

## Notice and Access Notification to Shareholders

**Annual Meeting of Shareholders for Imperial Oil Limited to be held on Tuesday, May 2, 2023 at 11:00 a.m. (mountain time) in a virtual only format, online at [www.virtualshareholdermeeting.com/IMO2023](http://www.virtualshareholdermeeting.com/IMO2023)**

You are receiving this notification as Imperial Oil Limited ("Imperial") uses the notice and access model for delivery of meeting materials to its shareholders. In connection with the use of notice and access, on January 30, 2023, Corporations Canada exempted Imperial from sending the management proxy circular and annual financial statements to each shareholder whose proxy is solicited. The notice and access model adopted by the Canadian securities regulators, as supplemented by this exemption, allows for the posting of meeting related material online, including the management proxy circular, annual financial statements and related management discussion and analysis.

Shareholders will receive a proxy or voting instruction form enabling them to vote at Imperial's annual meeting, along with this notice containing information on how they may access the meeting related material electronically. Meeting related materials will not be mailed to shareholders unless a shareholder follows the instructions on the reverse under "How to Obtain Paper Copies of the Meeting Material". The use of this alternative means of delivery reduces the use of printed paper materials and has significantly reduced printing and mailing costs associated with the company's shareholder meeting.

### **WEBSITES WHERE MEETING MATERIAL IS POSTED:**

Material can be viewed online at the following internet addresses:

- (i) [www.materials.proxyvote.com/453038](http://www.materials.proxyvote.com/453038);
- (ii) [www.sedar.com](http://www.sedar.com), under Imperial Oil Limited's profile; or
- (iii) on the company's website at: [www.imperialoil.ca/en-ca/company/investors/shareholder-services/annual-meetings](http://www.imperialoil.ca/en-ca/company/investors/shareholder-services/annual-meetings).

**A REQUEST TO RECEIVE THE COMPANY'S ANNUAL AND INTERIM FINANCIAL STATEMENTS IS INCLUDED WITHIN THE PROXY FORM OR THE VOTING INSTRUCTION FORM THAT IS ENCLOSED WITH THIS NOTICE.**

### **SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:**

**APPOINTMENT OF AUDITOR:** Upon the recommendation of the audit committee, shareholders will be asked to re-appoint PricewaterhouseCoopers as the company's auditors for the ensuing year. Information respecting the auditor appointment can be found under the heading "Reappointment of the auditor" on page 12 of the management proxy circular.

**ELECTION OF DIRECTORS:** Shareholders will be asked to elect the directors. Information respecting the director nominees may be found under the heading "Nominees for director" starting on page 14 of the management proxy circular.

**SHAREHOLDER PROPOSALS:** Shareholders will be asked to vote on two shareholder proposals that have been submitted for consideration at the annual meeting of shareholders. Information respecting the shareholder proposals can be found at Appendix B of the management proxy circular starting at page 102.

- Shareholder proposal No. 1 regarding the adoption of an absolute greenhouse gas reduction target, and
- Shareholder proposal No. 2 regarding a report on the impact of the energy transition on asset retirement obligations.

**OTHER BUSINESS:** Shareholders may be asked to consider other business that may properly be brought before the meeting or any adjournment of the meeting.

**FOR DETAILED INFORMATION WITH RESPECT TO EACH OF THE ABOVE MATTERS, PLEASE REFER TO THE APPROPRIATE PAGE NUMBER OF THE MANAGEMENT PROXY CIRCULAR.**

**SHAREHOLDERS ARE REMINDED TO REVIEW THE MANAGEMENT PROXY CIRCULAR PRIOR TO VOTING.**

**ENGLISH LANGUAGE SHAREHOLDERS WITH QUESTIONS ABOUT NOTICE AND ACCESS CAN CALL 1-844-916-0609 (TOLL FREE WITHIN NORTH AMERICA) OR 1-303-562-9305 (OUTSIDE NORTH AMERICA). FRENCH LANGUAGE SHAREHOLDERS CAN CALL 1-844-973-0593 (TOLL FREE WITHIN NORTH AMERICA) OR 1-303-562-9306 (OUTSIDE NORTH AMERICA).**

**HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIAL**

Shareholders may request paper copies of the meeting related material be sent to them by postal delivery at no cost. You can make this request online at [www.proxyvote.com](http://www.proxyvote.com), or alternatively, if you have your 16 digit control number that is located on your Voting Instruction Form or the Form of Proxy, you can call toll free, if located within North America, by dialing 1-877-907-7643, or if you are located outside of North America, please dial 1-303-562-9305 (English) or 1-303-562-9306 (French). If you do not have a 16-digit control number, please call toll free at 1-844-916-0609 (English within North America) or 1-303-562-9305 (English outside North America) or toll free at 1-844-973-0593 (French within North America) or 1-303-562-9306 (French outside of North America).






The meeting related material will be sent within three business days, giving you sufficient time to vote your proxy. Requests for paper copies must be received at least 10 business days in advance of the proxy deposit date (April 28, 2023) in order to receive the meeting related material before the proxy deposit date and the meeting of shareholders. PLEASE NOTE THAT YOU WILL NOT RECEIVE ANOTHER PROXY FORM OR VOTING INSTRUCTION FORM; PLEASE RETAIN YOUR CURRENT ONE TO VOTE YOUR SHARES.

If the request is received on or after the meeting date, and within one year of the management proxy circular being filed, the meeting related material will be sent within 10 calendar days. Following the meeting, the documents will remain available at the websites listed on the reverse for a period of one year.

Imperial will only provide paper copies of the meeting related material to shareholders who have made a request in accordance with the instructions above, or who have standing instructions to receive paper copies by mail.

**VOTING:**

This notice is accompanied by either a proxy form for registered shareholders or a voting instruction form for beneficial (non-registered) shareholders. Shareholders are asked to return their proxies using the methods shown below by the proxy deposit date (April 28, 2023).

Proxy voting options		Registered and Non-registered shareholders by proxy form or voting instruction form
	<b>Vote online</b>	Go to web site <a href="http://www.proxyvote.com">www.proxyvote.com</a> and follow the instructions to vote your shares. You will need to refer to your 16-digit control number printed on your proxy form or voting instruction form.
	<b>Vote with your mobile device</b>	Scan the QR code using your mobile device and follow the instructions to vote your shares. You will need to refer to your 16-digit control number printed on your proxy form or voting instruction form.
	<b>Vote by mail</b>	Complete and return your proxy form or voting instruction form in the prepaid business reply envelope provided or mail to Data Processing Centre, P.O. Box 3700, Stn Industrial Park, Markham, Ontario, L3R 9Z9.
	<b>Vote by telephone</b>	Using a touch-tone telephone, call toll free 1-800-474-7493 (English) or 1-800-474-7501 (French) and follow the instructions. You will need to refer to your 16-digit control number printed on your proxy form or voting instruction form. For US shareholders, please call 1-800-454-8683.
	<b>Vote at the virtual meeting</b>	Registered shareholders log-in using the 16-digit control number included on their proxy form. Duly appointed proxyholders of registered and non-registered (beneficial) shareholders log-in using the unique eight character identification number you create when you appoint your proxyholder. For further information, please refer to the voting instructions provided within the management proxy circular.