

Donald P. de Brier
Corporate Executive Vice President
and Corporate Secretary

CALIFORNIA REGISTERED IN-HOUSE COUNSEL

March 27, 2014

Timothy Smith
Senior Vice President
Director of Environmental Social and
Governance Shareowner Engagement
Walden Asset Management
One Beacon Street, 33rd Floor
Boston, MA 02108

Dear Tim:

Responding to your March 27th email inquiry/request:

1. SEC Rule. In Staff Legal Bulletin 14, dated July 13, 2001, the SEC explained how the vote should be counted for the purposes of Rule 14a-8(i)(12), which sets forth the minimum vote that must be received by a shareholder proposal to be eligible for inclusion in subsequent years. Under that calculation abstentions and broker non-votes are not counted. Occidental has always complied with this requirement to determine the eligibility for inclusion of a previously considered proposal.
2. Oxy By-laws. To determine whether or not a proposal has been approved by stockholders, Occidental's By-laws, a copy of which is attached, govern.
 - For the election of directors, Sections 1 and 3 of Article III provide that directors are elected by a majority of votes cast but provide that a director who fails to receive more For than Against votes must resign.
 - For all other matters brought before the meeting, Section 5 of Article I governs. It provides that unless otherwise provided by law, the Certificate of Incorporation or another provision of the By-laws, matters must be approved by a majority of shares present, in person or by proxy, for the purposes of determining a quorum. In that case abstentions and broker-non votes are part of the denominator. Our Delaware counsel has advised us that our By-laws comply with Delaware law and the firm is not aware of any SEC or NYSE requirement that requires us to determine approval differently.
3. Oxy Customary Practice. In practice, if a vote is so close that abstentions or broker non-votes make a difference to a proposal passing, the Board has usually reconsidered the issue and taken action to engage the proponent. For example, last year's stockholder proposal regarding the stockholder right to act by written consent

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was not approved because, as required by Occidental's By-laws, it did not receive an affirmative vote of the shares present for purposes of determining a quorum. The proposal received 335,327,220 votes for; 291,539,156 votes against; 5,420,394 abstentions; and 55,396,159 broker non-votes. Nevertheless, the Board reconsidered the issue and this year's Proxy Statement includes a Board proposal to permit stockholders to act by written consent.

I hope this answers your question. As always, we are happy to discuss this further, if you wish.

Best regards,

A handwritten signature in cursive script, appearing to read "Donald de Brier".

Donald de Brier

Encl.