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January 29, 2021

VIA E-MAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: *Occidental Petroleum Corporation*
Shareholder Proposal of Benta B.V.
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, Occidental Petroleum Corporation (the "Company"), intends to omit from its proxy statement and form of proxy for its 2021 Annual Meeting of Shareholders (collectively, the "2021 Proxy Materials") a shareholder proposal (the "Proposal") and statements in support thereof (the "Supporting Statement") received from Follow This on behalf of Benta B.V. (the "Proponent").

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D") provide that shareholder proponents are required to send companies a copy of any correspondence that the proponent elects to submit to the Securities and Exchange Commission (the "Commission") or the staff of the Division of Corporation Finance (the "Staff"). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

THE PROPOSAL

The Proposal states:

> RESOLVED: Shareholders support the Company to include medium-term targets covering the greenhouse gas (GHG) emissions of the Company's energy products (Scope 3) on their pathway to their long-term target, which is net-zero emissions before 2050.

FISMA & OMB Memorandum M-07-16

The Supporting Statement states, in part:

> [T]he Company may use whatever metric they deem best suited to set emissions reduction targets, for example a relative GHG intensity metric (GHG emissions per unit of energy). Whatever metric is chosen (relative or absolute), the targets must be proven to lead to absolute emissions reductions.

A copy of the Proposal, the Supporting Statement and related correspondence with the Proponent is attached to this letter as Exhibit A.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2021 Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal deals with matters relating to the Company's ordinary business operations, as it impermissibly seeks to impose prescriptive methods for implementing complex policies related to the Company's strategy for addressing greenhouse gas ("GHG") emissions.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because The Proposal Deals With Matters Relating To The Company's Ordinary Business Operations.

The Proposal directs the Company to implement specific methods that would change its emissions management strategy by requiring targets to reduce certain of the Company's GHG emissions—specifically, "medium term targets covering" the Company's Scope 3 emissions that "*must* be proven to lead to absolute emissions reductions" (emphasis added). By prescribing this specific strategy, the Proposal restricts the Company's discretion to develop and manage its strategy for GHG emissions reduction. As discussed below, the Staff has consistently concurred that proposals seeking to direct a company's specific actions with respect to complex policy matters and restrict the discretion or flexibility of the company's management or board to act on those matters may be excluded. Under well-established precedent, we believe that the Proposal is therefore excludable under Rule 14a-8(i)(7) because it seeks to micromanage the Company's actions to direct its strategy to achieve net-zero GHG emissions.

A. Overview Of Rule 14a-8(i)(7).

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a shareholder proposal that relates to the company's "ordinary business" operations. According to the Commission's release accompanying the 1998 amendments to Rule 14a-8, the term "ordinary business" refers to matters that are not necessarily "ordinary" in the common meaning of the word, but instead the term "is rooted in the corporate law concept [of] providing management with flexibility in directing certain core matters involving the company's business and operations." Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release").

In the 1998 Release, the Commission explained that the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting," and identified two central considerations that underlie this policy. The second consideration, which is applicable to the Proposal, relates to "the degree to which the proposal seeks to 'micro-manage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." *Id.* (citing Exchange Act Release No. 12999 (Nov. 22, 1976) (the "1976 Release")).

The 1998 Release further states, "[t]his consideration may come into play in a number of circumstances, such as where the proposal involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies." In Staff Legal Bulletin No. 14J (Oct. 23, 2018) ("SLB 14J"), the Staff explained that "[u]nlike the first consideration [of the ordinary business exclusion], which looks to a proposal's subject matter, the second consideration looks only to the degree to which a proposal seeks to micromanage. Thus, a proposal that may not be excludable under the first consideration may be excludable under the second if it micromanages the company." Moreover, as is relevant here, under Rule 14a-8(i)(7) a shareholder proposal that seeks to micromanage a company's business operations is excludable even if it involves a significant policy issue.

In addition, Staff Legal Bulletin No. 14K (Oct. 16, 2019) ("SLB 14K") indicates that a "proposal framed as a request that the company consider, discuss the feasibility of, or evaluate the potential for a particular issue generally would not be viewed as micromanaging matters of a complex nature," but that "a proposal, regardless of its precatory nature, that prescribes specific timeframes or methods for implementing complex policies, consistent with the Commission's guidance, may run afoul of micromanagement."

