

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2022

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from to

Commission File Number 1-9210

Occidental Petroleum Corporation

(Exact name of registrant as specified in its charter)

State or other jurisdiction of incorporation or organization

Delaware

I.R.S. Employer Identification No.

95-4035997

Address of principal executive offices

5 Greenway Plaza, Suite 110 Houston, Texas

Zip Code

77046

Registrant's telephone number, including area code

(713) 215-7000

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, \$0.20 par value	OXY	New York Stock Exchange
Warrants to Purchase Common Stock, \$0.20 par value	OXY WS	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer  Emerging Growth Company   
Non-Accelerated Filer  Smaller Reporting Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the registrant's Common Stock held by nonaffiliates of the registrant was approximately \$53.0 billion computed by reference to the closing price on the New York Stock Exchange of \$58.88 per share of Common Stock on June 30, 2022.

As of January 31, 2023, there were 900,072,447 shares of Common Stock outstanding, par value \$0.20 per share.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement, relating to its 2022 Annual Meeting of Stockholders, are incorporated by reference into Part III of this Form 10-K.

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## ABBREVIATIONS USED WITHIN THIS DOCUMENT

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AAPG	American Association of Petroleum Geologists
AOC	Administrative Order on Consent
Anadarko	Anadarko Petroleum Corporation and its consolidated subsidiaries
Anadarko Acquisition	A transaction pursuant to the Agreement and Plan of Merger dated May 9, 2019, in which Occidental acquired all of the outstanding shares of Anadarko on August 8, 2019, and in which a wholly owned subsidiary of Occidental merged with and into Anadarko
Andes	Andes Petroleum Ecuador Ltd.
ARO	asset retirement obligations
Bcf	billions of cubic feet
Bcf/d	billions of cubic feet per day
Berkshire Hathaway	Berkshire Hathaway Inc.
BLM	U.S. Bureau of Land Management
the Board	Occidental Board of Directors
Boe	barrels of oil equivalent
BOEM	U.S. Bureau of Ocean Energy Management
CCUS	carbon capture, utilization and storage
CERCLA	Comprehensive Environmental Response, Compensation, and Liability Act
CO <sub>2</sub>	carbon dioxide
COGCC	Colorado Oil and Gas Conservation Commission
Common Stock Warrants	a distribution of warrants to holders of Occidental common stock
CROCE	cash returns on capital employed
CROCEI	cash return on capital employed incentive
DAC	direct air capture
DASS	Diamond Alkali Superfund Site
DD&A	depreciation, depletion and amortization
DEL	Dolphin Energy Limited
DIB	diversity, inclusion and belonging
DOJ	U.S. Department of Justice
DSCC	Diamond Alkali Chemicals Company
EDC	ethylene dichloride
EOR	enhanced oil recovery
EPA	U.S. Environmental Protection Agency
EPS	earnings per share
ERG	Employee Resource Group
Exchange Act	Securities Exchange Act of 1934
GAAP	Generally accepted accounting principles
GHG	greenhouse gas
HSE	health, safety and environmental
Kerr-McGee	Kerr-McGee Corporation and certain of its subsidiaries
LIBOR	London Interbank Offered Rate
LIFO	last-in, first-out
OCI	other comprehensive income
Maxus	Maxus Energy Corporation
Mbbl	thousands of barrels
Mbbl/d	thousands of barrels per day
Mboe	thousands of barrels equivalent

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## ABBREVIATIONS USED WITHIN THIS DOCUMENT

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Mboe/d	thousands of barrels equivalent per day
Mcf	thousand cubic feet
MMbbl	millions of barrels
MMbtu	million British thermal units
MMcf	millions of cubic feet
NAV	net asset value
NEPA	National Environmental Policy Act
NGL	natural gas liquids
NPL	National Priorities List
NYMEX	New York Mercantile Exchange
NYSE	New York Stock Exchange
Occidental	Occidental Petroleum Corporation, a Delaware corporation and one or more entities in which it owns a controlling interest (subsidiaries)
OPEC	Occidental Exploration and Production Company
OLCV	Occidental's low-carbon ventures businesses
OPEC	Organization of the Petroleum Exporting Countries
Options	stock options
OTC	Over-the-Counter
OU	Operable Unit
OxyChem	Occidental Chemical Corporation, and its consolidated subsidiaries
the Plan	stockholder-approved 2015 Long-Term Incentive Plan, as amended and restated, for certain employees and directors
PP&E	property, plant & equipment
PSC	production sharing contracts
PUD	proved undeveloped
PVC	polyvinyl chloride
RCF	revolving credit facility
Reserves Committee	Corporate Reserves Review Committee
ROD	Record of Decision
RSUs	restricted stock units
Ryder Scott	Ryder Scott Company, L.P.
S&P 500	Standard & Poor's 500 Stock Index
SEC	U.S. Securities and Exchange Commission
SOFR	Secured Overnight Financing Rate
Sonatrach	The national oil and gas company of Algeria
STEP	Strategic Technical Excellence Program
the Trust	Maxus Liquidating Trust
TSRI	total shareholder return incentive
UAE	United Arab Emirates
VCM	Vinyl chloride monomer
WES	Western Midstream Partners, LP
WTI	West Texas Intermediate
Zero Coupons	Zero Coupon senior notes due 2036
2022 Form 10-K	Occidental's Annual Report on Form 10-K for the year ended December 31, 2022

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## Part I

### ITEMS 1 AND 2. BUSINESS AND PROPERTIES

In this Form 10-K, "Occidental", "we", "our" and "the Company" refers to Occidental Petroleum Corporation, a Delaware corporation incorporated in 1986, or Occidental and one or more entities in which it owns a controlling interest (subsidiaries). Occidental conducts its operations through its various subsidiaries and affiliates. Occidental's executive offices are located at 5 Greenway Plaza, Suite 110, Houston, Texas 77046; telephone (713) 215-7000.

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## GENERAL

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Occidental's principal businesses consist of three reporting segments: oil and gas, chemical and midstream and marketing. The oil and gas segment explores for, develops and produces oil (which includes condensate), NGL and natural gas. The chemical segment primarily manufactures and markets basic chemicals and vinyls. The midstream and marketing segment purchases, markets, gathers, processes, transports and stores oil, NGL, natural gas, CO<sub>2</sub> and power. It also optimizes its transportation and storage capacity, and invests in entities that conduct similar activities, such as WES.

The midstream and marketing segment also includes OLCV. OLCV seeks to leverage Occidental's legacy of carbon management expertise to develop CCUS projects, including the commercialization of DAC technology, and invests in other low-carbon technologies intended to reduce GHG emissions from its operations and strategically partner with other industries to help reduce their emissions.

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## HUMAN CAPITAL RESOURCES

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Occidental's culture is built upon the following core values:

- Lead with Passion
- Outperform Expectations
- Deliver Results Responsibly
- Unleash Opportunities
- Commit to Good

Occidental's human capital resources and programs are managed by its Human Resources department, with support from business leaders across the company. Occidental's senior management team plays a key role in setting and monitoring Occidental's culture, values and broader human capital management practices, with oversight by Occidental's Board of Directors, the Sustainability and Shareholder Engagement Committee of the Board and the Environmental, Health & Safety Committee of the Board. The Sustainability and Shareholder Engagement Committee periodically receives briefings on Occidental's human capital strategy and the Environmental, Health & Safety Committee receives briefings on employee and contractor health and safety statistics and related matters, including workforce health and safety initiatives. Senior management and the Board also engage regularly on workforce-related topics.

To enhance senior leadership's engagement with employees, Occidental hosts quarterly executive virtual conversations where Occidental's President and CEO, Vicki Hollub, and other executive officers review recent financial and operational performance as well as topics pertinent to employees. Occidental's CEO also answers employee questions during these conversations. The quarterly executive virtual conversations form one piece of Occidental's employee outreach and engagement, which consists of newsletters, focus groups and employee resource groups, among other channels and tools.

## DIVERSITY, INCLUSION AND BELONGING

The intent of Occidental's DIB culture is to create an environment where employees' differences are appreciated, celebrated and encouraged. Occidental conducted a robust survey across the organization, the results of which were reviewed by the Board and became a basis for Occidental's core values.

The Company's human capital resources extend across several regions. Occidental has attracted, and continues to recruit, a diverse workforce of exceptional talent, including employees from many nations. This diversity enriches Occidental's culture, its employees' experiences on the job and contributes to an innovative and effective business model that encourages local communities to thrive. DIB powers Occidental's innovation and spirit of excellence, as well as its knowledge and results. Embedding DIB into Occidental's culture enhances collaboration, performance and growth and helps uphold its organizational values.

The DIB Advisory Board, which is chaired by Occidental's President and CEO and includes members of senior leadership, provides DIB governance and oversight to ensure that Occidental's integrated DIB strategy is executed and aligns with the Company's mission, vision and strategic objectives. The DIB Ambassador Committee, which is chaired by Occidental's Vice President of Diversity and Inclusion, consists of a diverse group of employee representatives from all

business segments, domestic and international. This committee leads company-wide initiatives to raise DIB awareness through educational resources and programs. Educational sessions are available to the entire workforce for continued growth and development on topics such as inclusive leadership, diversity advocacy, recognizing and addressing micro aggressions, overcoming unconscious bias and psychological safety at work.

Occidental's senior management, together with the support of Occidental's DIB Advisory Board and the DIB Ambassador Committee, works to leverage employees' varied backgrounds, unique experiences and points of view to spark innovation, empower growth, outperform expectations and maximize results.

In October 2022, as part of Occidental's integrated DIB strategy, the Human Resources department launched eight new Employee Resource Groups. An ERG is a group of employees who actively engage in communicating or gathering around a central purpose, mission, background or activity. ERGs can help advance inclusion and a sense of belonging of employees with a common set of interests and/or goals. The mission and goals of ERGs are fully aligned with Occidental's expectation to be an employer, partner, and neighbor of choice. Each ERG is inclusive of all employees—everyone can benefit from and participate in an ERG, either as a member or an ally. Occidental's ERGs are as follows:

- Allyship
- Black Employee Network
- Early Career Network
- FRIEND (Friends, Relatives and Individuals Empowering Neurodiversity)
- Hispanic Network
- Mental Health Matters
- Mosaic (Multicultural) Network
- Out (LGBT+) Network
- Veterans Network
- Women of Oxy Network

## **TALENT ATTRACTION AND RETENTION**

Occidental recruits candidates through job fairs, professional societies and campus recruiting, including expanded recruiting at historically black colleges and universities.

In 2022, Occidental began to return to in-person interviews, and the university relations team worked with universities and their staff to ensure that any in-person interviews and events were conducted safely. In addition, all college internships were in-person with appropriate health and safety precautions as senior leadership continued to monitor federal, state and local guidance and public health data.

In response to employee feedback received by the Human Resources department, to attract and retain talent, Occidental implemented the Balanced Workplace Program in 2022 under which eligible office-based employees may opt to work three days in the office and two days at home each week. The program affords employees more flexibility and promotes increased balance. The Human Resources department solicited feedback from employees participating in the Balanced Workplace Program regarding their experience and to gauge interest in other work arrangements. Following review of such feedback, in June 2022, the Human Resources department began conducting a fully remote pilot program for employees in certain functions.

In 2021, Occidental implemented its global Strategic Technical Excellence Program to recruit, develop and retain highly skilled and valued geoscientists, engineers, scientists and other petrotechnical professionals who will collectively drive innovation, advance performance and inspire the future of energy. STEP is a highly valued program for technical contributors to focus and advance on a technical, non-managerial career path and provides a competitive advantage for Occidental through the optimum application of technology. The Chief Petrotechnical Officer leads all aspects of STEP and reports directly to Occidental's President and CEO.

Occidental also offers employees development opportunities, competitive compensation and attractive benefits, as discussed further below.

## **DEVELOPMENT AND TRAINING**

Occidental employees have access to extensive development and training opportunities and programs to expand their personal and professional skills and knowledge. Occidental's approach to education includes:

- Leadership/management training to develop leadership skills at all levels;
- Self-directed learning and development, including web-based and instructor-led training;
- An employee development library;
- Mentoring programs;
- Employee resource groups; and
- Educational assistance to support employees' continuing education.

In January 2022, Occidental expanded its development and training opportunities and programs from 94 on-demand professional development classes to over 3,000 on-demand classes with over 26,000 types of learning materials (videos, audio books, etc.).



In May 2022, Occidental launched its new domestic mentoring program, EMPower. The purpose of this program is to provide an avenue for enhancing critical business skills, broadening employee networks, and engaging our employees. This program is available for all domestic employees. EMPower is intended to help employees reach their potential through training and empowerment, allowing employees to advance in their careers and develop critical skills.

## EMPLOYEE COMPENSATION AND BENEFITS

In addition to prioritizing employee engagement and development, Occidental's compensation and benefits program is designed to attract and retain the talent necessary to achieve its business strategy. The compensation and benefits program recognizes and rewards strong company and individual performance with competitive base salaries, an annual bonus program, recognition awards, long-term performance incentives and advancement opportunities. In 2022, Occidental awarded a one-time special bonus to recognize the innovative and dedicated work of the company's employees and resulting strong operational and financial performance. The Company's compensation and benefits program is routinely reviewed and benchmarked to ensure competitiveness and to provide the benefits that matter most to current and future employees.

Occidental strives to give employees the tools and resources they need to succeed both professionally and personally and to foster a safe and collaborative work environment. To that end, Occidental offers, and regularly evaluates, its comprehensive health, welfare and retirement and savings benefits plans, professional memberships and work/life balance benefits. It also provides programs to enhance and support employees' overall well-being, including their physical, mental, social and financial health.

In January 2022, Occidental introduced a new benefit service provider that provides a health care concierge service to help families manage and navigate medical, in-home care, housing, and social/emotional support, for their own or their families' complex care needs. Furthermore, to make the most of employees' benefits, it is important employees are aware of all that the company has to offer to help employees live well and work well. In the fall of 2022, members of the company's Employee Benefits department presented a Total Rewards Roadshow and traveled to numerous Occidental sites to connect with employees, answer questions and share valuable information about benefits.

## MENTAL HEALTH

Addressing well-being is imperative to ensure that Occidental's employees stay resilient, healthy and productive. In 2021, Occidental launched the global well-being campaign "Commit to You" to educate employees and leaders about how its benefits can support them under the four pillars of well-being: mental, physical, social and financial.

In 2022, Occidental prioritized the importance of mental health and well-being through manager and employee programs and events. One program, sponsored by OxyHealth and the Mental Health Matters ERG, was a "Talk Saves Lives" conversation with the American Foundation for Suicide Prevention to learn about common risk factors, how to spot warning signs in others, and how to keep employees, loved ones, and those in the community safe. Most recently, on January 1, 2023, the company launched an enhanced mental health benefit through Lyra Health. Lyra Health provides mental and emotional healthcare that is effective, convenient and personalized to all employees globally.

Occidental continues to be a member of One Mind at Work, an employer coalition dedicated to implementing a gold standard for workplace mental health by combating stigma, improving access to treatment and prevention services and fostering a psychologically safe culture. In 2022, Occidental's CEO and the Chairman of One Mind at Work participated in a video broadcast for employees about breaking down the stigma around mental health challenges at work and what Occidental employees can expect as we transition into an organization where mental health is an accepted and visible part of its well-being.

## HEALTH AND SAFETY

The health and safety of Occidental's workforce and communities is a top priority. In 2022, the Board approved updates to the company's longstanding Health, Safety and Environmental Principles (as revised, the HSE and Sustainability Principles) that management recommended based on engagement with shareholders, employees and other stakeholders. The HSE and Sustainability Principles reinforce the alignment among Occidental's core values, goals and strategies, underpin the operational management system, and help to guide Occidentals global workforce. Occidental endeavors to apply these principles to improve workplace and contractor safety, prevent and mitigate incidents, and safeguard people and the environment in the communities where it operates. In addition to complying with applicable HSE laws, regulations, policies and procedures, employees and contractors are empowered and expected to stop any job or activity if they observe conditions that may give rise to a safety or environmental incident, and they are often recognized for doing so.



**WORKFORCE COMPOSITION**

The below table approximates regional distribution of Occidental's employees as of December 31, 2022:

	North America	Middle East	Latin America	Other <sup>(a)</sup>	Total <sup>(b)</sup>
Union	416	800	50	—	1,266
Non-Union	7,842	2,624	121	120	10,707
Total	8,258	3,424	171	120	11,973

<sup>(a)</sup> Other headcount included North Africa, Europe and Asia.

<sup>(b)</sup> Included approximately 2,800 employees in OxyChem.

The below table approximates the self-reported gender and ethnicity, excluding non-specified ethnicities, of Occidental's domestic leadership and other employees as of December 31, 2022. Executive and senior officials and managers are considered top leadership while first- and mid-level officials and managers are considered junior leadership. Individual contributors are excluded from the leadership categories but included in all employee percentages.

	Male	Female	White	non-White
All employees	78 %	22 %	66 %	34 %
All leadership	78 %	22 %	75 %	25 %
Top leadership	83 %	17 %	85 %	15 %
Junior leadership	78 %	22 %	75 %	25 %

We have also publicly disclosed the Consolidated EEO-1 Report that Occidental submitted in 2022 to the U.S. Equal Employment Opportunity Commission for the 2021 fiscal year, which can be found on the sustainability section of our website.

**ENVIRONMENTAL REGULATION**

For environmental regulation information, including associated costs, see the information under Environmental Liabilities and Expenditures in the Management's Discussion and Analysis of Financial Condition and Results of Operations section under Part II, Item 7 of this Form 10-K, Risk Factors under Part I, Item 1A of this Form 10K and in [Note 12 - Environmental Liabilities and Expenditures](#) and [Note 13 - Lawsuits, Claims, Commitments and Contingencies](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K.

**AVAILABLE INFORMATION**

Occidental's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports are available free of charge on its website, [www.oxy.com](http://www.oxy.com), as soon as reasonably practicable after Occidental electronically files the material with, or furnishes it to, the SEC. In addition, copies of Occidental's annual report will be made available, free of charge, upon written request.

From time to time, Occidental has made and expects in the future to use its website as a channel of distribution of material information regarding the Company. Financial and other material information regarding the Company is routinely posted on Occidental's website and accessible at [www.oxy.com/investors/](http://www.oxy.com/investors/).

Information contained on Occidental's website is not part of or incorporated into this Form 10-K or any other filings with the SEC.



## OIL AND GAS OPERATIONS

### GENERAL

Occidental primarily conducts its ongoing exploration and production activities in the United States, the Middle East and North Africa. Within the United States, Occidental has operations primarily in Texas, New Mexico and Colorado, as well as offshore in the Gulf of Mexico. Internationally, Occidental primarily conducts operations in the UAE, Oman and Algeria. Refer to the Oil and Gas Acreage section in Supplemental Oil and Gas Information under Item 8 of this Form 10-K for further disclosure of Occidental's holdings of developed and undeveloped oil and gas acreage.

### COMPETITION

As a producer of oil, NGL and natural gas, Occidental competes with numerous other domestic and international public, private and government producers. Oil, NGL and natural gas are sensitive to prevailing global and local market conditions, as well as anticipated market conditions. Occidental's competitive strategy relies on producing hydrocarbons in a capital efficient manner through developing conventional and unconventional fields, and utilizing primary, secondary (waterflood) and tertiary (CO<sub>2</sub> and steam flood) recovery techniques in areas where Occidental has a competitive advantage as a result of its successful operations or investments in shared infrastructure. Occidental also competes to develop and produce its worldwide oil and gas reserves safely, sustainably and cost-effectively, maintain a skilled workforce and use high quality service providers. Occidental believes that its core competencies in CO<sub>2</sub> separation, transportation, use, recycling and storage in EOR provide a competitive advantage over its peers as the world transitions to a less carbon-intensive economy and seeks to remove CO<sub>2</sub> from the atmosphere.

### PROVED RESERVES AND SALES VOLUMES

The table below shows Occidental's year-end oil, NGL and natural gas proved reserves. See the information under Oil and Gas Segment in the Management's Discussion and Analysis section under Part II, Item 7, of this Form 10-K for details regarding Occidental's proved reserves, the reserves estimation process, sales and production volumes, production costs and other reserves-related data.

### COMPARATIVE OIL AND GAS PROVED RESERVES AND SALES VOLUMES

Oil and NGL is in MMbbl; natural gas is in Bcf.

	2022				2021				2020			
	Oil	NGL	Gas	Boe <sup>(a)</sup>	Oil	NGL	Gas	Boe <sup>(a)</sup>	Oil	NGL	Gas	Boe <sup>(a)</sup>
<b>Proved Reserves<sup>(b)</sup></b>												
United States	1,639	654	4,073	2,972	1,466	564	3,419	2,600	1,144	384	2,446	1,936
International	274	192	2,277	845	305	202	2,431	912	331	215	2,573	975
<b>Total</b>	<b>1,913</b>	<b>846</b>	<b>6,350</b>	<b>3,817</b>	<b>1,771</b>	<b>766</b>	<b>5,850</b>	<b>3,512</b>	<b>1,475</b>	<b>599</b>	<b>5,019</b>	<b>2,911</b>
<b>Sales Volumes</b>												
United States	185	83	445	342	182	79	477	341	205	81	561	380
International	41	12	164	81	44	12	172	85	59	13	195	104
<b>Total</b>	<b>226</b>	<b>95</b>	<b>609</b>	<b>423</b>	<b>226</b>	<b>91</b>	<b>649</b>	<b>426</b>	<b>264</b>	<b>94</b>	<b>756</b>	<b>484</b>

<sup>(a)</sup> Natural gas volumes are converted to Boe at six Mcf of gas per one barrel of oil. Conversion to Boe does not necessarily result in price equivalency.

<sup>(b)</sup> Excluded reserves and sales volumes related to Occidental's discontinued operations.



## CHEMICAL OPERATIONS

### GENERAL

OxyChem owns and operates manufacturing plants at 21 domestic sites in Alabama, Georgia, Illinois, Kansas, Louisiana, Michigan, New Jersey, Ohio, Tennessee and Texas and at two international sites in Canada and Chile.

### COMPETITION

OxyChem competes with numerous other domestic and international chemical producers. OxyChem's market position was first or second in the United States in 2022 for the principal basic chemical products it manufactured and marketed as well as for VCM. OxyChem ranks in the top three producers of PVC in the United States. OxyChem's competitive strategy is to be a low-cost producer of its products in order to compete on price.

OxyChem produced the following products:

Principal Products	Major Uses	Annual Capacity
<b>Basic Chemicals</b>		
Chlorine	Raw material for EDC, water treatment and pharmaceuticals	3.2 million tons
Caustic soda	Pulp, paper and aluminum production	3.3 million tons
Chlorinated organics	Refrigerants <sup>(a)</sup> , silicones and pharmaceuticals	1 billion pounds
Potassium chemicals	Fertilizers, batteries, soaps, detergents and specialty glass	0.4 million tons
EDC	Raw material for VCM	2.1 billion pounds
Chlorinated isocyanurates	Swimming pool sanitation and disinfecting products	150 million pounds
Sodium silicates	Catalysts, soaps, detergents and paint pigments	0.6 million tons
Calcium chloride	Ice melting, dust control, road stabilization and oil field services	0.7 million tons
<b>Vinyls</b>		
VCM	Precursor for PVC	6.2 billion pounds
PVC	Piping, building materials and automotive and medical products	3.7 billion pounds
Ethylene	Raw material for VCM	1.3 billion pounds <sup>(b)</sup>

<sup>(a)</sup> Included 4CPE, a raw material used in making next generation refrigerants with low global warming and zero ozone depletion potential.

<sup>(b)</sup> Amount is gross production capacity for 50/50 joint venture with Orbia.

## MIDSTREAM AND MARKETING OPERATIONS

### GENERAL

Occidental's midstream and marketing operations primarily support and enhance its oil and gas and chemical businesses. The midstream and marketing segment strives to optimize the use of its gathering, processing, transportation, storage and terminal commitments and to provide access to domestic and international markets. To generate returns, the segment evaluates opportunities across the value chain to provide services to Occidental subsidiaries, as well as third parties. The midstream and marketing segment operates or contracts for services on gathering systems, gas plants, co-generation facilities and storage facilities and invests in entities that conduct similar activities, such as WES and DEL, which are accounted for as equity method investments. WES owns gathering systems, plants and pipelines and earns revenue from fee-based and service-based contracts with Occidental and third parties. DEL owns and operates a pipeline that connects its gas processing and compression plant in Qatar and its receiving facilities in the UAE, and uses its network of DEL-owned and other existing leased pipelines to supply natural gas across the UAE and to Oman. The midstream segment includes Al Hosn Gas, a processing facility in the UAE that removes sulfur from natural gas and processes the natural gas and sulfur for sale. The midstream and marketing segment also includes OLCV businesses.

### LOW-CARBON BUSINESS

Leveraging Occidental's carbon management expertise, OLCV primarily focuses on advancing carbon removal and CCUS projects, including developing and commercializing DAC technology. OLCV also invests in third-party entities that are developing technologies that advance other low-carbon initiatives, including NET Power, a clean energy technology company.

### COMPETITION

Occidental's midstream and marketing businesses operate in competitive and highly regulated markets. Occidental competes for capacity and infrastructure for the gathering, processing, transportation, storage and delivery of its products, which are sold at current market prices or on a forward basis to refiners, end users and other market participants. Occidental's marketing business competes with other market participants on exchange platforms and through other bilateral transactions with direct counterparties. OLCV and its businesses and investees also face a broad range of competitors including state-owned enterprises; multinational companies in the energy, infrastructure, manufacturing, transportation, technology and financial sectors; and startup companies, with nascent markets for low-carbon products and CO<sub>2</sub> removal credits that are subject to rapidly changing laws, regulations, policies and reporting and verification mechanisms that can significantly impact the financing, construction and operation of projects and the development of markets.

Occidental's midstream and marketing operations are conducted in the locations described below as of December 31, 2022:

Location	Description	Capacity <sup>(a)</sup>
<b>Gas Plants</b>		
Texas, New Mexico and Colorado	Occidental and third-party-operated natural gas/CO <sub>2</sub> gathering, compression and processing systems	2.2 Bcf/d
Texas, Rocky Mountains and Other	Equity investment in WES - gas processing facilities	5.0 Bcf/d
UAE	Natural gas processing facilities for Al Hosn Gas	1.3 Bcf/d
<b>Pipelines and Gathering Systems</b>		
Texas, New Mexico and Colorado	CO <sub>2</sub> fields and pipeline systems transporting CO <sub>2</sub> to oil and gas producing locations	2.8 Bcf/d
Qatar, UAE and Oman	Equity investment in the DEL natural gas pipeline	3.2 Bcf/d
United States	Equity investment in WES involved in gathering and transportation	14,712 miles of pipeline
<b>Power Generation</b>		
Texas and Louisiana	Occidental-operated power and steam generation facilities	1,218 megawatts of electricity and 1.6 million pounds of steam per hour
<b>OLCV</b>		
Texas	Occidental-owned solar generation facility	16.8 megawatts of electricity
Texas	Equity investment in a zero-emission natural gas generation demonstration facility	up to 50 megawatts of electricity
Canada	Equity investment in developing DAC technology, which captures CO <sub>2</sub> directly from the atmosphere	N/A

<sup>(a)</sup> Amounts are gross, including interests held by third parties. Gas capacities are expressed in Bcf/d.

**ITEM 1A. RISK FACTORS****Risks related to government regulations and the environment*****Governmental actions and political instability may adversely affect Occidental's businesses and results of operations.***

Occidental's businesses are subject to, and may be adversely affected by, the actions and decisions of many federal, state, local and international governments and political interests. As a result, Occidental faces risks of:

- New or amended laws and regulations, or new or different applications or interpretations of existing laws and regulations, including those related to drilling, manufacturing or production processes (including flaring and well stimulation techniques such as hydraulic fracturing and acidization), pipelines, labor and employment, taxes, royalty rates, permitted production rates, entitlements, import, export and use of raw materials, equipment or products, use or increased use of land, water and other natural resources, air emissions (including restrictions, taxes or fees on emissions of methane, CO<sub>2</sub>, or other substances), water recycling and disposal, waste minimization and disposal, public and occupational health and safety, the manufacturing of chemicals, asset integrity management, the marketing or export of commodities, security, environmental protection, and climate change-related and sustainability initiatives, all of which may restrict or prohibit activities of Occidental or its contractors or customers, increase Occidental's costs or reduce demand for Occidental's products.
- Violation of certain governmental laws and regulations, which may result in strict, joint and several liability and the imposition of significant administrative, civil or criminal fines and penalties and may also result in liability for remedial actions or assessments. Litigation, orders or other proceedings asserting strict, joint and several liability under such laws and regulations may seek to impose significant administrative, civil or criminal fines and penalties, damages or remedial actions or to require significant changes to, or even closure of, facilities or operations;
- Refusal of, or delay in, the extension or grant of exploration, development or production contracts; and
- Development delays and cost overruns due to approval delays for, or denial of, drilling, construction, environmental and other regulatory approvals, permits and authorizations

In November 2021, Congress passed and President Biden signed the Infrastructure Investment and Jobs Act. The Infrastructure Investment and Jobs Act reinstated the federal Superfund excise taxes on various chemicals that OxyChem manufactures. These excise taxes could lead to higher costs and impact margins. The Infrastructure Investment and Jobs Act also authorized the U.S. government to award grants for CCUS research, development and demonstration; carbon transport and storage infrastructure and permitting; carbon utilization and market development; and carbon removal. These grant programs were developed during 2022 and the awarding of grants in 2023 or future years could affect the selection and deployment of competing low-carbon technologies and the financing and market acceptance of proposed projects.

In August 2022, Congress passed and President Biden signed the Inflation Reduction Act, which expanded policy support and incentives for deployment of DAC, CCUS, hydrogen and other low-carbon projects, including several enhancements to federal tax credits. The Inflation Reduction Act also established an escalating methane emissions fee that the EPA will impose on certain upstream and midstream oil and gas operations per metric ton of methane emissions above certain thresholds commencing in 2024. The impact of this fee on Occidental will depend on implementing regulations that are expected to be issued in 2023.

In November 2021, the U.S. Department of the Interior released its Report on the Federal Oil and Gas Leasing Program, recommending increasing royalty rates and rents for drilling programs on federal public lands and in federal offshore waters, in addition to prioritizing leasing in areas with known resource potential and in proximity to existing oil and gas infrastructure and avoiding leasing in areas with competing uses such as recreation, wildlife habitat, conservation and historical and cultural resources. If the U.S. Department of the Interior were to issue regulations implementing these recommendations, Occidental's subsidiaries could incur increased federal royalties and face restrictions on future potential drilling sites or infrastructure on federal lands.

In January 2022, the U.S. District Court for the District of Columbia invalidated the results of the BOEM oil and gas lease sale 257 in the Gulf of Mexico, in which an Occidental subsidiary was the high bidder on 30 additional new blocks located nearby to its existing host platforms, ruling that the BOEM's environmental analysis of GHG emissions was inadequate under NEPA. The U.S. Department of the Interior, which oversees federal oil and gas development, is currently reviewing the decision. In August 2022, Congress reinstated the lease sale in the IRA, and the Occidental subsidiary received the leases in October 2022. Motions to dismiss are pending in the legal challenge to the lease sale. The BOEM's authorization to hold lease sales expired in July 2022. The Bureau of Ocean Energy Management has issued a proposed 2023-2028 Five-Year Program which is subject to environmental review and public comment, and must be approved before future lease sales can occur.

In June 2022, advocacy groups filed a petition in the U.S. District Court for the District of Columbia against the BLM seeking to invalidate numerous drilling permits for oil and gas wells on federal lands in New Mexico and Wyoming, and potentially other states, that were approved by the BLM during the Biden Administration, including certain permits obtained by Occidental subsidiaries. The plaintiffs allege that the BLM failed to comply with various statutes, including NEPA, the Endangered Species Act and the Federal Land Policy and Management Act, by not adequately addressing GHG emissions



and climate change in the environmental documents underlying the approvals. Occidental, other producers and multiple trade associations have intervened and the BLM is preparing an administrative record. Similar cases challenge permits issued to other operators with respect to the BLM's consideration of GHG and other air emissions under NEPA and other statutes.

In January 2023, the White House Council on Environmental Quality issued interim guidance to federal agencies for evaluating GHG emissions under NEPA that applies to certain federal actions such as oil and gas leasing and permitting on federal lands. The interim guidance, which is subject to public comment until March 2023, recommends that agencies quantify a project's reasonably foreseeable direct and indirect GHG emissions and assign a monetary impact of the GHGs by applying a social cost of carbon selected by the government.

Although the foregoing BOEM proposed Five-Year Program for offshore leasing, the White House Council on Environmental Quality guidance and lawsuits do not affect Occidental's existing production or planned 2023 drilling and completions activity, restrictions or uncertainty regarding federal lease sales and permits and associated royalty and regulatory requirements could impact the future ability to develop resources efficiently on federal lands and in federal waters.

Significant areas of the Permian Basin in West Texas and Southeast New Mexico are subject to current or proposed land use restrictions under the Endangered Species Act. In August 2022, in response to a lawsuit by advocacy groups, the U.S. Fish and Wildlife Service agreed to decide before the end of June 2023 whether to add the Dunes Sagebrush Lizard to the list of threatened and endangered species. In November 2022, the U.S. Fish and Wildlife Service published a final rule listing the Lesser Prairie Chicken as endangered. Although Occidental has entered into voluntary conservation agreements with respect to these and other species and their associated habitat in the Permian Basin, listing of such species may impose significant operational requirements and costs and increase the potential for litigation and enforcement actions.

In January 2021, the COGCC adopted new regulations that impose siting requirements or "setbacks" on certain oil and gas drilling locations based on the distance of a proposed well pad to occupied structures. Pursuant to the regulations, well pads cannot be located within 500 feet of an occupied structure without the consent of the property owner. As part of the permitting process, the COGCC will consider a series of siting requirements for all drilling locations located between 500 feet and 2,000 feet of an occupied structure. Alternatively, the operator may seek a waiver from each owner and tenant within the designated distance. Occidental has a dedicated, multidisciplinary stakeholder relations team that conducts regulatory and community outreach with respect to its permit applications and operations in Colorado. Under these new regulations and through thoughtful surface location planning, Occidental has obtained COGCC approval for five Oil and Gas Development Plans, inclusive of 12 well pad and facility locations and approximately 150 wells. In addition to the approximately 150 wells approved through the Oil and Gas Development Plan process, during the third quarter of 2022, Occidental became the first oil and gas operator in Colorado to obtain COGCC approval for the first Comprehensive Area Plan under the new COGCC rules. This comprehensive plan will support nine well pads and approximately 140 new wells and will provide for substantial future development in a geographically remote area on Colorado's eastern plains. Oil and Gas Development Plans associated with the Comprehensive Area Plan will be submitted in 2023. While, as of December 31, 2022, Occidental is permitted, or had permit applications submitted to applicable regulatory agencies, for nearly all planned 2023 drilling and completions activity in the DJ Basin, any significant delays could result in changes to our development program in the DJ Basin and our ability to establish new proved undeveloped locations by meeting the SEC's "reasonably certain" threshold for adding PUD reserves.

Texas and New Mexico have experienced an increase in seismic activity, with events measuring magnitude 3 or greater in each state. In the fourth quarter of 2021, both states issued new guidelines for operators to prevent or mitigate seismic activity, focused on produced water disposal wells. These guidelines also require operators to implement response plans for activities within agency-designated seismic response areas. These states have curtailed water disposal and suspended permits in seismic response areas, particularly in deep disposal wells. Occidental does not operate deep disposal wells in the seismic response areas established by the state agencies to date, and its shallow disposal wells have been authorized to operate at agency-approved volume limits. Occidental also has central water treatment and recycling facilities that reduce the need for disposal of produced water. While Occidental's ability to drill and complete wells or to dispose of surplus produced water has not been impacted by these seismic guidelines to date, increased seismicity, or regulatory responses to seismic events, could impact the location, timing and cost of Occidental's development program and existing operations in seismic response areas.

In 2016, the Toxic Substances Control Act (TSCA) was amended to expand the EPA's authority to evaluate and regulate new and existing chemicals. The EPA is currently evaluating, or developing regulations with respect to, certain chemicals that OxyChem produces or uses in its chemical manufacturing operations. In April 2022, the EPA issued a proposed rule with respect to one chemical used in OxyChem's manufacturing operations, but the EPA has not issued final regulations under the 2016 TSCA amendments with respect to any of these chemicals to date. Depending on the scope of any such final regulations, or of future TSCA regulations, OxyChem's ability to use certain chemicals or to manufacture or sell certain of its products could be restricted and its costs could increase.



In addition, Occidental has experienced and may continue to experience adverse consequences, such as risk of loss or production limitations, because certain of its international operations are located in countries affected by political instability, nationalizations, corruption, armed conflict, terrorism, insurgency, civil unrest, security problems, labor unrest, OPEC production restrictions, equipment import restrictions and sanctions. Exposure to such risks may increase if a greater percentage of Occidental's future oil and gas production or revenue comes from international sources.

***Climate change and further regulation of GHG and other air emissions may adversely affect Occidental's businesses and results of operations.***

Continuing political, social and industry attention to climate change has resulted in both existing and pending international agreements and national, regional and local legislation and regulatory programs to reduce GHG emissions. The Biden Administration has identified climate change as a priority and has described a variety of avenues to prohibit or restrict oil and gas development activities in certain areas. In addition to the governmental actions described above, in February 2021, the Biden Administration established an Interagency Working Group to assign a price to the impact of each metric ton of GHG emissions that federal agencies could use to assess the benefits of more stringent GHG regulations and policy support for low-carbon projects. The Interagency Working Group set an interim value of \$51 per metric ton of CO<sub>2</sub> emissions at a 3% discount rate, and is expected to issue an updated value in April 2023.

In June 2021, Congress and President Biden reinstated the methane provisions of EPA's 2012 and 2016 regulations, an action that Occidental supported. In November 2021, the White House Office of Domestic Climate Policy issued a U.S. Methane Emissions Reduction Action Plan that solicited public comment on the EPA's proposed framework to expand federal regulation of methane and volatile organic compound emissions from a broader set of new upstream and midstream oil and gas operations, as well as various existing operations.

In November 2022, the EPA issued a supplemental proposal that would, through a combination of direct EPA regulation and state implementation plans, expand leak detection and repair programs, require rapid reporting and correction of larger emission sources, require emission controls for new and existing wells and facilities and certain types of activities, require replacement or conversion of certain emitting equipment such as pneumatic controllers, and encourage the use of advanced technologies to detect and measure methane emissions. Provisions applicable to emission sources built or modified after November 2021 would apply upon publication of the final rule, expected in 2023, provisions applicable to existing sources would take effect in 2028, and state plans to implement the rule would be due in 2025. The EPA has also requested public comments on the implementation of the IRA's methane fee, and on the future expansion of the methane and volatile organic compound regulations to cover additional potential emission sources from abandoned but unplugged wells and certain pipeline and trucking activities. In November 2022, the BLM also proposed regulations to restrict venting and flaring from oil and gas operations on federal lands which are expected to be issued in 2023.

In June 2022, the EPA proposed to amend its GHG Reporting Rule to incorporate additional oil and gas sources and equipment, revise existing emissions estimation methodologies and calculations, and increase data collection, particularly for new or modified emissions sources. The EPA has proposed the amendments to apply to 2023 emissions that must be reported in the first quarter of 2024. These proposed amendments could increase Occidental's reported estimated emissions from certain sources or types of equipment in its U.S. oil and gas operations. The EPA also proposed changes to the reporting that Occidental submits as a CO<sub>2</sub> supplier and for the injection of CO<sub>2</sub>, as well as a new reporting category for sequestration of CO<sub>2</sub> associated with enhanced oil recovery. The IRA also directed the EPA to update its GHG Reporting Rule to require greater use of measurements or empirical data, instead of emissions factors, by the third quarter of 2024.

Several state governments have also established rules aimed at reducing GHG emissions, some including GHG cap and trade programs and others directly regulating equipment that emits GHGs, including methane, and other compounds. Most of these cap and trade programs work by requiring major sources of emissions, such as electric power plants, or major producers of fuels, including refineries and natural gas processing plants, to acquire and surrender emission allowances. Other U.S. states where Occidental operates, including Colorado, New Mexico and Texas, adopted or proposed new regulations, policies or strategies in 2021 and 2022 that increase inspection, recordkeeping, reporting, enforcement and controls on flaring, venting and equipment that emit methane and other compounds at oil and gas facilities. In certain instances, these states anticipate tying the processing and active status of oil and gas permits, including drilling permits, to air emissions and compliance. For example, Colorado has established GHG intensity targets for DJ Basin operators in 2025, 2027 and 2030, which Occidental currently meets.

These and other governmental actions relating to GHG and other air emissions are expected to require Occidental to incur increased operating and maintenance costs including higher rates charged by service providers and costs to purchase, operate and maintain emissions control systems, acquire emission allowances, pay taxes or fees for methane or carbon emissions and comply with new regulatory or reporting requirements; and they could prevent Occidental from conducting oil and gas development activities in certain areas. They could also promote the use of alternative sources of energy and thereby decrease demand for oil, NGL and natural gas and other products that Occidental's businesses produce, and could also materially impact OLCV's current or future operations and strategy. Any such legislation or regulatory programs could also increase the cost of consuming, and thereby reduce demand for, oil, NGL, natural gas or other products produced by Occidental's businesses and lower the value of its reserves. Consequently, governmental actions designed to reduce GHG emissions could have an adverse effect on Occidental's businesses, financial condition, results of operations, cash flows and reserves.

It is difficult to predict the timing, certainty and scope of such government actions and their ultimate effect on Occidental, which could depend on, among other things, the type and extent of GHG emissions reductions required, the availability and price of emission allowances or credits, the availability and price of alternative fuel sources, the energy sectors covered and





Occidental's ability to recover the costs incurred through its operating agreements or the pricing of its oil, NGL, natural gas and other products and whether service providers are able to pass increased costs through to Occidental.

There also have been efforts in the investment community, including investment advisers, financial institutions and certain sovereign wealth, pension and endowment funds, as well as political actors and other stakeholders, promoting divestment of fossil fuel equities, reducing access to capital markets and pressuring lenders to limit funding or increase the cost of lending to companies engaged in the extraction of fossil fuel reserves. Additionally, institutional lenders who provide financing to oil and gas companies have become more attentive to sustainable lending practices, and some of them may substantially reduce, or elect not to provide, funding for oil and gas companies. Such environmental initiatives aimed at limiting climate change and reducing air emissions could adversely affect Occidental's business activities, operations and ability to access capital, cause the market value of its securities to decrease or its cost of capital to increase, and adversely affect its reputation. Finally, increasing attention to climate change risks has resulted in an increased possibility of governmental investigations and additional private litigation against Occidental without regard to causation or its contribution to the asserted damage, which could increase its costs or otherwise adversely affect our businesses.

***Compliance costs and liabilities associated with health, safety and environmental laws and regulations could have a material adverse effect on Occidental's or its subsidiaries' businesses, financial condition and results of operations.***

Occidental and its subsidiaries and their respective operations are subject to numerous laws and regulations relating to public and occupational health, safety and environmental protection, including those governing air and GHG emissions, water use and discharges, waste management and protection of wildlife and ecosystems. The requirements of these laws and regulations are becoming increasingly complex, stringent and expensive to implement. Costs of compliance with these laws and regulations are significant and can be unpredictable. These laws sometimes provide for strict liability for events that pose an impact or threat to public health and safety or to the environment, including for funding or performance of remediation and, in some cases, compensation for alleged personal injury, property damage, natural resource damages, punitive damages, civil penalties, injunctive relief and government oversight costs. Strict liability can render Occidental or its subsidiaries liable for damages without regard to their degree of care or fault. Some environmental laws provide for joint and several strict liability for remediation of spills and releases of hazardous substances or materials, and, as a result, Occidental or its subsidiaries could be liable for the actions of others.

Occidental and its subsidiaries use and generate hazardous substances or materials in their respective operations. In addition, many of their current and former properties are, or have been, used for industrial purposes. Accordingly, Occidental or its subsidiaries have been, and could become, subject to significant liabilities relating to the investigation, assessment and remediation of potentially contaminated properties and to claims alleging personal injury or property damage as a result of exposures to, or releases of, hazardous substances or materials. As of the date of this filing, Occidental believes its range of reasonably possibly additional losses of its subsidiaries beyond those amounts currently recorded for environmental remediation could be up to \$2.7 billion on a consolidated basis. For additional discussion of some of these matters, see [Note 12 – Environmental Liabilities and Expenditures](#) and [Note 13 - Lawsuits, Claims, Commitments and Contingencies](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K.

In addition, stricter enforcement or changing interpretations of existing laws and regulations, the enactment of new laws and regulations, the discovery of previously unknown contamination or the imposition of new or increased requirements could require Occidental or its subsidiaries to incur costs or become the basis for new or increased liabilities that could have a material adverse effect on their respective businesses, financial condition and results of operations.

***Occidental's businesses may experience catastrophic events.***

The occurrence of severe weather events such as hurricanes, floods, freezes and heat waves, droughts, earthquakes or other acts of nature, pandemics, well blowouts, fires, explosions, pipeline ruptures, chemical releases, oil releases, including maritime releases, releases into navigable waters and groundwater contamination, material or mechanical failure, power outages, industrial accidents, physical or cyber attacks, abnormally pressured or structured formations and other events that cause operations to cease or be curtailed may negatively affect Occidental's businesses and the communities in which it operates. Coastal operations are particularly susceptible to disruption from severe weather events. Any of these risks could adversely affect Occidental's ability to conduct operations or result in substantial losses as a result of:

- Damage to and destruction of property and equipment, including property and equipment owned by third-parties which its operations rely upon;
- Damage to natural resources;
- Pollution and other environmental damage, including spillage or mishandling of recovered chemicals or fluids;
- Regulatory investigations, fines and penalties;
- Loss of well location, acreage, expected production and related reserves;
- Suspension or delay of its operations;
- Substantial liability claims; and
- Significant repair and remediation costs that increase its break-even economics.





Third-party insurance may not provide adequate coverage or Occidental or its subsidiaries may be self-insured with respect to the related losses. In addition, under certain circumstances, Occidental or its subsidiaries may be liable for environmental conditions on properties that they currently own, lease or operate that were caused by previous owners or operators of those properties. As a result, Occidental or its subsidiaries may incur substantial liabilities to third parties or governmental entities for environmental matters for which they do not have insurance coverage, which could reduce or eliminate funds available for exploration, development, acquisitions or other investments in their respective businesses, or cause them to incur losses.

***The COVID-19 pandemic and resulting adverse economic conditions have had, and may continue to have, an adverse effect on Occidental's businesses and operations and financial condition.***

The COVID-19 pandemic caused, and any resurgence of the pandemic could again cause, disrupted global supply chains and significant volatility in the financial markets. Current crude oil, NGL and natural gas demand and prices could be negatively impacted by a resurgence of COVID-19 cases, slow vaccine distribution in certain large international economies or the recurrence or tightening of travel restrictions and stay-at-home orders. If reduced demand for and lower prices of crude oil, NGL and natural gas persist for a prolonged period, Occidental's operations, financial condition, cash flows, level of expenditures and the quantity of estimated proved reserves that may be attributed to its properties may be materially and adversely affected. Occidental has not experienced any significant disruptions as a result of any new COVID-19 variants, and it continues to monitor national, state and local government directives where we have operations or offices. The extent to which the COVID-19 pandemic adversely affects Occidental's businesses, results of operations and financial condition will depend on future developments, many of which are outside of its control. To the extent the COVID-19 pandemic may continue to adversely affect Occidental's businesses, results of operations and financial condition, it may also have the effect of heightening the other risks described herein.

**Risks related to Occidental's businesses and operations**

***Volatile global and local commodity pricing strongly affect Occidental's results of operations.***

Occidental's financial results correlate closely to the prices it obtains for its products, particularly oil and, to a lesser extent, NGL, natural gas and its chemical products.

Prices for oil, NGL and natural gas fluctuate widely. Historically, the markets for oil, NGL and natural gas have been volatile and may continue to be volatile in the future. If the prices of oil, NGL or natural gas continue to be volatile or decline, Occidental's operations, financial condition, cash flows, level of expenditures and the quantity of estimated proved reserves that may be attributed to its properties may be materially and adversely affected. Prices are set by global and local market forces which are not in Occidental's control. These factors include, among others:

- Worldwide and domestic supplies of, and demand for, oil, NGL, natural gas and refined products;
- The cost of exploring for, developing, producing, refining and marketing oil, NGL, natural gas and refined products;
- Operational impacts such as production disruptions, technological advances and regional market conditions, including available transportation capacity and infrastructure constraints in producing areas;
- Changes in weather patterns and climate;
- The impacts of the members of OPEC and other non-OPEC member-producing nations that may agree to and maintain production levels;
- The ongoing global impact of the Russia-Ukraine war;
- The worldwide military and political environment, including uncertainty or instability resulting from an escalation or outbreak of armed hostilities or acts of terrorism in the United States or elsewhere;
- The price and availability of and demand for alternative and competing fuels and emissions reducing technology;
- Technological advances affecting energy consumption and supply;
- Government policies and support and market demand for low-carbon technologies;
- Domestic and international governmental regulations and taxes, including those that restrict the export of hydrocarbons;
- Shareholder activism or activities by non-governmental organizations to restrict the exploration, development and production of oil, NGL and natural gas;
- Additional or increased nationalization and expropriation activities by international governments;
- The impact and uncertainty of world health events, including the COVID-19 pandemic and the spread of new variants;
- The effect of releases from the U.S. Strategic Petroleum Reserve;
- Volatility in commodity markets;
- The effect of energy conservation efforts; and
- Global inventory levels and general economic conditions.

The long-term effects of these and other conditions on the prices of oil, NGL, natural gas and chemical products are uncertain and there can be no assurance that the demand or pricing for Occidental's products will follow historic patterns in



the near term. Prolonged or substantial decline, or sustained market uncertainty, in these commodity prices may have the following effects on Occidental's business:

- Adversely affect Occidental's financial condition, results of operations, liquidity, ability to reduce debt, access to and cost of capital, and ability to finance planned capital expenditures, pay dividends and repurchase shares;
- Reduce the amount of oil, NGL and natural gas that Occidental can produce economically;
- Cause Occidental to delay or postpone some of its capital projects;
- Reduce Occidental's revenues, operating income or cash flows;
- Reduce the amounts of Occidental's estimated proved oil, NGL and natural gas reserves;
- Reduce the carrying value of Occidental's oil and natural gas properties due to recognizing impairments of proved properties, unproved properties and exploration assets;
- Reduce the standardized measure of discounted future net cash flows relating to oil, NGL and natural gas reserves; and
- Adversely affect the ability of Occidental's partners to fund their working interest capital requirements.

Generally, Occidental's historical practice has been to remain exposed to the market prices of commodities. As of December 31, 2022, there were no active commodity hedges in place. Management may choose to put hedges in place in the future for oil, NGL and natural gas commodities. Commodity price risk management activities may prevent Occidental from fully benefiting from price increases and may expose it to regulatory, counterparty credit and other risks.

The prices obtained for Occidental's chemical products correlate to the strength of the United States and global economies, as well as chemical industry expansion and contraction cycles. Occidental also depends on feedstocks and energy to produce chemicals, which are commodities subject to significant price fluctuations.

***Occidental may experience delays, cost overruns, losses or other unrealized expectations in development efforts and exploration activities.***

Oil, NGL and natural gas exploration and production activities are subject to numerous risks beyond Occidental's control, including the risk that drilling will not result in commercially viable oil, NGL and natural gas production. In its development and exploration activities, Occidental bears the risks of:

- Equipment failures;
- Construction delays;
- Escalating costs or competition for services, materials, supplies or labor;
- Increasing prices as a result of broad inflation
- Property or border disputes;
- Disappointing drilling results or reservoir performance;
- Title problems and other associated risks that may affect its ability to profitably grow production, replace reserves and achieve its targeted returns;
- Actions by third-party operators of its properties;
- Permit delays and costs of drilling wells on lands subject to complex development terms and circumstances; and
- Oil, NGL and natural gas gathering, transportation and processing availability, restrictions or limitations.

Exploration is inherently risky and is subject to delays, misinterpretation of geologic or engineering data, unexpected geologic conditions or finding reserves of disappointing quality or quantity, which may result in significant losses.

***Claims, litigation, government investigations and other proceedings may adversely affect Occidental's business, consolidated financial position, results of operations and cash flows.***

Occidental is subject to actual and threatened claims, litigation, reviews, investigations, and other proceedings, including proceedings by governments and regulatory authorities, involving a wide range of issues, including regarding our drilling, manufacturing or production processes, commercial disputes, environmental compliance, public health and safety and taxes. The outcomes of these matters are inherently unpredictable and subject to significant uncertainties. Determining legal reserves or possible losses from such matters involves judgment and may not reflect the full range of uncertainties and unpredictable outcomes. Until the final resolution of such matters, Occidental may be exposed to losses in excess of the amount recorded, and such amounts could be material. Should any of our estimates and assumptions change or prove to have been incorrect, it could have a material adverse effect on Occidental's business, consolidated financial position, results of operations and cash flows.

For additional discussion of some of these matters, see [Note 12 – Environmental Liabilities and Expenditures](#) and [Note 13 - Lawsuits, Claims, Commitments and Contingencies](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K.

***Disruptions in the political, regulatory, economic, and social environments of the countries in which Occidental operates could adversely affect its reputation, financial condition, results of operations and cash flows.***

Occidental's non-US operations accounted for approximately 15% of its consolidated revenue in 2022, 16% in 2021 and 19% in 2020. Instability and unforeseen changes in any of the markets in which Occidental operates could result in business disruptions or operational challenges that may adversely affect the demand for Occidental's products and services, or its reputation, financial condition, results of operations or cash flows. These factors include, but are not limited to, the following:

- Uncertain or volatile political, social, and economic conditions;
- Social unrest, acts of terrorism, war, or other armed conflict;
- Public health crises and other catastrophic events, such as the COVID-19 pandemic;
- Confiscatory taxation or other adverse tax policies;
- Theft of, or lack of sufficient legal protection for, proprietary technology and other intellectual property;
- Unexpected changes in legal and regulatory requirements, including changes in interpretation or enforcement of existing laws;
- Restrictions on the repatriation of income or capital;
- Currency exchange controls;
- Inflation; and
- Currency exchange, rate fluctuations and devaluations.

***Occidental's oil and gas business operates in highly competitive environments, which affect, among other things, its ability to source production and replace reserves.***

Results of operations, reserves replacement and the level of oil and gas production depend, in part, on Occidental's ability to profitably acquire additional reserves. Occidental has many competitors (including national oil companies), some of which: (i) are larger and better funded; (ii) may be willing to accept greater risks; (iii) have greater access to capital; (iv) have substantially larger staffs; or (v) have special competencies. Competition for access to reserves may make it more difficult to find attractive investment opportunities or require delay of reserve replacement efforts. Further, during periods of low product prices, any cash conservation efforts may delay production growth and reserve replacement efforts. Also, there is substantial competition for capital available for investment in the oil and natural gas industry. Occidental's failure to acquire properties, potentially grow production, replace reserves and attract and retain qualified personnel could have a material adverse effect on its cash flows and results of operations.

In addition, Occidental's acquisition activities carry risks that it may: (i) not fully realize anticipated benefits due to less-than-expected reserves or production or changed circumstances, such as declines in oil, NGL and natural gas prices; (ii) bear unexpected integration costs or experience other integration difficulties; (iii) experience share price declines based on the market's evaluation of the activity; or (iv) be subject to liabilities that are greater than anticipated.

***Occidental's oil and gas reserves are estimates based on professional judgments and may be subject to revision.***

Reported oil and gas reserves are an estimate based on periodic review of reservoir characteristics and recoverability, including production decline rates, operating performance and economic feasibility at the prescribed weighted average commodity prices, future operating costs and capital expenditures, workover and remedial costs, assumed effects of regulation by governmental agencies, the quantity, quality and interpretation of relevant data, taxes and availability of funds. The procedures and methods for estimating the reserves by Occidental's internal engineers were reviewed by independent petroleum consultants; however, there are inherent uncertainties in estimating reserves. Actual production, revenues, expenditures, oil, NGL and natural gas prices and taxes with respect to Occidental's reserves may vary from estimates and the variance may be material. Additional regulation around GHG emissions and future costs related to a less carbon-intensive economy could result in a shortened oil and gas reservoir reserve life as the underlying reserves become uneconomical. If Occidental were required to make significant negative reserve revisions, its results of operations and stock price could be adversely affected.

In addition, the discounted cash flows included in this Form 10-K should not be construed as the fair value of the reserves attributable to Occidental's properties. The estimated discounted future net cash flows from proved reserves are based on an unweighted arithmetic average of the first-day-of-the-month price for each month within the year in accordance with SEC regulations. Actual future prices and costs may differ materially from SEC regulation-compliant prices and costs used for purposes of estimating future discounted net cash flows from proved reserves. Also, actual future net cash flows may differ from these discounted net cash flows due to the amount and timing of actual production, availability of financing for capital expenditures necessary to develop Occidental's undeveloped reserves, supply and demand for oil, NGL and natural gas, increases or decreases in consumption of oil, NGL and natural gas and changes in governmental regulations or taxation.

***Occidental's future results could be adversely affected if it is unable to execute new business strategies effectively.***

Occidental's results of operations depend on the extent to which it can execute new business strategies effectively relative to both the societal transition to a less carbon-intensive economy and laws, regulations and governmental and private actions regarding the environment and climate change. Occidental's strategies seek to advance its goals of achieving net-zero emissions (i) from its operations and energy use before 2040, with an ambition to do so before 2035, and (ii) from its total carbon inventory, including the use of its sold products, with an ambition to do so before 2050. Occidental's strategies and goals are subject to business, economic and competitive uncertainties and contingencies, many of which are beyond its control. Additionally, Occidental may be forced to develop or implement new technologies at substantial costs to achieve its strategies. Effective execution of these goals may require substantial new capital, which might not be available to Occidental in the amounts or at the times expected. In addition, raising such capital may increase its leverage or overall costs of doing business. These uncertainties and costs could cause Occidental to not be able to fully implement or realize the anticipated results and benefits of its business strategies.

Certain of Occidental's emissions goals are dependent upon the successful implementation of new and existing technologies on an industrial scale. These technologies are in various stages of development or implementation and may require more capital, or take longer to develop, than currently expected. Further, these carbon management technologies are in competition with technologies being developed by other companies. The carbon management solutions are not well established and, while Occidental believes it has access to the technologies and the expertise necessary to develop these solutions on an industrial scale, Occidental may not ultimately succeed in achieving its GHG emissions reduction and net-zero goals.

Occidental's strategy to include carbon management in its product line is also dependent upon demand for carbon sequestration and related CO<sub>2</sub> removal credits, offsets or other attributes. If this market does not develop, or if the regulatory environment does not support carbon management activities, Occidental may not be successful in entering this industry.

***Occidental's aspirations, goals and initiatives related to carbon management and overall sustainability expose it to numerous risks.***

Occidental continues to develop new technologies and strategies to position it to meet its emissions reduction and net-zero goals. Occidental's efforts to research, establish, accomplish and accurately report on our emissions goals, targets and strategies expose it to numerous operational, reputational, financial, legal and other risks. Occidental's ability to reach our target emissions is subject to a multitude of factors and conditions, many of which are out of its control. Examples of such factors include evolving government regulation and voluntary protocols for reporting or verification of emissions, capture or sequestration, the pace of changes in technology, the successful development and deployment of existing or new technologies and business solutions on a commercial scale, the availability, timing and cost of equipment, manufactured goods and services, and the availability of requisite financing and federal and state incentive programs.

In addition, historical, current and forward-looking sustainability-related statements may be based on standards for measuring progress that are still developing, internal controls and processes that continue to evolve and assumptions that are subject to change in the future. There are multiple proposed or recently adopted changes to various GHG reporting regulations and protocols, including from the EPA, as noted earlier, as well as the SEC, the GHG Protocol and certain countries and states, as well as for additional controls, fees or taxes on emissions. In March 2022, for example, the SEC proposed climate disclosure rules that would require public companies to significantly increase disclosure of GHG emissions and strategies, targets, costs and risks associated with climate change and the energy transition. While Occidental has reported voluntarily on its net-zero pathway and associated goals and targets, as well as GHG emissions estimates, the proposed rules would require both significant additional disclosure and integration of such disclosure directly into financial reporting processes. Occidental and numerous other stakeholders submitted comments to the SEC on the proposed rules. The SEC is expected to issue final rules in 2023. Given the potential significance of these changes for estimation, reporting and verification of GHG emissions, establishing and reporting on goals targets, and estimating and disclosing costs of emissions reduction and the energy transition, Occidental may be required or elect to modify or update reported emissions and its current set of GHG goals and targets to reflect such new or changed regulations and protocols, although we currently expect to retain our overarching net-zero goals and to continue to implement emissions reduction plans that we believe will complement our investments in DAC, CCUS and other low-carbon technologies and infrastructure.

Occidental may face increased scrutiny from the investment community, customers, other stakeholders and the media related to its emissions reduction and net-zero goals and strategies. If Occidental's emissions goals and strategies to achieve them do not meet evolving investor or other stakeholder expectations or standards, Occidental's reputation, ability to attract and retain employees and attractiveness as an investment, business partner, supplier or acquirer could be negatively impacted. Similarly, Occidental's failure or perceived failure to fulfill its emissions goals and targets, to comply with ethical, health, safety, environmental, social, governance or other standards, regulations, or expectations, or to satisfy various reporting standards with respect to these matters effectively could have the same negative impacts and further expose Occidental to government enforcement actions and private litigation. Even if Occidental achieves its goals, targets and objectives, it may not realize all of the benefits that it expected at the time the goals were established.



***Occidental has previously recorded impairments of its proved and unproved oil and gas properties and will continue to assess further impairments in the future.***

Occidental has recorded impairments of its proved and unproved oil and gas properties resulting from prolonged declines in oil and gas prices and may record such impairments in the future. Past impairments included pre-tax impairment and related charges to both proved and unproved oil and gas properties and a lower of cost or net realizable value adjustment for crude inventory. If there is an adverse downturn of the macroeconomic conditions and if such downturn is expected to or does persist for a prolonged period of time, Occidental's oil and gas properties may be subject to further testing for impairment, which could result in additional non-cash asset impairments. Such impairments could be material to the financial statements.

Future costs associated with reducing emissions and carbon impacts, as well as impacts resulting from other risk factors described herein, could lead to impairments in the future, if such costs significantly increase Occidental's breakeven economics.

***Occidental uses CO<sub>2</sub> for its EOR operations. Occidental's production from these operations may decline if Occidental is not able to obtain sufficient amounts of CO<sub>2</sub>.***

Occidental's CO<sub>2</sub> EOR operations are critical to Occidental's long-term strategy. Oil production from Occidental's CO<sub>2</sub> EOR projects depends largely on having access to sufficient amounts of naturally occurring or anthropogenic (human-made) CO<sub>2</sub>. Occidental's ability to produce oil from its CO<sub>2</sub> EOR projects would be hindered if the supply of CO<sub>2</sub> was limited due to, among other things, problems with current CO<sub>2</sub> producing wells and facilities, including compression equipment, catastrophic pipeline failure or the ability to economically purchase naturally occurring or anthropogenic CO<sub>2</sub>. This could have a material adverse effect on Occidental's financial condition, results of operations or cash flows. Future oil production from its CO<sub>2</sub> EOR operations is dependent on the timing, volumes and location of CO<sub>2</sub> injection and, in particular, Occidental's ability to obtain sufficient volumes of CO<sub>2</sub>. Market conditions may cause the delay or cancellation of the development of naturally occurring CO<sub>2</sub> sources or construction of plants that produce anthropogenic CO<sub>2</sub> as a byproduct that can be purchased, thus limiting the amount of CO<sub>2</sub> available for use in Occidental's CO<sub>2</sub> EOR operations.

***Occidental is exposed to cyber-related risks.***

The oil and gas industry is increasingly dependent on digital and industrial control technologies to conduct certain exploration, development and production activities. Occidental relies on digital and industrial control systems, related infrastructure, technologies and networks to run its business and to control and manage its oil and gas, chemicals, marketing and pipeline operations. Use of the internet, cloud services, mobile communication systems and other public networks exposes Occidental's business and that of other third parties with whom Occidental does business to cyber attacks. Cyber attacks on businesses have escalated in recent years.

Information and industrial control technology system failures, network disruptions and breaches of data security could disrupt our operations by causing delays, impeding processing of transactions and reporting financial results, leading to the unintentional disclosure of company, partner, customer or employee information or could damage our reputation. A cyber attack involving our information or industrial control systems and related infrastructure, or that of our business associates, could negatively impact our operations in a variety of ways, including, but not limited to, the following:

- Unauthorized access to seismic data, reserves information, strategic information or other sensitive or proprietary information could have a negative impact on Occidental's ability to compete for oil and natural gas resources;
- Data corruption, communication or systems interruption or other operational disruption during drilling activities could result in delays and failure to reach the intended target or cause a drilling incident;
- Data corruption, communication or systems interruption or operational disruptions of production-related infrastructure could result in a loss of production or accidental discharge;
- A cyber attack on OxyChem's operations could result in a disruption of the manufacturing and marketing of its products or a potential HSE hazard;
- A cyber attack on a vendor or service provider could result in supply chain disruptions, which could delay or halt our construction and development projects;
- A cyber attack on third-party gathering, pipeline, processing, terminal or other infrastructure systems could delay or prevent Occidental from producing, transporting, processing and marketing its production;
- A cyber attack involving commodities exchanges or financial institutions could slow or halt commodities trading, thus preventing Occidental from marketing its production or engaging in hedging activities;
- A cyber attack that halts activities at a power generation facility or refinery using natural gas as feedstock could have a significant impact on the natural gas market;
- A cyber attack on a communications network or power grid could cause operational disruption;
- A cyber attack on Occidental's automated and surveillance systems could cause a loss in production and potential HSE hazards;
- A deliberate corruption of Occidental's financial or operating data could result in events of non-compliance which could then lead to regulatory fines or penalties; and
- A cyber attack resulting in the loss or disclosure of, or damage to, Occidental's or any of its customer's or supplier's data or confidential information could harm its business by damaging its reputation, subjecting Occidental to



potential financial or legal liability and requiring it to incur significant costs, including costs to repair or restore its systems and data or to take other remedial steps.

Although Occidental has implemented controls and multiple layers of security that it believes are reasonable to mitigate the risks of a cyber attack, there can be no assurance that such cyber security measures will be sufficient to prevent security breaches of its systems from occurring, and if a breach occurs, it may remain undetected for an extended period of time. Further, Occidental has no control over the comparable systems of the third parties with whom it does business. While Occidental has experienced cyber attacks in the past, Occidental has not suffered any material losses. However, if in the future Occidental's cyber security measures are compromised or prove insufficient, the potential consequences to Occidental's businesses and the communities in which it operates could be significant. As cyber attacks continue to evolve in magnitude and sophistication, Occidental may be required to expend additional resources in order to continue to enhance its cyber security measures and to investigate and remediate any digital and operational systems, related infrastructure, technologies and network security vulnerabilities, which would increase its costs. A system failure or data security breach, or a series of such failures or breaches, could have a material adverse effect on Occidental's financial condition, results of operations or cash flows.

***Occidental's oil and gas reserve additions may not continue at the same rate and a failure to replace reserves may negatively affect Occidental's business.***

Producing oil and natural gas reservoirs generally are characterized by declining production rates that vary depending upon reservoir characteristics and other factors. Unless Occidental conducts successful exploration or development activities, acquires properties containing proved reserves, or both, proved reserves will generally decline and negatively impact our business. The value of Occidental's securities and its ability to raise capital will be adversely impacted if it is not able to replace reserves that are depleted by production or replace our declining production with new production by successfully allocating annual capital to maintain our reserves and production base. Occidental expects infill development projects, extensions, discoveries and improved recovery to continue as main sources for reserve additions but factors such as geology, government regulations and permits, the effectiveness of development plans and the ability to make the necessary capital investments or acquire capital are partially or fully outside management's control and could cause results to differ materially from expectations.

***Occidental's operations and financial results could be significantly negatively impacted by its offshore operations.***

Occidental is vulnerable to risks associated with offshore operations that could negatively impact its operations and financial results. Certain Occidental subsidiaries conduct offshore operations primarily in the Gulf of Mexico and their operations and financial results are vulnerable to certain unique risks associated with operating offshore, including conditions relating to the following:

- Hurricanes and other adverse weather conditions;
- Geological complexities and water depths associated with such operations;
- Limited number of partners available to participate in projects;
- Oilfield service costs and availability;
- Compliance with HSE and other laws and regulations;
- Terrorist attacks or piracy;
- Remediation and other costs and regulatory changes resulting from oil spills, emissions or releases of hazardous substances or materials;
- Failure of equipment or facilities; and
- Response capabilities for personnel, equipment or environmental incidents.

In addition, certain Occidental subsidiaries conduct some of their exploration in deep waters (greater than 1,000 feet) where operations, support services and decommissioning activities are more difficult and costly than in shallower waters. The deep waters in the Gulf of Mexico, as well as international deep-water locations, lack the physical and oilfield service infrastructure present in shallower waters. As a result, deep-water operations may require significant time between a discovery and the time that Occidental can market its production, thereby increasing the risk involved with these operations.

***Anadarko's Tronox settlement may not be deductible for income tax purposes; Occidental may be required to repay the tax refund Anadarko received in 2016 related to the deduction of the Tronox settlement payment, which may have a material adverse effect on Occidental's results of operations, liquidity and financial condition.***

In April 2014, Anadarko and Kerr-McGee entered into a settlement agreement for \$5.2 billion, resolving, among other things, all claims that were or could have been asserted in connection with the May 2009 lawsuit filed by Tronox against Anadarko and Kerr-McGee in the U.S. Bankruptcy Court for the Southern District of New York. After the settlement became effective in January 2015, Anadarko paid \$5.2 billion and deducted this payment on its 2015 federal income tax return. Due





to the deduction, Anadarko had a net operating loss carryback for 2015, which resulted in a tentative tax refund of \$881 million in 2016.

The IRS audited Anadarko's tax position regarding the deductibility of the payment and in September 2018 issued a statutory notice of deficiency rejecting Anadarko's refund claim. Anadarko disagreed and filed a petition with the U.S. Tax Court to dispute the disallowance in November 2018. In December 2022, the parties filed competing motions for partial summary judgment. The motions are not fully briefed. Trial is set for May 2023. Occidental expects to continue pursuing resolution. In accordance with Accounting Standards Codification (ASC) Topic 740's guidance on the accounting for uncertain tax positions, as of December 31, 2022, Occidental had recorded no tax benefit on the tentative cash tax refund. If the payment is ultimately determined not to be deductible, Occidental would be required to repay the tentative refund received plus interest totaling approximately \$1.8 billion as of December 31, 2022, which could have a material adverse effect on our liquidity and consolidated balance sheets. Occidental's Consolidated Financial Statements include an uncertain tax position for the approximate repayment of \$1.4 billion (\$1.4 billion federal and \$28 million in state taxes) plus accrued interest of approximately \$415 million. This amount is not covered by insurance. For additional information on income taxes, see [Note 10 - Income Taxes](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K.

***Occidental's indebtedness may make it more vulnerable to economic downturns and adverse developments in its businesses. Downgrades in Occidental's credit ratings or future increases in interest rates may negatively impact Occidental's cost of capital, and ability to access capital markets.***

Occidental's level of indebtedness could increase its vulnerability to adverse changes in general economic and industry conditions, economic downturns and adverse developments in its businesses or limit Occidental's flexibility in planning for or reacting to changes in its business and the industries in which it operates. From time to time, Occidental has relied on access to capital markets for funding. Occidental's ability to obtain additional financing or refinancing will be subject to a number of factors, including general economic and market conditions, Occidental's performance, investor sentiment and its ability to meet existing debt compliance requirements. If Occidental is unable to generate sufficient funds from its operations to satisfy its capital requirements, including its existing debt obligations, or to raise additional capital on acceptable terms, Occidental's business could be adversely affected. As of the date of this filing, Occidental's long-term debt was rated BB+ by Fitch Ratings, Ba1 by Moody's Investors Service and BB+ by Standard and Poor's.

***One of Occidental's subsidiaries acts as the general partner of WES, a publicly traded master limited partnership, which may involve potential legal liability.***

One of Occidental's subsidiaries acts as the general partner of WES, a publicly traded master limited partnership. Its general partner interest in WES may increase the possibility that it could be subject to claims of breach of duties owed to WES, including claims of conflict of interest. Any such claims could increase Occidental's costs and any liability resulting from such claims could have a material adverse effect on Occidental's financial condition, operating results or cash flows.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

## **ITEM 3. LEGAL PROCEEDINGS**

Occidental has elected to use a \$1 million threshold for disclosing certain proceedings arising under federal, state or local environmental laws when a governmental authority is a party and potential monetary sanctions are involved. Occidental believes proceedings under this threshold are not material to Occidental's business and financial condition. In January 2023, the U.S. District Court for the District of New Mexico entered a consent decree under which two Occidental subsidiaries settled a previously-reported citizen suit alleging violations of certain federal air quality regulations, which the subsidiaries deny, by paying a civil penalty of \$500,000 to the U.S. Department of the Treasury and depositing an additional \$500,000 with the U.S. District Court for the District of New Mexico to fund a supplemental environmental project in lieu of penalties, among other terms. For information regarding other legal proceedings, see the information under [Lawsuits, Claims, Commitments and Contingencies](#) in the Management's Discussion and Analysis section of this Form 10-K and in [Note 13 - Lawsuits, Claims, Commitments and Contingencies](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K.

## **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.



## INFORMATION ABOUT EXECUTIVE OFFICERS

Each executive officer holds his or her office from the date of election by the Board of Directors until the first board meeting held after the next Annual Meeting of Stockholders or until his or her removal or departure or a successor is duly elected, if earlier.

The following table sets forth the executive officers of Occidental as of February 27, 2023:

Name Current Title	Age as of February 27, 2023	Positions with Occidental and Employment History
<b>Peter J. Bennett</b> Vice President	55	President, Commercial Development U.S. Onshore Resources and Carbon Management since October 2020; President and General Manager of Permian Resources and the Rockies, 2020; Senior Vice President, Permian Resources, 2018-2020; President and General Manager - Permian Resources New Mexico, 2017-2018; Chief Transformation Officer, 2016-2017.
<b>Christopher O. Champion</b> Vice President, Chief Accounting Officer and Controller	53	Vice President, Chief Accounting Officer and Controller since August 2019; Anadarko Petroleum Corporation: Senior Vice President, Chief Accounting Officer and Controller, 2017-2019, Vice President, Chief Accounting Officer and Controller, 2015-2017.
<b>Kenneth Dillon</b> Senior Vice President	63	Senior Vice President since December 2016; President – International Oil and Gas Operations since June 2016.
<b>Vicki Hollub</b> President and Chief Executive Officer	63	President, Chief Executive Officer and Director since April 2016.
<b>Richard A. Jackson</b> Senior Vice President	47	President Operations U.S. Onshore Resources and Carbon Management since October 2020; President and General Manager, EOR and Oxy Low Carbon Ventures, LLC, 2020; President Low Carbon Ventures, 2019-2020; Senior Vice President, Operation Support, 2018-2019; Vice President, Investor Relations, 2017-2018; President and General Manager Permian Resources Delaware Basin, 2014-2017.
<b>Sylvia J. Kerrigan</b> Senior Vice President and Chief Legal Officer	57	Senior Vice President and Chief Legal Officer since October 2022; Executive Director of the Kay Bailey Hutchison Energy Center for Business, Law and Policy at The University of Texas, 2017-2022; Executive Vice President, General Counsel and Corporate Secretary of Marathon Oil Corporation, 2009-2017.
<b>Robert L. Peterson</b> Senior Vice President and Chief Financial Officer	52	Senior Vice President and Chief Financial Officer since April 2020; Senior Vice President, Permian EOR, 2019-2020; Vice President Permian Strategy, 2018-2019; Director Permian Business Area, 2017-2018; President OxyChem, 2014-2017.



## Part II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

## MARKET INFORMATION, HOLDERS AND DIVIDEND POLICY

Occidental's common stock is listed and traded on the NYSE under the ticker symbol "OXY." The common stock was held by approximately 24,400 stockholders of record as of January 31, 2023, which does not include beneficial owners for whom Cede and Co. or others act as nominees.

Occidental declared dividends of \$0.52 per share for the year ended December 31, 2022. In February 2023, the Board of Directors declared a regular quarterly dividend of \$0.18 per share on common stock, an increase of five cents from the previous quarter, payable in April 2023. The declaration of future dividends is a business decision made by the Board of Directors from time to time and will depend on Occidental's financial condition and other factors deemed relevant by the Board of Directors.

## SHARE REPURCHASE ACTIVITIES

Occidental's share repurchase activities for the year ended December 31, 2022, were as follows:

Period	Total Number of Shares Purchased <sup>(a)</sup>	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Value of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(b)</sup>
First Quarter 2022	730,746	\$ 50.05	—	\$ 3,000
Second Quarter 2022	11,679,732	58.38	11,190,640	2,350
Third Quarter 2022	28,571,576	63.02	28,409,099	562
October 1 - 31, 2022	2,330,221	67.35	2,205,352	414
November 1 - 30, 2022	5,993,013	70.68	5,859,478	—
December 1 - 31, 2022	—	—	—	—
Fourth Quarter 2022	8,323,234	69.75	8,064,830	—
<b>Total 2022</b>	<b>49,305,288</b>	<b>62.86</b>	<b>47,664,569</b>	<b>—</b>

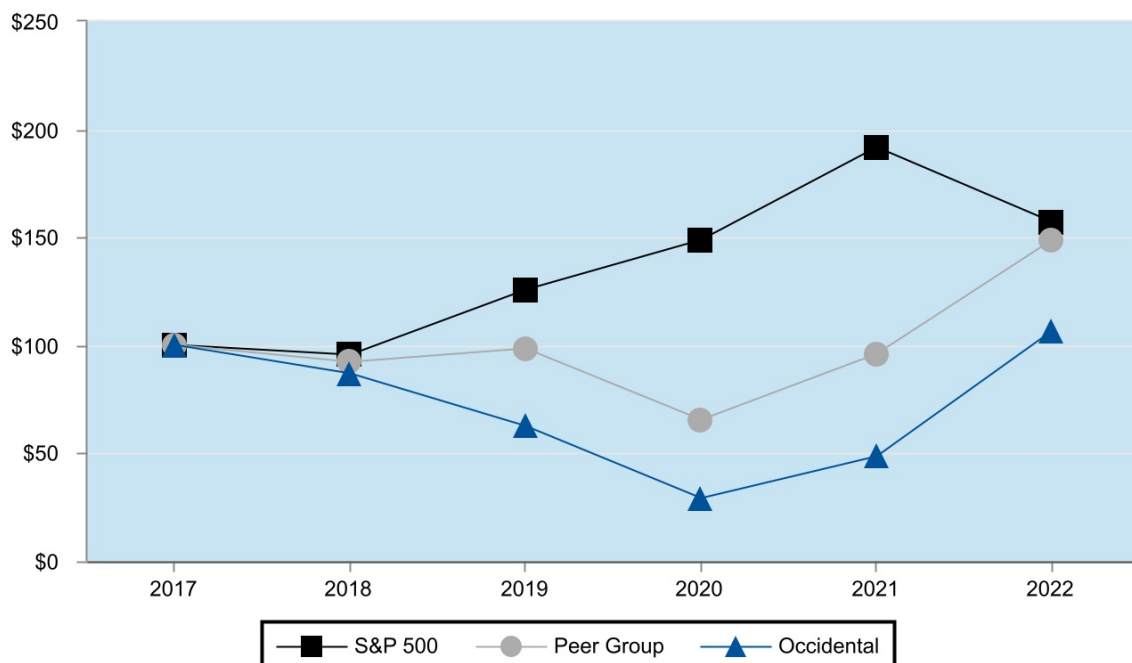
<sup>(a)</sup> Included purchases of 1,640,719 shares from the trustee of Occidental's defined contribution savings plan that are not part of publicly announced plans or programs.

<sup>(b)</sup> Represented the value remaining in Occidental's share repurchase plan. In February 2022, Occidental announced an authorization to repurchase up to \$3.0 billion of Occidental's shares of common stock. The plan was completed in the fourth quarter of 2022. In February 2023, the Board authorized a new share repurchase program of up to \$3.0 billion of Occidental's shares of common stock.

**PERFORMANCE GRAPH**

The following graph compares the yearly percentage change in Occidental's cumulative total return on its common stock with the cumulative total return of the S&P 500, which includes Occidental, with that of Occidental's peer group over the five-year period ended December 31, 2022. The graph assumes that \$100 was invested at the beginning of the five-year period shown in the graph below and that all dividends were reinvested in: (i) Occidental common stock, (ii) the stock of the companies in the S&P 500 and (iii) each of the peer group companies' common stock weighted by their relative market capitalization within the peer group.

Occidental's peer group consists of BP p.l.c., Chevron Corporation, ConocoPhillips, EOG Resources, Inc., ExxonMobil Corporation, Shell, and TotalEnergies.



Fiscal Year Ended December 31,	2017	2018	2019	2020	2021	2022
Occidental	\$ 100	\$ 87	\$ 62	\$ 29	\$ 49	\$ 107
Peer Group	\$ 100	\$ 92	\$ 98	\$ 65	\$ 96	\$ 149
S&P 500	\$ 100	\$ 96	\$ 126	\$ 149	\$ 191	\$ 157

The information provided in this Performance Graph shall not be deemed "soliciting material" or "filed" with the SEC or subject to Regulation 14A or 14C under the Exchange Act, other than as provided in Item 201 to Regulation S-K under the Exchange Act, or subject to the liabilities of Section 18 of the Exchange Act and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act except to the extent Occidental specifically requests that it be treated as soliciting material or specifically incorporates it by reference.



## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read together with the Consolidated Financial Statements and the Notes to Consolidated Financial Statements, which are included in this Form 10-K in Item 8 and the information set forth in Risk Factors under Part 1, Item 1A. The following sections include a discussion of results for fiscal 2022 compared to fiscal 2021 as well as certain 2020 results. The comparative results for fiscal 2021 with fiscal 2020 generally have not been included in this Form 10-K, but may be found in "Part II - Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

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## CURRENT BUSINESS OUTLOOK AND STRATEGY

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### GENERAL

Occidental's operations, financial condition, cash flows and levels of expenditures are highly dependent on oil prices and, to a lesser extent, NGL and natural gas prices, the Midland-to-Gulf-Coast oil spreads, chemical product prices and inflationary pressures in the macro-economic environment. In 2022, as compared to 2021, the average annual price per barrel of WTI crude increased to \$94.23 from \$67.91 and the average annual Brent price per barrel increased to \$98.83 from \$70.78. The return of oil demand to its pre-pandemic levels, the ongoing global impact of the Russia-Ukraine war and the limited increase in supply in 2022 have resulted in an increase in benchmark oil prices year-over-year. Occidental does not operate or own assets in either Russia or Ukraine. It is expected that the price of oil will be volatile for the foreseeable future given the current geopolitical risks, the ongoing global impact of the Russia-Ukraine war, and uncertainty around the global economy, oil demand in China as it emerges from its zero-COVID policy, production levels in OPEC and non-OPEC oil producing countries and further releases from or additions to the US Strategic Petroleum Reserve.

Occidental works to manage inflation impacts by capitalizing on operational efficiencies, locking in pricing on longer term contracts and working closely with vendors to secure the supply of critical materials. As of December 31, 2022, substantially all of Occidental's outstanding debt is fixed rate.

### STRATEGY

Occidental is focused on delivering a unique shareholder value proposition with its portfolio of oil and gas, chemicals and midstream and marketing assets and its ongoing development of carbon management and storage solutions and GHG emissions reduction efforts. Occidental conducts its operations with a priority on HSE, sustainability and social responsibility. Occidental aims to maximize shareholder returns through a combination of:

- Returning capital to shareholders, while redeeming a portion of preferred equity to continue improving Occidental's financial position;
- Enhancing its existing asset base with new investments in its core cash-generative oil and gas and chemical businesses as well as emerging low-carbon businesses with a focus on its net-zero pathway;
- Advancing technologies and business solutions to help drive a sustainable low-carbon future; and
- Further reducing long-term financial leverage.

### OPERATIONAL EXCELLENCE AND CAPITAL EFFICIENCY

Occidental's operational priorities for 2022 were to maximize operational efficiencies by investing \$4.5 billion in high return assets to generate long-term sustainable free cash flow that will provide cash flow stability throughout the commodity cycle. Occidental set new operational records and efficiency benchmarks in the Permian, Rockies, Gulf of Mexico, Oman and UAE. OxyChem generated record earnings, beating its previous record set in 2021. With the increase in commodity prices and Occidental's focus on its operational efficiencies, Occidental's higher cash flow allowed it to reduce its leverage and advance its shareholder return framework.

### DEBT AND INTEREST RATE SWAPS

Strong cash flow in 2022 allowed Occidental to continue its deleveraging efforts. In 2022, Occidental reduced its debt principal by more than \$10.5 billion, leaving less than \$18.0 billion outstanding as of December 31, 2022, and meeting its near-term debt reduction goal. As of December 31, 2022, Occidental had debt maturities of approximately \$22 million in 2023, \$1.1 billion in 2024 and \$1.2 billion in 2025. The current maturity of \$22 million was paid in January 2023, leaving no debt maturing in 2023.

Occidental's \$673 million Zero Coupons can be put to Occidental in October of each year, in whole or in part, for the then accreted value of the outstanding Zero Coupons. The Zero Coupons can next be put to Occidental in October 2023, which, if put in whole, would require a payment of approximately \$344 million at such date. Occidental currently has the intent and ability to meet this obligation, including, if necessary, using amounts available under the RCF should the put right be exercised.

In the year ended December 31, 2022, Occidental settled all outstanding interest rate swaps with \$255 million in cash and the application of \$144 million collateral, leaving none outstanding as of December 31, 2022.

### DEBT RATINGS

As of the date of this filing, Occidental's long-term debt was rated BB+ by Fitch Ratings, Ba1 by Moody's Investors Service and BB+ by Standard and Poor's. Occidental believes the deleveraging performed to date may lead to future ratings upgrades, but cannot determine the timing of any potential ratings change. Any downgrade in credit ratings could impact Occidental's ability to access capital markets and increase its cost of capital. Occidental's non-investment grade debt rating may require Occidental or its subsidiaries to provide financial assurance in the form of cash, letters of credit, surety bonds or other acceptable support under certain contractual arrangements.



### SHAREHOLDER RETURN FRAMEWORK

Capital is returned to shareholders through Occidental's dividend and share repurchases. Occidental's current dividend is \$0.18 per share per quarter, or \$0.72 on an annualized basis. During the fourth quarter of 2022, Occidental completed its \$3.0 billion share repurchase program. In February 2023, the Board authorized a new share repurchase program of up to \$3.0 billion of Occidental's shares of common stock. Occidental anticipates that a higher percentage of excess free cash flow is expected to be allocated to shareholder returns in 2023 with the intention to begin redeeming the preferred stock. Occidental's preferred stock includes a mandatory redemption provision that obligates Occidental to redeem the preferred at 110% of the par value on a dollar-for-dollar basis for every dollar distributed to common shareholders above \$4.00 per share, on a trailing 12-month basis.

### SUSTAINABILITY AND ENVIRONMENTAL STEWARDSHIP STRATEGY

In 2020, Occidental was the first U.S. oil and gas company to announce goals to achieve net-zero GHG emissions for its total emissions inventory including use of sold products. These goals include achieving net-zero GHG emissions (i) from its operations and energy use before 2040, with an ambition to do so before 2035, and (ii) from its total carbon inventory, including the use of its sold products, with an ambition to do so before 2050. In 2020, Occidental also set various interim targets, including 2025 carbon and methane intensity targets, and Occidental was the first U.S. oil and gas company to endorse the World Bank's initiative for zero routine flaring by 2030. In 2022, the Board of Directors adopted Occidental's updated HSE and Sustainability Principles, based on engagement with shareholders, employees and other stakeholders. The Principles reinforce the alignment among Occidental's core values, goals and strategies, underpin our operational management system, and help to guide our workforce across our businesses.

Occidental seeks to meet its sustainability and environmental goals through its development and commercialization of technologies that lower both GHG emissions from industrial processes and existing atmospheric concentrations of CO<sub>2</sub>. Occidental believes that carbon removal technologies, including DAC and CCUS, can, with incentives necessary for their development and deployment, provide essential CO<sub>2</sub> reductions to assist the world's transition to a less carbon-intensive economy. During 2022, Occidental undertook the following actions, among others, toward advancing its low-carbon strategy:

- Achieved zero routine flaring of gas across its U.S. oil and gas operations, 8 years ahead of the World Bank's 2030 target;
- Reduced estimated methane emissions by 33% from the 2020 baseline;
- Began construction activities for DAC 1 in the Permian;
- Acquired interests in approximately 265,000 net acres of pore space access along the U.S. Gulf Coast; and
- Invested approximately \$530 million in low-carbon businesses, technologies, and net-zero pathway advancements, including the aforementioned pore space.

The future costs associated with emissions reduction, carbon removal and CCUS to meet its long-term net-zero GHG goals may be substantial and execution of its plans and net-zero pathway depends on securing third-party capital investments. Occidental is pursuing multiple pathways to fund these projects including project financing, long-term carbon removal or CCUS agreements, and identifying business opportunities with stakeholders in carbon-intensive industries

### KEY PERFORMANCE INDICATORS

Occidental seeks to meet its strategic goals by continually measuring its success against key performance indicators that drive total stockholder return. In addition to efficient capital allocation and deployment discussed below in the section titled Oil and Gas Segment - Business Strategy, Occidental believes its most significant performance indicators are:

#### OPERATIONAL

- Total spend per barrel - In 2023, Occidental will continue to focus on controlling total costs from a per-barrel perspective. Total spend per barrel is the sum of capital spending, general and administrative expenses, other operating and non-operating expenses and oil and gas lease operating costs divided by global oil, NGL and natural gas sales volumes.
- Daily production - Occidental seeks to maximize field operability and minimize production down-time.

#### FINANCIAL

- CROCE - CROCE is calculated as (i) the cash flows from operating activities, before changes in working capital, plus distributions from WES classified as investing cash flows, divided by (ii) the average of the opening and closing balances of total equity plus total debt.
- Maintain and improve financial leverage to a level consistent with investment grade credit metrics.

#### SUSTAINABILITY AND ENVIRONMENTAL

- Specific interim emissions reduction and emissions intensity targets to advance our goal of net-zero operational and energy use emissions before 2040, with an ambition to achieve before 2035.
- Milestones in specific carbon removal and CCUS projects that advance our net-zero total emissions inventory, including use of sold products, with an ambition to achieve before 2050.
- Facilitate deployment of carbon removal, CCUS and other solutions to advance total carbon impact past 2050.

## OIL AND GAS SEGMENT

### BUSINESS STRATEGY

Occidental's oil and gas segment focuses on long-term value creation and leadership in sustainability, health, safety and the environment. In each core operating area, Occidental's operations benefit from scale, technical expertise, decades of high-margin inventory, environmental and safety leadership and commercial and governmental collaboration. These attributes allow Occidental to bring additional production quickly to market, extend the life of older fields at lower costs and provide low-cost returns-driven growth opportunities with advanced technology.

Occidental is one of the largest U.S. producers of liquids, which includes oil and NGL, allowing Occidental to maximize cash margins on a per barrel basis. The advantages that Occidental's portfolio provides, coupled with its advanced subsurface characterization ability and the proven ability to execute, position Occidental for full-cycle success in the years ahead. The oil and gas segment maximizes efficiencies to deliver lower breakeven costs and generate excess free cash flow. The oil and gas segment strives to achieve low development and operating costs to maximize full-cycle value of the assets.

The oil and gas business implements Occidental's strategy primarily by:

- Operating and developing areas where reserves are known to exist and optimizing capital intensity in core areas, primarily in the Permian Basin, DJ Basin, Gulf of Mexico, UAE, Oman and Algeria;
- Maintaining a disciplined and prudent approach to capital expenditures with a focus on high-return, short and mid-cycle, cash-flow-generating opportunities and an emphasis on creating value and further enhancing Occidental's existing positions;
- Focusing Occidental's subsurface characterization and technical activities on unconventional opportunities, primarily in the Permian Basin and Rockies;
- Using secondary and tertiary recovery techniques in mature fields; and
- Focusing on cost-reduction efficiencies and innovative technologies to reduce carbon emissions.

