

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 8, 2025

IMPERIAL OIL LIMITED

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

<u>Canada</u> (State or other jurisdiction of incorporation)	<u>0-12014</u> (Commission File Number)	<u>98-0017682</u> (IRS Employer Identification No.)
<u>505 Quarry Park Boulevard S.E., Calgary, Alberta</u> (Address of principal executive offices)		<u>T2C 5N1</u> (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 8, 2025, 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 458,688,249 shares for and 11,623,865 shares against,  
S.R. Driscoll 460,709,337 shares for and 9,602,197 shares against,  
J.N. Floren 458,402,042 shares for and 11,912,559 shares against,  
G.J. Goldberg 460,671,058 shares for and 9,643,543 shares against,  
N.A. Hansen 431,100,735 shares for and 39,213,866 shares against,  
M.C. Hubbs 434,627,097 shares for and 35,680,453 shares against, and  
J.R. Whelan 467,228,982 shares for and 3,084,807 shares against.

At the same annual meeting of shareholders, PricewaterhouseCoopers LLP was reappointed as the auditor of the Company and the amendments to By-Law No. 1 as described in the Company’s management proxy circular were confirmed. The votes for the auditor reappointment and for confirming the by-law amendments were: the auditor was reappointed by a vote of 467,680,573 shares for and 6,537,605 shares withheld; and the by-law amendments were confirmed by a vote of 424,190,354 for and 46,120,389 against.

Item 7.01 Regulation FD Disclosure

On May 8, 2025, 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 8, 2025 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 8, 2025

By: */s/ Ian Laing*

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

By: */s/ Cathryn Walker*

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Name: Cathryn Walker  
Title: Assistant corporate secretary

### Imperial reports voting results for election of directors

**Calgary, AB – May 8, 2025** – Imperial Oil Limited (TSE: IMO, NYSE American: IMO) announced at its annual meeting of shareholders held on May 8, 2025, that each of the seven nominees proposed as directors of the company and listed in its management proxy circular dated March 17, 2025 were elected as directors. A total of 474,218,780 shares (93.16 percent of outstanding common shares) were represented in person or by proxy. The shares represented at the meeting that were voted to elect the individual directors are set out below:

Nominee:	For:	Against:
D.W. (David) Cornhill	458,688,249	11,623,865
S.R. (Sharon) Driscoll	460,709,337	9,602,197
J.N. (John) Floren	458,402,042	11,912,559
G.J. (Gary) Goldberg	460,671,058	9,643,543
N.A. (Neil) Hansen	431,100,735	39,213,866
M.C. (Miranda) Hubbs	434,627,097	35,680,453
J.R. (John) Whelan	467,228,982	3,084,807

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For further information:

Investor relations	Media relations
(587) 962-4401	(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.*