B. The Company's Strategy For Achieving Net-Zero Emissions.

The Company is committed to being part of the climate solution and continues to carefully develop and implement policies and practices to preserve the environment and reduce emissions. As announced in 2020,[1] the Company has launched its "Pathway to Net-Zero" initiative, through which the Company has committed to a pathway to achieve net-zero emissions goals for its operational and energy use emissions (Scope 1 and Scope 2) before 2040 and an ambition to achieve net-zero for its total emissions inventory including product use (Scope 1, 2 and 3) before 2050. The Company has identified three principal classes of opportunities to make the most significant GHG-reduction impacts: (1) reducing direct emissions, including improving operational and process efficiencies and implementing GHG monitoring and control systems; (2) developing carbon capture utilization and storage (CCUS) projects, including through deploying carbon dioxide (CO2) capture facilities and utilizing CO2 to create low-carbon fuels; and (3) improving energy efficiency.

In support of the Company's goals to achieve net-zero in its operational and energy-use emissions by 2040 and its total emissions inventory by 2050, the Company has established mid-term reduction targets to achieve goals related to activities over which it has financial or operational influence. These targets are consistent with the Company's membership in the Oil and Gas Climate Initiative. The Company has set mid-term upstream oil and gas reduction goals for (1) reducing oil and gas production emissions intensity to 0.02 MTCO2e/BOE for Scope 1 and 2 emissions, (2) reducing methane emissions intensity to below 0.25% of marketed gas and (3) limiting average upstream CO2 emissions intensity value for new U.S. oil and gas field production to 0.02 MTCO2e/BOE, each by 2025. Additionally, the Company has set a goal of achieving zero routine flaring by 2030.

The Company believes that its strategy to achieve net-zero emissions, which couples continuous operational upgrades and improvements that lower emissions associated with the Company's oil, gas and chemicals production with industrial-scale carbon management solutions, is the most appropriate strategy for the Company at this time. While the Company is focused on reduction of Scope 1 and 2 emissions, as well as improved operational and process efficiencies, the Company's net-zero strategy is not dependent on the absolute reduction of emissions associated with the use of the Company's energy products. Rather, the focal point of the Company's net-zero strategy is on developing and deploying CCUS technologies to offset Scope 3 emissions.

[1] *See* Climate Report 2020: Pathway to Net-Zero, *available at* https://www.oxy.com/Sustainability/overview/Documents/ClimateReport2020.pdf.

Accordingly, the Company does not believe that establishing medium-term absolute reduction targets associated with the use of the Company's energy products is the most appropriate strategy for the Company, as this would require a wholesale departure from the Company's carefully considered and tailored net-zero strategy. The Company regularly reports Scope 3 emissions from the use of its products and supports well-designed policy frameworks to reduce Scope 3 emissions. However, the Company believes that such frameworks must be coupled with the development and deployment of wide-scale CCUS technologies in order to meaningfully reduce global GHG emissions and combat climate change.

The Company's Board of Directors and senior management believe that the Company's strategy for achieving net-zero emissions, including how it manages Scope 3 emissions, is the most appropriate for the Company and positions the Company to be a global leader in total carbon impact beyond the Company's corporate inventory of Scope 1, 2 and 3 emissions.

C. The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because It Seeks To Micromanage The Company.

The Proposal seeks to change the Company's complex GHG emissions management strategy by "impos[ing] a specific strategy, method, action, outcome or timeline for addressing an issue" and "prescrib[ing] specific timeframes." SLB 14K. Specifically, the Proposal directs the Company to implement a specific GHG emissions strategy (setting "targets covering" the Company's Scope 3 GHG emissions levels that "*must* be proven to lead to absolute emissions reductions" (emphasis added)) on a specific timeline ("medium-term"). Although the Proposal claims that "nothing in this resolution shall serve to micromanage the Company by seeking to impose methods for implementing complex policies," the Proposal dictates the specific method that the Company must follow in order to "limit[] global warming."