In 2022, oil and gas capital expenditures were approximately \$3.8 billion and primarily focused on Occidental's assets in the Permian Basin, DJ Basin, Gulf of Mexico and Oman. In 2023, Occidental plans to spend \$4.3 billion to \$4.7 billion to develop its oil and gas assets.

### OIL AND GAS PRICE ENVIRONMENT

Oil and gas prices are the major variables that drive the industry's financial performance. The following table presents the average daily WTI and Brent prices for oil and NYMEX natural gas prices for 2022 and 2021:

	2022	2021	% Change
WTI Oil (\$/Bbl)	\$ 94.23	\$ 67.91	39 %
Brent Oil (\$/Bbl)	\$ 98.83	\$ 70.78	40 %
NYMEX Natural Gas (\$/Mcf)	\$ 6.35	\$ 3.61	76 %

The following table presents Occidental's average realized prices for continuing operations as a percentage of WTI, Brent and NYMEX for 2022 and 2021:

	2022	2021
Worldwide oil as a percentage of average WTI	100 %	97 %
Worldwide oil as a percentage of average Brent	95 %	93 %
Worldwide NGL as a percentage of average WTI	38 %	44 %
Worldwide NGL as a percentage of average Brent	36 %	42 %
Domestic natural gas as a percentage of NYMEX	86 %	91 %

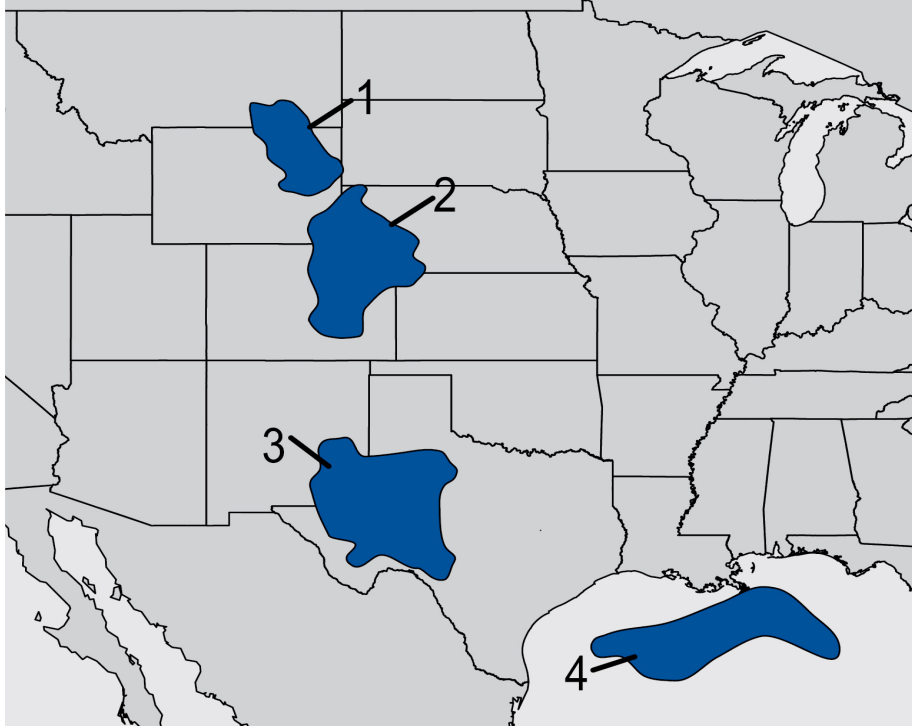
Prices and differentials can vary significantly, even on a short-term basis, making it difficult to predict realized prices with a reliable degree of certainty.

**DOMESTIC INTERESTS**

**BUSINESS REVIEW**

Occidental conducts its domestic operations through land leases, subsurface mineral rights it owns, or a combination of both. Occidental's domestic oil and gas leases have a primary term ranging from one to 10 years, which is extended through the end of production once it commences. Occidental has leasehold and mineral interests in 9.5 million net acres, of which approximately 52% is leased, 47% is owned subsurface mineral rights and 1% is owned land with mineral rights. Approximately \$3.6 billion to \$4.0 billion of Occidental's worldwide capital budget is expected to be allocated to its domestic operations in 2023.

**DOMESTIC ASSETS <sup>(a)</sup>**



- 1. Powder River Basin
- 2. DJ Basin
- 3. Permian Basin
- 4. Gulf of Mexico

<sup>(a)</sup> Map represents geographic outlines of the respective basins.

**The Permian Basin**

The Permian Basin extends throughout West Texas and Southeast New Mexico and is one of the largest and most active oil basins in the United States, accounting for more than 43% of total United States oil production in 2022. Overall in 2022, Occidental's production in the Permian Basin was approximately 513 Mboe/d.

Occidental manages its Permian Basin operations through two businesses: Permian Resources, which includes unconventional opportunities, and Permian EOR, which utilizes secondary and tertiary recovery techniques. Occidental had a leading position in the Permian Basin, producing approximately 8% of the total oil in the basin in 2022. By exploiting the natural synergies between Permian Resources and Permian EOR, Occidental is able to deliver unique short- and long-term advantages, efficiencies and expertise across its Permian Basin operations.

The Permian Resources unconventional business is focused on developing and producing unconventional reservoir targets using horizontal drilling technology. The development programs are designed to create long-term value from primary development by maximizing the recovery of oil, utilizing sustainable practices and providing strong financial returns. Occidental's unconventional oil and gas operations in Permian Resources include approximately 1.4 million net acres. In 2022, our activities were focused in the core development areas with emphasis on maintaining the industry leading capital intensity through optimized surface infrastructure and customized well designs. Overall, in 2022, Permian Resources produced from approximately 3,300 gross wells and added 387 MMboe to Occidental's proved reserves through development and extensions of proved areas.

The Permian Basin's concentration of large conventional reservoirs, strong CO<sub>2</sub> flooding performance and the expansive CO<sub>2</sub> transportation and processing infrastructure has resulted in decades of high-value enhanced oil production. With 34 active CO<sub>2</sub> floods and over 50 years of experience, Occidental is the industry leader in Permian Basin CO<sub>2</sub> flooding, which can increase ultimate oil recovery by 10% to 25%. Technology improvements, such as the recent trend toward vertical





expansion of the CO<sub>2</sub> flooded interval into residual oil zone targets, continue to yield more recovery from existing projects, and Permian EOR produced from approximately 13,000 gross wells in 2022.

Significant opportunities also remain to gain additional recovery by expanding Occidental's existing CO<sub>2</sub> projects into new portions of reservoirs that have only been waterflooded. Permian EOR has a large inventory of future CO<sub>2</sub> projects, which could be developed over the next 20 years or accelerated, depending on market conditions.

In 2022, Occidental spent approximately \$2.3 billion of capital in the Permian Basin, of which approximately 93% was spent on Permian Resources assets.

### Rockies and Other Domestic

In 2022, Occidental produced approximately 277 Mboe/d net in the Rockies and Other Domestic locations. Production in the DJ Basin is derived from 2,000 operated vertical wells and 2,400 operated horizontal wells primarily focused in the Niobrara and Codell formations. The DJ Basin, including the North DJ Basin, comprises approximately 800,000 total net acres and provides competitive economics, low breakeven costs and free cash flow generation through Occidental's contiguous acreage position and royalty uplift.

In the DJ Basin, horizontal drilling results in the field continue to be strong, with improved operational efficiencies in drilling and completions. In 2022, Occidental drilled 68 operated horizontal wells and completed 54 operated horizontal wells.

Occidental is focusing on obtaining the necessary state, local and federal permits required to construct facilities and drill and complete wells in the DJ Basin. In January 2021, the COGCC adopted new regulations that impose siting requirements, or "setbacks," on certain oil and gas drilling locations based on the distance of a proposed well pad to occupied structures. Under these new regulations and through thoughtful surface location planning, Occidental obtained COGCC approval for five Oil and Gas Development Plans, inclusive of 12 well pad and facility locations and approximately 150 wells. In addition to the approximately 150 wells approved through the Oil and Gas Development Plan process, during the third quarter of 2022, Occidental became the first oil and gas operator in Colorado to obtain COGCC approval for the first Comprehensive Area Plan under the new COGCC rules. This comprehensive plan will support nine well pads and approximately 140 new wells and will provide for substantial future development in a geographically remote area on Colorado's eastern plains. Oil and Gas Development Plans associated with the Comprehensive Area Plan will be submitted in 2023.

As of December 31, 2022, Occidental is permitted, or had permit applications submitted to applicable regulatory agencies, for nearly all planned 2023 drilling and completions activity in the DJ Basin. In 2023, Occidental plans to submit state and local permits with the goal of building operational inventory and maintaining its social license to operate in Colorado. Occidental has a dedicated stakeholder relations team that conducts regulatory and community outreach with respect to its permit applications and operations in Colorado with a focus on building trust and fostering open communication with those that live and work near our operations.

Occidental has gained efficiencies in the permitting process and will continue to look for additional opportunities to do so. As discussed above, Occidental does not anticipate significant near-term changes to our development program in the DJ Basin based on these regulations. However, if Occidental is unable to obtain new drilling permits to develop a significant portion of the company's undeveloped acreage in the DJ Basin, the company's DJ Basin assets may be subject to testing for impairment, and if deemed to be impaired, such impairment could be material to our financial statements.

Occidental has interest in over 300,000 net acres in the Powder River Basin, mainly located in Converse County and Campbell County, Wyoming. The field contains the Turner, Niobrara, Mowry and Parkman formations that hold both liquids and natural gas. In 2022, Occidental drilled 19 operated horizontal wells and completed 14 horizontal wells in the Powder River Basin. The company plans to run one continuous operated drilling rig in 2023 with targeted completion activity throughout the year.

Occidental holds approximately 4.6 million net acres in other domestic locations, which consist of legacy acreage and fee minerals outside of Occidental's core operated areas including parts of Arkansas, Colorado, Louisiana, Texas, West Virginia and Wyoming.

### OFFSHORE DOMESTIC ASSETS

#### Gulf of Mexico

Occidental is the fourth-largest oil and gas producer in the deep-water Gulf of Mexico, operating 10 strategically located deep-water floating platforms, the highest number among all the deep water operators, and producing from 18 active fields while owning a working interest across 252 blocks, including approximately 1.0 million net acres. Occidental's position is one of the largest portfolios in the Gulf of Mexico.

Occidental further operates two marine shore-bases in Galveston, Texas, and Port Fourchon, Louisiana, as well as two helicopter bases in Louisiana that all provide back up and redundancy to each other to support the Gulf operations. A central logistics base with an integrated training center is located in Broussard, Louisiana, and the Gulf of Mexico operations and development are managed and supported with engineering and technical staff from The Woodlands, Texas, office tower.

In 2022, Occidental increased net production to 147 Mboe/d from approximately 88 gross wells, investing over \$450 million in capital, including exploration capital, primarily directed towards drilling activity in its new Horn Mountain West subsea development, Lucius and Holstein facilities, drilling five wells using one floating drill ship, one platform rig and several service rigs. Occidental successfully and safely initiated first production from its new Horn Mountain West field and tied back to the Horn Mountain facility, increasing production at the platform by over 34 Mboe/d from three subsea oil wells,





on budget and three months ahead of schedule. In the fourth quarter of 2022, the new Caesar-Tonga Subsea Expansion project was also started several months ahead of schedule, debottlenecking the prolific giant Caesar-Tonga field and thus enabling future field expansion projects. Major subsea-pumping projects supporting the Marco Polo/K2 field and the Marlin/King field were progressed as well as extensive 4D seismic shoots in the Holstein field and elsewhere, setting up a runway of future development opportunities.

Operational excellence and efficiency continued as the prime objective in 2022 and gathered further momentum, reducing overall base production decline rates through the implementation of several successful well stimulations and artificial lift projects. Platform operating efficiencies were significantly improved and machinery uptimes were increased all through subordinated focus and condition monitoring initiatives as well as multiple upgrade projects. Continued optimum sequencing of annual platform turn-arounds provided further operational efficiencies, avoiding around two hundred days per year of shut-ins.

During 2022, all necessary regulatory permits for new wells and existing operations were obtained timely without any operational delays. Occidental was further awarded 30 new leases from BOEM's Lease Sale 257 and was the second most successful bidder.

Occidental's Gulf of Mexico assets continued to be among the lowest carbon emissions operations in the industry with zero routine flaring and zero cold venting.

The following table shows key areas of ongoing development in the Gulf of Mexico, along with the corresponding working interest in those areas.

	<b>Working Interest</b>
Horn Mountain	100 %
Holstein	100 %
Marlin	100 %
Lucius	67 %
K2 Complex	42 %
Caesar Tonga	34 %
Constellation	33 %

In 2023, Occidental expects to continue development and expansion of its existing assets across the Gulf of Mexico, to safely deliver high-margin production while continuing to add to its drill well inventory on existing leases through expansion and infrastructure led exploration opportunities around existing infrastructure. Occidental plans to conduct development and exploration activities in 2023 using one to two floating drill ships, one platform rig and several other well service vessels and continue to optimize its extensive portfolio of lease working interests.

**INTERNATIONAL INTERESTS**

**BUSINESS REVIEW**

Occidental conducts its ongoing international operations in two sub-regions: the Middle East and North Africa. Its activities include oil, NGL and natural gas production through direct working-interests, PSAs and PSCs. Under the PSCs, Occidental records a share of production and reserves to recover certain development and production costs and an additional share for profit. These contracts do not transfer any right of ownership to Occidental and reserves reported from these arrangements are based on Occidental's economic interest as defined in the contracts. Occidental's share of production and reserves from these contracts decreases when product prices rise and increases when prices decline. Overall, Occidental's net economic benefit from these contracts is greater when product prices are higher. Approximately \$0.5 billion of Occidental's worldwide capital budget is expected to be allocated to its international operations in 2023.

**MIDDLE EAST / NORTH AFRICA ASSETS**



- 1. Algeria
- 2. Oman
- 3. Qatar
- 4. UAE

**Algeria**

Occidental's interest in Algeria involves development and production rights in 18 fields within Blocks 404a and 208, which are located in the Berkine Basin in Algeria's Sahara Desert and are governed by an agreement amongst Occidental, Sonatrach and other partners. Occidental is responsible for 24.5% of the development and production costs. The El Merk central processing facility in Block 208 processes produced oil, NGL and natural gas, while the Hassi Berkine South and Ourhoud central processing facilities in Block 404a process produced oil. The rights to produce from the Block 404a fields expire between May 2023 and 2036, and the rights to produce from the Block 208 fields expire in 2032.

In 2022, net production in Algeria was 45 Mbbbl/d, two gross development wells were drilled and annual net capital expenditures were \$25 million.

In July 2022, Occidental signed a new PSC with Sonatrach and other partners which, upon approval by the Algerian government, will be for a new 25-year term for all of the fields under the current hydrocarbon agreement. With respect to the new PSC, Occidental is responsible for 35% of the development and production costs, and government approval is expected in the first half of 2023.

**Oman**

In Oman, Occidental is the operator of Block 9, Block 27, Block 53 (Mukhaizna Field), Block 62 and Block 65 and has additional interests in Blocks 30, 51 and 72, which are under the Exploration phase. The working interest and contract expiration year for each of the respective blocks are shown in the table below. Occidental holds 6.0 million gross acres and has 10,000 potential well inventory locations. In 2022, Occidental's share of production was 65 Mboe/d.



	Working Interest	Block Expiration (Year)
Block 9	50 %	2030
Block 27	65 %	2035
Block 53	47 %	2035
Block 62	100 %	2028
Block 65	51 %	2037
Blocks 30, 51 and 72	100 %	Exploration Phase

Occidental has produced over 754 million gross barrels from Block 9 since the beginning of its operation through successful exploration, continuous drilling improvements and EOR projects. The Mukhaizna Field in Block 53 is a major pattern steam flood project for EOR that utilizes some of the largest mechanical vapor compressors ever built. Since assuming operations in the Mukhaizna Field in 2005, Occidental has drilled close to 3,580 new wells and has produced over 575 million gross barrels. In 2022, Occidental declared commerciality for Block 65 and invested capital of \$362 million across all of the Oman blocks to drill 92 wells and execute facilities projects to support development and EOR activities.

In 2023, Occidental will continue to enhance production by adding extended and dual laterals, stimulating wells with the OXY JETTING™ wellbore stimulation system, and expanding thermal conformance. Occidental will also continue to execute projects in Oman targeting emissions reductions.

#### Qatar

In Qatar, Occidental partners in the Dolphin Energy Project, an investment that is comprised of two separate economic interests. Occidental has a 24.5% interest in the upstream operations (Dolphin) to develop and produce NGL, natural gas and condensate from Qatar's North Field through mid-2032. Occidental also has a 24.5% interest in DEL, which operates a pipeline and is discussed further in the midstream and marketing segment section in this Form 10-K under Pipeline. In 2022, Occidental's net share of production from Dolphin was 37 Mboe/d.

#### UAE

In 2011, Occidental acquired a 40% participating interest in the Shah gas field (Al Hosn Gas), joining with the Abu Dhabi National Oil Company, which expires in 2041. In 2022, Occidental's net share of production from Al Hosn Gas was 227 million cubic feet per day (MMcf/d) of natural gas and 35 Mbb/d of NGL and condensate. Al Hosn Gas includes gas processing facilities which are discussed further in the midstream and marketing segment section in this Form 10-K under Gas Processing, Gathering and CO<sub>2</sub>.

In 2019 and 2020, Occidental acquired 9-year exploration concessions and, subject to a declaration of commerciality, 35-year production concessions for Onshore Block 3 and Block 5, which cover an area approximately 1.5 million acres and 1.0 million acres, respectively, and are adjacent to Al Hosn Gas. In 2022 and 2021, Occidental announced multi-zone oil and gas discoveries in Onshore Block 3.

In 2023, Occidental plans to complete an expansion project that commenced in 2022 to increase the production capacity of the Al Hosn Gas processing facilities from 1.28 Bcf/d to 1.45 Bcf/d and continue further exploration and appraisal activities in Onshore Block 3 and Block 5.

**PROVED RESERVES**

Proved oil, NGL and natural gas reserves were estimated using the unweighted arithmetic average of the first-day-of-the-month price for each month within the year, unless prices were defined by contractual arrangements. Oil, NGL and natural gas prices used for this purpose were based on posted benchmark prices and adjusted for price differentials including gravity, quality and transportation costs.

The following table shows the 2022, 2021 and 2020 calculated first-day-of-the-month average prices for both WTI and Brent oil prices, as well as the Henry Hub gas prices measured in MMBtu:

		2022		2021		2020
WTI Oil (\$/Bbl)	\$	93.67	\$	66.56	\$	39.57
Brent Oil (\$/Bbl)	\$	97.77	\$	69.24	\$	43.41
Henry Hub Natural Gas (\$/MMBtu)	\$	6.36	\$	3.60	\$	1.98
Mt. Belvieu NGL (\$/Bbl)	\$	47.81	\$	44.22	\$	18.74

Occidental had proved reserves from continuing operations at year-end 2022 of 3,817 MMboe, compared to the year-end 2021 amount of 3,512 MMboe. Proved developed reserves represented approximately 71% and 75% of Occidental's total proved reserves at year-end 2022 and 2021, respectively. The following table shows the breakout of Occidental's proved reserves from continuing operations by commodity as a percentage of total proved reserves:

	2022	2021
Oil	50 %	50 %
NGL	22 %	22 %
Natural gas	28 %	28 %

Occidental does not have any reserves from non-traditional sources. For further information regarding Occidental's proved reserves, see the Supplemental Oil and Gas Information section in Item 8 of this Form 10-K.

**CHANGES IN PROVED RESERVES**

Changes in Occidental's 2022 reserves were as follows:

<i>MMboe</i>	2022
Revisions of previous estimates	474
Improved recovery	89
Extensions and discoveries	176
Purchases	10
Sales	(21)
Production	(423)
Total	305

Occidental's ability to add reserves, other than through purchases, depends on the success of infill development, extension, discovery and improved recovery projects, each of which depends on reservoir characteristics, technology improvements and oil and natural gas prices, as well as capital and operating costs. Many of these factors are outside management's control and may negatively or positively affect Occidental's reserves.

**Revisions of Previous Estimates**

Revisions can include upward or downward changes to previous proved reserve estimates for existing fields due to the evaluation or interpretation of geologic, production decline or operating performance data. In addition, product price changes affect proved reserves recorded by Occidental. For example, lower prices may decrease the economically recoverable reserves, particularly for domestic properties, because the reduced margin limits the expected life of the operations. Offsetting this effect, lower prices increase Occidental's share of proved reserves under PSCs because more oil is required to recover costs. Conversely, when prices rise, Occidental's share of proved reserves decreases for PSCs and economically recoverable reserves may increase for other operations. Reserve estimation rules require that estimated ultimate recoveries be much more likely to increase or remain constant than to decrease, as changes are made due to increased availability of technical data.



In 2022, Occidental's revisions of previous estimates of proved reserves were positive 474 MMboe. These revisions were primarily due to 335 MMboe of positive revisions related to additions associated with infill development projects, mainly in the Permian Basin (232 MMboe) and the DJ Basin (94 MMboe). An additional 136 MMboe of positive revisions were related price revisions. The positive price revisions were primarily associated with the Permian Basin (147 MMboe), the Gulf of Mexico (8 MMboe) and the DJ Basin (4 MMboe), which were partially offset by negative price revisions of 29 MMboe on international PSCs.

Further positive revisions of 93 MMboe were associated with updates based on reservoir performance and 5 MMboe were associated with management changes in development plans. The positive revisions were offset by negative revisions associated with various other cost and interest related revisions (95 MMboe).

### Improved Recovery

In 2022, Occidental added proved reserves of 89 MMboe related to improved recovery, primarily in the Permian EOR, which accounted for 87% of the improved recovery reserve additions. These properties comprise conventional projects, which are characterized by the deployment of EOR development methods, largely employing application of CO<sub>2</sub> flood, waterflood or steam flood. These types of conventional EOR development methods can be applied through existing wells, though additional drilling is frequently required to fully optimize the development configuration. Waterflooding is the technique of injecting water into the formation to displace the oil to the offsetting oil production wells. The use of either CO<sub>2</sub> or steam flooding depends on the geology of the formation, the evaluation of engineering data, availability and cost of either CO<sub>2</sub> or steam and other economic factors. Both techniques work similarly to lower viscosity causing the oil to move more easily to the producing wells. The remaining improved recovery additions were due to secondary and tertiary projects for certain international assets.

### Extensions and Discoveries

Occidental also added proved reserves from extensions and discoveries, which are dependent on successful exploration and exploitation programs. In 2022, extensions and discoveries added 176 MMboe primarily related to the recognition of proved reserves in the Permian Basin (155 MMboe) and Powder River Basin (7 MMboe).

### Purchases of Proved Reserves

In 2022, Occidental purchased proved reserves of 10 MMboe primarily consisting of proved reserves in the Permian Basin.

### Sales of Proved Reserves

In 2022, Occidental sold 21 MMboe in proved reserves related to the divestitures of certain non-strategic assets in the Permian Basin.

### Proved Undeveloped Reserves

Occidental had PUD reserves at year-end 2022 of 1,119 MMboe, compared to the year-end 2021 amount of 865 MMboe.

Changes in PUD reserves were as follows:

<i>MMboe</i>	<b>2022</b>
Revisions of previous estimates	<b>270</b>
Improved recovery	<b>49</b>
Extensions and discoveries	<b>107</b>
Purchases	<b>1</b>
Sales	<b>(10)</b>
Transfer to proved developed reserves	<b>(163)</b>
<b>Total</b>	<b>254</b>

Revisions of previous estimates were a positive 270 MMboe. Approximately 263 MMboe of the positive revisions were related to additions associated with infill development projects in the Permian Basin (170 MMboe) and the DJ Basin (93 MMboe). Additionally, the revisions included positive price revisions of 24 MMboe. The positive price revisions were primarily associated with the Permian Basin. The remaining positive revisions were associated with various updates based on reservoir performance. The positive revisions were offset by negative revisions associated with various other cost and interest related revisions (21 MMboe).

Extensions and discoveries added 107 MMboe primarily related to the recognition of proved reserves in the Permian Basin (100 MMboe). Total improved recovery additions of 49 MMboe were primarily the result of conventional projects in the Permian EOR (44 MMboe) and secondary and tertiary projects in international assets (5 MMboe). The 2022 additions to



PUD reserves were partially offset by transfers to proved developed reserves of 163 MMboe. The transfers were primarily associated with the Permian Basin (89 MMboe), the DJ Basin (40 MMboe) and Gulf of Mexico (21 MMboe).

In 2022, Occidental incurred approximately \$1.2 billion to convert PUD reserves to proved developed reserves, and in 2022 Occidental converted approximately 19% of its PUD reserves to proved developed, when adjusted for revisions and sales. As of December 31, 2022, Occidental had 1,119 MMboe of PUD reserves of which 73% were associated with domestic onshore, 4% with Gulf of Mexico and 23% with international assets. Occidental's most active development areas are located in the Permian Basin, which represented 54% of the PUD reserves as of December 31, 2022. Occidental's total planned 2023 capital expenditures are between \$5.4 billion and \$6.2 billion. Overall, Occidental plans to spend approximately \$4.6 billion over the next five years to develop its PUD reserves in the Permian Basin.

PUD reserves are supported by a five-year detailed field-level development plan, which includes the timing, location and capital commitment of the wells to be drilled. Only PUD reserves which are reasonably certain to be drilled within five years of booking and are supported by a final investment decision to drill them are included in the development plan. A portion of the PUD reserves are expected to be developed beyond the five years and are tied to approved long-term development projects.

As of December 31, 2022, Occidental had 241 MMboe of pre-2018 PUD reserves that remained undeveloped. These PUD reserves relate to approved long-term development plans, 175 MMboe of which are primarily associated with international development projects with physical limitations in existing gas processing capacity and 66 MMboe of which are related to approved long-term development plans for Permian EOR projects, also with physical limitations in existing gas processing capacity. Occidental remains committed to these projects and continues to actively progress the development of these volumes. In addition to the above, Occidental has 57 MMboe of PUD reserves that are scheduled to be developed more than five years from their initial date of booking. These PUD reserves are related to approved long-term development plans, 41 MMboe of which are associated with international development projects and 16 MMboe with the Gulf of Mexico projects.

### RESERVES EVALUATION AND REVIEW PROCESS

Occidental's estimates of proved reserves and associated future net cash flows as of December 31, 2022, were made by Occidental's technical personnel and are the responsibility of management. The estimation of proved reserves is based on the requirement of reasonable certainty of economic producibility and funding commitments by Occidental to develop the reserves. This process involves reservoir engineers, geoscientists, planning engineers and financial analysts. As part of the proved reserves estimation process, all reserve volumes are estimated by a forecast of production rates, operating costs and capital expenditures. Price differentials between benchmark prices (the unweighted arithmetic average of the first-day-of-the-month price for each month within the year) and realized prices and specifics of each operating agreement are then used to estimate the net reserves. Production rate forecasts are derived by a number of methods, including estimates from decline curve analysis, type well profile analysis, computer simulation of the reservoir performance, volumetric analysis and material balance calculations that take into account the volumes of substances replacing the volumes produced and associated reservoir pressure changes supported by various technologies including seismic analysis. These reliable field-tested technologies have demonstrated reasonably certain results with consistency and repeatability in the formation being evaluated or in an analogous formation. Operating and capital costs are forecast using the current cost environment applied to expectations of future operating and development activities.

Net proved developed reserves are those volumes that are expected to be recovered through existing wells with existing equipment and operating methods for which the incremental cost of any additional required investment is relatively minor.

Net PUD reserves are those volumes that are expected to be recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required for recompletion. PUD reserves are supported by a five-year, detailed, field-level development plan, which includes the timing, location and capital commitment of the wells to be drilled. The development plan is reviewed and approved annually by senior management and technical personnel. Annually, a detailed review is performed by Occidental's Corporate Reserves Group and its technical personnel on a lease-by-lease basis to assess whether PUD reserves are being converted on a timely basis within five years from the initial disclosure date. Any leases not showing timely transfers from PUD reserves to proved developed reserves are reviewed by senior management to determine if the remaining reserves will be developed in a timely manner and have sufficient capital committed in the development plan. Only PUD reserves that are reasonably certain to be drilled within five years of booking and are supported by a final investment decision to drill them are included in the development plan. A portion of the PUD reserves associated with international operations are expected to be developed beyond the five years and are tied to approved long-term development plans.

The current Senior Vice President, Reserves for Oxy Oil and Gas is responsible for overseeing the preparation of reserve estimates, in compliance with SEC rules and regulations, including the internal audit and review of Occidental's oil and gas reserves data. He has over 40 years of experience in the upstream sector of the exploration and production business and has held various assignments in North America, Asia and Europe. He is a three-time past Chair of the Society of Petroleum Engineers Oil and Gas Reserves Committee. He is an AAPG Certified Petroleum Geologist and currently serves on the AAPG Committee on Resource Evaluation. He is a member of the Society of Petroleum Evaluation Engineers, the Colorado School of Mines Potential Gas Committee and the United Nations Economic Commission for Europe Expert



Group on Resource Management. He has Bachelor of Science and Master of Science degrees in geology from Emory University in Atlanta.

Occidental has a Reserves Committee, consisting of senior corporate officers, to review and approve Occidental's oil and gas reserves. The Reserves Committee reports to the Audit Committee of Occidental's Board of Directors during the year. Since 2003, Occidental has retained Ryder Scott, independent petroleum engineering consultants, to review its annual oil and gas reserve estimation processes. For additional reserves information, see [Supplemental Oil and Gas Information](#) under Item 8 of this Form 10-K.

In 2022, Ryder Scott conducted a process review of the methods and analytical procedures utilized by Occidental's engineering and geological staff for estimating the proved reserves volumes, preparing the economic evaluations and determining the reserves classifications as of December 31, 2022, in accordance with SEC regulatory standards. Ryder Scott reviewed the specific application of such methods and procedures for selected oil and gas properties considered to be a valid representation of Occidental's 2022 year-end total proved reserves portfolio. In 2022, Ryder Scott reviewed approximately 42% of Occidental's proved oil and gas reserves. Since being engaged in 2003, Ryder Scott has reviewed the specific application of Occidental's reserve estimation methods and procedures for approximately 92% of Occidental's existing proved oil and gas reserves.

Management retained Ryder Scott to provide objective third-party input on its methods and procedures and to gather industry information applicable to Occidental's reserve estimation and reporting process. Ryder Scott has not been engaged to render an opinion as to the reasonableness of reserves quantities reported by Occidental. Occidental has filed Ryder Scott's independent report as an exhibit to this Form 10-K.

Based on its reviews, including the data, technical processes and interpretations presented by Occidental, Ryder Scott has concluded that the overall procedures and methodologies Occidental utilized in estimating the proved reserves volumes, preparing the economic evaluations and determining the reserves classifications for the reviewed properties are appropriate for the purpose thereof and comply with current SEC regulations.

## INDUSTRY OUTLOOK

The oil and gas exploration and production industry is highly competitive, is subject to significant volatility due to various market conditions and operations are highly dependent on oil prices and, to a lesser extent, NGL and natural gas prices. Oil prices increased significantly in 2022. During 2022, as compared to 2021, the average annual \$/Bbl of WTI crude increased to \$94.23 from \$67.91 and the average annual Brent price per barrel increased to \$98.83 from \$70.78.

Oil prices will continue to be affected by: (i) global supply and demand, which are generally a function of global economic conditions, inventory levels, production or supply chain disruptions, technological advances, regional market conditions and the actions of OPEC, other significant producers and governments; (ii) transportation capacity, infrastructure constraints, and costs in producing areas; (iii) currency exchange rates and inflation rates; and (iv) the effect of changes in these variables on market perceptions. The ongoing global impact of the Russia-Ukraine war and whether the oil industry will be able to sustain a continued supply response have resulted in an increase in benchmark oil prices year-over-year. Occidental does not operate or own assets in either Russia or Ukraine. It is expected that the price of oil will be volatile for the foreseeable future given the current geopolitical risks, the ongoing global impact of the Russia-Ukraine war, the evolving macro-economic environment and supply activity (as a result of COVID-19) from OPEC and non-OPEC oil producing countries and the Biden Administration's releases from the US Strategic Petroleum Reserve.

NGL prices are related to the supply and demand for the components of products making up these liquids. Some of them more typically correlate to the price of oil while others are affected by natural gas prices as well as the demand for certain chemical products for which they are used as feedstock. In addition, infrastructure constraints magnify the pricing volatility from region to region.

Domestic natural gas prices and local differentials are strongly affected by local supply and demand fundamentals, as well as government regulations, global LNG demand and availability of transportation capacity from producing areas.

We expect that oil prices in the near term will continue to be influenced by the duration and severity of the COVID-19 pandemic and its resulting impact on oil and gas supply and demand.

These and other factors make it difficult to predict the future direction of oil, NGL and domestic gas prices reliably. For purposes of the current capital plan, Occidental will continue to focus on allocating capital to high return assets with the flexibility to adjust based on fluctuations in commodity prices. International gas prices are generally fixed under long-term contracts. Occidental continues to adjust capital expenditures in line with current economic conditions, such as supply chain constraints, rising interest rates, global logistics and high inflation, which has continued to disrupt global supply and demand balances, with the goal of keeping returns well above its cost of capital.

The timing, process and ultimate cost to transition to a less carbon-intensive economy remains largely unknown; various industry forecasts indicate a growing demand for hydrocarbons for the remainder of the current decade. Occidental believes its operational flexibility to achieve low development and operating costs to maximize full-cycle value of its assets and its knowledge and experience in CO<sub>2</sub> separation, transportation, use, recycling and storage position its oil and gas segment to support Occidental's transition to net zero as well as create opportunities in a low-carbon future.





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## CHEMICAL SEGMENT

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### BUSINESS STRATEGY

OxyChem concentrates on the chlorovinyls chain, beginning with the co-production of caustic soda and chlorine. Caustic soda and chlorine are marketed to external customers. In addition, chlorine, together with ethylene, is converted through a series of intermediate products into PVC. OxyChem seeks to be a low-cost producer in order to generate cash flow in excess of its normal capital expenditure requirements and achieve above-cost-of-capital returns. OxyChem's focus on chlorovinyls allows it to maximize the benefits of integration and take advantage of economies of scale. Capital is employed to sustain production capacity and to focus on projects and developments designed to improve the competitiveness of segment assets. Acquisitions and plant development opportunities may be pursued when they are expected to enhance the existing core chlor-alkali and PVC businesses or take advantage of other specific opportunities. The conversion of the Battleground chlor-alkali plant to membrane technology is expected to commence in 2023 with completion expected in 2026. In 2022, capital expenditures for OxyChem totaled \$322 million.

### BUSINESS ENVIRONMENT

Although the United States economic growth lagged significantly behind that of 2021, demand for domestically produced products remained high, including liquid caustic soda and PVC. Lockdowns in China, along with Russia's invasion of Ukraine increased the demand for U.S. produced products in 2022, as ethylene and energy costs remained advantaged over global pricing. Caustic soda prices were significantly higher in 2022 and PVC pricing trended downward during the second half of 2022, as supply chain constraints, rising interest rates, global logistics and high inflation continued to disrupt global supply and demand balances.

### BUSINESS REVIEW

#### BASIC CHEMICALS

Despite the slower U.S. economic growth in 2022, chlor-alkali operating rates increased compared to 2021 as the U.S. maintained its competitive advantage in energy and feedstock costs. Pricing and margins for most products were higher in 2022 due to strong demand in most market segments, and weather events and other supply disruptions restricted supply.

#### VINYLS

PVC demand softened in 2022 from record highs in 2021 resulting in a 7% decrease in domestic PVC demand. Export demand strengthened in 2022 by 46% compared to 2021. Year over year operating rates were flat in 2022 due to a softening PVC market during the second half of 2022 that was offset by the weather-related events experienced in early 2021. Higher interest rates, lower housing starts, and inflation contributed to the lower domestic PVC demand and US producers shifted available volumes to the export markets. PVC exports represented 27% of total North American production in 2022 compared to 19% in 2021.

### INDUSTRY OUTLOOK

Industry performance will depend on the health of the global economy. Response to inflation will continue to control the housing and construction sectors during 2023. Automotive markets are expected to improve as semiconductor supply normalizes and demand responds. Product margins will depend on market supply and demand balances, feedstock and energy prices, supply chain interruptions, labor constraints and rising inflation rates. Further recovery in the petroleum industry should strengthen the demand and margins for some of Occidental's products that are consumed by industry participants. U.S. commodity export markets could be impacted by the relative strength of the U.S. dollar.

#### BASIC CHEMICALS

Demand for basic chemicals is expected to decline from the robust levels of 2022. Demand in most market segments is expected to follow the trend of the general economy throughout 2023. Demand for chlorine and derivatives should gradually improve across the year as international growth returns and the domestic housing, general construction and automotive markets begin to stabilize. Demand for alkali products, particularly caustic soda, may decline moderately with lower demand in the pulp and paper, industrial and alumina markets. Chlor-alkali operating rates should remain relatively flat overall in comparison with 2022 due to continued globally advantaged energy and raw material pricing as compared to global feedstock costs.

#### VINYLS

Domestic PVC demand is expected to remain neutral to lower in 2023. Residential construction spending is expected to be lower in 2023, while new domestic infrastructure projects and recovering global demand is expected to offset the domestic decline. New domestic PVC capacity came online in 2022 but is not expected to have a material impact on PVC production rates.



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## MIDSTREAM AND MARKETING SEGMENT

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### BUSINESS STRATEGY

The midstream and marketing segment strives to maximize value by optimizing the use of its gathering, processing, transportation, storage and terminal commitments and by providing the oil and gas segment access to domestic and international markets. To generate returns, the segment evaluates opportunities across the value chain and uses its assets to provide services to Occidental's subsidiaries, as well as third parties. The midstream and marketing segment operates or contracts for services on gathering systems, gas plants, co-generation facilities and storage facilities and invests in entities that conduct similar activities.

This segment also seeks to minimize the costs of gas and power used in Occidental's various businesses. Capital is employed to sustain or expand assets to improve the competitiveness of Occidental's businesses. In 2022, capital expenditures related to the midstream and marketing segment totaled \$268 million.

Also included in the midstream and marketing segment is OLCV. OLCV seeks to leverage Occidental's carbon management expertise through the development of CCUS projects, and invests in emerging low-carbon technologies that are expected to reduce our carbon footprint and enable others to do the same.

### BUSINESS ENVIRONMENT

Midstream and marketing segment earnings are affected by the performance of its various businesses, including its marketing, gathering and transportation, gas processing and power-generation assets. The marketing business aggregates, markets and stores Occidental and third-party volumes. Marketing performance is affected primarily by commodity price changes and margins in oil and gas transportation and storage programs. The marketing business results can experience significant volatility depending on commodity prices and the Midland-to-Gulf-Coast oil spreads. The Midland-to-Gulf-Coast oil spreads have decreased from an average of \$0.48 per barrel in 2021 to \$0.36 per barrel for the year ended December 31, 2022. A \$0.25 change in the Midland-to-Gulf-Coast oil spreads impacts total year operating cash flows by approximately \$65 million. Gas gathering, processing and transportation results are affected by fluctuations in commodity prices and the volumes that are processed and transported through the segment's plants, as well as the margins obtained on related services from investments in which Occidental has an equity interest.

### BUSINESS REVIEW

#### MARKETING

The marketing group markets substantially all of Occidental's oil, NGL and natural gas production and optimizes its transportation and storage capacity. Occidental's third-party marketing activities focus on purchasing oil, NGL and natural gas for resale from parties whose oil and gas supply is located near its transportation and storage capacity. These purchases allow Occidental to aggregate volumes to better utilize and optimize its assets. In 2022, compared to the prior year, marketing results were impacted by the timing of crude oil sales, partially offset by higher gas marketing margin from transportation capacity optimization.

#### DELIVERY AND TRANSPORTATION COMMITMENTS

Occidental has made long-term commitments to certain refineries and other buyers to deliver oil, NGL and natural gas. The total amount contracted to be delivered is approximately 80 MMbbl of oil through 2025, 567 MMbbl of NGL through 2029 and 845 Bcf of gas through 2029. The price for these deliveries is set at the time of delivery of the product.

Occidental has crude pipeline take-or-pay capacity of approximately 850 Mbbbl/d to the Gulf Coast, leased crude storage capacity of approximately 10 MMbbl and capacity at the crude terminal of approximately 525 Mbbbl/d. Certain of Occidental's crude pipeline take-or-pay agreements expire in 2025 and take-or-pay commitments will reduce by two thirds by 2027.

#### PIPELINE

Occidental's pipeline business mainly consists of its 24.5% ownership interest in DEL. DEL owns and operates a 230-mile-long, 48-inch-diameter natural gas pipeline, known as the Dolphin Pipeline, which transports dry natural gas from Qatar to the UAE and Oman. The Dolphin Pipeline has capacity to transport up to 3.2 Bcf/d and currently transports approximately 2.0 Bcf/d and up to 2.2 Bcf/d in the summer months.

#### GAS PROCESSING, GATHERING AND CO<sub>2</sub>

Occidental processes its own and third-party domestic wet gas to extract NGL and other gas byproducts, including CO<sub>2</sub> and delivers dry gas to pipelines. Margins primarily result from the difference between inlet costs of wet gas and market prices for NGL.

As of December 31, 2022, Occidental owned all of the 2.3% non-voting general partner interest and 49.5% of the limited partner units in WES. On a combined basis, with its 2% non-voting limited partner interest in WES Operating, Occidental's total effective economic interest in WES and its subsidiaries was 51.7%. See [Note 1 - Summary of Significant Accounting Policies](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K for more information regarding



Occidental's equity method investment in WES. WES owns gathering systems, plants and pipelines and earns revenue from fee-based and service-based contracts with Occidental and third parties.

Occidental's 40% participating interest in Al Hosn Gas also includes sour gas processing facilities that are designed to process 1.33 Bcf/d of natural gas and separate it into salable gas, condensate, NGL and sulfur. In 2022, the project produced 568 MMcf/d of natural gas, 88 Mbb/d of NGL and condensate, and 10,700 tons/d of sulfur, of which Occidental's net share was 227 MMcf/d of natural gas, 35 Mbb/d of NGL and condensate and 4,280 tons/d of sulfur.

In 2022, compared to the prior year, gas processing, gathering and CO<sub>2</sub> results increased primarily due to higher sulfur and NGL prices.

### **POWER GENERATION FACILITIES**

Earnings from power and steam generation facilities are derived from sales to affiliates and third parties.

### **LOW-CARBON VENTURES**

OLCV was formed to execute on Occidental's vision to reduce global emissions and provide a more sustainable future through the development of low-carbon energy and products. OLCV capitalizes on Occidental's extensive experience in utilizing CO<sub>2</sub> in its development of CCUS projects and providing services to third parties to facilitate the implementation of their CCUS projects. Moreover, OLCV is fostering emerging technologies, including DAC and low-carbon power sources, and other business models with the potential to position Occidental as a leader in the production of low-carbon energy and products.

Occidental has developed standards and protocols recognized by the EPA for monitoring, reporting and verifying the amount, safety and permanence of CO<sub>2</sub> stored through secure geologic sequestration. Occidental holds the nation's first two EPA-approved monitoring, reporting and verification plans for geologic sequestration through EOR production and obtained a third monitoring, reporting and verification plan in 2021. In 2022, OLCV acquired approximately three hundred thousand acres of pore space. In 2022, Occidental also commenced EPA Class 6 permitting with the intention of developing five sequestration hubs.

OLCV commenced construction on the world's largest DAC facility in 2022, which is expected to be online in 2025. OLCV is also currently conducting front-end engineering design work and feasibility studies on a number of projects to capture and sequester CO<sub>2</sub>, either from the atmosphere or from industrial point sources. In 2023, OLCV plans to invest between \$100 million and \$500 million, dependent upon potential partner participation, to pursue various projects.

The profitability of sequestration projects is dependent upon the costs of developing, building and operating sequestration infrastructure, demand for sequestration services from emitters and the availability of certain tax attributes and credits generated from the capture and storage of CO<sub>2</sub>.

In August 2022, Congress passed the Inflation Reduction Act that contains, among other provisions, certain tax incentives related to climate change and clean energy. These incentives may attract more third-party investment of OLCV's projects which may help accelerate certain projects. The ultimate impact of the Inflation Reduction Act on Occidental's emerging low-carbon businesses and net-zero pathway will depend on a number of factors, interpretations and assumptions as well as additional regulatory guidance.

### **INDUSTRY OUTLOOK**

Midstream and marketing segment results can experience volatility depending on commodity price changes, demand impacting export sales and the Midland-to-Gulf-Coast oil spreads. Gas gathering, processing and transportation results are affected by fluctuations in commodity prices and the volumes that are processed and transported through the segment's plants, as well as the margins obtained on related services from investments in which Occidental has an equity interest.

Throughout 2022, the U.S. experienced economy-wide cost increases, which could increase the cost of sequestration projects. Occidental saw increased interest from third parties in providing sequestration services during the year. Additionally, grants, credits and other tax-advantaged low-carbon attributes continue to be actively discussed at both state and federal levels. These trends are expected to continue, which Occidental believes will enhance the economics of sequestration projects.



## SEGMENT RESULTS OF OPERATIONS AND ITEMS AFFECTING COMPARABILITY

### SEGMENT RESULTS OF OPERATIONS

Segment earnings exclude income taxes, interest income, interest expense, environmental remediation expenses, unallocated corporate expenses and discontinued operations, but include gains and losses from divestitures of segment assets and income from the segments' equity investments. Seasonality is not a primary driver of changes in Occidental's consolidated quarterly earnings during the year.

The following table sets forth the sales and earnings of each operating segment and corporate items for the years ended December 31:

<i>millions, except per share amounts</i>	2022	2021	2020
<b>NET SALES</b> <sup>(a)</sup>			
Oil and gas	\$ 27,165	\$ 18,941	\$ 13,066
Chemical	6,757	5,246	3,733
Midstream and marketing	4,136	2,863	1,768
Eliminations	(1,424)	(1,094)	(758)
Total	\$ 36,634	\$ 25,956	\$ 17,809
<b>SEGMENT RESULTS AND EARNINGS</b>			
Domestic	\$ 10,439	\$ 2,900	\$ (8,758)
International	2,580	1,497	(742)
Exploration	(216)	(252)	(132)
Oil and gas	12,803	4,145	(9,632)
Chemical	2,508	1,544	664
Midstream and marketing	273	257	(4,175)
Total	\$ 15,584	\$ 5,946	\$ (13,143)
<b>Unallocated corporate items</b>			
Interest expense, net	(1,030)	(1,614)	(1,424)
Income tax benefit (expense)	(813)	(915)	2,172
Other	(437)	(627)	(1,138)
Income (loss) from continuing operations	\$ 13,304	\$ 2,790	\$ (13,533)
Discontinued operations, net	—	(468)	(1,298)
<b>Net income (loss)</b>	<b>13,304</b>	<b>2,322</b>	<b>(14,831)</b>
Less: Preferred stock dividends	(800)	(800)	(844)
<b>Net income (loss) attributable to common stockholders</b>	<b>\$ 12,504</b>	<b>\$ 1,522</b>	<b>\$ (15,675)</b>
Net income (loss) attributable to common stockholders—basic	\$ 13.41	\$ 1.62	\$ (17.06)
Net income (loss) attributable to common stockholders—diluted	\$ 12.40	\$ 1.58	\$ (17.06)

<sup>(a)</sup> Intersegment sales eliminate upon consolidation and are generally made at prices approximating those that the selling entity would be able to obtain in third-party transactions.

**ITEMS AFFECTING COMPARABILITY****OIL AND GAS SEGMENT****Results of Operations**

<i>millions</i>	2022		2021		2020
<b>Segment Sales</b>	\$	<b>27,165</b>	\$	18,941	\$ 13,066
<b>Segment Results</b> <sup>(a)</sup>					
Domestic	\$	<b>10,439</b>	\$	2,900	\$ (8,758)
International		<b>2,580</b>		1,497	(742)
Exploration		<b>(216)</b>		(252)	(132)
Total	\$	<b>12,803</b>	\$	4,145	\$ (9,632)
<b>Items affecting comparability</b>					
Asset sale gains (losses), net - domestic <sup>(b)</sup>	\$	<b>148</b>	\$	27	\$ (1,275)
Asset sale gains (losses), net - international <sup>(c)</sup>	\$	<b>55</b>	\$	43	\$ (353)
Asset impairments and related items - domestic <sup>(d)</sup>	\$	<b>—</b>	\$	(282)	\$ (5,904)
Asset impairments and related items - international <sup>(e)</sup>	\$	<b>—</b>	\$	—	\$ (1,195)
Oil, natural gas and CO <sub>2</sub> mark-to-market gains (losses)	\$	<b>—</b>	\$	(280)	\$ 1,090
Rig terminations and other - domestic	\$	<b>—</b>	\$	—	\$ (59)
Rig terminations and other - international	\$	<b>—</b>	\$	—	\$ (13)

<sup>(a)</sup> Results included significant items affecting comparability discussed in the footnotes below.

<sup>(b)</sup> The 2022 amount included \$148 million of gains, primarily related to the sale of certain non-strategic assets in the Permian Basin. The 2021 amount included \$27 million in post-closing consideration earned from 2020 asset sales as a result of certain production and pricing targets being met. The 2020 amount included a \$440 million loss on the sale of Occidental's mineral and fee surface acres in Wyoming, Colorado and Utah and losses of \$820 million related to the sale of non-core, largely non-operated acreage in the Permian Basin.

<sup>(c)</sup> The 2022 amount included \$55 million related to post-closing consideration earned from 2020 asset sales as a result of certain production and pricing targets being met as well as the closing of the sale of certain assets that were negotiated with the 2020 Colombia divestiture. The 2021 amount primarily included \$55 million in post-closing consideration earned from 2020 asset sales as a result of certain production and pricing targets being met. The 2020 amount included a loss on the sale of Occidental's Colombia assets of \$353 million.

<sup>(d)</sup> The 2021 amount included \$282 million of asset impairments primarily related to undeveloped leases that either expired or were set to expire in the near term where Occidental had no plans to pursue exploration activities. The 2020 amount included pre-tax impairments of \$4.5 billion primarily related to domestic onshore unproved acreage as well as \$1.3 billion primarily related to other domestic onshore assets and the Gulf of Mexico.

<sup>(e)</sup> The 2020 amount included \$1.2 billion of impairment and related charges associated with Occidental's proved properties in Algeria and Oman.

**Average Realized Prices**

The following table sets forth the average realized prices for oil, NGL and natural gas from ongoing operations for each of the three years in the period ended December 31, 2022, and includes a year-over-year change calculation:

	2022	Year over Year Change	2021	Year over Year Change	2020
<b>Average Realized Prices</b>					
<b>Oil (\$/Bbl)</b>					
United States	\$ 94.12	42 %	\$ 66.39	82 %	\$ 36.39
International	\$ 95.46	47 %	\$ 65.08	57 %	\$ 41.50
Total worldwide	\$ 94.36	43 %	\$ 66.14	77 %	\$ 37.34
<b>NGL (\$/Bbl)</b>					
United States	\$ 35.69	17 %	\$ 30.62	156 %	\$ 11.98
International	\$ 34.09	30 %	\$ 26.13	61 %	\$ 16.22
Total worldwide	\$ 35.48	18 %	\$ 30.01	139 %	\$ 12.58
<b>Natural Gas (\$/Mcf)</b>					
United States	\$ 5.48	66 %	\$ 3.30	180 %	\$ 1.18
International	\$ 1.89	12 %	\$ 1.69	1 %	\$ 1.67
Total worldwide	\$ 4.51	57 %	\$ 2.87	119 %	\$ 1.31

Domestic oil and gas results, excluding significant items affecting comparability, increased in 2022 compared to 2021 primarily due to higher realized oil, NGL and natural gas prices and lower DD&A rates, partially offset by higher lease operating costs.

International oil and gas results, excluding significant items affecting comparability, increased in 2022 compared to 2021 primarily due to higher oil prices.

**Realized Price and Sales Volume Variance**

The following table presents an analysis of the impacts of changes in average realized prices and sales volumes with regard to Occidental's domestic and international oil and gas revenue:

<i>millions</i>	Year Ended December 31, 2021		Increase (Decrease) Related to		Year Ended December 31, 2022	
		(a)	Price Realizations	Net Sales Volumes		(a)
<b>United States Revenue</b>						
Oil	\$	12,072	\$ 5,118	\$ 231	\$	17,421
NGL		2,203	332	96		2,631
Natural gas		1,524	969	(71)		2,422
Total	\$	15,799	\$ 6,419	\$ 256	\$	22,474
<b>International Revenue</b>						
Oil <sup>(b)</sup>	\$	2,844	\$ 902	\$ 189	\$	3,935
NGL		325	85	11		421
Natural gas		291	23	(3)		311
Total	\$	3,460	\$ 1,010	\$ 197	\$	4,667

<sup>(a)</sup> Excludes "other" oil and gas revenue. See [Note 2 - Revenue](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K for additional information regarding other revenue.

<sup>(b)</sup> Includes the impact of international production sharing contracts.

**Production**

The following table sets forth the production volumes of oil, NGL and natural gas per day from ongoing operations for each of the three years in the period ended December 31, 2022, and includes a year-over-year change calculation:

<b>Production per Day, Ongoing Operations (Mboe/d)</b>	<b>2022</b>	<b>Year over Year Change</b>	2021	Year over Year Change	2020
<b>United States</b>					
Permian	513	5 %	487	(15)%	575
Rockies & Other Domestic	277	(8)%	302	(9)%	332
Gulf of Mexico	147	2 %	144	11 %	130
<b>Total</b>	<b>937</b>	<b>0 %</b>	933	(10)%	1,037
<b>International</b>					
Algeria & Other International	47	7 %	44	(2)%	45
Al Hosn Gas	73	(4)%	76	(3)%	78
Dolphin	37	(8)%	40	(9)%	44
Oman	65	(12)%	74	(13)%	85
<b>Total</b>	<b>222</b>	<b>(5)%</b>	234	(7)%	252
<b>Total Production from Ongoing Operations</b>	<b>1,159</b>	<b>(1)%</b>	1,167	(9)%	1,289
Operations exited <sup>(a)</sup>	—	(100)%	16	(72)%	58
<b>Total Production (Mboe/d) <sup>(b)</sup></b>	<b>1,159</b>	<b>(2)%</b>	1,183	(12)%	1,347

<sup>(a)</sup> Operations exited include the Ghana assets (sold in October 2021) and the Colombia onshore assets (sold in December 2020).

<sup>(b)</sup> Natural gas volumes have been converted to Boe based on energy content of six Mcf of gas to one barrel of oil. Boe equivalent does not necessarily result in price equivalency. Please refer to the Supplemental Oil and Gas Information (unaudited) section of this Form 10-K for additional information on oil and gas production and sales.

Average daily production volumes from ongoing operations remained materially consistent in 2022 as compared to 2021. Production increased in the Permian Basin due to increased development activity, which was partially offset by a decrease in production, especially natural gas, in the DJ Basin reflecting reduced capital investment and the impact of rising commodity prices that reduce Occidental's share of production under international production sharing contracts.

**Lease Operating Expense**

The following table sets forth the average lease operating expense per Boe from ongoing operations for each of the three years in the period ended December 31, 2022:

	<b>2022</b>	2021	2020
<b>Average lease operating expense per Boe</b>	<b>\$ 9.52</b>	\$ 7.58	\$ 6.38

Average lease operating expense per Boe increased in 2022 compared to 2021 primarily as a result of inflationary pressures which led to higher workover, support and maintenance costs in the Permian Basin, Rockies and Other and Gulf of Mexico, as well as higher purchase injectant costs in the Permian Basin.

**CHEMICAL SEGMENT**

<i>millions</i>		<b>2022</b>		2021		2020
<b>Segment Sales</b>	<b>\$</b>	<b>6,757</b>	<b>\$</b>	5,246	<b>\$</b>	3,733
<b>Segment Results</b>	<b>\$</b>	<b>2,508</b>	<b>\$</b>	1,544	<b>\$</b>	664

Chemical segment results increased in 2022 compared to 2021 due to improved demand and stronger realized prices across most product lines, including caustic soda, partially offset by higher raw material costs, primarily energy costs.

**MIDSTREAM AND MARKETING SEGMENT**

<i>millions</i>		<b>2022</b>		2021		2020
<b>Segment Sales</b>	<b>\$</b>	<b>4,136</b>	<b>\$</b>	2,863	<b>\$</b>	1,768
<b>Segment Results <sup>(a)</sup></b>	<b>\$</b>	<b>273</b>	<b>\$</b>	257	<b>\$</b>	(4,175)
<b>Items affecting comparability</b>						
Asset sales gains (losses) and others, net <sup>(b)</sup>	<b>\$</b>	<b>98</b>	<b>\$</b>	124	<b>\$</b>	(46)
Derivative gains (losses), net	<b>\$</b>	<b>(259)</b>	<b>\$</b>	(252)	<b>\$</b>	97
Goodwill impairments and other charges <sup>(c)</sup>	<b>\$</b>	<b>—</b>	<b>\$</b>	(21)	<b>\$</b>	(4,194)

<sup>(a)</sup> Results included significant items affecting comparability discussed in the footnotes below.

<sup>(b)</sup> The 2022 amount included \$62 million relating to a gain on the sale of 10 million limited partner units in WES and a \$36 million gain on the sale of a joint venture. The 2021 amount included a \$102 million gain from the sale of 11.5 million limited partner units in WES. The 2020 amount represented a loss on the exchange of WES common units to retire a \$260 million note.

<sup>(c)</sup> The 2020 amount included a \$2.7 billion other-than-temporary impairment of the equity investment in WES and \$1.4 billion of impairments related to the write-off of goodwill and a loss from an equity investment related to WES' write-off of its goodwill.

Midstream and marketing segment results, excluding items affecting comparability, increased in 2022 compared to 2021, primarily due to higher equity income from WES, improved gas marketing margin from transportation capacity optimization and improved sulfur prices at Al Hosn Gas, partially offset by the timing impact of crude oil sales in the marketing business.

**CORPORATE**

Significant corporate items include the following:

<i>millions</i>		<b>2022</b>		2021		2020
<b>Items Affecting Comparability</b>						
Anadarko acquisition-related costs	<b>\$</b>	<b>(89)</b>	<b>\$</b>	(153)	<b>\$</b>	(339)
Interest rate swap gains (losses), net <sup>(a)</sup>	<b>\$</b>	<b>317</b>	<b>\$</b>	122	<b>\$</b>	(428)
Maxus environmental reserve adjustment	<b>\$</b>	<b>(22)</b>	<b>\$</b>	—	<b>\$</b>	—
Early debt extinguishment	<b>\$</b>	<b>149</b>	<b>\$</b>	(118)	<b>\$</b>	—
Acquisition-related pension & termination benefits	<b>\$</b>	<b>—</b>	<b>\$</b>	—	<b>\$</b>	114
Warrants gains, net <sup>(a)</sup>	<b>\$</b>	<b>—</b>	<b>\$</b>	—	<b>\$</b>	5

<sup>(a)</sup> See [Note 8 - Derivatives](#) in the Notes to the Consolidated Financial Statements in Part II Item 8 of this Form 10-K for more information.





## INCOME TAXES

Total deferred tax assets, after valuation allowance, were \$2.2 billion and \$3.5 billion as of December 31, 2022 and 2021, respectively. Occidental expects to realize the recorded deferred tax assets, net of any allowances, through future operating income and reversal of temporary differences. The total deferred tax liabilities were \$7.7 billion and \$10.5 billion as of December 31, 2022 and 2021, respectively. The decrease in net deferred tax liability in 2022 compared to 2021 was primarily driven by the legal entity reorganization that Occidental undertook in the first quarter of 2022. See more discussion below.

### WORLDWIDE EFFECTIVE TAX RATE

The following table sets forth the calculation of the worldwide effective tax rate for income from continuing operations:

<i>millions</i>	2022	2021	2020
<b>SEGMENT RESULTS</b>			
Oil and gas	\$ 12,803	\$ 4,145	\$ (9,632)
Chemical	2,508	1,544	664
Midstream and marketing	273	257	(4,175)
Unallocated corporate items	(1,467)	(2,241)	(2,562)
Income (loss) from continuing operations before taxes	\$ 14,117	\$ 3,705	\$ (15,705)
Income tax benefit (expense)			
Federal and state	248	(247)	2,607
Foreign	(1,061)	(668)	(435)
Total income tax benefit (expense)	(813)	(915)	2,172
Income (loss) from continuing operations	\$ 13,304	\$ 2,790	\$ (13,533)
Worldwide effective tax rate	6%	25 %	14%

In 2022, Occidental's worldwide effective tax rate was 6%, which was impacted by a tax benefit associated with Occidental's legal entity reorganization, as further described below.

In 2021, Occidental's worldwide effective tax rate was 25%, which was higher than the U.S. statutory rate of 21% due to higher tax rates in the foreign jurisdictions in which Occidental operates, partially offset by the tax impact of business credits, state tax revaluations and other domestic tax benefits.

In 2020, Occidental's worldwide effective tax rate was 14%, which was largely a result of the impairment of the WES goodwill and certain international assets for which Occidental received no tax benefit and higher-taxed international operations which generally caused Occidental's tax rate to vary significantly from the U.S. corporate tax rate.

### LEGAL ENTITY REORGANIZATION

To align Occidental's legal entity structure with the nature of its business activities after completing the Anadarko Acquisition and subsequent large scale post-acquisition divestiture program, management undertook a legal entity reorganization that was completed in the first quarter of 2022.

As a result of this legal entity reorganization, management made an adjustment to the tax basis in a portion of its operating assets, thus reducing Occidental's deferred tax liabilities. Accordingly, in 2022, Occidental recorded a tax benefit of \$2.7 billion in connection with this reorganization. The timing of any reduction in Occidental's future cash taxes as a result of this legal entity reorganization will be dependent on a number of factors, including prevailing commodity prices, capital activity level and production mix. The legal entity reorganization transaction is currently under IRS review as part of the Company's 2022 federal tax audit.

### INFLATION REDUCTION ACT

In August 2022, Congress passed the Inflation Reduction Act that contains, among other provisions, a corporate book minimum tax on financial statement income, an excise tax on stock buybacks, a methane emissions fee and certain tax incentives related to climate change and clean energy. Occidental is currently evaluating the provisions of this act. The ultimate impact of the act is yet to be determined and will depend on additional regulatory guidance and interpretations.



## CONSOLIDATED RESULTS OF OPERATIONS

### REVENUE AND OTHER INCOME ITEMS

<i>millions</i>	2022		2021		2020	
Net sales	\$	36,634	\$	25,956	\$	17,809
Interest, dividends and other income	\$	153	\$	166	\$	118
Gains (losses) on sale of assets, net	\$	308	\$	192	\$	(1,666)

#### NET SALES

Price and volume changes generally represent the majority of the change in the oil and gas and chemical segments sales. Midstream and marketing sales generally represent the margins earned by the marketing business as it strives to optimize the use of its transportation, storage and terminal commitments to provide access to domestic and international markets and, to a lesser extent, NGL and sulfur revenues from the gas processing business.

The increase in net sales in 2022 compared to 2021 was primarily due to higher realized commodity prices in the oil and gas segment. Chemical sales increased primarily due to higher prices and volumes across all product lines. The increase in midstream and marketing sales was due to higher crude oil prices impacting the marketing businesses.

### EXPENSE ITEMS

<i>millions</i>	2022		2021		2020	
Oil and gas operating expense	\$	4,028	\$	3,160	\$	3,065
Transportation and gathering expense	\$	1,475	\$	1,419	\$	1,600
Chemical and midstream cost of sales	\$	3,273	\$	2,772	\$	2,408
Purchased commodities	\$	3,287	\$	2,308	\$	1,395
Selling, general and administrative	\$	945	\$	863	\$	864
Other operating and non-operating expense	\$	1,271	\$	1,065	\$	884
Taxes other than on income	\$	1,548	\$	1,005	\$	622
Depreciation, depletion and amortization	\$	6,926	\$	8,447	\$	8,097
Asset impairments and other charges	\$	—	\$	304	\$	11,083
Anadarko Acquisition-related costs	\$	89	\$	153	\$	339
Exploration expense	\$	216	\$	252	\$	132
Interest and debt expense, net	\$	1,030	\$	1,614	\$	1,424

#### OIL AND GAS OPERATING EXPENSE

Oil and gas operating expense increased in 2022 from the prior year, primarily as a result of higher workovers, supports and maintenance costs in the Permian Basin, Rockies and Other and Gulf of Mexico, as well as higher purchase injectant costs in the Permian Basin.

#### CHEMICAL AND MIDSTREAM COST OF SALES

Chemical and midstream cost of sales increased in 2022 from the prior year, primarily due to higher raw material costs in the chemical segment, primarily energy costs, and increased power generation costs in the midstream and marketing segment.

#### PURCHASED COMMODITIES

Purchased commodities increased in 2022 from the prior year, largely as a result of higher prices on third-party crude purchases related to the midstream and marketing segment.

#### OTHER OPERATING AND NON-OPERATING EXPENSE

Other operating and non-operating expense increased in 2022 from the prior year, primarily due to increases in employee related costs and environmental remediation expenses.

#### DEPRECIATION, DEPLETION AND AMORTIZATION

DD&A expense decreased in 2022 from the prior year, primarily as a result of lower per Boe DD&A rates due to higher proved reserves as a result of positive program adds during 2021.

**ASSET IMPAIRMENTS AND OTHER CHARGES**

There were no asset impairments in 2022. In 2021, asset impairments and other charges of \$304 million were mainly comprised of the impairment of undeveloped leases that either expired or were set to expire in the near term where Occidental had no plans to pursue exploration activities.

**TAXES OTHER THAN ON INCOME**

Taxes other than on income in 2022 increased from the prior year, primarily due to higher production taxes, which are directly tied to revenues, and higher ad valorem taxes.

**INTEREST AND DEBT EXPENSE, NET**

Interest and debt expense decreased in 2022 from the prior year, due to lower outstanding debt as a result of debt repayments.

**OTHER ITEMS**

Income (expense) <i>millions</i>	2022		2021		2020	
Gains (losses) on interest rate swaps and warrants	\$	317	\$	122	\$	(423)
Income from equity investments	\$	793	\$	631	\$	370
Income tax benefit (expense)	\$	(813)	\$	(915)	\$	2,172
Loss from discontinued operations, net	\$	—	\$	(468)	\$	(1,298)

**LOSS FROM DISCONTINUED OPERATIONS, NET**

There were no discontinued operations in 2022. In 2021, discontinued operations, net primarily included a \$437 million after-tax loss contingency associated with Occidental's former operations in Ecuador, see [Note - 13 Lawsuits, Claims, Commitments and Contingencies](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K for more information. In addition, discontinued operations, net was associated with operations in Ghana which were sold in October 2021.

**LIQUIDITY AND CAPITAL RESOURCES****CASH ON HAND**

As of December 31, 2022, Occidental had approximately \$1.0 billion in cash and cash equivalents. A substantial majority of this cash is held and available for use in the United States.

**SOURCES AND USES OF CASH**

Occidental currently expects its operational cash flows and cash on hand to be sufficient to meet its current debt maturities and other obligations for the next 12 months from the date of this filing. Should commodity prices return to their 2020 lows, Occidental's \$4.0 billion RCF, receivables securitization facility and access to capital markets are available to meet its ongoing capital needs, purchase obligations, near-term debt maturities and other liabilities and financial obligations, if required.

Occidental's planned 2023 capital expenditures are between \$5.4 billion and \$6.2 billion, of which only a small percentage is allocated to non-cancellable commitments.

As of December 31, 2022, Occidental had \$22 million in current maturities of long-term debt which were paid in January 2023, and an additional \$1.1 billion in long-term obligations due in 2024.

As of December 31, 2022, Occidental had \$433 million in non-cancelable lease payments due in 2023, and an additional \$335 million in non-cancelable lease payments due in 2024.

Dividends paid to common and preferred shareholders were \$1.2 billion for the year ended December 31, 2022.

Occidental is party to various purchase agreements that are not accounted for as leases or otherwise accrued as liabilities as of December 31, 2022. These agreements consist primarily of obligations to secure terminal, pipeline and processing capacity, purchase services used in the normal course of business including transporting and disposing of produced water, purchase goods used in the production of finished goods including certain chemical raw materials and power and agreements relating to equipment maintenance and service. The amounts that will be paid for such outstanding off-balance sheet purchase obligations as of December 31, 2022 are \$3.0 billion in 2023, \$4.2 billion in 2024 and 2025, \$2.5 billion in 2026 and 2027 and \$2.2 billion in 2028 and thereafter.

**SHARE REPURCHASE PROGRAM**

Under the \$3.0 billion share repurchase program announced and completed in 2022, Occidental purchased approximately 47.7 million shares. In February 2023, the Board authorized a new share repurchase program of up to \$3.0 billion of Occidental's shares of common stock.



## CONTRACTUAL OBLIGATIONS

The following table summarizes and cross-references Occidental's contractual obligations and indicates on- and off-balance sheet obligations as of December 31, 2022. Commitments related to held for sale assets are excluded.

<i>millions</i>	Total	Payments Due by Year			
		2023	2024 and 2025	2026 and 2027	2028 and thereafter
<b>On-Balance Sheet</b>					
Current portion of long-term debt (Note 6) <sup>(a)</sup>	\$ 22	\$ 22	\$ —	\$ —	\$ —
Long-term debt (Note 6) <sup>(a)</sup>	17,936	—	2,264	2,351	13,321
Expected interest payments on long-term debt	11,400	1,060	2,042	1,754	6,544
Leases (Note 7) <sup>(b)</sup>	1,818	433	538	320	527
Asset retirement obligations (Note 1)	3,805	169	1,124	961	1,551
Other long-term liabilities <sup>(c)</sup>	2,594	11	851	253	1,479
<b>Off-Balance Sheet</b>					
Purchase obligations <sup>(d)</sup>	11,963	2,983	4,246	2,510	2,224
<b>Total</b>	<b>\$ 49,538</b>	<b>\$ 4,678</b>	<b>\$ 11,065</b>	<b>\$ 8,149</b>	<b>\$ 25,646</b>

(a) Excluded unamortized debt discount and interest.

(b) Occidental is the lessee under various agreements for real estate, equipment, plants and facilities.

(c) Included long-term obligations and current portions of long-term obligations under postretirement benefits, accrued transportation commitments, ad valorem taxes and other accrued liabilities.

(d) Amounts included payments which will become due under long-term agreements to purchase goods and services used in the normal course of business to secure terminal, pipeline and processing capacity, CO<sub>2</sub>, electrical power, steam and certain chemical raw materials including but not limited to capital commitments. Amounts excluded certain product purchase obligations related to marketing activities for which there are no minimum purchase requirements or the amounts are not fixed or determinable. Long-term purchase contracts were discounted at a 5.03% discount rate.

## DEBT ACTIVITY

For the twelve months ended December 31, 2022, Occidental repaid debt with a face value of more than \$10.5 billion, reducing the face value of Occidental's debt to less than \$18.0 billion. The net book value of the full year repayments was \$9.8 billion, which resulted in a gain of \$149 million.

See [Note 6 - Long-Term Debt](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K for more information related to Occidental's debt issuance and repayments.

## GUARANTEES

Occidental has entered into various guarantees, indemnities and commitments provided by Occidental to third parties, mainly to provide assurance that Occidental or its consolidated subsidiaries or affiliates will meet their various obligations.

As of the date of this filing, Occidental has provided required financial assurance through a combination of cash, letters of credit and surety bonds. Occidental has not issued any letters of credit under the RCF or other committed facilities. For additional information, see Risk Factors in Part I, Item 1A of this Form 10-K.

## CASH FLOW ANALYSIS

### CASH PROVIDED BY OPERATING ACTIVITIES

<i>millions</i>	2022	2021	2020
Operating cash flow from continuing operations	\$ 16,810	\$ 10,253	\$ 3,842
Operating cash flow from discontinued operations, net of taxes	—	181	113
<b>Net cash provided by operating activities</b>	<b>\$ 16,810</b>	<b>\$ 10,434</b>	<b>\$ 3,955</b>

Cash provided by operating activities increased in 2022 compared to 2021, primarily due to higher commodity prices, as average WTI and Brent prices increased by 39% and 40%, respectively and NYMEX natural gas prices increased by 76%. The chemical segment also generated substantial operating cash flows largely due to higher prices for most chemical products, especially caustic soda, compared to 2021.

**CASH USED BY INVESTING ACTIVITIES**

<i>millions</i>	2022	2021	2020
Capital expenditures			
Oil and gas	\$ (3,844)	\$ (2,409)	\$ (2,208)
Chemical	(322)	(308)	(255)
Midstream and marketing	(268)	(106)	(50)
Corporate	(63)	(47)	(22)
Total	\$ (4,497)	\$ (2,870)	\$ (2,535)
Changes in capital accrual	147	97	(519)
Purchase of businesses, assets and equity investments, net	(990)	(431)	(114)
Proceeds from sale of assets and equity investments, net	584	1,624	2,281
Other investing activities, net	(116)	406	109
Investing cash flows from continuing operations	\$ (4,872)	\$ (1,174)	\$ (778)
Investing cash flows from discontinued operations	—	(79)	(41)
Net cash used by investing activities	\$ (4,872)	\$ (1,253)	\$ (819)

Cash flows used by investing activities increased by \$3.6 billion in 2022 compared to 2021. In 2022, Occidental increased capital spending as a result of increased activity in the Permian. Occidental acquired additional primarily producing assets in the Permian Basin for approximately \$400 million and additional interests in emerging low-carbon businesses and net-zero pathway for approximately \$350 million. Occidental sold certain strategic assets in the Permian Basin for approximately \$190 million. See [Note 5 - Acquisitions, Divestitures and Other Transactions](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K for a listing of assets and equity investments acquired and sold in 2022, 2021 and 2020. In addition in 2022, Occidental sold 10 million limited partner units of WES for proceeds of approximately \$250 million.

**CASH USED BY FINANCING ACTIVITIES**

<i>millions</i>	2022	2021	2020
Financing cash flows from continuing operations	\$ (13,715)	\$ (8,564)	\$ (4,508)
Financing cash flows from discontinued operations	—	(8)	(8)
Net cash used by financing activities	\$ (13,715)	\$ (8,572)	\$ (4,516)

Cash used by financing activities increased by \$5.1 billion compared to 2021 primarily due to the 2022 debt tenders and repayments and treasury share repurchase activity. See [Note 6 - Long-Term Debt](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K for more information related to Occidental's debt repayments and see [Item 5 Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities](#) in Part II of this Form 10-K and [Note 14 - Stockholders' Equity](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K for additional information related to Occidental's share repurchases. In addition, cash used by financing activities reflected cash dividend payments of \$1.2 billion on preferred and common stock and \$111 million, related to net interest rate swap settlements and collateral activity.

**LAWSUITS, CLAIMS, COMMITMENTS AND CONTINGENCIES****LEGAL MATTERS**

For information on Occidental's Lawsuits, Claims, Commitments and Contingencies, see the information in [Note 13 - Lawsuits, Claims, Commitments and Contingencies](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K.

## ENVIRONMENTAL LIABILITIES AND EXPENDITURES

### ENVIRONMENTAL COSTS

Environmental costs relate to the prevention, monitoring, control, treatment or abatement of waste, emissions or releases to air, water or land from operations of Occidental's subsidiaries. These activities are generally integrated with ongoing operations or development projects, so the costs in this table include estimates. The environmental costs in the table do not include litigation-related costs, including fines, penalties or settlements, or Occidental's investments in low-carbon ventures. Occidental's environmental costs are presented below for each segment for each of the years ended December 31:

<i>millions</i>	2022	2021	2020
<b>Operating Expenses</b>			
Oil and gas	\$ 304	\$ 267	\$ 176
Chemical	115	88	73
Midstream and marketing	6	6	4
<b>Total</b>	<b>\$ 425</b>	<b>\$ 361</b>	<b>\$ 253</b>
<b>Capital Expenditures</b>			
Oil and gas	\$ 110	\$ 87	\$ 74
Chemical	53	66	40
Midstream and marketing	5	1	1
<b>Total</b>	<b>\$ 168</b>	<b>\$ 154</b>	<b>\$ 115</b>
<b>Remediation Expenses</b>			
Corporate	\$ 65	\$ 28	\$ 36

Operating expenses are incurred on a continual basis. Capital expenditures relate to longer-lived improvements in properties currently operated by Occidental. Remediation expenses relate to existing conditions from past operations of Occidental or its subsidiaries.

For additional information on Occidental's Environmental Liabilities and Expenditures, see the information in [Note 12 - Environmental Liabilities and Expenditures](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K.

## GLOBAL INVESTMENTS

A portion of Occidental's assets are located outside North America. The following table shows the geographic distribution of Occidental's assets as of December 31, 2022, at both the segment and consolidated level related to Occidental's ongoing operations:

<i>millions</i>	Oil and gas	Chemical	Midstream and marketing	Corporate and other	Total Consolidated
<b>North America</b>					
United States	\$ 49,786	\$ 4,323	\$ 8,701	\$ 1,917	\$ 64,727
Canada	—	111	104	—	215
<b>Middle East</b>	3,602	—	3,133	—	6,735
<b>North Africa and Other</b>	670	124	138	—	932
<b>Consolidated</b>	<b>\$ 54,058</b>	<b>\$ 4,558</b>	<b>\$ 12,076</b>	<b>\$ 1,917</b>	<b>\$ 72,609</b>

For the year ended December 31, 2022, net sales outside North America totaled \$5.5 billion, or approximately 15% of total net sales.

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## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

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The process of preparing financial statements in accordance with United States GAAP requires Occidental's management to make informed estimates and judgments regarding certain items and transactions. Changes in facts and circumstances or discovery of new information may result in revised estimates and judgments and actual results may differ from these estimates upon settlement but generally not by material amounts. The selection and development of these policies and estimates have been discussed with the Audit Committee of the Board of Directors. Occidental considers the following to be its most critical accounting policies and estimates that involve management's judgment.

### **OIL AND GAS PROPERTIES**

The carrying value of Occidental's PP&E represents the cost incurred to acquire or develop the asset, including any AROs and capitalized interest, net of DD&A and any impairment charges. For assets acquired in a business combination, PP&E cost is based on fair values at the acquisition date. AROs and interest costs incurred in connection with qualifying capital expenditures are capitalized and amortized over the useful lives of the related assets.

Occidental uses the successful efforts method to account for its oil and gas properties. Under this method, Occidental capitalizes costs of acquiring properties, costs of drilling successful exploration wells and development costs. The costs of exploratory wells are initially capitalized pending a determination of whether proved reserves have been found. If proved reserves have been found, the costs of exploratory wells remain capitalized. For exploratory wells that find reserves that cannot be classified as proved when drilling is completed, costs continue to be capitalized as suspended exploratory drilling costs if there have been sufficient reserves found to justify completion as a producing well and sufficient progress is being made in assessing the economic and operating viability of the project. At the end of each quarter, management reviews the status of all suspended exploratory drilling costs in light of ongoing exploration activities and in particular, whether Occidental is making sufficient progress in its ongoing exploration and appraisal efforts or, in the case of discoveries requiring government sanctioning, analyzing whether development negotiations are underway and proceeding as planned. If management determines that future appraisal drilling or development activities are unlikely to occur, associated suspended exploratory well costs are expensed.

Occidental expenses annual lease rentals, the costs of injectants used in production and geological and geophysical costs as incurred for exploration activities.

Occidental determines depreciation and depletion of oil and gas producing properties by the unit-of-production method. It amortizes leasehold acquisition costs over total proved reserves and capitalized development and successful exploration costs over proved developed reserves.

Proved oil and gas reserves are those quantities of oil and gas which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible—from a given date forward, from known reservoirs, and under existing economic conditions, operating methods, and government regulations—prior to the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain, regardless of whether deterministic or probabilistic methods are used for the estimation.

Several factors could change Occidental's proved oil and gas reserves. For example, Occidental receives a share of production from PSCs to recover its costs and generally an additional share for profit. Occidental's share of production and reserves from these contracts decreases when product prices rise and increases when prices decline. Generally, Occidental's net economic benefit from these contracts is greater at higher product prices. In other cases, particularly with long-lived properties, lower product prices may lead to a situation where production of a portion of proved reserves becomes uneconomical. For such properties, higher product prices typically result in additional reserves becoming economical. Estimation of future production and development costs is also subject to change partially due to factors beyond Occidental's control, such as energy costs and inflation or deflation of oil field service costs. These factors, in turn, could lead to changes in the quantity of proved reserves. Additional factors that could result in a change of proved reserves include production decline rates and operating performance differing from those estimated when the proved reserves were initially recorded. Changes in the political and regulatory climate could lead to decreases in proved reserves as development horizons may be extended into the future.

Occidental performs impairment tests with respect to its proved properties whenever events or circumstances indicate that the carrying value of property may not be recoverable. If there is an indication the carrying amount of the asset may not be recovered due to significant and prolonged declines in current and forward prices, significant changes in reserve estimates, changes in management's plans or other significant events, management will evaluate the property for impairment. Under the successful efforts method, if the sum of the undiscounted cash flows is less than the carrying value of the proved property, the carrying value is reduced to estimated fair value and reported as an impairment charge in the period. Individual proved properties are grouped for impairment purposes at the lowest level for which there are identifiable cash flows unless observable and comparable transactions are available. The fair value of impaired assets is typically determined based on the present value of expected future cash flows using discount rates believed to be consistent with those used by market participants. The impairment test incorporates a number of assumptions involving expectations of future cash flows which can change significantly over time. These assumptions include estimates of future production, product prices, contractual prices, estimates of risk-adjusted oil and gas proved and unproved reserves and estimates of





future operating and development costs. It is reasonably possible that prolonged declines in commodity prices, reduced capital spending in response to lower prices or increases in operating costs could result in impairments.

For impairment testing, unless prices are contractually fixed, Occidental uses observable forward strip prices for oil and natural gas prices when projecting future cash flows. Future operating and development costs are estimated using the current cost environment applied to expectations of future operating and development activities to develop and produce oil and gas reserves. Market prices for oil, NGL and natural gas have been volatile and may continue to be volatile in the future. Changes in global supply and demand, transportation capacity, currency exchange rates, applicable laws and regulations and the effect of changes in these variables on market perceptions could impact current forecasts. Future fluctuations in commodity prices could result in estimates of future cash flows to vary significantly.

Net capitalized costs attributable to unproved properties were \$12.6 billion as of December 31, 2022, and \$14.8 billion as of December 31, 2021. The unproved amounts are not subject to DD&A until they are classified as proved properties. Individually insignificant unproved properties are combined and amortized on a group basis based on factors such as lease terms, success rates and other factors to provide for full amortization upon lease expiration or abandonment.

Significant unproved properties, primarily as a result of the Anadarko Acquisition, are assessed individually for impairment and when events or circumstances indicate that the carrying value of property may not be recovered a valuation allowance is provided if an impairment is indicated. Occidental periodically reviews significant unproved properties for impairments; numerous factors are considered, including but not limited to, availability of funds for future exploration and development activities, current exploration and development plans, favorable or unfavorable exploration activity on the property or the adjacent property, geologists' evaluation of the property, the current and projected political and regulatory climate, contractual conditions and the remaining lease term for the properties. If an impairment is indicated, Occidental will first determine whether a comparable transaction for similar properties or implied acreage valuation derived from domestic onshore market participants is available and will adjust the carrying amount of the unproved property to its fair value using the market approach. In situations where the market approach is not observable and unproved reserves are available, undiscounted future net cash flows used in the impairment analysis are determined based on managements' risk adjusted estimates of unproved reserves, future commodity prices and future costs to produce the reserves. If undiscounted future net cash flows are less than the carrying value of the property, the future net cash flows are discounted and compared to the carrying value for determining the amount of the impairment loss to record. Occidental utilizes the same assumptions and methodology discussed above for cash flows associated with proved properties.

## PROVED RESERVES

Occidental estimates its proved oil and gas reserves according to the definition of proved reserves provided by the SEC's Rule 4-10 (a) of Regulation S-X and Financial Accounting Standards Board. Proved oil and gas reserves are those quantities of oil and gas which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible—from a given date forward, from known reservoirs, and under existing economic conditions, operating methods, and government regulations—prior to the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain, regardless of whether deterministic or probabilistic methods are used for the estimation. Prices include consideration of price changes provided only by contractual arrangements and do not include adjustments based on expected future conditions. For reserves information, see the [Supplemental Information on Oil and Gas Exploration and Production Activities](#) under Item 8 of this Form 10-K.

Engineering estimates of the quantities of proved reserves are inherently imprecise and represent only approximate amounts because of the judgments involved in developing such information. Occidental's estimates of proved reserves are made using available geological and reservoir data as well as production performance data. The reliability of these estimates at any point in time depends on both the quality and quantity of the technical and economic data and the efficiency of extracting and processing the hydrocarbons. These estimates are reviewed annually by internal reservoir engineers and revised, either upward or downward, as warranted by additional data. Revisions are necessary due to changes in, among other things, development plans, reservoir performance, prices, economic conditions and governmental restrictions as well as changes in the expected recovery associated with infill drilling. Decreases in prices, for example, may cause a reduction in some proved reserves due to reaching economic limits at an earlier projected date. A material adverse change in the estimated volume of proved reserves could have a negative impact on DD&A and could result in property impairments.

The most significant ongoing financial statement effect from a change in Occidental's oil and gas reserves or impairment of its proved properties would be to the DD&A rate. For example, a 5% increase or decrease in the amount of oil and gas reserves would change the DD&A rate by approximately \$0.60/Bbl, which would increase or decrease pre-tax income by approximately \$270 million annually at current production rates.

## FAIR VALUES

Occidental estimates fair-value of long-lived assets for impairment testing, assets and liabilities acquired in a business combination or exchanged in non-monetary transactions, pension plan assets and initial measurements of AROs.

Accounting for the acquisition of a business requires the allocation of the purchase price to the various assets and liabilities of the acquired business and recording deferred taxes for any differences between the allocated values and tax basis of assets and liabilities. Any excess of the purchase price over the amounts assigned to assets and liabilities is



recorded as goodwill. The purchase price allocation is accomplished by recording each asset and liability at its estimated fair value, which may be determined using different methods of fair value measurements, largely based on the availability and quality of market information. Occidental primarily applies the market approach for recurring fair value measurements, maximizes its use of observable inputs and minimizes its use of unobservable inputs.

### FINANCIAL ASSETS AND LIABILITIES

Occidental utilizes published prices or counterparty statements for valuing the majority of its financial assets and liabilities measured and reported at fair value. In addition to using market data, Occidental makes assumptions in valuing its assets and liabilities, including assumptions about the risks inherent in the inputs to the valuation technique. For financial assets and liabilities carried at fair value, Occidental measures fair value using the following methods:

- Occidental values exchange-cleared commodity derivatives using closing prices provided by the exchange as of the balance sheet date. These derivatives are classified as using quoted prices in active markets for the assets or liabilities (Level 1).
- OTC bilateral financial commodity contracts, international exchange contracts, options and physical commodity forward purchase and sale contracts are generally classified as using observable inputs other than quoted prices for the assets or liabilities (Level 2) and are generally valued using quotations provided by brokers or industry-standard models that consider various inputs, including quoted forward prices for commodities, time value, volatility factors, credit risk and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these inputs are observable in the marketplace throughout the full term of the instrument and can be derived from observable data or are supported by observable prices at which transactions are executed in the marketplace.
- Occidental values commodity derivatives based on a market approach that considers various assumptions, including quoted forward commodity prices and market yield curves. The assumptions used include inputs that are generally unobservable in the marketplace or are observable but have been adjusted based upon various assumptions and the fair value is designated as using unobservable inputs (Level 3) within the valuation hierarchy.
- Occidental values debt using market-observable information for debt instruments that are traded on secondary markets. For debt instruments that are not traded, the fair value is determined by interpolating the value based on debt with similar terms and credit risk.

### NON-FINANCIAL ASSETS

Occidental uses market-observable prices for assets when comparable transactions can be identified that are similar to the asset being valued. When Occidental is required to measure fair value and there is not a market-observable price for the asset or for a similar asset then the cost or income approach is used depending on the quality of information available to support management's assumptions. The cost approach is based on management's best estimate of the current asset replacement cost. The income approach is based on management's best assumptions regarding expectations of future net cash flows and the expected cash flows are discounted using a commensurate risk-adjusted discount rate. Such evaluations involve significant judgment. The results are based on expected future events or conditions such as sales prices, estimates of future oil and gas production or throughput, development and operating costs and the timing thereof, economic and regulatory climates and other factors, most of which are often outside of management's control. However, assumptions used reflect a market participant's view of long-term prices, costs and other factors and are consistent with assumptions used in Occidental's business plans and investment decisions.

### ENVIRONMENTAL LIABILITIES AND EXPENDITURES

Certain subsidiaries of Occidental incur environmental liabilities and expenditures that relate to current operations and are expensed or capitalized by such subsidiaries as appropriate. Certain subsidiaries also incur environmental liabilities and expenditures with respect to remediation of existing conditions from alleged past practices at Third-Party, Currently Operated, and Closed or Non-operated Sites. Those environmental liabilities and related charges and expenses for estimated remediation costs from past operations are recorded when environmental remediation efforts are probable and the costs can be reasonably estimated. Occidental discloses such remediation liabilities on a consolidated basis. In determining the environmental remediation liability and the range of reasonably possible additional losses, Occidental refers to currently available information, including relevant past experience, remedial objectives, available technologies, applicable laws and regulations and cost-sharing arrangements. These environmental remediation liabilities are based on management's estimate of the most likely cost to be incurred, using the most cost-effective technology reasonably expected to achieve the remedial objective. Occidental periodically reviews these environmental remediation liabilities and adjusts them as new information becomes available. Occidental's subsidiaries generally record reimbursements or recoveries of environmental remediation costs in income when received, or when receipt of recovery is highly probable.

Many factors could affect future remediation costs incurred by Occidental's subsidiaries and result in adjustments to environmental remediation liabilities and the range of reasonably possible additional losses. The most significant are: (1) cost estimates for remedial activities may vary from the initial estimate; (2) the length of time, type or amount of remediation necessary to achieve the remedial objective may change due to factors such as site conditions, the ability to identify and



control contaminant sources or the discovery of additional contamination; (3) a regulatory agency may ultimately reject or modify proposed remedial plans; (4) improved or alternative remediation technologies may change remediation costs; (5) laws and regulations may change remediation requirements or affect cost sharing or allocation of liability; and (6) changes in allocation or cost-sharing arrangements may occur.

Certain sites involve multiple parties with various cost-sharing arrangements, which generally fall into the following three categories: (1) environmental proceedings that result in a negotiated or prescribed allocation of remediation costs among the affected Occidental's subsidiary and other alleged potentially responsible parties; (2) oil and gas ventures in which each participant pays its proportionate share of remediation costs reflecting its working interest; or (3) contractual arrangements, typically relating to purchases and sales of properties, in which the parties to the transaction agree to methods of allocating remediation costs. In these circumstances, the affected subsidiary evaluates the financial viability of other parties with whom it is alleged to be jointly liable, the degree of their commitment to participate and the consequences to such subsidiary of their failure to participate when estimating its ultimate share of liability. Occidental subsidiaries record environmental remediation liabilities at their expected net cost of remedial activities. Based on these factors, except as otherwise disclosed in [Note 12 - Environmental Liabilities and Expenditures](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K, Occidental's subsidiaries believe that they will not be required to assume a share of liability of such other potentially responsible parties in an amount materially above amounts reserved.

In addition to the costs of investigations and clean-up measures, which often take in excess of 10 years at CERCLA NPL sites, Occidental subsidiaries' environmental remediation liabilities include estimates of the costs to operate and maintain remedial systems. If remedial systems are modified over time in response to significant changes in site-specific data, laws, regulations, technologies or engineering estimates, Occidental's subsidiaries review and adjust their environmental remediation liabilities accordingly.

If Occidental or its subsidiaries were to adjust the balance of their environmental remediation liabilities based on the factors described above, the amount of the increase or decrease would be recognized in earnings. For example, if the balance were reduced by 10%, Occidental would record a pre-tax increase to income of \$105 million. If the balance were increased by 10%, Occidental would record an additional remediation expense of \$105 million.

