

WHEREAS: In November 2016 the Paris Agreement entered into force and its goal of keeping global temperature rise well below 2 degrees Celsius continues to shape policy decisions around the globe. This has resulted in national, state, and local regulations to address climate change. Additionally, technological innovations, energy efficiency improvements, and shifting consumer preferences are advancing a low-carbon energy market that will meaningfully reduce demand for carbon-based fuels.

Institutions including Shell, Equinor, Goldman Sachs and DNV GL have predicted that peak oil demand may occur as early as the 2020s. The increased likelihood of accelerated policy action and technological advancements make it vital that Marathon Oil provide investors with more detailed analyses of the potential risks to its business due to climate change.

Marathon faces a variety of risks due to climate change and the transition to a low-carbon economy. Marathon acknowledges in its financial filings that "our business, financial condition, results of operations and cash flows could be materially and adversely affected" as a result of action on climate change, yet the company has almost no disclosure on this critical issue. A recent analysis by CDP ranked Marathon among the poorest performers on management and oversight of climate risk.

Investors need to know how Marathon is planning to mitigate these risks and preserve shareholder value. Peers like Pioneer Natural Resources and Occidental have begun the process of providing shareholders with improved disclosure. The Financial Stability Board's Task Force on Climate Related Financial Disclosures has endorsed such an analysis. Major asset managers including BlackRock, State Street and Vanguard have called for improved climate risk disclosures. Further, Moody's Global Ratings now incorporates low demand scenarios in its ratings analysis of companies in high risk sectors including the energy industry.

Scenario analysis allows a company to develop a strategy that is resilient in a world of increasing uncertainty. A report will help Marathon identify both risks and opportunities for its business, and reassure investors that our company is poised to manage and take advantage of future regulatory, technological, and market changes.

RESOLVED: Shareholders request that Marathon Oil, with board oversight, publish an assessment of the long-term impacts on the company of public policies and technological advances that are consistent with limiting global temperature rise to no more than 2 degrees Celsius over preindustrial levels. The report should be done at reasonable cost and omit proprietary information.