

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 2, 2023

IMPERIAL OIL LIMITED

(Exact name of registrant as specified in its charter)

<u>Canada</u>	<u>0-12014</u>	<u>98-0017682</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

<u>505 Quarry Park Boulevard S.E., Calgary, Alberta</u>	<u>T2C 5N1</u>
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: 1-800-567-3776

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
None		None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

At the annual meeting of shareholders on May 2, 2023, each of the seven nominees proposed as directors of Imperial Oil Limited (the “Company”) were elected to hold office until the close of the next annual meeting. The votes for the directors were:

D.W. Cornhill 477,220,521 shares for and 51,359,878 shares against,
B.W. Corson 522,575,825 shares for and 6,004,574 shares against,
M.R. Crocker 502,024,025 shares for and 26,556,374 shares against,
S.R. Driscoll 526,032,840 shares for and 2,547,559 shares against,
J. Floren 528,279,988 shares for and 300,411 shares against,
G.J. Goldberg 528,282,636 shares for and 297,763 shares against, and
M.C. Hubbs 515,973,536 shares for and 12,601,009 shares against.

At the same annual meeting of shareholders, PricewaterhouseCoopers LLP was reappointed as the auditor of the Company and both shareholder proposals set out in the Company’s management proxy circular were defeated. The votes for the auditor reappointment and each of the shareholder proposals were:

the auditor was reappointed by a vote of 519,167,619 shares for and 11,948,913 shares withheld;
the shareholder proposal requesting the adoption of an absolute greenhouse gas reduction target was defeated by a vote of 509,065,788 against and 19,510,026 for; and
the shareholder proposal requesting a report on the impact of the energy transition on asset retirement obligations was defeated by a vote of 505,524,209 against and 23,051,605 for.

Item 7.01 Regulation FD Disclosure

On May 2, 2023, Imperial Oil Limited (the “company”) by means of a press release announced the voting results for the election of directors displayed in accordance with Canadian requirements. A copy of the press release is attached as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished as part of this report on Form 8-K:

- 99.1 News release of the company on May 2, 2023 announcing the voting results for the election of directors in accordance with Canadian requirements.
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

IMPERIAL OIL LIMITED

Date: May 2, 2023

By: */s/ Ian Laing*

Name: Ian Laing
Title: Vice-president, general counsel and
corporate secretary

By: */s/ Cathryn Walker*

Name: Cathryn Walker
Title: Assistant corporate secretary

Imperial reports voting results for election of directors

Calgary, AB – May 2, 2023 – Imperial Oil Limited (TSE: IMO, NYSE American: IMO) announced at its annual meeting of shareholders held on May 2, 2023, that each of the seven nominees proposed as directors of the company and listed in its management proxy circular dated March 16, 2023 were elected as directors. A total of 531,116,532 shares (90.92 percent of outstanding common shares) were represented in person or by proxy. The percentage of shares represented at the meeting that were voted to elect the individual directors are set out below:

Nominee:	For:	Against:
D.W. (David) Cornhill	477,220,521	51,359,878
B.W. (Bradley) Corson	522,575,825	6,004,574
M.R. (Matthew) Crocker	502,024,025	26,556,374
S.R. (Sharon) Driscoll	526,032,840	2,547,559
J. (John) Floren	528,279,988	300,411
G.J. (Gary) Goldberg	528,282,636	297,763
M.C. (Miranda) Hubbs	515,973,536	12,601,009

- 30 -

For further information:

Investor relations
(587) 476-4743

Media relations
(587) 476-7010

Source: Imperial

After more than a century, Imperial continues to be an industry leader in applying technology and innovation to responsibly develop Canada's energy resources. As Canada's largest petroleum refiner, a major producer of crude oil, a key petrochemical producer and a leading fuels marketer from coast to coast, our company remains committed to high standards across all areas of our business.