## INCOME TAXES

Occidental and its subsidiaries file various U.S. federal, state and foreign income tax returns. The impact of changes in tax regulations are reflected when enacted. In general, deferred federal, state and foreign income taxes are provided on temporary differences between the financial statement carrying amounts of assets and liabilities and their respective tax basis. Occidental routinely assesses the realizability of its deferred tax assets. If Occidental concludes that it is more likely than not that some of the deferred tax assets will not be realized, the tax asset is reduced by a valuation allowance. Occidental recognizes a tax benefit from an uncertain tax position when it is more likely than not that the position will be sustained upon examination, based on the technical merits of the position. The tax benefit recorded is equal to the largest amount that is greater than 50% likely to be realized through final settlement with a taxing authority. Interest and penalties related to unrecognized tax benefits are recognized in income tax expense (benefit). See [Note 10 - Income Taxes](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K.

## LOSS CONTINGENCIES

Occidental or certain of its subsidiaries are involved, in the normal course of business, in lawsuits, claims and other legal proceedings and audits. Occidental or its affected subsidiaries, as appropriate, accrues reserves for these matters when it is probable that a liability has been incurred and the liability can be reasonably estimated. In addition, Occidental discloses, in aggregate on a consolidated basis, exposure to loss in excess of the amount recorded on the balance sheet for these matters if it is reasonably possible that an additional material loss may be incurred. Occidental reviews such loss contingencies on an ongoing basis.

Loss contingencies are based on judgments made by management with respect to the likely outcome of these matters and are adjusted as appropriate. Management's judgments could change based on new information, changes in, or interpretations of, laws or regulations, changes in management's plans or intentions, opinions regarding the outcome of legal proceedings or other factors. See [Note 13 - Lawsuits, Claims, Commitments and Contingencies](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K for additional information.



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## SAFE HARBOR DISCUSSION REGARDING OUTLOOK AND OTHER FORWARD-LOOKING DATA

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Portions of this report contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are "forward-looking statements" for purposes of federal and state securities laws, and they include, but are not limited to: any projections of earnings, revenue or other financial items or future financial position or sources of financing; any statements of the plans, strategies and objectives of management for future operations, business strategy or financial position; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. Words such as "estimate," "project," "predict," "will," "would," "should," "could," "may," "might," "anticipate," "plan," "intend," "believe," "expect," "aim," "goal," "target," "objective," "commit," "advance," "likely" or similar expressions that convey the prospective nature of events or outcomes are generally indicative of forward-looking statements. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this report. Unless legally required, Occidental does not undertake any obligation to update, modify or withdraw any forward-looking statements as a result of new information, future events or otherwise.

Although Occidental believes that the expectations reflected in any of its forward-looking statements are reasonable, actual results may differ from anticipated results, sometimes materially. In addition, historical, current and forward-looking sustainability-related statements may be based on standards for measuring progress that are still developing, internal controls and processes that continue to evolve and assumptions that are subject to change in the future. Factors that could cause results to differ from those projected or assumed in any forward-looking statement include, but are not limited to: general economic conditions, including slowdowns and recessions, domestically or internationally; Occidental's indebtedness and other payment obligations, including the need to generate sufficient cash flows to fund operations; Occidental's ability to successfully monetize select assets and repay or refinance debt and the impact of changes in Occidental's credit ratings; the scope and duration of the global or regional health pandemics or epidemics, including the COVID-19 pandemic and ongoing actions taken by governmental authorities and other third parties in response to the pandemic; assumptions about energy markets; global and local commodity and commodity-futures pricing fluctuations and volatility; supply and demand considerations for, and the prices of, Occidental's products and services; actions by OPEC and non-OPEC oil producing countries; results from operations and competitive conditions; future impairments of Occidental's proved and unproved oil and gas properties or equity investments, or write-downs of productive assets, causing charges to earnings; unexpected changes in costs; inflation, its impact on markets and economic activity and related monetary policy actions by governments in response to inflation; availability of capital resources, levels of capital expenditures and contractual obligations; the regulatory approval environment, including Occidental's ability to timely obtain or maintain permits or other governmental approvals, including those necessary for drilling and/or development projects; Occidental's ability to successfully complete, or any material delay of, field developments, expansion projects, capital expenditures, efficiency projects, acquisitions or dispositions; risks associated with acquisitions, mergers and joint ventures, such as difficulties integrating businesses, uncertainty associated with financial projections, projected synergies, restructuring, increased costs and adverse tax consequences; uncertainties and liabilities associated with acquired and divested properties and businesses; uncertainties about the estimated quantities of oil, NGL and natural gas reserves; lower-than-expected production from development projects or acquisitions; Occidental's ability to realize the anticipated benefits from prior or future streamlining actions to reduce fixed costs, simplify or improve processes and improve Occidental's competitiveness; exploration, drilling and other operational risks; disruptions to, capacity constraints in, or other limitations on the pipeline systems that deliver Occidental's oil and natural gas and other processing and transportation considerations; volatility in the securities, capital or credit markets; governmental actions, war (including the Russia-Ukraine war) and political conditions and events; environmental risks and liability under federal, regional, state, provincial, tribal, local and international environmental laws, and regulations, and litigation (including the potential liability for remedial actions or assessments under existing or future laws, regulations and litigation); legislative or regulatory changes, including changes relating to hydraulic fracturing or other oil and natural gas operations, retroactive royalty or production tax regimes, deep-water and onshore drilling and permitting regulations and environmental regulations (including regulations related to climate change); Occidental's ability to recognize intended benefits from its business strategies and initiatives, such as Occidental's low carbon ventures businesses or announced greenhouse gas emissions reduction targets or net-zero goals; potential liability resulting from pending or future litigation; disruption or interruption of production or manufacturing or facility damage due to accidents, chemical releases, labor unrest, weather, power outages, natural disasters, cyber-attacks, terrorist acts or insurgent activity; the creditworthiness and performance of Occidental's counterparties, including financial institutions, operating partners and other parties; failure of risk management; Occidental's ability to retain and hire key personnel; supply, transportation, and labor constraints; reorganization or restructuring of Occidental's operations; changes in state, federal or international tax rates; and actions by third parties that are beyond Occidental's control.

Additional information concerning these and other factors that may cause Occidental's results of operations and financial position to differ from expectations can be found in Item 1A, "Risk Factors" and elsewhere in this Form 10-K, as well as in Occidental's other filings with the SEC, including Occidental's Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### COMMODITY PRICE RISK

#### GENERAL

Occidental's results are sensitive to fluctuations in oil, NGL and natural gas prices. Price changes at current global prices and levels of production affect Occidental's budgeted 2023 pre-tax annual income by approximately \$200 million for a \$1 per barrel change in oil prices and approximately \$30 million for a \$1 per barrel change in NGL prices. If domestic natural gas prices varied by \$0.10 per Mcf, it would have an estimated annual effect on Occidental's budgeted 2023 pre-tax income of approximately \$30 million. These price-change sensitivities include the impact of PSC and similar contract volume changes on income. If production levels change in the future, the sensitivity of Occidental's results to prices also will change. Marketing results are sensitive to price changes of oil, natural gas and, to a lesser degree, other commodities. A \$0.25 change in the Midland-to-Gulf-Coast oil spreads impacts budgeted 2023 operating cash flows by approximately \$65 million.

Occidental's results are also sensitive to fluctuations in chemical prices. A variation in chlorine and caustic soda prices of \$10 per ton would have a pre-tax annual effect on income of approximately \$10 million and \$30 million, respectively. A variation in PVC prices of \$0.01 per lb. would have a pre-tax annual effect on income of approximately \$30 million. Historically, over time, product price changes have tracked raw material and feedstock product price changes, somewhat mitigating the effect of price changes on margins.

#### RISK MANAGEMENT

Occidental conducts its risk management activities for marketing and trading under the controls and governance of its risk control policies. The controls under these policies are implemented and enforced by a risk management group which monitors risk by providing an independent and separate evaluation and check. Members of the risk management group report to the Corporate Vice President and Treasurer. Controls for these activities include limits on value at risk, limits on credit, limits on total notional trade value, segregation of duties, delegation of authority, daily price verifications, reporting to senior management on various risk measures and a number of other policy and procedural controls.

#### FAIR VALUE OF MARKETING DERIVATIVE CONTRACTS

Occidental carries derivative contracts it enters into in connection with its marketing activities at fair value. Fair values for these contracts are derived from Level 1 and Level 2 sources. The fair values in future maturity periods are insignificant.

The following table shows the fair value of Occidental's derivatives (excluding collateral), segregated by maturity periods and by methodology of fair value estimation:

Source of Fair Value Assets (Liabilities) <i>millions</i>	Maturity Periods				Total
	2023	2024 and 2025	2026 and 2027	2028 and thereafter	
Prices actively quoted	\$ (18)	\$ —	\$ —	\$ —	\$ (18)
Prices provided by other external sources	31	1	—	—	32
Total	\$ 13	\$ 1	\$ —	\$ —	\$ 14

#### QUANTITATIVE INFORMATION

Occidental uses value at risk to estimate the potential effects of changes in fair values of commodity contracts used in trading activities. This measure determines the maximum potential negative one day change in fair value with a 95% level of confidence. Additionally, Occidental uses complementary trading limits including position and tenor limits and maintains liquid positions as a result of which market risk typically can be neutralized or mitigated on short notice. As a result of these controls, Occidental believes that the market risk of its trading activities is not reasonably likely to have a material adverse effect on its performance.

## INTEREST RATE RISK

### GENERAL

As of December 31, 2022, Occidental had fixed rate debt with a fair value of \$17.5 billion outstanding. A 25-basis point change in Treasury rates would change the fair value of the fixed rate debt approximately \$295 million.

The table below provides information about Occidental's long-term debt obligations. Debt amounts represent principal payments by maturity date.

<i>millions except percentages</i>	U.S. Dollar Fixed-Rate Debt		U.S. Dollar Variable-Rate Debt		Total <sup>(a)</sup>
2023	\$	22	\$	—	\$ 22
2024		1,056		—	1,056
2025		1,208		—	1,208
2026		1,448		—	1,448
2027		903		—	903
Thereafter		13,253		68	13,321
Total	\$	17,890	\$	68	\$ 17,958
Weighted-average interest rate		5.92%		5.32%	5.91%
Fair Value	\$	17,508	\$	68	\$ 17,576

<sup>(a)</sup> Excluded net unamortized debt premiums of \$1.3 billion and debt issuance costs of \$73 million.

## FOREIGN CURRENCY RISK

Occidental's international operations have limited currency risk. Occidental manages its exposure primarily by balancing monetary assets and liabilities and limiting cash positions in foreign currencies to levels necessary for operating purposes. A vast majority of international oil sales are denominated in United States dollars. Additionally, all of Occidental's consolidated international oil and gas subsidiaries have the United States dollar as the functional currency. The effect of exchange rates on transactions in foreign currencies is included in periodic income.

## CREDIT RISK

The majority of Occidental's counterparty credit risk is related to the physical delivery of energy commodities to its customers and any inability of these customers to meet their settlement commitments. Occidental manages credit risk by selecting counterparties that it believes to be financially strong, by entering into netting arrangements with counterparties and by requiring collateral or other credit risk mitigants, as appropriate. Occidental actively evaluates the creditworthiness of its counterparties, assigns appropriate credit limits and monitors credit exposures against those assigned limits. Occidental also enters into futures contracts through regulated exchanges with select clearinghouses and brokers, which are subject to minimal credit risk, if any.

As of December 31, 2022, the substantial majority of the credit exposures were with investment grade counterparties. Occidental believes its exposure to credit-related losses as of December 31, 2022, was not material and losses associated with credit risk have been insignificant for all years presented.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

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**Report of Independent Registered Public Accounting Firm**

To the Stockholders and Board of Directors  
Occidental Petroleum Corporation:

*Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of Occidental Petroleum Corporation and subsidiaries (the Company) as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2022, and the related notes and financial statement schedule II - valuation and qualifying accounts (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2022, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 27, 2023 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

*Basis for Opinion*

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

*Critical Audit Matters*

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

*Assessment of the estimated proved oil and gas reserves on the determination of depreciation and depletion expense for proved oil and gas properties.*

As discussed in Note 1 to the consolidated financial statements, the Company determines depreciation and depletion of oil and gas producing properties by the unit-of-production method. Under this method, capitalized costs are amortized over estimated proved reserves. For the year ended December 31, 2022, the Company recorded depreciation and depletion expense related to proved oil and gas properties of \$6.2 billion.

We identified the assessment of the estimated proved oil and gas reserves on the determination of depreciation and depletion expense related to proved oil and gas properties as a critical audit matter. Complex auditor judgment was required to assess the Company's estimate of proved oil and gas reserves, which is a key input for the determination of depreciation and depletion expense. Estimating proved oil and gas reserves requires the expertise of professional petroleum reservoir engineers. The key assumptions included (1) estimated future production quantities, and (2) estimated operating and capital costs.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls over the Company's depreciation and depletion process, including the estimation of proved oil and gas reserves. We analyzed and assessed the determination of depreciation and depletion expense for compliance with industry and regulatory standards. We



assessed compliance of the methodology used by the Company's engineering and technical staff to estimate proved oil and gas reserves with industry and regulatory standards. We read the findings of the independent reservoir engineering specialist's review of the methods and procedures used by the Company in estimating the proved reserves for compliance with industry and regulatory standards. To assess the Company's ability to accurately estimate future production quantities, we compared the future production quantity assumptions used by the Company in prior periods to the actual production amounts. We compared the estimated future production quantities used by the Company in the current period to historical production rates. We evaluated the operating and capital cost assumptions used by the Company's engineering and technical staff by comparing them to historical costs. We evaluated the professional qualifications and the knowledge, skills, and ability of the Company's internal reserve engineers and the independent reservoir engineering specialists engaged by the Company.

*Evaluation of the environmental liability associated with the lower 8.3 miles of the Lower Passaic River site.*

As discussed in Notes 1 and 12 to the consolidated financial statements, the Company accrues a liability for estimated environmental remedial activities when it is probable a liability has been incurred and the amount of remediation costs can be estimated. The Company accrued a liability related to its estimated allocable share of the costs to perform the remedial activities required for the lower 8.3 miles of the Lower Passaic River site. As of December 31, 2022, the Company's total estimated environmental liabilities were \$1 billion, which includes the estimated environmental liability for the lower 8.3 miles of the Lower Passaic River Site.

We identified the evaluation of the environmental liability associated with the lower 8.3 miles of the Lower Passaic River site as a critical audit matter. There was a high degree of subjective auditor judgment in applying and evaluating the results of our procedures due to possible changes to the Company's estimated allocable share of the remediation costs.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls over the Company's environmental liability process to estimate the Company's allocable share of the remediation costs associated with the lower 8.3 miles of the Lower Passaic River site. We assessed the Company's assumption for its allocable share of the remediation costs and analyzed publicly available data sources for information that might be contrary to the information used by the Company. We involved an environmental analysis professional with specialized skills and knowledge who assisted in the evaluation of information used by management, including publicly available data sources.

*Determination of tax impact of the legal entity reorganization*

As discussed in Note 10 to the consolidated financial statements, the Company completed a legal entity reorganization in the first quarter of 2022 that resulted in an adjustment to the tax basis in a portion of its operating assets that reduced its deferred tax liabilities. As a result of the legal entity reorganization, the Company recorded a tax benefit of \$2.7 billion.

We identified the evaluation of the tax impact due to the legal entity reorganization as a critical audit matter. Evaluating the application of the United States tax laws and regulations, which can be complex, and the tax impact required a high degree of auditor effort and specialized skills and knowledge.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's process of determining the tax impact due to the legal entity reorganization including the application of United States tax laws and regulations. We evaluated the information, including third party opinions, United States tax laws and regulations, and other relevant evidence used by management to support its position regarding the tax impact of the transaction; and evaluated the legal entity reorganization related tax impact. We involved income tax professionals with specialized skills and knowledge who assisted in the evaluation of:

- the tax impact of the legal entity reorganization
- certain facts, representations and assumptions from management
- the application of relevant United States tax laws and regulations.

We have served as the Company's auditor since 2002.

Houston, Texas  
February 27, 2023

**Report of Independent Registered Public Accounting Firm**

To the Stockholders and Board of Directors  
Occidental Petroleum Corporation:

*Opinion on Internal Control Over Financial Reporting*

We have audited Occidental Petroleum Corporation and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2022, and the related notes and financial statement schedule II - valuation and qualifying accounts (collectively, the consolidated financial statements), and our report dated February 27, 2023 expressed an unqualified opinion on those consolidated financial statements.

*Basis for Opinion*

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Assessment of and Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

*Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Houston, Texas  
February 27, 2023



## Consolidated Balance Sheets

Occidental Petroleum Corporation  
and Subsidiaries

<i>millions</i>	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 984	\$ 2,764
Trade receivables, net of reserves of \$37 in 2022 and \$35 in 2021	4,281	4,208
Inventories	2,059	1,846
Other current assets	1,562	1,393
<b>Total current assets</b>	<b>8,886</b>	<b>10,211</b>
<b>INVESTMENTS IN UNCONSOLIDATED ENTITIES</b>	<b>3,176</b>	<b>2,938</b>
<b>PROPERTY, PLANT AND EQUIPMENT</b>		
Oil and gas	104,487	101,251
Chemical	7,808	7,571
Midstream and marketing	7,550	8,371
Corporate	889	964
	<b>120,734</b>	<b>118,157</b>
Accumulated depreciation, depletion and amortization	<b>(62,350)</b>	<b>(58,227)</b>
<b>Total property, plant and equipment, net</b>	<b>58,384</b>	<b>59,930</b>
<b>OPERATING LEASE ASSETS</b>	<b>903</b>	<b>726</b>
<b>LONG-TERM RECEIVABLES AND OTHER ASSETS, NET</b>	<b>1,260</b>	<b>1,231</b>
<b>TOTAL ASSETS</b>	<b>\$ 72,609</b>	<b>\$ 75,036</b>

The accompanying notes are an integral part of these Consolidated Financial Statements.



## Consolidated Balance Sheets

Occidental Petroleum Corporation  
and Subsidiaries

<i>millions except share and per-share amounts</i>	December 31,	
	2022	2021
<b>LIABILITIES AND EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Current maturities of long-term debt <sup>(a)</sup>	\$ 165	\$ 186
Current operating lease liabilities	273	186
Accounts payable	4,029	3,899
Accrued liabilities	3,290	4,053
Total current liabilities	7,757	8,324
<b>LONG-TERM DEBT, NET</b>		
Long-term debt, net <sup>(b)</sup>	19,670	29,431
<b>DEFERRED CREDITS AND OTHER LIABILITIES</b>		
Deferred income taxes, net	5,512	7,039
Asset retirement obligations	3,636	3,687
Pension and postretirement obligations	1,055	1,540
Environmental remediation liabilities	905	944
Operating lease liabilities	657	585
Other	3,332	3,159
Total deferred credits and other liabilities	15,097	16,954
<b>EQUITY</b>		
Preferred stock, at \$1.00 per share par value (100,000 shares as of December 31, 2022 and 2021)	9,762	9,762
Common stock, \$0.20 per share par value, authorized shares: 1.5 billion, issued shares: 2022 — 1,098,512,626 and 2021 — 1,083,423,094	220	217
Treasury stock: 2022 — 198,653,682 shares and 2021 — 149,348,394 shares	(13,772)	(10,673)
Additional paid-in capital	17,181	16,749
Retained earnings	16,499	4,480
Accumulated other comprehensive income (loss)	195	(208)
Total stockholders' equity	30,085	20,327
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 72,609</b>	<b>\$ 75,036</b>

<sup>(a)</sup> Included \$143 million and \$85 million of current finance lease liabilities as of December 31, 2022 and 2021, respectively.<sup>(b)</sup> Included \$546 million and \$504 million of finance lease liabilities as of December 31, 2022 and 2021, respectively.

The accompanying notes are an integral part of these Consolidated Financial Statements.



## Consolidated Statements of Operations

Occidental Petroleum Corporation  
and Subsidiaries

<i>millions except per-share amounts</i>	Years Ended December 31,		
	2022	2021	2020
<b>REVENUES AND OTHER INCOME</b>			
Net sales	\$ 36,634	\$ 25,956	\$ 17,809
Interest, dividends and other income	153	166	118
Gains (losses) on sale of assets, net	308	192	(1,666)
Total	37,095	26,314	16,261
<b>COSTS AND OTHER DEDUCTIONS</b>			
Oil and gas operating expense	4,028	3,160	3,065
Transportation and gathering expense	1,475	1,419	1,600
Chemical and midstream cost of sales	3,273	2,772	2,408
Purchased commodities	3,287	2,308	1,395
Selling, general and administrative	945	863	864
Other operating and non-operating expense	1,271	1,065	884
Taxes other than on income	1,548	1,005	622
Depreciation, depletion and amortization	6,926	8,447	8,097
Asset impairments and other charges	—	304	11,083
Anadarko Acquisition-related costs	89	153	339
Exploration expense	216	252	132
Interest and debt expense, net	1,030	1,614	1,424
Total	24,088	23,362	31,913
<b>Income (loss) before income taxes and other items</b>	<b>13,007</b>	<b>2,952</b>	<b>(15,652)</b>
<b>OTHER ITEMS</b>			
Gains (losses) on interest rate swaps and warrants, net	317	122	(423)
Income from equity investments	793	631	370
Total	1,110	753	(53)
<b>Income (loss) from continuing operations before income taxes</b>	<b>14,117</b>	<b>3,705</b>	<b>(15,705)</b>
Income tax benefit (expense)	(813)	(915)	2,172
<b>Income (loss) from continuing operations</b>	<b>13,304</b>	<b>2,790</b>	<b>(13,533)</b>
Loss from discontinued operations, net of tax	—	(468)	(1,298)
<b>NET INCOME (LOSS)</b>	<b>13,304</b>	<b>2,322</b>	<b>(14,831)</b>
Less: Preferred stock dividends	(800)	(800)	(844)
<b>NET INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCKHOLDERS</b>	<b>\$ 12,504</b>	<b>\$ 1,522</b>	<b>\$ (15,675)</b>
<b>PER COMMON SHARE</b>			
Income (loss) from continuing operations—basic	\$ 13.41	\$ 2.12	\$ (15.65)
Loss from discontinued operations—basic	—	(0.50)	(1.41)
Net income (loss) attributable to common stockholders—basic	\$ 13.41	\$ 1.62	\$ (17.06)
Income (loss) from continuing operations—diluted	\$ 12.40	\$ 2.06	\$ (15.65)
Loss from discontinued operations—diluted	—	(0.48)	(1.41)
Net income (loss) attributable to common stockholders—diluted	\$ 12.40	\$ 1.58	\$ (17.06)

The accompanying notes are an integral part of these Consolidated Financial Statements.



## Consolidated Statements of Comprehensive Income (Loss)

Occidental Petroleum Corporation  
and Subsidiaries

<i>millions</i>	Years Ended December 31,		
	2022	2021	2020
<b>Net income (loss)</b>	<b>\$ 13,304</b>	\$ 2,322	\$ (14,831)
<b>Other comprehensive income (loss) items:</b>			
Gains on derivatives <sup>(a)</sup>	80	14	4
Pension and postretirement gains (losses) <sup>(b)</sup>	321	67	(71)
Other	2	(1)	—
Other comprehensive income (loss), net of tax	403	80	(67)
<b>Comprehensive income (loss)</b>	<b>13,707</b>	2,402	(14,898)
<b>Comprehensive income (loss) attributable to preferred and common stockholders</b>	<b>\$ 13,707</b>	\$ 2,402	\$ (14,898)

<sup>(a)</sup> Net of tax expense of \$(22), \$(4) and \$(1) in 2022, 2021 and 2020, respectively.

<sup>(b)</sup> Net of tax benefit (expense) of \$(99), \$(18) and \$24 in 2022, 2021 and 2020, respectively. See [Note 11 - Retirement and Postretirement Benefit Plans](#) in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K for additional information.

The accompanying notes are an integral part of these Consolidated Financial Statements.





## Consolidated Statements of Stockholders' Equity

Occidental Petroleum Corporation  
and Subsidiaries

	Equity Attributable to Common Stock						Accumulated Other Comprehensive Income (Loss)	Total Equity
	Preferred Stock	Common Stock	Treasury Stock	Additional Paid-in Capital	Retained Earnings			
<b>Balance, December 31, 2019</b>	\$ 9,762	\$ 209	\$ (10,653)	\$ 14,955	\$ 20,180	\$ (221)	\$ 34,232	
Net loss	—	—	—	—	(14,831)	—	(14,831)	
Other comprehensive loss, net of tax	—	—	—	—	—	(67)	(67)	
Dividends on common stock, \$0.82 per share	—	—	—	—	(746)	—	(746)	
Dividends on preferred stock, \$8,444 per share	—	6	—	438	(844)	—	(400)	
Issuance of warrants on common stock	—	—	—	767	(763)	—	4	
Berkshire Warrants	—	—	—	103	—	—	103	
Issuance of common stock and other, net	—	1	—	289	—	—	290	
Purchases of treasury stock	—	—	(12)	—	—	—	(12)	
<b>Balance, December 31, 2020</b>	\$ 9,762	\$ 216	\$ (10,665)	\$ 16,552	\$ 2,996	\$ (288)	\$ 18,573	
Net income	—	—	—	—	2,322	—	2,322	
Other comprehensive income, net of tax	—	—	—	—	—	80	80	
Dividends on common stock, \$0.04 per share	—	—	—	—	(38)	—	(38)	
Dividends on preferred stock, \$8,000 per share	—	—	—	—	(800)	—	(800)	
Shareholder warrants exercised	—	—	—	7	—	—	7	
Issuance of common stock and other, net	—	1	—	190	—	—	191	
Purchases of treasury stock	—	—	(8)	—	—	—	(8)	
<b>Balance, December 31, 2021</b>	\$ 9,762	\$ 217	\$ (10,673)	\$ 16,749	\$ 4,480	\$ (208)	\$ 20,327	
Net income	—	—	—	—	13,304	—	13,304	
Other comprehensive income, net of tax	—	—	—	—	—	403	403	
Dividends on common stock, \$0.52 per share	—	—	—	—	(485)	—	(485)	
Dividends on preferred stock, \$8,000 per share	—	—	—	—	(800)	—	(800)	
Shareholder warrants exercised	—	2	—	252	—	—	254	
Options Exercised	—	—	—	27	—	—	27	
Issuance of common stock and other, net	—	1	—	153	—	—	154	
Purchases of treasury stock	—	—	(3,099)	—	—	—	(3,099)	
<b>Balance, December 31, 2022</b>	\$ 9,762	\$ 220	\$ (13,772)	\$ 17,181	\$ 16,499	\$ 195	\$ 30,085	

The accompanying notes are an integral part of these Consolidated Financial Statements.



## Consolidated Statements of Cash Flows

Occidental Petroleum Corporation  
and Subsidiaries

<i>millions</i>	Years Ended December 31,		
	2022	2021	2020
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net income (loss)	\$ 13,304	\$ 2,322	\$ (14,831)
Adjustments to reconcile net income (loss) to net cash from operating activities:			
Discontinued operations, net	—	468	1,298
Depreciation, depletion and amortization of assets	6,926	8,447	8,097
Deferred income tax provision (benefit)	(1,644)	46	(2,517)
Noncash charges (benefit) to income and other	(8)	229	419
Asset impairments and other charges	—	304	11,002
(Gain) loss on sales of equity investments and other assets, net	(308)	(192)	1,666
Undistributed earnings from affiliates	(219)	(70)	(61)
Dry hole expense	84	125	47
Changes in operating assets and liabilities:			
(Increase) decrease in receivables	(97)	(2,086)	2,062
(Increase) decrease in inventories	(230)	(86)	(484)
(Increase) decrease in other current assets	(335)	(119)	350
Increase (decrease) in accounts payable and accrued liabilities	(478)	865	(3,228)
Increase (decrease) in current domestic and foreign income taxes	(185)	—	22
Operating cash flow from continuing operations	16,810	10,253	3,842
Operating cash flow from discontinued operations, net of taxes	—	181	113
<b>Net cash provided by operating activities</b>	<b>16,810</b>	<b>10,434</b>	<b>3,955</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Capital expenditures	(4,497)	(2,870)	(2,535)
Change in capital accrual	147	97	(519)
Purchase of businesses, assets and equity investments, net	(990)	(431)	(114)
Proceeds from sale of assets and equity investments, net	584	1,624	2,281
Equity investments and other, net	(116)	406	109
Investing cash flow from continuing operations	(4,872)	(1,174)	(778)
Investing cash flow from discontinued operations	—	(79)	(41)
<b>Net cash used by investing activities</b>	<b>(4,872)</b>	<b>(1,253)</b>	<b>(819)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Draws on receivables securitization facility	400	—	—
Payment of receivables securitization facility	(400)	—	—
Proceeds from long-term debt, net	—	—	6,936
Payments of long-term debt, net	(9,484)	(6,834)	(8,916)
Proceeds from issuance of common stock	293	31	134
Purchases of treasury stock	(3,099)	(8)	(12)
Cash dividends paid on common and preferred stock	(1,184)	(839)	(1,845)
Payment of liabilities associated with the sale of future royalties	—	—	(386)
Financing portion of net cash paid for derivative instruments	(111)	(834)	(362)
Other financing, net	(130)	(80)	(57)
Financing cash flow from continuing operations	(13,715)	(8,564)	(4,508)
Financing cash flow from discontinued operations	—	(8)	(8)
<b>Net cash used by financing activities</b>	<b>(13,715)</b>	<b>(8,572)</b>	<b>(4,516)</b>
<b>Increase (decrease) in cash, cash equivalents, restricted cash and restricted cash equivalents</b>	<b>(1,777)</b>	<b>609</b>	<b>(1,380)</b>
<b>Cash, cash equivalents, restricted cash and restricted cash equivalents — beginning of year</b>	<b>2,803</b>	<b>2,194</b>	<b>3,574</b>
<b>Cash, cash equivalents, restricted cash and restricted cash equivalents — end of year</b>	<b>\$ 1,026</b>	<b>\$ 2,803</b>	<b>\$ 2,194</b>

The accompanying notes are an integral part of these Consolidated Financial Statements.



## Notes to Consolidated Financial Statements

Occidental Petroleum Corporation  
and Subsidiaries

### NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### NATURE OF OPERATIONS

Occidental conducts its operations through various subsidiaries and affiliates. Occidental's principal businesses consist of three reporting segments: oil and gas, chemical and midstream and marketing. The oil and gas segment explores for, develops and produces oil (which includes condensate), NGL and natural gas. OxyChem primarily manufactures and markets basic chemicals and vinyls. The midstream and marketing segment purchases, markets, gathers, processes, transports and stores oil (which includes condensate), NGL, natural gas, CO<sub>2</sub> and power. It also optimizes its transportation and storage capacity, and invests in entities that conduct similar activities, such as WES.

The midstream and marketing segment also includes OLCV. OLCV seeks to leverage Occidental's legacy of carbon management expertise to develop CCUS projects, including the commercialization of DAC technology, and invests in other low-carbon technologies intended to reduce GHG emissions from our operations and strategically partner with other industries to help reduce their emissions.

#### PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements have been prepared in conformity with GAAP and include the accounts of Occidental, its subsidiaries, its undivided interests in oil and gas exploration and production ventures and, previously, variable interest entities, for which Occidental was the primary beneficiary. Occidental accounts for its share of oil and gas exploration and production ventures, in which it has a direct working interest, by reporting its proportionate share of assets, liabilities, revenues, costs and cash flows within the relevant lines on the balance sheets, statements of operations and statements of cash flows. Certain prior period amounts have been reclassified to conform to the current presentation.

#### INVESTMENTS IN UNCONSOLIDATED ENTITIES

Occidental's percentage interest in the underlying net assets of affiliates for which it exercises significant influence without having a controlling interest (excluding oil and gas ventures in which Occidental holds an undivided interest) are accounted for under the equity method. Occidental reviews equity-method investments for impairment whenever events or changes in circumstances indicate that an other-than-temporary decline in value may have occurred. The amount of impairment, if any, is based on quoted market prices, when available, or other valuation techniques, including discounted cash flows. Occidental evaluates the facts and circumstances of any distributions in excess of its carrying amount in the investment to determine the appropriate accounting, including the source of the proceeds and any implicit or explicit commitments to fund the affiliate. If there is no implicit or explicit commitment the distribution is treated as a gain. If an implicit or explicit commitment exists to possibly fund the affiliate at a future date the distribution is recorded against the equity-method investment. See [Note 4 - Investments and Related-Party Transactions](#) for further discussion regarding investments in unconsolidated entities.

#### WES INVESTMENT

WES is a publicly traded limited partnership with its common units traded on the NYSE under the ticker symbol "WES." WES owns the entire non-economic general partner interest and a 98% limited partner interest in WES Operating.

In July 2022, Occidental sold 10.0 million limited partner units of WES for proceeds of approximately \$250 million, resulting in a gain of \$62 million.

As of December 31, 2022, Occidental owned all of the 2.3% non-voting general partner interest and 49.5% of the limited partner units in WES. On a combined basis, with its 2% non-voting limited partner interest in WES Operating, Occidental's total effective economic interest in WES and its subsidiaries was 51.7% and Occidental's carrying value of WES was approximately \$2.0 billion, which exceeds Occidental's pro-rata interest in the net assets of WES by \$390 million. This basis difference is primarily associated with WES' PP&E and equity investments and is subject to amortization over their estimated average lives. See [Note 4 - Investment and Related-Party Transactions](#) for further information.

#### BERKSHIRE HATHAWAY OWNERSHIP

Berkshire Hathaway is a related party of Occidental due to its level of ownership of Occidental's common stock. During the third quarter of 2022, Berkshire Hathaway increased its ownership in Occidental to approximately 194 million shares of common stock. Occidental has, from time to time, contracted with Berkshire Hathaway for the provision of electricity, rail and insurance. In addition, certain Berkshire Hathaway subsidiaries purchase various chemicals from our chemical segment.



## DISCONTINUED OPERATIONS

Unless otherwise indicated, information presented in the Notes to Consolidated Financial Statements relates only to Occidental's continuing operations. Information related to discontinued operations is included in [Note 5 - Acquisitions, Divestitures and Other Transactions](#) and in some instances, where appropriate, is included as a separate disclosure within the individual Notes to Consolidated Financial Statements.

## RISKS AND UNCERTAINTIES

The process of preparing Consolidated Financial Statements in conformity with GAAP requires Occidental's management to make informed estimates and judgments regarding certain types of financial statement balances and disclosures. Such estimates primarily relate to unsettled transactions and events as of the date of the Consolidated Financial Statements and judgments on expected outcomes as well as the materiality of transactions and balances. Changes in facts and circumstances or discovery of new information relating to such transactions and events may result in revised estimates and judgments and actual results may differ from estimates upon settlement. Management believes that these estimates and judgments provide a reasonable basis for the fair presentation of Occidental's financial statements. Occidental establishes a valuation allowance against net operating losses and other deferred tax assets to the extent it believes the future benefit from these assets will not be realized in the statutory carryforward periods. Realization of deferred tax assets is dependent upon Occidental generating sufficient future taxable income and reversal of temporary differences in jurisdictions where such assets originate.

The accompanying Consolidated Financial Statements include assets of approximately \$7.7 billion as of December 31, 2022 and net sales of approximately \$5.5 billion for the year ended December 31, 2022, relating to Occidental's operations in countries outside North America. Occidental has experienced and may continue to experience adverse consequences, such as risk of loss or production limitations, because certain of its international operations are located in countries affected by political instability, nationalizations, corruption, armed conflict, terrorism, insurgency, civil unrest, security problems, labor unrest, OPEC production restrictions, equipment import restrictions and sanctions. Exposure to such risks may increase if a greater percentage of Occidental's future oil and gas production or revenue comes from international sources. Occidental attempts to conduct its affairs so as to mitigate its exposure to such risks and would seek compensation in the event of nationalization.

Because Occidental's major products are commodities, significant changes in the prices of oil, NGL, natural gas and chemical products may have a significant impact on Occidental's results of operations. Also, see Property, Plant and Equipment section below.

## RECEIVABLES AND OTHER CURRENT ASSETS

Trade receivables, net of \$4.3 billion and \$4.2 billion as of December 31, 2022 and 2021, respectively, represent rights to payment for which Occidental had satisfied its obligations under a contract with a customer and its right to payment was conditioned only on the passage of time.

Other current assets includes amounts receivable from working interest partners in Occidental's oil and gas operations, derivative assets and taxes receivable.

## INVENTORIES

Materials and supplies are valued at weighted-average cost and are reviewed periodically for obsolescence. Oil, NGL and natural gas inventories are valued at the lower of cost or market.

For the chemical segment, Occidental's finished goods inventories are valued at the lower of cost or market. For most of its domestic inventories, other than materials and supplies, the chemical segment uses the LIFO method as it better matches current costs and current revenue. For other countries, Occidental uses the first-in, first-out method (if the costs of goods are specifically identifiable) or the average-cost method (if the costs of goods are not specifically identifiable).

## PROPERTY, PLANT AND EQUIPMENT

### OIL AND GAS

The carrying value of Occidental's PP&E represents the cost incurred to acquire or develop the asset, including any AROs and capitalized interest, net of accumulated DD&A and any impairment charges. For assets acquired, PP&E cost is based on fair values at the acquisition date. AROs and interest costs incurred in connection with qualifying capital expenditures are capitalized and amortized over the lives of the related assets.

Occidental uses the successful efforts method to account for its oil and gas properties. Under this method, Occidental capitalizes costs of acquiring properties, costs of drilling successful exploration wells and development costs. The costs of exploratory wells are initially capitalized pending a determination of whether proved reserves have been found. If proved reserves have been found, the costs of exploratory wells remain capitalized. For exploratory wells that find reserves that cannot be classified as proved when drilling is completed, costs continue to be capitalized as suspended exploratory drilling costs if there have been sufficient reserves found to justify completion as a producing well and sufficient progress is being made in assessing the reserves and the economic and operating viability of the project. At the end of each quarter, management reviews the status of all suspended exploratory drilling costs in light of ongoing exploration activities, in



particular, whether Occidental is making sufficient progress in its ongoing exploration and appraisal efforts or, in the case of discoveries requiring government sanctioning, analyzing whether development negotiations are underway and proceeding as planned. If management determines that future appraisal drilling or development activities are unlikely to occur, associated suspended exploratory well costs are expensed.

The following table summarizes the activity of capitalized exploratory well costs for continuing operations for the years ended December 31:

<i>millions</i>		<b>2022</b>		2021		2020
Balance — beginning of year	\$	<b>213</b>	\$	211	\$	424
Additions to capitalized exploratory well costs pending the determination of proved reserves		<b>323</b>		163		122
Reclassifications to property, plant and equipment based on the determination of proved reserves		<b>(183)</b>		(67)		(309)
Capitalized exploratory well costs charged to expense		<b>(77)</b>		(94)		(26)
Balance — end of year	\$	<b>276</b>	\$	213	\$	211

Occidental expenses annual lease rentals, the costs of injectants used in production and geological and geophysical costs as incurred.

Occidental determines depreciation and depletion of oil and gas producing properties by the unit-of-production method. It amortizes leasehold costs over total proved reserves and capitalized development and successful exploration costs over proved developed reserves.

Proved oil and gas reserves are those quantities of oil and gas which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible from a given date forward, from known reservoirs and under existing economic conditions, operating methods and government regulations prior to the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain, regardless of whether deterministic or probabilistic methods are used for the estimation. Proved reserves include PUD reserves. PUD reserves are supported by a management-approved, detailed, field-level development plan where sufficient capital has been committed to develop those reserves. Only PUD reserves which are reasonably certain to be drilled within five years of booking and are supported by a final investment decision to drill them are included in the development plan. A portion of the PUD reserves associated with international operations are expected to be developed beyond the five years and are tied to approved long-term development projects.

Occidental performs impairment tests with respect to its proved properties whenever events or circumstances indicate that the carrying value of property may not be recoverable. If there is an indication the carrying amount of the asset may not be recovered due to significant and prolonged declines in current and forward prices, significant changes in reserve estimates, changes in management's plans, or other significant events, management will evaluate the property for impairment. Under the successful efforts method, if the sum of the undiscounted cash flows is less than the carrying value of the proved property, the carrying value is reduced to estimated fair value and reported as an impairment charge in the period. Individual proved properties are grouped for impairment purposes at the lowest level for which there are identifiable cash flows unless observable and comparable transactions are available. The fair value of impaired assets is typically determined based on the present value of expected future cash flows using discount rates believed to be consistent with those used by market participants. The impairment test incorporates a number of assumptions involving expectations of future cash flows which can change significantly over time. These assumptions include estimates of future production, product prices, contractual prices, estimates of risk-adjusted oil and gas proved and unproved reserves and estimates of future operating and development costs. It is reasonably possible that prolonged declines in commodity prices, reduced capital spending in response to lower prices or increases in operating costs could result in additional impairments. See [Note 9 - Fair Value Measurements](#) and below for further discussion of asset impairments.

Net capitalized costs attributable to unproved properties were \$12.6 billion as of December 31, 2022 and \$14.8 billion as of December 31, 2021. The unproved amounts are not subject to DD&A until they are classified as proved properties. Individually insignificant unproved properties are combined and amortized on a group basis based on factors such as lease terms, success rates and other factors to provide for full amortization upon lease expiration or abandonment.

Significant unproved properties, primarily as a result of the Anadarko Acquisition, are assessed individually for impairment and when events or circumstances indicate that the carrying value of property may not be recovered a valuation allowance is provided if an impairment is indicated. Occidental periodically reviews significant unproved properties for impairments; numerous factors are considered, including but not limited to, availability of funds for future exploration and development activities, current exploration and development plans, favorable or unfavorable exploration activity on the property or the adjacent property, geologists' evaluation of the property, the current and projected political and regulatory climate, contractual conditions and the remaining lease term for the properties. If an impairment is indicated, Occidental will first determine whether a comparable transaction for similar properties or implied acreage valuation derived from domestic onshore market participants is available and will adjust the carrying amount of the unproved property to its fair value using the market approach. In situations where the market approach is not observable and unproved reserves are available,

undiscounted future net cash flows used in the impairment analysis are determined based on managements' risk adjusted estimates of unproved reserves, future commodity prices and future costs to produce the reserves. If undiscounted future net cash flows are less than the carrying value of the property, the future net cash flows are discounted and compared to the carrying value for determining the amount of the impairment loss to record. Occidental utilizes the same assumptions and methodology discussed above for cash flows associated with proved properties.

### **CHEMICAL**

Occidental's chemical assets are depreciated using either the unit-of-production or the straight-line method, based upon the estimated useful lives of the facilities. The estimated useful lives of Occidental's chemical assets, which range from three years to 50 years, are also used for impairment tests. The estimated useful lives for the chemical facilities are based on the assumption that Occidental will provide an appropriate level of annual expenditures to ensure productive capacity is sustained. Such expenditures consist of ongoing routine repairs and maintenance, as well as planned major maintenance activities. Ongoing routine repairs and maintenance expenditures are expensed as incurred. Planned major maintenance activities costs are capitalized and amortized over the period until the next planned overhaul. Additionally, Occidental incurs capital expenditures that extend the remaining useful lives of existing assets, increase their capacity or operating efficiency beyond the original specification or add value through modification for a different use. These capital expenditures are not considered in the initial determination of the useful lives of these assets at the time they are placed into service. The resulting revision, if any, of the asset's estimated useful life is measured and accounted for prospectively.

Without these continued expenditures, the useful lives of these assets could decrease significantly. Other factors that could change the estimated useful lives of Occidental's chemical assets include sustained higher or lower product prices, which are affected by domestic and international competition, demand, feedstock costs, energy prices, environmental regulations and technological changes.

Occidental performs impairment tests on its chemical assets whenever events or changes in circumstances lead to a reduction in the estimated useful lives or estimated future cash flows that would indicate that the carrying amount may not be recoverable, or when management's plans change with respect to those assets. Any impairment loss would be calculated as the excess of the asset's net book value over its estimated fair value.

### **MIDSTREAM AND MARKETING**

Occidental's midstream and marketing PP&E is depreciated over the estimated useful lives of the assets, using either the unit-of-production or straight-line method.

Occidental performs impairment tests on its midstream and marketing assets whenever events or changes in circumstances lead to a reduction in the estimated useful lives or estimated future cash flows that would indicate that the carrying amount may not be recoverable, or when management's plans change with respect to those assets. Any impairment loss would be calculated as the excess of the asset's net book value over its estimated fair value.

### **IMPAIRMENTS AND OTHER CHARGES**

During 2021, Occidental's oil and gas segment recognized pre-tax impairment and related charges of \$282 million primarily related to undeveloped leases that either expired or were set to expire in the near-term, where Occidental had no plans to pursue exploration activities and, to a lesser extent, impairments of oil and gas materials and supplies inventories.

During 2020, Occidental's oil and gas segment recognized pre-tax impairment and related charges of \$7.0 billion related to proved and unproved properties. An additional pre-tax impairment of \$2.2 billion related to Ghana was included in discontinued operations.

During 2020, Occidental's midstream and marketing segment recognized pre-tax impairment and related charges of \$1.2 billion related to goodwill associated with Occidental's ownership in WES. Significant declines in the market value of WES' publicly traded units resulted in management's determination that, more likely than not, the fair value of the reporting unit was significantly less than its carrying value and the entire balance was fully impaired. The market value of WES' publicly traded units is considered a Level 1 input.

Prolonged declines in commodity prices, reduced capital spending in response to lower prices or increases in operating costs could result in additional impairments.

### **FAIR VALUE MEASUREMENTS**

Occidental has categorized its assets and liabilities that are measured at fair value in a three-level fair value hierarchy, based on the inputs to the valuation techniques: Level 1 – using quoted prices in active markets for the assets or liabilities; Level 2 – using observable inputs other than quoted prices for the assets or liabilities; and Level 3 – using unobservable inputs. Transfers between levels, if any, are reported at the end of each reporting period.



### **FAIR VALUES - RECURRING**

Occidental primarily applies the market approach for recurring fair value measurements, maximizes its use of observable inputs and minimizes its use of unobservable inputs. Occidental utilizes the mid-point between bid and ask prices for valuing the majority of its assets and liabilities measured and reported at fair value. In addition to using market data, Occidental makes assumptions in valuing its assets and liabilities, including assumptions about the risks inherent in the inputs to the valuation technique. For assets and liabilities carried at fair value, Occidental measures fair value using the following methods:

- Occidental values exchange-cleared commodity derivatives using closing prices provided by the exchange as of the balance sheet date. These derivatives are classified as Level 1.
- OTC bilateral financial commodity contracts, foreign exchange contracts, interest rate swaps, warrants, options and physical commodity forward purchase and sale contracts are generally classified as Level 2 and are generally valued using quotations provided by brokers or industry-standard models that consider various inputs, including quoted forward prices for commodities, time value, volatility factors, credit risk and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these inputs are observable in the marketplace throughout the full term of the instrument, and can be derived from observable data or are supported by observable prices at which transactions are executed in the marketplace.
- Occidental values commodity derivatives based on a market approach that considers various assumptions, including quoted forward commodity prices and market yield curves. The assumptions used include inputs that are generally unobservable in the marketplace or are observable but have been adjusted based upon various assumptions and the fair value is designated as Level 3 within the valuation hierarchy.
- Occidental values debt using market-observable information for debt instruments that are traded on secondary markets. For debt instruments that are not traded, the fair value is determined by interpolating the value based on debt with similar terms and credit risk.

### **NON-FINANCIAL ASSETS**

Occidental uses market-observable prices for assets when comparable transactions can be identified that are similar to the asset being valued. When Occidental is required to measure fair value and there is not a market-observable price for the asset or for a similar asset then the cost or income approach is used depending on the quality of information available to support management's assumptions. The cost approach is based on management's best estimate of the current asset replacement cost. The income approach is based on management's best assumptions regarding expectations of future net cash flows. The expected cash flows are discounted using a commensurate risk-adjusted discount rate. Such evaluations involve significant judgment, and the results are based on expected future events or conditions such as sales prices, estimates of future oil and gas production or throughput, development and operating costs and the timing thereof, economic and regulatory climates and other factors, most of which are often outside of management's control. However, assumptions used reflect a market participant's view of long-term prices, costs and other factors and are consistent with assumptions used in Occidental's business plans and investment decisions.

### **ACCRUED LIABILITIES - CURRENT**

Accrued liabilities - current included accrued payroll, commissions and related expenses of \$582 million and \$677 million as of December 31, 2022 and 2021, respectively, and taxes other than on income of \$544 million and \$445 million as of December 31, 2022 and 2021, respectively. Dividends payable, also included in accrued liabilities - current, were \$289 million and \$188 million as of December 31, 2022, and 2021, respectively.

### **ENVIRONMENTAL LIABILITIES AND EXPENDITURES**

Certain subsidiaries of Occidental incur environmental liabilities and expenditures that relate to current operations and are expensed or capitalized by such subsidiaries as appropriate. Certain subsidiaries also incur environmental liabilities and expenditures with respect to remediation of existing conditions from alleged past practices at Currently Operated, Closed or Non-Operated, and Third-Party Sites, which categories may include NPL sites. Those environmental liabilities and related charges and expenses for estimated remediation costs from past operations are recorded when environmental remediation efforts are probable and the costs can be reasonably estimated. Occidental discloses such remediation liabilities on a consolidated basis. In determining the environmental remediation liability and the range of reasonably possible additional losses, Occidental refers to currently available information, including relevant past experience, remedial objectives, available technologies, applicable laws and regulations and cost-sharing arrangements. These environmental remediation liabilities are based on management's estimate of the most likely cost to be incurred, using the most cost-effective technology reasonably expected to achieve the remedial objective. Occidental periodically reviews these environmental remediation liabilities and adjusts them as new information becomes available. Occidental's subsidiaries generally record reimbursements or recoveries of environmental remediation costs in income when received, or when receipt of recovery is highly probable.

Many factors could affect future remediation costs incurred by Occidental's subsidiaries and result in adjustments to environmental remediation liabilities and the range of reasonably possible additional losses. The most significant are: (1)



cost estimates for remedial activities may vary from the initial estimate; (2) the length of time, type or amount of remediation necessary to achieve the remedial objective may change due to factors such as site conditions, the ability to identify and control contaminant sources or the discovery of additional contamination; (3) a regulatory agency may ultimately reject or modify Occidental's proposed remedial plan; (4) improved or alternative remediation technologies may change remediation costs; (5) laws and regulations may change remediation requirements or affect cost sharing or allocation of liability; and (6) changes in allocation or cost-sharing arrangements may occur.

Certain sites involve multiple parties with various cost-sharing arrangements, which fall into the following three categories: (1) environmental proceedings that result in a negotiated or prescribed allocation of remediation costs among the affected Occidental subsidiary and other alleged potentially responsible parties; (2) oil and gas ventures in which each participant pays its proportionate share of remediation costs reflecting its working interest; or (3) contractual arrangements, typically relating to purchases and sales of properties, in which the parties to the transaction agree to methods of allocating remediation costs. In these circumstances, the affected subsidiary evaluates the financial viability of other parties with whom it is alleged to be jointly liable, the degree of their commitment to participate and the consequences to such subsidiary of their failure to participate when estimating its ultimate share of liability. Occidental records its environmental remediation liabilities at its expected net cost of remedial activities and, based on these factors, believes that it will not be required to assume a share of liability of such other potentially responsible parties in an amount materially above amounts reserved.

In addition to the costs of investigations and clean-up measures, which often take in excess of 10 years at CERCLA NPL sites, Occidental's environmental remediation liabilities include management's estimates of the costs to operate and maintain remedial systems. If remedial systems are modified over time in response to significant changes in site-specific data, laws, regulations, technologies or engineering estimates, Occidental reviews and adjusts its environmental remediation liabilities accordingly.

### ASSET RETIREMENT OBLIGATIONS

Occidental recognizes the fair value of AROs in the period in which a determination is made that a legal obligation exists to dismantle an asset and reclaim or remediate the property at the end of its useful life and the cost of the obligation can be reasonably estimated. The liability amounts are based on future retirement cost estimates and incorporate many assumptions such as time to abandonment, future inflation rates and the risk-adjusted discount rate. When the liability is initially recorded, Occidental capitalizes the cost by increasing the related PP&E balances. If the estimated future cost of the AROs changes, Occidental records an adjustment to both the AROs and PP&E. Over time, the liability is increased, expense is recognized for accretion and the capitalized cost is depreciated over the useful life of the asset.

The majority of Occidental's AROs relate to the plugging of wells and the related abandonment of oil and gas properties.

At a certain number of its facilities, Occidental has identified conditional AROs that are related mainly to plant decommissioning. Occidental does not know or cannot estimate when it may settle these obligations. Therefore, Occidental cannot reasonably estimate the fair value of these liabilities. Occidental will recognize these conditional AROs in the periods in which sufficient information becomes available to reasonably estimate their fair values.

The following table summarizes the activity of AROs for the years ended December 31:

<i>millions</i>	2022	2021
Beginning balance	\$ 4,026	\$ 4,130
Liabilities incurred – capitalized to PP&E	55	27
Liabilities settled and paid	(342)	(174)
Accretion expense	145	205
Acquisitions, divestitures and other, net	(54)	(53)
Revisions to previous estimates	(25)	(109)
Ending balance <sup>(a)</sup>	\$ 3,805	\$ 4,026

<sup>(a)</sup> The ending balance included \$169 million and \$339 million related to the current balance of AROs that are presented in accrued liabilities on the Consolidated Balance Sheets as of December 31, 2022 and 2021, respectively.

### DERIVATIVE INSTRUMENTS

Derivatives are carried at fair value and on a net basis when a legal right of offset exists with the same counterparty. Occidental applies hedge accounting when transactions meet specified criteria for cash flow hedge treatment and management elects and documents such treatment. Otherwise, any fair value gains or losses are recognized in earnings in the current period. For cash flow hedges, the gain or loss on the effective portion of the derivative is reported as a component of OCI with an offsetting adjustment to the carrying value of the item being hedged. Realized gains or losses from cash flow hedges, and any ineffective portion, are recorded as a component of net sales in the Consolidated Statements of Operations. Ineffectiveness is primarily created by a lack of correlation between the hedged item and the hedging instrument due to location, quality, grade or changes in the expected quantity of the hedged item. Gains and losses





from derivative instruments are reported net in the Consolidated Statements of Operations. There were no fair value hedges as of and during the years ended December 31, 2022, 2021 and 2020.

### STOCK-BASED INCENTIVE PLANS

Occidental has established the Plan that is more fully described in [Note 15 - Stock-Based Incentive Plans](#). A summary of Occidental's accounting policy for awards issued under the Plan is as follows.

For cash- and stock-settled RSUs and CROCEI awards, compensation value is initially measured on the grant date using the quoted market price of Occidental's common stock and the estimated payout on the grant date. The fair value of stock options is estimated using a Black Scholes model. For TSRI awards, compensation value is initially measured on the grant date using the fair value derived from a Monte Carlo valuation model. Compensation expense for all awards is recognized on a straight-line basis over the requisite service periods, which is generally over the awards' respective vesting or performance periods. The stock-settled awards are expensed using the initially measured compensation value. The liability resulting from cash settled awards and accrued dividends are remeasured at each reporting period. Dividends accrued on unvested awards are adjusted quarterly for any changes in the number of share equivalents expected to be paid based on the relevant performance and market criteria, if applicable.

### RETIREMENT AND POSTRETIREMENT BENEFIT PLANS

Occidental recognizes the overfunded or underfunded amounts of its defined benefit pension and postretirement plans, which are more fully described in [Note 11 - Retirement and Postretirement Benefit Plans](#), in its financial statements using a December 31 measurement date.

Occidental's defined benefit pension and postretirement benefit plan obligations are actuarially determined based on various assumptions and discount rates. The discount rate assumptions used are meant to reflect the interest rate at which the obligations could effectively be settled on the measurement date. Occidental estimates the rate of return on assets with regard to current market factors but within the context of historical returns. Occidental funds and expenses negotiated pension increases for domestic union employees over the terms of the applicable collective bargaining agreements.

Pension and any postretirement plan assets are measured at fair value. Common stock, preferred stock, publicly registered mutual funds, U.S. government securities and corporate bonds are valued using quoted market prices in active markets when available. When quoted market prices are not available, these investments are valued using pricing models with observable inputs from both active and non-active markets. Common and collective trusts are valued at the fund units' NAV provided by the issuer, which represents the quoted price in a non-active market. Short-term investment funds are valued at the fund units' NAV provided by the issuer.

### SUPPLEMENTAL CASH FLOW INFORMATION

The following table represents U.S. federal, domestic state and international income taxes paid, tax refunds received and interest paid related to continuing operations during the year ended December 31, 2022, 2021 and 2020, respectively.

<i>millions</i>		<b>2022</b>		2021		2020
Income tax payments	\$	<b>2,184</b>	\$	763	\$	498
Income tax refunds received	\$	<b>89</b>	\$	70	\$	223
Production, property and other tax payments	\$	<b>1,093</b>	\$	790	\$	629
Interest paid <sup>(a)</sup>	\$	<b>1,425</b>	\$	1,685	\$	1,521

<sup>(a)</sup> Net of capitalized interest of \$69 million, \$61 million and \$84 million, for the years 2022, 2021 and 2020, respectively.

Occidental swapped oil and gas acreage with a fair value of \$340 million in non-monetary exchange transactions during the year ended December 31, 2022.

### CASH EQUIVALENTS AND RESTRICTED CASH EQUIVALENTS

Occidental considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents or restricted cash equivalents. The cash equivalents and restricted cash equivalents balance as of December 31, 2022, included investments in government money market funds in which the carrying value approximates fair value.

The following table provides a reconciliation of cash, cash equivalents, restricted cash and restricted cash equivalents as reported at the end of the period in the Consolidated Statements of Cash Flows for the year ended December 31, 2022 and 2021:



<i>millions</i>		2022	2021
Cash and cash equivalents	\$	984 \$	2,764
Restricted cash and restricted cash equivalents		26	24
Restricted cash and restricted cash equivalents included in long-term receivables and other assets, net		16	15
Cash, cash equivalents, restricted cash and restricted cash equivalents	\$	1,026 \$	2,803

## FOREIGN CURRENCY TRANSACTIONS

The functional currency applicable to all of Occidental's international oil and gas operations is the U.S. dollar since cash flows are denominated principally in U.S. dollars. In Occidental's other operations, Occidental's use of non-United States dollar functional currencies was not material for all years presented. The effect of exchange rates on transactions in foreign currencies is included in periodic income. Occidental reports the exchange rate differences arising from translating foreign-currency-denominated balance sheet accounts to the United States dollar as of the reporting date in OCI. Exchange-rate gains and losses for continuing operations were not material for all years presented.

## INCOME TAXES

Occidental files various U.S. federal, state and foreign income tax returns. The impact of changes in tax regulations are reflected when enacted. In general, deferred federal, state and foreign income taxes are provided on temporary differences between the financial statement carrying amounts of assets and liabilities and their respective tax basis. Occidental routinely assesses the realizability of its deferred tax assets. If Occidental concludes that it is more likely than not that some of the deferred tax assets will not be realized, the tax asset is reduced by a valuation allowance. Occidental recognizes a tax benefit from an uncertain tax position when it is more likely than not that the position will be sustained upon examination, based on the technical merits of the position. The tax benefit recorded is equal to the largest amount that is greater than 50% likely to be realized through final settlement with a taxing authority. Interest and penalties related to unrecognized tax benefits are recognized in income tax expense (benefit). See [Note 10 - Income Taxes](#) for more information.

## LOSS CONTINGENCIES

Occidental or certain of its subsidiaries are involved, in the normal course of business, in lawsuits, claims and other legal proceedings that seek, among other things, compensation for alleged personal injury, breach of contract, property damage or other losses, punitive damages, civil penalties, or injunctive or declaratory relief. Occidental or certain of its subsidiaries also are involved in proceedings under CERCLA and similar federal, state, local and international environmental laws. These environmental proceedings seek funding or performance of remediation and, in some cases, compensation for alleged property damage, punitive damages, civil penalties and injunctive relief. Usually Occidental or such subsidiaries are among many companies in these environmental proceedings and have to date been successful in sharing response costs with other financially sound companies. Further, some lawsuits, claims and legal proceedings involve acquired or disposed assets with respect to which a third party or Occidental or its subsidiaries retains liability or indemnifies the other party for conditions that existed prior to the transaction.

In accordance with applicable accounting guidance, Occidental accrues reserves for outstanding lawsuits, claims and proceedings when it is probable that a liability has been incurred and the liability can be reasonably estimated. In [Note 12 - Environmental Liabilities and Expenditures](#), Occidental has disclosed its reserve balances for environmental remediation matters that satisfy this criteria. See [Note 13 - Lawsuits, Claims, Commitments and Contingencies](#).



## NOTE 2 - REVENUE

Revenue from customers is recognized when obligations under the terms of a contract are satisfied; this generally occurs with the delivery of oil, NGL, gas, chemicals or services such as transportation. Revenue from customers is measured as the amount of consideration Occidental expects to receive in exchange for the delivery of goods or services. Contracts may last from one month to one year or more and may have renewal terms that extend indefinitely at the option of either party. Price is typically based on market indexes. Volumes fluctuate due to production and, in certain cases, customer demand and transportation availability. Occidental records revenue net of certain taxes, such as sales taxes, that are assessed by governmental authorities on Occidental's customers.

Occidental does not incur significant costs to obtain contracts. Incidental items that are immaterial in the context of the contract are recognized as expenses. Sales of hydrocarbons and chemicals to customers are invoiced and settled on a monthly basis. Occidental is not usually subject to obligations for warranties, rebates, returns or refunds except in the case of customer incentive payments as discussed for the chemical segment below. Occidental does not typically receive payment in advance of satisfying its obligations under the terms of its sales contracts with customers; therefore, liabilities related to such payment are immaterial to Occidental. Occidental does not disclose consideration for remaining performance obligations with an original expected duration of one year or less or for variable consideration related to unsatisfied performance obligations.

### OIL AND GAS SEGMENT

Revenue from oil and gas production is recognized when production is delivered and control passes to the customer. Revenues from the production of oil and gas properties in which Occidental has an interest with other producers are recognized on the basis of Occidental's net revenue interest.

### CHEMICAL SEGMENT

Revenue from chemical product sales is recognized when control passes to the customer. Certain incentive programs may provide for payments or credits to be made to customers based on the volume of product purchased over a defined period. Customer incentives are estimated and recorded as a reduction to revenue ratably over the contract period. Such estimates are evaluated and revised as warranted. Revenue from exchange contracts is excluded from revenue from customers.

### MIDSTREAM AND MARKETING SEGMENT

Revenue from pipeline and gas processing is recognized upon the completion of the transportation or processing service. Revenue from power sales is recognized upon delivery. Net marketing revenue is recognized upon completion of contract terms that are a prerequisite to payment and upon title transfer for physical deliveries. Unless the normal purchases and sales exception has been elected, net marketing revenue is classified as a derivative, reported on a net basis, recorded at fair value. Changes in fair value are reflected in net sales and excluded from revenue from customers in the table below.

### DISAGGREGATION OF REVENUE FROM CONTRACTS WITH CUSTOMERS

The following table reconciles revenue from customers to total net sales for the years ended December 31:

<i>millions</i>	2022	2021	2020
Revenue from customers	\$ 36,234	\$ 25,959	\$ 17,130
All other revenues <sup>(a)</sup>	400	(3)	679
Net sales	\$ 36,634	\$ 25,956	\$ 17,809

<sup>(a)</sup> Included net marketing derivatives, oil collars and calls and chemical exchange contracts.



The table below presents Occidental's revenue from customers by segment, product and geographical area. The oil and gas segment typically sells its oil, NGL and natural gas at the lease or concession area. Chemical segment revenues are shown by geographic area based on the location of the sale. Excluding net marketing revenue, midstream and marketing segment revenues are shown by the location of sale.

millions	United States		International		Eliminations		Total
<b>Year ended December 31, 2022</b>							
<b>Oil and gas</b>							
Oil	\$	17,421	\$	3,935	\$	—	\$ 21,356
NGL		2,631		421		—	3,052
Gas		2,422		311		—	2,733
Other		20		4		—	24
Segment total	\$	22,494	\$	4,671	\$	—	\$ 27,165
<b>Chemical</b>	\$	6,359	\$	379	\$	—	\$ 6,738
<b>Midstream and marketing</b>	\$	3,167	\$	588	\$	—	\$ 3,755
<b>Eliminations</b>	\$	—	\$	—	\$	(1,424)	\$ (1,424)
<b>Consolidated</b>	\$	32,020	\$	5,638	\$	(1,424)	\$ 36,234
<b>Year ended December 31, 2021</b>							
<b>Oil and gas</b>							
Oil	\$	12,072	\$	2,844	\$	—	\$ 14,916
NGL		2,203		325		—	2,528
Gas		1,524		291		—	1,815
Other		24		2		—	26
Segment total	\$	15,823	\$	3,462	\$	—	\$ 19,285
<b>Chemical</b>	\$	4,995	\$	248	\$	—	\$ 5,243
<b>Midstream and marketing</b>	\$	1,969	\$	556	\$	—	\$ 2,525
<b>Eliminations</b>	\$	—	\$	—	\$	(1,094)	\$ (1,094)
<b>Consolidated</b>	\$	22,787	\$	4,266	\$	(1,094)	\$ 25,959
<b>Year ended December 31, 2020</b>							
<b>Oil and gas</b>							
Oil	\$	7,485	\$	2,403	\$	—	\$ 9,888
NGL		838		217		—	1,055
Gas		660		326		—	986
Other		65		1		—	66
Segment total	\$	9,048	\$	2,947	\$	—	\$ 11,995
<b>Chemical</b>	\$	3,524	\$	202	\$	—	\$ 3,726
<b>Midstream and marketing</b>	\$	1,595	\$	572	\$	—	\$ 2,167
<b>Eliminations</b>	\$	—	\$	—	\$	(758)	\$ (758)
<b>Consolidated</b>	\$	14,167	\$	3,721	\$	(758)	\$ 17,130



## NOTE 3 - INVENTORIES

Finished goods primarily represents oil, which is carried at the lower of weighted-average cost or net realizable value, and caustic soda and chlorine, which are valued under the LIFO method. Inventories consisted of the following as of December 31:

<i>millions</i>		2022		2021
Raw materials	\$	120	\$	96
Materials and supplies		913		783
Commodity inventory and finished goods		1,147		1,066
		2,180		1,945
Revaluation to LIFO		(121)		(99)
<b>Total</b>	<b>\$</b>	<b>2,059</b>	<b>\$</b>	<b>1,846</b>

## NOTE 4 - INVESTMENTS AND RELATED-PARTY TRANSACTIONS

### EQUITY INVESTMENTS

Occidental's significant equity investments are presented in investments in unconsolidated entities and in deferred credits and other liabilities - other. As of December 31, 2022 and 2021, investments in unconsolidated entities were \$3.2 billion and \$2.9 billion, respectively. Occidental's equity investments presented in investments in unconsolidated entities primarily consist of the following:

<i>millions</i>		% Economic Interest		Carrying amount
WES <sup>(a)</sup>		51.7 %	\$	2,006
OxyChem Ingleside Facility		50.0 %		566
OLCV - related		various		416
Other		various		188
<b>Total Investments in unconsolidated entities <sup>(b)</sup></b>			<b>\$</b>	<b>3,176</b>

<sup>(a)</sup> In July 2022, Occidental sold 10.0 million limited partner units of WES for proceeds of approximately \$250 million, resulting in a gain of \$62 million. In 2021, Occidental sold 14.0 million limited partner units of WES for proceeds of \$250 million, resulting in a gain of \$102 million. In the first quarter of 2020, Occidental recorded an impairment of \$1.2 billion in goodwill related to its ownership in WES and in the third quarter of 2020, recorded an other than temporary impairment of \$2.7 billion related to the WES equity method investment. See [Note 9 - Fair Value Measurements](#) for more information on the impairments.

<sup>(b)</sup> Not presented in investments in unconsolidated entities is Occidental's 24.5% ownership in DEL, which had a carrying value of \$213 million and is presented in deferred credits and other liabilities - other. Refer to the discussion below regarding the presentation of Occidental's equity investment in DEL.

As of December 31, 2022 and 2021, Occidental's significant equity investments consisted of investments in WES, OxyChem Ingleside Facility, Net Power and DEL.

As a result of a refinancing transaction at DEL in November 2021, Occidental received cash distributions comprised of \$110 million in dividends and \$450 million in excess distributions. Since Occidental may be requested to provide financial support to DEL in the future, the excess distributions were recorded against the carrying amount of the equity investment and in deferred credits and other liabilities - other. The \$110 million in dividends were recorded as a return on investment in cash flow from operations and the \$450 million excess distribution was recorded as a return of investment in cash flow from investing.

Equity investments in certain oil and gas properties and gathering and processing assets and associated notes payable were presented net on the Consolidated Balance Sheets. The notes payable were net settled in 2022. The carrying value of the investment and note payable were \$2.9 billion as of December 31, 2021.

Dividends received from equity investments were \$643 million, \$652 million and \$678 million to Occidental in 2022, 2021 and 2020, respectively. As of December 31, 2022 and 2021, cumulative undistributed earnings of equity-method investees since they were acquired was \$475 million and \$242 million, respectively. As of December 31, 2022, Occidental's investments in equity investees exceeded the underlying equity in net assets by approximately \$640 million, of which,



\$373 million represented PP&E and equity investments with the remainder comprised of intangibles, both are subject to amortization over their estimated average lives.

The following table presents the summarized financial information of its equity-method investments combined for the years ended and as of December 31:

<i>millions</i>	2022		2021		2020	
<b>Summarized Results of Operations</b>						
Revenues and other income	\$	<b>6,342</b>	\$	6,252	\$	5,455
Costs and expenses		<b>4,514</b>		4,569		5,455
Net income	\$	<b>1,828</b>	\$	1,683	\$	—
<b>Summarized Balance Sheet</b>						
Current assets	\$	<b>3,482</b>	\$	3,387	\$	1,419
Non-current assets	\$	<b>15,282</b>	\$	19,341	\$	18,693
Current liabilities	\$	<b>1,342</b>	\$	1,976	\$	1,549
Long-term debt	\$	<b>9,512</b>	\$	9,464	\$	7,860
Other non-current liabilities	\$	<b>1,289</b>	\$	1,187	\$	866
Stockholders' equity	\$	<b>6,621</b>	\$	10,101	\$	9,837

### RELATED-PARTY TRANSACTIONS

Occidental sells oil, NGL, natural gas, chemicals, power and steam to and purchases oil, NGL and chemicals from its equity method investees and other related parties. Occidental is charged service fees primarily related to gathering, processing, oil, NGL and natural gas treatment by certain of its equity investees and other related parties. Berkshire Hathaway is a related party of Occidental due to its ownership of Occidental's common stock. Occidental has, from time to time, contracted with Berkshire Hathaway for the provision of electricity, rail and insurance. In addition, certain Berkshire Hathaway subsidiaries purchase various chemicals from our chemical segment. During 2022, 2021 and 2020, Occidental entered into the following related-party transactions and had the following amounts due from or to its related parties for the years ended December 31:

<i>millions</i>	2022		2021		2020	
Sales <sup>(a)</sup>	\$	<b>337</b>	\$	261	\$	301
Purchases <sup>(b)</sup>	\$	<b>948</b>	\$	773	\$	1,112
Services <sup>(c)</sup>	\$	<b>1,006</b>	\$	942	\$	1,101
Advances and amounts due from related parties	\$	<b>40</b>	\$	57	\$	62
Amounts due to related parties	\$	<b>306</b>	\$	280	\$	296

<sup>(a)</sup> In 2022 and 2021 and 2020 sales of Occidental-produced oil and NGL to WES accounted for 42% and 58% and 70% of these totals, respectively.

<sup>(b)</sup> In 2022 and 2021 and 2020, purchases of gas and NGL marketed on behalf of WES accounted for 24% and 27% and 59% of related party purchases, respectively, while purchases of ethylene from the OxyChem Ingleside Facility accounted for 64% and 70% in 2022 and 2021 respectively, and, in 2020, for 41% of related party purchases.

<sup>(c)</sup> In 2022 and 2021 and 2020, services primarily related to fees charged by WES to gather, process and treat Occidental produced oil, NGL and natural gas. Excluded charges to WES for shared corporate services.

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## NOTE 5 - ACQUISITIONS, DIVESTITURES AND OTHER TRANSACTIONS

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### ACQUISITIONS, DIVESTITURES AND OTHER TRANSACTIONS

#### 2022

Throughout 2022, Occidental entered into non-monetary exchange agreements, primarily in the Permian Basin. These exchanges were recorded as acquisitions and divestitures at a total combined fair value of \$340 million.

In 2022, Occidental acquired additional interests in emerging low-carbon businesses to advance net-zero pathway for a combined net purchase price of approximately \$350 million.

In November 2022 and December 2022, Occidental acquired additional primarily producing assets in the Permian Basin for a combined net purchase price of approximately \$400 million.

In November 2021, Occidental entered into an agreement to sell certain non-strategic assets in the Permian Basin. The transaction closed in January 2022 for net cash proceeds of approximately \$190 million. The difference in the proved assets' net book value and adjusted purchase price was treated as a normal retirement, which resulted in no gain or loss being recognized. The difference in the unproved assets' net book value and adjusted purchase price resulted in a gain on sale of approximately \$123 million. The gain has been presented within gains on sales of assets and equity investments, net in the Consolidated Statements of Operations.

In 2022, Occidental sold 14.0 million limited partner units of WES for proceeds of \$250 million, resulting in a gain of \$102 million, see [Note 4 - Investments and Related-Party Transactions](#).

#### 2021

In November 2021, Occidental acquired additional working interests in certain assets in the Permian EOR business for a net purchase price of approximately \$285 million.

In October 2021, Occidental closed the sale of its Ghana assets. See below discussion on Discontinued Operations for additional information. This divestiture completed Occidental's large-scale asset divestiture program.

In June 2021, Occidental entered into an agreement to sell certain non-strategic assets in the Permian Basin. The transaction closed in July 2021 for net cash proceeds of approximately \$475 million. The difference in the assets' net book value and adjusted purchase price was treated as a recovery of cost and normal retirement, which resulted in no gain or loss being recognized.

In March 2021, Occidental completed the sale of certain non-operated assets in the DJ Basin for net cash proceeds of approximately \$280 million. The difference in the assets' net book value and adjusted purchase price was treated as a recovery of cost and normal retirement, which resulted in no gain or loss being recognized.

In 2021, Occidental sold 14 million limited partner units of WES for proceeds of approximately \$250 million, see [Note 4 - Investments and Related-Party Transactions](#).

#### 2020

In November 2020 and December 2020, Occidental divested of certain non-core, largely non-operated proved and unproved acreage in the Permian for a loss of approximately \$820 million. The losses have been presented within gains (losses) on sale of assets, net in the Consolidated Statement of Operations.

In October 2020, Occidental entered into an agreement to sell its onshore oil and gas Colombia assets. The transaction closed in December 2020, and Occidental recorded a loss on sale of approximately \$353 million. The loss has been presented within gains (losses) on sale of assets, net in the Consolidated Statement of Operations.

In August 2020, Occidental entered into an agreement to sell approximately 4.5 million mineral acres and 1 million fee surface acres located in Wyoming, Colorado and Utah for approximately \$1.33 billion. The transaction closed in October 2020 for net cash proceeds of approximately \$1.0 billion, after satisfying \$329 million of liabilities associated with the sale of future royalties. Occidental recorded a loss on sale of \$440 million. The loss has been presented within gains (losses) on sale of assets, net in the Consolidated Statement of Operations.

### DISCONTINUED OPERATIONS

In 2021, Occidental recorded a \$437 million after-tax loss contingency in discontinued operations associated with its former operations in Ecuador, see [Note 13 - Lawsuits, Claims, Commitments and Contingencies](#).

In October 2021, Occidental closed the sale of its Ghana assets for \$750 million and net proceeds of \$555 million, after closing adjustments to reflect an April 1, 2021 effective date. In addition, Occidental settled certain tax claims related to historical operations in Ghana for \$170 million. Prior to the sale, 2021 operations in Ghana resulted in an after-tax loss of \$31 million.



The following table presents the amounts reported in discontinued operations, net of income taxes, related to the Ghana assets for the years ended December 31, 2021 and 2020:

<i>millions</i>	2021	2020
Revenues and other income		
Net sales	\$ 458	\$ 419
Costs and other deductions		
Oil and gas lease operating expense	71	117
Fair value adjustment on assets held for sale <sup>(a)</sup>	409	2,263
Other	24	48
Total costs and other deductions	\$ 504	\$ 2,428
Income (loss) before income taxes	\$ (46)	\$ (2,009)
Income tax benefit (expense)	15	711
<b>Discontinued operations, net of tax</b>	<b>\$ (31)</b>	<b>\$ (1,298)</b>

<sup>(a)</sup> For 2021, included effective date to close date adjustments as well as settlements of certain tax claims.



**NOTE 6 - LONG-TERM DEBT**

As of December 31, 2022 and 2021, Occidental's debt consisted of the following:

<i>millions</i>	2022	2021
2.600% senior notes due 2022	—	101
2.700% senior notes due 2023	—	442
8.750% medium-term notes due 2023 <sup>(a)</sup>	22	22
2.900% senior notes due 2024	654	949
6.950% senior notes due 2024	291	650
3.450% senior notes due 2024	111	127
8.000% senior notes due 2025	—	500
5.875% senior notes due 2025	606	900
3.500% senior notes due 2025	137	326
5.500% senior notes due 2025	465	750
5.550% senior notes due 2026	870	1,100
3.200% senior notes due 2026	182	797
3.400% senior notes due 2026	284	779
7.500% debentures due 2026	112	112
8.500% senior notes due 2027	489	500
3.000% senior notes due 2027	216	634
7.125% debentures due 2027	150	150
7.000% debentures due 2027	48	48
6.625% debentures due 2028	14	14
7.150% debentures due 2028	232	235
7.200% senior debentures due 2028	82	82
6.375% senior notes due 2028	578	600
7.200% debentures due 2029	135	135
7.950% debentures due 2029	116	116
8.450% senior debentures due 2029	116	116
3.500% senior notes due 2029	286	1,477
Variable rate bonds due 2030 (5.32% and 0.900% as of December 31, 2022 and 2021, respectively)	68	68
8.875% senior notes due 2030	1,000	1,000
6.625% senior notes due 2030	1,449	1,500
6.125% senior notes due 2031	1,143	1,250
7.500% senior notes due 2031	900	900
7.875% senior notes due 2031	500	500
6.450% senior notes due 2036	1,727	1,750
Zero Coupon senior notes due 2036	673	2,269
4.300% senior notes due 2039	247	693
7.950% senior notes due 2039	325	325
6.200% senior notes due 2040	737	750
4.500% senior notes due 2044	191	608
4.625% senior notes due 2045	296	634
6.600% senior notes due 2046	1,117	1,157
4.400% senior notes due 2046	424	976
4.100% senior notes due 2047	258	663

*(continued on next page)*



<i>millions (continued)</i>	2022	2021
4.200% senior notes due 2048	304	961
4.400% senior notes due 2049	280	704
7.730% debentures due 2096	58	58
7.500% debentures due 2096	60	60
7.250% debentures due 2096	5	5
<b>Total borrowings at face value</b>	<b>\$ 17,958</b>	<b>\$ 28,493</b>
<b>Adjustments to book value:</b>		
Unamortized premium, net	1,261	670
Debt issuance costs	(73)	(135)
<b>Net book value of debt</b>	<b>\$ 19,146</b>	<b>\$ 29,028</b>
Long-term finance leases	546	504
Current finance leases	143	85
<b>Total debt and finance leases</b>	<b>\$ 19,835</b>	<b>\$ 29,617</b>
Less current maturities of financing leases	(143)	(85)
Less current maturities of long-term debt	(22)	(101)
<b>Long-term debt, net</b>	<b>\$ 19,670</b>	<b>\$ 29,431</b>

(a) The 8.750% senior notes due 2023 were repaid in January 2023.

## DEBT MATURITIES

As of December 31, 2022, future principal payments on debt were less than \$18.0 billion, of which, \$22 million is due in 2023, \$1.1 billion is due in 2024, \$1.2 billion is due in 2025, \$1.4 billion is due in 2026, and \$14.2 billion is due in 2027 and thereafter.

## ZERO COUPONS

The Zero Coupons have an aggregate principal amount due at the 2036 maturity of approximately \$673 million. The Zero Coupons can be put to Occidental in October of each year, in whole or in part, for the then-accreted value of the outstanding Zero Coupons. The Zero Coupons can next be put to Occidental in October 2023, which, if put in whole, would be \$344 million at such date. Occidental currently has the ability to meet this obligation and may use available capacity under the RCF to satisfy the put should it be exercised.

## FAIR VALUE OF DEBT

Occidental estimates the fair value of fixed-rate debt based on the quoted market prices for those instruments or on quoted market yields for similarly rated debt instruments, taking into account such instruments' maturities. The estimated fair values of Occidental's debt as of December 31, 2022, and 2021, the majority of which were classified as Level 1, were approximately \$17.6 billion and \$31.1 billion, respectively. Occidental's exposure to changes in interest rates relates primarily to its variable-rate, long-term debt obligations, and is not material. As of December 31, 2022 and 2021, variable-rate debt constituted approximately 0.4% and 0.2% of Occidental's total debt, respectively.

## DEBT RATINGS

As of December 31, 2022, Occidental's long-term debt was rated BB+ by Fitch Ratings, Ba1 by Moody's Investors Service and BB+ by Standard and Poor's. Any downgrade in credit ratings could impact Occidental's ability to access capital markets and increase its cost of capital. In addition, given that Occidental's current debt ratings are non-investment grade, Occidental may be requested, and in some cases required, to provide collateral in the form of cash, letters of credit, surety bonds or other acceptable support as financial assurance of its performance and payment obligations under certain contractual arrangements such as pipeline transportation contracts, environmental remediation obligations, oil and gas purchase contracts and certain derivative instruments.

As of the date of this filing, Occidental had provided required financial assurances through a combination of cash, letters of credit and surety bonds and had not issued any letters of credit under the RCF or other committed facilities. For additional information, see Risk Factors in Part I, Item 1A of this Form 10-K.



## DEBT ACTIVITY

For the twelve months ended December 31, 2022, Occidental repaid debt with a face value of more than \$10.5 billion, reducing the face value of Occidental's debt to less than \$18.0 billion. The net book value of the full year repayments was \$9.8 billion, which resulted in a gain of \$149 million.

For the twelve months ended December 31, 2021, Occidental repaid debt with a face value of \$6.7 billion, reducing the face value of Occidental's debt to \$28.5 billion. The net book value of the full year repayments was \$6.8 billion which resulted in a loss of \$118 million.

### DEBT ACTIVITY - 2022

The following table summarizes Occidental's debt activity for the year ended December 31, 2022:

<i>millions</i>	<b>Borrowings at face value</b>	
Total borrowings at face value as of December 31, 2021	\$	28,493
<b>Repayments:</b>		
2.600% senior notes due 2022	\$	(101)
2.700% senior notes due 2023		(442)
6.950% senior notes due 2024		(359)
3.450% senior notes due 2024		(16)
2.900% senior notes due 2024		(295)
3.500% senior notes due 2025		(189)
8.000% senior notes due 2025		(500)
5.875% senior notes due 2025		(294)
5.500% senior notes due 2025		(285)
5.550% senior notes due 2026		(230)
3.200% senior notes due 2026		(615)
3.400% senior notes due 2026		(495)
3.000% senior notes due 2027		(418)
8.500% senior notes due 2027		(11)
7.150% debentures due 2028		(3)
6.375% senior notes due 2028		(22)
3.500% senior notes due 2029		(1,191)
6.625% senior notes due 2030		(51)
6.125% senior notes due 2031		(107)
6.450% senior notes due 2036		(23)
Zero Coupon senior notes due 2036		(1,596)
4.300% senior notes due 2039		(446)
6.200% senior notes due 2040		(13)
4.500% senior notes due 2044		(417)
4.625% senior notes due 2045		(338)
6.600% senior notes due 2046		(40)
4.400% senior notes due 2046		(552)
4.100% senior notes due 2047		(405)
4.200% senior notes due 2048		(657)
4.400% senior notes due 2049		(424)
<b>Total borrowings at face value as of December 31, 2022</b>	<b>\$</b>	<b>17,958</b>

**DEBT ACTIVITY - 2021**

The following table summarizes Occidental's debt activity for the year ended December 31, 2021:

<i>millions</i>	<b>Borrowings at face value</b>	
<b>Total borrowings at face value as of December 31, 2020</b>	\$	35,235
<b>Activity:</b>		
4.850% senior notes due 2021	\$	(147)
Variable rate bonds due 2021		(27)
2.600% senior notes due 2021		(224)
3.125% senior notes due 2022		(276)
2.700% senior notes due 2022		(629)
Floating interest rate notes due August 2022		(1,052)
2.700% senior notes due 2023		(484)
3.450% senior notes due 2024		(121)
2.900% senior notes due 2024		(2,051)
3.500% senior notes due 2025		(424)
3.400% senior notes due 2026		(371)
3.200% senior notes due 2026		(203)
3.000% senior notes due 2027		(116)
3.500% senior notes due 2029		(23)
4.300% senior notes due 2039		(57)
4.500% senior notes due 2044		(17)
4.625% senior notes due 2045		(116)
6.600% senior notes due 2046		57
4.400% senior notes due 2046		(224)
4.100% senior notes due 2047		(87)
4.200% senior notes due 2048		(39)
4.400% senior notes due 2049		(46)
7.730% debentures due 2096		(3)
7.500% debentures due 2096		(18)
7.250% debentures due 2096		(44)
<b>Total borrowings at face value as of December 31, 2021</b>	\$	28,493

**REVOLVING CREDIT FACILITY**

In December 2021, Occidental entered into the Second Amended and Restated Credit Agreement in which the total committed borrowing capacity of \$4.0 billion is based on a SOFR benchmark. The interest rate margin and the facility fee rates are subject to adjustments based on Occidental's performance on specified sustainability target thresholds with respect to absolute reductions in GHG emissions from its worldwide operated assets. The RCF maturity date is June 30, 2025.

Borrowings under the RCF bear interest at SOFR benchmark rates, plus a margin based on Occidental's senior debt ratings. The facility has similar terms to other debt agreements and does not contain material adverse change clauses or debt ratings triggers that could restrict Occidental's ability to borrow, or that would permit lenders to terminate their commitments or accelerate debt repayment. The facility provides for the termination of loan commitments and requires immediate repayment of any outstanding amounts if certain events of default occur. As of the date of this filing, Occidental had no drawn amounts under the RCF. In 2022, Occidental paid average annual facility fees of 0.302% on the total commitment amount.

**RECEIVABLES SECURITIZATION FACILITY**

In December 2021, Occidental amended and extended its existing receivables securitization facility to December 2024. As of December 31, 2022, the facility had \$400 million of available borrowing capacity and no drawn amounts. Subsequent to December 31, 2022, but before the date of this filing, Occidental amended the facility to expand its available borrowing capacity to \$600 million. The amended facility includes adjustments based on the same specified sustainability target thresholds as contained in the RCF.

## NOTE 7 - LEASE COMMITMENTS

Occidental identifies leases through its accounts payable and contract monitoring processes. Lease assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. Lease assets include the lease liability, upfront payments and costs incurred to execute the lease and are amortized on a straight-line basis over the lease term. Occidental assesses the likelihood of exercising renewal, termination and purchase options to determine the lease term. Occidental uses its incremental borrowing rate at commencement date to determine the present value of lease payments. The incremental borrowing rate is the rate of interest that Occidental would pay to borrow an amount equal to the lease payments over a similar term on a collateralized basis in a similar economic environment. Certain leases include variable lease payments based on the underlying asset's operations that are not included in the lease asset and liability.

Occidental has operating leases for oil and gas exploration and development equipment, including office space of \$352 million, offshore and onshore drilling rigs of \$169 million, compressors of \$113 million and \$60 million consisting of storage facilities and other field equipment. Operating lease terms generally range from one to eight years. Operating leases also include pipelines, rail cars, easements, aircraft and real estate of \$236 million. These operating leases have contract expiration terms ranging from one to 10 years.

Occidental's finance leases include compressors of \$378 million, real estate offices of \$266 million and \$45 million consisting of drilling rigs, vehicles and aircraft leases.

The following table presents lease balances and their classification on the Consolidated Balance Sheets as of December 31:

<i>millions</i>	Balance sheet classification	2022	2021
<b>Assets:</b>			
Operating	Operating lease assets	\$ 903	\$ 726
Finance	Property, plant and equipment	686	581
<b>Total lease assets</b>		<b>\$ 1,589</b>	<b>\$ 1,307</b>
<b>Liabilities:</b>			
<b>Current</b>			
Operating	Current operating lease liabilities	\$ 273	\$ 186
Finance	Current maturities of long-term debt	143	85
<b>Non-current</b>			
Operating	Deferred credits and other liabilities - Operating lease liabilities	657	585
Finance	Long-term debt, net	546	504
<b>Total lease liabilities</b>		<b>\$ 1,619</b>	<b>\$ 1,360</b>

As of December 31, 2022, Occidental's outstanding lease payments, excluding variable component, consisted of the following:

<i>millions</i>	Operating Leases <sup>(a)</sup>	Finance Leases <sup>(b)</sup>	Total
2023	\$ 287	\$ 146	\$ 433
2024	226	109	335
2025	108	95	203
2026	89	84	173
2027	81	66	147
Thereafter	250	277	527
<b>Total lease payments</b>	<b>1,041</b>	<b>777</b>	<b>1,818</b>
Less: Interest	(111)	(88)	(199)
<b>Total lease liabilities</b>	<b>\$ 930</b>	<b>\$ 689</b>	<b>\$ 1,619</b>

<sup>(a)</sup> The weighted-average remaining lease term is 5.4 years and the weighted-average discount rate is 3.84%.

<sup>(b)</sup> The weighted-average remaining lease term is 7.7 years and the weighted-average discount rate is 3.05%.



The following tables present Occidental's total lease cost classifications for operating and finance lease liabilities for the years ended December 31:

<i>millions</i>		2022	2021
Lease cost classification <sup>(a)</sup>			
Operating lease costs <sup>(b)</sup>			
Property, plant and equipment, net	\$	246	\$ 222
Operating expense and cost of sales		234	487
Selling, general and administrative expenses		78	109
Finance lease cost			
Amortization of ROU assets		83	39
Interest on lease liabilities		20	13
<b>Total lease cost</b>	<b>\$</b>	<b>661</b>	<b>\$ 870</b>

<sup>(a)</sup> Amounts reflected are gross before joint-interest recoveries. Lease payments are reduced by joint-interest recoveries on the income statement through the joint-interest billing process.

<sup>(b)</sup> Included short-term lease cost of \$184 million and \$238 million and variable lease cost of \$101 million and \$120 million for the years ended December 31, 2022 and 2021, respectively.

The following tables present Occidental's total cash paid for operating and finance lease liabilities for the years ended December 31

<i>millions</i>		2022	2021
Operating cash flows	\$	211	\$ 401
Investing cash flows	\$	81	\$ 73
Financing cash flows	\$	83	\$ 39

## NOTE 8 - DERIVATIVES

### OBJECTIVE AND STRATEGY

Occidental uses a variety of derivative financial instruments and physical contracts to manage its exposure to commodity price fluctuations, transportation commitments and to fix margins on the future sale of stored commodity volumes. Occidental also enters into derivative financial instruments for trading purposes. Derivatives are carried at fair value and on a net basis when a legal right of offset exists with the same counterparty.

Occidental may elect normal purchases and normal sales exclusions when physically delivered commodities are purchased or sold to a customer. Occidental occasionally applies cash flow hedge accounting treatment to derivative financial instruments to lock in margins on the forecasted sales of its natural gas storage volumes. The value of cash flow hedges was insignificant for all periods presented. See [Note 1 - Summary of Significant Accounting Policies](#) for Occidental's accounting policy on derivatives.

### DERIVATIVES NOT DESIGNATED AS HEDGING INSTRUMENTS

As of December 31, 2022, Occidental's derivatives not designated as hedges consisted of marketing derivatives. All interest rate swaps were settled prior to December 31, 2022.

Derivative instruments that are not designated as hedging instruments are required to be recorded on the balance sheet at fair value. Changes in fair value will impact Occidental's earnings through mark-to-market adjustments until the physical commodity is delivered or the financial instrument is settled.

### MARKETING DERIVATIVES

Occidental's marketing derivative instruments not designated as hedges are short-duration physical and financial forward contracts. A substantial majority of Occidental's physically settled derivative contracts are index-based and carry no mark-to-market valuation in earnings. As of December 31, 2022, the weighted-average settlement price of these forward contracts was \$81.37/Bbl and \$7.89/Mcf for crude oil and natural gas, respectively. The weighted-average settlement price was \$74.85/Bbl and \$4.61/Mcf for crude oil and natural gas, respectively, as of December 31, 2021. Net gains and losses associated with marketing derivative instruments not designated as hedging instruments are recognized currently in net sales.