As a result, the Proposal has the effect of asking the Company to set quantitative targets to reduce Scope 3 GHG emissions. The Proposal goes even further by requiring that such targets "must be proven to lead to absolute emissions reductions" of Scope 3 emissions. The adoption of such targets would necessarily limit the use of the Company's energy products, which is inconsistent with, and wholly restrictive of, the Company's strategy for achieving net-zero emissions, which is not dependent on the absolute reduction of Scope 3 emissions. As discussed above, among other things, the Company's carefully considered and tailored strategy focuses on lowering emissions associated with the Company's oil, gas and chemicals production coupled with industrial-scale carbon management solutions to limit global warming. As a result, and as supported by the

precedent discussed below, the Proposal impermissibly micromanages the Company and thus is excludable under Rule 14a-8(i)(7).

Consistent with the guidance in the 1998 Release and as described in SLB 14J and SLB 14K, the Staff has consistently concurred that shareholder proposals similar to the Proposal that seek to direct how a company evaluates complex policies and impose specific prescriptive methods to implement those policies attempt to micromanage a company and are excludable under Rule 14a 8(i)(7). For example, in *EOG Resources, Inc.* (avail. Feb. 26, 2018 *recon. denied* Mar. 12, 2018), the Staff concurred with the exclusion of a shareholder proposal requesting that the company "adopt company-wide, quantitative, time-bound targets for reducing [GHG] emissions." Even though the shareholder proposal did not specify a time frame for achieving those targets, the Staff concurred that the proposal "micromanage[d] the [c]ompany by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment."

Similarly, in *The Goldman Sachs Group, Inc.* (avail. Mar. 12, 2019), the Staff concurred with the exclusion of a shareholder proposal requesting that the company "adopt a policy to reduce the carbon footprint of its loan and investment portfolios in alignment with the 2015 Paris goal of maintaining global warming well below 2 degrees." In its response, the Staff noted that by imposing its "overarching requirement" to dictate how the company manages it lending and investment activities, "the [p]roposal would micromanage the [c]ompany by seeking to impose specific methods for implementing complex policies in place of the ongoing judgments of management as overseen by its board of directors." *See also Wells Fargo & Co* (avail. Mar. 5, 2019) (same).

The express language of the Proposal is even more prescriptive than the proposals in *EOG*, *Goldman Sachs* and *Wells Fargo* because, as discussed above, it expressly dictates a specific method and outcome: addressing global warming by requiring the adoption of "medium-term targets" covering the Company's Scope 3 emissions, which "*must* be proven to lead to absolute emissions reductions" (emphasis added). We note that the Proposal does not ask if and how the Company will reduce Scope 3 emissions. Instead, the Proposal requires that the Company "reduc[e] absolute emissions from the use of [the Company's] energy products . . . to limit[] global warming" despite there being other methods and strategies for addressing Scope 3 emissions, which the Company has determined are best addressed in a different manner. Additionally, the Proposal prescribes a particular timeline for achieving the desired outcome by requiring the Company include "medium-term targets" as part of the Company's commitment to reach net zero in its total emissions inventory by 2050. As discussed above in Section B, the Company has gone to great lengths to carefully develop and deploy the Company's

strategy for achieving net-zero emissions. By mandating that the Company include "medium-term targets" that are "proven to lead to absolute [Scope 3] emissions reductions," the Proposal impermissibly seeks to replace management's informed and reasoned judgments and imposes specific time-frames for doing so. Thus, as with the proposals in *EOG*, *Goldman Sachs* and *Wells Fargo*, the Proposal "micromanage[s] the Company by seeking to impose specific methods for implementing complex policies in place of the ongoing judgments of management as overseen by its board of directors."

The Proposal is also similar in substance and scope to other recent climate change-related precedent where the Staff concurred that a proposal was excludable because it impermissibly micromanaged the company. For example, in *Exxon Mobil Corp. (New York State Common Retirement Fund)* (avail. Apr. 2, 2019) ("*Exxon 2019*") and *Devon Energy Corp.* (avail. Mar. 4, 2019, *recon. denied* Apr. 1, 2019), the Staff concurred with the exclusion of similar shareholder proposals requesting annual reports that "would require the [c]ompany to adopt [short-, medium- and long-term GHG] targets aligned with the goals established by the Paris Climate Agreement" as "micromanag[ing] the [c]ompany by seeking to impose specific methods for implementing complex policies in place of the ongoing judgments of management as overseen by [the companies'] board[s] of directors." *See also Exxon Mobil Corp. (Active Home)* (avail. Mar. 6, 2020) (concurring with the exclusion of a proposal requiring the company to "support a pricing structure on fossil fuels that will lead to significant reduction in production of carbon dioxide").

