



Majority Voting Policy

In 2012, the board of directors of Imperial Oil Limited adopted the following majority voting policy by way of a directors resolution:

For any non-contested election of directors following the date upon which Exxon Mobil Corporation's shareholding falls below 50%, any director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" in such election shall tender his or her resignation. Within 90 days after certification of the election results, the Board of Directors will decide, through a process managed by the Nominations and Corporate Governance Committee and excluding the nominee in question, whether to accept the resignation. Absent a compelling reason for the director to remain on the Board, the Board shall accept the resignation. The Board will promptly disclose its decision and, if applicable, the reasons for rejecting the tendered resignation.