The following table summarizes net short volumes associated with the outstanding marketing commodity derivatives not designated as hedging instruments as of December 31:

	2022	2021
Oil commodity contracts		
Volume (MMbbl)	(33)	(28)
Natural gas commodity contracts		
Volume (Bcf)	(112)	(136)

### INTEREST RATE SWAPS

Occidental retired all remaining outstanding interest rate swaps in the twelve months ended December 31, 2022. Occidental's interest rate swap contracts locked in a fixed interest rate in exchange for a floating interest rate indexed to the three-month LIBOR throughout the reference period. Net gains and losses associated with interest rate swaps and warrants, were recognized currently in gains (losses) on interest rate swaps, net in the Consolidated Statements of Operations.

Interest rate swaps and collateralization are classified as cash flows from financing activities. For the twelve months ended December 31, 2022, the interest rate swaps were terminated through the application of \$144 million of collateral and cash payments of \$255 million. Prior to termination, Occidental paid \$35 million of periodic settlements and \$179 million of collateral was returned.

### FAIR VALUE OF DERIVATIVES

Occidental has categorized its assets and liabilities that are measured at fair value in a three-level fair value hierarchy, based on the inputs to the valuation techniques: Level 1 – using quoted prices in active markets for the assets or liabilities; Level 2 – using observable inputs other than quoted prices for the assets or liabilities; and Level 3 – using unobservable inputs. Transfers between levels, if any, are reported at the end of each reporting period. The following table presents the fair values of Occidental's outstanding derivatives. Fair values are presented at gross amounts below, including when derivatives are subject to netting arrangements, and are presented on a net basis in the Consolidated Balance Sheets.



Balance Sheet Classification	Fair Value Measurements Using				Netting <sup>(a)</sup>	Total Fair Value
	Level 1	Level 2	Level 3			
<i>millions</i>						
<b>December 31, 2022</b>						
<b>Marketing Derivatives</b>						
Other current assets	\$ 920	\$ 127	\$ —	\$ —	\$ (980)	\$ 67
Long-term receivables and other assets, net	1	2	—	—	(1)	2
Accrued liabilities	(938)	(96)	—	—	980	(54)
Deferred credits and other liabilities - other	(1)	(1)	—	—	2	—
<b>December 31, 2021</b>						
<b>Marketing Derivatives</b>						
Other current assets	\$ 1,516	\$ 173	\$ —	\$ —	\$ (1,645)	\$ 44
Long-term receivables and other assets, net	4	1	—	—	(4)	1
Accrued liabilities	(1,608)	(196)	—	—	1,645	(159)
Deferred credits and other liabilities - other	(4)	—	—	—	4	—
<b>Interest Rate Swaps</b>						
Accrued liabilities	—	(315)	—	—	—	(315)
Deferred credits and other liabilities - other	—	(436)	—	—	—	(436)

<sup>(a)</sup> These amounts do not include collateral. As of December 31, 2021, \$323 million of collateral related to interest rate swaps had been netted against derivative liabilities. Occidental netted \$15 million and \$110 million of collateral deposited with brokers against derivative liabilities related to marketing derivatives as of December 31, 2022, and December 31, 2021, respectively.

## GAINS AND LOSSES ON DERIVATIVES

The following table presents gains and (losses) related to Occidental's derivative instruments in the Consolidated Statements of Operations for the years ended December 31:

Income Statement Classification			
	2022	2021	2020
<i>millions</i>			
<b>Collars and Calls<sup>(a)</sup></b>			
Net sales	\$ —	\$ (344)	\$ 1,064
<b>Marketing Derivatives</b>			
Net sales <sup>(b)</sup>	381	338	(393)
<b>Interest Rate Swaps</b>			
Gains (losses) on interest rate swaps and warrants, net	317	122	(428)

<sup>(a)</sup> All of Occidental's collars and calls expired on or before December 31, 2021.

<sup>(b)</sup> Includes derivative and non-derivative marketing activity.

## CREDIT RISK

The majority of Occidental's counterparty credit risk is related to the physical delivery of energy commodities to its customers and their inability to meet their settlement commitments. Occidental manages credit risk by selecting counterparties that it believes to be financially strong, by entering into netting arrangements with counterparties and by requiring collateral or other credit risk mitigants, as appropriate. Occidental actively evaluates the creditworthiness of its counterparties, assigns appropriate credit limits and monitors credit exposures against those assigned limits. Occidental also enters into futures contracts through regulated exchanges with select clearinghouses and brokers, which are subject to minimal credit risk, if any.

Certain of Occidental's OTC derivative instruments contain credit-risk-contingent features, primarily tied to credit ratings for Occidental or its counterparties, which may affect the amount of collateral that each party would need to post. The aggregate fair value of derivative instruments with credit-risk-contingent features for which a net liability position existed as of December 31, 2022 was \$18 million. The aggregate fair value of derivative instruments with credit-risk-contingent features for which a net liability position existed as of December 31, 2021 was \$107 million (net of \$323 million of collateral), which was primarily related to interest rate swaps.



## NOTE 9 - FAIR VALUE MEASUREMENTS

### FAIR VALUES – NONRECURRING

There were no significant non-recurring fair value measurements during the year ended December 31, 2022.

For the year ended December 31, 2021, Occidental recorded pre-tax impairments of \$276 million related to undeveloped leases that either expired or were set to expire in the near-term, where Occidental had no plans to pursue exploration activities.

The table below summarizes the significant impairments and other charges incurred to measure assets to their fair value on a nonrecurring basis throughout the year ended December 31, 2020:

<i>millions</i>		<b>Total Fair Value</b>
<b>Asset impairments and other charges</b>		
Goodwill	\$	1,153
Oil and gas properties - proved	\$	2,436
Oil and gas properties - unproved	\$	4,591
Oil and gas properties - discontinued operations	\$	2,191
WES equity investment	\$	2,673

### GOODWILL

In the first quarter of 2020, Occidental impaired \$1.2 billion in goodwill related to Occidental's ownership in WES, which was previously included in long-term receivables and other assets, net. The market value of WES' publicly traded units is considered a Level 1 input.

### OIL AND GAS PROPERTIES

In the second quarter of 2020, as a result of the expected prolonged period of lower commodity prices brought on by the COVID-19 pandemic's impact on oil demand, Occidental tested substantially all of its oil and gas assets for impairment. Occidental recognized total pre-tax impairments to its oil and gas proved and unproved properties of \$8.6 billion, of which \$6.4 billion was included in oil and gas segment results and \$2.2 billion (\$1.4 billion net of tax) related to Ghana was included in discontinued operations.

In the second quarter of 2020, Occidental recorded proved property pre-tax impairments of \$1.2 billion primarily related to certain assets for its domestic onshore and Gulf of Mexico assets and \$0.9 billion to adjust the Algeria oil and gas proved properties to their fair value. The fair value of the proved properties was measured based on the income approach.

Unproved property pre-tax impairments of \$4.3 billion were primarily related to domestic onshore unproved acreage. The fair value of this acreage was measured based on a market approach using an implied acreage valuation derived from domestic onshore market participants excluding the fair value assigned to proved properties.

Income approaches are considered Level 3 fair value estimates and include significant assumptions of future production and timing of production, commodity price assumptions and operating and capital cost estimates, discounted using a 10 percent weighted average cost of capital. Taxes were based on current statutory rates. Future production and timing of production is based on internal reserves estimates and internal economic models for a specific oil and gas asset. Internal reserve estimates consist of proved reserves and unproved reserves, the latter adjusted for uncertainty based on reserve category. Price assumptions were based on a combination of market information and published industry resources adjusted for historical differentials. Price assumptions ranged from approximately \$40 per barrel of oil in 2020 increasing to approximately \$70 per barrel of oil in 2034, with an unweighted arithmetic average price of \$59.17 and \$62.42 for WTI and Brent indexed assets for the 15 year period, respectively. Natural gas prices ranged from approximately \$2.00 per Mcf in 2020 to approximately \$3.60 per Mcf in 2034, with an unweighted arithmetic average price of \$3.13 for NYMEX based assets for the 15 year period. Both oil and natural gas commodity prices were held flat after 2034 and were adjusted for location and quality differentials. Operating and capital cost estimates were based on current observable costs and were further escalated 1 percent in every period where commodity prices exceeded \$50 per barrel and 2 percent in every period where commodity prices exceeded \$60 per barrel. The weighted average cost of capital is calculated based on industry peers and best approximates the cost of capital an external market participant would expect to obtain.

In the first quarter of 2020, Occidental's oil and gas segment recognized pre-tax impairment and related charges of \$581 million primarily related to both proved and unproved oil and gas properties and a lower of cost or net realizable value adjustment for crude inventory. Occidental recorded proved property impairments of \$293 million related to certain international assets and the Gulf of Mexico. Occidental recorded unproved property impairments, of approximately \$241 million, primarily related to domestic onshore undeveloped leases and offshore Gulf of Mexico where Occidental no



longer intends to pursue exploration, appraisal or development activities primarily due to the reduction in near-term capital plans.

If there is an adverse downturn of the macroeconomic conditions and if such downturn is expected to or does persist for a prolonged period of time, Occidental's oil and gas properties may be subject to further testing for impairment, which could result in additional non-cash asset impairments. Such impairments could be material to the financial statements.

#### WES EQUITY INVESTMENT

At the end of the third quarter of 2020, Occidental recorded an other-than-temporary impairment of \$2.7 billion, as the fair value of Occidental's investment in WES had remained significantly lower than its book value for the majority of the nine months ended September 30, 2020. Occidental concluded that the difference between the fair value and book value of WES was not temporary, primarily given both the magnitude and the duration that the fair value was below its book value. This other-than-temporary impairment was calculated based on the closing market price of WES as of September 30, 2020. The market value of WES' publicly traded common units is considered a Level 1 input.

#### FINANCIAL INSTRUMENTS FAIR VALUE

The carrying amounts of cash, cash equivalents, restricted cash, restricted cash equivalents and other on-balance sheet financial instruments, other than fixed-rate debt, approximate fair value. See [Note 6 - Long-Term Debt](#) for the fair value of long-term debt.

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## NOTE 10 - INCOME TAXES

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#### LEGAL ENTITY REORGANIZATION

To align Occidental's legal entity structure with the nature of its business activities after completing the acquisition of Anadarko and subsequent large scale post-acquisition divestiture program, management undertook a legal entity reorganization that was completed in the first quarter of 2022.

As a result of this legal entity reorganization, management made an adjustment to the tax basis in a portion of its operating assets, thus reducing Occidental's deferred tax liabilities. Accordingly, in 2022, Occidental recorded a tax benefit of \$2.7 billion in connection with this reorganization. The timing of any reduction in Occidental's future cash taxes as a result of this legal entity reorganization will be dependent on a number of factors, including prevailing commodity prices, capital activity level and production mix. The legal entity reorganization transaction is currently under IRS review as part of the Company's 2022 federal tax audit.

#### INFLATION REDUCTION ACT

In August 2022, Congress passed the Inflation Reduction Act that contains, among other provisions, a corporate book minimum tax on financial statement income, an excise tax on stock buybacks, a methane emissions fee and certain tax incentives related to climate change and clean energy. Occidental is currently evaluating the provisions of this act. The ultimate impact of the Inflation Reduction Act to Occidental will depend on a number of factors including future commodity prices, interpretations and assumptions as well as additional regulatory guidance.

The following summarizes domestic and foreign components of income (loss) from continuing operations before domestic and foreign income taxes for the years ended December 31:

<i>millions</i>		2022		2021		2020
Domestic	\$	11,314	\$	1,966	\$	(15,322)
Foreign		2,803		1,739		(383)
Total	\$	14,117	\$	3,705	\$	(15,705)



The following summarizes components of income tax expense (benefit) on continuing operations for the years ended December 31:

<i>millions</i>	2022	2021	2020
<b>Current</b>			
Federal	\$ 1,272	\$ 173	\$ (126)
State and local	105	36	6
Foreign	1,080	660	465
Total current tax expense	\$ 2,457	\$ 869	\$ 345
<b>Deferred</b>			
Federal	(1,569)	191	(2,384)
State and local	(57)	(153)	(103)
Foreign	(18)	8	(30)
Total deferred tax expense (benefit)	\$ (1,644)	\$ 46	\$ (2,517)
Total income tax expense (benefit)	\$ 813	\$ 915	\$ (2,172)

The following reconciliation of the U.S. federal statutory income tax rate to Occidental's worldwide effective tax rate on income from continuing operations for the years ended December 31 is stated as a percentage of income (loss) from continuing operations before income taxes:

	2022	2021	2020
U.S. federal statutory tax rate	21 %	21 %	21 %
Legal entity reorganization	(18)	—	—
Enhanced oil recovery credit and other general business credits	—	(3)	—
Goodwill impairment	—	—	(3)
Capital loss	—	(2)	—
Tax impact from foreign operations	3	8	(4)
State income taxes, net of federal benefit	—	(2)	—
Other	—	3	—
Worldwide effective tax rate	6 %	25 %	14 %

In 2022, Occidental's worldwide effective tax rate was 6%, which was lower than the U.S. statutory rate of 21% and primarily driven by a tax benefit associated with Occidental's legal entity reorganization, as described above, partially offset by higher tax rates in the foreign jurisdictions in which Occidental operates.

In 2021, Occidental's worldwide effective tax rate was 25%, which was higher than the U.S. statutory rate of 21% due to higher tax rates in the foreign jurisdictions in which Occidental operates, partially offset by the tax impact of business credits, state tax revaluations and other domestic tax benefits.



The tax effects of temporary differences resulting in deferred income taxes as of December 31:

<i>millions</i>	2022	2021
Deferred tax liabilities		
Property, plant and equipment differences	\$ (7,218)	\$ (9,905)
Equity investments, partnerships and international subsidiaries	(441)	(571)
Gross long-term deferred tax liabilities	(7,659)	(10,476)
Deferred tax assets		
Environmental reserves	229	242
Postretirement benefit accruals	235	285
Deferred compensation and benefits	207	286
Asset retirement obligations	799	850
Foreign tax credit carryforwards	3,622	3,904
General business credit carryforwards	30	698
Net operating loss carryforward	1,058	1,628
Interest expense carryforward	11	28
All other	771	689
Gross long-term deferred tax assets	6,962	8,610
Valuation allowance	(4,785)	(5,136)
Net long-term deferred tax assets	\$ 2,177	\$ 3,474
Total deferred income tax liability, net	\$ (5,482)	\$ (7,002)
Less: foreign deferred tax asset in long-term receivables and other assets, net	(30)	(37)
Total deferred income tax liability, gross	\$ (5,512)	\$ (7,039)

Total deferred tax assets, after valuation allowances, were \$2.2 billion and \$3.5 billion as of December 31, 2022 and 2021, respectively. Occidental expects to realize the recorded deferred tax assets, net of any allowances, through future operating income and reversal of temporary differences. The total deferred tax liabilities were \$7.7 billion and \$10.5 billion as of December 31, 2022 and 2021, respectively. The decrease in the net deferred tax liability in 2022 compared to 2021 was primarily driven by a tax benefit associated with Occidental's legal entity reorganization, as described above, partially offset by the utilization of net operating losses and other tax attributes.

As of December 31, 2022, Occidental had foreign tax credit carryforwards of \$3.6 billion and state tax credit carryforwards of \$30 million. Occidental had recorded a valuation allowance for \$3.6 billion of the foreign tax credit carryforwards and \$27 million of the state tax credit carryforwards.

As of December 31, 2022, Occidental had tax-effected federal net operating loss carryforwards of \$3 million, foreign net operating loss carryforwards of \$841 million and state net operating loss carryforwards of \$214 million. The carryforward balances have varying carryforward periods through 2042, excluding certain attributes for which there is an indefinite carryforward period. A valuation allowance was recorded for \$184 million of the tax-effected state net operating loss carryforwards and \$801 million of the tax-effected foreign net operating loss carryforwards. Occidental had an additional valuation allowance of \$145 million against other foreign deferred tax assets.

Occidental had no tax-effected federal interest expense carryforward and tax-effected state interest expense carryforward of \$11 million as of December 31, 2022. Occidental recorded a valuation allowance for \$9 million of the state interest expense carryforward.

A deferred tax liability had not been recognized for temporary differences related to unremitted earnings of certain consolidated international subsidiaries aggregating approximately \$924 million as of December 31, 2022, as it is Occidental's intention to reinvest such earnings indefinitely. If the earnings of these international subsidiaries were not indefinitely reinvested, an additional deferred tax liability of approximately \$221 million would be required.



A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

<i>millions</i>	<b>2022</b>		2021		2020	
Balance as of January 1	\$	<b>2,026</b>	\$	2,045	\$	2,173
Increases related to prior-year positions		<b>2</b>		75		14
Settlements		<b>—</b>		(80)		(42)
Reductions for tax positions of prior years		<b>(18)</b>		(14)		(100)
Balance as of December 31	\$	<b>2,010</b>	\$	2,026	\$	2,045

The December 31, 2022 balance of unrecognized tax benefits of \$2.0 billion included potential benefits of \$2.0 billion of which, if recognized, \$1.5 billion would affect the effective tax rate on income. Also included were benefits of \$45 million related to tax positions for which the ultimate deductibility is highly certain, but the timing of such deductibility is uncertain. Unrecognized tax benefits are included in deferred credits and other liabilities - other. Occidental records estimated potential interest and penalties related to liabilities for unrecognized tax benefits in the provisions for domestic and foreign income taxes. During 2022, Occidental recorded interest related to liabilities for unrecognized tax benefits of \$95 million, for a cumulative accrued interest related to liabilities for unrecognized tax benefits of \$416 million as of December 31, 2022. There were no penalties associated with liabilities for unrecognized tax benefits recorded for the years ended December 31, 2022 and 2021. Over the next 12 months, it is reasonably possible that the total amount of unrecognized tax benefits could decrease by \$50 million to \$60 million due to settlements with taxing authorities or lapses in statutes of limitation.

Occidental recognized \$280 million and \$105 million in federal and state income tax receivables as of December 31, 2022 and 2021, respectively, which was recorded in other current assets. In addition, Occidental recognized \$33 million associated with the December 31, 2021 audit, which was recorded in long-term receivables and other assets, net.

Occidental is subject to audit by various tax authorities in varying periods. See [Note 13 - Lawsuits, Claims, Commitments and Contingencies](#) for a discussion of these matters.

## NOTE 11 - RETIREMENT AND POSTRETIREMENT BENEFIT PLANS

Occidental has various defined contribution and defined benefit plans for its salaried, domestic union and nonunion hourly and certain foreign national employees. In addition, Occidental also provides medical and other benefits for certain active, retired and disabled employees and their eligible dependents.

In 2021, Occidental settled a significant portion of retiree liability through an annuity purchase. This annuity purchase applied to participants in certain defined benefit plans. The impact of this settlement transaction was approximately \$109 million and is reflected in the December 31, 2021 projected benefit obligation.

### DEFINED CONTRIBUTION PLANS

All domestic employees and certain foreign national employees are eligible to participate in one or more of the defined contribution retirement or savings plans that provide for periodic contributions by Occidental based on plan-specific criteria, such as base pay, level and employee contributions. Certain salaried employees participate in a supplemental retirement plan that restores benefits lost due to governmental limitations on qualified retirement benefits. The accrued liabilities for the supplemental retirement plan were \$288 million and \$249 million as of December 31, 2022 and 2021, respectively. Occidental expensed \$202 million in 2022, \$166 million in 2021 and \$192 million in 2020 under the provisions of these defined contribution and supplemental retirement plans.

### DEFINED BENEFIT PLANS

Participation in defined benefit plans is limited. Approximately 400 domestic and 300 foreign national employees, mainly union, nonunion hourly and certain employees that joined Occidental from acquired operations with grandfathered benefits, are currently accruing benefits under these plans.

Pension costs for Occidental's defined benefit pension plans, determined by independent actuarial valuations, are generally funded by payments to trust funds, which are administered by independent trustees.

### POSTRETIREMENT AND OTHER BENEFIT PLANS

Occidental provides medical and dental benefits and life insurance coverage for certain active, retired and disabled employees and their eligible dependents. Occidental generally funds the benefits as they are paid during the year. These benefit costs, including the postretirement costs for the years ended December 31, were \$211 million in 2022, \$211 million in 2021 and \$235 million in 2020.



## OBLIGATIONS AND FUNDED STATUS

The following tables show the amounts recognized in Occidental's Consolidated Balance Sheets related to its pension and postretirement benefit plans as of December 31:

<i>millions</i>	Pension Benefits		Postretirement Benefits	
	2022	2021	2022	2021
<b>Amounts recognized in the Consolidated Balance Sheet:</b>				
Long-term receivables and other assets, net	\$ 102	\$ 192	\$ —	\$ —
Accrued liabilities	(3)	(4)	(62)	(71)
Deferred credits and other liabilities — pension and postretirement obligations	(344)	(391)	(711)	(1,149)
	\$ (245)	\$ (203)	\$ (773)	\$ (1,220)
<b>Accumulated other comprehensive loss included the following after-tax balances:</b>				
Net (gain) loss	\$ 17	\$ (17)	\$ (190)	\$ 163
Prior service credit	—	—	(52)	(50)
	\$ 17	\$ (17)	\$ (242)	\$ 113

The following tables show the funding status, obligations and plan asset fair values of Occidental related to its pension and postretirement benefit plans for the years ended December 31:

<i>millions</i>	Pension Benefits		Postretirement Benefits	
	2022	2021	2022	2021
<b>Changes in the benefit obligation:</b>				
Benefit obligation — beginning of year	\$ 1,273	\$ 1,613	\$ 1,220	\$ 1,259
Service cost — benefits earned during the period	7	8	38	42
Interest cost on projected benefit obligation	36	35	33	33
Actuarial gain	(297)	(55)	(468)	(54)
Benefits paid	(123)	(219)	(58)	(67)
Settlement due to annuity purchase	—	(109)	—	—
Other	(10)	—	8	7
Benefit obligation — end of year	\$ 886	\$ 1,273	\$ 773	\$ 1,220
<b>Changes in plan assets:</b>				
Fair value of plan assets — beginning of year	\$ 1,070	\$ 1,193	\$ —	\$ —
Actual return on plan assets	(304)	44	—	—
Employer contributions	16	162	49	59
Benefits paid	(123)	(219)	(57)	(67)
Payments due to annuity purchase	—	(109)	—	—
Other	(18)	(1)	8	8
Fair value of plan assets — end of year	\$ 641	\$ 1,070	\$ —	\$ —
<b>Unfunded status:</b>	\$ (245)	\$ (203)	\$ (773)	\$ (1,220)



Changes in actuarial gains and losses in the projected benefit obligation are primarily driven by discount rate movement. The following table sets forth details of the obligations and assets of Occidental's defined benefit pension plans for the years ended December 31:

<i>millions</i>	Accumulated Benefit Obligation in Excess of Plan Assets		Plan Assets in Excess of Accumulated Benefit Obligation	
	2022	2021	2022	2021
Projected benefit obligation	\$ 738	\$ 963	\$ 148	\$ 310
Accumulated benefit obligation	\$ 736	\$ 960	\$ 146	\$ 308
Fair value of plan assets	\$ 458	\$ 656	\$ 183	\$ 414

### COMPONENTS OF NET PERIODIC BENEFIT COST

The following table sets forth the components of net periodic benefit costs for the years ended December 31:

<i>millions</i>	Pension Benefits			Postretirement Benefits		
	2022	2021	2020	2022	2021	2020
<b>Net periodic benefit costs:</b>						
Service cost — benefits earned during the period	\$ 7	\$ 8	\$ 37	\$ 38	\$ 42	\$ 39
Interest cost on projected benefit obligation	36	35	52	33	33	37
Expected return on plan assets	(38)	(59)	(73)	—	—	—
Recognized actuarial loss	1	2	5	5	15	11
Recognized prior service credit	—	—	—	(9)	(9)	(8)
(Gain) loss due to curtailment	—	—	(124)	—	—	2
Gain due to settlement	(1)	(19)	(19)	—	—	—
Special termination benefits	—	—	22	—	—	—
Other costs and adjustments	—	—	1	—	—	—
Net periodic benefit cost	\$ 5	\$ (33)	\$ (99)	\$ 67	\$ 81	\$ 81

The service cost component of net periodic benefit cost is included in selling, general and administrative, oil and gas operating expense, chemical and midstream costs and exploration expense on Occidental's Consolidated Statements of Operations. All other components of net periodic benefit cost are included in other operating and non-operating expense.

### ADDITIONAL INFORMATION

The following table sets forth the weighted-average assumptions used to determine Occidental's benefit obligation and net periodic benefit cost for domestic plans for the years ended December 31:

	Pension Benefits		Postretirement Benefits	
	2022	2021	2022	2021
<b>Benefit Obligation Assumptions:</b>				
Discount rate	5.27 %	2.67 %	5.43 %	2.94 %
Rate of increase in compensation levels	3.95 %	3.98 %	—	—
<b>Net Periodic Benefit Cost Assumptions:</b>				
Discount rate	2.65 %	2.19 %	2.94 %	3.05 %
Rate of increase in compensation levels	3.98 %	5.07 %	—	—
Assumed long-term rate of return on assets	4.36 %	4.92 %	—	—

For domestic pension plans and postretirement benefit plans, Occidental based the discount rate on a AA-AAA Universe yield curve in 2022 and 2021. The assumed long-term rate of return on assets is estimated with regard to current market factors but within the context of historical returns for the asset mix that exists at year end. Assumed rates of compensation increases for active participants in certain plans and vary by age group.



In 2021, Occidental adopted the Society of Actuaries Pri-2012 Private Retirement Plans Mortality Tables with MP-2021 Mortality Improvement Scale, which updated the mortality assumptions that private defined-benefit plans in the United States use in the actuarial valuations that determine a plan sponsor's pension obligations. The new mortality assumption reflects additional data that the Social Security Administration has released since the previous mortality tables and improvement scales were released.

The postretirement benefit obligation was determined by application of the terms of medical and dental benefits and life insurance coverage, including the effect of established maximums on covered costs, together with relevant actuarial assumptions and health care cost trend rates. Health care cost trend rates for medicare advantaged prescription drug plans of 9.2% starting in 2022, then grading down to 4.5% in 2028 and beyond. Health care cost trend rates used for non-medicare advantaged prescription drug plans are 6.0% to 6.5% in 2022, then grading down to 4.5% in 2028 and beyond.

The actuarial assumptions used could change in the near-term as a result of changes in expected future trends and other factors that, depending on the nature of the changes, could cause increases or decreases in the plan assets and liabilities.

## FAIR VALUE OF PENSION PLAN ASSETS

Qualified defined benefit plan assets are monitored by Occidental's Pension and Retirement Trust and Investment Committee in its role as a fiduciary. The Investment Committee selects and employs various external professional investment management firms to manage specific investments across the spectrum of asset classes. The Investment Committee employs a liability driven investment approach that uses a diversified blend of investments (equity securities, fixed-income securities, and alternative investments) along a glide path to optimize the long-term return of plan assets relative to plan liabilities, at a prudent level of risk. Equity investments are diversified across U.S. and non-U.S. stocks, as well as differing styles and market capitalizations. Investment performance is measured and monitored on an ongoing basis through quarterly investment portfolio and manager guideline compliance reviews, annual liability measurements and periodic studies.

The fair values of Occidental's pension plan assets by asset category were as follows:

<i>millions</i>	Level 1	Level 2	Level 3	Total
<b>December 31, 2022</b>				
<b>Asset Class:</b>				
Cash and cash equivalents	\$ 8	\$ —	\$ —	\$ 8
Government securities	29	—	—	29
Corporate bonds <sup>(a)</sup>	—	16	—	16
Equity securities <sup>(b)</sup>	34	—	—	34
Other	—	46	—	46
Investments measured at fair value	\$ 71	\$ 62	\$ —	\$ 133
Investments measured at net asset value <sup>(c)</sup>	—	—	—	509
Total pension plan assets <sup>(d)</sup>	\$ 71	\$ 62	\$ —	\$ 642
<b>December 31, 2021</b>				
<b>Asset Class:</b>				
Cash and cash equivalents	\$ 19	\$ —	\$ —	\$ 19
Government securities	63	—	—	63
Corporate bonds <sup>(a)</sup>	—	36	—	36
Equity securities <sup>(b)</sup>	46	—	—	46
Other	—	76	—	76
Investments measured at fair value	\$ 128	\$ 112	\$ —	\$ 240
Investments measured at net asset value <sup>(c)</sup>	—	—	—	836
Total pension plan assets <sup>(d)</sup>	\$ 128	\$ 112	\$ —	\$ 1,076

<sup>(a)</sup> This category represents investment grade bonds of U.S. and non-U.S. issuers from diverse industries.

<sup>(b)</sup> This category represents direct investments in mutual funds and common and preferred stocks from diverse U.S. and non-U.S. industries.

<sup>(c)</sup> Certain investments measured at fair value using the NAV per share (or its equivalent) have not been categorized in the fair value hierarchy. Amounts presented in this table are intended to reconcile the fair value hierarchy to the pension plan assets.

<sup>(d)</sup> Amounts exclude net payables of approximately \$1 million as of December 31, 2022 and \$6 million as of December 31, 2021.





Occidental expects to contribute approximately \$100 million to its defined benefit pensions plans during 2023.

Estimated future benefit payments, which reflect expected future service, as appropriate, are as follows for the years ended December 31:

<i>millions</i>	Pension Benefits	Postretirement Benefits
2023	\$ 75	\$ 64
2024	78	62
2025	70	59
2026	67	57
2027	68	55
2028 - 2032	303	261

## NOTE 12 - ENVIRONMENTAL LIABILITIES AND EXPENDITURES

Occidental and its subsidiaries and their respective operations are subject to stringent federal, state, local and international laws and regulations related to improving or maintaining environmental quality. The laws that require or address environmental remediation, including CERCLA and similar federal, state, local and international laws, may apply retroactively and regardless of fault, the legality of the original activities or the current ownership or control of sites. Occidental or certain of its subsidiaries participate in or actively monitor a range of remedial activities and government or private proceedings under these laws with respect to alleged past practices at Third-Party, Currently Operated, and Closed or Non-operated Sites. Remedial activities may include one or more of the following: investigation involving sampling, modeling, risk assessment or monitoring; clean-up measures including removal, treatment or disposal; or operation and maintenance of remedial systems. The environmental proceedings seek funding or performance of remediation and, in some cases, compensation for alleged property damage, natural resource damages, punitive damages, civil penalties, injunctive relief and government oversight costs.

### ENVIRONMENTAL REMEDIATION

As of December 31, 2022, certain Occidental subsidiaries participated in or monitored remedial activities or proceedings at 162 sites. The following table presents the current and non-current environmental remediation liabilities of such subsidiaries on a consolidated basis as of December 31, 2022 and 2021, the current portion of which is included in accrued liabilities (\$141 million in 2022 and \$155 million in 2021) and the remainder in deferred credits and other liabilities - environmental remediation liabilities (\$0.9 billion in 2022 and \$0.9 billion in 2021).

These environmental remediation sites are grouped into NPL sites and the following three categories of non-NPL sites —Third-Party Sites, Currently Operated Sites and Closed or Non-operated Sites.

<i>millions, except number of sites</i>	2022		2021	
	Number of Sites	Remediation Balance	Number of Sites	Remediation Balance
NPL sites	30	\$ 445	30	\$ 427
Third-Party Sites	68	238	69	273
Currently Operated Sites	13	106	15	122
Closed or Non-operated Sites	51	257	51	277
Total	162	\$ 1,046	165	\$ 1,099

As of December 31, 2022, environmental remediation liabilities of Occidental subsidiaries exceeded \$10 million each at 17 of the 162 sites described above, and 94 of the sites had liabilities from \$0 to \$1 million each.

The Diamond Alkali Superfund Site (DASS) in Newark, New Jersey accounted for a significant portion of the liabilities associated with the category of NPL sites.

Five of the 68 Third-Party Sites — a chrome site in New Jersey, a former copper mining and smelting operation in Tennessee, a former oil field and a landfill in California and an active refinery in Louisiana where Occidental reimburses the current owner for certain remediation activities — accounted for nearly two-thirds of the liabilities associated with this category.

Three Currently Operated Sites — oil and gas operations in Colorado and chemical plants in Kansas and Louisiana — accounted for approximately two-thirds of the liabilities associated with this category.



Eight Closed or Non-operated Sites — a landfill in Western New York, a former refinery in Oklahoma, former chemical plants in California, Michigan, Ohio, Tennessee and Washington, and a closed coal mine in Pennsylvania — accounted for more than two-thirds of the liabilities associated with this category.

The consolidated estimate of environmental remediation liabilities in the table above varies over time depending on factors such as acquisitions or divestitures, identification of additional sites, remedy selection and implementation and changes in applicable laws or regulations, among other factors. Occidental's subsidiaries recorded environmental remediation expenses of \$65 million, \$28 million and \$36 million for the years ended December 31, 2022, 2021, and 2020, respectively, on a consolidated basis. Environmental remediation expenses primarily relate to changes to existing conditions from past operations. Based on current estimates, Occidental expects its subsidiaries to expend funds corresponding to approximately 40% of the year-end remediation balance over the next three to four years with the remainder over the subsequent 10 or more years.

Occidental believes its range of reasonably possible additional losses of its subsidiaries beyond those amounts currently recorded for environmental remediation for the 162 environmental sites in the table above could be up to \$2.7 billion.

## MAXUS ENVIRONMENTAL SITES

A significant portion of aggregate estimates of environmental remediation liabilities and reasonably possible additional losses described above relates to the former Diamond Alkali Chemicals Company (DSCC). When OxyChem acquired DSCC in 1986, Maxus agreed to indemnify OxyChem for a number of environmental sites, including the DASS. In June 2016, Maxus and several affiliated companies filed for Chapter 11 bankruptcy in the U.S. Bankruptcy Court for the District of Delaware. Prior to filing for bankruptcy, Maxus defended and indemnified OxyChem in connection with remediation costs and other liabilities associated with the sites subject to the indemnity. Any additional recovery of indemnified costs would come from the proceeds of litigation brought by the Maxus Liquidating Trust. For additional information on the Maxus Liquidating Trust, see [Note 13 - Lawsuits, Claims, Commitments and Contingencies](#).

## DIAMOND ALKALI SUPERFUND SITE

The EPA has organized the DASS into four Operable Units (OUs) for evaluating, selecting and implementing remediation under CERCLA. OxyChem's current activities in each OU are summarized below, many of which are performed on OxyChem's behalf by Glenn Springs Holdings, Inc.

**OU1** – The Former Diamond Alkali Plant at 80-120 Lister Avenue in Newark: Maxus and its affiliates implemented an interim remedy of OU1 pursuant to a 1990 Consent Decree, for which OxyChem currently performs maintenance and monitoring. The EPA is conducting a periodic evaluation of the interim remedy for OU1.

**OU2** – The Lower 8.3 Miles of the Lower Passaic River: In March 2016, the EPA issued a Record of Decision (ROD) specifying remedial actions required for OU2. During the third quarter of 2016, and following Maxus's bankruptcy filing, OxyChem and the EPA entered into an Administrative Order on Consent (AOC) to complete the design of the remedy selected in the ROD. At that time, the EPA sent notice letters to approximately 100 parties notifying them that they were potentially responsible to pay the costs to implement the remedy in OU2 and announced that it would pursue similar agreements with other potentially responsible parties. In June 2018, OxyChem filed a complaint under CERCLA in Federal District Court in the State of New Jersey against numerous potentially responsible parties seeking contribution and cost recovery of amounts incurred or to be incurred to comply with the AOC and the OU2 ROD, or to perform other remediation activities related to the DASS. That action remains pending and the District Court has not adjudicated OxyChem's relative share of responsibility for those costs. The EPA has estimated the cost to remediate OU2 to be approximately \$1.4 billion.

**OU3** – Newark Bay Study Area, including Newark Bay and Portions of the Hackensack River, Arthur Kill, and Kill van Kull: Maxus and its affiliates initiated a remedial investigation and feasibility study of OU3 pursuant to a 2004 AOC which was amended in 2010. OxyChem is currently performing feasibility study activities in OU3.

**OU4** – The 17-mile Lower Passaic River Study Area, comprising OU2 and the Upper 9 Miles of the Lower Passaic River: In September 2021, the EPA issued a ROD selecting an interim remedy for the portion of OU4 that excludes OU2, and is located upstream from the Lister Avenue Plant site for which OxyChem inherited legal responsibility. The EPA had estimated the cost to remediate OU4 to be approximately \$440 million. At this time, OxyChem's role or responsibilities under the OU4 ROD, and those of other potentially responsible parties, have not been adjudicated. To provide continued, efficient remediation progress, in January 2022, OxyChem offered to design and implement the interim remedy for OU4 subject to certain conditions, including a condition that the EPA would not seek to bar OxyChem's right to seek contribution or cost recovery from any other parties that are potentially responsible to pay for the OU4 interim remedy. In March 2022, the EPA sent a notice letter to OxyChem and other parties requesting good faith offers to implement the selected remedies at OU2 and OU4. OxyChem submitted a good faith offer in June 2022, reaffirming the offer to design the remedy for OU4 and offering to enter into additional sequential agreements to remediate OU2 and OU4, subject to similar conditions, including that the EPA not seek to bar OxyChem from pursuing contribution or cost recovery from other responsible parties. The EPA did not accept OxyChem's June 2022 offer and, as such, OxyChem believes that the EPA may issue a Unilateral Administrative Order or commence CERCLA litigation against it, and potentially other parties, to require further design and/or implementation activities of the EPA's selected remedies at the DASS.



Ongoing Assessment by Natural Resource Trustees: In addition to the activities of the EPA and OxyChem in the OUs described above, federal and state natural resources trustees are conducting an assessment of natural resources in the Lower Passaic River and Greater Newark Bay to evaluate potential claims for natural resource damages.

#### **ALDEN LEEDS LITIGATION**

In December 2022, the EPA and the DOJ filed a proposed Consent Decree in the Alden Leeds litigation seeking court approval to settle with 85 parties for a total of \$150 million and release them from liability for remediation costs in DASS OU2 and OU4, which OxyChem believes is based on a disproportionate allocation of responsibility to OxyChem despite overwhelming evidence regarding the responsibility of others, and, among other infirmities, is contrary to site-specific sampling and other relevant evidence concerning the liability of the settling parties. The EPA and DOJ also seek entry of an order that would bar OxyChem from pursuing contribution against those parties for remediation costs OxyChem had incurred or may incur in the future to design and implement the remedies in OU2 and OU4.

OxyChem intends to challenge the proposed settlement vigorously in the Alden Leeds litigation and to seek contribution and cost recovery from other potentially responsible parties for remediation costs it had incurred or may incur at the DASS. If OxyChem is denied leave to intervene in the Alden Leeds litigation, its anticipated settlement objections are overruled by the Court or in any subsequent appeals, or the proposed settlement is approved by the Court and not overturned on appeal, then, notwithstanding OxyChem's vigorous, good faith effort to contest the settlement proposed in the Alden Leeds litigation, the EPA could attempt to compel OxyChem to bear substantially all of the estimated cost to design and implement the OU2 and OU4 remedies, which would have a material adverse impact on OxyChem and Occidental's consolidated results of operations in the period recorded. While the remedies for OU2 and OU4 are expected to take over ten years to complete, the EPA may seek to require OxyChem to provide financial assurance to secure its performance. The amount of financial assurance is not subject to estimation at this time, as it is uncertain when or to what extent the EPA may take action to compel OxyChem to perform further remediation in OU2 or OU4 or the amount of assurance OxyChem would be required to post if the EPA takes such actions before the proposed settlement at issue in Alden Leeds is resolved. For further information on the Alden Leeds litigation, see Note 13 - Lawsuits, Claims, Commitments and Contingencies.

#### **OTHER INFORMATION**

For the DASS, OxyChem has accrued a reserve relating to its estimated allocable share of the costs to perform the maintenance and monitoring required in the OU1 Consent Decree, the design and implementation of remedies selected in the OU2 ROD and AOC and the OU4 ROD, and the remedial investigation and feasibility study required in the OU3.

OxyChem's accrued environmental remediation reserve does not reflect the potential for additional remediation costs or natural resource damages for the DASS that OxyChem believes are not reasonably estimable. OxyChem's ultimate liability at the DASS may be higher or lower than the reserved amount and the reasonably possible additional losses, and is subject to final design plans, further action by the EPA and natural resource trustees, and the resolution of OxyChem's allocable share with other potentially responsible parties, among other factors.

OxyChem continues to evaluate the estimated costs currently recorded for remediation at the DASS and other Maxus-indemnified sites, as well as the range of reasonably possible additional losses beyond those amounts currently recorded. Given the complexity and extent of the remediation efforts, estimates of the remediation costs may increase or decrease over time as new information becomes available.

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## **NOTE 13 - LAWSUITS, CLAIMS, COMMITMENTS AND CONTINGENCIES**

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#### **LEGAL MATTERS**

Occidental or certain of its subsidiaries are involved, in the normal course of business, in lawsuits, claims and other legal proceedings that seek, among other things, compensation for alleged personal injury, breach of contract, property damage or other losses, punitive damages, civil penalties, or injunctive or declaratory relief. Occidental or certain of its subsidiaries also are involved in proceedings under CERCLA and similar federal, regional, state, provincial, tribal, local and international environmental laws. These environmental proceedings seek funding or performance of remediation and, in some cases, compensation for alleged property damage, natural resource damages, punitive damages, civil penalties, injunctive relief and government oversight costs. Usually Occidental or such subsidiaries are among many companies in these environmental proceedings and have to date been successful in sharing remediation costs with other financially sound companies. Further, some lawsuits, claims and legal proceedings involve acquired or disposed assets with respect to which a third party or Occidental or its subsidiary retains liability or indemnifies the other party for conditions that existed prior to the transaction.

In accordance with applicable accounting guidance, Occidental or its subsidiaries accrue reserves for outstanding lawsuits, claims and proceedings when it is probable that a liability has been incurred and the liability can be reasonably estimated. Reserves for matters, other than for the arbitration award (disclosed below), tax matters or environmental remediation, that satisfy these criteria as of December 31, 2022 and 2021, were not material to Occidental's Consolidated Balance Sheets.



If unfavorable outcomes of these matters were to occur, future results of operations or cash flows for any particular quarterly or annual period could be materially adversely affected. Occidental's estimates are based on information known about the legal matters and its experience in contesting, litigating and settling similar matters. Occidental reassesses the probability and estimability of contingent losses as new information becomes available.

### ANDES ARBITRATION

In 2016, Occidental received payments from the Republic of Ecuador of approximately \$1.0 billion pursuant to a November 2015 arbitration award for Ecuador's 2006 expropriation of Occidental's Participation Contract for Block 15. The awarded amount represented a recovery of Occidental's 60% of the value of Block 15. In 2017, Andes commenced an arbitration, against OEPC, claiming it is entitled to a 40% share of the judgment amount obtained by Occidental. Occidental contended that Andes is not entitled to any of the amounts paid under the 2015 arbitration award because Occidental's recovery was limited to Occidental's own 60% economic interest in the block. On March 26, 2021, the arbitration tribunal issued an award in favor of Andes and against OEPC in the amount of \$391 million plus interest. In June 2021, OEPC filed a motion to vacate the award due to concerns regarding the validity of the award. In December 2021, the U.S. District Court for the Southern District of New York confirmed the arbitration award, plus prejudgment interest, in the aggregate amount of \$558 million. OEPC has appealed the judgment. Oral argument with respect to OEPC's appeal occurred on February 2, 2023, and a ruling is expected later this year. Andes has filed state court claims in New York and Delaware against OEPC, OPC, and OXY USA to attempt to recover on its judgment against OEPC during the pendency of the appeal. All Occidental entities are vigorously defending against these actions. In addition, OEPC commenced an arbitration against Andes to recover significant additional claims not addressed by the prior arbitration tribunal relating to Andes' 40% share of costs, liabilities, losses and expenses due under the parties' agreements. A hearing on these claims occurred in December 2022. A ruling from the arbitration tribunal is expected in the first half of 2023.

### ALDEN LEEDS LITIGATION

In December 2022, the EPA and the DOJ filed a proposed Consent Decree with the Federal District Court in New Jersey in the Alden Leeds litigation seeking court approval of a proposed settlement in which the EPA seeks to release 85 potentially responsible parties from all remediation costs in OU2 and OU4 of the DASS for approximately \$150 million. OxyChem believes the proposed settlement relies, improperly, on an allocation report prepared by an EPA contractor in which the contractor purports to assign a disproportionate share of the responsibility for remediation costs in OU2 and OU4 to OxyChem. In the proposed settlement, the EPA also seeks to bar OxyChem from pursuing contribution claims against the 85 settling parties for remediation costs in OU2 and OU4. The settlement does not address the liability of any party with respect to OU3 or natural resource damages. OxyChem intends to contest the proposed settlement vigorously.

The proposed EPA settlement is subject to a public comment process that closes in March 2023. OxyChem believes the proposed settlement exceeds the EPA's statutory authority and is based on a flawed allocation process. OxyChem also believes that process was unreasonably limited in scope and unreliably based on voluntary reporting by the settling parties, instead of sworn evidence, publicly available sampling results, and historical documents reflecting the operating history and disposal practices of the 85 parties that the EPA proposes to release as part of this settlement. OxyChem expects to show that the EPA's proposed settlement does not fairly and reasonably reflect the settling parties' contribution of hazardous substances to the DASS, and, among other things, incorrectly attributes to OxyChem substances that were contributed by one or more of the 85 settling parties.

OxyChem has sought to intervene in the Alden Leeds proceeding to protect its rights under federal law to challenge the proposed settlement, seek contribution and cost recovery from potentially responsible parties, and obtain a judicial allocation of responsibility under CERCLA. It is unclear when the Court will rule on OxyChem's request to intervene or will address whether the underlying settlement will be approved. In the related CERCLA litigation, OxyChem also intends to defend and prosecute vigorously its right to seek contribution and cost recovery from all potentially responsible parties to pay remediation costs in the DASS. As the Alden Leeds case is in its early stages, OxyChem is unable to estimate the timing of the Court's decision, its outcome, or the outcome of any appeals from the Court's decision.

### MAXUS LIQUIDATING TRUST

As described in [Note 12 – Environmental Liabilities and Expenditures](#), Maxus was contractually obligated to indemnify, defend, and hold harmless OxyChem against environmental liabilities arising from the former operations of DSCC. In June 2016, Maxus filed for bankruptcy protection in the U.S. Bankruptcy Court for the District of Delaware. In June 2017, the Bankruptcy Court approved a Plan of Liquidation to liquidate Maxus and create the Trust for the benefit of Maxus' creditors, including OxyChem, to pursue claims against Maxus' current and former parents, YPF and Repsol, certain of their respective subsidiaries and affiliates, and others to satisfy claims by OxyChem and other creditors for past and future remediation and other costs. In July 2017, the court-approved Plan of Liquidation became final and the Trust became effective. Pursuant to the Plan, the Trust is governed by an independent trustee and is not controlled by OxyChem. The Plan authorizes the Trust to distribute any assets it recovers from such litigation claims to the Trust's beneficiaries, which include OxyChem and other creditors, in accordance with the Plan and governing Trust Agreement.

In June 2018, the trust filed its complaint against YPF and Repsol in Delaware Bankruptcy Court asserting claims based upon, among other things, fraudulent transfer and alter ego. During 2019, the Bankruptcy Court denied Repsol's and YPF's motions to dismiss the complaint as well as their motions to move the case to a different court. These rulings were upheld on appeal. The Trust, YPF, and Repsol each filed motions for summary judgment, and the Bankruptcy Court denied all but one motion in the second quarter of 2022. The Bankruptcy Court's summary judgment decision indicated that, at trial, the Trust must establish a causal link between its claimed damages and the alter ego conduct of Repsol and YPF. OxyChem is currently uncertain what amount of recovery it will ultimately obtain from the Trust. Trial is scheduled for March and April 2023.

## **TAX MATTERS**

During the course of its operations, Occidental is subject to audit by tax authorities for varying periods in various federal, state, local and international tax jurisdictions. Tax years through 2020 for U.S. federal income tax purposes have been audited by the IRS pursuant to its Compliance Assurance Program and subsequent taxable years are currently under review. Tax years through 2014 have been audited for state income tax purposes. Significant audit matters in international jurisdictions have been resolved through 2010. During the course of tax audits, disputes have arisen and other disputes may arise as to facts and matters of law.

For Anadarko, its taxable years through 2014 and tax year 2016 for U.S. federal tax purposes have been audited by the IRS. Tax years through 2010 have been audited for state income tax purposes. There is one outstanding significant tax matter in an international jurisdiction related to a discontinued operation. As stated above, during the course of tax audits, disputes have arisen and other disputes may arise as to facts and matters of law.

Other than the matter discussed below, Occidental believes that the resolution of these outstanding tax matters would not have a material adverse effect on its consolidated financial position or results of operations.

Anadarko received an \$881 million tentative refund in 2016 related to its \$5.2 billion Tronox Adversary Proceeding settlement payment in 2015. In September 2018, Anadarko received a statutory notice of deficiency from the IRS disallowing the net operating loss carryback and rejecting Anadarko's refund claim. As a result, Anadarko filed a petition with the U.S. Tax Court to dispute the disallowances in November 2018. In December 2022, the parties filed competing motions for partial summary judgment. The motions are not fully briefed. Trial is set for May 2023. Occidental expects to continue pursuing resolution.

In accordance with ASC 740's guidance on the accounting for uncertain tax positions, Occidental has recorded no tax benefit on the tentative cash tax refund of \$881 million. As a result, should Occidental not ultimately prevail on the issue, there would be no additional tax expense recorded relative to this position for financial statement purposes other than future interest. However, in that event, Occidental would be required to repay approximately \$1.4 billion in federal taxes, \$28 million in state taxes and accrued interest of \$415 million. A liability for this amount plus interest is included in deferred credits and other liabilities - other.

## **INDEMNITIES TO THIRD PARTIES**

Occidental, its subsidiaries, or both, have indemnified various parties against specified liabilities those parties might incur in the future in connection with purchases and other transactions that they have entered into with Occidental or its subsidiaries. These indemnities usually are contingent upon the other party incurring liabilities that reach specified thresholds. As of December 31, 2022, Occidental is not aware of circumstances that it believes would reasonably be expected to lead to indemnity claims that would result in payments materially in excess of reserves.

## **PURCHASE OBLIGATIONS AND COMMITMENTS**

Occidental, its subsidiaries, or both, have entered into agreements providing for future payments, primarily to secure terminal and pipeline capacity, and also for drilling rigs and services, electrical power, steam and certain chemical raw materials. Occidental has certain other commitments under contracts, guarantees and joint ventures, including purchase commitments for goods and services at market-related prices and certain other contingent liabilities. The amounts that will be paid for such outstanding off-balance sheet purchase obligations as of December 31, 2022 are \$3.0 billion in 2023, \$4.2 billion in 2024 and 2025, \$2.5 billion in 2026 and 2027 and \$2.2 billion in 2028 and thereafter.

## NOTE 14 - STOCKHOLDERS' EQUITY

The following table presents the effects of Occidental's share repurchases as part of the \$3.0 billion stock repurchase plan announced in February 2022, along with other transactions in Occidental's stock:

Period	Exercise of Warrants and Options <sup>(a)</sup>	Other <sup>(b)</sup>	Treasury Stock Purchases <sup>(c)</sup>	Common Stock Outstanding <sup>(d)</sup>
December 31, 2021				934,074,700
First Quarter 2022	1,082,282	2,764,746	(730,746)	937,190,982
Second Quarter 2022	3,409,920	42,342	(11,679,732)	928,963,512
Third Quarter 2022	7,667,545	18,280	(28,571,576)	908,077,761
Fourth Quarter 2022	86,309	18,108	(8,323,234)	899,858,944
Total 2022	12,246,056	2,843,476	(49,305,288)	899,858,944

<sup>(a)</sup> Approximately \$280 million of cash was received as a result of the exercise of common stock warrants and options.

<sup>(b)</sup> Consisted of issuances for the 2015 long-term incentive plan, the OPC savings plan, dividend reinvestment plan and Anadarko restricted stock awards.

<sup>(c)</sup> Included purchases of 1,640,719 shares from the trustee of Occidental's defined contribution savings plan that are not part of publicly announced plans or programs.

<sup>(d)</sup> As of December 31, 2022, Occidental had 104 million outstanding warrants with a strike of \$22 per share and 83.9 million of warrants with a strike of \$59.62 per share.

### TREASURY STOCK

Under the share repurchase program announced and completed in 2022, Occidental purchased 47.7 million shares for \$3.0 billion. Additionally, Occidental purchased shares from the trustee of its defined contribution savings plan in 2022, 2021 and 2020. As of December 31, 2022, 2021 and 2020, treasury stock shares numbered 198.7 million, 149.3 million and 149.1 million, respectively.

### PREFERRED STOCK

In connection with the Anadarko Acquisition, Occidental issued 100,000 shares of series A preferred stock, having a face value of \$100,000 per share and a liquidation preference of \$105,000 per share plus unpaid accrued dividends. The agreement includes a mandatory redemption provision that obligates Occidental to redeem the preferred at 110% of the par value on a dollar-for-dollar basis for every dollar distributed to common shareholders above \$4.00 per share, on a trailing 12-month basis. Occidental cannot voluntarily redeem the preferred shares before August 2029. After August 2029, Occidental can voluntarily redeem the preferred shares at a 5% premium at par. Dividends on the preferred stock will accrue on the face value at a rate per annum of 8%, but will be paid only when, as and if declared by Occidental's Board of Directors. At any time, when such dividends have not been paid in full, the unpaid amounts will accrue dividends, compounded quarterly, at a rate per annum of 9%. Following the payment in full of any accrued but unpaid dividends, the dividend rate will remain at 9% per annum. If preferred dividends are not paid in full, Occidental is prohibited from paying dividends on common stock. Occidental paid \$200 million in preferred stock dividends in each quarter of 2022.

As of December 31, 2022, 2021 and 2020, Occidental had 100,000 shares of preferred stock issued and outstanding.

### BERKSHIRE WARRANT

In connection with the preferred stock issuance, Occidental also issued the Berkshire Warrant. The Berkshire Warrant is exercisable at the holder's option, in whole or in part, until the first anniversary of the date on which no shares of preferred stock remain outstanding, at which time the Berkshire Warrant expires. The holder of the Berkshire Warrant and the preferred stock may redeem the preferred stock as payment for the exercise price of the Warrant in lieu of cash payment upon exercise. As of December 31, 2022, the Berkshire warrant would result in the issuance of 83.9 million shares of Occidental common stock, if exercised in full for its current strike price of \$59.624 per share of Occidental common stock.

### COMMON STOCK WARRANTS

On June 26, 2020, the Board of Directors declared Common Stock Warrants, at a rate of 0.125 warrants per share of Occidental common stock. Occidental issued approximately 116 million Common Stock Warrants on August 3, 2020 to holders of record of outstanding shares of Occidental's common stock as of the close of business on July 6, 2020, and pursuant to Occidental's outstanding equity-based incentive awards in connection with anti-dilution adjustments resulting from such distribution. The Common Stock Warrants have an exercise price of \$22.00 per share and will expire on August 3, 2027. The Common Stock Warrants are listed on the NYSE and trade under the symbol "OXY WS".





The Common Stock Warrants were measured at fair value on the declaration date using the Black-Scholes option model and were classified as equity in "Additional paid-in capital". The following level 2 inputs were used in the Black-Scholes option model: the expected life of the Common Stock Warrants, a volatility factor and the exercise price. The expected life is based on the estimated term of the Common Stock Warrants, the volatility factor is based on historical volatilities of Occidental common stock and the exercise of \$22.00 per share of Occidental common stock.

## EARNINGS PER SHARE

Occidental's instruments containing rights to nonforfeitable dividends granted in stock-based awards are considered participating securities prior to vesting and, therefore, have been deducted from earnings in computing basic and diluted EPS under the two-class method.

Basic EPS was computed by dividing net income attributable to common stock, net of income allocated to participating securities, by the weighted-average number of common shares outstanding during each period, including vested but unissued shares and share units. The computation of diluted EPS reflects the additional dilutive effect of stock options, warrants and unvested stock awards.

The following table presents the calculation of basic and diluted EPS for the years ended December 31:

<i>millions except per share amounts</i>	2022		2021		2020	
Income (loss) from continuing operations	\$	13,304	\$	2,790	\$	(13,533)
Loss from discontinued operations		—		(468)		(1,298)
Net income (loss)	\$	13,304	\$	2,322	\$	(14,831)
Less: Preferred stock dividends		(800)		(800)		(844)
Net income (loss) attributable to common stock	\$	12,504	\$	1,522	\$	(15,675)
Less: Net income allocated to participating securities		(83)		(10)		—
Net income (loss), net of participating securities	\$	12,421	\$	1,512	\$	(15,675)
Weighted-average number of basic shares		926.2		935.0		918.7
<b>Basic earnings (loss) per common share</b>	\$	13.41	\$	1.62	\$	(17.06)
Net income (loss) attributable to common stock	\$	12,504	\$	1,522	\$	(15,675)
Less: Net income allocated to participating securities		(77)		(10)		—
Net income (loss), net of participating securities	\$	12,427	\$	1,512	\$	(15,675)
Weighted-average number of basic shares		926.2		935.0		918.7
Dilutive securities		75.8		23.8		—
Total diluted weighted-average common shares		1,002.0		958.8		918.7
<b>Diluted earnings (loss) per common share</b>	\$	12.40	\$	1.58	\$	(17.06)

As of December 31, 2022, no potentially dilutive shares of Occidental common stock were excluded from the diluted shares. As of December 31, 2021, warrants and options covering 87 million shares of Occidental common stock were excluded from the diluted shares as their effect would have been anti-dilutive.

## ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Accumulated OCI (loss) consisted of the following after-tax amounts as of December 31:

<i>millions</i>	2022		2021	
Foreign currency translation adjustments	\$	(5)	\$	(8)
Derivatives		(25)		(104)
Pension and postretirement adjustments <sup>(a)</sup>		225		(96)
Total	\$	195	\$	(208)

<sup>(a)</sup> See [Note 11 - Retirement and Postretirement Benefit Plans](#) for further information.



## NOTE 15 - STOCK-BASED INCENTIVE PLANS

Occidental issues stock-based awards to employees in accordance with the terms of the Plan, as amended and restated. An aggregate of 133 million shares of Occidental common stock were authorized for issuance and approximately 16.1 million shares had been reserved for issuance for employee awards through December 31, 2022. As of December 31, 2022, approximately 57.0 million shares were available for grants of future awards. The plan requires each share covered by an award (other than options) to be counted as if three shares were issued in determining the number of shares that are available for future awards. Accordingly, the number of shares available for future awards may be less than 57.0 million depending on the type of award granted, and shares available for future awards may increase by the number of shares that are forfeited, canceled, or correspond to the portion of any stock-based awards settled in cash, including awards that were issued under a previous plan that remain outstanding. Current outstanding awards include RSUs, stock options, CROCEI awards and TSRI awards.

During 2022, non-employee directors were granted awards for 33,575 shares of common stock. Compensation expense for these awards was measured using the closing quoted market price of Occidental's common stock on the grant date and was fully recognized at that time.

Occidental incurred expenses of \$258 million, \$287 million and \$202 million related to stock-based incentive plans in the years ended December 31, 2022, 2021, and 2020, respectively. The income tax benefit associated with this expense was \$54 million, \$60 million and \$42 million in the years ended December 31, 2022, 2021, and 2020, respectively.

As of December 31, 2022, unrecognized compensation expense for all unvested stock-based incentive awards was \$236 million. This expense is expected to be recognized over a weighted-average period of 1.8 years. Occidental accounts for forfeitures as they occur.

### RESTRICTED STOCK UNITS

Certain employees are awarded the right to receive RSUs, some of which have performance criteria, and are in the form of, or equivalent in value to, actual shares of Occidental common stock. Depending on their terms, RSUs may be settled in stock or may be cash settled liabilities. These awards vest from one to three years following the grant date. For certain RSUs, dividend equivalents are paid during the vesting period.

### CASH-SETTLED RSU LIABILITY AWARDS

The weighted-average, grant-date fair values of cash-settled RSUs granted in 2022, 2021 and 2020 were \$47.41, \$25.83 and \$40.86 per share, respectively. Cash-settled RSUs resulted in payments of \$203 million, \$4 million and \$3 million, during the years ended December 31, 2022, 2021 and 2020, respectively.

### STOCK-SETTLED RSU EQUITY AWARDS

The weighted-average, grant-date fair values of the stock-settled RSUs granted in 2022, 2021, and 2020 were \$45.14, \$25.45 and \$41.60, respectively. The fair value of RSUs settled in shares during the years ended December 31, 2022, 2021 and 2020 was \$160 million, \$70 million and \$62 million, respectively.

A summary of changes in Occidental's unvested cash- and stock-settled RSUs during the year ended December 31, 2022, is presented below:

<i>thousands, except fair values</i>	Cash-Settled			Stock-Settled		
	RSUs	Weighted-Average Grant-Date Fair Value		RSUs	Weighted-Average Grant-Date Fair Value	
Unvested as of January 1	5,375	\$	41.44	8,589	\$	33.10
Granted	150	\$	47.41	4,362	\$	45.14
Vested	(5,188)	\$	41.86	(3,654)	\$	38.04
Forfeitures	(39)	\$	35.80	(403)	\$	39.09
Unvested as of December 31	298	\$	37.96	8,894	\$	36.70

### TOTAL SHAREHOLDER RETURN INCENTIVE AWARDS

Certain executives are awarded TSRIs that vest at the end of a three-year period following the grant date. Payout is based upon Occidental's absolute total shareholder return and performance relative to its peers. TSRIs have payouts that range from 0% to 200% of the target award and settle in stock once certified. Dividend equivalents for TSRIs are accumulated and paid upon certification of the award. The fair value of TSRIs settled in shares during the years ended December 31, 2022, 2021 and 2020 was zero, \$4 million and \$9 million, respectively.





The fair values of TSRIs are initially determined on the grant date using a Monte Carlo simulation model based on Occidental's assumptions, noted in the following table, and the volatility from corresponding peer group companies. The expected life is based on the Term. The risk-free interest rate is the implied yield available on zero coupon Treasury notes at the time of grant with a remaining term equal to the Term. The dividend yield is the expected annual dividend yield over the Term, expressed as a percentage of the stock price on the grant date. Estimates of fair value may not accurately predict the value ultimately realized by the employees who receive the awards, and the ultimate value may not be indicative of the reasonableness of the original estimates of fair value made by Occidental.

The grant-date assumptions used in the Monte Carlo simulation models for the estimated payout level of TSRIs were as follows:

	2022		2021		TSRIs	
					2020	
<b>Assumptions used:</b>						
Risk-free interest rate		1.7%		0.2%		1.4%
Volatility factor		80%		75%		26%
Expected life (years)		2.89		2.88		3.00
Grant-date fair value of underlying Occidental common stock	\$	42.98	\$	25.39	\$	41.60

A summary of changes in Occidental's unvested TSRIs during the year ended December 31, 2022 is presented below:

<i>thousands, except fair values</i>	Awards		Weighted-Average Grant-Date Fair Value of Occidental Stock		TSRIs	
Unvested as of January 1		1,769	\$			43.12
Granted		403	\$			42.98
Vested <sup>(a)</sup>		(520)	\$			67.19
Forfeitures		(9)	\$			35.43
Unvested as of December 31		1,643	\$			35.51

<sup>(a)</sup> Presented at the target payouts. No payouts occurred in 2022.

## STOCK OPTIONS

Certain employees are granted options that vest over three years, expire on the tenth anniversary of the grant date, and settle in stock. Exercise prices of the options were equal to the quoted market value of Occidental's stock on the grant date. The inputs to this and results of this model are presented below:

	2022		2021		Options	
					2020	
<b>Assumptions used:</b>						
Risk-free interest rate		1.87%		0.7%		1.4%
Volatility factor		58%		55%		25%
Expected life (years)		6.02		6.00		6.00
Dividend yield		0.09%		0.16%		7.60%
Exercise price	\$	42.98	\$	25.39	\$	41.60
Grant-date fair value of underlying Occidental common stock	\$	23.39	\$	12.72	\$	3.19



A summary of Occidental's outstanding stock options as of December 31, 2022 and changes during the year ended December 31, 2022 is presented below:

<i>thousands, except fair values</i>	Vested		Unvested	
	Options	Weighted Average Strike Price	Options	Weighted Average Strike Price
January 1	2,236	\$ 49.13	1,430	\$ 35.52
Granted	—	\$ —	286	\$ 42.98
Vested	641	\$ 36.68	(641)	\$ 36.68
Forfeited	(551)	\$ 76.96	—	\$ —
Exercised	(673)	\$ 39.78	—	\$ —
December 31	1,653	\$ 38.83	1,075	\$ 36.82

The intrinsic value of options exercised in 2022 was \$17 million. No options were exercised during the years ended December 31, 2021 and 2020. As of December 31, 2022, the remaining life of fully vested options was 5.9 years.

### CASH RETURN ON CAPITAL EMPLOYED INCENTIVE AWARDS

Certain executives are awarded CROCEI awards that vest at the end of a three-year period if performance targets based on CROCE are met. These awards are settled in stock upon certification of the performance target, with payouts that range from 0% to 200% of the target award. Dividend equivalents are accumulated and paid upon certification of the award. A summary of changes in Occidental's unvested CROCEI during the year ended December 31, 2022 is presented below:

<i>thousands, except fair values</i>	CROCEI	
	Awards	Weighted-Average Grant-Date Fair Value of Occidental Stock
Unvested as of January 1	418	\$ 33.03
Granted	156	\$ 42.98
Unvested as of December 31	574	\$ 35.73

## NOTE 16 - INDUSTRY SEGMENTS AND GEOGRAPHIC AREAS

Occidental conducts its operations through three segments: (1) oil and gas; (2) chemical; and (3) midstream and marketing. The factors used to identify these segments are based on the nature of the operations that are undertaken in each segment. Income taxes, interest income, interest expense, environmental remediation expenses, Anadarko Acquisition-related costs and unallocated corporate expenses are included under corporate and eliminations. Intersegment sales eliminate upon consolidation and are generally made at prices approximating those that the selling entity would be able to obtain in third-party transactions. Identifiable assets are those assets used in the operations of the segments. Corporate assets consist of cash and restricted cash, certain corporate receivables and PP&E. The chief operating decision maker analyzes each segment's operating results to make decisions about resources to be allocated to the segment and to assess its performance as well as Occidental's overall performance.

<i>millions</i>	Oil and gas	Chemical	Midstream and marketing	Corporate and eliminations	Total
<b>Year ended December 31, 2022</b>					
Net sales	\$ 27,165	\$ 6,757	\$ 4,136	\$ (1,424)	\$ 36,634
Income (loss) from continuing operations before income taxes	\$ 12,803 <sup>(a)</sup>	\$ 2,508	\$ 273 <sup>(b)</sup>	\$ (1,467) <sup>(c)</sup>	\$ 14,117
Income tax expense	—	—	—	(813) <sup>(d)</sup>	(813)
Income (loss) from continuing operations	\$ 12,803	\$ 2,508	\$ 273	\$ (2,280)	\$ 13,304
Investments in unconsolidated entities	\$ 142	\$ 578	\$ 2,456	—	\$ 3,176
Property, plant and equipment additions <sup>(e)</sup>	\$ 3,898	\$ 331	\$ 270	\$ 67	\$ 4,566
Depreciation, depletion and amortization	\$ 6,179	\$ 370	\$ 328	\$ 49	\$ 6,926
Total assets	\$ 54,058	\$ 4,558	\$ 12,076	\$ 1,917	\$ 72,609
<b>Year ended December 31, 2021</b>					
Net sales	\$ 18,941	\$ 5,246	\$ 2,863	\$ (1,094)	\$ 25,956
Income (loss) from continuing operations before income taxes	\$ 4,145 <sup>(a)</sup>	\$ 1,544	\$ 257 <sup>(b)</sup>	\$ (2,241) <sup>(c)</sup>	\$ 3,705
Income tax benefit	—	—	—	(915) <sup>(d)</sup>	(915)
Income (loss) from continuing operations	\$ 4,145	\$ 1,544	\$ 257	\$ (3,156)	\$ 2,790
Investments in unconsolidated entities	\$ 154	\$ 608	\$ 2,176	—	\$ 2,938
Property, plant and equipment additions <sup>(e)</sup>	\$ 2,458	\$ 316	\$ 107	\$ 50	\$ 2,931
Depreciation, depletion and amortization	\$ 7,741	\$ 343	\$ 325	\$ 38	\$ 8,447
Total assets	\$ 56,132	\$ 4,671	\$ 11,132	\$ 3,101	\$ 75,036
<b>Year ended December 31, 2020</b>					
Net sales	\$ 13,066	\$ 3,733	\$ 1,768	\$ (758)	\$ 17,809
Income (loss) from continuing operations before income taxes	\$ (9,632) <sup>(a)</sup>	\$ 664	\$ (4,175) <sup>(b)</sup>	\$ (2,562) <sup>(c)</sup>	\$ (15,705)
Income tax expense	—	—	—	2,172 <sup>(d)</sup>	2,172
Income (loss) from continuing operations	\$ (9,632)	\$ 664	\$ (4,175)	\$ (390)	\$ (13,533)
Investments in unconsolidated entities	\$ 168	\$ 645	\$ 2,437	—	\$ 3,250
Property, plant and equipment additions <sup>(e)</sup>	\$ 2,279	\$ 261	\$ 50	\$ 29	\$ 2,619
Depreciation, depletion and amortization	\$ 7,414	\$ 356	\$ 312	\$ 15	\$ 8,097
Total assets	\$ 62,931	\$ 4,326	\$ 9,856	\$ 2,951	\$ 80,064

<sup>(a)</sup> The 2022 amount included \$148 million of gains, primarily related to the sale of certain non-strategic assets in the Permian Basin. The 2022 amount included \$55 million related to post-closing consideration earned from 2020 asset sales as a result of certain production and pricing targets being met as well as the closing of the sale of certain assets that were negotiated with the 2020 Colombia divestiture. The 2021 amount included \$282 million of asset impairments and \$280 million of net oil, gas and CO<sub>2</sub> derivative losses. The 2020 amount included \$7.1 billion related to asset impairments and net asset sale losses of \$1.6 billion, partially offset by a \$1.1 billion gain on the oil and gas collars and calls and a loss on the sale of Occidental's Colombia assets of \$353 million.

<sup>(b)</sup> The 2022 amount included \$259 million of net derivative mark-to-market losses, \$62 million relating to a gain on the sale of 10 million limited partner units in WES and a \$36 million gain on the sale of a joint venture. The 2021 amount included \$252 million in derivative mark-to-market losses and \$124 million of gains on sales, primarily from the sale of 11.5 million limited partner units in WES. The 2020 amount included \$2.7 billion of other-than-temporary impairment of WES equity



investment and \$1.4 billion of impairments related to the write-off of goodwill and a \$236 million loss from an equity investment related to WES' write-off of its goodwill.

- (c) The 2022 amount included a tax benefit of \$2.7 billion in connection with Occidental's legal entity reorganization, which is further discussed in the Income Taxes section of the Management's Discussion and Analysis of Financial Condition and Results of Operations section under Part II, Item 7, of this Form 10-K and Note 10 - Income Taxes in the Notes to Consolidated Financial Statements in Part II Item 8 of this Form 10-K, as well as \$317 million of net gains on interest rate swaps, \$149 million of net gains on early debt extinguishment and \$89 million of Anadarko acquisition-related costs. The 2021 amount included \$153 million of Anadarko acquisition-related costs, \$122 million net derivative mark-to-market gains on interest rate swaps and \$118 million of early debt extinguishment expenses. The 2020 amount included \$339 million in expenses related to Anadarko Acquisition-related costs and a \$428 million loss on interest rate swaps.
- (d) Included all foreign and domestic income taxes from continuing operations.
- (e) Included capital expenditures and capitalized interest, but excluded acquisition and disposition of assets.

## GEOGRAPHIC AREAS

<i>millions</i>	Property, plant and equipment, net		
	2022	2021	2020
For the years ended December 31,			
United States	\$ 51,706	\$ 53,197	\$ 59,016
International			
UAE	3,663	3,645	3,737
Oman	2,159	2,055	1,901
Algeria	350	496	664
Qatar	428	468	510
Other International	78	69	61
Total International	6,678	6,733	6,873
Total	\$ 58,384	\$ 59,930	\$ 65,889



## Supplemental Oil and Gas Information

### OIL AND GAS RESERVES

The following tables set forth Occidental's net interests in quantities of proved developed and undeveloped reserves of oil, NGL and natural gas and changes in such quantities. Proved oil, NGL and natural gas reserves were estimated using the unweighted arithmetic average of the first-day-of-the-month price for each month within the year, unless prices were defined by contractual arrangements. Oil, NGL and natural gas prices used for this purpose were based on posted benchmark prices and adjusted for price differentials including gravity, quality and transportation costs. The following table shows the pricing used in the reserve analysis for the periods presented:

		2022		2021		2020
<b>Average WTI Oil (\$/Bbl)</b>	\$	<b>93.67</b>	\$	66.56	\$	39.57
<b>Average Brent Oil (\$/Bbl)</b>	\$	<b>97.77</b>	\$	69.24	\$	43.41
<b>Average Henry Hub Natural Gas (\$/MMbtu)</b>	\$	<b>6.36</b>	\$	3.60	\$	1.98
<b>Average Mt. Belvieu NGL (\$/Bbl)</b>	\$	<b>47.81</b>	\$	44.22	\$	18.74

Reserves are stated net of applicable royalties. Estimated reserves include Occidental's economic interests under PSCs and other similar economic arrangements. In addition, discussions of oil and gas production or volumes, in general, refer to sales volumes unless the context requires or it is indicated otherwise.

Prices for oil, NGL and natural gas fluctuate widely. Historically, the markets for oil, NGL and natural gas and refined products have been volatile and may continue to be volatile in the future. Prolonged declines in oil, NGL and natural gas prices would reduce Occidental's operating results and cash flows and could impact its future rate of growth and the recoverability of the carrying value of its assets.

**OIL RESERVES <sup>(a)</sup>**

<i>MMbbl</i>	United States	International	Total
<b>PROVED DEVELOPED AND UNDEVELOPED RESERVES</b>			
<b>Balance as of December 31, 2019</b>	1,570	469	2,039
Revisions of previous estimates	(283)	(1)	(284)
Improved recovery	82	18	100
Extensions and discoveries	9	5	14
Purchases of proved reserves	2	—	2
Sales of proved reserves	(31)	(101)	(132)
Production	(205)	(59)	(264)
<b>Balance as of December 31, 2020</b>	1,144	331	1,475
Revisions of previous estimates	382	4	386
Improved recovery	6	13	19
Extensions and discoveries	88	1	89
Purchases of proved reserves	33	—	33
Sales of proved reserves	(5)	—	(5)
Production	(182)	(44)	(226)
<b>Balance as of December 31, 2021</b>	1,466	305	1,771
Revisions of previous estimates <sup>(b)</sup>	215	(5)	210
Improved recovery	57	9	66
Extensions and discoveries	89	6	95
Purchases of proved reserves	7	—	7
Sales of proved reserves	(10)	—	(10)
Production	(185)	(41)	(226)
<b>Balance as of December 31, 2022</b>	1,639	274	1,913
<b>PROVED DEVELOPED RESERVES</b>			
December 31, 2019	1,206	371	1,577
December 31, 2020	917	251	1,168
December 31, 2021	1,140	226	1,366
<b>December 31, 2022</b>	1,208	200	1,408
<b>PROVED UNDEVELOPED RESERVES</b>			
December 31, 2019	364	98	462
December 31, 2020	227	80	307
December 31, 2021	326	79	405
<b>December 31, 2022</b>	431	74	505

<sup>(a)</sup> Excluded reserve amounts related to discontinued operations and held for sale assets in 2020 and 2019. Proved reserves for held for sale assets as of December 31, 2021 were immaterial.

<sup>(b)</sup> Revisions of previous estimates in 2022 included the effects of new infill drilling, price revisions and other updates, including changes in reservoir performance, economic conditions, and development plans. Positive revisions of 164 MMbbl were related to additions associated with infill development projects, primarily in the Permian Basin (122 MMbbl) and the DJ Basin (33 MMbbl). Another 72 MMbbl of positive price revisions were primarily in the Permian Basin (83 MMbbl) and the Gulf of Mexico (6 MMbbl), partially offset by negative price revisions of 22 MMbbl related to PSCs. Further positive revisions of 34 MMbbl were associated with updates based on reservoir performance (30MMbbl) and changes in development plans (4 MMbbl). The positive revisions were offset by negative revisions associated with various other cost and interest related revisions (60 MMbbl).

**NGL RESERVES <sup>(a)</sup>**

<i>MMbbl</i>	United States	International	Total
<b>PROVED DEVELOPED AND UNDEVELOPED RESERVES</b>			
<b>Balance as of December 31, 2019</b>	540	208	748
Revisions of previous estimates	(90)	10	(80)
Improved recovery	32	10	42
Extensions and discoveries	2	—	2
Purchases of proved reserves	1	—	1
Sales of proved reserves	(20)	—	(20)
Production	(81)	(13)	(94)
<b>Balance as of December 31, 2020</b>	384	215	599
Revisions of previous estimates	227	(1)	226
Improved recovery	—	—	—
Extensions and discoveries	27	—	27
Purchases of proved reserves	7	—	7
Sales of proved reserves	(2)	—	(2)
Production	(79)	(12)	(91)
<b>Balance as of December 31, 2021</b>	564	202	766
Revisions of previous estimates <sup>(b)</sup>	126	2	128
Improved recovery	13	—	13
Extensions and discoveries	36	—	36
Purchases of proved reserves	2	—	2
Sales of proved reserves	(4)	—	(4)
Production	(83)	(12)	(95)
<b>Balance as of December 31, 2022</b>	654	192	846
<b>PROVED DEVELOPED RESERVES</b>			
December 31, 2019	406	147	553
December 31, 2020	314	138	452
December 31, 2021	433	125	558
<b>December 31, 2022</b>	444	120	564
<b>PROVED UNDEVELOPED RESERVES</b>			
December 31, 2019	134	61	195
December 31, 2020	70	77	147
December 31, 2021	131	77	208
<b>December 31, 2022</b>	210	72	282

<sup>(a)</sup> Excluded reserve amounts related to discontinued operations and held for sale assets in 2020 and 2019. Proved reserves for held for sale assets as of December 31, 2021 were immaterial.

<sup>(b)</sup> Revisions of previous estimates in 2022 included the effects of new infill drilling, price revisions and other updates, including changes in reservoir performance, economic conditions and development plans. Positive revisions of 80 MMbbl were related to additions associated with infill development projects, primarily in the Permian Basin (56 MMbbl) and the DJ Basin (24 MMbbl). Another 30 MMbbl of positive price revisions were primarily in the Permian Basin. Further positive revisions of 36 MMbbl were primarily associated with updates based on reservoir performance. The positive revisions were offset by negative revisions associated with various other cost and interest related revisions (18 MMbbl).

**NATURAL GAS RESERVES** <sup>(a)</sup>

<i>Bcf</i>	United States	International	Total
<b>PROVED DEVELOPED AND UNDEVELOPED RESERVES</b>			
<b>Balance as of December 31, 2019</b>	4,128	2,572	6,700
Revisions of previous estimates	(823)	102	(721)
Improved recovery	183	103	286
Extensions and discoveries	38	—	38
Purchases of proved reserves	4	—	4
Sales of proved reserves	(523)	(9)	(532)
Production	(561)	(195)	(756)
<b>Balance as of December 31, 2020</b>	2,446	2,573	5,019
Revisions of previous estimates	1,274	27	1,301
Improved recovery	3	3	6
Extensions and discoveries	176	—	176
Purchases of proved reserves	22	—	22
Sales of proved reserves	(25)	—	(25)
Production	(477)	(172)	(649)
<b>Balance as of December 31, 2021</b>	3,419	2,431	5,850
Revisions of previous estimates <sup>(b)</sup>	<b>841</b>	<b>(30)</b>	<b>811</b>
Improved recovery	<b>51</b>	<b>17</b>	<b>68</b>
Extensions and discoveries	<b>244</b>	<b>23</b>	<b>267</b>
Purchases of proved reserves	<b>8</b>	<b>—</b>	<b>8</b>
Sales of proved reserves	<b>(45)</b>	<b>—</b>	<b>(45)</b>
Production	<b>(445)</b>	<b>(164)</b>	<b>(609)</b>
<b>Balance as of December 31, 2022</b>	<b>4,073</b>	<b>2,277</b>	<b>6,350</b>
<b>PROVED DEVELOPED RESERVES</b>			
December 31, 2019	3,198	2,007	5,205
December 31, 2020	2,028	1,846	3,874
December 31, 2021	2,632	1,705	4,337
<b>December 31, 2022</b>	<b>2,761</b>	<b>1,597</b>	<b>4,358</b>
<b>PROVED UNDEVELOPED RESERVES</b>			
December 31, 2019	930	565	1,495
December 31, 2020	418	727	1,145
December 31, 2021	787	726	1,513
<b>December 31, 2022</b>	<b>1,312</b>	<b>680</b>	<b>1,992</b>

<sup>(a)</sup> Excluded reserve amounts related to discontinued operations and held for sale assets in 2020 and 2019. Proved reserves for held for sale assets as of December 31, 2021 were immaterial.

<sup>(b)</sup> Revisions of previous estimates in 2022 included the effects of new infill drilling, price revisions and other updates, including changes in reservoir performance, economic conditions and development plans. Positive revisions of 545 Bcf were related to additions associated with infill development projects, primarily in the Permian Basin (322 Bcf) and the DJ Basin (221 Bcf). Another 200 Bcf of positive price revisions were primarily in the Permian Basin (205 Bcf) and the DJ Basin (11 Bcf), partially offset by negative price revisions of 31 Bcf related to PSCs. Further positive revisions of 193 Bcf were associated with updates based on reservoir performance (163 Bcf), interest related revisions (21 Bcf) and changes in development plans (9 Bcf). The positive revisions were offset by negative revisions associated with various other cost related revisions (127 Bcf).



**TOTAL RESERVES <sup>(a)</sup>**

<i>MMboe <sup>(b)</sup></i>	United States	International	Total
<b>PROVED DEVELOPED AND UNDEVELOPED RESERVES</b>			
<b>Balance as of December 31, 2019</b>	2,798	1,106	3,904
Revisions of previous estimates	(510)	26	(484)
Improved recovery	145	45	190
Extensions and discoveries	17	5	22
Purchases of proved reserves	4	—	4
Sales of proved reserves	(138)	(103)	(241)
Production	(380)	(104)	(484)
<b>Balance as of December 31, 2020</b>	1,936	975	2,911
Revisions of previous estimates	821	8	829
Improved recovery	7	13	20
Extensions and discoveries	144	1	145
Purchases of proved reserves	44	—	44
Sales of proved reserves	(11)	—	(11)
Production	(341)	(85)	(426)
<b>Balance as of December 31, 2021</b>	2,600	912	3,512
Revisions of previous estimates <sup>(c)</sup>	481	(7)	474
Improved recovery	78	11	89
Extensions and discoveries	166	10	176
Purchases of proved reserves	10	—	10
Sales of proved reserves	(21)	—	(21)
Production	(342)	(81)	(423)
<b>Balance as of December 31, 2022</b>	<b>2,972</b>	<b>845</b>	<b>3,817</b>
<b>PROVED DEVELOPED RESERVES</b>			
December 31, 2019	2,145	853	2,998
December 31, 2020	1,569	697	2,266
December 31, 2021	2,012	635	2,647
<b>December 31, 2022</b>	<b>2,112</b>	<b>586</b>	<b>2,698</b>
<b>PROVED UNDEVELOPED RESERVES</b>			
December 31, 2019	653	253	906
December 31, 2020	367	278	645
December 31, 2021	588	277	865
<b>December 31, 2022</b>	<b>860</b>	<b>259</b>	<b>1,119</b>

<sup>(a)</sup> Excluded reserve amounts related to discontinued operations and held for sale assets in 2020 and 2019. Proved reserves for held for sale assets as of December 31, 2021 were immaterial.

<sup>(b)</sup> Natural gas volumes have been converted to Boe based on an energy content of six Mcf of gas to one barrel of oil. Conversion to Boe does not necessarily result in price equivalency.

<sup>(c)</sup> Revisions of previous estimates in 2022 included the effects of new infill drilling, price revisions and other updates, including changes in reservoir performance, economic conditions and development plans. Positive revisions of 335 MMboe were related to additions associated with infill development projects, primarily in the Permian Basin (232 MMboe) and the DJ Basin (94 MMboe). Another 136 MMboe of positive price revisions were primarily in the Permian Basin (147 MMboe), the Gulf of Mexico (8 MMboe) and the DJ Basin (4 MMboe), partially offset by negative price revisions of 29 MMboe related to PSCs. Further positive revisions of 98 MMboe were associated with updates based on reservoir performance (93 MMboe) and changes in development plans (5 MMboe). The positive revisions were offset by negative revisions associated with various other cost and interest related revisions (95 MMboe).

**CAPITALIZED COSTS**

Capitalized costs relating to oil and gas producing activities and related accumulated DD&amp;A were as follows:

<i>millions</i>		United States		International		Total
<b>December 31, 2022</b>						
Proved properties	\$	71,314	\$	15,733	\$	87,047
Unproved properties		17,251		189		17,440
<b>Total capitalized costs</b> <sup>(a)</sup>		<b>88,565</b>		<b>15,922</b>		<b>104,487</b>
Proved properties depreciation, depletion and amortization		(36,727)		(12,373)		(49,100)
Unproved properties valuation		(4,781)		(27)		(4,808)
Total Accumulated depreciation, depletion and amortization		(41,508)		(12,400)		(53,908)
<b>Net capitalized costs</b>	\$	<b>47,057</b>	\$	<b>3,522</b>	\$	<b>50,579</b>
<b>December 31, 2021</b>						
Proved properties	\$	66,443	\$	15,232	\$	81,675
Unproved properties		19,423		153		19,576
<b>Total capitalized costs</b> <sup>(a)</sup>		<b>85,866</b>		<b>15,385</b>		<b>101,251</b>
Proved properties depreciation, depletion and amortization		(32,355)		(11,821)		(44,176)
Unproved properties valuation		(4,789)		(27)		(4,816)
Total Accumulated depreciation, depletion and amortization		(37,144)		(11,848)		(48,992)
<b>Net capitalized costs</b>	\$	<b>48,722</b>	\$	<b>3,537</b>	\$	<b>52,259</b>
<b>December 31, 2020</b>						
Proved properties	\$	63,988	\$	14,548	\$	78,536
Unproved properties		23,713		205		23,918
<b>Total capitalized costs</b> <sup>(a,b)</sup>		<b>87,701</b>		<b>14,753</b>		<b>102,454</b>
Proved properties depreciation, depletion and amortization		(27,914)		(11,140)		(39,054)
Unproved properties valuation		(5,285)		(27)		(5,312)
Total Accumulated depreciation, depletion and amortization		(33,199)		(11,167)		(44,366)
<b>Net capitalized costs</b>	\$	<b>54,502</b>	\$	<b>3,586</b>	\$	<b>58,088</b>

<sup>(a)</sup> Included acquisition costs, development costs, capitalized interest and AROs.<sup>(b)</sup> Excluded capitalized costs related to Ghana, which was presented as held for sale as of December 31, 2020.

**COSTS INCURRED**

Costs incurred in oil and gas property acquisition, exploration and development activities, whether capitalized or expensed, were as follows:

<i>millions</i>	United States		International		Total
<b>December 31, 2022</b>					
Property acquisition costs <sup>(a)</sup>					
Proved properties	\$	496	\$	3	\$ 499
Unproved properties		488		—	488
Exploration costs		279		175	454
Development costs		3,083		423	3,506
<b>Costs incurred</b>	<b>\$</b>	<b>4,346</b>	<b>\$</b>	<b>601</b>	<b>\$ 4,947</b>
<b>December 31, 2021 <sup>(b)</sup></b>					
Property acquisition costs					
Proved properties	\$	378	\$	1	\$ 379
Unproved properties		51		—	51
Exploration costs		147		143	290
Development costs		1,749		366	2,115
<b>Costs incurred</b>	<b>\$</b>	<b>2,325</b>	<b>\$</b>	<b>510</b>	<b>\$ 2,835</b>
<b>December 31, 2020 <sup>(b)</sup></b>					
Property acquisition costs					
Proved properties	\$	7	\$	35	\$ 42
Unproved properties		41		24	65
Exploration costs		117		95	212
Development costs		1,376		466	1,842
<b>Costs incurred</b>	<b>\$</b>	<b>1,541</b>	<b>\$</b>	<b>620</b>	<b>\$ 2,161</b>

<sup>(a)</sup> Included \$340 million in property acquisition costs related to non-monetary exchange transactions.<sup>(b)</sup> Excluded costs incurred related to the South Africa (sold 2020) and Ghana (sold 2021) assets.

**RESULTS OF OPERATIONS**

Occidental's oil and gas producing activities for continuing operations, which exclude items such as asset divestitures, corporate overhead, interest and royalties, were as follows:

<i>millions</i>	United States		International <sup>(a)</sup>		Total
<b>FOR THE YEAR ENDED DECEMBER 31, 2022</b>					
Revenues <sup>(b)</sup>	\$	22,487	\$	4,671	\$ 27,158
Lease operating costs		3,050		978	4,028
Transportation costs		1,324		69	1,393
Other operating expenses		981		235	1,216
Depreciation, depletion and amortization		5,608		571	6,179
Taxes other than on income		1,236		299	1,535
Exploration expenses		113		103	216
<b>Pretax income (loss)</b>		<b>10,175</b>		<b>2,416</b>	<b>12,591</b>
Income tax expense (benefit) <sup>(c)</sup>		2,213		964	3,177
<b>Results of operations</b>	\$	<b>7,962</b>	\$	<b>1,452</b>	\$ <b>9,414</b>
<b>FOR THE YEAR ENDED DECEMBER 31, 2021</b>					
Revenues <sup>(b)</sup>	\$	15,817	\$	3,462	\$ 19,279
Lease operating costs		2,341		883	3,224
Transportation costs		1,306		65	1,371
Other operating expenses		896		176	1,072
Depreciation, depletion and amortization		7,053		687	7,740
Taxes other than on income		785		209	994
Exploration expenses		158		94	252
Oil and gas mark-to-market - Collars and CO <sub>2</sub>		280		—	280
<b>Pretax income (loss) before impairments and other charges</b>		<b>2,998</b>		<b>1,348</b>	<b>4,346</b>
Asset impairments and other charges		282		—	282
<b>Pretax income (loss)</b>		<b>2,716</b>		<b>1,348</b>	<b>4,064</b>
Income tax expense (benefit) <sup>(c)</sup>		508		656	1,164
<b>Results of operations</b>	\$	<b>2,208</b>	\$	<b>692</b>	\$ <b>2,900</b>
<b>FOR THE YEAR ENDED DECEMBER 31, 2020</b>					
Revenues <sup>(b)</sup>	\$	9,058	\$	2,947	\$ 12,005
Lease operating costs		2,169		921	3,090
Transportation costs		1,425		72	1,497
Other operating expenses		960		221	1,181
Depreciation, depletion and amortization		6,611		803	7,414
Taxes other than on income		503		111	614
Exploration expenses		68		64	132
Oil and gas mark-to-market - Collars and CO <sub>2</sub>		(1,089)		—	(1,089)
<b>Pretax income (loss) before impairments and other charges</b>		<b>(1,589)</b>		<b>755</b>	<b>(834)</b>
Asset impairments and other charges		5,973		1,208	7,181
<b>Pretax income (loss)</b>		<b>(7,562)</b>		<b>(453)</b>	<b>(8,015)</b>
Income tax expense (benefit) <sup>(c)</sup>		(1,663)		428	(1,235)
<b>Results of operations</b>	\$	<b>(5,899)</b>	\$	<b>(881)</b>	\$ <b>(6,780)</b>

<sup>(a)</sup> Results of operations excluded discontinued operations related to South Africa (sold 2020) and Ghana (sold 2021) assets.

<sup>(b)</sup> Revenues are net of royalty payments.

<sup>(c)</sup> U.S. federal income taxes reflect certain expenses related to oil and gas activities allocated for U.S. income tax purposes. These amounts are computed using the statutory rate in effect during the period.