The Proposal parallels the proposals in *Exxon Mobil 2019* and *Devon Energy*, each of which sought adoption of a strategy to reduce GHG emissions, including time-bound goals. Specifically, the Proposal requires the Company adopt quantitative, time-bound goals in order to achieve the requested absolute reduction of Scope 3 emissions. Despite the fact that the proposal in *Devon Energy* did not specifically define the time frames at issue (which is also the case with the Proposal), the Staff nonetheless determined that the proposal impermissibly micromanaged the company by "requiring the adoption of time-bound targets (short, medium and long) that the company would measure itself against and changes in operations to meet those goals, thereby imposing a specific method for implementing a complex policy." SLB 14K. Likewise, here the Proposal impermissibly micromanages the Company by effectively requiring the adoption of time-bound medium-term Scope 3 emissions goals, which would require wholesale departure from the Company's existing strategy to achieve net-zero emissions, which is not dependent on the absolute reduction of Scope 3 emissions. As such, the Proposal impermissibly micromanages the Company under Rule 14a-8(i)(7).

Moreover, by requesting that the Company set medium-term targets "proven to lead to absolute emissions reductions," the Proposal dictates a specific pathway to achieve net-zero emissions and thereby limits what actions the Company may undertake as part of its broader net-zero strategy. In this regard, the Proposal is just as prescriptive as other proposals requesting companies adopt other time-bound net-zero targets, which the Staff has concurred are excludable under Rule 14a-8(i)(7). For example, in *PayPal Holdings, Inc.* (avail. Mar. 6, 2018), Staff concurred with the exclusion under Rule 14a-8(i)(7) of a shareholder proposal requesting that the company "prepare a report to shareholders that evaluates the feasibility of the [c]ompany achieving by 2030 'net-zero' emissions of greenhouse gases from parts of the business directly owned and operated by the [c]ompany . . . as well as the feasibility of reducing other emissions associated with the Company's activities." In its concurrence, the Staff noted that the shareholder proposal sought to "micro-manage the company by probing too deeply into matters of a complex nature." *See also Deere & Co.* (avail. Dec. 27, 2017); *Apple Inc. (Jantz)* (avail. Dec. 21, 2017) (both concurring with the exclusion of a shareholder proposal requesting that the company prepare a report that sought to impose a specific time frame and method for implementing complex policies related to climate change where the company had already made complex business decisions related to that issue); *Apple Inc.* (avail. Dec. 5, 2016) (concurring with the exclusion of a shareholder proposal requesting that the company "generate a feasible plan for the [c]ompany to reach a net-zero GHG emission status by the year 2030 for all aspects of the business which are directly owned by the [c]ompany and major suppliers" where the company already had a plan to reduce its carbon footprint).

We are aware that the Staff has been unable to concur with the exclusion of climate change proposals under Rule 14a-8(i)(7) where the proposal, as drafted, is not overly prescriptive and the action requested provides significant management discretion. For example, in *Anadarko Petroleum Corp.* (avail Mar. 4, 2019), the proposal requested a report "describing if, and how, [the company] plans to reduce its total contribution to climate change and align its operations and investments with the Paris Agreement's goal" Here, the Proposal does not permit the Company to consider "if and how" or "whether" it can or will adopt a particular strategy for reducing Scope 3 emissions. Instead, the Proposal dictates the adoption of a specific emissions strategy: that the Company absolutely reduce its Scope 3 emissions as measured in the medium-term. Notably, even where the supporting statement in *Anadarko Petroleum* set forth a list of actions for the company to consider, it did so without directing the company to undertake those actions. By contrast, as described above, the language used in the Proposal not only requires the Company to implement medium-term targets but indicates what such targets *must* accomplish. Accordingly, because the Proposal affords the Company no discretion, the

Proposal impermissibly micromanages the Company and is therefore readily distinguishable from *Anadarko Petroleum*.

