

Occidental Petroleum Corporation
Corporate Governance and Nominating Committee Charter

The Corporate Governance and Nominating Committee (the “Governance Committee”) of the Board of Directors (the “Board”) of Occidental Petroleum Corporation (the “Corporation”) will have the composition, responsibilities, powers, duties and authority specified in this Charter.

I. Purpose.

The Governance Committee’s purpose is to:

- a. Identify individuals qualified to become directors, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next Annual Meeting of Stockholders;
- b. Review and recommend to the Board the corporate governance policies applicable to the Corporation;
- c. Oversee the evaluation of the Board and its committees; and
- d. Perform such other duties and responsibilities set forth in this Charter or that may be expressly delegated to the Governance Committee by the Board from time to time.

II. Composition, Appointment and Procedures.

- a. The Governance Committee shall consist of not less than three members of the Board, each of whom is an “independent director” as defined in the Corporate Governance Policies and as required by the New York Stock Exchange.
- b. The members of the Governance Committee shall be appointed by the Board and shall continue to act until their successors are appointed. In deciding whom to appoint, the Board shall take into consideration each potential member’s experience and background, including familiarity with corporate governance issues. Members shall be subject to removal at any time by the Board.
- c. The Governance Committee shall meet as often as necessary to carry out its responsibilities, including at least one time per year in executive session without management.
- d. The Governance Committee may delegate any of its duties to a subcommittee comprising one or more members of the Governance Committee.
- e. The Governance Committee Chairman shall be designated by the Board of Directors. The Governance Committee Chairman shall preside at each meeting. In the event the Governance Committee Chairman is not present at a meeting, the Governance Committee members present at that meeting shall designate one of its members as the acting chair of the meeting.

III. Duties and Responsibilities with Respect to Nominations to the Board.

- a. The Governance Committee, in consultation with the Chairman of the Board and Chief Executive Officer, shall consider and make recommendations to the Board concerning the appropriate size and needs of the Board.
- b. The Governance Committee, in consultation with the Chairman of the Board and Chief Executive Officer, shall make recommendations to the Board as to (1) candidates for election to the Board at the Annual Meetings of Stockholders of the Corporation and, if applicable, to fill vacancies on the Board and (2) the qualifications of any such candidate. The Governance Committee shall also consider candidates recommended by stockholders in accordance with the Corporation's by-laws and the Nominating Committee Policy.
- c. The Committee shall assist the Board in recruiting new members to the Board.
- d. Candidates shall be selected for their character, judgment, business experience, time commitment and acumen and such other factors as the Governance Committee deems appropriate. No candidate who has not been interviewed by the Governance Committee shall be recommended to the Board for nomination.
- e. The Governance Committee shall report to the Board with respect to the foregoing. Final approval of a candidate shall be determined by the Board.
- f. The Governance Committee shall assist management in the preparation of the disclosure with respect to the nominating functions of the Governance Committee required to be included in the Corporation's proxy statement in accordance with the Rules and Regulations of the Securities Exchange Act of 1934, as amended.

IV. Duties and Responsibilities with Respect to Corporate Governance.

- a. The Governance Committee, in consultation with the Chairman of the Board and Chief Executive Officer, shall be responsible for periodic review and as-needed interpretation of the Corporation's Corporate Governance Policies, as well as consideration of other corporate governance issues and practices that may, from time to time, merit consideration by the Board.
- b. The Governance Committee shall assist the Board and its other committees in establishing the orientation process for new directors, Board education criteria, performance criteria and in performing their self evaluation. Board evaluation shall include an assessment of whether the Board has the necessary diversity of skills, backgrounds and experiences to meet the Corporation's ongoing needs. Committee evaluations shall include an assessment of whether each Committee is fulfilling its duties, responsibilities and functions under its charter. Individual director evaluations shall consider in-person attendance and participation at Board and committee meetings and other opportunities to enhance individual director effectiveness. In conducting its assessments, the Governance Committee will solicit input from all directors and may employ such other means as it may deem appropriate in conducting the assessments. The Committee shall report on and discuss the assessments with the full Board.

- c. The Governance Committee, in consultation with the Chairman of the Board and Chief Executive Officer, shall consider, and make recommendations to the Board with respect to, the Board's committee structure, committee membership and chairpersons of all Board committees and the selection of the Chairman of the Board.
- d. The Governance Committee shall determine whether a director is independent according to the Corporation's Corporate Governance Policies and shall review all issues of director independence.
- e. The Governance Committee shall review and, if it deems appropriate, approve or ratify transactions involving the Corporation and related persons in accordance with the Related Party Transactions Policy.
- f. The Governance Committee shall review governance-related stockholder proposals and recommend to the Board the Company's response to such proposals.

V. Duties and Responsibilities with Respect to Non-Employee Director Compensation.

The Governance Committee shall evaluate and make recommendations to the Board regarding the compensation and benefits for non-employee directors.

VI. Additional Authority and Operation.

The Governance Committee shall:

- a. As the Governance Committee may deem appropriate, retain and terminate any legal or other consultants, including search firms to identify director candidates, who shall report directly to the Governance Committee, on such terms and conditions, including fees, as the Governance Committee in its sole discretion shall approve;
- b. Request that any of the Corporation's officers, employees, outside counsel or other consultants attend a meeting of the Governance Committee or meet with any of the Governance Committee's members or consultants;
- c. Annually review the Governance Committee's performance and Charter; and
- d. Report to the Board with respect to the foregoing.