**RESULTS PER UNIT OF PRODUCTION FOR CONTINUING OPERATIONS**

\$/Boe <sup>(a)</sup>	United States		International <sup>(b)</sup>		Total
<b>FOR THE YEAR ENDED DECEMBER 31, 2022</b>					
Revenues <sup>(c)</sup>	\$	65.77	\$	57.67	\$ 64.22
Lease operating costs		8.92		12.07	9.52
Transportation costs		3.87		0.85	3.29
Other operating expenses		2.87		2.90	2.88
Depreciation, depletion and amortization		16.40		7.05	14.61
Taxes other than on income		3.61		3.69	3.63
Exploration expenses		0.33		1.27	0.51
<b>Pretax income (loss)</b>		<b>29.77</b>		<b>29.84</b>	<b>29.78</b>
Income tax expense <sup>(d)</sup>		6.47		11.90	7.51
<b>Results of operations</b>	<b>\$</b>	<b>23.30</b>	<b>\$</b>	<b>17.94</b>	<b>\$ 22.27</b>
<b>FOR THE YEAR ENDED DECEMBER 31, 2021</b>					
Revenues <sup>(c)</sup>	\$	46.42	\$	40.82	\$ 45.31
Lease operating costs		6.87		10.41	7.58
Transportation costs		3.83		0.76	3.22
Other operating expenses		2.63		2.08	2.52
Depreciation, depletion and amortization		20.70		8.10	18.19
Taxes other than on income		2.30		2.47	2.34
Exploration expenses		0.46		1.10	0.59
Oil and gas mark-to-market - Collars and CO <sub>2</sub>		0.82		—	0.66
<b>Pretax income (loss) before impairments and other charges</b>		<b>8.81</b>		<b>15.90</b>	<b>10.21</b>
Asset impairments and other charges		0.83		—	0.66
<b>Pretax income (loss)</b>		<b>7.98</b>		<b>15.90</b>	<b>9.55</b>
Income tax expense <sup>(d)</sup>		1.49		7.73	2.73
<b>Results of operations</b>	<b>\$</b>	<b>6.49</b>	<b>\$</b>	<b>8.17</b>	<b>\$ 6.82</b>
<b>FOR THE YEAR ENDED DECEMBER 31, 2020</b>					
Revenues <sup>(c)</sup>	\$	23.86	\$	28.15	\$ 24.79
Lease operating costs		5.71		8.80	6.38
Transportation costs		3.75		0.69	3.09
Other operating expenses		2.53		2.11	2.44
Depreciation, depletion and amortization		17.41		7.67	15.31
Taxes other than on income		1.32		1.06	1.27
Exploration expenses		0.18		0.61	0.27
Oil and gas mark-to-market - CO <sub>2</sub>		(2.87)		—	(2.25)
<b>Pretax income (loss) before impairments and other charges</b>		<b>(4.17)</b>		<b>7.21</b>	<b>(1.72)</b>
Asset impairments and other charges		15.73		11.54	14.83
<b>Pretax income (loss)</b>		<b>(19.90)</b>		<b>(4.33)</b>	<b>(16.55)</b>
Income tax expense (benefit) <sup>(d)</sup>		(4.38)		4.09	(2.55)
<b>Results of operations</b>	<b>\$</b>	<b>(15.52)</b>	<b>\$</b>	<b>(8.42)</b>	<b>\$ (14.00)</b>

<sup>(a)</sup> Natural gas volumes have been converted to Boe based on energy content of six Mcf of gas to one barrel of oil.

<sup>(b)</sup> Results of operations excluded discontinued operations related to the South Africa (sold 2020) and Ghana (sold 2021) assets.

<sup>(c)</sup> Revenues are net of royalty payments.

<sup>(d)</sup> U.S. federal income taxes reflect certain expenses related to oil and gas activities allocated for U.S. income tax purposes. These amounts are computed using the statutory rate in effect during the period.

**STANDARDIZED MEASURE, INCLUDING YEAR-TO-YEAR CHANGES THEREIN, OF DISCOUNTED FUTURE NET CASH FLOWS**

For purposes of the following disclosures, future cash flows were computed by applying to Occidental's proved oil and gas reserves the unweighted arithmetic average of the first-day-of-the-month price for each month within the years ended December 31, 2022, 2021 and 2020, respectively, unless prices were defined by contractual arrangements, and exclude escalations based upon future conditions. The realized prices used to calculate future cash flows vary by producing area and market conditions. Future operating and capital costs were forecast using the current cost environment applied to expectations of future operating and development activities to develop and produce proved reserves at year end.

Future income tax expenses were computed by applying, generally, year-end statutory tax rates (adjusted for permanent differences, tax credits, allowances and foreign income repatriation considerations) to the estimated net future pre-tax cash flows. The discount was computed by application of a 10% discount factor. The calculations assumed the continuation of existing economic, operating and contractual conditions as of December 31, 2022, 2021 and 2020. Such assumptions, which are required by regulation, have not always proven accurate in the past. Other valid assumptions would give rise to substantially different results.

**STANDARDIZED MEASURE OF DISCOUNTED FUTURE NET CASH FLOWS**

<i>millions</i>	United States		International <sup>(a)</sup>		Total
<b>Balance as of December 31, 2022</b>					
Future cash inflows	\$	186,942	\$	34,514	\$ 221,456
Future costs					
Production costs and other operating		(68,068)		(9,468)	(77,536)
Development costs <sup>(b)</sup>		(14,845)		(2,498)	(17,343)
Future income tax expense		(18,633)		(4,984)	(23,617)
<b>Future net cash flows</b>		<b>85,396</b>		<b>17,564</b>	<b>102,960</b>
10% discount factor		(37,340)		(7,468)	(44,808)
<b>Standardized measure of discounted future net cash flows</b>	\$	<b>48,056</b>	\$	<b>10,096</b>	\$ <b>58,152</b>
<b>Balance as of December 31, 2021</b>					
Future cash inflows	\$	116,014	\$	28,865	\$ 144,879
Future costs					
Production costs and other operating		(47,803)		(9,284)	(57,087)
Development costs <sup>(b)</sup>		(12,186)		(3,004)	(15,190)
Future income tax expense		(9,875)		(3,544)	(13,419)
<b>Future net cash flows</b>		<b>46,150</b>		<b>13,033</b>	<b>59,183</b>
10% discount factor		(19,538)		(5,821)	(25,359)
<b>Standardized measure of discounted future net cash flows</b>	\$	<b>26,612</b>	\$	<b>7,212</b>	\$ <b>33,824</b>
<b>Balance as of December 31, 2020</b>					
Future cash inflows	\$	49,050	\$	21,270	\$ 70,320
Future costs					
Production costs and other operating		(29,147)		(8,304)	(37,451)
Development costs <sup>(b)</sup>		(9,103)		(2,410)	(11,513)
Future income tax expense		(19)		(2,088)	(2,107)
<b>Future net cash flows</b>		<b>10,781</b>		<b>8,468</b>	<b>19,249</b>
10% discount factor		(3,827)		(4,071)	(7,898)
<b>Standardized measure of discounted future net cash flows</b>	\$	<b>6,954</b>	\$	<b>4,397</b>	\$ <b>11,351</b>

<sup>(a)</sup> Excluded discontinued operations related to Ghana (sold 2021).

<sup>(b)</sup> Included ARO costs.



**CHANGES IN THE STANDARDIZED MEASURE OF DISCOUNTED FUTURE NET CASH FLOWS FROM PROVED RESERVE QUANTITIES <sup>(a)</sup>**

<i>millions</i>		2022	2021	2020
<b>Balance as of January 1</b>	\$	<b>33,824</b>	\$ 11,351	\$ 29,229
Sales and transfers of oil and gas produced, net of production costs and other operating expenses		<b>(20,547)</b>	(13,983)	(6,483)
Net change in prices received per barrel, net of production costs and other operating expenses		<b>29,798</b>	32,464	(19,738)
Extensions, discoveries and improved recovery, net of future production and development costs		<b>5,390</b>	2,412	1,007
Change in estimated future development costs		<b>(1,562)</b>	(376)	1,686
Revisions of quantity estimates		<b>10,481</b>	10,296	(1,989)
Previously estimated development costs incurred during the period		<b>1,813</b>	1,277	1,680
Accretion of discount		<b>3,492</b>	1,009	2,541
Net change in income taxes		<b>(5,961)</b>	(6,249)	3,212
Purchases and sales of reserves in place, net		<b>(158)</b>	377	(651)
Changes in production rates and other		<b>1,582</b>	(4,754)	857
<b>Net change</b>		<b>24,328</b>	22,473	(17,878)
<b>Balance as of December 31</b>	\$	<b>58,152</b>	\$ 33,824	\$ 11,351

<sup>(a)</sup> Excluded results from discontinued operations.



**NET PRODUCTIVE AND DRY— EXPLORATORY AND DEVELOPMENT WELLS COMPLETED**

The following table sets forth, for each year in the three-year period ended December 31, 2022, Occidental's net productive and dry exploratory and development wells completed:

	United States	International	Total
<b>2022</b>			
Oil			
Exploratory	9	10	19
Development	265	32	297
Gas			
Exploratory	—	—	—
Development	3	2	5
Dry			
Exploratory	—	5	5
Development	1	—	1
<b>2021</b>			
Oil			
Exploratory	6	4	10
Development	292	42	334
Gas			
Exploratory	—	1	1
Development	4	—	4
Dry			
Exploratory	4	2	6
Development	1	—	1
<b>2020</b>			
Oil			
Exploratory	7	2	9
Development	240	81	321
Gas			
Exploratory	—	2	2
Development	6	1	7
Dry			
Exploratory	—	1	1
Development	—	—	—



**PRODUCTIVE OIL AND GAS WELLS**

The following table sets forth, as of December 31, 2022, Occidental's productive oil and gas wells (both producing and capable of production):

	United States		International		Total
Oil <sup>(a)</sup>					
Gross <sup>(b)</sup>	17,944	(1,009)	2,894	—	20,838
Net <sup>(c)</sup>	15,437	(861)	1,392	—	16,829
Gas <sup>(a)</sup>					
Gross <sup>(b)</sup>	2,656	(1,453)	162	(2)	2,818
Net <sup>(c)</sup>	2,229	(1,165)	96	(2)	2,325

<sup>(a)</sup> The numbers in parentheses indicate the number of wells with multiple completions.

<sup>(b)</sup> The total number of wells in which interests are owned.

<sup>(c)</sup> The sum of fractional interests.

**PARTICIPATION IN WELLS BEING DRILLED OR PENDING COMPLETION**

The following table sets forth, as of December 31, 2022, Occidental's participation in exploratory and development wells being drilled:

	United States	International	Total
Exploratory and development wells being drilled			
Gross	27	16	43
Net	22	12	34
Exploratory and development wells pending completion <sup>(a)</sup>			
Gross	107	1	108
Net	79	1	80

<sup>(a)</sup> Wells suspended or waiting on completion include exploration and development wells where drilling has occurred, but the wells are awaiting the completion of hydraulic fracturing or other completion activities or the resumption of drilling in the future. There were 42 MMboe of PUD reserves primarily assigned to U.S. onshore development wells suspended or waiting on completion as of December 31, 2022. Occidental expects to convert all of these PUD reserves to developed status within five years of their initial disclosure.

As of December 31, 2022, Occidental was participating in 135 and 37 gross pressure-maintenance projects in the United States and Internationally, respectively. In the United States, these projects primarily consisted of waterfloods and CO<sub>2</sub> floods, and in the Middle East and North Africa, these projects consisted mostly of waterfloods.



## OIL AND GAS ACREAGE

The following table sets forth, as of December 31, 2022, Occidental's holdings of developed and undeveloped oil and gas acreage:

<i>thousands</i>	United States	International	Total
Developed <sup>(a)</sup>			
Gross <sup>(b)</sup>	6,190	1,130	7,320
Net <sup>(c)</sup>	3,948	393	4,341
Undeveloped <sup>(d)</sup>			
Gross <sup>(b)</sup>	1,437	8,422	9,859
Net <sup>(c)</sup>	1,016	6,677	7,693
Fee Mineral Ownership <sup>(e)</sup>			
Gross <sup>(b)</sup>	8,040	—	8,040
Net <sup>(c)</sup>	4,567	—	4,567

<sup>(a)</sup> Acres spaced or assigned to productive wells.

<sup>(b)</sup> Total acres in which interests are held.

<sup>(c)</sup> Sum of the fractional interests owned based on working interests, or interests under PSCs and other economic arrangements.

<sup>(d)</sup> Acres on which wells have not been drilled or completed to a point that would permit the production of commercial quantities of oil and gas, regardless of whether the acreage contains proved reserves.

<sup>(e)</sup> Occidental's fee mineral acreage is primarily undeveloped.

Occidental's investment in developed and undeveloped acreage comprises numerous concessions, blocks and leases. Work programs are designed to ensure that the exploration potential of any property is fully evaluated before the contractual expiration date. In some instances, Occidental may elect to relinquish acreage in advance of the contractual expiration date if the evaluation process is complete and there is not a business basis for extension. In cases where additional time may be required to fully evaluate acreage, Occidental has generally been successful in obtaining extensions. Scheduled lease and concession expirations for undeveloped acreage over the next three years are not expected to have a material adverse impact on Occidental.



### OIL, NGL AND NATURAL GAS SALES VOLUMES PER DAY

The following tables set forth the sales volumes from ongoing operations of oil, NGL and natural gas per day for each of the three years in the period ended December 31, 2022. The differences between the sales and production volumes per day are negligible and are generally due to the timing of shipments at Occidental's international locations where product is loaded onto tankers. Natural gas volumes have been converted to Boe based on energy content of six Mcf of gas to one barrel of oil.

Sales per Day from Ongoing Operations (Mboe/d)	2022	2021	2020
<b>United States</b>			
Permian	513	487	575
Rockies & Other Domestic	277	302	332
Gulf of Mexico	147	144	130
Total	937	933	1,037
<b>International</b>			
Algeria and Other International	48	43	46
Al Hosn Gas	73	76	78
Dolphin	37	40	45
Oman	64	74	85
Total	222	233	254
<b>Total Sales from Ongoing Operations (Mboe/d)</b>	<b>1,159</b>	1,166	1,291
Operations exited or exiting	—	18	60
<b>Total Sales (Mboe/d)</b>	<b>1,159</b>	1,184	1,351



Sales per Day by Products from Ongoing Operations	2022	2021	2020
<b>United States</b>			
Oil (Mbbbl)			
Permian	303	286	343
Rockies & Other Domestic	82	93	109
Gulf of Mexico	122	119	109
Total	507	498	561
NGL (Mbbbl)			
Permian	119	110	129
Rockies & Other Domestic	97	97	83
Gulf of Mexico	11	10	9
Total	227	217	221
Natural gas (MMcf)			
Permian	545	548	620
Rockies & Other Domestic	590	676	838
Gulf of Mexico	81	84	71
Total	1,216	1,308	1,529
<b>International</b>			
Oil (Mbbbl)			
Algeria and Other International	42	39	42
Al Hosn Gas	12	13	14
Dolphin	6	7	7
Oman	53	61	65
Total	113	120	128
NGL (Mbbbl)			
Algeria and Other International	4	3	3
Al Hosn Gas	23	23	25
Dolphin	7	8	9
Total	34	34	37
Natural gas (MMcf)			
Algeria and Other International	12	6	6
Al Hosn Gas	227	234	238
Dolphin	142	151	171
Oman	69	80	120
Total	450	471	535
<b>Total Sales from Ongoing Operations (Mboe/d)</b>	<b>1,159</b>	<b>1,166</b>	<b>1,291</b>

## Schedule II – Valuation and Qualifying Accounts

Occidental Petroleum Corporation  
and Subsidiaries

<i>millions</i>	Balance at Beginning of Period	Additions		Deductions <sup>(a)</sup>	Balance at End of Period
		Charged to Costs and Expenses	Charged to Other Accounts		
<b>2022</b>					
Allowance for doubtful accounts	\$ 867	\$ 37	\$ —	\$ —	\$ 904 <sup>(b)</sup>
Environmental, litigation, tax and other reserves	\$ 3,164	\$ 714	\$ 138	\$ (304)	\$ 3,712 <sup>(c)</sup>
<b>2021</b>					
Allowance for doubtful accounts	\$ 822	\$ 56	\$ (11)	\$ —	\$ 867 <sup>(b)</sup>
Environmental, litigation, tax and other reserves	\$ 2,429	\$ 900	\$ 94	\$ (259)	\$ 3,164 <sup>(c)</sup>
<b>2020</b>					
Allowance for doubtful accounts	\$ 788	\$ 37	\$ (3)	\$ —	\$ 822 <sup>(b)</sup>
Environmental, litigation, tax and other reserves	\$ 2,411	\$ 115	\$ 43	\$ (140)	\$ 2,429 <sup>(c)</sup>

<sup>(a)</sup> Primarily represents payments.

<sup>(b)</sup> Of these amounts, \$44 million, \$46 million and \$42 million in 2022, 2021, and 2020, respectively, were classified as current.

<sup>(c)</sup> Of these amounts, \$266 million, \$790 million and \$149 million in 2022, 2021, and 2020, respectively, were classified as current.

**Note:** The amounts presented represent continuing operations.

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

Occidental had no changes in, and no disagreements with, Occidental's accountants on accounting and financial disclosure.

## **ITEM 9A. CONTROLS AND PROCEDURES**

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### **MANAGEMENT'S ANNUAL ASSESSMENT OF AND REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

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The management of Occidental Petroleum Corporation and its subsidiaries is responsible for establishing and maintaining adequate internal control over financial reporting. Occidental's system of internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with GAAP. Occidental's internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and divestitures of Occidental's assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP and that Occidental's receipts and expenditures are being made only in accordance with authorizations of Occidental's management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of Occidental's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has assessed the effectiveness of Occidental's internal control system as of December 31, 2022, based on the criteria for effective internal control over financial reporting described in Internal Control - Integrated Framework issued in 2013 by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management believes that, as of December 31, 2022, Occidental's system of internal control over financial reporting is effective.

Occidental's independent auditors, KPMG LLP, have issued an audit report on Occidental's internal control over financial reporting.

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## **DISCLOSURE CONTROLS AND PROCEDURES**

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Occidental's President and Chief Executive Officer and its Senior Vice President and Chief Financial Officer supervised and participated in Occidental's evaluation of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, Occidental's President and Chief Executive Officer and Senior Vice President and Chief Financial Officer concluded that Occidental's disclosure controls and procedures were effective as of December 31, 2022.

## **ITEM 9B. OTHER INFORMATION**

None.

## **ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

None.

### Part III

## ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Occidental's Code of Business Conduct applies to the President and Chief Executive Officer, Senior Vice President and Chief Financial Officer, Vice President, Chief Accounting Officer and Controller and persons performing similar functions. The Code of Business Conduct also applies to Occidental's directors, employees and the employees of entities which it controls. The Code of Business Conduct is posted on our website, www.oxy.com. Occidental will satisfy any disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, any provision of the Code of Business Conduct by disclosing the nature of that amendment or waiver on its website within four business days following the date of the amendment or waiver.

The list of Occidental's executive officers and related information under Information About Our Executive Officers set forth in Part I of this 10-K is incorporated by reference herein. The information required by this Item 10 is incorporated herein by reference from Occidental's definitive Proxy Statement to be filed with the SEC pursuant to Regulation 14A within 120 days of December 31, 2022.

## ITEM 11. EXECUTIVE COMPENSATION

The information under the caption "Compensation Discussion and Analysis - Compensation Committee Report" shall not be deemed to be "soliciting material," or to be "filed" with the SEC, or subject to Regulation 14A or 14C under the Exchange Act or to the liabilities of Section 18 of the Exchange Act, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933. The information required by this Item 11 is incorporated herein by reference from Occidental's definitive Proxy Statement to be filed with the SEC pursuant to Regulation 14A within 120 days of December 31, 2022.

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

All of Occidental's stock-based compensation plans for its employees and non-employee directors have been approved by the stockholders. The aggregate number of shares of Occidental common stock authorized for issuance under such plans is approximately 133 million, of which approximately 16.1 million had been reserved for issuance through December 31, 2022. The following is a summary of the securities available for issuance under such plans:

a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	b) Weighted-average exercise price of outstanding options, warrants and rights	c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
16,053,787 <sup>(1)</sup>	38.04 <sup>(2)</sup>	56,980,559 <sup>(3)</sup>

<sup>(1)</sup> Includes shares reserved to be issued pursuant to RSUs, Options and performance-based awards. Shares for performance-based awards are included assuming maximum payout, but may be paid out at lesser amounts, or not at all, according to achievement of performance goals.

<sup>(2)</sup> Price applies only to the Options included in column (a). Exercise price is not applicable to the other awards included in column (a), nor warrants not issued under equity compensation plans.

<sup>(3)</sup> A plan provision requires each share covered by an award (other than stock appreciation rights and Options) to be counted as if three shares were issued in determining the number of shares that are available for future awards. Accordingly, the number of shares available for future awards may be less than the amount shown depending on the type of award granted. Additionally, under the plan, the amount shown may increase, depending on the award type, by the number of shares currently unvested or forfeitable, or three times that number as applicable, that are forfeited or canceled, or correspond to the portion of any stock-based awards settled in cash.

The information required by this Item 12 is incorporated herein by reference from Occidental's definitive Proxy Statement to be filed with the SEC pursuant to Regulation 14A within 120 days of December 31, 2022.

## ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this Item 13 is incorporated herein by reference from Occidental's definitive Proxy Statement to be filed with the SEC pursuant to Regulation 14A within 120 days of December 31, 2022.

## ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Our independent registered public accounting firm is KPMG LLP, Houston, TX, Auditor Firm ID: 185.

The information about our principal accountant, KPMG LLP, Houston, Texas (185) required by this Item 14 is incorporated herein by reference from Occidental's definitive Proxy Statement to be filed with the SEC pursuant to Regulation 14A within 120 days of December 31, 2022.

### Part IV

## ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The agreements included as exhibits to this report are included to provide information about their terms and not to provide any other factual or disclosure information about Occidental or the other parties to the agreements. The agreements contain representations and warranties by each of the parties to the applicable agreement that were made solely for the benefit of the other agreement parties and:

- Should not be treated as categorical statements of fact, but rather as a way of allocating the risk among the parties if those statements prove to be inaccurate;
- Have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- May apply standards of materiality in a way that is different from the way investors may view materiality; and
- Were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

### (a) (1) and (2). Financial Statements and Financial Statement Schedule

Reference is made to Item 8 of the Table of Contents of the Form 10-K, where these documents are listed.

### (a) (3). Exhibits

- 3.(i) Restated Certificate of Incorporation of Occidental, dated November 12, 1999, and Certificates of Amendment thereto dated May 5, 2006, May 1, 2009, May 2, 2014 and June 3, 2020 (filed as Exhibit 4.1 to the Registration Statement on Form S-8 of Occidental filed on June 17, 2020, File No. 333-239236).
- 3.(i)(a) Certificate of Change of Location of Registered Office and of Registered Agent, dated July 6, 2001 (filed as Exhibit 3.1(i) to the Registration Statement on Form S-3 of Occidental dated February 6, 2002, File No. 333-82246).
- 3.(ii) Amended and Restated By-laws of Occidental Petroleum Corporation as of March 25, 2020 (filed as Exhibit 3.1 to the Current Report on Form 8-K of Occidental filed on March 25, 2020, File No. 1-9210).
- 3.(ii)(a) Certificate of Designations with respect to the Cumulative Perpetual Preferred Stock, Series A (filed as Exhibit 3.1 to the Current Report on Form 8-K of Occidental filed on August 8, 2019, File No. 1-9210).
- 3.(ii)(b) Certificate of Designations with respect to the Junior Participating Preferred Stock, Series B (filed as Exhibit 3.1 to the Current Report on Form 8-K of Occidental filed on March 13, 2020, File No. 1-9210).
- 4.1 Description of Securities of Occidental Petroleum Corporation Registered under Section 12 of the Exchange Act (filed as Exhibit 4.1 to the Annual Report on Form 10-K of Occidental for the fiscal year ended December 31, 2020, File No. 1-9210).
- 4.2 Indenture, dated as of August 8, 2019, between Occidental Petroleum Corporation and The Bank of New York Mellon Trust Company, N.A. (filed as Exhibit 4.1 to the Current Report on Form 8-K of Occidental filed on August 8, 2019, File No. 1-9210).
- 4.3 First Supplemental Indenture to that certain Indenture, dated as of August 8, 2019, by and between Occidental Petroleum Corporation and The Bank of New York Mellon Trust Company, N.A. (filed as Exhibit 4.7 to the Current Report on Form 8-K of Occidental filed on July 13, 2020, File No. 1-9210).
- 4.4 Second Supplemental Indenture to that certain Indenture, dated as of August 8, 2019, by and between Occidental Petroleum Corporation and The Bank of New York Mellon Trust Company, N.A. (filed as Exhibit 4.6 to the Current Report on Form 8-K of Occidental filed on December 22, 2020, File No. 1-9210).
- 4.5 Third Supplemental Indenture to that certain Indenture, dated as of August 8, 2019, by and between Occidental Petroleum Corporation and The Bank of New York Mellon Trust Company, N.A. (filed as Exhibit 4.2 to the Current Report on Form 8-K of Occidental filed on July 15, 2021, File No. 1-9210).

Other instruments defining the rights of holders of other long-term debt of Occidental and its subsidiaries are not being filed since the total amount of securities authorized under each of such instruments does not exceed 10% of the total assets of Occidental and its subsidiaries on a consolidated basis. Occidental agrees to furnish a copy of any such instrument to the Commission upon request.

All of the exhibits numbered 10.1 to 10.26 are management contracts and compensatory plans required to be identified specifically as responsive to Item 601(b)(10)(iii)(A) of Regulation S-K pursuant to Item 15(b) of Form 10-K.



- 10.1 Occidental Petroleum Corporation Savings Plan (Amended and Restated Effective as of January 1, 2023).
- 10.2 Occidental Petroleum Corporation 2015 Long-Term Incentive Plan Form of Notice of Grant of Restricted Stock Unit Incentive Award (filed as Exhibit 10.2 to the Annual Report on Form 10-K of Occidental for the fiscal year ended December 31, 2021, File No. 1-9210).
- 10.3 Occidental Petroleum Corporation Modified Deferred Compensation Plan (Effective December 31, 2006 and Amended and Restated Effective January 1, 2021) (filed as Exhibit 10.2 to the Annual Report on Form 10-K of Occidental for the fiscal year ended December 31, 2020, File No. 1-9210).
- 10.4 Occidental Petroleum Corporation Supplemental Retirement Plan II (Effective as of January 1, 2005 and Amended and Restated as of July 1, 2020) (filed as Exhibit 10.4 to the Quarterly Report on Form 10-Q of Occidental for the quarterly period ended June 30, 2020, File No. 1-9210).
- 10.5 Occidental Petroleum Corporation Executive Incentive Compensation Plan (As Amended and Restated Effective January 1, 2023).
- 10.6 Form of Indemnification Agreement between Occidental and each of its directors and certain executive officers (filed as Exhibit B to the Proxy Statement of Occidental for its May 21, 1987, Annual Meeting of Stockholders, File No. 1-9210).
- 10.7 Form of Indemnification Agreement between Occidental and each of its directors and certain executive officers (filed as Exhibit 10.9 to the Annual Report on Form 10-K of Occidental for the fiscal year ended December 31, 2020, File No. 1-9210).
- 10.8 Amended and Restated Occidental Petroleum Corporation 2015 Long-Term Incentive Plan (filed as Exhibit 4.7 to the Registration Statement on Form S-8 of Occidental filed on June 17, 2020, File No. 333-239236).
- 10.9 Description of financial counseling program (filed as Exhibit 10.50 to the Annual Report on Form 10-K of Occidental for the fiscal year ended December 31, 2003, File No. 1-9210).
- 10.10 Description of group excess liability insurance program (filed as Exhibit 10.16 to the Annual Report on Form 10-K of Occidental for the fiscal year ended December 31, 2020, File No. 1-9210).
- 10.11 Form of Occidental Petroleum Corporation 2015 Long-Term Incentive Plan Common Stock Award For Non-Employee Directors Grant Agreement (filed as Exhibit 10.2 to the Quarterly Report on Form 10-Q of Occidental for the quarterly period ended June 30, 2015, File No. 1-9210).
- 10.12 Anadarko Retirement Restoration Plan (As Amended and Restated Effective as of December 31, 2021) (filed as Exhibit 10.14 to the Annual Report on Form 10-K of Occidental for the fiscal year ended December 31, 2021, File No. 1-9210).
- 10.13 Anadarko Petroleum Corporation Savings Restoration Plan (As Amended and Restated Effective July 1, 2020) (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q of Occidental for the quarterly period ended June 30, 2020, File No. 1-9210).
- 10.14 Form of Occidental Petroleum Corporation 2015 Long-Term Incentive Plan Cash Return on Capital Employed Incentive Award (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q of Occidental for the quarterly period ended March 31, 2020, File No. 1-9210).
- 10.15 Form of 2020 Occidental Petroleum Corporation 2015 Long-Term Incentive Plan Total Shareholder Return Incentive Award (filed as Exhibit 10.2 to the Quarterly Report on Form 10-Q of Occidental for the quarterly period ended March 31, 2020, File No. 1-9210).
- 10.16 Form of Occidental Petroleum Corporation 2015 Long-Term Incentive Plan Stock Option Award (filed as Exhibit 10.3 to the Quarterly Report on Form 10-Q of Occidental for the quarterly period ended March 31, 2020, File No. 1-9210).
- 10.17 Form of Occidental Petroleum Corporation 2015 Long-Term Incentive Plan Stock Appreciation Right Award (filed as Exhibit 10.4 to the Quarterly Report on Form 10-Q of Occidental for the quarterly period ended March 31, 2020, File No. 1-9210).
- 10.18 Occidental Petroleum Corporation Executive Severance Plan (filed as Exhibit 10.5 to the Quarterly Report on Form 10-Q of Occidental for the quarterly period ended March 31, 2020, File No. 1-9210).
- 10.19 Form of 2020 Occidental Petroleum Corporation 2015 Long-Term Incentive Plan Special Restricted Stock Unit Incentive Award (filed as Exhibit 10.6 to the Quarterly Report on Form 10-Q of Occidental for the quarterly period ended March 31, 2020, File No. 1-9210).
- 10.20 Occidental Petroleum Corporation Executive Change in Control Severance Plan (filed as Exhibit 10.5 to the Quarterly Report on Form 10-Q of Occidental for the quarterly period ended June 30, 2020, File No. 1-9210).
- 10.21 Form of Employee Notice, Impact of August 2020 Warrant Distribution on Long-Term Incentive Awards (filed as Exhibit 10.7 to the Quarterly Report on Form 10-Q of Occidental for the quarterly period ended September 30, 2020, File No. 1-9210).
- 10.22 Form of Occidental Petroleum Corporation 2015 Long-Term Incentive Plan Total Shareholder Return Incentive Award (applicable to annual grants made in 2021) (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q of Occidental for the quarterly period ended March 31, 2021, File No. 1-9210).
- 10.23 Letter Agreement by and between Occidental Petroleum Corporation and Sylvia J. Kerrigan dated September 14, 2022 (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q of Occidental for the quarterly period ended September 30, 2022).
- 10.24 Occidental Petroleum Corporation 2015 Long-Term Incentive Plan Form of Notice of Grant of Restricted Stock Unit Incentive Award (for awards to Chief Legal Officer) (filed as Exhibit 10.2 to the Quarterly Report on Form 10-Q of Occidental for the quarterly period ended September 30, 2022).
- 10.25 Transition Services and Separation Agreement by and between Occidental Petroleum Corporation and Marcia E. Backus dated September 29, 2022 (filed as Exhibit 10.3 to the Quarterly Report on Form 10-Q of Occidental for the quarterly period ended September 30, 2022).

10.26	Form of Occidental Petroleum Corporation 2015 Long-Term Incentive Plan Total Shareholder Return Incentive Award (applicable to annual grants made in 2022).
10.27	Warrant Agreement (including Form of Warrant), dated July 24, 2020, between the Company and Equiniti Trust Company, as Warrant Agent (filed as Exhibit 10.1 to the Current Report on Form 8-K of Occidental filed on July 27, 2020, File No. 1-9210).
10.28	Second Amended and Restated Credit Agreement, dated as of December 10, 2021, by and among Occidental Petroleum Corporation, the banks party thereto, as lenders, and JPMorgan Chase Bank, N.A., as administrative agent (filed as Exhibit 10.1 to the Current Report on Form 8-K of Occidental filed on December 13, 2021, File No. 1-9210).
21	List of subsidiaries of Occidental as of December 31, 2022.
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23.2	Consent of Ryder Scott, Independent Petroleum Engineers.
31.1	Certification of CEO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of CFO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certifications of CEO and CFO Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1	Ryder Scott Company Process Review of the Estimated Future Proved Reserves and Income Attributable to Certain Leasehold and Royalty Interests and Certain Economic Interests Derived Through Production Sharing Contracts as of December 31, 2022.
101.INS	Inline XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
104	Cover Page Interactive Data File - The cover page from Occidental Petroleum Corporation's Annual Report on Form 10-K for the year ended December 31, 2022 is formatted in Inline XBRL (included as Exhibit 101).

## ITEM 16. FORM 10-K SUMMARY

None.



# **Occidental Petroleum Corporation Savings Plan**

Amended and Restated Effective as of January 1,  
2023

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## **Article 1. Introduction**

### **1.1 Restatement of Plan**

Effective as of January 1, 2023, Occidental Petroleum Corporation (“Company”) hereby amends and restates the Occidental Petroleum Corporation Savings Plan (“Plan”) to make amendments and changes as reflected herein. The provisions of this restatement shall be effective as of January 1, 2023, except as follows or as otherwise specifically provided in this document. Where a particular provision of this restatement has an effective date earlier than January 1, 2023, the relevant provision of this restatement shall supersede the corresponding provision of the prior version of the Plan as of the earlier effective date. Where a particular provision of this restatement has an effective date later than January 1, 2023, the relevant provision of the prior version of the Plan shall continue to apply prior to such effective date.

### **1.2 Purpose and Applicability of the Plan**

This Plan is intended to encourage and assist Eligible Employees in adopting a regular program of savings to provide additional security for their retirement. Except as otherwise provided herein, the provisions of this Plan restatement are applicable only to Eligible Employees on or after January 1, 2023. Unless otherwise explicitly provided in this Plan restatement, the Plan provisions in effect prior to this restatement shall continue to govern the terms and conditions of the Plan prior to January 1, 2023.

Notwithstanding any contrary Plan provision, if any modification of ERISA or the Code (or regulations or rulings thereunder) requires that a conforming Plan amendment be adopted as of a stated effective date in order for the Plan to continue to be a qualified plan, this Plan shall be operated in accordance with such requirements until the date when a conforming Plan amendment is adopted.

### **1.3 Structure of the Plan**

The Plan is intended to qualify as a stock bonus plan under Code section 401(a) that includes a qualified cash or deferred arrangement under Code section 401(k)(2).

Effective June 1, 2002, to enable the deduction on dividends paid on certain employer securities as permitted by Code section 404(k), the Matching Accounts, or portions thereof, invested in the Oxy Stock Fund under the Plan, at any point in time and in the aggregate, are intended to qualify, and are hereby designated, as an employee stock ownership plan (“ESOP”), within the meaning of Code section 4975(e)(7). Effective July 19, 2007, to expand the availability of the deduction on dividends paid on employer securities as permitted by Code section 404(k), the ESOP is expanded to include the Oxy Stock Fund and the portions of Matching Accounts not invested in the Oxy Stock Fund shall cease to constitute part of the ESOP. On or before July 18, 2007, the Matching Accounts, or portions thereof, invested in the Oxy Stock Fund under the Plan, at any point in time, taken together, and effective on or after July 19, 2007, all assets invested in the Oxy Stock Fund at any point in time, regardless of funding source, constitute an “eligible individual account plan,” as defined in ERISA section 407(d)(3), which explicitly provides for the acquisition and holding of and investment primarily in shares of Oxy Stock which constitute “qualifying employer securities,” as described in Code section 4975(e)(8), and “employer securities,” as defined in Code section 409(l).

The Company intends that the Plan and the ESOP together shall constitute a single plan under ERISA and the Code. Accordingly, the provisions set forth in the other sections of the Plan shall apply to the ESOP in the same manner as those provisions apply to the remaining portions of the Plan, except to the extent that those provisions are by their terms inapplicable to the ESOP, or to the extent that they are inconsistent with the



specific provisions set forth herein. Except as set forth in specific provisions herein that are related to the ESOP, including but not limited to Plan section 9.5, the designation of any portion of the Plan constituting part of the ESOP shall not affect any Beneficiary designations or any other applicable agreements, elections or consents that Participants, Spouses, Alternate Payees or Beneficiaries validly executed under the terms of the Plan before June 1, 2002, the effective date of the ESOP; and such designations, agreements, elections, and consents shall apply under the ESOP in the same manner as they apply under the Plan.

## Article 2. Definitions and Construction

### 2.1 Definitions

Whenever used in the Plan, the following terms shall have the respective meanings set forth below, unless otherwise expressly provided; and when the defined meaning is intended, the term is capitalized.

- (a) **“Account”** means the separate recordkeeping account maintained for each Participant which represents his or her total proportionate interest in the Trust Fund and which consists of the sum of following:
- (1) After-Tax Account;
  - (2) After-Tax Rollover Account;
  - (3) In-Plan Roth Rollover Account;
  - (4) Matching Account;
  - (5) Pre-Tax Account;
  - (6) Rollover Account;
  - (7) Roth Account; and
  - (8) Roth Rollover Account.

The term “Account” shall also include any separate account established on behalf of an Alternate Payee pursuant to a Qualified Domestic Relations Order or a Beneficiary following the Participant’s death.

- (b) **“Accounting Date”** means any day on which trading occurs on the New York Stock Exchange.
- (c) **“ACP Test”** means the average contribution percentage test performed in accordance with Plan section 6.4.
- (d) **“Active Participant”** means any Eligible Employee who:
- (1) Has met the requirements to become a Participant as set forth in Article 3,
  - (2) Continues to be employed as an Eligible Employee, and
  - (3) Has not become an Inactive Participant or Former Participant.
- (e) **“Actual Deferral Percentage”** means, for each group of Participants for any period, the average of the ratios (calculated separately for each Participant in each group) of Pre-Tax Deferrals and/or Roth Contributions taken into account under the rules of this paragraph made on behalf of the Participant for the Plan Year to that Participant’s Testing Compensation earned while a Participant for the Plan Year. Such ratios and the Actual Deferral Percentage for each group shall be calculated to the nearest one-hundredth of 1 percent of a Participant’s Testing Compensation. If Pre-Tax Deferrals or Roth Contributions cannot be taken into account under the ADP Test because they do not meet the following rules, then such amount must satisfy the nondiscrimination requirements of Code section 401(a)(4)

for the Plan Year for which they are made. The following rules shall apply in determining the Average Deferral Percentages:

- (1) Pre-Tax Deferrals and Roth Contributions shall be taken into account for the Plan Year in determining a Participant's Actual Deferral Percentage only if all of the following requirements are met:
  - (A) The Pre-Tax Deferral and/or Roth Contribution is allocated as of a date in the Plan Year and the allocation is not contingent on the Participant's participation in the Plan or performance of services for an Employer after the allocation date.
  - (B) The Pre-Tax Deferral and/or Roth Contribution is contributed to the Trust Fund no more than 12 months after the last day of the Plan Year.
  - (C) The Pre-Tax Deferral and/or Roth Contribution is made on account of the Participant's election to reduce Earnings that would otherwise be paid within that Plan Year. Notwithstanding the foregoing, to the extent elected by the Administrative Committee on a uniform basis, Pre-Tax Deferrals and/or Roth Contributions may be taken into account for the Plan Year if they are attributable to services performed during the Plan Year and, but for the Participant's election to reduce Earnings, would have been received by the Participant after the last day of the Plan Year but within 2<sup>1/2</sup> months after the last day of the Plan Year. If the Administrative Committee makes this election for a Plan Year, then the Pre-Tax Deferrals and/or Roth Contributions shall be taken into account only in the ADP Test (or the ACP Test) for that Plan Year and shall not be taken into account in the ADP Test (or the ACP Test) for any other Plan Year.
- (2) If any Highly Compensated Employee is a participant under two or more qualified cash or deferred arrangements of the Company or any Affiliate (including this Plan), all such cash or deferred arrangements shall be treated as one such arrangement for purposes of determining the Actual Deferral Percentage of the Highly Compensated Employee, except as provided in Treasury Regulations section 1.401(k)-2(a)(3)(ii).
- (3) Pre-Tax Deferrals and/or Roth Contributions of Highly Compensated Employees for the Plan Year shall include Excess Deferrals, whether or not such Excess Deferrals are distributed under Plan section 6.1.
- (4) Pre-Tax Deferrals and/or Roth Contributions taken into account under the ACP Test of Plan section 6.4 for the Plan Year shall not be taken into account under the ADP Test of this Plan section for the same or any other Plan Year.
- (5) Pre-Tax Deferrals and/or Roth Contributions made pursuant to Code section 414(u) shall not be taken into account for purposes of the ADP Test (or the ACP Test) for the Plan Year in which they are made or in any other Plan Year.

- (f) **“ADP Test”** means the actual deferral percentage test performed in accordance with Plan section 6.2.
- (g) **“Adjustment Contributions”** means Pre-Tax Deferrals and/or Roth Contributions which are recharacterized as After-Tax Contributions in order to comply with nondiscrimination tests of Code sections 401(k) and 401(m), as described in Plan sections 6.2 and 6.4. To the extent required by Treasury Regulations section 1.401(m)-2(b)(3), Adjustment Contributions after recharacterization shall be treated as:
- (1) After-Tax Contributions for purposes of Code sections 72, 401(a)(4), and 401(m); and
  - (2) Pre-Tax Deferrals and/or Roth Contributions for purposes of Code sections 401(a) (other than Code sections 401(a)(4), 401(k), and 401(m)), 404, 409, 411, 415, 416, and 417.
- (h) **“Administrative Committee”** means the committee whose members are appointed by the Fiduciary Appointment Officer to administer the Plan in accordance with the applicable provisions of this Plan, including Article 12.
- (i) **“Affiliate”** means:
- (1) Any business entity while it is controlled by or under common control with the Company within the meaning of Code sections 414 and 1563, or
  - (2) Any member of an affiliated service group, within the meaning of Code section 414(m), of which the Company or any Affiliate is a member; and
  - (3) Any entity which, pursuant to Code section 414(o) and related Treasury Regulations, must be aggregated with the Company or any Affiliate for plan qualification purposes.
- For purposes of paragraph (1), the determination of control shall be made without reference to paragraphs (a)(4) and (e)(3)(C) of Code section 1563. For the purposes of applying the limitations of Plan sections 2.1(sss) and 6.6, the phrase “more than 50 percent” shall be substituted for the phrase “at least 80 percent” each place it appears in Code section 1563(a)(1).
- (j) **“After-Tax Account”** means the recordkeeping account which evidences the value of After-Tax Contributions and any Adjustment Contributions, including related investment gains and losses of the Trust Fund.
- (k) **“After-Tax Contributions”** means the voluntary contributions made by a Participant to the Plan on an after-tax basis, as described in Plan section 4.1.
- (l) **“After-Tax Rollover Account”** means the recordkeeping account which evidences the value of After-Tax Rollover Contributions, including related investment gains **and** losses of the Trust Fund.
- (m) **“After-Tax Rollover Contributions”** means the eligible after-tax contributions **made** at the direction of the Employee pursuant to Plan section 10.12 on or after January 1, 2020.

- (n) **“Alternate Payee”** means, with respect to a Participant, any Spouse, former Spouse, child, or other dependent of that Participant, who is an alternate payee, within the meaning of Code section 414(p)(8), and who is recognized by a Qualified Domestic Relations Order as having the right to receive all or a portion of the benefits payable under the Plan with respect to the Participant.
- (o) **“Annual Addition”** means the sum of the amounts described in Plan section 6.6(b).
- (p) **“Annual Bonus”** means up to the first \$100,000 of bonus paid from an Employer to an Active Participant, who is not a “named executive officer,” as that term is defined in Regulations S-K under the Securities Exchange Act of 1934 (17 CFR §229.402(a)(3)), during the Plan Year under a regular annual incentive compensation plan, such as the Company’s Variable Compensation Program or Incentive Compensation Program (but excluding without limitation a special individual or group bonus, a project bonus, and any other special bonus).
- (q) **“Average Contribution Percentage”** means, for each group of Participants for any period, the average of the ratios (calculated separately for each Participant in each group) of the sum of Matching Contributions, After-Tax Contributions, and Adjustment Contributions made on behalf of the Participant for the Plan Year to that Participant’s Testing Compensation earned while a Participant for the Plan Year. Such ratios and Average Contribution Percentage for each group shall be calculated to the nearest one-hundredth of 1 percent of an Eligible Employee’s Testing Compensation. If Matching Contributions, After-Tax Contributions or Adjustment Contributions cannot be taken into account under the ACP Test because they do not meet the following rules, then such amount must satisfy the nondiscrimination requirements of Code section 401(a)(4) for the Plan Year for which they are made. The following rules shall apply in determining the Average Contribution Percentages:
- (1) After-Tax Contributions shall be taken into account in determining a Participant’s Average Contribution Percentage for the Plan Year that the After-Tax Contributions are transferred to the Trust Fund. For this purpose, an After-Tax Contribution is treated as transferred to the Trust Fund at the time it would have been paid to the Participant if it is transferred to the Trust Fund within a reasonable time after the amount is withheld from the Participant’s Earnings.
  - (2) Adjustment Contributions are taken into account in determining a Participant’s Average Contribution Percentage for the Plan Year in which the Adjustment Contributions are includible in the gross income of the Participant.
  - (3) Matching Contributions are taken into account in determining a Participant’s Average Contribution Percentage for the Plan Year only if all of the following are met:

- (A) The Matching Contribution is made on account of the Participant's Pre-Tax Deferrals, Roth Contributions or After-Tax Contributions for the Plan Year.
  - (B) The Matching Contribution is allocated to the Participant's Matching Account as of a date within the Plan Year.
  - (C) The Matching Contribution is transferred to the Trust Fund no more than 12 months after the last day of the Plan Year.
- (4) Any Matching Contributions that are forfeited because the Pre-Tax Deferrals, Roth Contributions or After-Tax Contributions to which they relate are determined to be an Excess Deferral, an Excess Contribution, or an Excess Aggregate Contribution for the Plan Year are not taken into account in determining a Participant's Average Contribution Percentage for the Plan Year.
  - (5) If any Highly Compensated Employee is a participant under two or more Qualified Plans of the Company or any Affiliate (including this Plan) that provide for matching contributions or after-tax contributions, all such contributions made by or on behalf of the Highly Compensated Employee under such Qualified Plans during the 12- month period that coincides with the Plan Year shall be taken into account in determining the Average Contribution Percentage of the Highly Compensated Employee, except as provided in Treasury Regulations section 1.401(m)-2(a)(3)(ii).
  - (6) Matching Contributions and After-Tax Contributions made pursuant to Code section 414(u) shall not be taken into account for purposes of the ACP Test for the Plan Year in which they are made or in any other Plan Year.
  - (7) Subject to the conditions prescribed and to the extent permitted by Treasury Regulations section 1.401(m)-2(a)(6)(ii), the Administrative Committee may elect to take into account Pre-Tax Deferrals and Roth Contributions in computing Average Contribution Percentages.
- (r) **"Base Pay"** means the base salary and wages earned by an Active Participant from an Employer for services rendered, including amounts of Pre-Tax Deferrals, Roth Contributions and amounts contributed pursuant to the Pre-Tax Spending Program.
    - (1) Base Pay does not include:
      - (A) Bonuses, incentives, overtime, shift differential, and overseas differentials;
      - (B) Reimbursement for expenses or allowances, including automobile allowances and moving allowances;
      - (C) Any amount contributed by the Employer (other than Pre-Tax Deferrals, Roth Contributions and amounts contributed pursuant to the Pre-Tax Spending Program) to any pension plan or plan of deferred compensation;

- (D) Any amount contributed by an Employer (in addition to Pre-Tax Deferrals, Roth Contributions and Catch-Up Contributions) to this Plan;
  - (E) Any amount paid by an Employer for other fringe benefits, such as health and hospitalization, and group life insurance benefits, or perquisites; and
  - (F) Allowances paid during furlough and, for purposes of paragraph (2)(F) below, such furloughs shall not be treated as paid leaves of absence.
- (2) Base Pay is determined in accordance with the following rules:
- (A) For Active Participants compensated by salary, Base Pay means the actual base salary of record paid to the Active Participant (subject to the exclusions listed above).
  - (B) For Active Participants compensated based on mileage driven (primarily truck drivers), Base Pay means the number of miles driven multiplied by the applicable mileage pay rate (subject to the exclusions listed above), plus the Active Participant's scheduled number of hours worked in the pay period multiplied by the Active Participant's base hourly rate (subject to the exclusions listed above).
  - (C) For Active Participants compensated at an hourly rate, Base Pay means the base hourly rate (subject to the exclusions listed above) multiplied by the number of regularly scheduled hours worked in a pay period. If the Active Participant's regularly scheduled work week is more than 40 hours, Base Pay shall include an additional amount equal to the base hourly rate (subject to the exclusions listed above) times one half the number of regularly scheduled hours worked in excess of 40 in the work week.
  - (D) For Active Participants compensated on an eight, ten, twelve, or some other assigned hour Shift Basis and whose annual Base Pay is pre-determined under the Company's payroll recordkeeping, Base Pay for each pay period shall be the Active Participant's pre-determined annual Base Pay (subject to the exclusions listed above) divided by the number of pay periods applicable to the Active Participant during the Plan Year. For the purpose of this subsection, the term "Shift Basis" means any arrangement whereby Active Participants work the assigned hour daily shifts which may result in alternating work weeks of more and less than 40 hours per week.
  - (E) Base Pay includes paid time off and vacation pay received in periodic payments and annual paid time off and vacation payments made to Employees paid by commission but does not include single sum paid time off and vacation payments to active or terminating Employees.

- (F) Base Pay includes base salary or wages received during paid leaves of absence and periodic notice pay, but, effective July 1, 2006, Base Pay does not include single sum notice pay payments or any severance pay payments.
- (G) Base Pay does not include long-term disability payments or payments made to any Participant pursuant to the Occidental Chemical Corporation Weekly Sickness and Accident Plan unless:
  - (i) Such payments are made to the Participant through the payroll accounting department of the Company or an Affiliate, and
  - (ii) The Participant is ineligible for participation in the Retirement Plan.
- (H) Base Pay includes any payment to a Participant who does not currently perform services for an Employer by reason of qualified military service (within the meaning of Code section 414(u)(1)) to the extent that the payment does not exceed the amount that the Participant would have received if the Participant continued to perform services for the Employer rather than entering qualified military service.

- (s) **“Beneficiary”** means the person or persons (who may be named contingently or successively) designated by a Participant, an Alternate Payee, or a Beneficiary of a deceased Participant or a deceased Alternate Payee to receive his or her Account in the event of death.

If no Beneficiary is designated at the time of the Participant’s or Alternate Payee’s death, or at the time of death of the Beneficiary of a deceased Participant or Alternate Payee, or if no person so designated shall survive the Participant, Alternate Payee, or Beneficiary of a deceased Participant or Alternate Payee, the Beneficiary shall be the deceased person’s Spouse, or if the deceased individual has no surviving Spouse, his or her surviving children equally, or if there are no surviving children, his or her surviving parents equally, or if only one parent is living, his or her living parent, or if no parent is living, his or her surviving siblings equally, or if only one sibling is living, his or her surviving sibling, or if no sibling is living, his or her estate.

The designation by a married Participant of someone other than the Participant’s Spouse as a Beneficiary shall be invalid unless:

- (1) The Spouse consents in writing to the designation of any specific non-Spouse Beneficiary which may not be changed without the Spouse’s consent (unless the Spouse’s consent expressly permits the Participant to change Beneficiary designations without further consent by the Spouse);
- (2) The consent acknowledges the effect of such designation; and
- (3) The consent is notarized.

No spousal consent shall be required if it is established to the satisfaction of the Plan representative that such consent cannot be



obtained because there is no Spouse or because the Spouse cannot be located.

Notwithstanding the foregoing, where an Employee becomes a Participant through merger of his or her account from another plan into this Plan, "Beneficiary" means the person or persons so designated under such other plan until a new Beneficiary designation is effected as described above by such Employee.

- (t) **"Board"** means the Board of Directors of the Company.
- (u) **"Catch-Up Contributions"** means the contributions made by the Employer, on or after June 30, 2002, on behalf of an Active Participant, who will have attained age 50 before the last day of the Plan Year, on a Pre-Tax and/or Roth basis as elected by the Participant pursuant to Plan section 4.2. Catch-Up Contributions for the Plan Year may not exceed the limit in effect for such Plan Year under Code section 414(v)(2)(B)(i), as adjusted pursuant to Code section 414(v)(2)(C).
- (v) **"Code"** means the Internal Revenue Code of 1986, as amended. Each Code reference in this Plan shall be deemed to include reference to any comparable or succeeding statutory provision which supplements or replaces such Code reference.
- (w) **"Company"** means Occidental Petroleum Corporation.
- (x) **"Covered Employee"** means a Participant who is covered under the Plan's eligible automatic contribution arrangement under Section 4.6. Prior to October 8, 2019, a Covered Employee will include all Eligible Employees hired on or after August 5, 2016, excluding interns and temporary employees, and on and after October 8, 2019, a Covered Employee will include all Eligible Employees (including Eligible Employees hired prior to August 5, 2016).
- (y) **"Disability"** means the disability of:
  - (1) Any Active Participant who is determined to be disabled under section 423 of Title 42 of the U. S. Code and who receives disability insurance benefits thereunder; or
  - (2) Any Active Participant who is a participant in the Occidental Petroleum Corporation Long-Term Disability Plan or, prior to March 1, 2002, the OxyVinyls, LP Long-Term Disability Plan and who is determined to be disabled therein under the definition of "disability" applicable to the period beginning 24 months after the commencement of disability and who receives benefits thereunder.

An Active Participant shall be considered to have incurred the Disability as of the time of the commencement of the disability benefits as described above while the Active Participant was an Employee.

A Former Participant shall be considered to have incurred the Disability and retroactively vest upon receipt of more than 18 months of benefits under the Occidental Petroleum Corporation Long-Term Disability Plan.

A Participant who claims to have incurred the Disability as a result of being determined to be disabled under section 423 of Title 42 of the U.S. Code must give written notice thereof to the Administrative Committee and submit, at the expense of the Participant, to the Administrative Committee such evidence of Disability as the Administrative Committee may require. Failure by a Participant to comply with the foregoing requirements shall be deemed conclusive evidence that such Participant has not incurred the asserted Disability. All rules with respect to the determination of Disability shall be uniformly and consistently applied to all Participants in similar circumstances.

- (z) **“Earnings”** means the sum of Base Pay and Annual Bonus paid to an Active Participant by an Employer during the Plan Year. Effective for Plan Years beginning after 2001, the annual Earnings of each Participant taken into account in determining allocations for any Plan Year shall not exceed \$200,000, as adjusted for cost-of-living increases in accordance with Code section 401(a)(17)(B).
- (aa) **“Eligible Dividends”** means, as further described in Plan section 11.2:
  - (1) Between June 1, 2002 and July 18, 2007, dividends paid on Oxy Stock held in the Oxy Stock Fund attributable to the Participant’s Matching Account constituting the ESOP portion of the Plan; and
  - (2) On or after July 19, 2007, dividends paid on Oxy Stock held in the Oxy Stock Fund constituting the ESOP portion of the Plan.
  - (3) Eligible Dividends paid on Oxy Stock held in the Oxy Stock Fund attributable the Participant’s Matching Account shall be reflected in the Participant’s Matching Account. Eligible Dividends paid on Oxy Stock held in the Oxy Stock Fund attributable to other than the Participant’s Matching Account shall be reflected for recordkeeping purposes in the After-Tax Account, Pre-Tax Account, Rollover Account, Roth Account or Roth Rollover Account from which the Eligible Dividend is derived.
- (bb) **“Eligible Employee”** means any Employee who is employed by an Employer, unless excluded under one or more of the following categories of Employees:
  - (1) Represented Employees where retirement benefits were the subject of good faith bargaining between the Employer and the union, unless the collective bargaining agreement covering the Represented Employees expressly provides participation in the Plan. Represented Employees covered by collective bargaining agreements providing for their participation in the Plan became Eligible Employees as of the dates noted in Appendix A.
  - (2) Employees who are nonresident aliens who receive no earned income from the Employer which constitutes U.S.-source income under Code section 861(a)(3), unless the Administrative Committee expressly makes the Plan available to such an Employee.
  - (3) Leased Employees.

- (4) Employees of Occidental Oil and Gas Corporation who immediately before January 1, 2008 were eligible employees under the THUMS Long Beach Company Savings and Investment Plan (as defined in that plan) and who thus continue to participate under that plan. Notwithstanding the previous sentence, effective July 1, 2008, Employees of Occidental Oil and Gas Corporation who immediately before July 1, 2008 were eligible employees under the THUMS Long Beach Company Savings and Investment Plan (as defined in that plan) shall be Eligible Employees under this Plan.
- (5) Effective August 8, 2019, any Employee of Anadarko Petroleum Corporation who is not a citizen or legal resident of the United States and is not regularly employed at a worksite of Employer within the United States.
- (cc) **“Employee”** means any person employed by the Company or an Affiliate.
- Notwithstanding any other provision of this subsection, no individual shall be an Employee if such individual is not classified as a common-law employee in the employment records of the Company or an Affiliate, without regard to whether the individual is subsequently determined to have been a common-law employee of the Company or an Affiliate. The persons excluded by this paragraph from being Employees are to be interpreted broadly to include and to have at all times included individuals engaged by the Company or an Affiliate to perform services for such entity in a relationship that the entity characterizes as other than an employment relationship, such as where the Company or the Affiliate engages the individual to perform services as an independent contractor or leases the individual’s services from a third party. The exclusion of the individual from being an Employee shall apply even if a determination is subsequently made by the Internal Revenue Service, another governmental agency, a court or other tribunal, after the individual is engaged to perform such services, that the individual is an Employee of the Company or Affiliate for purposes of pertinent Code sections or for any other purpose.
- (dd) **“Employer”** means the Company and any Affiliate which is designated, in accordance Article 14, by the Board or, if authorized by the Board, the Administrative Committee and which adopts the Plan. Affiliates which are not corporations are not eligible to be Employers under the Plan.
- (ee) **“ESOP” means**, as further described in Plan section 1.3:
- (1) Between June 1, 2002 and July 18, 2007, the portion of the Plan comprised of the Matching Accounts, or portions thereof, invested in the Oxy Stock Fund under the Plan, at any point in time and in the aggregate, and
- (2) On or after July 19, 2007, the Oxy Stock Fund, at any point in time and in the aggregate.
- (ff) **“Excess Aggregate Contribution”** means the amount contributed by or on behalf of a Highly Compensated Employee in excess of the ACP Test limit, as specified in Plan section 6.5.
- (gg) **“Excess Contribution”** means the amount deferred by a Highly Compensated Employee in excess of the ADP Test limit, as specified in Plan section 6.3.

- (hh) **Excess Deferral** means the amount deferred by a Participant on a Pre-Tax or Roth basis in excess of the dollar limit specified in Plan section 6.1.
- (ii) **ERISA** means the Employee Retirement Income Security Act of 1974, as from time to time amended. Each ERISA reference in this Plan shall be deemed to include reference to any comparable or succeeding statutory provision which supplements or replaces such ERISA reference.
- (jj) **Fiduciary Appointment Officer** means the Vice President of Human Resources of the Company (or the successor to such position) or his or her designee.
- (kk) **Former Participant** means an Active Participant or Inactive Participant who has had a Separation from Service, but whose Account has not been fully distributed.
- (ll) **Highly Compensated Employee** means an Employee described in Code section 414(q) and includes any Employee who:
  - (1) Was a 5-percent owner (as defined in Code section 416(i)(1)(B)(i)) at any time during the Plan Year or the preceding Plan Year; or
  - (2) For the preceding Plan Year, received Section 415 Compensation in excess of \$80,000 (as adjusted by reference to Code section 414(q)(1)) and, with respect to Plan Years commencing on and after January 1, 2020, was a member of the top- paid group during the look back year.

Employees who are nonresident aliens and who receive no U.S.-source income shall not be counted as Employees when identifying Highly Compensated Employees. In determining Highly Compensated Employees, the Administrative Committee may make any of the elections permitted under Code section 414(q), IRS Notice 97-45 and any future guidance provided by the Internal Revenue Service.

A Former Participant shall be treated as a former Highly Compensated Employee if the Participant was a Highly Compensated Employee in a separation year, as defined in Treasury Regulations section 1.414(q)-1T, Q&A 5, or after the date on which the participant attained age 55.

The top-paid group consists of the top 20% of Employees ranked on the basis of Section 415 Compensation received during the look-back year. For purposes of determining the number of Employees in the top-paid group, the following shall be excluded: (A) any Employee who is a nonresident alien with respect to the United States who receives no income with a source within the United States from the Company or any Affiliate; (B) any Employee who has not completed at least six (6) months of service at the end of the year; (C) any Employee who normally works less than 17<sup>1</sup>/<sub>2</sub> hours per week; (D) any Employee who normally works no more than six months during any year; and (E) any Employee who has not attained the age of twenty one (21) at the end of the year.

- (mm) **Inactive Participant** means an Employee who was an active Participant but who is transferred to and is in a position of employment where he is no longer an Eligible Employee, as described in Plan section 3.3(b).

- (nn) **“In-Plan Roth Rollover Account”** means the recordkeeping account which evidences the value of In-Plan Roth Rollover Contributions, including gains and losses of the Trust Fund.
- (oo) **“In-Plan Roth Rollover Contributions”** means the eligible contributions made at the direction of the Employee in accordance with Code section 402A(c)(4) and Plan section 7.8.
- (pp) **“Investment Committee”** means the committee whose members are appointed by the Fiduciary Appointment Officer to administer the investments of the Plan.
- (qq) **“Investment Fund”** means funds that have been approved by the Investment Committee for investment in the Trust Fund and includes the Oxy Stock Fund. The Investment Committee may, from time to time in its discretion and in exercise of its fiduciary responsibilities, select different funds, add to the set of available funds, close funds to new investment, or remove one or more funds (except the Oxy Stock Fund).
- (rr) **“Leased Employee”** means any person within the meaning of Code section 414(n)(2) who is not reported on the payroll records of the Company or any Affiliate as a common law employee and who provides services to the Company or an Affiliate, but only if the services are provided under an agreement between the Company or Affiliate and a leasing organization, the person has performed services for the Company and Affiliates on a substantially full time basis for a period of at least one year, and the services are performed under the primary direction or control of the Company or Affiliate that is the service recipient.

Contributions or benefits provided to a Leased Employee by the leasing organization which are attributable to services performed for the Company and Affiliates will be treated as provided by the Company or Affiliate. If a Leased Employee subsequently becomes an Eligible Employee, Service as a Leased Employee will be credited under the Plan to the extent required by Code section 414(n).

Notwithstanding the foregoing, an individual will not be a Leased Employee for a Plan Year for nondiscrimination testing or for any other purpose, if either paragraph (1) or (2) is applicable to that individual for that Plan Year.

- (1) The individual is covered by a money purchase pension plan meeting the requirements of Code section 414(n)(5)(B) and Leased Employees, determined without regard to the limitation in this paragraph, do not constitute more than 20% of all Non-highly Compensated Employees of the Company and all Affiliates.
- (2) All requirements of this paragraph are satisfied for that Plan Year and each previous Plan Year with respect to which Code section 414(n) was effective with respect to the Company or any Affiliate.
  - (1) The Qualified Plans of the Company and all Affiliates exclude Leased Employees from participation and no such Qualified Plan is top-heavy (within the meaning of Code section 416);

- (2) The number of leased persons, providing services to the Company and all Affiliates during the Plan Year, is less than 5% of the number of Employees (excluding such leased persons and Highly Compensated Employees) covered by any Qualified Plan maintained by the Company or any Affiliate at any time during such Plan Year. An individual is a leased person for this purpose if all of the following requirements are satisfied:
- (i) During the Plan Year, the individual performs any services for the Company or any Affiliate, other than as an Employee, and the requirements of Code section 414(n)(2)(A) (relating to performing services pursuant to an agreement with the Company or any Affiliate) and Code section 414(n)(2)(C) (relating to performing services under the primary direction or control of the Company or any Affiliate) are satisfied.
  - (ii) During the Plan Year, the individual is credited with at least 1,500 hours of service, including service performed as an Employee and in any other capacity. For purposes of this subparagraph, “hours of service” has the same meaning as the term “hour of service” provided by Department of Labor Regulations section 2530.200b-2. If one of the equivalencies set forth in Department of Labor Regulations section 2530.200b-3 is used, such equivalency shall be used on a reasonable and consistent basis and the 1,500-hour requirement must be adjusted accordingly. With respect to determining whether an individual has satisfied the 1,500-hour requirement, reasonable approximations may be made.
  - (iii) The individual either:
    - (I) Is not covered under a Qualified Plan as an Employee at any time during the Plan Year; or
    - (II) Performs at least 501 hours of service (reasonably adjusted if one of the equivalencies set forth in Department of Labor Regulations section 2530.200b-3 is used) for the Company or any Affiliate other than as an Employee.
- (3) The Administrative Committee has not been notified by the leased person and provided satisfactory evidence by the leased person that he or she is a Leased Employee.
- (ss) **Nonhighly Compensated Employee**” means an Employee who is not a Highly Compensated Employee.
- (tt) **“Nonrepresented Employees”** means any Employee who is not a Represented Employee.
- (uu) **“Matching Account”** means the recordkeeping account which evidences the value of **Matching** Contributions and the value of Eligible Dividends paid on

Oxy Stock held in the Participant's Matching Account, including related investment gains and losses of the Trust Fund.

- (vv) **"Matching Contributions"** means the contributions made by the Employer pursuant to Plan section 5.2 on account of Pre-Tax Deferrals, Roth Contributions or After-Tax Contributions made on behalf of or by the Participant.
- (ww) **"MidCon Corp. ESOP"** means the MidCon Corp. Employee Stock Ownership Plan as effective November 20, 1996.
- (xx) **"Oxy Stock"** means the common stock of Occidental Petroleum Corporation, which is the class of stock having the greatest voting power and dividend rights. Oxy Stock is readily tradable on established securities market within the meaning of Treasury Regulation section 1.401(a)(35)-1(f)(5) for purposes of Code sections 401(a)(22), 401(a)(28)(C), 409(h)(1)(B), 409(l) and 1042(c)(1)(A).
- (yy) **"Oxy Stock Fund"** means the Investment Fund that is invested primarily in Oxy Stock and such short-term interest-bearing securities as the Investment Committee or the Trustee considers advisable.
- (zz) **"Participant"** means an Active Participant, Inactive Participant, or a Former Participant, as applicable.
- (aaa) **"Plan Administrator"** for purposes of ERISA and the Code means the Administrative Committee.
- (bbb) **"Plan Amendment Officer"** means the Senior Vice President, Business Support of the Company (or the successor to such position) or his or her designee. On and after July 30, 2020, the Plan Amendment Officer means Mark Grommesh.
- (ccc) **"Plan Year"** means the calendar year.
- (ddd) **"Pre-Tax Account"** means the recordkeeping account which evidences the value of Pre- Tax Deferrals, including related investment gains and losses of the Trust Fund.
- (eee) **"Pre-Tax Deferrals"** means the contributions made by the Employer on behalf of the Participant on a Pre-Tax basis as elected by the Participant pursuant to Plan section 4.1.
- (fff) **"Pre-Tax Spending Program"** means the Occidental Petroleum Corporation Flexible Spending Accounts Plan.
- (ggg) **"Qualified Domestic Relations Order"** means a qualified domestic relations order, within the meaning of Code section 414(p), which creates or recognizes the existence of an Alternate Payee's right to, or assigns to an Alternate Payee the right to, receive all or a portion of the benefits payable to a Participant.
- (hhh) **"Qualified Plan"** means a plan, other than this Plan, which is qualified under Code section 401(a).
- (iii) **"Represented Employee"** means any Employee, whose employment is subject to a collective bargaining agreement.
- (jjj) **"Retirement Plan"** means the Occidental Petroleum Corporation Retirement Plan.

- (kkk) **“Rollover Account”** means the recordkeeping account which evidences the value of Rollover **Contributions**, including related investment gains and losses of the Trust Fund.
- (lll) **“Rollover Contributions”** means the eligible pre-tax contributions made at the direction of the Employee pursuant to Plan section 10.12.
- (mmm) **“Roth Account”** means the recordkeeping account which evidences the value of Roth Contributions, including related **investment** gains and losses of the Trust Fund, but excluding any forfeitures.
- (nnn) **“Roth Contributions”** means the contributions made by the Employer on behalf of the Participant on an after-tax basis as elected by the Participant pursuant to Plan section 4.1. A Participant’s Roth Contributions will be separately accounted for, as will gains and losses attributable thereto, in a separate account. Roth Contributions are not considered After-Tax Contributions for Plan purposes.
- (ooo) **“Roth Rollover Account”** means the recordkeeping account which evidences the value of Roth Rollover Contributions, including related investment gains and losses of the Trust Fund.
- (ppp) **“Roth Rollover Contributions”** means an eligible rollover contribution of any payment or distribution from another Roth rollover account of the Employee. A Participant’s Roth Rollover Contributions will be maintained in a separate account which includes any earnings properly allocable to such contributions and that will have separate recordkeeping.
- (qqq) **“Separation from Service”** means any termination of the employment relationship between an Employee and the Company and all Affiliates. A Separation from Service shall be deemed to occur upon the earlier of:
- (1) The date upon which the Employee quits, is discharged, is laid off, incurs a Disability, or dies; or
  - (2) The first anniversary of the first day of a period in which the Employee is (and remains) absent from the Service for any reason (such as paid time off, vacation, sickness, or approved leave of absence) not enumerated in paragraph (1), provided that if an Employee is granted a leave of absence but fails to return to employment at the end of the leave period, Separation from Service will be deemed to have occurred upon the date the Employee was originally granted a leave of absence.
  - (3) Notwithstanding paragraph (2), the Separation from Service date of an Employee who is absent from Service beyond the first anniversary of the first day of absence by reason of a maternity or paternity leave is the second anniversary of the first day of such absence. The period between the first and second anniversaries of the first day of absence from work is neither a period of Service nor a period of severance. For purposes of this paragraph, an absence from work for maternity or paternity reasons means an absence:
    - (a) By reason of the pregnancy of the individual;
    - (b) By reason of the birth of a child of the individual;



- (c) By reason of the placement of a child with the individual in connection with the adoption of such child by such individual; or
- (d) For purposes of caring for such child for a period beginning immediately following such birth or placement.

Effective for distributions after December 31, 2001, a transaction constituting a severance of employment, within the meaning of Code section 401(k)(2)(B)(i)(I), with respect to an Employee shall also be deemed to be a Separation from Service.

An Employee of an Employer who transfers to an Affiliate that is not an Employer shall not be treated as having a Separation from Service. Moreover, an Employee's date of quit or discharge shall not be deemed to occur until any periodic notice payments, short-term disability payments, or weekly sickness and accident payments cease.

An Employee who is on leave of absence in order to serve the Armed Forces of the United States shall not have a Separation from Service unless the Employee fails to report for work at the end of such leave and prior to expiration of the period in which the Employee has reemployment rights under law. The absence of any Employee who fails to return to work within the allotted time shall be subject to the provisions of paragraph (2).

(rrr) **“Service”** means the periods of employment credited using the elapsed time method described to an Employee under Plan section 3.4.

(sss) **“Section 415 Compensation”** means, with respect to a Participant for the period specified, the total cash and non-cash remuneration paid to a Participant by the Employer or an Affiliate, determined as follows:

- (1) Section 415 Compensation includes all amounts described in Treasury Regulations section 1.415-2(d)(2), including:
  - (1) All wages; bonuses; other amounts received (without regard to whether the amount is paid in cash) for personal services actually rendered in the course of employment with the Company or any Affiliate, to the extent that the amounts are includible in gross income for federal income tax purposes and for which the Company or Affiliate is required to furnish to the Participant a written statement under Code sections 6041(d), 6051(a)(3), and 6052;
  - (2) Amounts paid or reimbursed by the Company or Affiliate for moving expenses incurred by the Participant, but only to the extent that at the time of the payment it is reasonable to believe that these amounts are not deductible by the Participant under Code section 217; and
  - (3) The value of a nonqualified stock option granted to the Participant by the Company or Affiliate, but only to the extent that the value of the option is includible in the gross income of the Participant, for federal income tax purposes, for the taxable year in which granted.

- (2) In addition, Section 415 Compensation includes all of the following:
- (1) The Participant's Pre-Tax Deferrals, Roth Contributions and Catch-Up Contributions for the Plan Year;
  - (2) Elective contributions that are excluded from the Participant's gross income under a Code section 125 cafeteria plan maintained by the Participant's Employer, such as the Pre-Tax Spending Program; and
  - (3) Any elective deferral, as defined in Code section 402(g)(3), made under a plan maintained by the Company or any Affiliate, and any amount which is contributed to or deferred by the Company or any Affiliate at the election of the Participant and which is not includible in the gross income of the Participant by reason of Code sections 125, 132(f)(4), 408(k), or 457.
  - (4) Effective July 1, 2006, Section 415 Compensation includes remuneration paid by the later of 2<sup>1</sup>/<sub>2</sub> months after an Employee's Separation from Service or the end of the Plan Year that includes the date of the Employee's Separation from Service with the Company or an Affiliate, if:
    - (i) The payment is regular compensation for services during the Employee's regular working hours, or compensation for services outside the employee's regular working hours (such as overtime or shift differential), commissions, bonuses, or other similar payments, and, absent a Separation from Service, the payments would have been paid to the Employee while the Employee continued in employment with the Company or an Affiliate;
    - (ii) The payment is for unused accrued bona fide sick, paid time off, vacation or other leave that the Employee would have been able to use if there had not been a Separation from Service;
    - (iii) The payment is to an individual who does not currently perform services for the Company or any Affiliate by reason of qualified military service (within the meaning of Code section 414(u)(1)) to the extent the payment does not exceed the amount the individual would have received if the individual had continued to perform services for the Company or an Affiliate rather than entering qualified military service; or
    - (iv) Compensation paid to a Participant who is permanently and totally disabled (as defined in Code section 22(e)(3)), provided that salary continuation applies to all Participants who are permanently and totally disabled for a fixed or determinable period.

Any payment not described above shall not be considered Section 415 Compensation if paid after a Separation from Service, even if paid by the later of 2<sup>1</sup>/<sub>2</sub> months after the Separation from Service or the end of the Plan Year that includes the Separation from Service. Back pay shall be treated as Section 415 Compensation for the Plan Year to which the back pay relates to the extent the back pay represents wages and compensation that would otherwise be included under this definition.

- (3) However, Section 415 Compensation excludes all amounts described in Treasury Regulations section 1.415-2(d)(3), including the following amounts:
  - (1) Any contributions made by the Company or any Affiliate to a plan of deferred compensation to the extent that, before the application of the limitations of Code section 415 to that plan, the contributions are not includible in the gross income of the employee for the taxable year in which contributed;
  - (2) Distributions from a plan of deferred compensation, regardless of whether such amounts are includible in the gross income of the employee when distributed; provided, however, that distributions from and any amounts received by the Participant pursuant to an unfunded nonqualified plan are included in Section 415 Compensation in the year the amounts are includible in the gross income of the Participant;
  - (3) Amounts realized from the exercise of a nonqualified stock option, or when restricted stock or property held by the Participant either becomes freely transferable or is no longer subject to a substantial risk of forfeiture;
  - (4) Amounts realized from the exercise of an incentive stock option, as defined in Code section 422, or the sale, exchange, or other disposition (including a disqualifying disposition) of stock acquired through the exercise of an incentive stock option;
  - (5) Amounts realized from the sale, exchange, or other disposition of stock acquired under an employee stock purchase plan, as defined in Code section 423; and
  - (6) Other amounts which receive special tax benefits, such as premiums for group- term life insurance, but only to the extent that the premiums are not includible in the gross income of the employee for federal income tax purposes.
- (tt) **“Spouse”** means the individual of the opposite sex and, effective as of June 26, 2013, also includes an individual of the same sex, to whom a Participant is married, where the marriage was valid at the time the marriage ceremony was performed, in a state or foreign jurisdiction (the “Jurisdiction”) having legal authority to sanction such marriage, provided that such marriage has not subsequently been legally dissolved. For purposes of the Plan, such a marriage shall be treated as valid even if the couple is domiciled in a Jurisdiction that does not recognize the validity of the marriage. Notwithstanding the foregoing, for the period beginning June 26, 2013 and ending September 15, 2013, the Plan may be administered to recognize only

those marriages between members of the same sex where the couple was domiciled in a Jurisdiction where the validity of the marriage was recognized during such period. For purposes of the Plan, the term “marriage” does not include a registered domestic partnership, civil union or other similar formal relationship recognized under the laws of a Jurisdiction but which is not recognized as a marriage under that Jurisdiction, even if state law provides that persons in these relationships have the same rights, protections, and benefits, under state law, as married persons.

- (uuu) **“Stable Value Fund”** means the fund selected by the Investment Committee that is invested in stable value contracts which state a given interest rate to be paid on account balances.
- (vvv) **“Supplemental Plan Participant”** means a Participant in this Plan who is or was also a participant in the Occidental Petroleum Corporation Supplemental Retirement Plan, effective through December 31, 2004, or the Occidental Petroleum Corporation Supplemental Retirement Plan II, effective as of January 1, 2005, as determined under Appendix F to this Plan.
- (www) **“Testing Compensation”** means, for purposes of the ADP Test and ACP Test, compensation within the meaning of Code section 414(s)(1), except that the Administrative Committee may elect not to include in such compensation any amount which is contributed by the Employer pursuant to a salary reduction agreement and which is not includible in gross income of the Employee under Code section 125, 132(f)(4), 402(e)(3), 402(h), or 403(b).
- (xxx) **“Total Excess Aggregate Contributions”** means the total amount of Excess Aggregate Contributions to be corrected to satisfy the ACP Test for the Plan Year as determined under Plan section 6.5(b).
- (yyy) **“Total Excess Contributions”** means the total amount of Excess Contributions to be corrected to satisfy the ADP Test for the Plan Year as determined under Plan section 6.3(b).
- (zzz) **“Treasury Regulations”** means the regulations promulgated by the United States Department of the Treasury under the Code.
- (aaaa) **“Trust Agreement”** means any agreement in the nature of a trust established to form a part of the Plan to receive, hold, invest, and dispose of the Trust Fund.
- (bbbb) **“Trust Fund”** means the assets of every kind and description held under any Trust Agreement forming a part of the Plan.
- (cccc) **“Trustee”** means any person selected by the Company to act as Trustee under any Trust Agreement at any time of reference. On and after March 25, 2020, the Administrative Committee shall have the authority to select the Trustee in accordance with the applicable provisions of this Plan, including Article 12.
- (dddd) **“Unit”** means the unit of measure into which each Investment Fund is divided for purposes of ascertaining the share of each such fund attributable to each Participant, Beneficiary and Alternate Payee.

## 2.2 Gender and Number

Except as otherwise indicated by the context, any masculine or feminine terminology shall also include the opposite gender, and the definition of any term in the singular or plural shall also include the opposite number.

### **2.3 Headings**

The headings of this Plan are inserted for convenience or reference only, and they are not to be used in the construction of the Plan.

### **2.4 Requirement to Be in “Written Form”**

Various notices provided by the Company, the Administrative Committee, or the Investment Committee and various elections made by a Participant, Spouses, Alternate Payees and Beneficiaries are required to be in written form. Notwithstanding anything to the contrary in this Plan, any notices and elections related to the Plan may be conveyed through an electronic system or any other system approved by the Administrative Committee unless otherwise provided under applicable law or regulatory guidance. Any such notices, forms, and elections provided or made through an electronic medium shall comply with the provisions of Treasury Regulations section 1.401(a)-21.

### **2.5 Severability**

If a provision of this Plan shall be held illegal or invalid for any reason, the illegality or invalidity shall not affect the remaining parts of the Plan, and the Plan shall be construed and enforced as if the illegal or invalid provision had not been included in the Plan.

### **2.6 Applicable Law**

To the extent not preempted by ERISA or other federal law, the Plan and all rights hereunder shall be governed, construed, and administered in accordance with the laws of the State of Texas with the exception that any Trust Agreement shall be construed and enforced in all respects under and by the laws of the state in which the Trustee thereunder is located.

## Article 3. Participation, Service and Vesting

### 3.1 Date of Participation

Each Eligible Employee shall become an Active Participant as of the first day of the month in which the Employee becomes an Eligible Employee. Notwithstanding the foregoing, each Employee who becomes an Eligible Employee pursuant to a purchase or other agreement approved by the Board shall become an Active Participant as of the date, if any, specified in such agreement. A Covered Employee will be notified that he or she is eligible to participate in the Plan at the time he or she becomes an Eligible Employee. If the Covered Employee does not make an affirmative election not to participate in the Plan or return an alternative election pursuant to section 4.1 of the Plan, then Pre-Tax Deferrals will automatically begin to be made on such Covered Employee's behalf as described in section 4.6 of the Plan.

### 3.2 Duration

An Eligible Employee who becomes an Active Participant shall remain an Active Participant for as long as he remains an Eligible Employee or is entitled to receive any contributions or benefits hereunder.

### 3.3 Transfers

- (a) **Transfers to Eligible Employee Status.** An Employee who transfers to employment as an Eligible Employee shall become an Active Participant on the first day of the month in which such transfer takes place.
- (b) **Transfers from Eligible Employee Status.** A Participant who transfers to employment status where he or she no longer is an Eligible Employee shall become an Inactive Participant.
  - (3) An Inactive Participant is not eligible to make or receive Pre-Tax Deferrals, Roth Contributions, Catch-Up Contributions, After-Tax Contributions (including Adjustment Contributions) or Matching Contribution on Earnings paid after the date of transfer to an ineligible status.
  - (4) An Inactive Participant shall continue to accrue Service under this Plan. Upon Separation from Service, the Participant's vested interest shall be based on total Service with the Company and all Affiliates.
  - (5) An Inactive Participant remains eligible to receive in-service withdrawals, subject to the terms of Plan section 7.2, plan loans, subject to the terms of Article 8, and to transfer eligible amounts to his or her Rollover Account, Roth Rollover Account or After-Tax Rollover Account, subject to the terms of Plan section 10.12.

### 3.4 Service

Service is used to determine a Participant's vested percentage in his or her Matching Account.

- (a) **General Rules.** An Employee shall be credited with Service on an elapsed time basis for the period during which the employment relationship exists between the Employee and the Company or any Affiliate, the length of which shall be determined, in completed years and months, during the following periods of time:

- (1) Credit shall be given to an Employee for the period of time beginning on the first day of the month in which the individual first becomes an Employee and ending on the last day of the month in which occurs the Employee's Separation from Service.
  - (2) Credit shall be given to an Employee for each period beginning upon the date the individual has a Separation from Service and ending upon the first day of the month in which the individual first becomes an Employee thereafter but only if the Employee is reemployed within 12 months of the date of such Separation from Service.
  - (3) Credit shall be given to an Employee after a Separation from Service for any period beginning on the first day of the month in which the Employee first becomes an Employee after rehire and ending on the last day of the month the Employee has a Separation from Service thereafter.
  - (4) Whenever the total number of years of Service of an Employee must be ascertained under this Plan, all noncontinuous periods of Service which are credited to such Employee shall be aggregated, regardless of the length or any period of Service and regardless of the length of any period between a Separation from Service and rehire. For purposes of aggregating such years of Service, the completed years and months credited to an Employee during any period of Service shall be added to the number of completed years and months credited to the Employee during any other period of noncontinuous Service. This Plan does not disregard periods of Service, even though permitted to do so under Code section 411(a)(6).
  - (5) Service by any Leased Employee shall be credited under this section should the Leased Employee ever become an Eligible Employee under this Plan.
- (b) **Special Rules.** For purposes of determining an Employee's Service under this Plan, the special Service counting rules set forth in Appendix B shall apply to increase, but not decrease, the Service of any Employee.

### 3.5 Vesting

- (a) **Employee Accounts.** A Participant's interest in his or her Pre-Tax Account, Roth Account, After-Tax Account, Rollover Account, Roth Rollover Account, After-Tax Rollover Account and In-Plan Roth Rollover Account shall be fully vested at all times.
- (b) **Matching Account.** A Participant's interest in his or her Matching Account shall become vested in accordance with this section, if not vested earlier under the special vesting rules of subsection (c).
  - (1) Unless vested earlier under the provisions of this section, a Participant shall vest in his or her Matching Account based on the Participant's completed years of Service.
    - (a) Effective January 1, 2007, a Participant who is first employed by a Company or any Affiliate after 2006, shall have no nonforfeitable right to his or her Matching Account until the Participant completes three years of Service and shall be 100 percent vested in

his or her Matching Account when the Participant is credited with three or more years of Service.

- (b) Effective January 1, 2007, a Participant who was first employed by the Company or any Affiliate before 2007, shall have the nonforfeitable percentage of his Matching Account determined based on the following table:

<b>Years of Service</b>	<b>Percentage Vested</b>
Less than 1	0%
1	20%
2	40%
3	100%

- (C) Effective January 1, 2015, an Active Participant, irrespective of when he or she was first employed by the Company or an Affiliate, shall be 100 percent vested in his or her Matching Account.

- (2) Furthermore, a Participant shall become fully vested in his or her Matching Account to the extent required under Code section 411(d)(3) and Plan section 13.2 upon a complete termination of the Plan, a partial termination of the Plan affecting the Participant, or upon a complete discontinuance of contributions to the Plan.

(c) Special Vesting Rules.

- (1) Notwithstanding the foregoing, a Participant described in Appendix C shall vest in his or her Matching Account under the provisions of that Appendix C, rather than subsection (b).
- (2) A Participant shall at all times be fully vested in any Eligible Dividends with respect to which the Participant is offered a dividend pass-through deduction to the extent required under Plan section 11.2(d)(3). These amounts will be held in either:
- (A) The Participant's Matching Account, or
- (B) The Participant's Pre-Tax Account, Roth Account, After-Tax Account, Rollover Account, Roth Rollover Account, After-Tax Rollover Account and In-Plan Roth Rollover Account, in which the Participant is always fully vested, based on the account from which the Eligible Dividend is derived.
- (3) With respect to any frozen contributions under this Plan or any Qualified Plan that is merged into this Plan, if such contributions resume under this Plan or any Qualified Plan into which this Plan is merged, then for purposes of determining the Participant's nonforfeitable right to such contributions, a Participant shall receive credit for Service incurred both prior to and subsequent to the date such contributions were frozen.



- (d) **Vesting and Benefit Payments.** Being vested does not mean that a Participant is entitled to immediate distribution benefits. Benefits under the Plan shall be paid only in accordance with Article 7.

### **3.6 Forfeiture of Contingent Interests**

Any portion of a Participant's Account that is not vested under the provisions of Plan section 3.5 shall be forfeited upon the first to occur of the following forfeitable events:

- (a) The Participant elects, in accordance with Plan section 7.3, to commence or receive a distribution of the value of the Participant's vested Account on account of a Separation from Service. For this purpose, if the percentage vested in the table under Plan section 3.5(b)) is zero, the Participant will be deemed to have elected such a distribution and the nonvested portion of the Account will be immediately forfeited.
- (b) The Participant incurs five consecutive breaks in service. For this purpose, a break in service is a period of 12 months in which the Participant is absent from Service, except that if the absence is due to a maternity or paternity reason described in Plan section 2.1(qqq)(3), the period between the first and second anniversaries of such absence shall be neither a period of Service nor a period of severance.

If the Participant who has forfeited his non-vested Account resumes employment as an Eligible Employee, then the cash value (determined at the time of forfeiture) of the amount forfeited shall be restored to the Participant's Account. No buyback shall be required and the reinstatement will occur regardless of the length of the Participant's absence from Service.

## **Article 4. Active Participant Contributions**

### **4.1 Pre-Tax Deferrals, Roth Contributions and After-Tax Contributions**

- (a) Covered Employees will be automatically enrolled in the Plan as described in Plan section 4.6 below.
- (b) Except as otherwise provided in this Plan, each Active Participant may elect to contribute as After-Tax Contributions or to have the Employer contribute on the Participant's behalf as Pre-Tax Deferrals and Roth Contributions an amount of the Participant's Base Pay which together is from 1 percent to the contribution percentage limit specified for the Active Participant in Appendix D for the Plan Year. The Administrative Committee may adjust the contribution percentage limit specified in Appendix D at the beginning of each Plan Year without the need of a formal Plan amendment, provided that any such limitations shall be communicated to eligible Participants in advance of the pay periods to which such limitations will apply. The percentage elected of Pre-Tax Deferrals, Roth Contributions and/or After-Tax Contributions may be in increments of a tenth of a percent.

The Participant's elected Pre-Tax Deferral, Roth Contribution and After-Tax Contribution percentages shall apply, but not in excess of an aggregate of 5 percent, to the Active Participant's Annual Bonus. The Annual Bonus shall be counted for this purpose in the Plan Year it is paid even if it is received for services performed in a prior Plan Year. Effective January 1, 2017, unless the Participant affirmatively elects otherwise, with respect to any Participant hired prior to August 5, 2016, the election in effect as of August 5, 2016 will apply to any Annual Bonus paid in the 2017 Plan Year and any subsequent plan year until the Participant affirmatively elects otherwise.

- (c) Notwithstanding anything in this Plan to the contrary, no Participant shall be permitted to have elective deferrals made under this Plan, or any other Qualified Plan maintained by the Company or Affiliates during any taxable year, in excess of the dollar limitation contained in Code section 402(g)(1) in effect for such taxable year, except to the extent permitted under Code section 414(v).
- (d) No benefits other than Matching Contributions shall be conditioned on a Participant's election to make After-Tax Contributions or have Pre-Tax Deferrals and Roth Contributions made on the Participant's behalf under this Plan. Any portion of a contribution that is not designated as a Pre-Tax Deferral, Roth Contribution or Catch-Up Contribution shall be designated as an After-Tax Contribution.
- (e) The Participant's election made under this section shall be made in accordance with the rules set forth in this Article and such other rules of nondiscriminatory application as the Administrative Committee may prescribe for the proper administration of the Plan.

## **4.2 Catch-Up Contributions**

Each Active Participant who will have attained age 50 before the close of the Plan Year shall be eligible to make Catch-Up Contributions in accordance with and subject to the limitations of Code section 414(v) for pay periods ending after July 1, 2002. Each Participant must elect whether such Catch-Up Contributions will be in the form of Pre-Tax Deferrals or Roth Contributions.

- (a) Catch-Up Contributions shall not be taken into account for purposes of the provisions of Plan sections 6.1 and 6.6, implementing the required limitations of Code sections 402(g) and 415, respectively.
- (b) The Plan shall not be treated as failing to satisfy the provisions of the Plan sections 6.2, 6.4, or Article 15, implementing the requirements of Code section 401(k)(3), 401(k)(11), 401(k)(12), 410(b), or 416, as applicable, by reason of the making of Catch-Up Contributions.
- (c) Elections to make Catch-Up Contributions shall be made separately from the Active Participant's election of Pre-Tax Deferrals or Roth Contributions under Plan section 4.1, shall not be subject to the contribution percentage limit on Pre-Tax Deferrals and Roth Contributions specified in Plan section 4.1, and shall be made in accordance with uniform procedures established by the Administrative Committee. Such election procedures will require the eligible Active Participant to elect Catch-Up Contributions as a fixed dollar amount per pay period.
- (d) Under no circumstances will Catch-Up Contributions elected under this Plan section entitle the Participant to Matching Contribution, even if it is later determined that the contribution is not a Catch-Up Contribution because it is less than an applicable limit.
- (e) For purposes of recordkeeping and communications with Participants, Catch-Up Contributions, Pre-Tax Deferrals and Roth Contributions may be aggregated and reported as held in the Participant's Pre-Tax Account or Roth Account, as applicable, without changing the character of any Catch-Up Contributions as such for purposes of Code section 414(v).