Outside of the climate change context, the Staff consistently has concurred that shareholder proposals like the Proposal that attempt to micromanage a company by providing specific details for implementing a proposal as a substitute for the judgment of management are excludable under Rule 14a-8(i)(7). *See, e.g., Amazon.com, Inc. (Sacks)* (avail. Mar. 27, 2020) (concurring with the exclusion of a proposal requesting the company have a department category on its website concerning sustainability products to address climate change); *RH* (avail. May 11, 2018) (concurring with the exclusion of a proposal requesting that the board enact a policy that would ensure no down products were sold by the company, noting that "the [p]roposal micromanages the company by seeking to impose specific methods for implementing complex policies"); *SeaWorld Entertainment, Inc.* (avail. Mar. 30, 2017, recon. denied Apr. 17, 2017) (concurring with the exclusion of a proposal requesting the replacement of live orca exhibits with virtual reality experiences as micromanagement).

Finally, although the Proposal claims that it does not seek to micromanage the Company, that claim is wholly inconsistent with the express requirements of the Proposal and does not negate the fact that the Proposal is impermissibly prescriptive. For the reasons noted above, the actual language used in the Proposal limits the Company's flexibility to implement the Company's strategy for achieving net-zero emissions and impermissibly seeks to micromanage the Company by seeking to impose a specific method for implementing complex policies in place of the ongoing judgement of management. Consistent with well-established precedent, including *EOG Resources*, *Goldman Sachs*, *Devon Energy*, *Exxon Mobil 2019*, and the Staff's guidance in SLB 14K, the Proposal is properly excludable under Rule 14a-8(i)(7) because it dictates the particular Company strategy to be implemented.

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2021 Proxy Materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8287, Nicole E. Clark, the Company's Vice President, Deputy General Counsel and Corporate Secretary,

at (713) 215-7550 or Brittany A. Smith, the Company's Senior Counsel and Assistant Corporate Secretary, at (713) 871-6448.

Sincerely,

Elizabeth A. Ising

Enclosures

cc: Nicole E. Clark, Occidental Petroleum Corporation
Brittany A. Smith, Occidental Petroleum Corporation
Mark van Baal, Follow This

EXHIBIT A

From: McKenzie Ursch <mckenzieursch@follow-this.org>
Sent: Friday, December 4, 2020 7:39 AM
To: Clark, Nicole <Nicole_Clark@oxy.com>; Mark van Baal | Follow This <markvanbaal@follow-this.org>
Subject: [EXTERNAL] Submission of Shareholder Proposal for 2021 AGM

Dear Ms. Clark,

On behalf of Benta B.V., Follow This hereby submits the attached shareholder resolution for inclusion in the proxy materials of the 2021 AGM of Occidental Petroleum.

Attached to this email are:

- <!--[if !supportLists]-->• <!--[endif]-->One document containing a cover letter, the shareholder resolution, a letter authorizing Follow This to file the proposal on behalf of the shareholder, and proof of ownership of the requisite shares.
- <!--[if !supportLists]-->• <!--[endif]-->Digital signature logs for verification of the signed documents.

Follow This fully applauds the new ambitions of Occidental. We are open to a conversation to discuss the resolution.

I look forward to hearing from you soon.

Kindly confirm receipt of this email.

Sincerely,

McKenzie Ursch
Legal Advisor
Follow This

04 December 2020

Nicole E. Clark
Corporate Secretary
Occidental Petroleum Corporation
5 Greenway Plaza, Suite 110
Houston, TX 77046

Re: Shareholder proposal for 2021 annual meeting

Dear Ms. Clark,

On behalf of Benta B.V., we submit the enclosed shareholder proposal for inclusion in the proxy statement that Occidental Petroleum Corporation plans to circulate to shareholders in anticipation of the 2021 annual meeting. The proposal is being submitted in accordance with SEC Rule 14a-8 and relates to climate change policies.

