



#40708

DATE: FEBRUARY 22, 2017

SUBJECT: INTEROIL CORPORATION - CONTRACT ADJUSTMENT
OPTION SYMBOL: IOC
NEW SYMBOL: XOM1
DATE: 2/23/17

Contract Adjustment

DATE: February 23, 2017

OPTION SYMBOL: IOC changes to XOM1

STRIKE DIVISOR: 1

CONTRACTS MULTIPLIER: 1

NEW MULTIPLIER: 100 (e.g., a premium of 1.50 yields \$150; a strike of 49 yields \$4,900.00)

NEW DELIVERABLE PER CONTRACT:

- 1) An amount of Exxon Mobil Corporation (XOM) Common Shares worth \$45.00, calculated as described in the Info Circular dated January 13, 2017 ("Info Circular"), x 100
- 2) Cash in lieu of fractional XOM shares, if any

Note: IOC options will NOT be adjusted to include delivery of the non-transferrable Contingent Resource Payment (CRP).

CUSIP: XOM: 30231G102

DELAYED SETTLEMENT

OCC will delay settlement of the XOM component and cash portion of the XOM1 deliverable until the XOM exchange ratio and cash in lieu of fractional shares, if any, are determined. Upon determination of the exchange ratio and cash in lieu amount, OCC will require Put exercisers and Call assignees to deliver the appropriate number of XOM shares and cash amount.

PRICING

Until the XOM exchange ratio and cash in lieu amount, if any, are determined, the underlying price for XOM1 will be determined as follows:

$$\text{XOM1} = 45.00$$

BACKGROUND

On February 14, 2017, Shareholders of InterOil Corporation (IOC) voted concerning the proposed merger with Exxon Mobil Corporation (XOM). The merger was approved and subsequently consummated on February 22, 2017. As a result, each existing IOC Common Share will be converted into the right to receive an amount of XOM shares worth \$45.00, calculated as described in the Info Circular, plus a non-transferrable Contingent Resource Payment (CRP) per IOC share held. On the effective date of the merger, the CRP will be paid into escrow and released upon satisfaction of certain conditions, as described in the Info Circular. The CRP will not be transferrable and will not trade on any exchange. Cash will be paid in lieu of fractional XOM shares, if any.

Note: The Contingent Resource Payments (CRP) represent a non-transferable right to receive additional payments, if any, if certain conditions are met. The IOC deliverable will NOT be adjusted to include the non-transferrable CRPs.

DISCLAIMER

This Information Memo provides an unofficial summary of the terms of corporate events affecting listed options or futures prepared for the convenience of market participants. OCC accepts no responsibility for the accuracy or completeness of the summary, particularly for information which may be relevant to investment decisions. Option or futures investors should independently ascertain and evaluate all information concerning this corporate event(s).

The determination to adjust options and the nature of any adjustment is made by a panel of The OCC Securities Committee pursuant to OCC By-Laws, Article VI, Sections 11 and 11A. The adjustment panel is comprised of representatives from OCC and each exchange which trades the affected option. The determination to adjust futures and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article XII, Sections 3, 4, or 4A, as applicable. For both options and futures, each adjustment decision is made on a case by case basis. Adjustment decisions are based on information available at the time and are subject to change as additional information becomes available or if there are material changes to the terms of the corporate event(s) occasioning the adjustment.

ALL CLEARING MEMBERS ARE REQUESTED TO IMMEDIATELY ADVISE ALL BRANCH OFFICES AND CORRESPONDENTS ON THE ABOVE.

For questions regarding this memo, call Investor Services at 1-888-678-4667 or email investorservices@theocc.com. Clearing Members may contact Member Services at 1-800-544-6091 or, within Canada, at 1-800-424-7320, or email memberservices@theocc.com.