## **4.3 Election Procedures**

- (a) Each Active Participant shall be permitted to make the elections described in Plan section 4.1 and, if eligible, Plan section 4.2 in the manner prescribed by the Administrative Committee. If a Participant has elected to begin, stop, increase, or decrease Pre-Tax Deferrals, Roth Contributions, After-Tax Contributions or, if eligible, Catch-Up Contributions, the Active Participant may file a new election in the manner prescribed by the Administrative Committee to change Pre-Tax Deferrals, Roth Contributions, After-Tax Contributions or, if eligible, Catch-Up Contributions at any time and such election shall become effective on the first pay period following the date on which the election is properly received. The election shall remain in effect until changed by the Active Participant or until he or she ceases to be an Active Participant or goes on an unpaid leave of absence.
- (b) If an Active Participant becomes an Inactive Participant or Former Participant, or goes on unpaid leave of absence, any Pre-Tax Deferrals, Roth Contributions, After-Tax Contributions and Catch-Up Contributions for the Participant shall cease. If the individual again becomes an Active Participant or returns from an unpaid leave of absence, he or she may make a new election under this section.

- (c) All elections shall apply to Earnings paid in the first available payroll period following the date the election is processed and shall be irrevocable for such period. In addition, except for occasional, bona fide administrative considerations, Pre-Tax Deferrals, Roth Contributions and Catch-Up Contributions made pursuant to such elections cannot precede the earlier of the performance of services relating to the Pre-Tax Deferrals, Roth Contributions or Catch-Up Contributions and the date when the Earnings subject to the election would be currently available to the Participant in the absence of an election to defer.

#### 4.4 Salary Reduction

Each Active Participant who makes a Pre-Tax Deferral or Roth Contribution election described in Plan section 4.1 or, if eligible, a Catch-Up Contribution election described in Plan section 4.2 shall, by the act of making such election or elections, have his or her Earnings reduced by an equivalent amount for so long as the election remains in effect.

#### 4.5 Deposit and Crediting of Deferrals and Contributions

Pre-Tax Deferrals, Roth Contributions, After-Tax Contributions, and Catch-Up Contributions shall be transferred to the Trust Fund as soon as reasonably practicable after the payroll payment date at which a corresponding amount would have been paid to the Participant in the absence of the election of such contributions. Pre-Tax Deferrals shall be allocated to the Participant's Pre-Tax Account; Roth Contributions shall be allocated to the Participant's Roth Account; Catch-Up Contributions shall be allocated to the Participant's Pre-Tax Account and/or Roth Account, as applicable, and After-Tax Contributions shall be allocated to the Participant's After-Tax Contribution Account as of the payroll payment date on which the corresponding amount would have been paid in absence of the elections under Plan section 4.1 and, if applicable, Plan section 4.2, but shall share in any investment gains and losses only after they are received by the Trust Fund.

#### 4.6 Eligible Automatic Enrollment Arrangement

- (a) **Effective Date.** The following automatic enrollment procedures will apply with respect to all Covered Employees. All Covered Employees hired prior to October 8, 2019, who have not made an affirmative election under Plan section 4.1 to make deferrals or contributions to the Plan equal or greater than the Default Percentage (defined below) will be automatically enrolled in accordance with the following automatic enrollment procedures on November 15, 2019. For Plan Years beginning after December 31, 2019, the procedures set forth in this Plan section 4.6 are intended to constitute an eligible automatic contribution arrangement that satisfies Code section 414(w) and provides excise tax relief with respect to excess amounts distributed within 6 months after the end of the plan year under Code section 4979(f).
- (b) **Default Percentage.** A Covered Employee will have a reasonable opportunity after receipt of the automatic enrollment notice to make an alternate election. If a Covered Employee fails to make an alternate election, Pre-Tax Deferrals will automatically begin being made on such Covered Employee's behalf, in an amount equal to 5% of his or her Base Pay (*i.e.*, the "**Default Percentage**") on the Covered Employee's date of hire.
- (c) **Alternate Election.** In the event a Covered Employee does not desire to have Pre-Tax Deferrals made on his or her behalf at the Default Percentage, the Covered Employee may elect a different amount up to the contribution percentage limit specified for the Active Participant in Appendix D for the Plan

Year or elect to not participate in the Plan. Any alternate election is to be made in accordance with the election procedures set forth in Section 4.3 above.

- (d) **Withdrawal.** No later than 30 days after default Pre-Tax Deferrals are first withheld from a Covered Employee's Base Pay, the Covered Employee may request a distribution of his or her default Pre-Tax Deferrals. The amount to be distributed from the Plan upon the Covered Employee's request is equal to the amount of default Pre-Tax Deferrals made through the earlier of (a) the pay date for the second payroll period that begins after the Covered Employee's withdrawal request and (b) the first pay date that occurs 30 days after the Eligible Employee's request, plus attributable earnings through the date of distribution. Unless the Covered Employee affirmatively elects otherwise, any withdrawal request will be treated as an affirmative election to cease default Pre-Tax Deferrals made on the Covered Employee's behalf. Default Pre-Tax Deferrals distributed pursuant to this Section 4.6(d) are not counted towards the Code section 402(g) limit. Matching Contributions that might otherwise be allocated to a Covered Employee's Account on behalf of default Pre-Tax Deferrals will not be allocated to the extent the Covered Employee withdraws such default Pre-Tax Deferrals pursuant to this Section 4.6(d) and any Matching Contributions already made on account of such default Pre-Tax Deferrals that are later withdrawn pursuant to this Section 4.6(d) will be forfeited and subject to allocation as a forfeiture.
- (e) **Notices.** For Plan Years beginning after December 31, 2019, the Company will provide Covered Employees with the notice required under Code section 414(w)(4) describing the Plan's automatic enrollment procedures prior to the beginning of each Plan Year regardless of whether the Covered Employee has an affirmative election for Pre-Tax Deferrals in place.

## **Article 5. Employer Contributions**

### **5.1 Employees Eligible for Matching Contributions**

Subject to the other provisions of this Plan, the Employer shall contribute Matching Contributions to this Plan only for a Participant who was an Active Participant during the pay period for which the corresponding Pre-Tax Deferrals and/or Roth Contributions (including amounts recharacterized as Adjustment Contributions) or After-Tax Contributions were made. Notwithstanding any Plan provision to the contrary, any Matching Contribution (including any investment gain attributable thereto), which relates to an Excess Deferral under Plan section 6.1, Excess Contribution under Plan section 6.3 (unless recharacterized as Adjustment Contributions) or Excess Aggregate Contribution under Plan section 6.5 shall be forfeited and shall not be treated as a Matching Contribution with respect to the Participant for the Plan Year.

### **5.2 Amount of Matching Contributions**

Matching Contributions shall be made on behalf of an Active Participant for each payroll period for which Pre-Tax Deferrals, Roth Contributions or After-Tax Contributions were made with respect to the Participant for the Plan Year. Matching Contributions may also be made on behalf of eligible Participants, as the Employer or Administrative Committee deems necessary or appropriate for administrative purposes, at such other times, but not later than 12 months after the end of the Plan Year. The amount of Matching Contributions allocated to the Participant's Matching Contributions Account shall be equal to the matching percent shown in the table in Appendix E, based on the employment classification of the Participant on the last day of the payroll period, multiplied by the Pre-Tax Deferrals (including an Adjustment Contribution), Roth Contribution (including an Adjustment Contribution) or After-Tax Contribution made with respect to the Participant on the Participant's first 5 percent of Base Pay and Annual Bonus for the pay period. With respect to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union, Local 12773 represented employees, the amount of Matching Contributions allocated to the Participant's Matching Contributions Account shall be equal to the matching percent shown in the table in Appendix E, based on the employment classification of the Participant on the last day of the payroll period, multiplied by the Pre-Tax Deferrals (including an Adjustment Contribution), Roth Contributions (including an Adjustment Contribution) or After-Tax Contribution made with respect to the Participant on the Participant's first 4 percent of Base Pay and Annual Bonus for the pay period. Effective February 29, 2016, the Matching Contributions allocated with respect to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union, Local 12773 represented employees will be the same as for other Active Participants. Effective January 1, 2016, the Matching Contributions allocated with respect to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union, Local 2154-03 represented employees will be the same as for other Active Participants. The Administrative Committee may limit the amount of Matching Contributions made on behalf of a Participant to the extent that the Administrative Committee determines necessary to comply with the limits of Article 6.

### **5.3 Depositing and Crediting Matching Contributions**

The Company shall make such contributions to the Trust Fund as are required by this Plan, subject to the right of the Company to discontinue the Plan. The Company shall

contribute an amount which, when added to forfeitures under Plan section 11.3, is sufficient to provide the Matching Contribution allocations required by Plan section 5.2.

Matching Contributions shall be transferred to the Trust Fund as soon as reasonably practicable after the payroll payment date at which the corresponding Pre-Tax Deferrals, Roth Contributions or After-Tax Contributions would have been paid to the Participant in the absence of the election of such contributions. Matching Contributions shall be allocated to the Participant's Matching Account as of the payroll payment date on which the corresponding amount would have been paid in absence of the Participant's election, but shall share in any investment gains and losses only after they are received by the Trust Fund.

## Article 6. Benefit Limitations

### 6.1 Elective Deferral Limit

- (a) **Dollar Limit.** For any calendar year, the sum of the following items shall not exceed the elective deferral dollar limit of Code section 402(g)(1), as adjusted pursuant to Code section 402(g)(4):
- (1) All Pre-Tax Deferrals and Roth Contributions (but not Catch-Up Contributions) made on behalf of an Active Participant for that calendar year; and
  - (2) Any other Pre-Tax or Roth contributions made for the calendar year to any Qualified Plan maintained by the Company or any Affiliate which are elective deferrals as defined in Code section 402(g)(3), but not including any such elective deferrals that are catch-up contributions under Code section 414(v).
- Any amount deferred in excess of the dollar limit stated in this subsection is referred to as an Excess Deferral.
- (b) **Calendar Year as Participant's Taxable Year.** A Pre-Tax Deferral and Roth Contribution made on behalf of an Active Participant shall be treated as made for a calendar year, for purposes of Plan section 6.1(a)(1) if it is made on account of the Active Participant's election to reduce Earnings that would otherwise be payable within that calendar year.
- (c) **Preventing Excess Deferrals.** If before the end of a calendar year, the Administrative Committee determines (or the Active Participant notifies his or her Employer that he or she has determined) that Pre-Tax Deferrals and/or Roth Contributions to be made on behalf of an Active Participant for that calendar year would exceed the limits of this section or Code section 402(g), then the Administrative Committee shall take one or both of the following steps, to the extent necessary, to avoid exceeding the limits of this section or Code section 402(g):
- (1) Permit an Active Participant to submit a revised election under Plan section 4.1; or
  - (2) Reduce Pre-Tax Deferrals and/or Roth Contributions that otherwise would be made, pursuant to the Participant's current election, for the rest of the calendar year (and adjust the corresponding reductions in Earnings) so that the limits are not exceeded.
- (d) **Correcting Excess Deferrals.** If Excess Deferrals have been made on the Participant's behalf in excess of the limits of Code section 402(g), then the Excess Deferrals shall be corrected as follows:
- (1) The Participant must notify the Administrative Committee, by such other means as the Administrative Committee shall prescribe, no later than March 1, immediately following the close of a calendar year, stating that the sum of the items described in subsection 6.1(a) are in excess of the limits of Code section 402(g). The notice provided by the Participant shall state the portion of such excess amount that has been allocated to this Plan as an Excess Deferral. The amount of the Excess Deferral allocated to this Plan shall not exceed the total amount of the



Pre-Tax Deferrals and/or Roth Contributions (excluding Catch-Up Contributions) made on behalf of the Participant for that calendar year. The Administrative Committee may require the Participant to certify to the amount of the Excess Deferral and to provide substantiating evidence satisfactory to the Administrative Committee.

- (2) If the Active Participant does not provide the notice described in paragraph (1) by the following March 1, but it is determined that Pre-Tax Deferrals and/or Roth Contributions (excluding Catch-Up Contributions) made on behalf of an Active Participant for a calendar year inadvertently exceed the limits of subsection (a), then the Excess Deferral for the calendar year shall be distributed in accordance with this subsection.
- (3) The Administrative Committee shall direct the Trustee to distribute, by April 15 following the close of the calendar year, the Excess Deferral for that calendar year allocated (or deemed allocated) to the Plan by the Participant. Any Excess Deferrals shall be treated as consisting first of any Pre-Tax Deferrals made by the Participant for such Plan Year, as applicable, and second any Roth Contributions which the Participant made for the Plan Year, as applicable, except as otherwise elected by the Participant. The distributed Excess Deferral shall be withdrawn from the Investment Funds in which the Pre-Tax Account and/or Roth Account, as applicable, is then invested on a pro rata basis. The Trustee shall also distribute the net income attributable to the Excess Deferrals, as determined by the Administrative Committee in accordance with one of the methods permitted under Treasury Regulations section 1.402(g)-1(e)(5) disregarding, effective January 1, 2007, any provision of prior regulations relating to the distribution of gap period earnings. Corrective distributions under this subsection shall be coordinated with distributions of Excess Contributions under Plan section 6.3 in accordance with Treasury Regulations sections 1.401(k)-1(f)(5) and 1.402(g)-1(e)(6). Any Matching Contributions that have been made with respect to Excess Deferrals that are distributed to a Highly Compensated Employee, in accordance with this subsection, shall be forfeited, as soon as is practicable after corrective distributions are made. Such Matching Contributions shall be forfeited, whether or not the Participant would otherwise have a vested interest in those Matching Contributions, pursuant to Plan section 3.5.

## **6.2 Discrimination Limits on Pre-Tax Deferrals and Roth Contributions**

As of the last day of each Plan Year, the Administrative Committee shall require testing of Pre-Tax Deferrals and Roth Contributions made for the Plan Year to assure that the Actual Deferral Percentage (ADP) for the Plan Year of Participants who are Highly Compensated Employees does not exceed the ADP Test limits specified in this Plan section.

- (a) **Aggregation, Disaggregation and Restructuring.** The rules of this section shall be administered so as to comply with the mandatory disaggregation requirements of Treasury Regulations section 1.410(b)-7(c) and, if the Administrative Committee chooses, the permissive aggregation rules of Treasury Regulations section 1.410(b)-7(d), provided that any aggregated plans shall use the same testing method under Treasury Regulations section

1.401(k)-2(a)(2)(ii) (i.e., current year or prior year testing method) as is used by the Plan for the Plan Year. Notwithstanding the foregoing, effective January 1, 2004, the mandatory disaggregation rules relating to the ESOP and non-ESOP portions of the Plan shall not apply.

- (1) To the extent required by the mandatory disaggregation rules, Represented Employees and Nonrepresented Employees shall be treated as comprising separate plans for purposes of applying the ADP Test. Notwithstanding the foregoing, the Administrative Committee may treat two or more separate collective bargaining units as a single collective bargaining unit for purposes of applying the ADP Test, provided that the combinations of units are determined on a basis that is reasonable and reasonably consistent from Plan Year to Plan Year.
  - (2) If, after application of the mandatory disaggregation rules, this Plan is permissively aggregated with one or more other plans that include qualified cash or deferred arrangements for purposes of Code section 401(a)(4) or 410(b), then the cash or deferred arrangements of this Plan and such other plans shall be treated as one arrangement for purposes of this Plan section.
  - (3) In determining whether the restrictions of this Plan section are met, the Administrative Committee may exclude from the ADP Test all Eligible Employees who are not Highly Compensated Employees and who have not met the minimum age and service requirements of Code section 410(a)(1)(A), if the Administrative Committee elects to apply Code section 410(b)(4)(B). Alternatively, the Administrative Committee may apply the ADP Test separately to all Eligible Employees who have not met the minimum age and service requirements of Code section 410(a)(1)(A).
- (b) **ADP Test.** The Actual Deferral Percentage for the Plan Year of Participants who are Highly Compensated Employees shall not exceed the greater of:
- (1) The product of 1.25 and the Actual Deferral Percentage for the current Plan Year for the Eligible Employees who are not Highly Compensated Employees for the current Plan Year; or
  - (2) The lesser of:
    - (a) The product of two and the Actual Deferral Percentage for the current Plan Year for the Eligible Employees who are not Highly Compensated Employees for the current Plan Year, or
    - (b) The Actual Deferral Percentage for the current Plan Year for the Eligible Employees who are not Highly Compensated Employees for the current Plan Year plus two percentage points.

By an amendment to the Plan, the Administrative Committee may elect to apply paragraphs (1) and (2) by using the Actual Deferral Percentage of Employees who are not Highly Compensated Employees for the prior Plan Year only if the current year testing method has been used for at least the last five Plan Years. If the Plan is aggregated with any other Qualified Plan, the Actual Deferral Percentage of Employees who are

not Highly Compensated Employees for the prior Plan Year may be used only if the Plan is amended to so provide and each Qualified Plan that is aggregated with this Plan used the current year method for at least the last five years (or, if shorter, the period that such other Qualified Plan was in existence, including years in which the Qualified Plan was a portion of another Qualified Plan).

- (c) The restrictions of this section shall be based on the Participant's actual Testing Compensation while an Active Participant and total Pre-Tax Deferrals and Roth Contributions allocated to the Participant's Account for the Plan Year. The Administrative Committee is authorized to restrict the Pre-Tax Deferrals and Roth Contributions of Highly Compensated Employees in a uniform manner if it determines, based on advance testing done during the Plan Year, that such restriction is necessary or appropriate to assure final Plan Year compliance with restrictions of this section.

### 6.3 Corrective Measures if ADP Test Failed

If, at the end of the Plan Year, the Administrative Committee determines that the Actual Deferral Percentage of Highly Compensated Employees exceeds the maximum permitted for the Plan Year under the ADP Test, then the Administrative Committee shall take the corrective steps described in this Plan section so that the requirements of Plan section 6.2 are met for the Plan Year. Pre-Tax Deferrals and Roth Contributions, along with any other elective deferrals made to other qualified cash or deferred arrangements that are included in the Actual Deferral Percentage of a Highly Compensated Employee, exceeding the ADP Test limits are referred to as Excess Contributions.

- (a) **Correction Methods.** To the extent permitted under Treasury Regulations section 1.401(k)-2(b)(3) and this Plan section, the Administrative Committee shall first recharacterize Excess Contributions, along with allocable investment gains and losses, as Adjustment Contributions. To the extent Excess Contributions remain for the Plan Year, the Administrative Committee shall next distribute the Excess Contributions, along with allocable investment gains and losses, pursuant to Treasury Regulations section 1.401(k)-2(b)(2) and this Plan section. Regardless of whether recharacterized or distributed, all corrections of Excess Contributions shall be made in accordance with Treasury Regulations section 1.401(k)-2(b)(4) and this Plan section.
- (b) **Determining Total Excess Contributions.** The amount of Excess Contributions attributable to each Highly Compensated Employee is the amount by which Pre-Tax Deferrals and Roth Contributions, along with any other elective deferrals made to other qualified cash or deferred arrangements that are included in the Actual Deferral Percentage of a Highly Compensated Employee, must be reduced so that the Actual Deferral Percentage for that Highly Compensated Employee is reduced to the maximum permissible Actual Deferral Percentage for Highly Compensated Employees. The maximum permissible Actual Deferral Percentage for Highly Compensated Employees is determined by reducing the Actual Deferral Percentage for the Highly Compensated Employee with the highest Actual Deferral Percentage for the Plan Year to the Actual Deferral Percentage for the Highly Compensated Employee with the next highest Actual Deferral Percentage. If a lesser reduction would enable the ADP Test to be satisfied, only the lesser reduction is used to determine the maximum permissible Actual Deferral Percentage. This procedure is repeated until the ADP Test would be satisfied. The total amount of Excess Contributions to be corrected is equal to the sum of the dollar

amounts computed under this subsection for each Highly Compensated Employee and is to be referred to as the Total Excess Contributions.

- (c) **Apportionment of Total Excess Contributions.** Total Excess Contributions for the Plan Year shall be apportioned among Highly Compensated Employees as provided in this subsection.
- (1) Pre-Tax Deferrals and/or Roth Contributions allocated to the Highly Compensated Employee with the highest dollar amount of Pre-Tax Deferrals and/or Roth Contributions taken into account under the ADP Test for the Plan Year, including any other elective deferrals made to other qualified cash or deferred arrangements that are included in the Actual Deferral Percentage of a Highly Compensated Employee, shall be reduced by the amount required to cause that Highly Compensated Employee's remaining amount of Pre-Tax Deferrals and/or Roth Contributions for the Plan Year to be equal to the dollar amount of Pre-Tax Deferrals and/or Roth Contributions for the Highly Compensated Employee with the next highest dollar amount. This amount shall be allocated as the Excess Contribution for the Highly Compensated Employee, unless a smaller reduction, when added to the total dollar amount already allocated as Excess Contributions for other Highly Compensated Employees pursuant to this procedure equals the Total Excess Contributions for the Plan Year. Excess Contributions shall be treated as consisting first of any Pre-Tax Deferrals made by the Participant for such Plan Year, as applicable, and second any Roth Contributions which the Participant made for the Plan Year, as applicable, except as otherwise elected by the Participant.
  - (2) If a Highly Compensated Employee's Excess Contributions include elective deferrals made to other qualified cash or deferred arrangements that are included in the Actual Deferral Percentage of a Highly Compensated Employee, then the Excess Contribution of that to the Highly Compensated Employee shall not exceed the Pre- Tax Deferrals and/or Roth Contributions made under this Plan for the Plan Year. Any portion of the Total Excess Contributions which is apportioned to a Highly Compensated Employee pursuant to this subsection, but which cannot be corrected because of the preceding sentence, shall be apportioned to the Highly Compensated Employee with the next lowest total dollar amount of Pre-Tax Deferrals and/or Roth Contributions and that Highly Compensated Employee's Excess Contributions shall be reduced by an amount which includes the amount not corrected for the other Highly Compensated Employee.
  - (3) If the total amount corrected under this subsection is less than the Total Excess Contributions for the Plan Year, the procedure in this paragraph shall be repeated until the total amount corrected is equal to the Total Excess Contributions for the Plan Year.
  - (4) The investment gains and losses allocable to the Excess Contributions are equal to the sum of allocable investment gains and losses for the Plan Year and allocable gains and losses after the Plan Year for which the distribution is made. The allocable investment gain or loss attributable to the Excess Contributions may be determined in accordance with any of the methods permitted under Treasury Regulations section 1.401(k)-2(b)(2)(iv), disregarding any provisions

relating to the distribution of gap period earnings, and may be determined up to seven days before the date of the correction.

- (5) Excess Contributions of the Highly Compensated Employee with respect to which Matching Contributions were not made shall be corrected to the extent necessary under this Plan section before Excess Contributions of that Highly Compensated Employee with respect to which Matching Contributions were made.
- (6) The requirements of this Plan section shall be deemed to have been satisfied if the total dollar amount corrected equals the Total Excess Contributions with allocable investment gains and losses, even if:
  - (a) The ADP Test would not satisfy the requirements of Plan section 6.2, if the test were rerun including in the test only Pre-Tax Deferrals and/or Roth Contributions that were not corrected under this subsection; or
  - (b) The amount corrected with respect to each Highly Compensated Employee is different from the amount computed for purposes of calculating the Total Excess Contributions amount.
- (d) **Rules Applicable to Adjustment Contributions.** Excess Contributions shall not be treated as corrected even if recharacterized under this subsection (d), unless the requirements of this subsection are met.
  - (1) Excess Contributions that are recharacterized as Adjustment Contributions must be reported to the Internal Revenue Service and the Highly Compensated Employee as included in gross income of the Highly Compensated Employees to the same extent they would have been included in gross income if distributed.
  - (2) Excess Contributions must be recharacterized as Adjustment Contributions no later than 2<sup>1</sup>/<sub>2</sub> months after the close of the Plan Year (for Plan Years beginning after December 31, 2019, 6 months after the close of the Plan Year). For this purpose, recharacterization will be deemed to have occurred on the date on which the last Highly Compensated Employee is notified that his or her Pre-Tax Deferrals and/or Roth Contributions are being recharacterized as Adjustment Contributions.
  - (3) Excess Contributions may be recharacterized as Adjustment Contributions for a Plan Year only if the Plan allows After-Tax Contributions for that Plan Year and such Adjustment Contributions are included in the ACP Test for the Plan Year.
  - (4) Investment gains and losses allocable to Excess Contributions shall be allocated to the corresponding Adjustment Contributions after recharacterization.
- (e) **Rules Applicable to Distributions.** Excess Contributions shall not be treated as corrected even if distributed under this subsection (e), unless the requirements of this subsection are met.

- (1) Excess Contributions and allocable investment gains and losses must be distributed to the Highly Compensated Employee to whom it has been allocated within 12 months after the close of the Plan Year for which the Excess Contribution arose.
- (2) The distributed Excess Contributions and allocable investment gains and losses shall be taken from the Investment Funds in which the Pre-Tax Account and/or Roth Account is then invested on a pro rata basis.
- (3) Any Matching Contributions that have been made with respect to Excess Contributions that are distributed to a Highly Compensated Employee shall be forfeited, as soon as is practicable after corrective distributions are made. Such Matching Contributions shall be forfeited, whether or not the Participant would otherwise have a vested interest in those Matching Contributions, pursuant to Plan section 3.5.
- (4) If the Highly Compensated Employee received a full distribution of his or her Account before Excess Contributions and allocable investment gains and losses are distributed to the Highly Compensated Employee, then the prior distribution shall be reported for taxation purposes as first a correction of Excess Contributions and allocable investment gains and losses to the extent required under this Plan section.
- (5) A distribution of Excess Contributions and allocable investment gains and losses shall in no event be treated as satisfying a required minimum distribution for purposes of Code section 401(a)(9) and Plan section 7.6.
- (6) The distribution required by this Plan section may be made notwithstanding any other Plan provision.

#### **6.4 Discrimination Limits on Matching Contributions, After-Tax Contributions, and Adjustment Contributions**

As of the last day of each Plan Year, the Administrative Committee shall require testing of Matching Contributions, After-Tax Contributions, and Adjustment Contributions made for the Plan Year for Participants, who were not Represented Employees for the period for which the contributions were made, to assure that the Average Contribution Percentage for the Plan Year of such Participants who are Highly Compensated Employees does not exceed the limits specified in the ACP Test. The rules of this section shall not apply at all to Matching Contributions, After-Tax Contributions, and Adjustment Contributions made for the Plan Year for Participants who are Represented Employees for the period for which the contributions are made.

- (a) **Aggregation, Disaggregation and Restructuring.** The rules of this section shall be administered so as to comply with the mandatory disaggregation requirements of Treasury Regulations section 1.410(b)-7(c) and, if the Administrative Committee chooses, the permissive aggregation rules of Treasury Regulations section 1.410(b)-7(d), provided that any aggregated plans shall use the same testing method under Treasury Regulations section 1.401(k)-2(a)(2)(ii) (*i.e.*, current year or prior year testing method) as is used by

the Plan for the Plan Year. Notwithstanding the foregoing, effective January 1, 2004, the mandatory disaggregation rules relating to the ESOP and non-ESOP portions of the Plan shall not apply.

- (1) If, after application of the mandatory disaggregation rules, in the preceding paragraph, this Plan is permissively aggregated with one or more other plans that include matching or after-tax contributions subject to contribution testing under Code section 401(m) for purposes of Code section 401(a)(4) or 410(b), then this Plan and such other plans shall be treated as one arrangement for purposes of this Plan section.
  - (2) In determining whether the restrictions of this Plan section are met, the Administrative Committee may exclude from the ACP Test all Eligible Employees who are not Highly Compensated Employees and who have not met the minimum age and service requirements of Code section 410(a)(1)(A), if the Administrative Committee elects to apply Code section 410(b)(4)(B). Alternatively, the Administrative Committee may apply the ACP Test separately to all Eligible Employees who have not met the minimum age and service requirements of Code section 410(a)(1)(A).
- (b) **ACP Test.** The Average Contribution Percentage for the Plan Year of Participants who are Highly Compensated Employees shall not exceed the greater of:
- (1) The product of 1.25 and the Average Contribution Percentage for the current Plan Year for the Eligible Employees who are not Highly Compensated Employees for the current Plan Year; or
  - (2) The lesser of:
    - (a) The product of two and the Average Contribution Percentage for the current Plan Year for the Eligible Employees who are not Highly Compensated Employees for the current Plan Year, or
    - (b) The Average Contribution Percentage for the current Plan Year for the Eligible Employees who are not Highly Compensated Employees for the current Plan Year plus two percentage points.
- By an amendment to the Plan, the Administrative Committee may elect to apply paragraphs (1) and (2) by using the Average Contribution Percentage of Employees who are not Highly Compensated Employees for the preceding Plan Year rather than the current Plan Year except that such election may not be changed unless permitted by the Internal Revenue Service.
- (c) The restrictions of this section shall be based on the Participant's actual Testing Compensation while an Active Participant and total Matching Contributions, After-Tax Contributions and Adjustment Contributions allocated to the Participant's Account for the Plan Year. The Administrative Committee is authorized to restrict the After-Tax Contributions of Highly Compensated Employees in a uniform manner if it determines, based on advance testing done during the Plan Year, that such restriction is necessary or appropriate to assure final Plan Year compliance with restrictions of this section.

## 6.5 Corrective Measures if ACP Test Failed

If, at the end of the Plan Year, the Administrative Committee determines that the Average Contribution Percentage of Highly Compensated Employees exceeds the maximum permitted for the Plan Year under the ACP Test, then the Administrative Committee shall take the corrective steps described in this Plan section so that the requirements of Plan section 6.4 are met for the Plan Year. Matching Contributions, After-Tax Contributions, and Adjustment Contributions, along with any other matching contributions and after-tax contributions (including any recharacterized elective deferrals) made to other Qualified Plans that are included the Actual Deferral Percentage of a Highly Compensated Employee, exceeding the ACP Test limits are referred to as Excess Aggregate Contributions.

- (a) **Correction Method.** The Administrative Committee shall distribute or forfeit Excess Aggregate Contributions, along with allocable investment gains and losses, pursuant to Treasury Regulations section 1.401(m)-2(b)(2) and this Plan section.
- (b) **Determining Total Excess Aggregate Contributions.** The amount of Excess Aggregate Contributions attributable to each Highly Compensated Employee is the amount by which Matching Contributions, After-Tax Contributions and Adjustment Contributions, along with any other matching contributions and after-tax contributions (including any recharacterized elective deferrals) made to other Qualified Plans that are included the Average Contribution Percentage of a Highly Compensated Employee, must be reduced so that the Average Contribution Percentage for that Highly Compensated Employee is reduced to the maximum permissible Average Contribution Percentage for Highly Compensated Employees. The maximum permissible Average Contribution Percentage for Highly Compensated Employees is determined by reducing the Average Contribution Percentage for the Highly Compensated Employee with the highest Average Contribution Percentage for the Plan Year to the Average Contribution Percentage for the Highly Compensated Employee with the next highest Average Contribution Percentage. If a lesser reduction would enable the ACP Test to be satisfied, only the lesser reduction is used to determine the maximum permissible Average Contribution Percentage. This procedure is repeated until the ACP Test would be satisfied. The total amount of Excess Aggregate Contributions to be corrected is equal to the sum of the dollar amounts computed under this subsection for each Highly Compensated Employee and is referred to as the Total Excess Aggregate Contributions.
- (c) **Apportionment of Total Excess Aggregate Contributions.** Total Excess Aggregate Contributions for the Plan Year shall be apportioned as provided in this subsection.
  - (1) Excess Aggregate Contributions allocated to the Highly Compensated Employee with the highest dollar amount of Matching Contributions, After-Tax Contributions and Adjustment Contributions taken into account under the ACP Test for the Plan Year shall be reduced by the amount required to cause that Highly Compensated Employee's remaining amount of Matching Contributions, After-Tax Contributions and Adjustment Contributions for the Plan Year to be equal to the dollar amount of Matching Contributions, After-Tax Contributions and Adjustment Contributions for the Highly Compensated Employee with the next highest dollar amount. This amount shall be allocated as the Excess Aggregate Contribution for the Highly Compensated Employee, unless a smaller reduction, when added to the total dollar amount



already allocated as Excess Aggregate Contributions for other Highly Compensated Employees pursuant to this procedure equals the Total Excess Aggregate Contributions for the Plan Year.

- (2) If a Highly Compensated Employee's Excess Aggregate Contributions include matching contributions and after-tax contributions (including any recharacterized elective deferrals) made to other Qualified Plans that are included the Average Contribution Percentage of a Highly Compensated Employee, then the Excess Aggregate Contribution of that to the Highly Compensated Employee shall not exceed the Matching Contributions, After-Tax Contributions and Adjustment Contributions made under this Plan for the Plan Year. Any portion of the Total Excess Aggregate Contributions which is apportioned to a Highly Compensated Employee pursuant to this subsection, but which cannot be corrected because of the preceding sentence, shall be apportioned to the Highly Compensated Employee with the next lowest total dollar amount of Pre-Tax Deferrals and/or Roth Contributions and that Highly Compensated Employee's Excess Aggregate Contributions shall be reduced by an amount which includes the amount not corrected for the other Highly Compensated Employee.
- (3) If the total amount corrected under this subsection is less than the Total Excess Aggregate Contributions for the Plan Year, the procedure in this paragraph shall be repeated until the total amount corrected is equal to the Total Excess Aggregate Contributions for the Plan Year.
- (4) The investment gains and losses allocable to the Excess Aggregate Contributions are equal only to the sum of allocable investment gains and losses for the Plan Year for which the distribution is made. The allocable investment gain or loss attributable to the Excess Aggregate Contributions may be determined in accordance with any of the methods permitted under Treasury Regulations section 1.401(m)-2(b)(2)(iv), disregarding any provisions relating to the distribution of gap period earnings, and may be determined up to seven days before the date of the correction.

(d) **Distribution or Forfeiture.** Excess Aggregate Contributions shall not be treated as corrected even if distributed under this subsection, unless the requirements of this subsection are met.

- (1) Excess Aggregate Contributions and allocable investment gains and losses must be distributed to the Highly Compensated Employee to whom it has been allocated within 12 months after the close of the Plan Year for which the Excess Aggregate Contribution arose.
- (2) Excess Aggregate Contributions and allocable investment gains and losses shall be distributed or, to the extent attributable to Matching Contributions in which the Highly Compensated Employee is not fully vested as of the end of the Plan Year, forfeited in the following order:
  - (a) After-Tax Contributions and allocable investment gains and losses on which Matching Contributions were not made;

- (b) Adjustment Contributions and allocable investment gains and losses on which Matching Contributions were not made;
  - (c) After-Tax Contributions and allocable investment gains and losses along with the corresponding Matching Contributions and allocable investment gains and losses; and
  - (d) Adjustment Contributions and allocable investment gains and losses along with the corresponding Matching Contributions and allocable investment gains and losses.
- (3) The distributed Excess Aggregate Contributions and allocable investment gains and losses shall be taken from the Investment Funds in which the subaccount is then invested on a pro rata basis.
  - (4) If the Highly Compensated Employee received a full distribution of his or her Account before Excess Aggregate Contributions and allocable investment gains and losses is distributed to the Highly Compensated Employee, then the prior distribution shall be reported for taxation purposes as first a correction of Excess Aggregate Contributions and allocable investment gains and losses to the extent required under this Plan section.
  - (5) A distribution of Excess Aggregate Contributions and allocable investment gains and losses shall in no event be treated as satisfying a required minimum distribution for purposes of Code section 401(a)(9) and Plan section 7.6.
  - (6) The distribution required by this Plan section may be made notwithstanding any other Plan provision.

#### **6.6 Limitation on Annual Additions**

- (a) **General Rule.** Notwithstanding anything to the contrary contained in this Plan, the total Annual Additions under this Plan and any other defined contribution plan, as defined in Code section 414(i), maintained by the Company or any Affiliate, allocated to a Participant's Account for any Plan Year, which shall be the limitation year for purposes of Code section 415, shall not exceed the lesser of:
  - (1) \$40,000, as adjusted for increases in the cost-of-living under Code section 415(d) for Plan Years beginning after 2002; or
  - (2) 100 percent of the Participant's Section 415 Compensation for the limitation year.
- (b) **"Annual Addition" Defined.** The term "Annual Addition," with respect to any Participant for a Plan Year, shall mean the aggregate of:
  - (1) The amount of Employer contributions (including Matching Contributions and Pre- Tax Deferrals and Roth Contributions other than Catch-Up Contributions) allocated to the Participant's Account under this Plan and any other Employer contributions (other than Catch-Up Contributions under Code section 414(v)) allocated under any other

defined contribution plan, as defined in Code section 414(i), maintained by the Company or any Affiliate for the Plan Year;

- (2) The amount of a Participant's After-Tax Contributions (including Adjustment Contributions, but excluding Rollover, Roth Rollover and After-Tax Rollover Contributions) allocated to the Participant's Account under this Plan and any other Employee contributions allocated under any other defined contribution plan maintained by the Company or any Affiliate for the Plan Year;
- (3) Forfeitures allocated to the Participant's Account under this Plan or any other defined contribution plan maintained by the Company or any Affiliate for the Plan Year; and
- (4) For the purpose of Plan section 6.6(a)(1) only, the amount of Employer contributions, if any, allocated to an account described in Code section 419A(d)(1) or an account described in Code section 415(1)(2).

For purposes of this subsection and to comply with the requirements of Code section 415(h), the term "Affiliate" includes, in addition to Affiliates defined in Plan section 2.1(i), any entity that would be an Affiliate under that definition if the phrase "more than 50 percent" were substituted for the phrase "at least 80 percent" each place it appears in Code 1563(a)(1).

(c) **Additional Rules.** In applying the limits of subsection (a), the following rules shall apply:

- (1) Excess Deferrals shall not be included as an Annual Addition if they are distributed in a corrective distribution under the provisions of that section. However, any Excess Deferrals that are not distributed in a corrective distribution under Plan section 6.1 shall be included as an Annual Addition, even if they are in excess of the Code section 402(g)(1) limit.
- (2) Pre-Tax Deferrals and Roth Contributions in excess of the ADP Test limits of Plan section 6.2 shall be included as an Annual Addition, even if they are correctively distributed or re-characterized as Adjustment Contributions under Plan section 6.3.
- (3) Matching Contributions and After-Tax Contributions (including any Adjustment Contributions) in excess of the ACP Test limits of Plan section 6.4 shall be included as an Annual Addition, even if they are correctively forfeited or distributed under Plan section 6.5. Matching Contributions relating to distributions of Excess Deferrals under Plan section 6.1(d) are forfeited and shall not be included as an Annual Addition.
- (4) If a short limitation year is created because of an amendment or other action changing the limitation year (or Plan Year) to a different 12-consecutive-month period, the dollar limitation of Plan section 6.6(a)(1) to be applied for that short limitation year shall be multiplied by a fraction, the numerator of which is the number of months in the short limitation year and the denominator of which is 12.

- (5) The Annual Additions of a Participant who is also a Supplemental Plan Participant for the Plan Year shall be determined under this paragraph if doing so results in a larger amount of Annual Additions for that Participant for the Plan Year. Annual Additions under this paragraph shall be determined by assuming that, for the Plan Year, the Participant contributed the contribution percentage limit in effect for the Participant as determined under Appendix D and received the maximum allocation of Matching Contribution under Plan section 5.2.
- (d) Disposition of Excess Annual Additions
- (1) **Not a Supplemental Plan Participant.** If the Participant is not also a Supplemental Plan Participant for the Plan Year, then the Participant's Annual Additions shall be reduced under this Plan, if such reduction is required for purposes of reducing allocations on a combined basis, to the limits of subsection (a) and Code section 415(c), as follows:
- (a) First, by distributing After-Tax Contributions (including any Adjustment Contributions) made for the Plan Year to the Participant, to the extent necessary; and
  - (b) Next, by distributing Pre-Tax Deferrals and/or Roth Contributions made for the Plan Year to the Participant, to the extent necessary; and
  - (c) Then, forfeiting Matching Contributions made for the Plan Year, to the extent necessary; and
  - (d) Finally, reducing any remaining excess Annual Additions under the terms of such other defined contribution plans maintained by the Company or any Affiliate as specified in those plans.
- (2) **Supplemental Plan Participant.** If the Participant is also a Supplemental Plan Participant for the Plan Year, then the Participant's Annual Additions shall first be reduced under the terms of the Retirement Plan for the Plan Year by reducing the allocations made under the Retirement Plan to the extent necessary to assure compliance with the limits of subsection (a) and Code section 415(c). Only after reductions under the Retirement Plan have been made shall reductions of Annual Additions be made under the terms of this Plan and such other defined contribution plans maintained by the Company or any Affiliate, if such a reduction is required for purposes of reducing allocations on a combined basis, to the limit of subsection (a) and Code section 415(c), as follows:
- (A) First, by distributing After-Tax Contributions (including any Adjustment Contributions) made for the Plan Year to the Participant, to the extent necessary; and
  - (B) Next, by distributing Pre-Tax Deferrals and/or Roth Contributions made for the Plan Year to the Participant, to the extent necessary; and

- (C) Then, forfeiting Matching Contributions made for the Plan Year, to the extent necessary; and
- (D) Finally, reducing any remaining excess Annual Additions under the terms of such other defined contribution plans (other than the Retirement Plan) maintained by the Company or any Affiliate as specified in those plans.

(e) **Adjustment of Allocations.** If an allocation to the Account of a Participant would exceed the limit of subsection (a) due to a reasonable mistake in estimating a Participant's Section 415 Compensation or due to forfeitures or a reasonable error in the estimation of salary deferrals, then any amount which cannot be allocated shall be held in a suspense account and shall be allocated to the Account of such Participant in the next following Plan Year. The suspense account shall not share in investment gains or losses of the Trust Fund. Effective for Plan Years beginning after July 1, 2007, this subsection shall no longer apply because this correction methodology is no longer permitted under the final Treasury Regulations under Code section 415.

#### **6.7 Limitation on Pay Taken Into Account**

- (a) In determining the amount of Pre-Tax Deferrals and Roth Contributions that may be made on behalf of a Participant for a Plan Year, the total amount of Earnings to which the percentage reduction, elected by the Participant, is applied shall not be limited. Notwithstanding the foregoing, however, the total annual amount of Pre-Tax Deferrals and Roth Contributions made for a Plan Year on behalf of the Participant shall not exceed the product of the maximum deferral percentage allowed under the Plan for the Plan Year multiplied by the compensation limit in effect for the Plan Year under Code section 401(a)(17).
- (b) In determining the amount of After-Tax Contributions that may be made on behalf of a Participant for a Plan Year, the total amount of Earnings to which the percentage reduction, elected by the Participant, is applied shall not be limited. Notwithstanding the foregoing, however, the total annual amount of After-Tax Contributions made for a Plan Year on behalf of the Participant shall not exceed the product of the maximum contribution percentage allowed under the Plan for the Plan Year multiplied by the compensation limit in effect for the Plan Year under Code section 401(a)(17).
- (c) In determining the amount of Matching Contributions that may be made on behalf of a Participant for a Plan Year, the total amount of Earnings to which the Matching Contribution is applied shall not be limited. Notwithstanding the foregoing, however, the total annual amount of Matching Contributions made for a Plan Year on behalf of an Active Participant shall not exceed the product of the matching percentage determined under Appendix E multiplied by the maximum amount of Earnings for which Matching Contributions are determined multiplied by the compensation limit in effect for the Plan Year under Code section 401(a)(17).

#### **6.8 Deductibility Limitation**

Notwithstanding any provision of the Plan to the contrary, the dollar amount of Employer contributions to this Plan are conditioned on their deductibility under Code section 404 and, thus, shall always be limited to the amount deductible under Code

section 404 for the taxable year for which such contributions are paid to the Trust Fund.

## Article 7. Benefit Distributions

### (1) Distributions Generally

Distribution of a Participant's vested Account may begin pursuant to Plan section 7.2, relating to in-service withdrawals, Plan section 7.3, relating to benefit payments on account of a Separation from Service, and Plan section 7.5, relating to death benefit distributions, as applicable under the terms of this Article, but not later than the date provided in Plan section 7.6, relating to required minimum distributions.

Notwithstanding the foregoing, a Participant's Pre-Tax Account and Roth Account may not be distributed earlier than upon one of the following events:

- (a) The Participant's retirement, death, Disability, or Separation from Service;
- (b) The termination of the Plan without the establishment of another defined contribution plan (other than an employee stock ownership plan within the meaning of Code section 4975(e)(7)), provided that distributions made under this paragraph may be made only in the form of a single lump sum that complies with Code section 401(k)(10)(B); or
- (c) The Participant's attainment of age 59<sup>1/2</sup> or, if the Plan is amended to so provide, a financial hardship of the Participant.

### (1) In-Service Withdrawals

- (a) An Active Participant or Inactive Participant may withdraw, prior to his or her Separation from Service, in the following order, any amount, up to 100 percent of the sum of the Participant's:
  - (1) After-Tax Rollover Account, if any;
  - (2) After-Tax Account, if any;
  - (3) Rollover Account, if any;
  - (4) Pre-Tax Account, but only if the Participant has attained age 59<sup>1/2</sup>; and then
  - (5) Matching Account, but only if the Participant has completed at least three years of Service.
- (b) An Active Participant or Inactive Participant also may withdraw, prior to his or her Separation from Service, any amount, up to 100 percent of the sum of the Participant's, without regard to Plan section 7.2(e) below:
  - (1) Roth Account, but only if the Participant has attained age 59<sup>1/2</sup>;
  - (2) Roth Rollover Account; or
  - (3) In-Plan Roth Rollover Account, but only if the Participant has attained age 59<sup>1/2</sup>.
- (c) No withdrawal may be requested in any processing period in which a plan loan, as described in Article 8, is being processed. Furthermore, no withdrawal request may be processed more often than once in any six-month period beginning with the date that the Participant's most recent withdrawal request was processed. Effective August 8, 2016, there will be no restriction on the timing of withdrawal requests or the coordination of withdrawal requests with the processing of loan or other requests under the Plan.

- (d) Application for a withdrawal shall be made on such forms as the Administrative Committee prescribes and shall be effective as of the end of the processing period in which such application is received and approved by the Administrative Committee. The Administrative Committee shall direct the Trustee, in such cases, to pay the Participant or Inactive Participant the withdrawal amount in a single sum.
- (e) Withdrawals shall be paid first out of the net cumulative pre-1987 contributions from the After-Tax Account. Withdrawals shall then be paid out of the net cumulative post-1986 contributions, together with earnings thereon, on a pro rata basis, from the After-Tax Account. Additional amounts shall be withdrawn, if needed, from earnings on pre-1987 contributions from the After-Tax Rollover Account, if any, then from the After-Tax Account, if any, then from the Rollover Account, if any, then from the Pre-Tax Account, if permissible, and then from the Matching Account, to the extent permissible. The amount withdrawn shall be taken from such Investment Funds in which the subaccount is invested on a pro rata basis.
- (f) A withdrawal from a Participant's Account balances invested in Oxy Stock shall be in the form of full shares of Oxy Stock and cash representing any fractional share, except that cash shall be paid in lieu of full shares of Oxy Stock if the Participant specified in the written request for withdrawal that the withdrawal be in the form of cash. A withdrawal from Account balances invested in assets other than Oxy Stock shall be paid in cash. Notwithstanding the foregoing, a withdrawal consisting of pre-1987 contributions from the After-Tax Account only shall be in the form of cash.
  - (1) Except as provided below, if a Participant withdraws any amount from the Matching Account, the Participant (other than a Participant who has attained age 59<sup>1</sup>/<sub>2</sub> at the time the withdrawal is requested and who withdraws the entire balance in his or her Account) shall not be permitted to make any Pre-Tax Deferrals, Catch-Up Contributions, Roth Contributions, After-Tax Contributions, or receive Matching Contributions for a period of six calendar months after the withdrawal is processed (except that such Participant will still be eligible to receive Matching Contributions on any Annual Bonus). Effective for withdrawals requested after August 8, 2016, if a Participant is suspended from making any Pre-Tax Deferrals, Roth Contributions, Catch-Up Contributions, and/or After-Tax Contributions in accordance with the sentence above, such contributions will be automatically reinstated upon expiration of the six-month suspension period at the Default Percentage, as applicable, or if the Participant was not subject to automatic enrollment or had opted out of automatic enrollment at the percentage in place prior to the suspension. Effective January 1, 2017, unless the Participant affirmatively elects otherwise, with respect to any Participant hired prior to August 5, 2016, upon re-instatement, the election in effect as of August 5, 2016 will apply to any Annual Bonus paid in the 2017 Plan Year and any subsequent plan year until the Participant affirmatively elects otherwise. Effective August 8, 2016, any Participant subject to automatic enrollment pursuant to Plan section 4.6, must make a separate election to make Pre-Tax Deferrals, Roth Contributions and After-Tax Contributions from Participant's Annual Bonus.
  - (2) The preceding subsection shall be inapplicable in the case of a withdrawal effected by a creditor of a Participant pursuant to any



insolvency proceeding initiated under federal or state law or pursuant to any tax levy.

- (3) In addition, notwithstanding the foregoing and effective January 1, 2013, a Participant who has attained age 59 ½ and who withdraws less than the entire balance in his or her Account, shall not be suspended from making Pre-Tax Deferrals, Roth Contributions, Catch-Up Contributions, After-Tax Contributions, or receiving Matching Contributions, but pursuant to subsection (b) shall not be permitted to make another withdrawal for six months beginning with the date that the Participant's most recent withdrawal request was processed. Effective August 5, 2016, a Participant who has attained age 59 ½ and who withdraws less than the entire balance in his or her Account will no longer be subject to the one withdrawal per six-month period limitation.
- (g) Pursuant to the procedures established by the Administrative Committee, during 2020, a Participant who is a "Qualified Individual" (as defined below) may request a Coronavirus-Related Distribution ("CRD") up to \$100,000 from the individual's Account. A "Qualified Individual" is an individual who can certify that: (i) he or she has been diagnosed with the virus SARS-CoV-2 or with coronavirus 2019 ("COVID-19") by a test approved by the Centers for Disease Control and Prevention ("CDC"); (ii) his or her spouse or dependent is diagnosed with SARS-CoV-2 or with COVID-19 by a test approved by the CDC; (iii) he or she experiences adverse financial consequences due to SARS-CoV-2 or COVID-19 as a result of one or more of the following: (A) he or she is quarantined; (B) he or she is being furloughed or laid off; (C) his or her working hours have been reduced; (D) he or she is unable to work due to a lack of child care; (E) he or she has to close or reduce hours of a business that he or she owns or operates. The Administrative Committee may rely on a Participant's certification that the Participant is a Qualified Individual.
- (1) In accordance with the procedures established by the Administrative Committee, a Participant may recontribute to the Participant's Account the amount distributed as a CRD pursuant to this Section 7.2(g) in accordance with Section 2202 of the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") and IRS guidance thereunder during the 3-year period commencing after the date the distribution was received.

### **7.3 Benefits Upon Separation from Service**

- (a) Every Participant who incurs a Separation from Service for any reason other than death may elect to receive a distribution of the vested portion of his or her Account, in a payment form specified by Plan section 7.4. The failure of a Participant to elect a distribution of benefits upon his or her Separation from Service shall be deemed to be an election by the Participant to defer the commencement of benefits.
- (b) Unless the Participant chooses to defer the commencement of benefits, either affirmatively or by failing to make a distribution election, and subject to Plan section 7.6, distribution of benefits to a Participant who incurs a Separation from Service shall begin no later than the 60<sup>th</sup> day after the close of the Plan Year in which occurs the later of:
- (1) The Participant's Separation from Service; or

- (2) The Participant's 65<sup>th</sup> birthday.

If for any reason the amount which is required to be paid cannot be ascertained on the date payment would be due hereunder, payment or payments shall be made not later than 60 days after the earliest date on which the amount of such payment is ascertained.

#### 7.4 Payment Rules

- (a) **General Rules.** All distributions from this Plan shall be valued as provided in Article 10 and paid in cash or Oxy Stock as provided in this Plan section. The automatic form of benefit payment to a Participant who has incurred a Separation from Service and elected a distribution of his or her vested Account. Effective January 1, 2020, if at any time prior to the full repayment of a Participant's loan under the Plan, the Participant should transfer employment to a new employer by reason of a corporate transaction, the Participant may, to the extent permitted by the Administrative Committee, elect a direct rollover of his or her loan note to an eligible plan sponsored by the Participant's new employer, provided that the new employer's plan agrees to accept such rollover and the loan is not in default.
- (b) **Election Procedures.** All Participant elections to commence benefits shall be made during an election period of not more than 90 days and, except as provided below, not less than 30 days ending on the day prior to the date as of which his benefits are scheduled to commence in accordance with the benefit payment election procedures prescribed by the Administrative Committee. Such procedures shall require the following:
  - (1) An election form shall be provided to the Participant in non-technical language which will contain a general description of the distribution options.
  - (2) A Participant may revoke an election of any benefit form described in this section and choose again to take any available benefit form at any time and any number of times within the above election period.
  - (3) A Participant, after having received the written description described in this subsection, may reject the automatic form of benefit and elect a different option under subsection (c), even though the written description was provided less than 30 days prior to the Participant's benefit commencement date, so long as the conditions contained in Treasury Regulations section 1.417(e)-1T(b)(3)(ii) have been met. If the Participant makes an untimely request for additional information, the Administrative Committee, at its discretion, may grant such request, but the granting of such request shall not result in the extension of the election period.
- (c) **Optional Payment Forms.** A Participant who has incurred a Separation from Service for any reason other than death may elect to have his or her vested Account distributed to the Participant under one of the following distribution options, in lieu of the automatic lump sum, as selected by the Participant in the manner prescribed and approved by the Administrative Committee:
  - (1) **Partial Cash Distribution.** A request for a specified dollar portion of the Participant's vested Account. A Participant may request one partial cash distribution in any six-month period. If the Participant receives a

partial cash distribution, the Participant must wait until the next processing period before he or she may request a subsequent lump sum payment or total distribution. Effective August 8, 2016, there will be no timing limitation for partial cash distributions. A Participant may elect a partial cash distribution under one of the following options; Investment Fund balances will automatically be depleted on a pro rata basis in the following account depletion sequence:

(A) Option 1.

- (i) After-Tax Rollover Account;
- (ii) After-Tax Account;
- (iii) Rollover Account; and
- (iv) Pre-Tax Account;

(B) Option 2

- (i) Matching Account;
- (ii) Roth Rollover Account;
- (iii) In-Plan Roth Rollover Account; and
- (iv) Roth Account.

(C) Or under both (A) and (B) above.

Remaining balances in each account will continue to participate in Investment Fund earnings until valued for distributions as provided in Article 10.

- (2) **Special Distribution.** The portion of Participant's vested Account, which is an Eligible Rollover Distribution (as determined under Plan section 7.7(b)(4)) and which is invested in Investment Funds other than the Oxy Stock Fund, is distributed as a Direct Rollover (within the meaning of Plan section 7.7(b)(1)), as directed by the Participant. The Oxy Stock Fund balance from the Participant's vested Account is distributed to the Participant as shares of Oxy Stock along with a cash distribution of any remaining portion of the Participant's vested Account.
  - (3) **Total Deferral.** Defers distribution of the Participant's vested Account, but not beyond the end of the year in which the Participant attains age 70 ½. Subject to Plan section 7.6, the Participant may revoke his or her deferral election at any time by submitting another distribution request.
- (d) **Reserved.**
- (e) **Payment Medium.** The provisions of this subsection are intended to comply with the stock distribution requirements of Code sections 409(h) and 409(o) applicable to the portion of this Plan constituting an employee stock ownership plan, as required by Code section 4975(e)(7). Notwithstanding any Plan provision to the contrary, the Administrative Committee shall take steps to

ensure that this section is interpreted and administered so as to comply with such requirements. In the event of any conflict, the rules of the Code and Treasury Regulations shall control.

- (1) **General Rule.** In the case of a Participant, Beneficiary or Alternate Payee receiving a distribution in the form of single lump sum payment, the value of the vested Account attributable to investments other than Oxy Stock shall be paid in cash and the value of the vested Account attributable to Oxy Stock shall be distributed in full shares of Oxy Stock plus cash representing the value of any fractional share, except as provided in Plan section 7.4(h)(3) for mandatory cashout distributions and Plan section 7.6(a) for required minimum distributions.
- (2) **Alternative Elections.**
  - (A) By written notice to the Administrative Committee, the Participant, Beneficiary or Alternate Payee may elect to receive cash in lieu of and equal to the value of the Oxy Stock that would otherwise be distributed under the general rule.
  - (B) By written notice to the Administrative Committee, a Participant, Beneficiary or Alternate Payee may elect to receive all or a portion of the vested Account in the form of whole shares of Oxy Stock, plus cash for any fractional share. Any such election shall be implemented in accordance with procedures established by the Administrative Committee by transferring the investment of such Account or portion thereof, as applicable, (including without limitation amounts transferred from the MidCon Corp. ESOP) as soon as practicable to the Oxy Stock Fund and distributing such amounts as soon as practicable thereafter.
- (3) **Put Option.**
  - (A) Oxy Stock is readily tradable on established securities market within the meaning of Treasury Regulation section 1.401(a)(35)-1(f)(5). Thus, the provisions of this paragraph (3) shall apply only in the event and to the extent that as of the date of distribution of Oxy Stock, the Oxy Stock is not readily tradable on established securities market or is subject to a trading limitation.
  - (B) If Oxy Stock is not readily tradable on established securities market or is subject to a trading limitation when distributed, the distributee shall have the option to sell (the "put option") such Oxy Stock, in whole or in part, to the Company. The put option shall be granted in accordance with Code section 409(h) and all applicable Treasury Regulations. Specifically, the put option shall provide that for a period of at least 60 days following the date of distribution of the Oxy Stock and, if not exercised within such period of 60 days, during the first 60 days in the following Plan Year, the distributee shall have the right to have the Company purchase such shares at their fair market value, determined in accordance with Treasury Regulations section 54.4975- 11(d)(5), as of the Valuation Date coincident with or immediately preceding the date of exercise of such put option. The put option may be exercised by notifying the Employer in writing that the option is being exercised.

- (C) Once the put option is exercised, the fair market value of such shares shall be paid in a lump sum as soon as practicable. Notwithstanding the foregoing, the Company reserves the right to adopt a different payment schedule at any time, but such payment schedule shall not be longer than in annual installments over a period of five years, with interest on the deferred balance at a reasonable rate as determined by the Administrative Committee; provided that any purchase of stock having a value of \$1,000 or less shall be paid for in a lump sum.
  - (D) The provisions of this paragraph (3) shall continue to apply to Oxy Stock if the Oxy Stock Fund ceases to be an employee stock ownership plan within the meaning of Code section 4975(e)(7).
  - (E) Notwithstanding the foregoing, this paragraph (3) need not apply to that portion of an Account which the Participant has elected to invest under the diversification provisions of Plan section 9.5.
- (f) **Payments to Alternate Payees.** To the extent permitted by the terms of a Qualified Domestic Relations Order, amounts assigned to an Alternate Payee may be paid as soon as possible in a lump sum, notwithstanding the age, employment status, or other factors affecting the ability of the Participant to make a withdrawal or otherwise to receive a distribution of amounts allocated to the Participant's Account, provided that the total amount assigned to an Alternate Payee does not exceed \$5,000 at the time the amount is distributed or, if the amount assigned does exceed \$5,000, the Alternate Payee consents in writing to the distribution. Only if required under the Qualified Domestic Relations Order, an Alternate Payee's Account may be distributed under one of the optional payment forms specified in subsection (c), if elected by the Alternate Payee in accordance with procedures established by the Administrative Committee. Notwithstanding the foregoing, the Alternate Payee shall be paid in no event no later than the dates specified in Plan section 7.6 (relating to required minimum distributions).
- (g) **Special Rules for Former Laurel Plan Accounts.**
- (1) In the case of a Participant for whom a direct plan-to-plan transfer was made to this Plan from the Laurel Industries Inc. Incentive Savings Plan (the "Laurel Plan"), distribution may be made, at the election of the Participant, in any form described in section 6.5(b)(2) of the Laurel Plan as in effect on December 31, 1996, provided that the amount subject to such election shall not exceed the amount of the Participant's Account attributable to such transfer.
  - (2) In the case of a Beneficiary of a Participant for whom a direct plan-to-plan transfer was made to this Plan from the Laurel Industries Inc. Incentive Savings Plan (the "Laurel Plan"), distribution may be made, at the election of the Beneficiary, in any form described in section 6.6(g)(1)(ii) of the Laurel Plan as in effect on December 31, 1996, provided that the amount subject to such election shall not exceed the amount of the Beneficiary's Account attributable to such transfer.
- (h) **Mandatory Cashout Distribution.** Notwithstanding the election procedures set forth above in Plan section 7.4(b):

- (1) Distribution Less Than or Equal to \$1,000. With respect to a Participant who incurred a Separation from Service prior to 2021, if the vested Account of the terminated Participant is equal to or less than \$1,000, the entire amount shall be distributed in a lump sum as promptly as possible.
- (2) Distribution Less Than or Equal to \$5,000. Effective January 1, 2021, if the vested Account of a terminated Participant is less than or equal to \$5,000, and the Participant fails to elect to have his or her benefits paid directly or in the form of a Direct Rollover (within the meaning of Plan section 7.7(b)(1)) to an Eligible Retirement Plan (within the meaning of Plan section 7.7(b)(3)), the entire account shall be distributed as an automatic rollover to an individual retirement account designated by the Administrative Committee. The Participant will be notified in writing regarding the identity of the individual retirement account trustee or issuer and that his distribution may be transferred without cost or penalty to another individual retirement account.
- (3) Distribution to Beneficiaries, Alternate Payees or Participants Over Age 62. Notwithstanding Plan section 7.4(h)(2) above, any distribution that is less than or equal to \$5,000 and payable to a Beneficiary, Alternate Payee or Participant who is over age 62 will be distributed in a lump sum as promptly as possible and will not be distributed as an automatic rollover to an individual retirement account.
- (4) Form of Distribution. All mandatory cashout distributions will be made in cash and there will be no requirement to issue any shares of Oxy Stock.

## 7.5 Death Benefits

- (a) **Participant's Death After Benefit Commencement.** If the Participant dies after distribution of his or her vested Account has commenced, the remaining portion of such benefit, if any, will continue to be distributed at least as rapidly as under the method of distribution in effect prior to the Participant's death.
- (b) **Participant's Death Before Benefit Commencement.** Upon the death of a Participant before benefit payments begin, the balance of the deceased Participant's Account shall be distributed to the Participant's Beneficiary as soon as practicable after the Participant's death. Notwithstanding the foregoing, a Beneficiary who is the Participant's Spouse may elect, before any benefit payments begin, in accordance with procedures established by the Administrative Committee, to defer receipt of payment of the deceased Participant's Account, until the year in which the Participant would have attained age 70 ½ in accordance with Plan section 7.6(c)(2).
  - (1) If the Participant's Beneficiary is a trust or estate, the distribution shall be paid in a single lump sum payment.
  - (2) If the Beneficiary is other than the Participant's Spouse and unless the Beneficiary elects otherwise, the distribution shall be paid in a single lump sum.

- (3) If the Beneficiary is the Participant's Spouse, then in addition to the payment form described in paragraph (2), the Spouse may elect, in accordance with procedures established by the Administrative Committee, to have the distribution paid in the form of a partial cash distribution, as described in Plan section 7.4(c)(1).
- (c) **Death of Alternate Payee or Beneficiary.** If an Alternate Payee or a Beneficiary of a deceased Participant or Alternate Payee dies prior to distribution of the separate Account established on behalf of the Alternate Payee or Beneficiary, the balance of the deceased individual's Account shall be distributed to his or her Beneficiary as soon as practicable after his death. Such distribution shall be made in the form of a lump sum payment.

## 7.6 Required Minimum Distributions

This section applies for purposes of determining required minimum distributions for distribution Plan Years beginning on or after January 1, 2003. In other words, this section provides the latest time for distributions to be made or commenced. Other Plan provisions may specify earlier dates for distributions and such provisions shall govern to the extent they are consistent with this section. This section, however, takes precedence over any inconsistent Plan provision. All distributions required under this section shall be determined and made in accordance with Code section 401(a)(9) and the Treasury Regulations thereunder, including the minimum distribution incidental benefit requirements, which are incorporated herein by this reference. For purposes of this Plan section, the required minimum distribution amount shall be determined based on the Account balance as of the last Accounting Date in the Plan Year immediately preceding the Distribution Calendar Year, increased by contributions made and allocated as of dates in the Plan Year after the last Accounting Date, if any, and reduced by distributions made in the Plan Year after the last Accounting Date, if any. The Account balance for the Plan Year immediately preceding the Distribution Calendar Year includes any amounts rolled over or transferred to the Plan in the Plan Year.

- (a) **Form of Distribution.** Unless the Participant's Account is distributed in a single sum on or before the Required Beginning Date, as of the first Distribution Calendar Year, distributions will be made in accordance with subsections (b) and (c). All required minimum distributions will be made in cash, and there will be no requirement to issue any shares of Oxy Stock.
- (b) **Required Minimum Distributions During Participant's Lifetime.** The Participant's entire Account will be distributed, or begin to be distributed, to the Participant no later than the Participant's Required Beginning Date. During the Participant's lifetime, the minimum amount that will be distributed for each Distribution Calendar Year is the amount determined under the default rule of paragraph (1) or, if the Participant satisfies the conditions in a timely manner, under the alternative rule of (2):
  - (1) **Default Rule.** The quotient obtained by dividing the Participant's Account balance by the distribution period in the Uniform Lifetime Table set forth in Treasury Regulations section 1.401(a)(9)-9, using the Participant's age as of the Participant's birthday in each Distribution Calendar Year.
  - (2) **Alternative Rule.** If the Participant's sole Beneficiary for the Distribution Calendar Year is the Participant's Spouse, the quotient obtained by dividing the Participant's Account balance by the number in the Joint and Last Survivor Table set forth in Treasury Regulations section 1.401(a)(9)-9, using the Participant's and Spouse's attained ages as of the Participant's and Spouse's birthdays in the Distribution Calendar Year. For this alternative rule to apply, the Participant must request its application and provide such proof of marriage and the Spouse's age, at such time and in such manner as the Administrative Committee may reasonably require, in advance of the Distribution Calendar Year.

Required minimum distributions will be determined under this subsection beginning with the first Distribution Calendar Year and redetermined for each subsequent Distribution Calendar Year up to and including the Distribution Calendar Year that includes the Participant's date of death.



- (c) Required Minimum Distributions After Participant's Death.
- (1) Death of Participant On or After Date Distributions Begin.
- (A) **Participant Survived by One Beneficiary.** If the Participant dies on or after the date distributions begin and there is a sole Beneficiary, the minimum amount that will be distributed for each Distribution Calendar Year after the year of the Participant's death is the quotient obtained by dividing the Participant's Account balance by the remaining Life Expectancy, determined as follows:
- (i) If the Participant is not married or the sole Beneficiary is not the Participant's surviving Spouse, the remaining Life Expectancy is calculated using the age of the Participant in the year of death, reduced by one for each subsequent year.
- (ii) If the Participant's surviving Spouse is the Participant's sole Beneficiary, the remaining Life Expectancy of the surviving Spouse is calculated for each Distribution Calendar Year after the year of the Participant's death using the surviving Spouse's age as of the Spouse's birthday in that year. For the Distribution Calendar Year after the year of the surviving Spouse's death, any remaining payment shall be made in a single sum to the Spouse's estate.
- (B) **Participant Survived by More Than One Beneficiary.** If the Participant dies on or after the date distributions begin and there is more than one Beneficiary as of September 30 of the year after the year of the Participant's death, the Participant's remaining Account shall be paid in a single sum as required by Plan section 7.5.
- (C) **No Beneficiary Survives the Participant.** If there is no Beneficiary as of September 30 of the year after the year of the Participant's death, the Participant's remaining Account will be paid in a single sum to the Participant's estate no later than the Distribution Calendar Year after the Participant's death.
- (2) **Death of Participant Before Date Distributions Begin.** If the Participant dies before distributions begin, the Participant's Account balance will be distributed, or begin to be distributed no later than provided in this paragraph. The minimum amount that will be distributed or begin to be distributed for each Distribution Calendar Year after the year of the Participant's death is the amount determined in paragraph (1) above.
- (A) If the Participant's surviving Spouse is the Participant's sole Beneficiary, then distributions to the surviving Spouse will begin no later than:
- (i) December 31 of the calendar year immediately following the calendar year in which the Participant died; or
- (ii) December 31 of the calendar year in which the Participant would have attained age 70 ½, if later.

- (B) If the Participant's surviving Spouse is the Participant's sole Beneficiary and the surviving Spouse dies after the Participant but before distributions to the surviving Spouse begin, this subsection, other than subparagraph (A) immediately above, will apply as if the surviving Spouse were the Participant.

If the Participant's surviving Spouse is not the Participant's sole Beneficiary, then distributions to the Beneficiary will begin by December 31 of the calendar year immediately following the calendar year in which the Participant died.

- (C) If there is no Beneficiary as of September 30 of the year following the year of the Participant's death, the Participant's Account balance will be distributed to the Participant's estate no later than by December 31 of the calendar year containing the fifth anniversary of the Participant's death.

(d) **Special Definitions.** In addition to the terms defined in Plan section 2.1 or elsewhere in this Plan, whenever used in this Plan section, the following terms shall have the respective meanings set forth below, unless expressly provided otherwise. When the defined meaning is intended, the term is capitalized.

- (1) **"Distribution Calendar Year"** means a calendar year for which a minimum distribution is required. For distributions beginning before the Participant's death, the first Distribution Calendar Year is the later of (A) the calendar year during which the Participant attains age 70 ½, if the Participant is a "5-percent owner," as defined in Code section 416, or has incurred a Separation from Service or (B) December 31 of the calendar year in which the Participant has a Separation from Service. For distributions beginning after the Participant's death, the first Distribution Calendar Year is the calendar year in which distributions are required to begin. The required minimum distribution for the Participant's first Distribution Calendar Year will be made on or before the Participant's Required Beginning Date.
- (2) **"Life Expectancy"** means the life expectancy determined under the Single Life Table in Treasury Regulations section 1.401(a)(9)-9.
- (3) **"Required Beginning Date"** means the later of:
  - (A) The December 31 of the calendar year in which the Participant attains age 70<sup>1</sup>/<sub>2</sub>, if the Participant is a "5-percent owner," as defined in Code section 416, or has incurred a Separation from Service, and
  - (B) In all other cases, the December 31 of the calendar year in which the Participant has a Separation from Service.
  - (C) Effective August 8, 2016, "Required Beginning Date" means the later of:
    - (i) The April 1 of the calendar year following the calendar year in which the Participant attains age 70 ½, if the Participant is a "5-percent owner," as defined in Code section 416, or has incurred a Separation from Service, and

- (ii) In all other cases, the April 1 of the calendar year following the calendar year in which the Participant has a Separation from Service.

Notwithstanding any provision of this Plan section to the contrary and consistent with Code section 401(a)(9)(I) and IRS Notice 2020-51, no 2020 RMD (as defined below) shall be required under this Plan section for the 2020 calendar year. The Required Beginning Date for any individual shall be determined without regard to the preceding sentence for purposes of applying this Plan section to required minimum distributions for any calendar year after 2020. A Direct Rollover will be offered only for distributions that would be Eligible Rollover Distributions without regard to Code section 401(a)(9)(I), as these terms are defined in Plan section 7.7(b). A “2020 RMD” includes a minimum distribution that would have been required in 2020 (or paid in 2021 for the 2020 calendar year for a Participant with a Required Beginning Date of April 1, 2021) but for the enactment of Code section 401(a)(9)(I).

### 7.7 Mandatory Tax Withholding and Direct Rollovers

- (a) **General Rule.** Notwithstanding any Plan provision to the contrary, all withdrawals and other distributions under this Plan shall comply with the requirements of this section, Code section 401(a)(31), the Treasury Regulations thereunder, and related regulatory rules. Under this section, a Distributee entitled to a current withdrawal or distribution from the Plan may elect, at the time and in the manner prescribed by the Administrative Committee, to have any portion of an Eligible Rollover Distribution paid directly to an Eligible Retirement Plan. In prescribing the manner of making elections with respect to Eligible Rollover Distributions, the Administrative Committee may provide for a uniform, nondiscriminatory application of any restrictions permitted under applicable sections of the Code, Treasury Regulations, and related regulatory rules, including a requirement that a Distributee may not elect to make a Direct Rollover from a single Eligible Rollover Distribution to more than one Eligible Retirement Plan.
- (b) **Special Definitions.** In addition to the terms defined in Plan section 2.1 or elsewhere in this Plan, whenever used in this Plan section, the following terms shall have the respective meanings set forth below, unless expressly provided otherwise. When the defined meaning is intended, the term is capitalized.
  - (1) **“Direct Rollover”** means an Eligible Rollover Distribution that is paid directly to an Eligible Retirement Plan at the direction and for the benefit of the Distributee.
  - (2) **“Distributee”** means a Participant, a Participant’s surviving Spouse or a Participant’s Spouse who is the Alternate Payee.

Effective for distributions made after December 31, 2009 on behalf of a deceased Participant to a Beneficiary who is neither the Participant’s surviving Spouse or the Participant’s former Spouse and Alternate Payee, the non-spouse Beneficiary shall be a Distributee and the distribution will be treated as an Eligible Rollover Distribution if the following requirements are met. The distribution must be made on behalf of the non-spouse Beneficiary in a direct transfer to an individual retirement account, described in Code section 408(a), or an individual

retirement annuity, described in Code section 408(b) that is treated as an inherited individual retirement account or annuity for purposes of Code section 408(d)(3)(C). In addition, Code section 401(a)(9)(B), other than clause (iv) thereof relating to required minimum distributions to the Beneficiary, shall apply to the inherited individual retirement account or annuity.

- (3) **“Eligible Retirement Plan”** is an individual retirement account described in Code section 408(a), an individual retirement annuity described in Code section 408(b) (other than an endowment contract), an annuity plan described in Code section 403(a), a qualified trust described in Code section 401(a) that accepts the Distributee’s Eligible Rollover Distribution, an annuity contract described in Code section 403(b); an eligible deferred compensation plan under Code section 457(b) which is maintained by a state, political subdivision of a state, or any agency or instrumentality of a state or political subdivision of a state and which agrees to separately account for amounts transferred into such plan from this Plan; and a Roth IRA described in Code section 408A(b).
- (4) **“Eligible Rollover Distribution”** means any distribution of all or any portion of the balance to the credit of the Distributee, except that an Eligible Rollover Distribution does not include:
- (A) Any distribution that is one of a series of substantially equal periodic payments (not less frequently than annually) made for the life (or life expectancy) of the Distributee and the Distributee’s designated Beneficiary, or for a specified period of ten years or more;
  - (B) Any distribution to the extent the distribution is required under Code section 401(a)(9) and related Treasury Regulations;
  - (C) Any loan that is treated as a deemed distribution pursuant to Code section 72(p);
  - (D) Any dividends paid on employer securities and passed through to the Participant, Alternate Payee or Beneficiary, as described in Code section 404(k);
  - (E) A distribution that is a permissible withdrawal from an eligible automatic contribution arrangement within the meaning of section 414(w); and
  - (F) The portion of any distribution shall not fail to be an Eligible Rollover Distribution merely because such portion consists of After-Tax Contributions, which are not includable in gross income, if such portion is transferred to an individual retirement account or annuity described in Code section 408(a) or (b), to a qualified plan described in Code section 401(a) or 403(a), or to an annuity contract described in Code section 403(b) that agrees to separately account for amounts so transferred, including separately accounting for the portion of such distribution which is includable in gross income and the portion of such distribution which is not so

includable. The portion of any distribution from a designated Roth account under the Plan shall not fail to be an Eligible Rollover Distribution if such portion is transferred to another Roth account under an applicable retirement plan described in Code section 402A(e)(1) or a Roth IRA described in Code section 408A.

Determinations of what constitutes an Eligible Rollover Distribution shall at all times be made in accordance with the current rules under Code section 402(c), which shall be controlling for this purpose.

- (G) **“Conversion”** means a Direct Rollover of an Eligible Rollover Distribution from the Plan to the Roth IRA, within the meaning of Code section 408A. The amount rolled over is included in the gross income of the Distributee to the same extent that such amount would have been included in gross income if not rolled over. A Conversion is not subject to mandatory income tax withholding under Code section 3405. A Distributee may elect a Conversion of an Eligible Rollover Distribution made on or after January 1, 2008.

## 7.8 In-Plan Roth Rollovers

- (a) **Participant Eligibility.** A Participant may elect to roll over a distribution to an In-Plan Roth Rollover Account in accordance with the provisions of this section 7.8. A Participant may elect to rollover amounts held in the accounts described below in Plan section 7.8(b) without regard to whether the Participant satisfies the requirements for distribution in accordance with this Article VII. In-Plan Roth Rollover Contributions shall be subject to the same Plan rules as Roth Contributions. The Plan Administrator will maintain such records as are necessary for the proper reporting of In-Plan Roth Rollover Contributions and will administer the In-Plan Roth Rollover Account in accordance with Code section 402A and the regulations promulgated thereunder.
- (b) **Permitted Sources.** The following contributions are permitted for roll over to the In-Plan Roth Rollover Account:
- (1) After-Tax Account,
  - (2) After-Tax Rollover Account,
  - (3) Matching Account,
  - (4) Pre-Tax Account,
  - (5) Rollover Account, and
  - (6) SIP Accounts noted in Appendix G.1.
- (c) **Participant’s Spouse.** Solely for the purposes of determining eligibility for an In-Plan Roth Rollover Contribution, the Plan will treat a Participant’s surviving Spouse, former Spouse or Alternate Payee Spouse as a Participant. A non-spouse beneficiary may not make an In-Plan Roth Rollover Contribution to the Plan.
- (d) **Form of Rollover.** An In-Plan Roth Rollover Contribution must be made by the Participant in the form of a direct rollover. An In-Plan Roth Rollover Contribution may not include Plan loans.

- (e) **Distributions.** The distribution provisions in Plan section 7.1 will apply to In-Plan Roth Rollover Contributions.
- (f) **Treatment of In-Plan Roth Rollover Contributions.** Notwithstanding any other provision of the Plan to the contrary, an In-Plan Roth Rollover Contribution is not a Rollover or Roth Rollover Contribution for purposes of the Plan. Except for amounts withheld pursuant to a voluntary withholding election, an In-Plan Roth Rollover Contribution will not be treated as a distribution for purposes of sections 72(p), 401(a)(11), or 411(d)(6)(B)(ii) of the Code. Amounts in a Participant's In-Plan Roth Rollover Account may only be withdrawn by a Participant when the Participant is eligible for a distribution from the Plan under Article VII.

## **Article 8. Participant Loans**

### **8.1 Availability of Loans**

The Administrative Committee, in accordance with the following, may make loans to Participants who are Active Participants or Inactive Participants (referred to for purposes of this section as “Participants”) from the vested portion of the Participant’s Account. Loans shall (a) be made available on a reasonably equivalent basis, (b) not be made available to Highly Compensated Employees in an amount equal to a greater percentage of their vested Account balance or the percent made available to other loan applicants, (c) bear a reasonable rate of interest, and (d) be adequately secured by the Participant’s vested Account balance.

### **8.2 Amount of Loan**

No loan (when added to the outstanding balance of all other loans made by the Plan to the Participant) shall exceed the lesser of:

- (a) Fifty percent of the Participant’s vested Account, or
- (b) Fifty thousand dollars, reduced by the highest outstanding balance of his or her loans from the Plan during the one year period ending on the date the loan is made over the outstanding balance of all of his or her Plan loans on the date on which such loan was made.

For the purpose of this limitation, all loans from all plans of the Employer are aggregated.

In accordance with Section 2202 of the CARES Act, for any loan made to a Qualified Individual during the March 27, 2020 through September 23, 2020 period, the maximum amount of a loan was increased to the lesser of \$100,000 and 100% of the Participant’s Account. In addition, for any Qualified Individual with a loan outstanding on or after March 27, 2020, the Qualified Individual may delay repayment in accordance with Section 2202(b)(2) of the CARES Act and Notice 2020-50.

### **8.3 Procedures for Loans**

The Administrative Committee shall promulgate written loan procedures which shall form part of the Plan which may include, but need not be limited to, the following information:

- (a) The identity of the persons or positions authorized to administer the loan program.
- (b) The procedure for applying for loans.
- (c) The basis on which loans will be approved or denied.
- (d) The limitations, if any, on the types and amount of loans offered.
- (e) The procedure under the program for determining a reasonable rate of interest.
- (f) The types of collateral which may secure a Participant’s loan.
- (g) The events constituting default and the steps that will be taken to preserve Plan assets in the event of such default.

In the event of any conflict between the loan procedures and the provisions of this section, the loan procedures shall control.

## **Article 9. Investment Elections**

### **9.1 Investment of Contributions**

All Pre-Tax Deferrals, Roth Contributions, After-Tax Contributions, Adjustment Contributions, Catch-Up Contributions, Rollover Contributions, Roth Rollover Contributions, After-Tax Rollover Contributions, In-Plan Roth Rollover Contributions and loan repayments (both principal and interest) made by and on behalf of a Participant each Plan Year and amounts merged into the Plan shall be invested as the Participant shall designate in the Investment Funds then available in increments of 1 percent of the aggregate amount of such contributions. Participants may invest up to 30% of future Pre-Tax Deferrals, Roth Contributions, Catch-Up Contributions, In-Plan Roth Rollover Contributions and After-Tax Contributions in the Oxy Stock Fund, but no new Rollover Contributions or Roth Rollover Contributions may be invested in the Oxy Stock Fund. Notwithstanding any provision to the contrary, a Participant may not transfer any investment into the Oxy Stock Fund if the amount a Participant holds under the Oxy Stock Fund exceeds 30% of the Participant's total Plan balance.

Each Participant may make the designation described above by making an election in accordance with procedures established by the Administrative Committee upon becoming a Participant and may change such election at any time by making another election in accordance with procedures established by the Administrative Committee. Any such election shall take effect as of the first available pay period after the election was received by the Administrative Committee.

The selection of any Investment Fund is the sole and exclusive responsibility of each Participant, and it is intended that the selection of an Investment Fund by each Participant be within the parameters of section 404(c) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and the regulations thereunder. Neither the Employer, Administrative Committee, Investment Committee nor any of the directors, officers, agents or Employees of the Employer are empowered to or shall be permitted to advise a Participant as to the manner in which his Accounts shall be invested or changed. No liability whatsoever shall be imposed upon the Employer, the Trustees, any Committee member, or any director, officer, agent or Employee of the Employer for any loss resulting to a Participant's account because of any sale or investment directed by a Participant under this section or because of the Participant's failure to take any action regarding an investment acquired pursuant to such elective investment.

In the event that a Participant fails, or continues to fail, to designate the Investment Fund in which Pre-Tax Deferrals, Roth Contributions, After-Tax Contributions, Adjustment Contributions, Catch-Up Contributions, Rollover Contributions, Roth Rollover Contributions, After-Tax Rollover Contributions, In-Plan Roth Rollover Contributions, loan repayments, or amounts merged into the Plan that are to be invested, such amounts shall be invested in the default Investment Fund, which shall be the target date fund offered as an Investment Fund under the Plan that applies to the Participant based on the year the Participant will attain age 65, or such other Investment Fund designated by the Investment Committee as the default Investment Fund.

Any amount previously defaulted into a default Investment Fund due to a Participant's failure to designate an Investment Fund shall not be re-designated or transferred, unless the Participant otherwise transfers such amount in accordance with Plan section 9.2(a). The default Investment Fund described above is the Plan's qualified investment alternative, as this term is defined in Department of Labor Regulations section 2550.404c-5(e).



Matching Contributions made on behalf of a Participant shall be invested in the Oxy Stock Fund.

## 9.2 Transfers of Existing Balances

- (a) **General Rules.** Subject to any investment limitation or restriction imposed by the Investment Fund and except as provided in Plan section 9.5, each Participant, including Inactive Participants and Former Participants, as well as each Alternate Payee or spousal Beneficiary with an Account under the Plan may elect to transfer, in accordance with procedures established by the Administrative Committee, amounts invested in any Investment Fund to one or more Investment Funds then available in increments of 1 percent of the amount being transferred. If the election is received by the Administrative Committee by 4 p.m. (Central Time) on an Accounting Date, the transfer will be processed on that Accounting Date. Each election made under this Plan section shall be effective as of the first Accounting Date after the date in which notice thereof is received by the Administrative Committee. If the election is received by the Administrative Committee after 4 p.m. (Central Time) or on a date other than an Accounting Date, the transfer will be processed on the next Accounting Date. The Administrative Committee may impose such Investment Fund transfer fees as it deems reasonable and appropriate to defray the administrative expenses of the Plan. Any transfer of existing balances made under this Plan section does not affect the investment of future contributions, including loan repayments and amounts merged into this Plan, which will be invested as provided under Plan section 9.1 and the last investment election of the Participant filed thereunder.
- (b) **Oxy Stock Fund Transfers.** A vested Participant may not transfer any investment into the Oxy Stock Fund if the amount a Participant holds under the Oxy Stock Fund exceeds 30% of the Participant's total Plan balance.
- (a) **Qualified Plan Transfers.** Nothing contained in this Plan section shall be construed as preventing a Participant, including Inactive Participants and Former Participants, from having amounts allocated to his or her Account in any Investment Fund transferred to one or more other Investment Funds for the purpose of facilitating an asset transfer to the trustee of a Qualified Plan sponsored by a purchaser or the subsidiary of a purchaser as a result of a transaction involving the sale by the Company or an Affiliate of either all or substantially all of the outstanding common stock of an Affiliate or all or substantially all of the assets of a facility, under circumstances where the Participant or Inactive Participant is employed by the Affiliate or at the facility that is the subject of the sale.

## 9.3 Transfer of Assets

The Administrative Committee shall direct the Trustee to transfer monies or other property between Investment Funds as soon as is practicable after each Accounting Date to the extent required to carry out the aggregate contribution and transfer transactions as of such Accounting Date after the necessary entries have been made in the Accounts and offsetting transfer elections have been reconciled, in accordance with uniform rules established by the Administrative Committee.

## 9.4 Reserved

## 9.5 Matching Account Diversification Rights After August 1, 2004

This section is effective August 2, 2004 and shall apply notwithstanding any contrary provision of this Plan.

- (a) **Diversification Elections After August 1, 2004.** A Qualified Participant shall have the right to transfer to other available Investment Funds, in accordance with Plan section 9.2, up to 100 percent of the current market value of the number of Units in the Oxy Stock Fund credited to his Matching Account.
- (b) **No Reinvestment.** For the period from July 1, 2006 through March 30, 2007, the number of Units in a Qualified Participant's Matching Account that have been transferred out of the Oxy Stock Fund as described in subsection (a) above may not be reinvested the Oxy Stock Fund.
- (c) **Election Procedures.** Elections to transfer amounts from the Oxy Stock Fund among available Investment Funds shall be made pursuant to procedures established by the Administrative Committee. Each election made under this section shall be effective as of the first Accounting Date after the date on which the Administrative Committee properly receives the election.
- (d) **Authority.** The Investment Committee shall have the authority to take any actions as may be appropriate or necessary to ensure the proper operation of the Plan and investment in the Oxy Stock Fund consistent with the provisions of this section.
- (e) **Qualified Participant.** For purposes of this section, a "Qualified Participant" means:
  - (1) Effective August 2, 2004, a Participant, who has completed at least 10 years of Service under the Plan and has attained age 55;
  - (2) Effective January 1, 2005, a Participant, who has completed at least 10 years of Service under the Plan and has attained age 50;
  - (3) Effective March 1, 2005, a Participant, who has completed at least 5 years of Service under the Plan and has attained age 50;
  - (4) Effective July 1, 2006, a Participant, who has completed at least 5 years of Service under the Plan; and
  - (5) Effective January 1, 2007, a Participant, who has completed at least 3 years of Service under the Plan.
  - (6) Effective January 1, 2015, any Active Participant, regardless of the individual's years of Service under the Plan.

Until July 1, 2006, the Service requirement described in paragraphs (1) through (4) must be met on or before a Participant incurs a Separation from Service. As of July 1, 2006, a Qualified Participant includes a Former Participant who has incurred a Separation from Service but only with respect to the portion of the vested portion of the Participant's Matching Account as of his Separation from Service.

## **Article 10. Participant Accounts and Records of the Plan**

### **10.1 Accounts and Records**

The Participant's Pre-Tax Account, Roth Account, Matching Account, After-Tax Account, Rollover Account, Roth Rollover Account, After-Tax Rollover Account and In-Plan Roth Rollover Account shall be assigned a subaccount for each Investment Fund in which the Account is invested. Each such subaccount shall be maintained and valued separately from all other subaccounts. The Administrative Committee shall maintain records relative to a Participant's Accounts so that there may be determined as of any Accounting Date the current market value of his Accounts in the Trust Fund.

Each Participant, Alternate Payee and Beneficiary with an Account shall be advised from time to time, at least once each Plan Year, as to the value of his or her Account and the portions thereof attributable to his or her Matching Account and the sum of his or her Pre-Tax Account, Roth Account, Matching Account, After-Tax Account, Rollover Account, Roth Rollover Account, After-Tax Rollover Account and In-Plan Roth Rollover Account and to the various Investment Funds.

### **10.2 Account Value**

As of any given date for which determination of the value of an Account is required, such value shall equal the sum of the value of Pre-Tax Account, Roth Account, Matching Account, After-Tax Account, Rollover Account, Roth Rollover Account, After-Tax Rollover Account and In-Plan Roth Rollover Account as of the preceding Accounting Date plus any additional contributions withheld or paid and less the amount of any withdrawals from such Account after the Accounting Date and prior to the date of determination.

### **10.3 Investment Funds**

The Trust Fund shall consist of the Investment Funds, and each Account invested in an Investment Fund shall have an undivided proportionate interest in that Investment Fund. The Investment Committee shall have the right to determine the number of Investment Funds to be maintained by the Plan, and to increase or decrease that number from time to time as it deems appropriate. The Investment Committee shall establish additional Investment Funds or eliminate existing Investment Funds. In so doing, the Investment Committee shall implement and carry out investment objectives and policies which it shall establish and maintain.

### **10.4 Unit Value of Investment Funds**

As of each Accounting Date, the Trustee shall determine the fair market value of the assets of each Investment Fund and shall notify the Administrative Committee of the value so determined. Assets for which there is a readily ascertainable market shall be valued by the Trustee at their fair market value, determined by the last known public sale on the Accounting Date as of which the market value is determined. In the absence of a sale on the Accounting Date, the fair market value of such assets, as well as other assets for which there is no readily ascertainable fair market value, shall be determined by the Trustee in such consistent manner as the Trustee shall consider appropriate.

### **10.5 Calculation of Unit Value**

The Trustee shall divide the aggregate value of the assets of each Investment Fund, as so determined, by the total number of outstanding Units in such Investment Fund on the Accounting Date. The result obtained shall be the new value of each Unit, or "Unit value," as of the Accounting Date. The Unit value for all Investment Funds shall be ten dollars on the first Accounting Date in 1999.

### **10.6 Valuation Adjustments**

As of each Accounting Date, after the Units in each Investment Fund have been revalued, the Administrative Committee shall adjust the balances in the Accounts in the respective Investment Funds of the Trust Fund, upward or downward, in proportion to the Account balance in the Investment Fund as of the previous Accounting Date. As a result, the sum of such Account balances will equal the net value of each Investment Fund of the Trust Fund as of that Accounting Date. The subaccounts shall then, when appropriate, be credited with additional Units by dividing the dollar amount of contributions, fund transfers, loan repayments, and dividends paid with respect to Oxy Stock to be allocated to each subaccount on that Accounting Date by the newly calculated value of a Unit in the Investment Fund.

### **10.7 Debiting of Accounts upon Distribution, Withdrawal, Loan or Charge**

Any Units distributed or withdrawn from an Account (including any Units debited as a result of an Investment Fund transfer fee or redemption fee imposed pursuant to Plan section 9.2) shall be charged to the respective subaccounts in each Investment Fund as of the date the benefit or charge is payable. The amount distributable or chargeable to the Account shall be equal to the number of Units distributed or charged from the Account multiplied by the Unit value determined as of the Accounting Date immediately preceding the date as of which the distribution or charge is payable.

### **10.8 Unit Value upon Transfer of Investment Funds**

Participants, Alternate Payees and Beneficiaries electing to transfer from one Investment Fund to another under Plan section 9.2 shall, as of the Accounting Date of the transfer, have their Accounts in the Investment Fund from which the transfer is made charged and their Accounts in the Investment Fund to which the transfer is made credited, based upon the applicable Investment Fund Unit values in effect as of the Accounting Date.

### **10.9 Oxy Stock Fund Valuation**

The balance of each Matching Account and, separately, any other portion of the Account invested in the Oxy Stock Fund shall be maintained in full and fractional Units.