Benta B.V. is located at Sneekerpad 4, 8651 NE, IJlst , Friesland, The Netherlands. They have beneficially owned more than $2,000 worth of Occidental common stock for over one year, and intend to continue ownership of these shares through the date of the 2021 annual meeting, which a representative is prepared to attend.

In addition to the proposal, two documents have been included with this letter. The first is a letter from Rabobank, the record holder, confirming the aforementioned ownership. The second is a letter from Benta B.V. authorizing Follow This to file the resolution and otherwise act on their behalf.

We would be pleased to discuss the issues presented by this proposal with you. If you require any additional information, please advise.

Sincerely,

Mark van Baal

Mark van Baal
Founder-Director Follow This

McKenzie Ursch

McKenzie Ursch
Legal Advisor
Follow This

Resolution at 2021 AGM of Occidental Petroleum Corporation ("the company")

Coordinated by Follow This

WHEREAS: Occidental has stated that our future depends on a world with lower greenhouse gas (GHG) emissions, and has thus established a pathway to achieve net zero for the GHG emissions of the Company's operations (Scope 1 and 2) before 2040, and net zero for their energy products (Scope 3) before 2050 ('Pathway to Net-Zero', Occidental Climate Report 2020).

RESOLVED: Shareholders support the Company to include medium-term targets covering the greenhouse gas (GHG) emissions of the Company's energy products (Scope 3) on their pathway to their long-term target, which is net-zero emissions before 2050.

To allow maximum flexibility, nothing in this resolution shall serve to micromanage the Company by seeking to impose methods for implementing complex policies in place of the ongoing judgement of management as overseen by its board of directors.

You have our support.

SUPPORTING STATEMENT: The oil and gas industry is essential to limiting global warming. Therefore, shareholders support oil and gas companies to change course; to align their targets with the goal of limiting temperature increase and invest accordingly in the energy transition to a net-zero-emission energy system.

Fiduciary duty

We, the shareholders, understand this support to be part of our fiduciary duty to protect all assets in the global economy from devastating climate change.

We therefore welcomed your 'Pathway to Net-Zero'. We especially welcomed you crossing the Rubicon on Scope 3 by including the GHG emissions of the use of your energy products (Scope 3), the first US-based global oil and gas company to do so. Reducing absolute emissions from the use of energy products is essential to limiting global warming.

An increasing number of investors insist on targets for all emissions

Backing from investors that insist on substantial reduction targets for all emissions continues to gain momentum; in 2020, an unprecedented number of shareholders voted for climate targets resolutions.

Evidently, a growing group of investors across the energy sector is uniting behind visible and unambiguous support for reduction targets for all emissions (Scope 1, 2, and 3).

Absolute emissions reductions

To allow maximum flexibility, the Company may use whatever metric they deem best suited to set emissions reduction targets, for example a relative GHG intensity metric (GHG emissions per unit of energy). Whatever metric is chosen (relative or absolute), the targets must be proven to lead to absolute emissions reductions.

We believe that the Company could lead and thrive in the energy transition. We therefore encourage you to set targets that are inspirational for society, employees, shareholders, and the energy sector, allowing the company to meet an increasing demand for energy while reducing GHG emissions.

You have our support.

Mark van Baal
Founder
Follow This
Anthony Fokkerweg 1
1059 CM
Amsterdam
The Netherlands
Regards: Authorization to represent and file shareholder resolution

01 December 2020

Dear Mr. van Baal,

As of the date of this letter, the undersigned authorizes Follow This to file, co-file, endorse and otherwise act as representative of the shareholder resolution provided with this letter on the shareholders behalf, with the specified company, and that it be included in the proxy statement as indicated below, in accordance with rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934.

The Stockholder: Benta B.V.
The Company: Occidental Petroleum Corporation
Annual Meeting/Proxy Year: 2021
Resolution Subject: Climate Change

The Stockholder has continuously owned over $2,000 worth of Company stock, with voting rights, for over a year. The Stockholder intends to hold the required amount of stock through the date of the submission of the proposal, as well as through the date of the Company's annual meeting in 2021.

Proof of ownership of these shares to be provided with this letter.

The stockholder gives Follow This the authority to act on the Stockholder's behalf with any and all aspects of the shareholder resolution.

Sincerely,

Yvonne de Rijcke
Director of Benta B.V.

Postadres Postbus 55, 8440 AB Heerenveen
Bezoekadres Martiniplein 1
8601 EG Sneek
Telefoon (0515) 43 70 00
Fax (0515) 43 70 60
Bankrekening NL20RABO0334763282
Website www.rabobank.nl/sneek-zwf

Rabobank

Follow This
Anthony Fokkerweg 1
1059 CM AMSTERDAM

Date: 04-12-2020
Our Reference: Verklaring Benta

Subject: Proof of ownership for submission of shareholder proposal for 2021 AGM

To whom it may concern,

We write in connection with the shareowner proposal submitted by Follow This on behalf of Benta B.V. This will confirm that on the date the proposal was submitted, the shareholder beneficially held at least $2,000.00 of stock in your company to be eligible to submit a proposal as per SEC regulation and relevant law. The shares have been held since at at least 01 December 2019 through the present day.

The position of Benta is listed below:

ISIN-code	Company	Number of Shares
US6745991058	Occidental Petroleum	1.100

For purposes of Depository Trust Company (DTC) participant confirmation, these shares are held for Rabobank Nederland (“Rabobank”) by BNP Paribas US (“BNP”).
Per the contractual agreement between Rabobank and BNP, BNP, as Rabobank’s DTC provider, holds at least the above listed number of shares in your company in Rabobank’s account on behalf of Rabobank as record holder in your company.

Accordingly, BNP, as Rabobank’s DTC provider and record holder, holds, and has continuously held, on behalf of Rabobank, at least the above listed amount of shares in your company since at least December 01, 2019 through the present day.

Sincerely,

Kees Veninga
Vermogensmanager
Rabobank
Sneek-Zuidwest-Friesland

Mark and McKenzie,

Hope you both are doing well. Please see the attached correspondence, which we also sent to you via overnight mail today. Let me know if you have any questions.

Best,
Brittany

Brittany A. Smith
Senior Counsel and Assistant Corporate Secretary
Occidental Petroleum Corporation
5 Greenway Plaza, Suite 110
Houston, TX 77046
Brittany_Smith@oxy.com
(P) 713-871-6448

Occidental

Nicole E. Clark
Vice President, Deputy General Counsel
and Corporate Secretary

5 Greenway Plaza, Suite 110, Houston, Texas 77046
Telephone 713.215.7550 Fax 713.985.8736

December 15, 2020

VIA OVERNIGHT MAIL AND EMAIL

Mark van Baal
Follow This
Hillegomstraat 15
1058 LN Amsterdam, Netherlands

Dear Mr. van Baal:

I am writing on behalf of Occidental Petroleum Corporation (the "Company"), which received on December 4, 2020 the shareholder proposal you submitted on behalf of Benta B.V. (the "Proponent") pursuant to Securities and Exchange Commission ("SEC") Rule 14a-8 for inclusion in the proxy statement for the Company's 2021 Annual Meeting of Shareholders (the "Proposal").

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that shareholder proponents must submit sufficient proof of their continuous ownership of at least $2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. The Company's stock records do not indicate that the Proponent is the record owner of sufficient shares to satisfy this requirement.

In addition, to date we have not received adequate proof that the Proponent has satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to the Company. The letter you provided dated December 4, 2020 and signed by Rabobank Nederland is insufficient proof of the Proponent's ownership of Company shares because Rabobank Nederland is not a Depository Trust Company ("DTC") participant. Further, although the letter states that BNP Paribas US is "Rabobank's DTC provider," we did not receive any proof of the Proponent's ownership of Company shares from BNP Paribas US.

To remedy this defect, the Proponent must obtain a new proof of ownership letter verifying the Proponent's continuous ownership of the required number or amount of Company shares for the one-year period preceding and including December 4, 2020, the date the Proposal was submitted to the Company. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

(1) a written statement from the "record" holder of the Proponent's shares (usually a broker or a bank) verifying that the Proponent continuously held the required number or amount of Company shares for the one-year period preceding and including December 4, 2020; or

(2) if the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Proponent's ownership of the required number or amount of Company shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Proponent continuously held the required number or amount of Company shares for the one-year period.