All Oxy Stock acquired by the Oxy Stock Fund, including, but not by way of limitation, Oxy Stock contributed directly by the Employer or purchased with the contributions, Oxy Stock purchased with cash dividends paid in respect of Oxy Stock, Oxy Stock acquired from stock dividends and stock splits, and Oxy Stock purchased with the proceeds of the sale or exchange of warrants, rights or dividends in kind distributed in respect of Oxy Stock, shall be allocated to the Accounts based on the portion of the Account invested in the Oxy Stock Fund as of the Accounting Date in which the Oxy Stock is acquired.

For the purpose of valuing an Account in connection with any withdrawal or loan under the provisions of the Plan or for the purpose of any distribution in kind or partly in kind, shares of Oxy Stock shall be valued as of the Accounting Date of the withdrawal, loan, or distribution based on the closing quotation on the New York Stock Exchange on the

Accounting Date in which such withdrawal, loan, or distribution is made; provided, however, that if shares of Oxy Stock are sold in connection with such a withdrawal, loan, or distribution, the shares sold shall be valued at the net proceeds received from such sale. If the closing price of such Oxy Stock shall not be so quoted or if so quoted shall not be available to the Administrative Committee, a composite index price or other price which shall be generally accepted for the establishment of fair market value shall be used for the purpose of so valuing the Account.

For the purpose of valuing an Account in connection with any transfer under the provisions of the Plan, shares of Oxy Stock shall be valued as of the effective date of the transfer based on the closing quotation on the New York Stock Exchange on the Accounting Date in which such transfer is made; provided, however, that if shares of Oxy Stock are sold in connection with such transfer, the shares sold shall be valued at the net proceeds received from such sale. If the closing price of such Oxy Stock shall not be so quoted or if so quoted shall not be available to the Administrative Committee, a composite index price or other price which shall be generally accepted for the establishment of fair market value shall be used for the purpose of so valuing the Account.

With respect to the warrants received by the Plan in August 2020, the Account of each Participant whose Account held an interest in the Oxy Stock Fund at the close of business on July 6, 2020 will be allocated a proportionate interest in all the warrants received by the Plan based on the Participant's Oxy Stock Fund units on July 6, 2020. Such proportionate interest will be allocated to each Participant in a separate warrant account established on behalf of each Participant. If the investment manager appointed by the Investment Committee with respect to the warrants sells the warrants for cash or exercises the warrants to purchase additional Oxy Stock, any proceeds from the sale or exercise will be allocated to the Participant's Account and invested in the Oxy Stock Fund.

#### **10.10 Value of Accounts**

The value of the balance of any Account as of any Accounting Date shall equal:

- (a) The number of Units credited to the Account as of that date, including Units credited on that date pursuant to Plan section 10.6, multiplied by the Unit value determined as of the Accounting Date, plus
- (b) Any uninvested cash in the Account.

#### **10.11 Cost Account**

The Trustee shall maintain records so that the cost or "basis" (for tax purposes) of the Oxy Stock allocated to an Account may be determined as of any Accounting Date. Whenever shares of Oxy Stock are distributed from the Account, such shares shall be assigned a cost equal to the average cost of all shares allocated at the same time in accordance with rules and procedures adopted for the purpose by the Administrative Committee.

#### **10.12 Rollover and Roth and After-Tax Rollover Contributions**

- (a) Subject to the Administrative Committee's approval and in accordance with uniform and nondiscriminatory procedures adopted by the Administrative Committee, Active or Inactive Participants may contribute, under the conditions specified in this Plan section, to this Plan any of the amounts specified as Rollover Contributions, Roth Rollover Contributions or, on and after January 1, 2020, After-Tax Rollover Contributions. Rollover Contributions will be held in the Participant's Rollover Account. Roth Rollover Contributions will be held in

the Participant's Roth Rollover Account. After-Tax Rollover Contributions will be held in the Participant's After-Tax Rollover Account.

- (b) The amount must have been received by or on behalf of the Participant as an eligible rollover distribution, as defined in Code section 402(c)(4).
  - (1) In the case of direct rollovers, the distribution must be received directly from:
    - (A) A Qualified Plan;
    - (B) An annuity plan described in Code section 403(a);
    - (C) An annuity contract described in Code section 403(b);
    - (D) An eligible plan under Code section 457(b) which is maintained by a state, a political subdivision of a state, or any agency or instrumentality of a state or political subdivision of a state; or
    - (E) An individual retirement account described in Code section 408(a) consisting of amounts eligible as Rollover Contributions.
  - (2) In the case of a Rollover Contribution or Roth Rollover Contribution by the Participant, as opposed to a direct rollover, the contribution must meet the requirements established by the Administrative Committee and the requirements of Code section 402(c)(3); provided that any Roth amounts must be received as a direct rollover from another designated Roth account in a Qualified Plan.
  - (3) On a uniform and nondiscriminatory basis, the Administrative Committee or the Company may permit direct rollovers of promissory notes in connection with a loan under a Qualified Plan pursuant to Treasury Regulations section 1.401(a)(31)-1, Q&A-16. The Administrative Committee may establish such reasonable procedures as it deems necessary to facilitate the direct rollover of the promissory notes and to ensure that after the rollover, each loan under the Plan complies with Code section 72(p), ERISA section 408(b)(1), and the regulations thereunder. By way of illustration and not limitation, the Administrative Committee may reamortize directly rolled over loans to accommodate repayment of the loans in conjunction with the payroll schedules of an Employer so as to comply with the maximum permitted term of the loan, or may require a Participant to execute such modification to an existing loan that is rolled over, as the Administrative Committee deems, in its sole discretion, necessary to comply with Code section 72(p), ERISA section 408(b)(1), or the regulations thereunder.
- (c) Before accepting an amount as a Rollover, Roth Rollover or After-Tax Rollover Contribution, the Administrative Committee may require such information and documents it deems necessary or appropriate to establish that the contribution will satisfy the requirements of this Plan section and that receipt of the contribution will not adversely affect the qualified status of this Plan. To the extent deemed necessary or appropriate by the Administrative Committee, such information may include copies of one or more of the following: IRS Form 1099, a distribution statement, the distribution check, certifications from the

Participant, and statements from the administrator of the transferor plan that such plan had received a favorable determination letter from the Internal Revenue Service.

- (d) Rollover, Roth Rollover and After-Tax Rollover Contributions, other than a promissory note evidencing a Participant loan that is rolled over, shall be invested in such Investment Funds as the Participant shall select, in accordance with such rules as are provided in Article 9, or in accordance with other procedures approved by the Administrative Committee. Rollover, Roth Rollover and After-Tax Rollover Contributions to this Plan will not be accepted unless the Participant has made an affirmative investment election with respect to his or her Rollover, Roth Rollover or After-Tax Rollover Account under Article 9. Notwithstanding the foregoing, in no event shall Rollover, Roth Rollover or After-Tax Rollover Contributions be invested in the Oxy Stock Fund.
- (e) If a Rollover, Roth Rollover or After-Tax Rollover Contribution is made to this Plan and the Administrative Committee later determines that the contribution did not satisfy the requirements of this Plan section, then the Rollover, Roth Rollover or After-Tax Rollover Contribution, plus any earnings attributable to the Rollover, Roth Rollover or After-Tax Rollover Contribution, shall be distributed to the Participant, within a reasonable time after the Administrative Committee's determination. The Administrative Committee may use any reasonable method to determine the amount of earnings attributable to the Rollover, Roth Rollover or After-Tax Rollover Contribution.
- (f) The balance in a Participant's Rollover, Roth Rollover or After-Tax Rollover Account shall be distributed at the same time and in the same manner as other amounts in the Participant's Account. Any questions concerning entitlement to a distribution of a Rollover, Roth Rollover or After-Tax Rollover Account shall be resolved by adding the term "and Rollover, Roth Rollover or After-Tax Rollover Account" in each place where the term "Account" appears in Article 7.

#### **10.13 Merger of the THUMS Long Beach Company Savings and Investment Plan**

Effective as of October 31, 2011, the THUMS Long Beach Company Savings and Investment Plan is merged with and into this Plan. The entire interest of each individual, who was a participant in the THUMS Long Beach Company Savings and Investment Plan on October 28, 2011, shall be transferred to this Plan and Appendix G shall control the treatment of such interest as stated therein.

## Article 11. Financing

### 11.1 Trust Fund

The Company shall maintain a trust to finance the benefits under the Plan, by entering into one or more Trust Agreements or insurance contracts approved by the Company, or by causing insurance contracts to be held under a Trust Agreement. Any Trust Agreement is designated as and shall constitute a part of this Plan, and all rights which may accrue to any person under this Plan shall be subject to all the terms and provisions of such Trust Agreement.

After March 25, 2020, the Administrative Committee shall have the sole authority to appoint, remove, or replace the Trustee with a successor Trustee or Trustees, to enter into one or more Trust Agreements, and to modify any Trust Agreement from time to time to accomplish the purposes of the Plan. By entering into such Trust Agreements, the Administrative Committee shall vest in the Trustee, or in one or more investment managers (as defined under ERISA) appointed under the terms of the Trust Agreement from time to time by action of the Investment Committee, responsibility for the management and control of the Trust Fund. In the event the Investment Committee appoints any such investment manager, the Trustee shall not be liable for the acts or omissions of the investment manager or have any responsibility to invest or otherwise manage any portion of the Trust Fund subject to the management and control of the investment manager. The Investment Committee from time to time shall establish a funding policy which is consistent with the objectives of the Plan and shall communicate it to the Trustee and each investment manager so that they may coordinate investment policies with such funding policy.

### 11.2 Oxy Stock Fund

- (a) **General Rules.** The Oxy Stock Fund shall consist of shares of Oxy Stock and cash or cash equivalents that are held pending investment in Oxy Stock. Investment in such shares shall be made from time to time by a direct issue of Oxy Stock from the Company or by purchase from securities dealers or by private purchase at such prices and in such amounts as the Trustee may determine in its absolute and complete discretion. However, no private purchase of such shares shall be made at a total cost greater than the total cost (including brokers' fees and other expenses of purchase) of purchasing such shares at the then prevailing price of such shares on the open market, such prevailing price to be determined by the Trustee as nearly as practicable based on the most recent public trading prices for the Oxy Stock. The Trustee may match purchases and sales to satisfy investment elections, withdrawals, loans and distributions of Participants.

The Trustee in its discretion may limit the daily volume of its purchases or sales of Oxy Stock to safeguard interest of Participants or comply with legal or exchange requirements. If the Trustee limits daily volume then the purchase prices or sale proceeds, as the case may be, during the period of volume limitations, shall be averaged, and the average per share price or sale proceeds shall be used in determining the cost or proceeds to be applied in satisfaction of any order of a Participant which requires the Trustee to purchase or sell Oxy Stock during such period.

All Oxy Stock purchased by the Trustee shall be registered in the name of the Trustee or its nominee, and legal title to such Oxy Stock shall remain in the



Trustee until the Participant shall become entitled to distribution thereof pursuant to this Plan.

The Trustee in its own discretion may invest funds awaiting investment in Oxy Stock in short-term obligations, including obligations of the United States of America or any agency or instrumentality thereof, trust and participation certificates, beneficial interests in any trust, and such other short-term obligations as the Trustee deems to be appropriate for such interim investment purposes.

In the event any option, right or warrant is received by the Trustee on Oxy Stock, the independent fiduciary designated by the Investment Committee shall sell the same at public or private sale and at such price and upon such other terms as it may determine, unless the independent fiduciary shall determine that such option, right or warrant should be exercised, in which case the independent fiduciary shall exercise the same upon such terms and conditions it may prescribe.

- (b) **Election Restrictions for Officers.** Investment elections of Company officers shall be limited, if necessary, so that the beneficial interest in the Oxy Stock held by the Trust Fund for their Accounts shall not exceed, in the aggregate, 20 percent of the total value of all securities and other assets held by the Trust Fund in all Investment Funds. For purposes of this section, the term “officers” shall have the same meaning as set forth in Regulations section 240.3-b-2 promulgated pursuant to section 3(b) of the Securities Exchange Act of 1934.
- (c) **Voting Rights.** Before each annual or special meeting of the shareholders of the Company, and at such other times when shareholder action is required, the Company or Trustee (as determined under the applicable Trust Agreement) shall send to each Participant, Beneficiary and Alternate Payee who has an investment in Oxy Stock through the Oxy Stock Fund, the proxy or consent solicitation materials that are sent to the Company’s shareholders of record. Each such Participant, Beneficiary and Alternate Payee shall have the right to instruct the Trustee confidentially as to the method of voting the shares of Oxy Stock allocated to the Account (through investment in the Oxy Stock Fund) as of the record date for determining the shares that are entitled to vote at the meeting of shareholders or that are entitled to give or withhold consent to corporate action. The Trustee in accordance with the instructions received from the Participant, Beneficiary, or Alternate Payee shall vote such full and fractional shares of Oxy Stock. The Administrative Committee shall instruct the Trustee as to the method of voting shares of Oxy Stock for which timely voting instructions are not received from Participants, Beneficiaries or Alternate Payees. The Trustee shall not vote shares of Oxy Stock for which it does not receive voting instructions from Participants, Beneficiaries, Alternate Payees or the Administrative Committee. The Company shall ensure that the requisite voting forms, together with all information distributed to shareholders regarding the exercise of voting rights, are furnished to the Trustee and by the Trustee to such Participants, Beneficiaries and Alternate Payees within a reasonable time before such voting rights are to be exercised with respect to Oxy Stock held in the Oxy Stock Fund.
- (d) **Distribution or Reinvestment of Cash Dividends.** In accordance with procedures set forth in this subsection, as implemented by the Administrative

Committee, each Participant who is a Participant in the ESOP portion of this Plan may make the dividend pass-through election described in this subsection with respect to dividends paid on or after June 1, 2002 on Oxy Stock held in the Oxy Stock Fund attributable to the Participant's Matching Account and with respect to dividends paid on or after July 19, 2007 on all Oxy Stock held in the Oxy Stock Fund. The dividends on which the dividend pass-through election may be made are referred to as Eligible Dividends. Cash dividends that are not Eligible Dividends and cash proceeds from any other distribution received on Oxy Stock shall be invested in Oxy Stock.

(1) **Pass-Through Election.** With respect to Eligible Dividends, the Participant may elect between:

(A) Either:

- (i) The cash payment of Eligible Dividends directly to the Participant; except effective August 8, 2016, if the amount of Eligible Dividends is less than \$10.00, then the Eligible Dividends will be reinvested pursuant to Subsection (B) below; or
- (ii) If permitted by the Administrative Committee, the payment of Eligible Dividends to the Participant's Matching Account, Pre-Tax Account, Roth Account, After-Tax Account, Rollover Account, Roth Rollover Account, After-Tax Rollover Account and In-Plan Roth Rollover Account (based on the subaccount from which the Eligible Dividend is derived) followed by the distribution of Eligible Dividends in cash to the Participant not later than 90 days after the close of the Plan Year in which the Eligible Dividends were paid by the Company; and

(B) The payment of Eligible Dividends to the Participant's Matching Account, Pre-Tax Account, Roth Account, After-Tax Account, Rollover Account, Roth Rollover Account, After-Tax Rollover Account and In-Plan Roth Rollover Account (based on the subaccount from which the Eligible Dividend is derived) and reinvestment in Oxy Stock through the Oxy Stock Fund.

If the Participant does not make an affirmative election, he shall be deemed to have elected the reinvestment of Eligible Dividends pursuant to subparagraph (B). Any earnings on Eligible Dividends shall not be distributed pursuant to subparagraph (A)(ii), but any losses on such Eligible Dividends shall reduce the amount that can be distributed to the Participant under such provision. The Participant's election in effect on the ex-dividend date for the Eligible Dividend shall control. A Participant may not split his election between subparagraph (A) and subparagraph (B) with respect to any single Eligible Dividend payment date.

(2) **Election Requirements.** The dividend pass-through election shall meet the following minimum requirements:

- (A) A Participant must be given a reasonable opportunity before Eligible Dividends are paid or distributed in which to make the election.
  - (B) A Participant must have a reasonable opportunity to change a dividend election at least annually.
  - (C) If there is a change in the Plan terms governing the manner in which Eligible Dividends are paid or distributed, a Participant must be given a reasonable opportunity to make an election under the new Plan terms prior to the date on which the first Eligible Dividend subject to the new Plan terms is paid or distributed.
  - (D) No election shall be applied retroactively; elections shall apply only to future dividend allocations.
- (3) **Treatment of Eligible Dividends.** Eligible Dividends shall be treated as follows for purposes of the Plan:
- (A) A Participant shall at all times be fully vested in any Eligible Dividends with respect to which the Participant is offered a dividend pass-through election. The Participant shall be fully vested regardless of whether the Eligible Dividends are paid in cash or reinvested in Oxy Stock allocated to the Participant's Account and regardless of whether the Participant is vested or nonvested in other amounts held in his Matching Account.
  - (B) Eligible Dividends, whether paid in cash to the Participant or reinvested in the Plan, do not constitute an Annual Addition. In addition, reinvested Eligible Dividends do not constitute elective deferrals, within the meaning of Code section 402(g)(3), and shall not be treated as Pre-Tax Deferrals, Roth Contributions or other elective deferrals, under the ADP Test, or After-Tax Contributions, Adjustment Contributions or Matching Contributions under the ACP Test.
  - (C) Eligible Dividends that are reinvested in Oxy Stock pursuant to a Participant's election under this subsection are treated as earnings in the same manner as dividends with respect to which a Participant is not provided a dividend pass-through election.
  - (D) Eligible Dividends paid in cash pursuant to a Participant's election under this subsection:
    - (i) Are not subject to the consent requirements of Code section 411(a)(11) or the restrictions on the distributions of elective deferrals under Code section 401(k)(2)(B), notwithstanding any Plan provision to the contrary; and
    - (ii) Do not constitute an Eligible Rollover Distribution (as determined under Plan section 7.7(b)(4)), even if the dividends are distributed at the same time as amounts that do constitute an Eligible Rollover Distribution.

- (4) **Alternate Payees and Beneficiaries.** Subject to such rules as the Administrative Committee may prescribe, Alternate Payees and Beneficiaries shall be treated as Participants for purposes of this subsection.

### **11.3 Forfeitures**

The Administrative Committee may use forfeitures occurring in any processing period to pay the reasonable costs of administering the Plan to the maximum extent permitted by ERISA or to reduce Matching Contributions of all Employers without regard to whether the forfeitures are attributable to persons employed by any individual Employer for such processing period or future processing periods. If the amount of allocable forfeitures occurring in a processing period exceeds the amount of Employer contributions for such processing period, then the excess shall be deposited in a separate account. Effective December 1, 2016, or as soon as practicable thereafter but in no event later than December 31, 2016, such amounts will be deposited into a separate "Forfeiture Account," invested in the Stable Value Fund, or such other Investment Fund as determined within the discretion of the Administrative Committee, and such amounts will be considered Plan assets and allocated in lieu of Employer contributions in succeeding pay periods, used to pay the reasonable expenses of administering the Plan or allocated among Participants as additional contributions. If the Plan terminates while a balance in the Forfeiture Account exists, the balance shall be allocated to Participants per capita to the extent of the maximum amount permitted under Plan section 6.6. Forfeitures shall be used before the end of the Plan Year in which the forfeitures occurred to the extent administratively feasible.

### **11.4 Non-Reversion**

Anything in this Plan to the contrary notwithstanding, it shall be impossible at any time for the contributions of the Employer or any part of the Trust Fund to revert to the Company or an Affiliate or to be used for or diverted to any purpose other than the exclusive benefit of Participants or their Beneficiaries, except that:

- (a) If a contribution or portion thereof is made by the Employer by a mistake of fact, upon written request to the Administrative Committee, such contribution or such portion, reduced by losses but not increased by earnings, shall be returned to the Employer within one year after the date of payment; and
- (b) In the event that a deduction for any contributions made by the Employer is disallowed by the Internal Revenue Service in any Plan Year, then that portion of the Employer contribution that is not deductible shall be returned to the Employer within one year from the date of receipt of notice by the Internal Revenue Service of the disallowance of the deduction.

### **11.5 Direct Transfer of Assets from Plans of Acquired Entities**

The Trust Agreement shall permit the direct receipt of assets which are transferred directly to the Trust Fund from the trustees of any other Qualified Plan sponsored, at the time of the applicable transaction, by entities which are the subject of purchase transactions made by the Company or an Affiliate.

### **11.6 Pension Expense Reimbursement Account ("PERA")**

The Administrative Committee in its discretion may decide to use revenue sharing payments (*i.e.*, float income earned on uninvested cash and all other revenue, if any, received from the investments in the Plan (other than operating expenses paid by mutual fund shareholders generally, whether via rebates or otherwise, that are reflected in the net asset values of such mutual fund shares)) for approved ERISA expenses. Such amounts as well as Participant-paid fees and Plan-imposed excessive trading fees will

be deposited into a separate “ERISA Account,” invested in the Stable Value Fund, or such other fund as determined within the discretion of the Administrative Committee, and such amounts will be considered Plan assets. Amounts in the ERISA Account must be used for the direct benefit of Plan Participants, and any balances remaining in the ERISA Account at year end must be used by the end of the first quarter of the next Plan Year. Alternatively, the year-end balance must be allocated to Participant Accounts after this deadline. Approved ERISA expenses will include those reasonable, necessary and direct expenses incurred by the Plan for services provided by the Plan’s Trustee, recordkeeper or other service providers.

## **Article 12. Administration**

### **12.1 The Administrative Committee**

The Plan shall be administered by an Administrative Committee appointed by the Board; after March 25, 2020, the Administrative Committee shall be appointed by the Fiduciary Appointment Officer. The Administrative Committee shall be the Plan Administrator. The Administrative Committee shall be composed of as many members as the Board or, if after March 25, 2020, the Fiduciary Appointment Officer, may appoint from time to time, but not fewer than three members, and shall hold office at the discretion of the Fiduciary Appointment Officer.

Any member of the Administrative Committee may resign by delivering his or her written resignation to the Administrative Committee Secretary. Such resignation shall be effective no earlier than the date of the written notice.

Vacancies in the Administrative Committee arising by resignation, death, removal, or otherwise, shall be filled by the Fiduciary Appointment Officer. The Administrative Committee shall be a fiduciary under the Plan, in accordance with ERISA.

After March 25, 2020, the Fiduciary Appointment Officer shall have the sole authority to appoint, remove, replace, and monitor members of the Administrative Committee.

### **12.2 Chairperson, Secretary, and Employment of Specialists**

The Fiduciary Appointment Officer shall appoint, from the members of each of the Investment Committee and Administrative Committee, a Chairperson and the members shall elect a Secretary who may, but need not, be a member of such Committee. In the event the Fiduciary Appointment Officer does not appoint a Chairperson, the members of each Committee shall select a Chairperson of their respective Committee. They may authorize one or more of their number or any agent to execute or deliver any instrument or instruments on their behalf, and may employ such counsel, auditors, and other specialists and such clerical, medical, actuarial, and other services as they may require in carrying out the provisions of the Plan.

### **12.3 Compensation and Expenses**

The members of the Investment Committee and Administrative Committee who are Employees shall serve without compensation for services as a member of such Committee. Any member of a Committee may receive reimbursement by the Company of expenses properly and actually incurred.

All expenses of administration may be paid out of the Trust Fund, to the maximum extent permitted by ERISA, unless paid by the Company. Such expenses shall include any expenses incident to the functioning of the Administrative Committee and the Investment Committee, including but not limited to, fees of accountants, counsel, and other specialists and their agents, and other costs of administering the Plan. Until paid, the expenses shall constitute a liability of the Trust Fund. However, the Company may reimburse the Trust Fund for any administration expense incurred. The Company reserves the right to charge the Accounts for reasonable expenses incurred in the administration of their Accounts. Any such charges shall be used to pay the costs of administering this Plan in the manner described in Plan section 11.3. The Company will make full disclosure of the amount and nature of any such charge prior to its imposition.

### **12.4 Manner of Action**

A majority of the members of the Investment Committee and Administrative Committee at the time in office shall constitute a quorum for the transaction of business. All resolutions adopted, and other actions taken by a Committee at any meeting shall be

by the vote of a majority of those present at any such meeting. Upon obtaining the written consent of a majority of the members at the time in office, action of a Committee may be taken otherwise than at a meeting.

#### **12.5 Subcommittees**

Each of the Investment Committee and Administrative Committee may appoint one or more subcommittees and delegate such of its power and duties as it deems desirable to any such subcommittee, in which case every reference herein made to such Committee shall be deemed to mean or include the subcommittees as to matters within their jurisdiction. The members of any such subcommittee shall consist of such officers or other Employees of the Company and such other persons as such Committee may appoint.

#### **12.6 Other Agents**

Each of the Board, the Company, the Administrative Committee and the Investment Committee may also appoint one or more persons or agents to aid it in carrying out its duties as fiduciary or nonfiduciary, and delegate such of its powers and duties as it deems desirable to such person or agents.

#### **12.7 Records**

All resolutions, proceedings, acts, and determinations of each of the Administrative Committee and the Investment Committee shall be recorded by the Secretary thereof or under the Secretary's supervision, and all such records, together with such documents and instruments as may be necessary for the administration of the Plan, shall be preserved in the custody of the Secretary.

#### **12.8 Rules**

Subject to the limitations contained in the Plan, each of the Administrative Committee and the Investment Committee shall be empowered from time to time in its discretion to adopt by-laws and establish rules for the conduct of its affairs and the exercise of the duties imposed upon it under the Plan.

#### **12.9 Administrative Committee's Powers and Duties**

Except as otherwise provided in this Plan, the Company shall have responsibility for any settlor powers, functions or duties, including, without limitation, the right to amend or terminate the Plan as set forth in Plan section 13.1. The Administrative Committee shall have responsibility for the general administration of the Plan and for carrying out the Plan's provisions. The Administrative Committee shall have such powers and duties as may be necessary to discharge its functions hereunder, including, but not limited to, the following:

- (a) To construe and interpret the Plan, to supply all omissions from, correct deficiencies in and resolve ambiguities in the language of the Plan and Trust; to decide all questions of eligibility and determine the amount, manner, and time of payment of any benefits hereunder;
- (b) To make a determination as to the right of any person to an allocation, and the amount thereof;
- (c) To obtain from the Employees such information as shall be necessary for the proper administration of the Plan and, when appropriate, to furnish such information promptly to the Trustee or other persons entitled thereto;
- (d) To prepare and distribute, in such manner as the Company determines to be appropriate, information explaining the Plan;

- (e) To establish and maintain such accounts in the name of each Participant as are necessary;
- (f) To instruct the Trustee with respect to the payment of benefits hereunder;
- (g) To provide for any required bonding of fiduciaries and other persons who may from time to time handle Plan assets;
- (h) To prepare and file any reports required by ERISA;
- (i) To engage an independent public accountant to conduct such examinations and to render such opinions as may be required by ERISA;
- (j) To select, engage, monitor and terminate the performance of third-party administrators and other service providers and develop policies with respect to service provider contracts to ensure that fees paid are reasonable;
- (k) To allocate contributions, loan repayments and Trust Fund gains or losses to the Accounts of Participants;
- (l) To take all steps it deems reasonable to correct any references or omissions that may arise in the operation of the Plan, which include taking any and all steps permitted under the Employee Plans Compliance Resolution System, the Voluntary Fiduciary Correction Program, or any other program of correction;
- (m) To designate Affiliates as Employers as described in Plan section 14.1;
- (n) To serve as the Plan Administrator for the Plan;
- (o) To have the authority, in coordination with the Investment Committee, to appoint, remove or replace, the recordkeeper for the Plan;
- (p) To have the authority to monitor the Trustee in connection with payments from the Trust Fund, including the payment of benefits; and
- (q) To have the authority to appoint, remove, or replace the Trustee.

#### **12.10 Investment Responsibilities**

The Investment Committee shall have the authority and responsibility to direct and monitor the Trustee with respect to the investment and management of the Trust Fund, to appoint an investment manager, as defined in ERISA section 3(38), for the Plan's Investment Funds, including the Oxy Stock Fund, and to establish a funding policy and method consistent with the objectives of the Plan and the requirements of ERISA. Except as otherwise provided in ERISA, the Investment Committee may delegate such authority and responsibility to direct and monitor the Trustee or any person who acknowledges in writing that it is a fiduciary with respect to the Plan and who provides the Investment Committee with a written affirmation that it is qualified to act as an investment manager within the meaning of ERISA. If the Investment Committee delegates to an investment manager the authority and responsibility to so direct and monitor the Trustee, such investment manager, and not the Investment Committee or the Trustee, shall have sole responsibility for the investment and management of so much of the Trust Fund as has been entrusted to his management and control, and, except to the extent otherwise required by ERISA, such delegation shall relieve the Investment Committee and the members thereof of all duties and responsibilities with respect to the authority and responsibility so delegated.

#### **12.11 Administrative Committee's Decisions Conclusive**



The Administrative Committee shall have the exclusive right and discretionary authority to interpret the terms and provisions of the Plan, apply the facts to the terms of the Plan, and resolve all questions arising hereunder, including the right to resolve and remedy ambiguities, inconsistencies, or omissions in the Plan, provided, however, that the construction necessary for the Plan to conform to the Code and ERISA shall in all cases control. The Administrative Committee also shall have discretionary authority to make any factual determinations under the Plan. Benefits under this Plan will be paid only if the Administrative Committee decides in its discretion that the applicant is entitled to them. The Administrative Committee shall endeavor to act in such a way as not to discriminate in favor of any class of Employees, Participants, or other persons. Any and all disputes with respect to the Plan that may arise involving Participants, Beneficiaries or Alternate Payees shall be referred to the Administrative Committee and its decisions shall be final, conclusive, and binding. All findings of fact, interpretations, determinations, and decisions of the Administrative Committee in respect of any matter or question arising under the Plan shall be final, conclusive, and binding upon all persons, including, without limitation, Employees, Participants, Beneficiaries, Alternate Payees, and any and all other persons having, or claiming to have, any interest in or under the Plan. The factual determinations and decisions of the Administrative Committee shall be given the maximum possible deference allowed by law.

#### **12.12 Indemnity**

- (a) To the extent permitted by the Company's bylaws and applicable law, the Company shall indemnify and hold harmless each of the following persons ("Indemnified Persons") under the terms and conditions of subsection (b):
  - (1) Each Affiliate;
  - (2) Each member of the Administrative Committee
  - (3) Each member of the Investment Committee; and
  - (4) Each Employee or member of the Board who has responsibility (whether by delegation from another person, an allocation of responsibilities under the terms of this Plan document, or otherwise) for a fiduciary duty, a nonfiduciary settlor function (such as deciding whether to approve a plan amendment), or a nonfiduciary administrative task relating to the Plan.
- (b) The Company shall indemnify and hold harmless each Indemnified Person against any and all claims, losses, damages, and expenses, including reasonable attorney's fees and court costs, incurred by that person on account of his good faith actions or failures to act with respect to his responsibilities relating to the Plan. The Company's indemnification shall include payment of any amounts due under a settlement of any lawsuit or investigation, but only if the Company agrees to the settlement.
  - (1) An Indemnified Person shall be indemnified under this section only if he notifies an Appropriate Person at the Company of any claim asserted against or any investigation of the Indemnified Person that relates to the Indemnified Person's responsibilities with respect to the Plan.
    - (A) A person is an "Appropriate Person" to receive notice of the claim or investigation if a reasonable person would believe that

the person notified would initiate action to protect the interests of the Company in response to the Indemnified Person's notice.

- (B) The notice may be provided orally or in writing. The notice must be provided to the Appropriate Person promptly after the Indemnified Person becomes aware of the claim or investigation. No indemnification shall be provided under this section to the extent that the Plan or Company is materially prejudiced by the unreasonable delay of the Indemnified Person in notifying an Appropriate Person of the claim or investigation.
- (2) An Indemnified Person shall be indemnified under this section with respect to attorneys' fees, court costs or other litigation expenses or any settlement of such litigation only if the Indemnified Person agrees to permit the Company to select counsel and to conduct the defense of the lawsuit and agrees not to take any action in the lawsuit that the Company believes would be prejudicial to the interests of the Company.
- (3) No Indemnified Person, including an Indemnified Person who had a Separation from Service, shall be indemnified under this section unless he makes himself reasonably available to assist the Company with respect to the matters in issue and agrees to provide whatever documents, testimony, information, materials, or other forms of assistance that the Company shall reasonably request.
- (4) No Indemnified Person shall be indemnified under this section with respect to any action or failure to act that is judicially determined to constitute or be attributable to the gross negligence or willful misconduct of the Indemnified Person.
- (5) Payments of any indemnity under this section shall be made only from the assets of the Company and shall not be made directly or indirectly from assets of the Plan. The provisions of this section shall not preclude such further indemnities as may be available under insurance purchased by the Company or as may be provided by the Company under any by-law, agreement or otherwise, provided that no expense shall be indemnified under this section that is otherwise indemnified by an insurance contract purchased by the Company.

### **12.13 Fiduciaries**

The fiduciaries named in this Article shall have only those specific powers, duties, responsibilities, and obligations as are specifically given them under this Plan or the Trust or otherwise delegated by the Board. The Employers shall have the sole responsibility for making the contributions required under Article 4 and Article 5, and the Company shall have the sole authority to appoint and remove the Trustee until March 25, 2020, and to amend or terminate, in whole or in part, this Plan or the Trust. After March 25, 2020, the Administrative Committee shall have the sole authority to appoint and remove the Trustee. The Administrative Committee shall have the sole responsibility for the administration of this Plan, which responsibility is specifically described in this Plan and the Trust Agreement or otherwise delegated by the Board. The officers and Employees of the Company shall have the responsibility of implementing the Plan and carrying out its provisions as the Administrative Committee shall direct. The Investment Committee, the Trustee, and any investment manager shall have the sole responsibility for the administration of the Trust Fund and the management of the assets held under the Trust Fund, to the extent provided in the Trust

Agreement. A fiduciary may rely upon any direction, information, or action of another fiduciary as being proper under this Plan or the Trust Agreement, and is not required under this Plan or the Trust Agreement to inquire into the propriety of any such direction, information, or action. It is intended under this Plan and the Trust Agreement that each fiduciary shall be responsible for the proper exercise of his or its own powers, duties, responsibilities, and obligations under this Plan and the Trust Agreement and shall not be responsible for any act or failure to act of another fiduciary. No fiduciary guarantees the Trust Fund in any manner against investment loss or depreciation in asset value. Any party may serve in more than one fiduciary capacity with respect to the Plan or Trust Agreement.

Whether or not a particular activity performed by the Fiduciary Appointment Officer, Administrative Committee, Investment Committee, a Committee member, or delegate is considered to rise to the level of a fiduciary duty shall depend on whether the person or entity is, when performing the activity, exercising the discretion with respect to the administration of the Plan, which under ERISA, if applicable, requires a fiduciary standard of conduct. In the absence of an activity involving such an exercise of discretion with respect to the Plan's administration, the activity shall be considered ministerial, rather than fiduciary, in nature. If and when a Committee member or delegate is performing a "settlor" activity, under ERISA, including, by way of example, the adoption of an amendment to or decision to establish or terminate a plan, then such activity shall be deemed to be an exercise of "settlor" or sponsor responsibility and shall be subject to ordinary business judgment and not an exercise of fiduciary duty. The Fiduciary Appointment Officer, Administrative Committee, and Investment Committee will not be subject to fiduciary liability or standards for any settlor or non-fiduciary responsibilities and/or duties delegated to it by the Board.

#### **12.14 Notice of Address**

Each person entitled to benefits from the Plan must file with the Administrative Committee or its agent, in writing, his post office address and each change of post office address. Any communication, statement, or notice addressed to such a person at his latest reported post office address will be binding upon him for all purposes of the Plan, and neither the Administrative Committee nor the Company or any Trustee shall be obliged to search for or ascertain his whereabouts.

#### **12.15 Data**

All persons entitled to benefits from the Plan must furnish to the Company such documents, evidence, or information, including information concerning marital status, as the Company considers necessary or desirable for the purpose of administering the Plan; and it shall be a condition of the Plan that each such person must furnish such information and sign such documents as the Company may require before any benefits become payable from the Plan. The Administrative Committee shall be entitled to distribute benefits to a non-Spouse beneficiary in reliance upon the signed statement of the Participant that he is unmarried without any further liability to a Spouse if such statement is false.

#### **12.16 Benefit Claims Procedures**

The provisions of this section shall be subject to, and shall apply to, the extent required under Department of Labor Regulations section 2560.503-1 (relating to the requirements of claims procedures). All decisions made under the procedures described in this section shall be final and there shall be no further right of appeal. No lawsuit may be initiated by any person before fully pursuing the procedures set out in this section, including the appeal permitted pursuant to subsection (d).

- (a) The right of a Participant, Beneficiary, Alternate Payee, or any other person entitled to claim a benefit under the Plan shall be determined by the Administrative Committee, provided, however, that the Administrative Committee may delegate its responsibility to any person. All persons entitled to claim a benefit under the Plan shall be referred to as a “Claimant” for purpose of this section. The term “Claimant” shall also include, where appropriate to the context, any person authorized to represent the Claimant under procedures established by the Administrative Committee.
- (1) The Claimant may file a claim for benefits by written notice to the Administrative Committee.
  - (2) Any claim for benefits under the Plan, pursuant to this section, shall be filed with the Administrative Committee no later than eighteen months after the date that a transaction occurred, or should have occurred, with respect to a Claimant’s Account (*e.g.*, two years after benefits were credited, or should have been credited, to a Claimant’s Account, or eighteen months after any withdrawal or distribution occurred or should have occurred). The Administrative Committee in its sole discretion shall determine whether this limitation period has been exceeded.
  - (3) Notwithstanding anything to the contrary in this Plan, the following shall not be a claim for purposes of this section:
    - (A) A request for determination of eligibility, enrollment, or participation under the Plan without an accompanying claim for benefits under the Plan. The determination of eligibility, enrollment, or participation under the Plan may be necessary to resolve a claim, in which case such determination shall be made in accordance with the claims procedures set forth in this section.
    - (B) Any casual inquiry relating to the Plan, including an inquiry about benefits or the circumstances under which benefits might be paid under the Plan.
    - (C) A claim that is defective or otherwise fails to follow the procedures of the Plan (*e.g.*, a claim that is addressed to a party, other than the Administrative Committee, or an oral claim).
    - (D) An application or request for benefits under the Plan.
- (b) If a claim for benefits is wholly or partially denied, the Administrative Committee shall, within a reasonable period of time, but no later than 90 days after receipt of the claim (or 45 days after receipt of the claim in the case of a disability claim), notify the Claimant of the denial of benefits. In the case of a claim other than a disability claim, if special circumstances justify extending the period up to an additional 90 days, the Claimant shall be given written notice of this extension within the initial 90-day period, and such notice shall set forth the special circumstances and the date on which a decision is expected. In the case of a disability claim, the Administrative Committee may give the Claimant written notice before the end of the initial 45-period that it needs an additional 30 days to review the claim, provided that such notice shall set forth the circumstances beyond the control of the Administrative Committee justifying extending the period and the date on which a decision is expected. If special

circumstances beyond the control of the Administrative Committee's control justify extending the claim review period for an additional 30 days, the Claimant shall be provided written notice of this extension within the first 30-day period.

- (c) A notice of denial:
  - (1) Shall be written in a manner calculated to be understood by the Claimant; and
  - (2) Shall contain:
    - (A) The specific reasons for denial of the claim;
    - (B) Specific reference to the Plan provisions on which the denial is based;
    - (C) A description of any additional material or information necessary for the Claimant to perfect the claim, along with an explanation as to why such material or information is necessary; and
    - (D) An explanation of the Plan's claim review procedures and the time limits applicable to such procedures, including a statement of the Claimant's right to bring a civil action under ERISA section 502(a) following an adverse determination on review.
- (d) Within 60 days of the receipt by the Claimant of the written denial of his or her claim (or within 180 days of receipt in the case of a disability claim) or, if the claim has not been granted, within a reasonable period of time (which shall not be less than the applicable time period specified in subsection (b)), the Claimant may file a written request with the Administrative Committee that it conduct a full review of the denial of the claim. In connection with the Claimant's appeal, upon request, the Claimant may review and obtain copies of all documents, records and other information relevant to the Claimant's claim for benefits, but not including any document, record or information that is subject to any attorney-client or work-product privilege or whose disclosure would violate the privacy rights or expectations of any person other than the Claimant. The Claimant may submit issues and comments in writing and may submit written comments, documents, records, and other information relating to the claim for benefits. All comments, documents, records, and other information submitted by the Claimant shall be taken into account in the appeal without regard to whether such information was submitted or considered in the initial benefit determination.
- (e) The Administrative Committee shall deliver to the Claimant a written decision on the claim promptly, but no later than 60 days (or 45 days in the case of a disability claim) after the receipt of the Claimant's request for such review, unless special circumstances exist that justify extending this period up to an additional 60 days (or 45 days in the case of a disability claim). If the period is extended, the Claimant shall be given written notice of this extension during the initial 60-day period (or 45-day period in the case of a disability claim) and such notice shall set forth the special circumstances and the date a decision is expected. The decision on review of the denial of the claim:
  - (1) Shall be written in a manner calculated to be understood by the Claimant;
  - (2) Shall include specific reasons for the decision;

- (3) Shall contain specific references to the Plan provisions on which the decision is based;
  - (4) Shall contain a statement that the Claimant is entitled to receive, upon request and free of charge, reasonable access to, and other information relevant to the Claimant's claim for benefits; and
  - (5) Shall contain a statement of the Claimant's right to bring a civil action under ERISA section 502(a) following an adverse determination on review.
- (f) No legal action may be commenced after the later of:
- (1) 180 days after receiving the written response of the Administrative Committee to an appeal, or
  - (2) 365 days after the Claimant's original application for benefits.
- (g) Any legal action in connection with the Plan must be filed in Harris County, Texas or the U.S. District Court for the Southern District of Texas. Notwithstanding the preceding sentence, in the event that the Administrative Committee exercises its right to initiate an interpleader action pursuant to Section 12.16(h), the Administrative Committee may in its discretion file such interpleader action in (i) a court in the state in which the Participant resides (or, in the event of the Participant's death, resided at the time of his death), (ii) a court in the state in which at least one claimant of the Participant's benefit resides or (iii) a court described in the first sentence of this Section 12.16(g).
- (h) The Administrative Committee reserves the right, in its sole discretion, to initiate an interpleader action to resolve any competing claims for a benefit under the Plan or to determine the proper beneficiary of any benefit under the Plan.

#### **12.17 Member's Own Participation**

No member of the Administrative Committee or the Investment Committee may act, vote or otherwise influence a decision of the committee on which he or she serves specifically relating to his or her own participation under the Plan.

## **Article 13. Amendment and Termination**

### **13.1 Amendment and Termination**

The Company expects the Plan to be permanent and to continue indefinitely; however, this Plan is purely voluntary on the part of the Company and each Employer. The Company must necessarily and does hereby reserve the right to amend, modify, or terminate the Plan at any time by action of its Board. After March 25, 2020, the Plan Amendment Officer shall have the authority to amend or modify the Plan on behalf of the Company in its plan sponsor capacity as long as the amendment or modification (i) is necessary or appropriate to qualify or maintain the Plan's tax-qualified status or to comply with other legal requirements or (ii) does not significantly decrease benefits or significantly increase costs to the Company and its Affiliates.

### **13.2 Distribution on Termination**

Upon termination of the Plan in whole or in part, or upon complete discontinuance of contributions to the Plan by the Company, the value of the proportionate interest in the Trust Fund of each Participant affected by such termination shall be determined by the Administrative Committee as of the date of such termination or discontinuance. The Accounts of such Participants shall be fully vested and nonforfeitable, and thereafter distribution shall be made to such Participants as directed by the Administrative Committee.

Upon the partial termination of the Plan, the Board may in its sole discretion determine the timing of a distribution of the balance of the affected Participants' Accounts.

### **13.3 Successors**

In case of the merger, consolidation, liquidation, dissolution or reorganization of an Employer, or the sale by an Employer of all or substantially all of its assets, provision may be made by written agreement between the Company and any successor corporation acquiring or receiving a substantial part of the Employer's assets, whereby the Plan and the Trust Agreement will be continued by the successor. If the Plan is to be continued by the successor, then effective as of the date of the reorganization or transfer, the successor corporation shall be substituted for the Employer under the Plan and the Trust Agreement. The substitution of a successor corporation for an Employer will not in any way be considered a termination of the Plan.

### **13.4 Plan Merger or Transfer**

This Plan shall not merge or consolidate with, or transfer assets and liabilities to, or accept a transfer from, any other employee benefit plan unless each Participant, Beneficiary, or Alternate Payee in this Plan will (if the Plan had then terminated) receive a benefit immediately after the merger, consolidation, or transfer which is not less than the benefit the Participant, Beneficiary, or Alternate Payee would have been entitled to receive immediately before the merger, consolidation, or transfer of assets (if this Plan had then terminated). Subject to these limitations, the Plan may transfer assets and liabilities to, or accept a transfer of assets and liabilities from, any other employee benefit plan which is qualified under Code section 401(a) where such a transfer has been authorized by agreement between the Company and the sponsor of the other employee benefit plan and is not prohibited by law.

## Article 14. Participating Affiliates

### 14.1 Adoption of the Plan

The Board or, if authorized by the Board, the Administrative Committee may designate any Affiliate as an Employer under this Plan. The Affiliate shall become an Employer and a party to this Plan and the Trust Agreement upon acceptance of such designation effective as of the date specified by the Board or Administrative Committee.

### 14.2 Conditions of Participation

By accepting such designation or continuing as a party to the Plan and Trust, each Employer acknowledges that:

- (a) It is bound by such terms and conditions relating to the Plan as the Company or the Administrative Committee may reasonably require;
- (b) It must comply with all qualification requirements and employee benefit rules of the Code, ERISA and related regulations and hereby acknowledges the authority of the Company, the Administrative Committee, and the Investment Committee to review the Affiliate's compliance procedures and to require changes in such procedures to protect the Plan's qualification;
- (c) It has authorized the Company, the Administrative Committee, and the Investment Committee to act on its behalf with respect to Employer matters pertaining to the Plan and the Trust Fund;
- (d) It will cooperate fully with the Plan officials and their agents by providing such information and taking such other actions, as they deem appropriate for the efficient administration of the Plan and the Trust Fund; and
- (e) Its status as an Employer under the Plan is expressly conditioned on its being and continuing to be an Affiliate of the Company.

### 14.3 Termination of Participation

- (a) **Withdrawal by Affiliate.** Subject to the concurrence of the Board or Administrative Committee, any Affiliate may withdraw from the Plan and Trust, and end its status as an Employer hereunder, by communicating in writing to the Administrative Committee its desire to withdraw. The withdrawal shall be effective as of the date agreed to by the Board or Administrative Committee, as the case may be, and the Affiliate. Upon such withdrawal, the Plan shall not terminate.
- (b) **Termination by Company.** The Company, acting through the Board or, if authorized by the Board, the Administrative Committee, reserves the right, in its sole discretion and at any time, to terminate the participation in this Plan of any Employer. Such termination shall be effective immediately, upon the notice of such termination from the Company to the Trustee and the Employer being terminated, whichever occurs first, or such later effective date agreed to by the Company. Upon such termination, this Plan shall not terminate.

### 14.4 Consequences of the Termination of an Employer

If an Employer ceases to participate in this Plan, for whatever reason, and the Plan is not terminated then, unless otherwise directed by the Board, the Administrative Committee shall elect, in its discretion, which of the following shall apply:

- (a) The Administrative Committee may elect that the portion of the Plan attributable to the former Employer shall become a separate plan effective as of



the date on which the Employer's participation in this Plan terminates. The Administrative Committee shall inform the Trustee of the portion of the Trust Fund that is attributable to the participation of the terminated Employer. As soon thereafter as is administratively feasible, the Trustee shall set apart that portion of the Trust Fund as a separate trust fund that shall be part of the separate plan of the terminated Employer. Thereafter, the administration, control, and operation of the separate plan, with respect to the terminated Employer, shall be on a separate basis, in accordance with the terms of this Plan except that:

- (1) The terminated Employer, not the Company or the Administrative Committee, shall be the sponsor and administrator of the separate plan and shall have all duties, responsibilities, and powers that the Company, Administrative Committee and Investment Committee have under this Plan; and
  - (2) The terminated Employer, not the Company, shall have the power to amend and terminate the separate plan, in accordance with the provisions of Plan section 13.1.
- (b) Alternatively, the Administrative Committee may elect to maintain the Accounts of Participants employed by the terminated Employer as follows:
- (1) Except as provided in paragraph (5), all Participants employed by the terminated Employer on the date on which the entity ceases participation in this Plan shall become Inactive Participants or Former Participants, as applicable.
  - (2) The Pre-Tax Deferral, Roth Contribution, Catch-Up Contribution and After-Tax Contribution elections of an Active Participant under Article 4 shall only apply to Earnings for the portion of the Plan Year ending on the Employer's termination date.
  - (3) The terminated Employer shall transfer to the Trust Fund the Pre-Tax Deferrals, Roth Contributions, Catch-Up Contributions, Matching Contributions and After-Tax Contributions required under the Plan relating to Earnings through the effective date of the Employer's termination of participation in this Plan.
  - (4) For purposes of being eligible to receive a distribution of his or her Account, an Inactive Participant described in paragraph (1) shall not be treated as having a Separation from Service unless and until the Administrative Committee determines that the Participant is eligible to receive a distribution under the provisions of Code section 401(k)(2)(B)(i).
  - (5) If a Participant described in paragraph (1) becomes an Employee of another Employer immediately after the effective date of the prior Employer's termination of participation in this Plan, then the Participant shall be treated under the Plan as having transferred employment from one Employer to another.

- (6) Should the Administrative Committee elect to take alternative action under this Section 14.4(b), the name of the terminated Employer and the effective date of such action will be set forth on Appendix H.
- (c) With the consent of the Employer that is no longer participating in the Plan, the Company or Administrative Committee may take such other actions with respect to the Accounts of Participants employed by that Employer as are permitted under the Code and ERISA.

## Article 15. Top-Heavy Provisions

### 15.1 Application of Top-Heavy Provisions

The provisions of this Article shall be interpreted and administered in accordance with the requirements of Code section 416 and related Treasury Regulations. The provisions of this Article shall apply for the Plan Year if, as of the Determination Date for that Plan Year, the Top-Heavy Ratio exceeds 60 percent.

### 15.2 Definitions Applicable to this Article

In addition to the terms defined in Plan section 2.1 or elsewhere in this Plan, whenever used in this Article, the following terms shall have the respective meanings set forth below, unless expressly provided otherwise. When the defined meaning is intended, the term is capitalized.

- (a) **“Aggregation Group”** means each Qualified Plan of the Company or any Affiliate in which a Key Employee is a participant and any other Qualified Plan which enables a Qualified Plan of the Company or any Affiliate covering a Key Employee to meet the requirements of Code sections 401(a)(4) or 410. On behalf of the Company, the Administrative Committee may elect to include within the Aggregation Group any other Qualified Plan, together with the Qualified Plans referenced in the preceding sentence, provided that such expanded Aggregation Group continues to satisfy the requirements of Code sections 401(a)(4) and 410(b) for the Plan Year.
- (b) **“Determination Date”** means the last day of the preceding Plan Year.
- (c) **“Key Employee”** means, effective for Plan Years beginning after 2001, any Employee or a former Employee (including any deceased Employee) who, at any time during the Plan Year, is one of the following:
  - (1) An officer of the Company or any Affiliate whose Section 415 Compensation exceeds \$130,000, as adjusted under Code section 416(i)(1) for Plan Years commencing after 2002, provided however, that the number of Employees included as Key Employees under this paragraph shall not exceed the lesser of:
    - (A) 50 Employees; or
    - (B) The greater of three Employees or 10 percent of all Employees of the Company and all Affiliates.
  - (2) A five-percent owner of the Company or any Affiliate.
  - (3) A one-percent owner of the Company or any Affiliate whose Section 415 Compensation exceeds \$150,000.

Only Section 415 Compensation attributable to services performed during the Plan Year for the Company or an Affiliate shall be included. Ownership shall be determined in accordance with Code section 318 (as modified by Code section 416(i)(1)(B)(iii)). A Beneficiary or Alternate Payee whose rights under the Plan derive from a Key Employee shall also be treated as a Key Employee.

- (d) **“Non-Key Employee”** means any Employee who is not a Key Employee.
- (e) **“Top-Heavy Ratio”** means the ratio determined under Plan section 15.3.

### 15.3 Determination of Top-Heavy Ratio

The Top-Heavy Ratio for a Plan Year shall be determined as follows:

- (a) **General Rule.** The numerator of the Top-Heavy Ratio is the sum of the amounts described in subsection (b) under all Qualified Plans in the Aggregation Group for each Key Employee. The denominator of the Top-Heavy Ratio is the sum of the amounts described in subsection (b) under all Qualified Plans in the Aggregation Group for all Employees.
- (b) **Included Amounts.** When determining the Top-Heavy Ratio, the following amounts shall be included:
  - (1) The Employee's total Account balance as of the Determination Date under this Plan;
  - (2) The Employee's total account balance as of the Determination Date under all other Qualified Plans that are defined contribution plans included in the Aggregation Group;
  - (3) The present value as of the Determination Date of the Employee's accrued benefit under all Qualified Plans that are defined benefit plans included in the Aggregation Group.
- (c) **Special Rules.** For purposes of computing the Top-Heavy Ratio and included amounts, the following rules shall apply:
  - (1) The present value of accrued benefits shall be determined using reasonable actuarial assumptions.
  - (2) In the case of a distribution made for a reason other than severance from employment, death, or Disability (*e.g.*, in-service withdrawals), this provision shall be applied by substituting "five-year period" for "one-year period."
  - (3) Any Rollover, Roth Rollover or After-Tax Rollover Contribution (or similar transfer) initiated by the Employee and made after December 31, 1983, to a Qualified Plan in the Aggregation Group shall be excluded when determining account balances with respect to the transferee plan.
  - (4) Account balances and accrued benefits shall be taken into account only to the extent attributable to contributions by the Company or Affiliate and contributions by the Employee while employed by the Company or an Affiliate.
  - (5) The present values of accrued benefits and account balances of any individual who has not performed services for the Company or any Affiliate during the one-year period ending on the Determination Date shall not be taken into account when determining the Top-Heavy Ratio.
  - (6) Account balances or accrued benefits of an Employee shall not be taken into account if the Employee is not a Key Employee for the Plan Year being tested but was a Key Employee in a prior Plan Year.
  - (7) To the extent required by Code section 416(e), contributions and benefits relating to Social Security or similar programs under federal or

state law shall not be taken into account in determining the Top-Heavy Ratio.

#### **15.4 Required Minimum Allocations**

If the provisions of this Article apply for the Plan Year because the Top-Heavy Ratio exceeds 60 percent, then with respect to the defined contribution minimum allocation required by Code section 416(c)(2) and related Treasury Regulations, the contributions shall be made under the Retirement Plan on behalf of each Non-Key Employee who is a Participant who has not incurred a Separation from Service as of the last day of the Plan Year (regardless of whether the Non-Key Employee has less than 1,000 hours of service (or the equivalent) and regardless of the Non-Key Employee's level of Section 415 Compensation), in an allocation for that Plan Year of not less than the lesser of:

- (a) Three percent of the Participant's Section 415 Compensation, or
- (b) The percentage equal to the largest contribution, expressed as a percentage of Section 415 Compensation, received by any Key Employee under all defined contribution plans in the Aggregation Group.

For purposes of satisfying the requirements of this section, Pre-Tax Deferrals and Roth Contributions shall not be included, for any Employee who is a Non-Key Employee, but shall be included for any Participant who is a Key Employee. Effective for Plan Years beginning after 2001, the allocation of Matching Contributions shall be included for all Employees. If any Qualified Plan in the Aggregation Group is a defined benefit plan, then any Participant who participates both in a defined benefit plan and would otherwise be entitled to a minimum contribution under this section shall receive the defined benefit minimum prescribed under Code section 416(c)(1) and related Treasury Regulations under the defined benefit plan and shall not receive the minimum allocation under this section.

#### **15.5 Required Minimum Vesting**

If the provisions of this Article apply for the Plan Year because the Top-Heavy Ratio exceeds 60 percent, then each Participant who has not incurred a Separation from Service as of the last day of the Plan Year shall continue to vest in his or her Matching Account and any defined contribution minimum allocation, as described in Plan section 15.4, for the Plan Year in accordance with the provisions of Plan section 3.5, which provides for vesting that is in all cases equal to or more rapid than required by Code section 416(b).

#### **15.6 Employees Covered by Collective Bargaining Agreement**

Notwithstanding any provision of this Article to the contrary, the provisions of Plan sections 15.4 and 15.5 shall not apply with respect to any Represented Employee covered by a collective bargaining agreement where retirement benefits were the subject of good faith bargaining between the Employer and the union.

## **Article 16. Miscellaneous Provisions**

### **16.1 No Enlargement of Employment Rights**

This Plan is strictly a voluntary undertaking on the part of the Company and the Employers and shall not be deemed to constitute a contract between the Employers and any Employee or Participant, Beneficiary, or Alternate Payee, or to be consideration for, or an inducement to, or a condition of, the employment of any Employee. Nothing contained in this Plan or any modification of the same or act done in pursuance hereof shall be construed as giving any person any legal or equitable right against the Employer, the Trustee, or the Trust Fund, unless specifically provided herein, or as giving any person a right to be retained in the employ of the Employer. All Participants shall remain subject to assignment, reassignment, promotion, transfer, layoff, reduction, suspension, and discharge to the same extent as if this Plan had never been established. No Participant, Beneficiary, or Alternate Payee, before satisfying all conditions for receiving benefits, shall have any right or interest in or to any portion of the Trust Fund. No one shall have any right to benefits, except to the extent provided in this Plan.

### **16.2 No Examination or Accounting**

Neither this Plan nor any action taken thereunder shall be construed as giving any person the right to an accounting or to examine the books or affairs of the Company or any Affiliate.

### **16.3 Investment Risk**

The Participants and their Beneficiaries shall assume all risks in connection with any decrease in the value of any assets or funds which may be invested or reinvested in the Trust Fund which supports this Plan.

### **16.4 Non-Alienation**

- (a) Except as otherwise permitted by the Plan, no benefit payable at any time under the Plan shall be subject to the debts or liabilities of a Participant or his or her Beneficiary. Any attempt to alienate, sell, transfer, assign, pledge, or otherwise encumber any such benefit, whether presently or thereafter payable, shall be void. Except as provided in this section, no benefit under the Plan shall be subject in any manner to attachment, garnishment, or encumbrance of any kind.
- (b) Payment may be made from a Participant's Account to an Alternate Payee, pursuant to a Qualified Domestic Relations Order.
  - (1) The Administrative Committee shall establish reasonable written procedures for reviewing court orders made, pursuant to state domestic relations law (including a community property law), relating to child support, alimony payments, or marital property rights of a Spouse, former Spouse, child, or other dependent of a Participant and for notifying Participants and Alternate Payees of the receipt of such orders and of the Plan's procedures for determining if the orders are Qualified Domestic Relations Orders and for administering distributions under Qualified Domestic Relations Orders.
  - (2) Except as may otherwise be required by applicable law, such Qualified Domestic Relations Orders may not require a retroactive transfer of all or part of a Participant's Account to or for the benefit of an Alternate Payee without permitting an appropriate adjustment for earnings and investment gains or losses that have occurred in the interim, nor shall such orders require the Plan to provide rights to Alternate Payees that are not available to Beneficiaries generally.

- (3) In cases in which a full and prompt payment of amounts assigned to an Alternate Payee will not be made, pursuant to this subsection, the assigned amounts will be transferred, within a reasonable time after determination that the order is a Qualified Domestic Relations Order, to a separate Account for the benefit of the Alternate Payee and invested in accordance with the Alternate Payee's investment elections pursuant to Article 9.
- (4) No amount that is segregated pending a determination of whether a domestic relations order is a Qualified Domestic Relations Order or transferred to a separate Account for the benefit of the Alternative Payee shall be taken into account when determining the amount that:
  - (A) A Participant may withdraw from his or her Account, pursuant to Plan section 7.2;
  - (B) A Participant may receive in a Plan loan, pursuant to Plan section 8.2; or
  - (C) A Participant (or his or her Beneficiary) may receive in a distribution, pursuant to Plan section 7.3 or 7.5.
- (c) Payment may be made from an Account, to the extent required by a federal tax levy made pursuant to Code section 6331 or by the United States' collection of a judgment resulting from an unpaid federal tax assessment. Payment may be made at the time required by the tax levy or judgment collection order, even if payment would not otherwise be made at that time under the terms of the Plan and payment from the Plan would not otherwise be permitted at that time under Code section 401(a), 401(k), or 411(a)(11).
- (d)
- (e) Payments from an Account may be offset to the extent permitted under Code section 401(a)(13)(C) (relating to offsets regarding breaches of duty with respect to the Plan).
- (f) A Participant or Beneficiary may disclaim his or her Account, or a portion thereof, subject to the rules which may be modified from time to time by the Administrative Committee.

#### **16.5 Incompetency**

Every person receiving or claiming benefits under the Plan shall be conclusively presumed to be mentally competent and of age until the date on which the Administrative Committee (or its delegee) receives a written notice, in a form and manner acceptable to the Administrative Committee (or its delegee), that such person is incompetent or a minor, for whom a guardian or other person legally vested with the care of his or her person or estate has been appointed; provided, however, that if the Administrative Committee (or its delegee) shall find that any person to whom a benefit is payable under the Plan is unable to care for his or her affairs because of incompetency, or is a minor, any payment due (unless a prior claim therefore shall have been made by a duly appointed legal representative) may be paid to the Spouse, a child, a parent, a brother or sister, or to any person or institution deemed by the Administrative Committee (or its delegee) to have incurred expenses for such person otherwise entitled to payment. To the extent permitted by law, any such payment so made shall be a complete discharge of liability therefore under the Plan. In the event that a guardian of the estate of any person receiving or claiming benefits under the Plan shall be appointed

by a court of competent jurisdiction or a person shall otherwise qualify as a guardian within the sole discretion of the Administrative Committee (or its delegee) and such guardian provides proper proof of appointment, qualification, or continuing qualification, as applicable, in a form and manner acceptable to the Administrative Committee (or its delegee), then, to the extent permitted by law:

- (a) Such guardian may act for the Participant, Beneficiary, or Alternate Payee and make any election required of or permitted by the Participant, Beneficiary, or Alternate Payee under this Plan, and such action or election shall be deemed to have been taken by the Participant, Beneficiary, or Alternate Payee; and
- (b) Benefit payments may be made to such guardian, and any such payment so made shall be a complete discharge of any liability therefore under the Plan.

#### **16.6 Records Conclusive**

The records of the Company, Employers, the Administrative Committee, the Investment Committee and the Trustee shall be conclusive in respect to all matters involved in the administration of the Plan.

#### **16.7 Counterparts**

This Plan may be executed in any number of counterparts, each of which shall be deemed to be an original. All the counterparts shall constitute but one and the same instrument and may be sufficiently evidenced by any one counterpart.

#### **16.8 Service of Legal Process**

The Trustee, the members of the Administrative Committee, and the Secretary of the Company are hereby designated agents of the Plan for the purpose of receiving service of summons, subpoena, or other legal process.

#### **16.9 Uncashed or Unclaimed Benefits**

- (a) Stale Checks. Effective on or after August 8, 2016 and through December 31, 2020, if a distribution check is issued under the Plan and such distribution check is not cashed within 6 months after issuance, the check will be characterized as stale, and the funds redeposited into a special account under the Plan. Such funds shall be characterized on an after-tax basis and effective December 1, 2016, or as soon as practicable thereafter but in no event later than December 31, 2016, such amounts will be invested in the Plan's Stable Value Fund or such other fund as determined within the discretion of the Investment Committee. The check will be reissued upon request by the Participant pursuant to procedures established by the Administrative Committee. On and after January 1, 2021, distribution checks uncashed within 6 months after issuance shall be administered in accordance with procedures established by the Administrative Committee.
- (b) Lost Participants. In the event that the Administrative Committee or its delegee, after having made a diligent search, is unable to locate a Participant, Beneficiary, or Alternate Payee who is entitled to benefits under this Plan, such benefits shall be treated as a forfeiture under Plan section 3.6. In the event that the Participant, Beneficiary, or Alternate Payee whose Account is subject to such forfeiture subsequently asserts a valid claim for benefits, the Account will be restored in the manner described in Plan section 3.6.

#### **16.10 Qualified Military Service**



Notwithstanding any provision of this Plan to the contrary, contributions, benefits and Service credit required with respect to qualified military service, within the meaning of Code section 414(u), will be provided in accordance with the mandatory provisions of Code section 414(u). In addition, in compliance with the Heroes Earnings Assistance and Relief Tax Act ("HEART), the following provisions shall apply notwithstanding any Plan provision to the contrary:

- (a) Effective January 1, 2007, if the Participant dies while on qualified military service, the Participant's Beneficiary shall be entitled to any benefit under the Plan (other than additional allocations related to the period of qualified military service) to the same extent that the Participant would have been entitled to such benefit had the Participant resumed employment and then incurred a Separation from Service on account of death.
- (b) Effective January 1, 2009, Differential Wages shall be treated as Base Pay, as provided in Plan section 2.1(r)(2) (H), and Section 415 Compensation, as provided in Plan section 2.1(sss)(2)(D), paid to an Active Participant by the Employer making the payment. For this purpose, Differential Wages means any payment made by an Employer with respect to any period during which the Employee is performing qualified military service and represents all or a portion of the wages the Employee would have received from the Employer if the Employee were performing service for the Employer.
- (c) Effective January 1, 2009 and even if the Employee is receiving Differential Wages, a Participant performing qualified military service will be treated as having incurred a Separation from Service during the period of such qualified military service for purposes of Plan section 7.3, but only with respect to the Participant's Pre-Tax Account and Roth Account. If the Participant elects to receive a distribution under this deemed Separation from Service, then such Participant shall not be permitted to make Pre-Tax Deferrals, Roth Contributions, Catch-Up Contributions or After-Tax Contributions during the six-month period beginning on the date of the distribution. Effective for withdrawals requested after August 8, 2016, if a Participant is suspended from making any Pre-Tax Deferrals, Roth Contributions, Catch-Up Contributions and/or After Tax Contributions in accordance with the sentence above, such contributions will be automatically reinstated upon expiration of the six-month suspension period at the Default Percentage, as applicable, or if the Participant was not subject to automatic enrollment or had opted out of automatic enrollment at the percentage in place prior to the suspension.

\* \* \*

**IN WITNESS WHEREOF**, the Plan Amendment Officer hereby executes this amended and restated Plan this 16th day of December, 2022.

**Occidental Petroleum Corporation**

/s/ Mark Grommesh

Mark Grommesh,  
Vice President, Joint Ventures  
Occidental Petroleum Corporation



**OCCIDENTAL PETROLEUM CORPORATION**  
**EXECUTIVE INCENTIVE COMPENSATION PLAN (EICP)**  
**(As Amended and Restated Effective January 1, 2023)**

**PURPOSE**

The Occidental Petroleum Corporation Executive Incentive Compensation Plan (the "**Plan**") is designed to provide selected executives with annual cash incentive opportunities. The Plan directly links incentive compensation with performance and promotes the Company's results-oriented management style. Awards are based on the achievement of performance objectives that reflect business success and generate stockholder value. Performance objectives may be tied to individual performance, the performance of the Company as a whole or the performance of the Division for which the executive has personal accountability. Capitalized terms used herein and not otherwise defined shall have the meanings set forth on Attachment A hereto.

**ELIGIBILITY/PARTICIPATION**

All Senior Management employees are eligible for participation in the Plan. A member of Senior Management who is selected by the Administrator (as defined below) to participate in the Plan with respect to a particular Performance Period is referred to herein as a "**Participant**." Senior Management who are selected by the Administrator for a particular Performance Period are not guaranteed to be selected for participation in a subsequent Performance Period.

**PERFORMANCE PERIOD**

The performance period shall be the period for which the performance objectives applicable to an Award are measured, which unless otherwise determined for an Award, shall be the one-year period beginning on January 1 of a given year and ending on December 31 of that same year (the "**Performance Period**").

**PERFORMANCE MEASURES/OBJECTIVES**

Each Award may consist of a combination of Business Objectives and/or Personal Objectives, any component of which may separately serve as a modifier to the amount of an Award otherwise earned.

The extent to which any Business Objectives have been achieved shall be determined by assessing performance for the applicable Performance Period with respect to the Business Objectives. For each Award, any Business Objectives to be used for the Performance Period, as well as the weighting, if applicable, of each Business Objective (e.g., 50% Segment Earnings and 50% Cash Flow) shall be established by the Administrator in its sole discretion.

prior to or following the commencement of the Performance Period (but, in any event, in advance of the end of the Performance Period).

Unless otherwise determined with respect to any Award, the extent to which any Personal Objectives have been achieved shall be determined by a subjective assessment of each Participant's performance for the applicable Performance Period with respect to the Personal Objectives.

For each Award, the Administrator shall determine the targeted performance goals with respect to the Business Objectives for the Performance Period. In addition, unless otherwise determined with respect to an Award, minimum and maximum levels of performance with respect to the Business Objectives shall also be established for each Participant for the Performance Period. Target, minimum and maximum performance levels may also be established with respect to Personal Objectives. The Business Objectives and/or Personal Objectives selected, and their weightings or use as a primary metric or a modifier, if applicable, may vary by Participant and may be changed from one Performance Period to the next Performance Period in response to changes in business priorities.

Participants shall be advised of the Business Objectives and/or Personal Objectives that will be used to determine their Awards for the Performance Period as well as any weighting allocation or modification impact of any such objectives.

#### **AWARD LEVELS**

A Target Award payment opportunity shall be established for each Award. Individual Target Award opportunities may reflect variations in job function and scope as well as the potential impact the Participant has on the Company's or a Division's business priorities, as applicable. If a Participant has a more senior position, a greater portion of total compensation may be placed "at risk." Award minimum and maximum opportunities may also be established for each Performance Period for performance levels below and above target performance. Award opportunities corresponding to the minimum, target and maximum levels of performance may vary by Participant.

#### **PAYMENT OF AWARDS**

The amount of an Award earned and payable under the Plan shall be determined by evaluating performance against Business Objectives and Personal Objectives for the applicable Performance Period. The actual amount paid with respect to an Award may be higher or lower than a Participant's Target Award opportunity, depending on whether the minimum, target or maximum performance level, if applicable, has been met. The Administrator shall evaluate satisfaction of Business Objectives and Personal Objectives and determine Award payment

amounts, with final approval made by (i) the Committee, with respect to all Participants who are subject to Section 16, or (ii) the Chief Executive Officer (“**CEO**”), or such other member(s) of Senior Management as the CEO may designate from time to time, for all other Participants. Notwithstanding anything to the contrary contained herein, in determining the payment amount of each Award, the Administrator may reduce (including a reduction of the payment to \$0) the amount that may otherwise be earned and payable with respect to such Award if, in its sole discretion, it determines that such reduction or elimination is appropriate.

Awards shall be paid no later than the fifteenth day of the third month following the end of the Performance Period. Awards shall be paid: (i) in a lump sum cash payment, (ii) through the issuance of Stock, (iii) through the grant of equity-based award(s) or (iv) through any combination of the foregoing. Any Stock issued or equity-based award(s) granted in payment of Awards shall not be issued under the Plan but shall instead be issued under the LTIP, subject to the terms thereof, and the number of shares of Stock issued (or the number of shares of Stock subject to the equity-based award granted) will generally be equal to the dollar value of the Award otherwise payable divided by the Fair Market Value (as defined in the LTIP) of a share of Stock on the date of final approval, unless otherwise determined by the Administrator. All applicable taxes and withholdings shall be deducted from Award payments in accordance with U.S. Federal, state and local laws, rules and regulations. Cash Awards may be deferred under the MDCP in accordance with the provisions of the MDCP.

#### **PLAN CHANGES DUE TO CORPORATE CHANGES OR EVENTS**

Acquisitions, divestitures, mergers, significant corporate changes and/or extraordinary events involving the Company or its business (including, but not limited to, extraordinary stock price changes, significant fluctuations in supply and demand, significant increases in operating costs, and employee displacement due to health, safety or environmental crises) may require changes, adjustments or amendments (including reduction, elimination or termination) to outstanding unearned Awards and/or applicable targets, minimums, maximums, Business Objectives, Personal Objectives and/or Award opportunities for the relevant Performance Period. The Committee shall have sole discretion to determine whether such change, adjustment or amendment is necessary or desirable and to determine the methodology of such change, adjustment or amendment, and the Committee’s decision shall be final, conclusive and binding on the relevant Participant and all other persons having an interest in or under the Plan.

#### **AWARD PAYMENT UNDER VARIOUS EMPLOYMENT CONDITIONS**

The Administrator may determine in its sole discretion the eligibility for Awards and any payment of Awards to Participants who enter or exit employment, transfer between Divisions or affiliates, or who are promoted during a Performance Period.

## **PLAN ADMINISTRATION**

The Plan shall be administered by the Committee, which has sole discretion over the Plan; provided, that, the Committee may delegate to one or more officers or employees of the Company some or all of its powers and responsibilities in connection with the administration of the Plan (including the authority to make Awards to eligible Participants and determinations related thereto) as it deems necessary, advisable or appropriate, except that, notwithstanding anything to the contrary herein, the Committee (i) shall take all actions and make all determinations hereunder related to Awards to Participants who are then subject to Section 16 and (ii) the Committee may not delegate its authority to the extent (A) it is expressly indicated herein as an action to be taken by the Committee alone, (B) such delegation would permit a person to grant an Award to himself or herself or take any action with respect to any Award previously granted to himself or herself or (C) such delegation would violate any applicable law. Any delegation hereunder shall be subject to the restrictions and limits that the Committee specifies at the time of such delegation, and the Committee may at any time rescind the authority so delegated. The Committee and/or any such person to whom administrative powers are so delegated in accordance with the foregoing shall be referred to herein as the "*Administrator*." There is no obligation under the Plan for uniformity of treatment with respect to Participants and any other holders or beneficiaries of Awards. The terms and conditions of Awards, and the decisions of the Administrator with respect to Awards, need not to be the same for Participants (whether or not they are similar situated).

The decisions of the Administrator with respect to the Plan (including, but not limited to, questions of construction, interpretation and administration) shall be final, conclusive and binding on the relevant Awards and all persons having an interest in or under the Plan. Any determination made by the Administrator shall be given the maximum deference permitted by law in the event it is subject to judicial review and shall be overturned by a court of law only if it is arbitrary and capricious.

## **PLAN CONTINUATION**

The Company expects and intends to continue the Plan but does not guarantee any specific levels of Award payments or the continuation of any Award payments. The Company, through action of the Committee in its sole discretion, reserves the right to amend, alter, modify, suspend, change, discontinue or terminate this Plan and outstanding unearned Awards at any time, in any manner and for any Performance Period, without the consent of any Participant. Notwithstanding and in addition to the foregoing, the Company, through action of the CEO, or such other member(s) of Senior Management as the CEO may designate from time to time, shall also have the right, without the consent of any Participant, to amend, alter, modify,

suspend or otherwise make changes to this Plan that do not materially increase the cost of the Plan to the Company and do not otherwise require the approval of the Committee.

#### **RECOUPMENT OF AWARDS**

Awards granted under the Plan and any amounts paid or realized with respect thereto shall be subject to compliance with the Company's Code of Business Conduct, as may be amended, or policies referenced therein ("CBC"). In the event of a breach or violation of the CBC, the Committee may take actions with respect to Awards under this Plan, including, without limitation, reduction, cancellation, forfeiture and/or recoupment of Awards as determined by the Committee. In addition, Awards granted under the Plan and any amounts paid or realized with respect thereto shall be subject to any written clawback policy that the Company, with the approval of the Company's Board of Directors, may adopt, including any policy adopted to conform to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and rules promulgated thereunder by the Securities and Exchange Commission and the New York Stock Exchange and that the Company determines should apply to the Plan. Awards shall also be subject to clawback, forfeiture or similar requirements to the extent required by applicable law (including, without limitation, Section 304 of the Sarbanes-Oxley Act and Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act) and/or the rules and regulations of the New York Stock Exchange, and such requirements shall be deemed incorporated by reference into all outstanding Awards. A Participant's acceptance of any Award issued under the Plan will constitute such Participant's agreement to subject the Award and any amounts paid or realized with respect thereto to such potential clawback, reduction, cancellation, forfeiture and/or recoupment in accordance with this paragraph.

#### **MISCELLANEOUS**

The Plan is subject to compliance with all applicable U.S. Federal, state and local laws, rules and regulations. The Plan and all related documents shall be governed by, and construed in accordance with the laws of the State of Texas. If any provision shall be held by a court of competent jurisdiction to be invalid and unenforceable, the remaining provisions of the Plan shall continue in effect.

Nothing contained in the Plan (or in any other documents relating to the Plan or to any Award) shall confer upon any Participant any right to continue in the employ or other service of any entity within the Company's controlled group or constitute any contract or agreement of employment or other service, nor shall interfere in any way with the right of the applicable entity within the Company's controlled group to change such Participant's compensation or other benefits or to terminate the employment of such Participant, with or without cause.

Unless otherwise determined by the Company, the Plan shall be unfunded and shall not create (or be construed to create) a trust or a separate fund or funds. The Plan shall not establish any



fiduciary relationship between the Company, any Division or subsidiary and any Participant or other person. To the extent any person holds any rights by virtue of an Award under the Plan, such rights shall be no greater than the rights of an unsecured general creditor.

Awards from the Plan shall not be considered as compensation for the purposes of any benefit plans or programs of the Company or any Division, except as specifically set forth otherwise in a formal plan document.

It is intended that payments under the Plan will not constitute "deferred compensation" under Section 409A of the Code, including by qualifying as short-term deferrals exempt from the requirements of Section 409A of the Code. In the event that any Award constitutes deferred compensation and does not qualify for treatment as an exempt short-term deferral, it is intended that such amount will be paid in a manner that satisfies the requirements of Section 409A of the Code, taking into account for any "specified employee," the six-month delay described in Treas. Reg. § 1.409A-3(i)(2)(i). The Plan shall be interpreted and construed accordingly.

**Attachment A**  
**DEFINITION OF TERMS**

“*Award*” means an incentive award granted pursuant to the Plan, the payment of which shall be based on the achievement of Business Objectives and/or Personal Objectives for a designated Performance Period, unless otherwise determined with respect to a specific Award.

“*Business Objectives*” means one or more financial, operational, organizational, strategic or similar goals established for a Performance Period that reflect current business priorities and against which the Company’s or a Division’s performance will be measured. Such goals may relate to the Company on a consolidated basis, or to specified subsidiaries or business or geographical units of the Company, or a combination thereof, and may be determined on an absolute or relative basis, as a ratio with other business criteria, or as compared to the performance of a published or special index deemed applicable by the Administrator including the Standard & Poor’s 500 Stock Index or a group of comparable companies, pre-tax or after-tax, before or after special charges, or any combination of the foregoing. Unless otherwise stated, such performance goals need not be based upon an increase or positive result under a particular business criterion set forth in this definition and could include, for example, maintaining the status quo or limiting economic losses (measured in each case by reference to specific business criteria set forth in this definition).

“*Code*” means the Internal Revenue Code of 1986, as amended.

“*Company*” means Occidental Petroleum Corporation.

“*Committee*” means the Executive Compensation Committee of the Company’s Board of Directors (or its successor).

“*Division*” means any subsidiary of the Company or other entity controlled by the Company (either by voting power or management), or any line of business, facility or other division of the Company or any such subsidiary or entity, as determined by the Administrator.

“*LTIP*” means the Company’s 2015 Long-Term Incentive Plan, as amended from time to time.

“*MDCP*” means the Company’s Modified Deferred Compensation Plan, as amended from time to time.

“*Personal Objectives*” means, for any Participant, personal goals related to certain key performance areas within such Participant’s area of responsibility or job scope used to assess individual performance, which may include, but are not limited to, goals such as: management of unanticipated, unpredictable or uncontrollable events; transactions such as mergers and acquisitions or divestitures; organizational development; succession planning; functional and operating accomplishments; governance and ethical conduct; health, safety and environmental responsibilities; encouragement of diversity and inclusion; and contributions to special projects.

“*Section 16*” means Section 16 of the Securities Exchange Act of 1934, as amended.

“*Senior Management*” means employees of the Company or any Division in executive grade level 90.

“*Stock*” means the Company’s common stock, par value \$0.20 per share.

“*Target Award*” means the target award payable under the Plan to a Participant, expressed either as a dollar amount or a percentage of the Participant’s annualized base salary at the rate in effect on the last day of the Performance Period, which reflects or is contingent upon a specified level of performance.

**OCCIDENTAL PETROLEUM CORPORATION  
2015 LONG-TERM INCENTIVE PLAN as Amended and Restated**

**NOTICE OF GRANT  
OF TOTAL SHAREHOLDER RETURN INCENTIVE AWARD  
(Equity-based and Equity-settled Award)**

Pursuant to the Occidental Petroleum Corporation 2015 Long-Term Incentive Plan, as the same may be amended from time to time (the "**Plan**"), Occidental Petroleum Corporation ("**Occidental**" and, with its Subsidiaries, the "**Company**"), grants you (the "**Grantee**") an award on the terms and conditions set forth herein (the "**Award**"). By accepting this Award, the Grantee agrees, to the extent not contrary to applicable law, to (i) the terms and conditions of the Plan and this Notice of Grant of Total Shareholder Return Incentive Award (the "**Notice of Grant**"), (ii) the Standard Award Terms and Conditions set out on Attachment 1 hereto, including the arbitration provisions thereof (the "**Terms and Conditions**"), and (iii) the General Terms of Employment set out on Attachment 2 hereto, which, in the case of (ii) and (iii), are incorporated in this Notice of Grant by reference. Capitalized terms used but not defined herein shall, unless otherwise indicated, have the meanings set forth in the Plan. This Notice of Grant (along with the Terms and Conditions and all other incorporated attachments and exhibits) and the Award evidenced hereby are collectively referred to as the "**Award Agreement**."

*Date of Grant:*

*Award Type and Description:*

Restricted Stock Units granted pursuant to Section 6(e) of the Plan that have been designated as a Performance Award under Section 6(k) of the Plan (referred to herein as "**Performance Shares**"), which Award is a bookkeeping entry that represents the right to receive a number of shares of Stock up to 200% of the Target Performance Shares (defined below), subject to the terms and conditions of the Award Agreement.

The Grantee's right to receive payment of this Award in an amount ranging from 0% to 200% of the number of Target Performance Shares, rounded up to the nearest whole share, shall vest and become earned and nonforfeitable upon (i) the Grantee's satisfaction of the continued service requirements described below under "**Vesting Schedule and Forfeiture**" and (ii) the Committee's certification of the level of achievement of the Performance Goal (defined below). The number of Performance Shares actually earned upon satisfaction of the foregoing requirements are referred to herein as the "**Earned Performance Shares**."

*Target Number of Shares:*

See Morgan Stanley "StockPlan Connect/Portfolio/Stock Options and Awards/PSUs Granted" for the target number of Performance Shares subject to the Award (the "**Target Performance Shares**").

*Performance Period:*

**Vesting Schedule and Forfeiture:**

Vesting Date. The Grantee must remain in the continuous employ of the Company from the Date of Grant through the last day of the Performance Period (the "**Vesting Date**") to be eligible to receive payment of this Award, subject to the level of achievement of the Performance Goal. The continuous employment of the Grantee will not be deemed to have been interrupted by reason of the transfer of the Grantee's employment among the Company and its affiliates or an approved leave of absence.

Termination of Employment. Notwithstanding the foregoing, if, prior to the Vesting Date, the Grantee (i) dies, (ii) becomes permanently disabled while in the employ of the Company and the Company terminates the Grantee's employment as a result thereof, (iii) Retires (as defined below) less than 12 months after the Date of Grant or (iv) is terminated by the Company without Cause (each of the foregoing, a "**Forfeiture Event**"), then a *pro rata* portion of the Target Performance Shares (the "**Pro Rata Unvested Performance Shares**") shall remain eligible for payment following the date of the Forfeiture Event, subject to the level of achievement of the Performance Goal at the end of the Performance Period or the occurrence of a Change in Control, and all other Target Performance Shares shall be immediately forfeited. The number of Pro Rata Unvested Performance Shares shall be determined by multiplying the total number of Target Performance Shares granted hereunder by a fraction, the numerator of which is the number of days between the first day of the Performance Period and the Forfeiture Event and the denominator of which is the total number of days in the Performance Period. Following a Forfeiture Event, the number of Performance Shares that may become Earned Performance Shares may range from 0% to 200% of Pro Rata Unvested Performance Shares, as described below under "*Performance Goal*."

If the Grantee Retires 12 months or more after the Date of Grant but prior to the Vesting Date ("**Post-One Year Retirement**"), then none of the Target Performance Shares will be reduced or forfeited and the Grantee will remain eligible to receive payment with respect to all Target Performance Shares following the date of such Retirement, subject to the level of achievement of the Performance Goal at the end of the Performance Period or the occurrence of a Change in Control. Following the Grantee's Post-One Year Retirement, the number of Performance Shares that may become Earned Performance Shares may range from 0% to 200% of Target Performance Shares, as described below under "*Performance Goal*."

If the Grantee terminates employment voluntarily (other than due to Retirement) or is terminated for Cause before the Vesting Date, then the Award will terminate automatically on the date of such termination and the Grantee shall immediately forfeit all Target Performance Shares.

"**Retires**" or "**Retirement**" means the Grantee's voluntary resignation from employment with the Company under circumstances which the Company (or, if the Grantee is an officer for purposes of Section 16 of the Exchange Act (a "**Section 16 Officer**"), the Committee), in its sole discretion, determines at the time of such resignation to constitute "Retirement" for purposes of this Award. For the avoidance of doubt, the Company's (or, if the Grantee is a Section 16 Officer, the Committee's) determination of whether "Retirement" has occurred shall be made on an individual Award basis, and "Retirement" treatment for any one Award shall not require that all Awards held by the Grantee will receive "Retirement" treatment.

Change in Control. If a Change in Control occurs following a Forfeiture Event but prior to the Vesting Date, then 100% of the Pro Rata Unvested Performance Shares shall become immediately vested and nonforfeitable and deemed to be Earned Performance Shares as of the date of the Change in Control (without regard to the level of achievement of the Performance Goal). For the avoidance of doubt, Target Performance Shares previously forfeited as a result of the Forfeiture Event shall not become vested pursuant to this paragraph.

If a Change in Control occurs following the Grantee's Post-One Year Retirement but prior to the Vesting Date, then 100% of the Target Performance Shares shall become immediately vested and nonforfeitable and deemed to be Earned Performance Shares as of the date of the Change in Control (without regard to the level of achievement of the Performance Goal).

If a Forfeiture Event has not occurred and a Change in Control occurs prior to the Vesting Date, then 100% of the Target Performance Shares will be deemed to be Earned Performance Shares and will automatically convert into the same number of shares of Restricted Stock. The shares of Restricted Stock may not be transferred, assigned, sold, pledged, exchanged or otherwise encumbered or disposed of by the Grantee, except as provided for within the Plan, and are subject to a risk of forfeiture. In order for restrictions to lapse and the shares of Restricted Stock to become vested and nonforfeitable, the Grantee must remain in the continuous employ of the Company from the date of the Change in Control through the earliest to occur of (i) the Vesting Date, (ii) the date within 12 months following the date of the Change in Control on which the Grantee's employment is terminated by the Company without Cause or by the Grantee for Good Reason (the "**CIC Related Vesting Date**") or (iii) the Grantee's Post-One Year Retirement; provided that, if the Grantee experiences a Forfeiture Event after the Change in Control and prior to the Vesting Date (*i.e.*, if the Grantee dies, becomes permanently disabled while in the employ of the Company and the Company terminates the Grantee's employment as a result thereof, Retires less than 12 months after the Date of Grant, or is terminated by the Company without Cause after 12 months following the date of the Change in Control), then only a *pro rata* portion of the shares of Restricted Stock (determined by multiplying the total number of shares of Restricted Stock granted by a fraction, the numerator of which is the number of days between the first day of the Performance Period and the Forfeiture Event and the denominator of which is the total number of days in the Performance Period) shall become immediately vested and nonforfeitable, and all other shares of Restricted Stock shall be immediately forfeited. Notwithstanding the foregoing provisions of this

paragraph, prior to the occurrence of the Change in Control, the Committee may determine in its sole discretion that a termination of employment by the Company without Cause or by the Grantee for Good Reason within 12 months following the date of the Change in Control shall not result in full acceleration of vesting as described above and shall instead result in (a) in the case of a termination without Cause within 12 months following the date of the Change in Control, *pro rata* vesting as described above for a Forfeiture Event occurring after the Change in Control and (b) in the case of a resignation for Good Reason within 12 months following the date of the Change in Control, the forfeiture of this Award. Any such determination by the Committee is binding on the Grantee.

Except as otherwise provided in the Award Agreement, the Grantee shall have all of the rights of a stockholder with respect to the shares of Restricted Stock received upon conversion of Earned Performance Shares pursuant to this paragraph, including the right to vote such shares and, subject to the terms and conditions described below under "*Dividends, Voting and Other Rights*," to receive any dividends that may be paid thereon; provided, that any and all such dividends shall be subject to the same restrictions as the underlying shares of Restricted Stock.

*Performance Goal:* The **“Performance Goal”** for the Performance Period is based on relative total shareholder return (referred to as “total stockholder return” in the Plan) (**“TSR”**) of the Peer Companies (defined below), as described herein. The Committee may adjust the Performance Goal as permitted by the Plan.

Peer Companies. In addition to Occidental, the **“Peer Companies”** are BP p.l.c., Chevron Corporation, ConocoPhillips, EOG Resources, Inc., ExxonMobil Corporation, Shell plc, and TotalEnergies, plus the S&P 500 Index. If, at any time during the Performance Period, a Peer Company is acquired, ceases to exist, ceases to be a publicly-traded company, files for bankruptcy, spins off 25% or more of its assets, or sells all or substantially all of its assets, then such company will be removed and treated as if it had never been a Peer Company and the achievement of the Performance Goal will be determined with respect to the remaining Peer Companies.

Calculation of TSR. TSR shall be calculated for each Peer Company using (i) the average of its last reported sale price per share of common stock on the New York Stock Exchange (**“NYSE”**)—Composite Transactions for each trading day during the 30 calendar days beginning with the first day of the Performance Period and, in the case of the S&P 500 Index, the last reported index price, and (ii) the average of its last reported sale price per share of common stock on the NYSE-Composite Transactions for each trading day during the 30 calendar days ending with the last day of the Performance Period and, in the case of the S&P 500 Index, the last reported index price. At the end of the Performance Period, the TSR of each Peer Company shall be calculated by the Committee in its good faith discretion, and the ranking of Occidental's TSR compared to the TSR of each other Peer Company shall determine the percentage of the Target Performance Shares that may become Earned Performance Shares as follows:

If Occidental's TSR is negative for the Performance Period, the number of Earned Performance Shares will be limited to the Target Performance Shares. At the end of the Performance Period, the TSR of Occidental shall be calculated by the Committee in its good faith discretion using (i) the average of Occidental's last reported sale price per share of Stock on the NYSE—Composite Transactions for each trading day during the 30 calendar days beginning with the first day of the Performance Period and (ii) the average of Occidental's last reported sale price per share of Stock on the NYSE-Composite Transactions for each trading day during the 30 calendar days ending with the last day of the Performance Period.

*Payment of Award:* Payment for Earned Performance Shares will be made solely in shares of Stock (in shares of Restricted Stock, in the case of the occurrence of a Change in Control), which will be issued to the Grantee as promptly as practicable after the Committee's certification of attainment of the Performance Goal (which such payment and certification shall occur no later than 70 days following the end of the Performance Period) or the occurrence of a Change in Control (which such payment shall occur no later than 70 days following the date of the Change in Control), as applicable (the **“Payment Trigger Date”**), and in any event no later than the 15th day of the third month following the end of the first taxable year in which the Performance Shares are no longer subject to a substantial risk of forfeiture.



*Dividends, Voting and Other Rights:* Performance Shares are not shares of Stock and have no voting rights or, except as described in this paragraph, dividend rights. With respect to each Performance Share subject to this Award, the Grantee is also awarded Dividend Equivalents with respect to one share of Stock, which means that, in the event that Occidental declares and pays a cash dividend on its outstanding Stock and, on the record date for such dividend, the Grantee holds Performance Shares that have not been settled (including settlement through conversion into Restricted Stock) or forfeited pursuant to the terms of the Award Agreement, then the Grantee will be credited on the books and records of Occidental with an amount equal to the amount per share of any such cash dividend for each outstanding Performance Share. The Grantee will be credited with such Dividend Equivalents for the period beginning on the Date of Grant and ending on the applicable Payment Trigger Date or, if earlier, the date the Grantee forfeits his rights with respect to the Performance Shares. Occidental will pay in cash to the Grantee an amount equal to (i) the Dividend Equivalents credited to such Grantee, adjusted as necessary to reflect the number of Earned Performance Shares, plus (ii) if applicable, the amount of any cash dividends accumulated with respect to any shares of Restricted Stock received as described above under “*Vesting Schedule and Forfeiture—Change in Control*,” as promptly as may be practicable after (A) the Committee certifies the attainment of the Performance Goal, or (B) if a Change in Control has occurred, the earliest to occur of (1) the Vesting Date, (2) the CIC Related Vesting Date, (3) the Grantee’s Post-One Year Retirement and (4) a Forfeiture Event occurring after a Change in Control, as applicable, and in any event no later than the 15th day of the third month following the end of the taxable year in which the Dividend Equivalents or dividends, as applicable, are no longer subject to a substantial risk of forfeiture. For purposes of clarity, if Performance Shares or shares of Restricted Stock are forfeited by the Grantee, then the Grantee shall also forfeit the Dividend Equivalents and/or dividends, if any, accrued with respect to such Performance Shares and/or shares of Restricted Stock.

## ATTACHMENT 1

### OCCIDENTAL PETROLEUM CORPORATION 2015 LONG-TERM INCENTIVE PLAN as Amended and Restated STANDARD AWARD TERMS AND CONDITIONS

The following Standard Award Terms and Conditions (these “**Terms and Conditions**”) are set forth as of the Date of Grant specified in the Notice of Grant to which these Terms and Conditions are attached (the “**Notice of Grant**”), by and between Occidental Petroleum Corporation (“**Occidental**” and, with its Subsidiaries, the “**Company**”), and the eligible individual (the “**Grantee**”) receiving the award described in the Notice of Grant (the “**Award**”). The Award is granted in accordance with the Occidental Petroleum Corporation 2015 Long Term Incentive Plan, as may be amended from time to time (the “**Plan**”). Capitalized terms used but not defined herein shall, unless otherwise indicated, have the meanings set forth in the Plan. These Terms and Conditions, the Notice of Grant (along with all incorporated attachments and exhibits) and the Award evidenced thereby are collectively referred to herein as the “**Award Agreement**.”

**1. Acceptance of Award.** If the Grantee fails to accept the Award on or before the 45<sup>th</sup> day following the Date of Grant, then, notwithstanding any other provision of the Award Agreement, the Grantee shall forfeit all rights under the Award (including all shares of Occidental common stock, \$0.20 par value (“**Stock**”), and any dividend equivalents with respect thereto) and the Award will become null and void. For purposes of the Award Agreement, acceptance of the Award shall occur on the date the Grantee accepts the Award through Morgan Stanley StockPlan Connect or any replacement online system designated by the Company.

**2. No Employment Contract.** Nothing in the Award Agreement confers upon the Grantee any right with respect to continued employment by the Company, nor limits in any manner the right of the Company to terminate the employment or adjust the compensation of the Grantee. Unless otherwise agreed in a writing signed by the Grantee and an authorized representative of the Company, the Grantee’s employment with the Company is at will and may be terminated at any time by the Grantee or the Company.

**3. Restrictions on Transfer.** Neither the Award Agreement nor any right to receive shares of Stock or cash pursuant to the Award Agreement may be transferred or assigned by the Grantee other than in accordance with the transfer restrictions set forth in the Plan.

**4. Taxes and Withholding.**

(a) Regardless of any action the Company takes with respect to any or all income tax (including U.S. Federal, state and local tax and non-U.S. tax), social insurance, payroll tax, payment on account or other tax-related items related to the Grantee’s participation in the Plan and legally applicable to the Grantee (“**Tax-Related Items**”), the Grantee acknowledges that the ultimate liability for all Tax-Related Items is and remains the Grantee’s responsibility and may exceed the amount, if any, actually withheld by the Company. The Grantee further acknowledges that the Company (i) makes no representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the Award, including, as applicable, the grant, vesting or settlement of the Award and the receipt of any dividends or Dividend Equivalents thereon; and (ii) does not commit to and is under no obligation to structure the terms of the grant or any other aspect of the Award to reduce or eliminate the Grantee’s liability for Tax-Related Items or achieve any particular

tax result. Further, if the Grantee has become subject to tax in more than one jurisdiction between the Date of Grant and the date of any relevant taxable event, the Grantee acknowledges that the Company may be required to withhold or account for Tax-Related Items in more than one jurisdiction.

(b) Prior to the relevant taxable event, the Grantee shall pay or make adequate arrangements satisfactory to the Company to satisfy all Tax-Related Items. In this regard, the Grantee authorizes the Company to withhold all applicable Tax-Related Items legally payable by the Grantee in connection with the grant, vesting or settlement of the Award and/or the issuance of any shares of Stock or the payment of any cash or other consideration pursuant to the Award in accordance with the Notice of Grant, from any cash and shares of Stock that are to be paid or issued to the Grantee pursuant to the Award (including any dividends or Dividend Equivalents), in any combination as determined by the Committee, and, if not sufficient, from the Grantee's wages or other cash compensation. The Grantee shall pay to the Company any amount of Tax-Related Items that the Company may be required to withhold as a result of the Grantee's receipt of the Award that cannot be satisfied by the means previously described.

**5. Compliance with Law.** The Company will make reasonable efforts to comply with all applicable U.S. Federal, state and local laws and non-U.S. laws, and the Company will not issue any shares of Stock or other securities pursuant to the Award Agreement if such issuance would result in a violation of any such law. Further, if it is not feasible for the Company to comply with these laws with respect to the grant, vesting or settlement of the Award, then the Award may be cancelled without any compensation or additional benefits provided to the Grantee as a result of the cancellation.

**6. Relation to Other Benefits.** The benefits received by the Grantee under the Award Agreement will not be taken into account in determining any benefits to which the Grantee may be entitled under any profit sharing, retirement or other benefit or compensation plan maintained by the Company, including the amount of any life insurance coverage available to any beneficiary of the Grantee under any life insurance plan covering employees of the Company. Additionally, the Award is not part of normal or expected compensation or salary for any purposes, including, but not limited to, calculation of any severance, resignation, termination, redundancy, end of service payments, bonuses or long-service awards. The grant of the Award does not create any contractual or other right to receive future grants of, or benefits in lieu of, awards under the Plan, even if the Grantee has a history of receiving awards under the Plan or other cash or stock awards.

**7. Beneficial Ownership Requirements.** If the Grantee (a) was a Named Executive Officer (as defined in Item 402 of Regulation S-K under the Exchange Act) for the last completed fiscal year prior to vesting of the Award, and (b) is, as of the date of vesting of the Award, subject to Occidental's Executive Stock Ownership Guidelines, as in effect from time to time (the "**Ownership Guidelines**"), and the Grantee's Stock holdings fail as of such date to satisfy the applicable requirements of the Ownership Guidelines, then the Grantee shall retain Beneficial Ownership (as defined in Rule 16a-1(a)(2) under the Exchange Act) of shares of Stock equal to not less than 50% of the net after-tax shares of Stock, if any, received under the Award until the Grantee satisfies the applicable requirements of the Ownership Guidelines (the "**Beneficial Ownership Period**"). Compliance with the foregoing requirement shall be determined by reference to the reports filed by the Grantee on Forms 3, 4 and 5, as applicable, pursuant to Section 16(a) of the Exchange Act, and the aggregate number of shares of Stock reported as Beneficially Owned during the Beneficial Ownership Period shall not be less than the sum of the number of shares of Stock then required to be so owned pursuant to the Award Agreement and the terms and conditions of any other grant containing this or a similar requirement.

**8. Golden Parachute Policy.** Notwithstanding any provision in the Award Agreement to the contrary, no payment shall be made with respect to the Award that would

cause the total payments made to the Grantee to exceed the limits in Occidental's Golden Parachute Policy, as in effect from time to time.

**9. Adjustments.** The number and kind of securities covered by the Award are subject to adjustment as provided under the Plan, such as in order to prevent dilution or expansion of the Grantee's rights under the Award as a result of events such as stock dividends, stock splits or other changes in the capital structure of Occidental, or any merger, consolidation, spin-off, liquidation or other corporate transaction or event having a similar effect. If any such adjustment occurs, the Company will give the Grantee written notice of the adjustment.

**10. Amendments.** The Plan may be amended, altered, suspended, discontinued or terminated by the Board at any time, as provided in the Plan. Any amendment to the Plan will be deemed to be an amendment to the Award Agreement to the extent it is applicable to the Award; however, no amendment may materially and adversely affect the rights of the Grantee under the Award Agreement without the Grantee's consent. In addition, the Committee may waive any conditions or rights under, or amend, alter, suspend, discontinue or terminate the Award Agreement, except as otherwise provided in the Plan; provided, that, without the Grantee's consent, no such Committee action may materially and adversely affect the rights of the Grantee under the Award.

**11. Severability.** If one or more of the provisions of the Award Agreement is invalidated for any reason by a court of competent jurisdiction, the invalidated provisions shall be deemed to be separable from the other provisions of the Award Agreement, and the remaining provisions of the Award Agreement will continue to be valid and fully enforceable.

**12. Entire Agreement; Relation to Plan; Interpretation.** Except as specifically provided in this Section 12, the Award Agreement (including these Terms and Conditions, the Notice of Grant and all incorporated attachments and exhibits) and the Plan constitute the entire agreement between the Company and the Grantee with respect to the Award. The Award Agreement is subject to the terms and conditions of the Plan. In the event of any inconsistent provisions between the Award Agreement and the Plan, the provisions of the Plan control. References to Sections and Attachments are to Sections of, and Attachments incorporated in, the Award Agreement unless otherwise noted. In the event of any inconsistent provisions between the Award Agreement and any employment agreement between the Grantee and the Company, the provisions of the Award Agreement control (except that, in the case of any inconsistency between any provisions regarding dispute resolution set forth in the employment agreement and the arbitration provisions of Section 22 below, the dispute resolution provisions of the employment agreement will control).

**13. Successors and Assigns.** Subject to any transfer or forfeiture restrictions set forth in the Notice of Grant, the provisions of the Award Agreement shall be for the benefit of, and be binding upon, the successors, administrators, heirs, legal representatives and assigns of the Grantee, and the successors and assigns of the Company.

**14. Beneficiaries.**

(a) The Grantee shall have the option of designating a beneficiary ("**Beneficiary**") to receive settlement of the Grantee's Award upon the Grantee's death.

(b) If no Beneficiary is designated at the time of the Grantee's death, or if no Beneficiary survives the Grantee, the Beneficiary shall be the Grantee's surviving spouse, or if the Grantee has no surviving spouse, the Grantee's surviving children equally, or if there are no surviving children, the Grantee's surviving parents equally, or if there is no surviving parent, the Grantee's surviving siblings equally, or if there is no sibling living, the Grantee's estate.

(c) In order to designate a Beneficiary or change a previous designation, the Grantee must complete a Long-Term Incentive Beneficiary Designation Form (the "**Form**").

Beneficiary designations submitted on other forms or in any other format will not be accepted. The Grantee should read the Form carefully, follow the instructions and complete the Form in its entirety according to the instructions, obtain any necessary signatures according to the Form, sign and date the Form, and return the Form to the Executive Compensation Department, c/o Occidental Petroleum Corporation, 5 Greenway Plaza, Suite 110, Houston, Texas, 77046. The Grantee should also keep a copy of the Form for the Grantee's records. Upon acceptance, the Grantee's designation will cancel any previous designations. The Grantee's Beneficiary designation shall not affect any designation by the Grantee under any other benefit plan.

(d) The Grantee should consider submitting a new Form if: (1) the Grantee's marital status changes, (2) one of the Grantee's previously designated Beneficiaries dies before the Grantee, or (3) the Grantee acquires or loses dependents. To determine the tax consequences associated with the Grantee's designation, it is recommended that the Grantee consult with a qualified tax advisor or estate planner.

**15. Governing Law.** The laws of the State of Delaware govern the interpretation, performance, and enforcement of the Award Agreement (including these Terms and Conditions, the Notice of Grant and all incorporated attachments and exhibits).

**16. Privacy Rights.** By accepting the Award, the Grantee explicitly and unambiguously consents to the collection, use and transfer, in electronic or other form, of the Grantee's personal data as described in the Award Agreement by and among, as applicable, the Company and its Affiliates for the exclusive purpose of implementing, administering and managing the Grantee's participation in the Plan. The Grantee understands that the Company holds, or may receive from any agent designated by the Company, certain personal information about the Grantee, including, but not limited to, the Grantee's name, home address, telephone number, date of birth, social insurance number or other identification number, salary, nationality, job title, any shares of Stock held by the Grantee, directorships held in the Company, details of the Award or any other entitlement to cash or shares of Stock awarded, canceled, exercised, vested, unvested or outstanding in the Grantee's favor, for the purpose of implementing, administering and managing the Plan, including complying with applicable tax and securities laws ("**Data**"). Data may be transferred to any third parties assisting in the implementation, administration and management of the Plan. These recipients may be located in the Grantee's country or elsewhere, and may have different data privacy laws and protections than the Grantee's country. By accepting the Award, the Grantee authorizes the recipients to receive, possess, use, retain and transfer the Data, in electronic or other form, for the purposes described above. The Grantee may, at any time, view Data, request additional information about the storage and processing of Data, require any necessary amendments to Data or refuse or withdraw the consents herein, in any case without cost, by contacting the Committee in writing. Refusing or withdrawing consent may affect the Grantee's ability to participate in the Plan.

**17. Electronic Delivery and Acceptance.** The Company may, in its sole discretion, decide to deliver any documents related to the Award or future awards that may be granted under the Plan, if any, by electronic means or to request the Grantee's consent to participate in the Plan by electronic means. The Grantee hereby consents to receive such documents by electronic delivery and, if requested, to participate in the Plan through an online or electronic system established and maintained by the Company or another third party designated by the Company.

**18. Grantee's Representations and Releases.**

(a) By accepting the Award, the Grantee acknowledges that the Grantee has read the Award Agreement (including these Terms and Conditions, the Notice of Grant and all incorporated attachments and exhibits) and understands that (i) the grant of the Award is

made voluntarily by Occidental in its discretion with no liability on the part of any of its direct or indirect Subsidiaries and that, if the Grantee is an employee of a Subsidiary and not Occidental, then the Grantee will be considered a third party of Occidental to whom the Award is granted; (ii) all decisions with respect to future awards, if any, will be at the sole discretion of Occidental; (iii) the Grantee's participation in the Plan is voluntary; (iv) the Award is an extraordinary item that does not constitute a regular and recurring item of base compensation; (v) the future value of any shares of Stock issued and/or the future amount of cash, if any, payable pursuant to the Award cannot be predicted, and Occidental does not assume liability in the event the value of the Award or any such shares of Stock depreciates or has no value in the future; (vi) subject to the terms of any tax equalization agreement between the Grantee and the entity employing the Grantee, the Grantee will be solely responsible for the payment or nonpayment of taxes imposed or threatened to be imposed by any authority of any jurisdiction; and (vii) Occidental is not providing any tax, legal or financial advice with respect to the Award or the Grantee's participation in the Plan.

(b) In consideration of the grant of the Award, no claim or entitlement to compensation or damages shall arise from termination of the Award or diminution in value of the Award or the shares of Stock issued pursuant to the Award resulting from termination of the Grantee's employment by the Company (for any reason whatsoever) and, to the extent permitted by law, the Grantee irrevocably releases the Company from any such claim that may arise; if, notwithstanding the foregoing, any such claim is found by a court of competent jurisdiction to have arisen, then, by accepting the Award, the Grantee shall be deemed irrevocably to have waived his or her entitlement to pursue such claim.

**19. Imposition of Other Requirements.** Occidental reserves the right to impose other requirements on the Grantee's participation in the Plan and on the Award, to the extent Occidental determines it is necessary or advisable in order to comply with local law or facilitate the administration of the Plan, and to require the Grantee to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

**20. Compliance with Section 409A of the Code.** Unless specified otherwise in the Notice of Grant, the Award is intended to be exempt from the Nonqualified Deferred Compensation Rules. Notwithstanding the foregoing, to the extent that it is determined that the Plan or the Award is subject to the Nonqualified Deferred Compensation Rules, the Award Agreement shall be interpreted and administered in such a way as to comply with the applicable provisions of the Nonqualified Deferred Compensation Rules to the maximum extent possible. In addition, if the Award is subject to the Nonqualified Deferred Compensation Rules, then (i) the settlement of the Award or some portion of the Award may be delayed in accordance with the applicable terms of Section 9(n) of the Plan; (ii) any payment on a Change in Control event will be made only if the Change in Control also qualifies as a change of control event within the meaning of the Nonqualified Deferred Compensation Rules; and (iii) any determination by the Committee not to accelerate the Award on a Change in Control shall be made only to the extent such determination is consistent with the Nonqualified Deferred Compensation Rules. To the extent that the Board determines that the Plan or the Award is subject to the Nonqualified Deferred Compensation Rules and fails to comply with the requirements of the Nonqualified Deferred Compensation Rules, the Board reserves the right (without any obligation to do so) to amend or terminate the Plan and/or amend, restructure, terminate or replace the Award in order to cause the Award to either not be subject to the Nonqualified Deferred Compensation Rules or to comply with the applicable provisions of such rule.

**21. Clawback.** The award shall be subject to the clawback provisions set forth in Section 9(m) of the Plan.

**22. Arbitration.** Except as otherwise provided in the Award Agreement, the Grantee and the Company agree to resolve any and all disputes between the Grantee and the Company (and any affiliate of the Company that may employ the Grantee), past, present or

future, arising out of or in any way related to the Award Agreement or the Grantee's employment relationship with the Company (or any affiliate of the Company) through a final and binding arbitration administered by the American Arbitration Association (AAA) or another mutually agreed upon arbitration provider; provided, however, that the only claims subject to arbitration shall be those that, in the absence of the Award Agreement, could be brought in a court of law. Nothing herein shall be construed to reduce or eliminate the deference to the Plan Administrator that would otherwise be required prior to, or as part of a claim in court, procedurally or substantively. Subject to the foregoing, the arbitrator shall have the exclusive authority to resolve any dispute relating to the interpretation, applicability, or enforceability of the Award Agreement that would otherwise be subject to resolution in a court of law. However, the arbitrator's authority to resolve disputes shall not apply to the "**Class Action Waiver**" described below. Regardless of anything else in the Award Agreement and/or AAA rules or procedures, any dispute relating to the interpretation, applicability, or enforceability of the Class Action Waiver, or any dispute otherwise relating to whether the Award Agreement precludes a class or collective action proceeding, may only be determined by a court and not an arbitrator. In addition, provisional remedies such as a temporary restraining order or preliminary injunction may be pursued and secured in a court to prevent irreparable harm by either party without waiving or otherwise eliminating the requirement that all matters of final relief be decided through arbitration. In addition, any arbitration conducted pursuant to the Award Agreement shall be subject to the following additional terms and conditions:

(a) **Exceptions.** The arbitration obligation does not apply to claims for worker's compensation, state disability insurance and unemployment insurance benefits; however, it does apply to retaliation claims based upon seeking such benefits. It does not apply to claims for employee benefits under any benefit plan covered by the Employee Retirement Income Security Act of 1974 or funded by insurance unless the claim can otherwise be brought in a court of law (after the exhaustion of an administrative or alternative remedies otherwise applicable to the claim). It does not apply to any claim that an applicable federal statute or applicable federal Executive Order expressly states cannot be arbitrated or subject to a pre-dispute arbitration agreement. Nothing in the Award Agreement prevents the making of a report to or filing a claim or charge with a government agency, including the Equal Employment Opportunity Commission, U.S. Department of Labor, Securities and Exchange Commission, Occupational Health and Safety Administration, or National Labor Relations Board. Nothing in the Award Agreement prevents the investigation by a government agency of any report, claim or charge otherwise covered by the Award Agreement. And, nothing in this agreement to arbitrate prevents or excuses a party from satisfying any conditions precedent and/or exhausting administrative remedies under applicable law before bringing a claim in arbitration.

(b) **Controlling Law and Procedure.** The Federal Arbitration Act ("**FAA**") shall govern the Award Agreement to arbitrate between the parties, including its interpretation, applicability, enforcement and all arbitration proceedings. A party who wishes to arbitrate a claim or dispute covered by the Award Agreement must make a written request for arbitration and deliver it to the other party by hand or mail no later than the expiration of the statute of limitations (the deadline for filing the claim) that applicable law prescribes for the claim. The request for arbitration shall identify the claims asserted, the factual basis for the claim(s), and the relief and/or remedy sought. The arbitrator shall resolve all disputes regarding the timeliness or propriety of the request for arbitration and apply the statute of limitations that would have applied if the claim(s) had been brought in court. In no event shall the request for arbitration be made after the date when institution of legal or equitable proceedings based on such claims would be barred by the applicable statute of limitations.

(c) **Class Waiver.** The Grantee and Company agree to bring any claim or dispute in arbitration on an individual basis only, and not as a class or collective action; the Grantee and Company waive any right for a dispute or claim to be brought, heard, or decided as a class or collective action, and the arbitrator has no power or authority to preside over a class

or collective action (“**Class Action Waiver**”). In the event a final judicial determination is made that the Class Action Waiver is unenforceable and that a class or collective action may proceed despite this arbitration agreement, the arbitrator is nevertheless without authority to preside over a class or collective action and any class or collective action must be brought in a court of competent jurisdiction. Additionally, unless otherwise agreed to by the parties, claims may not be combined or consolidated with that of any other person or entity.

(d) **Arbitration Procedure.** Except as otherwise provided for herein, the arbitration will be conducted in accordance with the AAA Employment Arbitration Rules (the “**AAA Rules**”), in effect on the date the written notice of claims request for arbitration is made. The AAA rules are available on-line at [www.adr.org](http://www.adr.org). To the extent that any of the AAA Rules conflicts with the FAA or the Award Agreement, the FAA and the Award Agreement shall control. The arbitrator shall entertain and address any motion to dismiss and/or a motion for summary judgment consistent with the standards for such motions under the Federal Rules of Civil Procedure. The arbitrator may award any remedy available under applicable law, but remedies shall be limited to those that would be available to a party in their individual capacity for the claims presented to the arbitrator. The arbitrator shall apply the substantive U.S. Federal, state or local law applicable to the claims asserted. The arbitrator is without authority to apply any different substantive law. The award shall be issued in writing and state the essential findings and conclusions on which such award is based. The parties agree to abide by and perform any valid award rendered by the arbitrator, and judgment on the award may be entered in any court having jurisdiction thereof.

(e) **Right to Opt-Out.** This arbitration agreement is not a mandatory condition of employment. If the Grantee does not wish to be bound by the arbitration obligations created by the Award Agreement, the Grantee can elect not to accept the Award.

(f) **Enforcement and Severability.** This arbitration agreement survives after the employment relationship terminates. Subject to the Class Action Waiver in Section 22(c) above, if any portion of this arbitration agreement is deemed unenforceable, the unenforceable provision or language shall be severed from the Award Agreement and the remainder will be enforceable.

**23. Status of Stock.** Occidental intends to register for issuance under the Securities Act of 1933, as amended (the “**Act**”), the shares of Stock acquirable upon settlement of the Award. In the absence of such effective registration or an available exemption from registration under the Act, issuance of shares of Stock acquirable upon settlement of the Award will be delayed until registration of such shares is effective or an exemption from registration under the Act is available. Occidental intends to use its reasonable efforts to ensure that no such delay will occur. In the event exemption from registration under the Act is available upon settlement of the Award, the Grantee, if requested by the Company to do so, will execute and deliver to the Company in writing an agreement containing such provisions as the Company may require to assure compliance with applicable securities laws.

The Grantee agrees that the shares of Stock which the Grantee may acquire in settlement of the Award will not be sold or otherwise disposed of in any manner which would constitute a violation of any applicable U.S. Federal, state or local securities or exchange laws or non-U.S. securities or exchange laws. The Grantee also agrees that (i) any certificates representing the shares of Stock to be delivered in settlement of the Award may bear such legend or legends as the Committee deems appropriate in order to assure compliance with applicable securities laws, (ii) Occidental may refuse to register the transfer of the shares of Stock to be delivered in settlement of the Award on the stock transfer records of Occidental if such proposed transfer would, in the opinion of counsel satisfactory to Occidental, constitute a violation of any applicable securities law and (iii) Occidental may give related instructions to its transfer agent, if any, to stop registration of the transfer of the shares of Stock to be delivered in settlement of the Award.

**24. Notices.** Any notices or other communications provided for in these Terms and Conditions shall be sufficient if in writing. In the case of the Grantee, such notices or communications



shall be effectively delivered if hand delivered to the Grantee at the Grantee's principal place of employment or if sent by certified mail, return receipt requested, to the Grantee at the last address the Grantee has filed with the Company. In the case of the Company, such notices or communications shall be effectively delivered if sent by certified mail, return receipt requested, to Occidental at its principal executive offices.

**25. Binding Effect.** These Terms and Conditions shall be binding upon and inure to the benefit of any successors to the Company and all persons lawfully claiming under the Grantee.

**26. Construction.** Headings are given to the Sections and subsections of the Award Agreement solely as a convenience to facilitate reference. Such headings shall not be deemed in any way material or relevant to the construction or interpretation of the Award Agreement or any provision thereof. Further, under the Award Agreement, (a) pronouns and other words of gender shall be read as gender-neutral, (b) words importing the singular only shall include the plural and vice versa and (c) the words "include", "includes" or "including" shall be deemed to be followed by the words "without limitation". The Award Agreement may be signed in counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

## ATTACHMENT 2

### OCCIDENTAL PETROLEUM CORPORATION 2015 LONG-TERM INCENTIVE PLAN as Amended and Restated GENERAL TERMS OF EMPLOYMENT

The following General Terms of Employment are set forth as of the "Date of Grant" specified in the Notice of Grant to which this Attachment 2 is attached (the "**Notice of Grant**"), by and between Occidental Petroleum Corporation ("**Occidental**") and the eligible individual (the "**Grantee**") receiving the award described in the Notice of Grant (the "**Award**"). These General Terms of Employment, the Notice of Grant (along with all incorporated attachments and exhibits) and the Award evidenced thereby are collectively referred to herein as the "**Award Agreement**".

For and in consideration of the premises and the mutual covenants of the parties contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Grantee hereby agrees as follows, in each case to the fullest extent permitted by law and subject to the limitations provided for in Sections F and G:

A. The Grantee will not publish or divulge to any person, firm, corporation or institution and will not use to the detriment of Occidental, or any of its subsidiaries or other affiliates (the "**Company Group**"), any Confidential Information of any of them (whether generated by them or as a result of any of their business relationships), without first obtaining the written permission of an officer of the Company. As used herein, "**Confidential Information**" means an item of information or compilation of information in any form (tangible or intangible) related to the business of the Company Group that the Grantee acquires during employment and that the Company Group has not made public or authorized public disclosure of, provided that the item or compilation is not readily available to persons outside the Company Group through proper means who would benefit from its use or disclosure and is not obligated to maintain its confidentiality. Confidential Information is also understood to cover the information protected under Company's Confidential Company Information Policy 10:20:80, as it may be amended from time to time.

B. At the time of leaving employment with the Company, the Grantee will deliver to the Company, and not keep or deliver to anyone else, any and all credit cards, drawings, blueprints, specifications, devices, notes, notebooks, documents, memoranda, reports, studies, correspondence and other documents, and, in general, any and all materials (including keys, access cards, FOBs, computers, thumb drives or other electronic storage devices) relating to the Company Group (whether generated by them or as a result of their business relationships), including any copies (whether in paper or electronic form), that the Grantee has in the Grantee's possession or control.

C. The Grantee will, during the Grantee's employment by the Company or any member of the Company Group, comply with the provisions of Occidental's Code of Business Conduct.

D. The Grantee will not interfere with or disrupt any of the operations of the Company Group or otherwise take actions intended directly to harm any entity in the Company Group. The Grantee will not make defamatory or derogatory statements about the Company Group, or its owners, officers or directors ("**Occidental Parties**"), or intentionally publicize information about Occidental Parties to the public or the investment community (through the press, electronic media, or any other mass media or communication outlet) without permission of an officer of the Company; provided, however, that the foregoing shall not prohibit conduct that is protected by law as described in Sections F and G below.

E. In the event that the Grantee is subject to an "Intellectual Property Assignment and Nondisclosure Agreement" ("**IPANA**") with the Company or a member of the Company Group, the IPANA shall control the rights of the Grantee with respect to intellectual property conceived or created by the Grantee in accordance with the IPANA's terms, and the Grantee will comply with such agreement as a mandatory term of the General Terms of Employment provided herein. In the event the Grantee is not subject to a controlling IPANA, all inventions, developments, designs, improvements, discoveries

and ideas that the Grantee makes or conceives in the course of employment by a member of the Company Group, whether or not during regular working hours, relating to any design, article of manufacture, machine, apparatus, process, method, composition of matter, product or any improvement or component thereof, that are manufactured, sold, leased, used or under development by, or pertain to the present or possible future business of a member of the Company Group (collectively "**Proprietary Works**") shall be a work-for-hire and become and remain the property of the Company (or other member of the Company Group that employs the Grantee), its successors and assigns. The Grantee hereby fully and finally, assigns and transfers to the Company (or other member of the Company Group that employs the Grantee), all of the Grantee's right, title and interest in the Proprietary Works. This assignment covers all rights of every kind and character, including all rights necessary to provide Company with all of the benefits of exclusive ownership and control over the Proprietary Works to the fullest extent allowed by law throughout the world, including the right to sue, counterclaim and recover for all past, present and future infringement, misappropriation or dilution thereof.

F. The Grantee acknowledges that through the Company's Speak-Up and Non-Retaliation Policy (Policy No. 91:80:00), the Grantee has been notified of his or her immunity rights related to the use of trade secret information of the Company Group in the reporting illegal conduct or in a claim of retaliation for reporting illegal conduct as provided for under the Defend Trade Secrets Act of 2016 (18 U.S.C. §1833(b) ("**DTSA**"), and the Grantee has been provided the Company's reporting policy regarding the reporting of suspected illegal conduct.

G. The Grantee understands that the purpose of this statement of General Terms of Employment is to reinforce the protection of the trade secrets, Confidential Information and other intellectual property interests of the Company and Company Group, and not to prohibit any conduct by the Grantee that is compelled by law or protected by law. The Grantee recognizes that nothing in these General Terms of Employment prohibits the Grantee from reporting an event that the Grantee reasonably and in good faith believe is a violation of law to the relevant law-enforcement agency (such as the Securities and Exchange Commission ("**SEC**")), and that no prior approval from or notice to the Company is required before doing so. In addition, nothing in these General Terms of Employment shall be construed to prohibit the Grantee from cooperating in an investigation conducted by a duly authorized government agency, and in the course of such conduct disclosing trade secrets or Confidential Information in a manner that complies with the DTSA (described in the Company's Speak-Up and Non-Retaliation Policy). Without limiting the foregoing, the Grantee acknowledges and understands that nothing in or about the Award Agreement prohibits the Grantee from: (i) filing and, as provided for under Section 21F of the Exchange Act, maintaining the confidentiality of a claim with the SEC; (ii) providing confidential information to the SEC, or providing the SEC with information that would otherwise violate this Attachment 2, to the extent permitted by Section 21F of the Exchange Act; (iii) cooperating, participating or assisting in an SEC investigation or proceeding without notifying Occidental or (iv) receiving a monetary award as set forth in Section 21F of the Exchange Act.

H. The foregoing General Terms of Employment are not intended to be an exclusive list of the employment terms and conditions that apply to the Grantee. The Company, in its sole discretion, may at any time amend or supplement the foregoing terms. The Grantee's breach of the foregoing General Terms of Employment will entitle the Company to take appropriate disciplinary action, including reduction or forfeiture of the Award granted pursuant to the Award Agreement and termination of employment.

## LIST OF SUBSIDIARIES

The following is a list of the Registrant's subsidiaries at December 31, 2022.

Name	Jurisdiction of Formation
1PointFive International, LLC	Delaware
1PointFive P1, LLC	Delaware
1PointFive P2, LLC	Delaware
1PointFive USA, LLC	Delaware
1PointFive, LLC	Delaware
4374607 Nova Scotia Company	Nova Scotia
Amarok Gathering, LLC	Delaware
Anadarko 20-25 Company	Cayman Islands
Anadarko 20-36 Company	Cayman Islands
Anadarko 20-47 Company	Cayman Islands
Anadarko 20-48 Company	Cayman Islands
Anadarko 20-49 Company	Cayman Islands
Anadarko Algeria Block 403 c/e Company	Cayman Islands
Anadarko Algeria Block 406B Company	Cayman Islands
Anadarko Algeria Oil & Gas Company	Cayman Islands
Anadarko Brazil Investment I LLC	Delaware
Anadarko Brazil Investment II LLC	Delaware
Anadarko Canada E&P Ltd.	British Columbia
Anadarko China Holdings 2 Company	Cayman Islands
Anadarko Colombia Company	Cayman Islands
Anadarko Consolidated Holdings LLC	Delaware
Anadarko Cote d'Ivoire Block 103 Company	Cayman Islands
Anadarko Cote d'Ivoire Company	Cayman Islands
Anadarko DBMOS Operator, LLC	Delaware
Anadarko Development Company	Cayman Islands
Anadarko Development Holding Limited	Gibraltar
Anadarko E&P Onshore LLC	Delaware
Anadarko Egypt Holdings Company	Delaware
Anadarko Energy Holding Limited	Gibraltar
Anadarko Energy Services Company	Delaware
Anadarko Exploracao e Producao de Petroleo e Gas Natural Ltda.	Brazil
Anadarko Finance Company	Nova Scotia
Anadarko Gabon Company	Cayman Islands
Anadarko Ghana Mahogany-1 Company	Cayman Islands
Anadarko Global Energy S.a.r.l	Luxembourg
Anadarko Global Funding 1 Company	Cayman Islands
Anadarko Global Funding II Ltd.	Bahamas
Anadarko Guyana Company	Cayman Islands
Anadarko Holding Company	Utah
Anadarko International Development S.a.r.l	Luxembourg
Anadarko International Energy Company	Delaware
Anadarko International O&G Company	Cayman Islands
Anadarko International Trading Corporation	Delaware
Anadarko Jordan Company	Delaware
Anadarko Kenya Company	Cayman Islands
Anadarko Land Corp.	Nebraska
Anadarko LMM, S.a.r.l	Luxembourg
Anadarko Mexico B.V.	Netherlands

Name	Jurisdiction of Formation
Anadarko Mexico S.a.r.l	Luxembourg
Anadarko Midkiff/Chaney Dell BR Corp.	Delaware
Anadarko Midkiff/Chaney Dell LLC	Delaware
Anadarko Natural Gas Company LLC	Delaware
Anadarko Offshore Holding Company, LLC	Delaware
Anadarko Offshore Well Containment Company LLC	Delaware
Anadarko OGC Company	Delaware
Anadarko Oil & Gas 5, LLC	Delaware
Anadarko Peru B.V.	Netherlands
Anadarko Petroleum Corporation	Delaware
Anadarko Realty, LLC	Texas
Anadarko Rockies LLC	Delaware
Anadarko Royalty Holdings Company	Delaware
Anadarko US Offshore LLC	Delaware
Anadarko US Offshore Receivables, LLC	Delaware
Anadarko USH1 Corporation	Delaware
Anadarko Venezuela Company	Cayman Islands
Anadarko Venezuela LLC	Delaware
Anadarko Venezuela, Srl	Venezuela
Anadarko West Texas BR Corp.	Delaware
Anadarko West Texas LLC	Delaware
Anadarko Worldwide Holdings C.V.	Netherlands
APC Aviation, Inc.	Delaware
APC International Holdings LLC	Delaware
APC Midstream Holdings, LLC	Delaware
APC Venezuela, Srl	Venezuela
Aventine LLC	New Mexico
Baseball Merger Sub 2, Inc.	Delaware
Bear Branch Exploration, LLC	Delaware
Big Island Trona Company	Delaware
Bitter Creek Coal Company	Utah
Bluebonnet Sequestration Hub, LLC	Delaware
Bravo Pipeline Company	Delaware
Cain Chemical Inc.	Delaware
Carbon Finance Labs, LLC	Delaware
Concord Petroleum Corporation	Panama
Conn Creek Shale Company	Delaware
D.S. Ventures, LLC	Texas
Deerwood Exploration, LLC	Delaware
DMM Financial LLC	Delaware
Downtown Plaza II	Oklahoma
FLAG Development, LLC	Delaware
Fosters Mill Exploration, LLC	Delaware
FP Westport GmbH [in liquidation]	Switzerland
FP Westport LLC	Delaware
FP Westport Services LLC	Delaware
FP Westport Trading LLC	Delaware
Glenn Springs Holdings, Inc.	Delaware
Globrep Representaciones S.A.	Ecuador
Grand Bassa Tankers, Inc.	Delaware
Granite Springs Properties, LLC	Delaware
Grupo OxyChem de Mexico, S.A. de C.V.	Mexico
Hereford Carbon Solutions, LLC	Delaware
Houndstooth Resources, LLC	Texas

Name	Jurisdiction of Formation
INDSPEC Chemical Corporation	Delaware
INDSPEC Chemical Export Sales, LLC	Delaware
INDSPEC Holding Corporation	Delaware
Ingleside Cogeneration GP, LLC	Delaware
Ingleside Cogeneration Limited Partnership	Delaware
Interore Trading Ltd.	Liberia
Joslyn Partnership	Alberta
Kerr-McGee Corporation	Delaware
Kerr-McGee Natural Gas Company, Inc.	Delaware
Kerr-McGee of Canada Northwest Ltd.	Alberta
Kerr-McGee Oil & Gas Onshore LP	Delaware
Kerr-McGee Shared Services Company LLC	Delaware
Kerr-McGee Stored Power Corporation	Nevada
Kerr-McGee U.K. Energy Corporation	Delaware
Kerr-McGee Worldwide Corporation	Delaware
KM BM-C-Seven Ltd.	Cayman Islands
Laguna Petroleum, LLC	Texas
Liwa Oil & Gas Ltd.	Bermuda
Magnolia Sequestration Hub, LLC	Delaware
Mariana Properties, Inc.	Delaware
Marico Exploration, Inc.	New Mexico
MC2 Technologies LLC	Delaware
Miller Springs Remediation Management, Inc.	Delaware
Natural Gas Odorizing, Inc.	Oklahoma
New OPL, LLC	Delaware
NGL Ventures LLC	Delaware
Oakwood Exploration, LLC	Delaware
Occidental (Bermuda) Ltd.	Bermuda
Occidental (East Shabwa), LLC	Nevis
Occidental Advance Sale Finance, Inc.	California
Occidental Al Hosn Holding Limited	Bermuda
Occidental Al Hosn, LLC	Delaware
Occidental Angola Holdings Ltd.	Bermuda
Occidental Canada Holdings ULC	Nova Scotia
Occidental Chemical Asia, Limited	Japan
Occidental Chemical Belgium B.V.B.A.	Belgium
Occidental Chemical Chile Limitada	Chile
Occidental Chemical Corporation	New York
Occidental Chemical de Mexico, S.A. de C.V.	Mexico
Occidental Chemical Export Sales, LLC	Delaware
Occidental Chemical Far East Limited	Hong Kong
Occidental Chemical Holding Corporation	California
Occidental Chemical International, LLC	California
Occidental Chemical Investment (Canada) 1, Inc.	Delaware
Occidental Chemical Receivables, LLC	Delaware
Occidental Chile Investments, LLC	Delaware
Occidental Chile Minority Holder, LLC	Delaware
Occidental CIS Services, Inc.	Delaware
Occidental Colombia (Series G) Ltd.	Bermuda
Occidental Colombia (Series J) Ltd.	Bermuda
Occidental Colombia (Series K) Ltd.	Bermuda
Occidental Colombia (Series L) Ltd.	Bermuda
Occidental Colombia (Series M) Ltd.	Bermuda
Occidental Colombia (Series N) Ltd.	Bermuda

Name	Jurisdiction of Formation
Occidental Colombia (Series O) Ltd.	Bermuda
Occidental Crude Sales, Inc. (Canada)	Delaware
Occidental Crude Sales, Inc. (International)	Delaware
Occidental Dolphin Holdings Ltd.	Bermuda
Occidental Economic Opportunity Zone Investments, LLC	Delaware
Occidental Energy Marketing, Inc.	Delaware
Occidental Energy Ventures LLC	Delaware
Occidental Exploradora del Peru Ltd.	Bermuda
Occidental Exploration and Production Company	California
Occidental Hafar, LLC	Delaware
Occidental International (Libya), Inc.	Delaware
Occidental International Corporation	Delaware
Occidental International Exploration and Production Company	California
Occidental International Holdings Ltd.	Bermuda
Occidental International Oil and Gas Ltd.	Bermuda
Occidental International Services, Inc.	Delaware
Occidental Joslyn GP 2 Co.	Nova Scotia
Occidental Latin America Holdings, LLC	Delaware
Occidental Libya Oil & Gas B.V.	Netherlands
Occidental LNG (Malaysia) Ltd.	Bermuda
Occidental MENA Manager Ltd.	Bermuda
Occidental Middle East Development Company	Delaware
Occidental Midland Basin, LLC	Delaware
Occidental Mukhaizna, LLC	Delaware
Occidental of Abu Dhabi (Bab) Ltd.	Bermuda
Occidental of Abu Dhabi (Shah) Ltd.	Bermuda
Occidental of Abu Dhabi Holdings Ltd.	Bermuda
Occidental of Abu Dhabi Ltd.	Bermuda
Occidental of Abu Dhabi, LLC	Delaware
Occidental of Algeria LLC	Delaware
Occidental of Bahrain Ltd.	Bermuda
Occidental of Bangladesh, Inc.	Delaware
Occidental of Colombia (Chipiron), Inc.	Nevis
Occidental of Colombia (Cosecha), Inc.	Nevis
Occidental of Colombia (Medina), Inc.	Nevis
Occidental of Colombia (Putumayo) Ltd.	Bermuda
Occidental of Colombia (Teca) Ltd.	Bermuda
Occidental of Dubai, Inc.	Nevis
Occidental of Iraq Holdings Ltd.	Bermuda
Occidental of Iraq, LLC	Delaware
Occidental of Oman, Inc.	Nevis
Occidental of Russia Ltd.	Bermuda
Occidental of South Africa (Offshore), Inc.	Nevis
Occidental of Yemen (Block 75), LLC	Delaware
Occidental Oil and Gas (Oman) Ltd.	Nevis
Occidental Oil and Gas Corporation	Texas
Occidental Oil and Gas International Inc.	Delaware
Occidental Oil and Gas International, LLC	Delaware
Occidental Oil and Gas of Peru, LLC	Delaware
Occidental Oil and Gas Pakistan LLC	Nevis
Occidental Oil Asia Pte. Ltd.	Singapore
Occidental Oil Shale, Inc.	California
Occidental Oman (Block 27) Holdings Ltd.	Bermuda
Occidental Oman Block 51 Holding Ltd.	Bermuda

Name	Jurisdiction of Formation
Occidental Oman Block 51, LLC	Delaware
Occidental Oman Block 65 Holding Ltd.	Bermuda
Occidental Oman Block 65, LLC	Delaware
Occidental Oman Block 72 Holding Ltd.	Bermuda
Occidental Oman Block 72, LLC	Delaware
Occidental Oman Gas Company LLC	Delaware
Occidental Oman Gas Holdings Ltd.	Bermuda
Occidental Oman North Holdings, Ltd.	Bermuda
Occidental Oriente Exploration and Production Ltd.	Cayman Islands
Occidental Overseas Holdings B.V.	Netherlands
Occidental Peninsula II, Inc.	Nevis
Occidental Peninsula, LLC	Delaware
Occidental Permian Ltd.	Texas
Occidental Permian Manager LLC	Delaware
Occidental Permian Services, Inc.	Delaware
Occidental Peruana, Inc.	California
Occidental Petrolera del Peru (Block 101), Inc.	Nevis
Occidental Petrolera del Peru (Block 103), Inc.	Nevis
Occidental Petroleum (Pakistan), Inc.	Delaware
Occidental Petroleum Corporation Political Action Committee	California
Occidental Petroleum de Venezuela, S.A.	Venezuela
Occidental Petroleum of Nigeria Ltd.	Nigeria
Occidental Petroleum of Oman Ltd.	Nevis
Occidental Petroleum of Qatar Ltd.	Bermuda
Occidental Power Marketing, L.P.	Delaware
Occidental Power Services, Inc.	Delaware
Occidental PVC, LLC	Texas
Occidental Qatar Energy Company LLC	Delaware
Occidental Red Sea Development, LLC	Nevis
Occidental Research Corporation	California
Occidental Resource Recovery Systems, Inc.	California
Occidental Resources Company	Cayman Islands
Occidental Shah Gas Holdings Ltd.	Bermuda
Occidental South America Finance, LLC	Delaware
Occidental Specialty Marketing, Inc.	Delaware
Occidental Tower Corporation	Delaware
Occidental Transportation Holding Corporation	Delaware
Occidental West Texas Overthrust, Inc.	Texas
Occidental Yemen Ltd.	Bermuda
Occidental Yemen Sabatain, Inc.	Nevis
Oceanic Marine Transport Ltd.	Bermuda
OEVC Energy, LLC	Texas
OEVC Midstream Projects, LLC	Delaware
OIH, LLC	Delaware
OLCV Canada Holdings, LLC	Delaware
OLCV Canada Investment Holdings, Inc.	Delaware
OLCV CE Holdings, ULC	British Columbia
OLCV CE US Holdings, Inc.	Delaware
OLCV Land Holdings, LLC	Delaware
OLCV Net Power, LLC	Texas
OLCV Services LLC	Delaware
OOG Partner LLC	Delaware
OOOI Chem Holdings, LLC	Delaware
OOOI Chem Sub, LLC	Delaware



Name	Jurisdiction of Formation
OOOI Chemical International, LLC	Delaware
OOOI Chile Holder, LLC	Delaware
OOOI Ecuador Management, LLC	Delaware
OOOI Oil and Gas Sub, LLC	Delaware
OOOI South America Management, LLC	Delaware
Opcal Insurance, Inc.	Hawaii
OPM GP, Inc.	Delaware
OPM Holdco, LLC	Delaware
Oryx Crude Trading & Transportation, Inc.	Delaware
OTCF, LLC	Delaware
OTH, LLC	Delaware
Oxy Barilla Draw Gathering, LLC	Delaware
Oxy BridgeTex Limited Partnership	Texas
Oxy C & I Bulk Sales, LLC	Delaware
OXY Campus, LLC	Delaware
Oxy Canada Sales, Inc.	Delaware
Oxy Carbon Solutions, LLC	Texas
Oxy Carbon Storage, LLC	Delaware
Oxy Climate Ventures, Inc.	Delaware
Oxy Cogeneration Holding Company, LLC	Delaware
Oxy Colombia Holdings, LLC	Delaware
Oxy Colombia TopCo Ltd.	Bermuda
OXY CV Pipeline LLC	Delaware
Oxy Delaware Basin Plant, LLC	Delaware
Oxy Delaware Basin, LLC	Texas
Oxy Dolphin E&P, LLC	Nevis
Oxy Dolphin Pipeline, LLC	Nevis
Oxy Energy Canada, Inc.	Delaware
Oxy Energy Services, LLC	Delaware
Oxy Expatriate Services, Inc.	Delaware
Oxy FFT Holdings, Inc.	Delaware
Oxy Holding Company (Pipeline), Inc.	Delaware
OXY Inc.	California
Oxy International Ventures Ltd.	Bermuda
Oxy Levelland Pipeline Company, LLC	Delaware
Oxy Levelland Terminal Company, LLC	Delaware
OXY Libya E&P Area 103 BR4 B.V.	Netherlands
OXY Libya E&P Area 35 Ltd.	Bermuda
OXY Libya E&P Concession 103 Ltd.	Bermuda
OXY Libya E&P EPSA 102 B.V.	Netherlands
OXY Libya E&P EPSA 1981 Ltd.	Bermuda
OXY Libya E&P EPSA 1985 Ltd.	Bermuda
OXY Libya E&P NC 143, 144, 145, 150 B.V.	Netherlands
OXY Libya Exploration, SPC	Cayman Islands
OXY Libya, LLC	Delaware
OXY Little Knife, LLC	Delaware
Oxy Low Carbon Ventures Canada, ULC	British Columbia
Oxy Low Carbon Ventures, LLC	Delaware
OXY LPG LLC	Delaware
Oxy LPG Terminal, LLC	Delaware
OXY Mexico Holdings I, LLC	Delaware
OXY Mexico Holdings II, LLC	Delaware
OXY Middle East Holdings Ltd.	Bermuda
Oxy Midstream Strategic Development, LLC	Delaware

Name	Jurisdiction of Formation
OXY of Saudi Arabia Ltd.	Cayman Islands
OXY Oil Partners, Inc.	Delaware
Oxy Oleoducto SOP, LLC	Delaware
Oxy Overseas Services Ltd.	Bermuda
OXY PBLP Manager, LLC	Delaware
Oxy Permian Gathering, LLC	Delaware
Oxy Permian Plaza, LLC	Delaware
Oxy Petroleum de Mexico, S. de R.L. de C.V.	Mexico
Oxy Renewable Energy LLC	Texas
Oxy Salt Creek Pipeline LLC	Delaware
OXY Support Services, LLC	Delaware
Oxy Taft Hub, LLC	Texas
Oxy Technology Ventures, Inc.	Delaware
Oxy TL, LLC	Delaware
Oxy Transport I Company, LLC	Delaware
OXY Tulsa Inc.	Delaware
OXY USA Inc.	Delaware
OXY USA WTP LP	Delaware
Oxy Vinyls Canada Co.	Nova Scotia
Oxy Vinyls Export Sales, LLC	Delaware
Oxy Vinyls, LP	Delaware
OXY VPP Investments, LLC	Delaware
OXY West, LLC	Texas
Oxy Westwood Corporation	California
Oxy Y-1 Company	New Mexico
OXYCHEM (CANADA), INC.	Alberta
OxyChem do Brasil Ltda.	Brazil
OxyChem Ingleside Ethylene Holdings, Inc.	Delaware
OxyChile Investments, LLC	Delaware
OXYMAR	Texas
Pelican Sequestration Hub, LLC	Delaware
Permian Basin JV Tax Matters Member LLC	Delaware
Permian Basin Limited Partnership	Delaware
Permian VPP Holder, LP	Delaware
Permian VPP Manager, LLC	Delaware
Placid Oil, LLC	Delaware
Ramlat Oxy Ltd.	Bermuda
Rio de Viento, Inc.	Wyoming
Rodeo Midland Basin, LLC	Delaware
San Patricio Pipeline LLC	Delaware
Scanports Shipping, LLC	Delaware
SequestCo, LLC	Delaware
Stetson Exploration, LLC	Delaware
Sun Offshore Gathering Company	Delaware
Swiflite Aircraft Corporation	New Jersey
Taft Carbon Capture, LLC	Delaware
TerraLithium LLC	Delaware
Transok Properties, LLC	Delaware
Troy Potter, Inc.	Texas
Tuscaloosa Holdings, Inc.	Delaware
UP Petroleo III Ltd.	Bermuda
Upland Industries Corporation	Nebraska
Venezuela US SRL	Barbados
Vintage Gas, Inc.	Oklahoma

Name	Jurisdiction of Formation
Vintage Petroleum Argentina Ltd.	Cayman Islands
Vintage Petroleum Boliviana, Ltd.	Bermuda
Vintage Petroleum International Finance B.V.	Netherlands
Vintage Petroleum International Holdings, LLC	Delaware
Vintage Petroleum International Ventures, Inc.	Cayman Islands
Vintage Petroleum International, LLC	Delaware
Vintage Petroleum Italy, Inc.	Oklahoma
Vintage Petroleum South America Holdings, Inc.	Cayman Islands
Vintage Petroleum South America, LLC	Oklahoma
Vintage Petroleum Turkey, Inc.	Cayman Islands
Vintage Petroleum Uruguay Ltd.	Cayman Islands
Wardner Ranch, Inc.	Delaware
Western Gas Resources, Inc.	Delaware
Western Gas Resources-Westana, Inc.	Delaware
Western Midstream Holdings, LLC	Delaware
WGR Asset Holding Company LLC	Delaware
WGR Canada, Inc.	New Brunswick
Woodlands International Insurance Ltd.	Bermuda
YT Ranch LLC	Colorado

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the registration statements (Nos. 333-83124, 333-142705, 333-203801, 333-207413, 333-224691, 333-237414 and 333-239236) on Form S-8 and the registration statements (Nos. 333-55404, 333-266420 and 333-235445) on Form S-3 of our report dated February 27, 2023, with respect to the consolidated financial statements and financial statement schedule II - valuation and qualifying accounts of Occidental Petroleum Corporation and the effectiveness of internal control over financial reporting.

/s/ KPMG LLP

Houston, Texas  
February 27, 2023



**RYDER SCOTT COMPANY**  
**PETROLEUM CONSULTANTS**

TBPELS REGISTERED ENGINEERING FIRM F-1580 FAX (713) 651-0849  
1100 LOUISIANA SUITE 4600 HOUSTON, TEXAS 77002-5294 TELEPHONE (713) 651-9191

**CONSENT OF INDEPENDENT PETROLEUM ENGINEERS**

To the Board of Directors  
Occidental Petroleum Corporation:

We consent to the (i) inclusion in the Occidental Petroleum Corporation (“Occidental”) Form 10-K for the year ended December 31, 2022, (“Form 10-K”), and the incorporation by reference in Occidental's registration statements (No. 333-55404, 333-83124, 333-142705, 333-203801, 333-207413, 333-224691, 333-266420, 333-235445, 333-237414 and 333-239236) (the “Registration Statements”), of references to our name and to our letter dated February 13, 2023, relating to our review of the methods and procedures used by Occidental for estimating its oil and gas proved reserves (our “Letter”), (ii) filing of our Letter with the Securities and Exchange Commission as Exhibit 99.1 to the Form 10-K and (iii) incorporation by reference of our Letter in the Registration Statements.

/s/ Ryder Scott Company, L.P.

**RYDER SCOTT COMPANY, L.P.**  
TBPELS Firm Registration No. F-1580

Houston, Texas  
February 27, 2023

**RULE 13a – 14(a) / 15d – 14(a)**  
**CERTIFICATION**  
**PURSUANT TO §302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Vicki Hollub, certify that:

1. I have reviewed this annual report on Form 10-K of Occidental Petroleum Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2023

/s/ Vicki Hollub

Vicki Hollub

President and Chief Executive Officer

**RULE 13a – 14(a) / 15d – 14(a)**  
**CERTIFICATION**  
**PURSUANT TO §302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert L. Peterson, certify that:

1. I have reviewed this annual report on Form 10-K of Occidental Petroleum Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2023

/s/ Robert L. Peterson  
\_\_\_\_\_  
Robert L. Peterson  
Senior Vice President and  
Chief Financial Officer

**CERTIFICATION OF CEO AND CFO PURSUANT TO  
18 U.S.C. § 1350,  
AS ADOPTED PURSUANT TO  
§ 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Occidental Petroleum Corporation (the "Company") for the fiscal period ended December 31, 2022, as filed with the Securities and Exchange Commission on February 27, 2023 (the "Report"), Vicki Hollub, as Chief Executive Officer of the Company, and Robert L. Peterson, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of her or his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Vicki Hollub

\_\_\_\_\_  
Name: Vicki Hollub  
Title: President and Chief Executive Officer  
Date: February 27, 2023

/s/ Robert L. Peterson

\_\_\_\_\_  
Name: Robert L. Peterson  
Title: Senior Vice President and Chief Financial Officer  
Date: February 27, 2023

A signed original of this written statement required by Section 906 has been provided to Occidental Petroleum Corporation and will be retained by Occidental Petroleum Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.



**OCCIDENTAL PETROLEUM CORPORATION**

**Process Review  
of the  
Estimated  
Future Proved Reserves and Income  
Attributable to Certain  
Leasehold and Royalty Interests  
and  
Certain Economic Interests  
Derived Through Production Sharing Agreement**

**OXY PROPERTIES**

**SEC Parameters**

**As of**

**December 31, 2022**

/s/ Guale Ramirez  
Guale Ramirez, P.E.  
TBPELS License No. 48318  
President

**[SEAL]**

**RYDER SCOTT COMPANY, L.P.**  
TBPELS Firm Registration No. F-1580



TBPELS REGISTERED ENGINEERING FIRM F-1580 FAX (713) 651-0849  
1100 LOUISIANA SUITE 4600 HOUSTON, TEXAS 77002-5294 TELEPHONE (713) 651-9191

February 13, 2023

Occidental Petroleum Corporation  
5 Greenway Plaza, Suite 110  
Houston, Texas 77046

Ladies and Gentlemen:

At your request, Ryder Scott Company, L.P. (Ryder Scott) has conducted a process review of the methods and analytical procedures utilized by the engineering and geological staff of Occidental Petroleum Corporation (Occidental) for estimating the proved reserves volumes, preparing the economic evaluations and determining the reserves classifications for the reviewed properties as of December 31, 2022, based on the definitions and disclosure guidelines of the United States Securities and Exchange Commission (SEC) Title 17, Code of Federal Regulations, "Modernization of Oil and Gas Reporting, Final Rule" released January 14, 2009 in the Federal Register (SEC regulations). The results of our third party reserves process review, completed on February 13, 2022 and presented herein, were prepared for public disclosure by Occidental in filings made with the SEC in accordance with the disclosure requirements set forth under Section 229.1202(a)(8) of the SEC regulations.

Based on our review, including the data, technical processes and interpretations presented by Occidental, it is our opinion that the overall procedures and methodologies utilized by Occidental in estimating the proved reserves volumes, documenting the changes in reserves from prior estimates, preparing the economic evaluations and determining the reserves classifications for the reviewed properties are appropriate for the purpose thereof, and comply with the SEC regulations as of December 31, 2022. Ryder Scott has not been engaged to render an opinion as to the reasonableness of the proved reserves quantities reported by Occidental.

### ***Properties Reviewed***

The proved reserves reviewed herein are attributable to the leasehold and royalty interests of Occidental in certain properties located in the United States offshore Gulf of Mexico federal waters, in the states of Colorado and Texas, and derived through Occidental's economic interests as defined in contractual arrangements for certain properties located in the Middle East.

The properties reviewed herein were selected by Occidental. Ryder Scott and Occidental concur that these properties are a valid representation of Occidental's total net proved reserves portfolio as of December 31, 2022. Based on the estimates prepared by Occidental, the portion of total company net liquid and net gas reserves reviewed by us are expressed as a percentage and presented in summary form on the following page. At Occidental's request and as provided by Occidental, we

SUITE 2800, 350 7TH AVENUE, S.W. CALGARY, ALBERTA T2P 3N9 TEL (403) 262-2799  
633 17TH STREET, SUITE 1700 DENVER, COLORADO 80202 TEL (303) 339-8110

have also presented the portion of the total company net proved reserves reviewed by us on a barrel of oil equivalent (BOE) basis.

Percentage of Total Company Estimated Net Reserves  
Reviewed by Ryder Scott  
SEC Parameters  
**Occidental Petroleum Corporation**  
As of December 31, 2022

	Oil/Condensate	NGL	Total Liquid Hydrocarbons	Gas	Equivalent BOE
Total Proved Developed	32.5%	48.0%	36.9%	49.4%	40.3%
Total Proved Undeveloped	45.2%	45.5%	45.3%	44.6%	45.1%
Total Company Proved	35.8%	47.2%	39.3%	47.9%	41.7%

The net liquid hydrocarbons reviewed are comprised of oil, condensate and natural gas liquids (NGL) and are based on standard 42 gallon barrels. All net gas volumes reviewed are based on an "as sold" basis expressed in millions of cubic feet (MMCF) at the official temperature and pressure bases of the areas in which the gas reserves are located. Reserves reviewed and noted herein on a BOE basis are based on converting natural gas on the basis of relative energy content using a factor of 6,000 cubic feet of natural gas per one BOE. It should be noted that barrel of oil equivalence does not necessarily result in price equivalence as the equivalent price of natural gas on a BOE basis is, and has been substantially lower than the corresponding price for crude oil currently and for a number of years.

**Reserves Process Review Discussion**

A process review, according to Paragraph 2.2(i) contained in the Society of Petroleum Engineers (SPE) "Standards Pertaining to the Estimating and Auditing of Oil and Gas Reserves Information" (SPE auditing standards), is "the result of an investigation by a person who is qualified by experience and training equivalent to that of a QRA [Qualified Reserves Auditor] to address the adequacy and effectiveness of an entity's internal processes and controls relative to Reserves estimation."

In order to arrive at our conclusions and to substantiate our opinion relative to Occidental's internal reserves estimation process and controls, we conducted our investigation in a manner that closely conforms to the SPE auditing standards for a reserves audit. Under Paragraph 2.2(g) of the SPE auditing standards, a reserves audit includes "the process of reviewing certain of the pertinent facts interpreted and assumptions made that have resulted in an estimate of Reserves and/or Reserves information prepared by others and the rendering of an opinion about the appropriateness of the methodologies used, the adequacy and quality of the data relied upon, the depth and thoroughness of the Reserves estimation process, the categorization of Reserves appropriate to the relevant definitions used, and the reasonableness of the estimated Reserves quantities and/or the Reserves information."

Our process review, however, differs from an SPE reserves audit in that we have not conducted our investigation with sufficient rigor to express an opinion as to "the reasonableness of the estimated Reserves quantities and/or the Reserves information" as required under Paragraph 2.2(g) of the SPE auditing standards for a reserves audit. Our review should not be construed to be a complete and comprehensive appraisal of the subject properties or deemed to convey the same level of information contained in a third party reserves audit or reserves evaluation report.

### ***Applicable Petroleum Reserves Definitions***

The determination of the proved reserves classifications as discussed herein are based on the definitions as set forth in the SEC's Regulations Part 210.4-10(a) released January 14, 2009 in the Federal Register, Volume 74, pages 2158 through 2197.

### ***Reserves and Uncertainty***

The SEC defines reserves as the "estimated remaining quantities of oil and gas and related substances anticipated to be economically producible, as of a given date, by application of development projects to known accumulations." All reserve estimates involve an assessment of the uncertainty relating to the likelihood that the actual remaining quantities recovered will be greater or less than the estimated quantities determined as of the date the estimate is made. The uncertainty depends chiefly on the amount of reliable geologic and engineering data available at the time of the estimate and the interpretation of this data. The relative degree of uncertainty may be conveyed by placing reserves into one of two principal classifications, either proved or unproved. Unproved reserves are less certain to be recovered than proved reserves and may be further sub-classified as probable and possible reserves to denote progressively increasing uncertainty as to their recoverability.

In many cases, the analysis of the available geoscience and engineering data and the subsequent interpretation of this data may indicate a range of possible outcomes in an estimate, irrespective of the method selected by the evaluator. When a range in the quantity of reserves is identified, the evaluator must determine the uncertainty associated with the incremental quantities of the reserves. If the reserves quantities are estimated using the deterministic incremental approach, the uncertainty for each discrete incremental quantity of the reserves is addressed by the reserves category assigned by the evaluator. Therefore, it is the categorization of reserve quantities as proved, probable or possible that addresses the inherent uncertainty in the estimated quantities reported. For proved reserves, uncertainty is defined by the SEC as reasonable certainty that the estimates of the quantities actually recovered are "much more likely to be achieved than not." The SEC defines probable reserves as "those additional reserves that are less certain to be recovered than proved reserves but which, together with proved reserves, are as likely as not to be recovered." The SEC defines possible reserves as "those additional reserves that are less certain to be recovered than probable reserves." All quantities of reserves within the same reserves category must meet the SEC definitions as noted above.

The reserves for the properties reviewed by us were estimated by Occidental using deterministic methods and presented as incremental quantities. Under the deterministic incremental approach, discrete quantities of reserves are estimated and assigned separately as proved, probable or possible based on their individual level of uncertainty. At Occidental's request, this reserves process review addresses only the proved reserves attributable to the properties reviewed herein.

Reserves estimates will generally be revised only as additional geologic or engineering data become available or as economic conditions change. For proved reserves, the SEC states that "as changes due to increased availability of geoscience (geological, geophysical, and geochemical), engineering, and economic data are made to the estimated ultimate recovery (EUR) with time, reasonably certain EUR is much more likely to increase or remain constant than to decrease." Moreover, estimates of proved, probable and possible reserves quantities and their associated reserves categories may be revised due to other factors such as the results of future operations, effects of regulation by governmental agencies or geopolitical or economic risks.

### ***Reserves Process Review Procedure***

Certain technical personnel responsible for the preparation of Occidental's proved reserves estimates presented the data, methods and procedures used in 1) estimating the reserves volumes as of December 31, 2022; 2) documenting the changes in reserves from prior estimates; 3) preparing the economic evaluations associated with the estimated December 31, 2022 reserves; and 4) determining the reserves classifications for each of the subject properties reviewed. We consulted with these technical personnel and had access to their workpapers and supporting data in the course of our review. Furthermore, if in the course of our examination something came to our attention which brought into question the appropriateness of the methodologies employed, the adequacy of the data relied upon or the documentation of the reserves estimation process, additional clarification was requested from Occidental until we had satisfactorily resolved our questions relating thereto.

### ***Methodology and Procedure Employed by Occidental for Estimating Reserves***

The estimation of reserves involves two distinct determinations. The first determination results in the estimation of the quantities of recoverable oil and gas and the second determination results in the estimation of the uncertainty associated with those estimated quantities in accordance with the definitions set forth by the SEC's Regulations Part 210.4-10(a). The process of estimating the quantities of recoverable oil and gas reserves relies on the use of certain analytical procedures. These analytical procedures fall into three broad categories or methods: (1) performance-based methods; (2) volumetric-based methods; and (3) analogy. These methods may be used individually or in combination by the reserves evaluator in the process of estimating the quantities of reserves. Reserves evaluators must select the method or combination of methods which in their professional judgment is most appropriate given the nature and amount of reliable geoscience and engineering data available at the time of the estimate, the established or anticipated performance characteristics of the reservoir being evaluated and the stage of development or producing maturity of the property.

The proved reserves for the properties that we reviewed were estimated by performance-based methods, analogy or a combination of methods. Approximately 78 percent of the proved developed producing reserves (attributable to producing wells or reservoirs) for the properties reviewed were estimated by performance-based methods including decline curve analysis and reservoir modeling, which utilized extrapolations of historical production and pressure data in those cases where such data were considered to be definitive. The remaining 22 percent of the proved developed producing reserves (attributable to the producing wells or reservoirs) for the properties reviewed were estimated by dimensionless type curves supported by analogs to 1) estimate those reserves where there were inadequate historical performance data to establish a definitive producing trend and 2) estimate the incremental reserves attributable to enhanced/improved oil recovery. The data used by Occidental in their analysis of the proved producing reserves for the properties reviewed by us were considered sufficient for the purpose thereof.

Approximately 87 percent of the proved developed non-producing reserves were estimated by analogs. The remaining 13 percent of the proved developed non-producing reserves were estimated by decline curve analyses using previously established decline trends. Approximately 88 percent of the proved undeveloped reserves were estimated by type well profiles. The remaining 12 percent of the proved undeveloped reserves were estimated by analogy (6%) or reservoir modeling (6%). The data used by Occidental in their analysis of the non-producing and undeveloped proved reserves for the properties reviewed by us was considered sufficient for the purpose thereof.

Occidental uses the latest available production, new well and seismic data in its reserves estimation process. Typically, the production and new well data is from the third quarter of the year for which reserves are estimated, though material data is considered whenever it becomes available prior

to finalization of reserves estimates. The data used by Occidental in their analysis of the proved reserves for the properties reviewed by us was considered sufficient for the purpose thereof.

**Primary Economic Assumptions Employed by Occidental for Estimating Reserves**

To estimate economically recoverable proved reserves and related future net cash flows, Occidental considered many factors and assumptions including, but not limited to, the use of reservoir parameters derived from geological, geophysical and engineering data which cannot be measured directly, economic criteria based on current costs and SEC pricing requirements, and forecasts of future production rates. Under the SEC Regulations 210.4-10(a)(22)(v) and (26), proved reserves must be anticipated to be economically producible from a given date forward based on existing economic conditions including the prices and costs at which economic producibility from a reservoir is to be determined. To confirm that the proved reserves reviewed by us meet the SEC requirements to be economically producible, we have reviewed certain primary economic data utilized by Occidental relating to hydrocarbon prices and costs as noted herein.

The hydrocarbon prices in effect on December 31, 2022 for the properties reviewed were determined by Occidental using the unweighted 12-month average first-day-of-the-month benchmark prices appropriate to the geographic area where the hydrocarbons are sold and adjustments for differentials as described herein. In certain geographic areas, the price reference and benchmark prices may be defined by contractual arrangements. For hydrocarbon products sold under contract, the contract prices including fixed and determinable escalations, exclusive of inflation adjustments, were used until expiration of the contract.

The table below summarizes Occidental's net volume weighted benchmark prices adjusted for differentials for the properties reviewed by us and referred to herein as Occidental's "average realized prices." The average realized prices shown in the table below were determined from Occidental's estimate of the total future gross revenue before production taxes for the properties reviewed by us and Occidental's estimate of the total net reserves for the properties reviewed by us for the geographic area. A summary of average realized prices is not included for properties located in the Middle East because of host governments' limitations on the disclosure of commercially sensitive information. The data shown in the table below is presented in accordance with SEC disclosure requirements for the North America geographic area reviewed by us.

Geographic Area	Product	Price Reference	Average Benchmark Prices	Average Realized Prices
North America				
United States	Oil/Condensate	WTI Cushing	\$93.67/bbl	\$94.11/bbl
	NGLs	Mt. Belvieu	\$47.81/bbl	\$31.80/bbl
	Gas	Henry Hub	\$6.36/Mmbtu	\$5.45/Mmbtu

As indicated above, the product prices that were used by Occidental to determine the future gross revenue for each property reviewed by us reflect adjustments to the benchmark prices for gravity, quality, local conditions, gathering and transportation fees and distance from market, referred to herein as "differentials." The differentials used by Occidental were accepted as factual data. We have not conducted an independent verification of the differentials used by Occidental.

While it may reasonably be anticipated that the future prices received for the sale of production and the operating costs and other costs relating to such production may also increase or decrease from

existing levels, such changes were, in accordance with rules adopted by the SEC, omitted from consideration by Occidental in this process and omitted by us in conducting this review.

Accumulated gas production imbalances, if any, were not taken into account in the proved reserves estimates of gas reviewed. The proved gas volumes estimated by Occidental attribute gas consumed in operations as reserves for those fields where the inclusion of such volumes was appropriate.

Occidental operates most of the properties reviewed by us; however, certain properties located in the DJ and Delaware basins and the property in the Middle East are not operated by Occidental. Operating costs used by Occidental are based on the operating expense reports of Occidental and include only those costs directly applicable to the leases, contract areas and wells for the properties reviewed by us. The operating costs include a portion of general and administrative costs allocated directly to the leases, contract areas and wells. The operating costs include an appropriate level of corporate general administrative and overhead costs. The operating costs used by Occidental were accepted as factual data and reviewed by us for their reasonableness; however, we have not conducted an independent verification of the operating costs used by Occidental.

Development costs used by Occidental are based on authorizations for expenditure (AFE) for the proposed work or actual costs for similar projects. The development costs used by Occidental were accepted as factual data and reviewed by us for their reasonableness; however, we have not conducted an independent verification of the development costs used by Occidental.

The proved developed non-producing and undeveloped reserves for the properties reviewed by us were incorporated by Occidental in accordance with Occidental's plans to develop these reserves as of December 31, 2022. The implementation of Occidental's development plans as presented to us is subject to the approval process adopted by Occidental's management. As a result of our inquiries during the course of our review, Occidental has informed us that the development activities for the properties reviewed by us have been subjected to and received the internal approvals required by Occidental's management at the appropriate local, regional and corporate level. In addition to the internal approvals as noted, certain development activities may still be subject to partner AFE processes, Joint Operating Agreement requirements or other administrative approvals external to Occidental. Additionally, Occidental has informed us that they are not aware of any existing laws or regulations that would require the company to significantly alter their current development plans. While these plans could change from those under existing economic conditions as of December 31, 2022, such changes were, in accordance with rules adopted by the SEC, omitted from consideration in making this evaluation.

#### ***Future Production Rate Assumptions Employed by Occidental for Estimating Reserves***

Occidental's forecasts of future production rates are based on historical performance from wells currently on production. If no production decline trend has been established, future production rates were held constant, or adjusted for the effects of curtailment where appropriate, until a decline in ability to produce was anticipated. An estimated rate of decline was then applied until depletion of the reserves. If a decline trend has been established, this trend was used as the basis for estimating future production rates.

Test data and other related information were used by Occidental to estimate the anticipated initial production rates for those wells or locations that are not currently producing. For reserves not yet on production, sales were estimated to commence at an anticipated date determined by Occidental. Wells or locations that are not currently producing may start producing earlier or later than anticipated in Occidental's estimates due to unforeseen factors causing a change in the timing to initiate production.

Such factors may include delays due to weather, the availability of rigs, the sequence of drilling, completing or recompleting wells and constraints set by regulatory bodies.

The future production rates from wells currently on production or wells or locations that are not currently producing may be more or less than estimated by Occidental because of changes including, but not limited to, reservoir performance, operating conditions related to surface facilities, compression and artificial lift, pipeline capacity or other operating conditions, market demand and allowables or other constraints set by regulatory bodies.

#### ***Reserves Derived by Occidental Through Certain Production Sharing Agreement***

The reserves for certain properties located in the Middle East reviewed by Ryder Scott are limited to the period prior to the expiration of current production sharing agreement providing the legal right to produce or an economic interest in such production. Furthermore, properties in different countries may be subjected to significantly varying agreement fiscal terms that affect the net revenue to Occidental for the production of such volumes. The prices and economic return received for these net volumes can vary significantly based on the terms of the applicable agreement. Occidental's net hydrocarbon volumes for the fields reviewed in the Middle East include certain amounts corresponding to in-country income taxes where the terms of the relevant production sharing agreement include provisions for an in-kind settlement process, where production is immediately taken and sold to pay the local income tax for and on behalf of the contractor (in this case Occidental). Ryder Scott has not conducted an exhaustive audit or verification of such contractual agreement information. Neither our review of such agreement information nor our acceptance of Occidental's representations regarding such agreement information should be construed as a legal opinion on this matter.

#### ***Possible Effects of Regulation on Occidental's Estimate of Reserves***

Ryder Scott did not evaluate the country and geopolitical risks in the countries where Occidental operates or has interests. Occidental's operations may be subject to various levels of governmental controls and regulations. These controls and regulations may include, but may not be limited to, matters relating to land tenure and leasing, the legal rights to produce hydrocarbons including the granting, extension or termination of production sharing contracts, the fiscal terms of various production sharing contracts, drilling and production practices, environmental protection, marketing and pricing policies, royalties, various taxes and levies including income tax and are subject to change from time to time. Such changes in governmental regulations and policies may cause volumes of proved reserves actually recovered and amounts of proved income actually received to differ significantly from the quantities estimated by Occidental as reviewed herein.

We have not made any field examination of the properties. No consideration was given in this review to potential environmental liabilities that may exist nor to any costs for potential liabilities to restore and clean up damages, if any, caused by past operating practices.

Occidental has informed us that they are not aware of any existing laws or regulations that would materially impact their ability to recover the estimated proved reserves for the properties reviewed by us.

#### ***Data Reviewed in Conducting the Third Party Reserves Process Review***

Occidental has informed us that they have furnished or otherwise made available to us all of the material accounts, records, geological and engineering data, and reports and other data required for this review. In conducting our process review of Occidental's estimates of proved reserves and



forecasts of future production and income, we have reviewed data used by Occidental with respect to property interests owned or otherwise held, production and well tests from examined wells, normal direct costs of operating the wells, leases and contract areas, other costs such as transportation and processing fees, ad valorem and production taxes, recompletion and development costs, development plans, product prices based on the SEC regulations, adjustments or differentials to product prices, geological structural and isochore maps, well logs, core analyses, and pressure measurements. Ryder Scott reviewed such factual data for its reasonableness; however, we have not conducted an independent verification of the data utilized by Occidental. We consider the factual data utilized by Occidental to be appropriate and sufficient for the purpose of our review of the methods and analytical procedures utilized by the engineering and geological staff of Occidental for estimating the proved reserves volumes and preparing the economic evaluations.

### ***Reserves Process Review Opinion***

We found no bias in the utilization and analysis of data in proved reserves estimates for these properties. Furthermore, we found the estimation process incorporated all pertinent data, utilized a thorough and detailed analytical approach and was supported by a well documented audit trail.

We consider the assumptions, data, methods and analytical procedures used by Occidental and as reviewed by us appropriate for the purpose thereof, and we have used all such methods and procedures that we consider necessary and appropriate under the circumstances to render the conclusions set forth herein.

Based on our review, including the data, technical processes and interpretations presented by Occidental, it is our opinion that the overall procedures and methodologies utilized by Occidental in estimating the proved reserves volumes, documenting the changes in reserves from prior estimates, preparing the economic evaluations and determining the reserves classifications for the reviewed properties comply with the SEC regulations as of December 31, 2022. Ryder Scott has not been engaged to render an opinion as to the reasonableness of the proved reserves quantities reported by Occidental.

### ***Standards of Independence and Professional Qualification***

Ryder Scott is an employee-owned independent petroleum engineering consulting firm. We do not serve as officers or directors of any privately-owned or publicly-traded oil and gas company and are separate and independent from the operating and investment decision-making process of our clients. No single client or job represents a material portion of our annual revenue. These factors allow us to maintain our independence and objectivity in the performance of our services.

Ryder Scott requires that staff engineers and geoscientists receive professional accreditation in the form of a registered or certified professional engineer's license or a registered or certified professional geoscientist's license, or the equivalent thereof, from an appropriate governmental authority or a recognized self-regulating professional organization.

We are independent petroleum engineers with respect to Occidental. Neither we nor any of our employees have any financial interest in the subject properties and neither the employment to do this work nor the compensation is contingent on the results of our review.

The results of the reserves process review, presented herein, are based on technical analyses conducted by teams of geoscientists and engineers from Ryder Scott. The professional qualifications of the undersigned, the technical person primarily responsible for overseeing the review of the reserves information discussed in this report, are included as an attachment to this letter.

## Terms of Usage

The results of our third party reserves process review, presented in report form herein, were prepared in accordance with the disclosure requirements set forth in the SEC regulations and are intended for public disclosure as an exhibit in filings made with the SEC by Occidental.

Occidental makes periodic filings on Form 10-K with the SEC under the 1934 Exchange Act. Furthermore, Occidental has certain registration statements filed with the SEC under the 1933 Securities Act into which any subsequently filed Form 10-K is incorporated by reference. We have consented to the incorporation by reference in the registration statements on Form S-3 and Form S-8 of Occidental of the references to our name as well as to the references to our third party report for Occidental, which will appear in the December 31, 2022 annual report on Form 10-K of Occidental, the inclusion in that Form 10-K of such references and the filing of such report as an exhibit to such Form 10-K. Our written consent for such use is included as a separate exhibit to the filings made with the SEC by Occidental.

We have provided Occidental with a digital version of the original signed copy of this report letter. In the event there are any differences between the digital version included in filings made by Occidental and the original signed report letter, the original signed report letter shall control and supersede the digital version.

The data and work papers used in the preparation of this report are available for examination by authorized parties in our offices. Please contact us if we can be of further service.

Very truly yours,

**RYDER SCOTT COMPANY, L.P.**  
TBPELS Firm Registration No. F-1580

/s/ Guale Ramirez

Guale Ramirez, P.E.  
TBPELS License No. 48318  
GR/pl President

[SEAL]

RYDER SCOTT COMPANY PETROLEUM CONSULTANTS

### **Professional Qualifications of Primary Technical Person**

The conclusions presented in this report are the result of technical analysis conducted by teams of geoscientists and engineers from Ryder Scott Company, L.P. Gualo Ramirez was the primary technical person responsible for overseeing the estimate of the reserves, future production and income.

Mr. Ramirez, an employee of Ryder Scott Company, L.P. (Ryder Scott) since 1981, is the President and also serves as a member of the Board of Directors. He is responsible for executive management and supervising staff and client relations of the company. Before joining Ryder Scott, Mr. Ramirez served in a number of engineering positions with Sun Oil Company and Natomas North America. For more information regarding Mr. Ramirez's geographic and job specific experience, please refer to the Ryder Scott Company website at [www.ryderscott.com/Employees](http://www.ryderscott.com/Employees).

Mr. Ramirez earned a Bachelor of Science Degree in Mechanical Engineering with honors from Texas A&M University in 1976 and is a licensed Professional Engineer in the State of Texas. He is also a member of the Society of Petroleum Engineers and Society of Petroleum Evaluation Engineers.

In addition to gaining experience and competency through prior work experience, the Texas Board of Professional Engineers requires a minimum of fifteen hours of continuing education annually, including at least one hour in the area of professional ethics, which Mr. Ramirez fulfills. As part of his 2022 continuing education hours, Mr. Ramirez attended and internally received 18 hours of formalized training as well as a one day public forum, the 2022 RSC Reserves Conference relating to the definitions and disclosure guidelines contained in the United States Securities and Exchange Commission Title 17, Code of Federal Regulations, Modernization of Oil and Gas Reporting, Final Rule released January 14, 2009 in the Federal Register. Mr. Ramirez has also presented courses on the SEC and SPE-PRMS reserves definitions on various occasions during 2011, 2012, 2013, 2015, 2017, 2018, 2020, 2021 and 2022.

Based on his educational background, professional training and more than 45 years of practical experience in the estimation and evaluation of petroleum reserves, Mr. Ramirez has attained the professional qualifications as a Reserves Evaluator and Reserves Auditor set forth in Article III of the "Standards Pertaining to the Estimating and Auditing of Oil and Gas Reserves Information" promulgated by the Society of Petroleum Engineers as of June 2019.

## PETROLEUM RESERVES DEFINITIONS

**As Adapted From:  
RULE 4-10(a) of REGULATION S-X PART 210  
UNITED STATES SECURITIES AND EXCHANGE COMMISSION (SEC)**

### **PREAMBLE**

On January 14, 2009, the United States Securities and Exchange Commission (SEC) published the "Modernization of Oil and Gas Reporting; Final Rule" in the Federal Register of National Archives and Records Administration (NARA). The "Modernization of Oil and Gas Reporting; Final Rule" includes revisions and additions to the definition section in Rule 4-10 of Regulation S-X, revisions and additions to the oil and gas reporting requirements in Regulation S-K, and amends and codifies Industry Guide 2 in Regulation S-K. The "Modernization of Oil and Gas Reporting; Final Rule", including all references to Regulation S-X and Regulation S-K, shall be referred to herein collectively as the "SEC regulations". The SEC regulations took effect for all filings made with the United States Securities and Exchange Commission as of December 31, 2009, or after January 1, 2010. Reference should be made to the full text under Title 17, Code of Federal Regulations, Regulation S-X Part 210, Rule 4-10(a) for the complete definitions (direct passages excerpted in part or wholly from the aforementioned SEC document are denoted in italics herein).

*Reserves are estimated remaining quantities of oil and gas and related substances anticipated to be economically producible, as of a given date, by application of development projects to known accumulations.* All reserve estimates involve an assessment of the uncertainty relating to the likelihood that the actual remaining quantities recovered will be greater or less than the estimated quantities determined as of the date the estimate is made. The uncertainty depends chiefly on the amount of reliable geologic and engineering data available at the time of the estimate and the interpretation of these data. The relative degree of uncertainty may be conveyed by placing reserves into one of two principal classifications, either proved or unproved. Unproved reserves are less certain to be recovered than proved reserves and may be further sub-classified as probable and possible reserves to denote progressively increasing uncertainty in their recoverability. Under the SEC regulations as of December 31, 2009, or after January 1, 2010, a company may optionally disclose estimated quantities of probable or possible oil and gas reserves in documents publicly filed with the SEC. The SEC regulations continue to prohibit disclosure of estimates of oil and gas resources other than reserves and any estimated values of such resources in any document publicly filed with the SEC unless such information is required to be disclosed in the document by foreign or state law as noted in §229.1202 Instruction to Item 1202.

Reserves estimates will generally be revised only as additional geologic or engineering data become available or as economic conditions change.

Reserves may be attributed to either natural energy or improved recovery methods. Improved recovery methods include all methods for supplementing natural energy or altering natural forces in the reservoir to increase ultimate recovery. Examples of such methods are pressure maintenance, natural gas cycling, waterflooding, thermal methods, chemical flooding, and the use of miscible and immiscible displacement fluids. Other improved recovery methods may be developed in the future as petroleum technology continues to evolve.

Reserves may be attributed to either conventional or unconventional petroleum accumulations. Petroleum accumulations are considered as either conventional or unconventional based on the nature of their in-place characteristics, extraction method applied, or degree of processing prior to sale. Examples of unconventional petroleum accumulations include coalbed or coalseam methane (CBM/CSM), basin-centered gas, shale gas, gas hydrates, natural bitumen and oil shale deposits. These unconventional accumulations may require specialized extraction technology and/or significant processing prior to sale.

Reserves do not include quantities of petroleum being held in inventory.

Because of the differences in uncertainty, caution should be exercised when aggregating quantities of petroleum from different reserves categories.

### **RESERVES (SEC DEFINITIONS)**

Securities and Exchange Commission Regulation S-X §210.4-10(a)(26) defines reserves as follows:

**Reserves.** *Reserves are estimated remaining quantities of oil and gas and related substances anticipated to be economically producible, as of a given date, by application of development projects to known accumulations. In addition, there must exist, or there must be a reasonable expectation that there will exist, the legal right to produce or a revenue interest in the production, installed means of delivering oil and gas or related substances to market, and all permits and financing required to implement the project.*

*Note to paragraph (a)(26): Reserves should not be assigned to adjacent reservoirs isolated by major, potentially sealing, faults until those reservoirs are penetrated and evaluated as economically producible. Reserves should not be assigned to areas that are clearly separated from a known accumulation by a non-productive reservoir (i.e., absence of reservoir, structurally low reservoir, or negative test results). Such areas may contain prospective resources (i.e., potentially recoverable resources from undiscovered accumulations).*

### **PROVED RESERVES (SEC DEFINITIONS)**

Securities and Exchange Commission Regulation S-X §210.4-10(a)(22) defines proved oil and gas reserves as follows:

**Proved oil and gas reserves.** *Proved oil and gas reserves are those quantities of oil and gas, which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible—from a given date forward, from known reservoirs, and under existing economic conditions, operating methods, and government regulations—prior to the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain, regardless of whether deterministic or probabilistic methods are used for the estimation. The project to extract the hydrocarbons must have commenced or the operator must be reasonably certain that it will commence the project within a reasonable time.*

(i) *The area of the reservoir considered as proved includes:*

(A) *The area identified by drilling and limited by fluid contacts, if any, and*

(B) *Adjacent undrilled portions of the reservoir that can, with reasonable certainty, be judged to be continuous with it and to contain economically producible oil or gas on the basis of available geoscience and engineering data.*

(ii) *In the absence of data on fluid contacts, proved quantities in a reservoir are limited by the lowest known hydrocarbons (LKH) as seen in a well penetration unless geoscience, engineering, or performance data and reliable technology establishes a lower contact with reasonable certainty.*

(iii) *Where direct observation from well penetrations has defined a highest known oil (HKO) elevation and the potential exists for an associated gas cap, proved oil reserves may be assigned in the structurally higher portions of the reservoir only if geoscience, engineering, or performance data and reliable technology establish the higher contact with reasonable certainty.*

*(iv) Reserves which can be produced economically through application of improved recovery techniques (including, but not limited to, fluid injection) are included in the proved classification when:*

*(A) Successful testing by a pilot project in an area of the reservoir with properties no more favorable than in the reservoir as a whole, the operation of an installed program in the reservoir or an analogous reservoir, or other evidence using reliable technology establishes the reasonable certainty of the engineering analysis on which the project or program was based; and*

*(B) The project has been approved for development by all necessary parties and entities, including governmental entities.*

*(v) Existing economic conditions include prices and costs at which economic producibility from a reservoir is to be determined. The price shall be the average price during the 12-month period prior to the ending date of the period covered by the report, determined as an unweighted arithmetic average of the first-day-of-the-month price for each month within such period, unless prices are defined by contractual arrangements, excluding escalations based upon future conditions.*

## PETROLEUM RESERVES STATUS DEFINITIONS AND GUIDELINES

As Adapted From:  
RULE 4-10(a) of REGULATION S-X PART 210  
UNITED STATES SECURITIES AND EXCHANGE COMMISSION (SEC)

and

2018 PETROLEUM RESOURCES MANAGEMENT SYSTEM (SPE-PRMS)

Sponsored and Approved by:

SOCIETY OF PETROLEUM ENGINEERS (SPE)

WORLD PETROLEUM COUNCIL (WPC)

AMERICAN ASSOCIATION OF PETROLEUM GEOLOGISTS (AAPG)

SOCIETY OF PETROLEUM EVALUATION ENGINEERS (SPEE)

SOCIETY OF EXPLORATION GEOPHYSICISTS (SEG)

SOCIETY OF PETROPHYSICISTS AND WELL LOG ANALYSTS (SPWLA)

EUROPEAN ASSOCIATION OF GEOSCIENTISTS & ENGINEERS (EAGE)

Reserves status categories define the development and producing status of wells and reservoirs. Reference should be made to Title 17, Code of Federal Regulations, Regulation S-X Part 210, Rule 4-10(a) and the SPE-PRMS as the following reserves status definitions are based on excerpts from the original documents (direct passages excerpted from the aforementioned SEC and SPE-PRMS documents are denoted in italics herein).

### **DEVELOPED RESERVES (SEC DEFINITIONS)**

Securities and Exchange Commission Regulation S-X §210.4-10(a)(6) defines developed oil and gas reserves as follows:

*Developed oil and gas reserves are reserves of any category that can be expected to be recovered:*

- (i) Through existing wells with existing equipment and operating methods or in which the cost of the required equipment is relatively minor compared to the cost of a new well; and*
- (ii) Through installed extraction equipment and infrastructure operational at the time of the reserves estimate if the extraction is by means not involving a well.*

### **Developed Producing (SPE-PRMS Definitions)**

While not a requirement for disclosure under the SEC regulations, developed oil and gas reserves may be further sub-classified according to the guidance contained in the SPE-PRMS as Producing or Non-Producing.

#### **Developed Producing Reserves**

*Developed Producing Reserves are expected quantities to be recovered from completion intervals that are open and producing at the effective date of the estimate.*

*Improved recovery reserves are considered producing only after the improved recovery project is in operation.*

#### **Developed Non-Producing**

*Developed Non-Producing Reserves include shut-in and behind-pipe Reserves.*

**Shut-In**

*Shut-in Reserves are expected to be recovered from:*

- (1) completion intervals that are open at the time of the estimate but which have not yet started producing;*
- (2) wells which were shut-in for market conditions or pipeline connections; or*
- (3) wells not capable of production for mechanical reasons.*

**Behind-Pipe**

*Behind-pipe Reserves are expected to be recovered from zones in existing wells that will require additional completion work or future re-completion before start of production with minor cost to access these reserves.*

*In all cases, production can be initiated or restored with relatively low expenditure compared to the cost of drilling a new well.*

**UNDEVELOPED RESERVES (SEC DEFINITIONS)**

Securities and Exchange Commission Regulation S-X §210.4-10(a)(31) defines undeveloped oil and gas reserves as follows:

*Undeveloped oil and gas reserves are reserves of any category that are expected to be recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required for recompletion.*

*(i) Reserves on undrilled acreage shall be limited to those directly offsetting development spacing areas that are reasonably certain of production when drilled, unless evidence using reliable technology exists that establishes reasonable certainty of economic producibility at greater distances.*

*(ii) Undrilled locations can be classified as having undeveloped reserves only if a development plan has been adopted indicating that they are scheduled to be drilled within five years, unless the specific circumstances, justify a longer time.*

*(iii) Under no circumstances shall estimates for undeveloped reserves be attributable to any acreage for which an application of fluid injection or other improved recovery technique is contemplated, unless such techniques have been proved effective by actual projects in the same reservoir or an analogous reservoir, as defined in paragraph (a)(2) of this section, or by other evidence using reliable technology establishing reasonable certainty.*