If the Proponent intends to demonstrate ownership by submitting a written statement from the "record" holder of the Proponent's shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the DTC, a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether the Proponent's broker or bank is a DTC participant by asking the Proponent's broker or bank or by checking DTC's participant list, which is available at http://www.dtcc.com/~/media/Files/Downloads/client-center/DTC/alpha.ashx. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

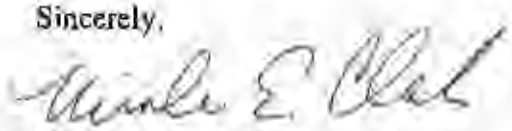
(1) If the Proponent's broker or bank is a DTC participant, then the Proponent needs to submit a written statement from the Proponent's broker or bank verifying that the Proponent continuously held the required number or amount of Company shares for the one-year period preceding and including December 4, 2020.

(2) If the Proponent's broker or bank is not a DTC participant, then the Proponent needs to submit proof of ownership from the DTC participant through which the shares are held verifying that the Proponent continuously held the required number or amount of Company shares for the one-year period preceding and including December 4, 2020. You should be able to find out the identity of the DTC participant by asking the Proponent's broker or bank. If the Proponent's broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through the Proponent's account statements, because the clearing broker identified on the account statements will generally be a DTC participant. If the DTC participant that holds the Proponent's shares is not able to confirm the Proponent's individual holdings but is able to confirm the holdings of the Proponent's broker or bank, then the Proponent needs to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including December 4, 2020, the required number or amount of Company shares were continuously held: (i) one from the Proponent's broker or bank confirming the Proponent's ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at 5 Greenway Plaza, Suite 110, Houston, TX 77046. Alternatively, you may transmit any response by email to me at nicole_clark@oxy.com.

If you have any questions with respect to the foregoing, please contact Brittany A. Smith at 713-871-6448 or brittany_smith@oxy.com. For your reference, I enclose a copy of Rule 14a-8 and Staff Legal Bulletin No. 14F.

Sincerely,



Nicole E. Clark

cc: McKenzie Ursch, Follow This
Yvonne de Rijcke, Benta B.V.

Enclosures

From:	McKenzie Ursch
To:	Smith, Brittany A; Clark, Nicole
Cc:	Mark van Baal	Follow This; maartenvandeweijer@follow-this.org
Subject:	[EXTERNAL] Re: Deficiency Notice
Date:	Wednesday, December 16, 2020 11:20:34 AM
Attachments:	Position Certificate - (US6745991058).pdf

Dear Ms. Smith and Ms. Clark,

Thank you for your email. Please find the specified documentation required to rectify our proof of ownership attached. It is a letter from the DTC participant of the broker of the proponent, confirming the ownership as per rule 14a-8.

Could you please confirm receipt of this email, and let us know if we have now rectified the deficiency?

Thank you, I look forward to hearing from you.

Sincerely,

McKenzie Ursch

On Wed, Dec 16, 2020 at 12:25 AM Smith, Brittany A <Brittany_Smith@oxy.com> wrote:

> Mark and McKenzie,
>
> Hope you both are doing well. Please see the attached correspondence, which we also sent to you via overnight mail today. Let me know if you have any questions.
>
> Best,
> Brittany
>
> Brittany A. Smith
> Senior Counsel and Assistant Corporate Secretary
> Occidental Petroleum Corporation
> 5 Greenway Plaza, Suite 110
> Houston, TX 77046
> Brittany_Smith@oxy.com
> (P) 713-871-6448

POSITION CERTIFICATE

Dear Madam, Dear Sir,

We are pleased to inform you that, errors or omissions excepted, we have continuously held at least the listed amount of shares, taking into consideration their due fluctuation, in the following account since at least 29/11/2019 through the present day 04/12/2020:

Account Label	***Account Nr***	***Isin code***	***Name of fund***	***Country***	**Position**
COOP RABOBANK UA	***	US6745991058	ACT OCCIDENTAL PETROLEUM CORP	UNITED STATES OF AMERICA	26225

Sub-total (US6745991058): 26225

Sincerely yours.

Luis Calhau
Back Office Team Leader Financial Services | BNP Paribas Securities Services