LyondellBasell Industries N.V.
Form PRE 14A
March 28, 2019
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:
Preliminary Proxy Statement
CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to §240.14a-12

(Name of Registrant as Specified in Its Charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):
No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

DEAR FELLOW SHAREHOLDERS

JACQUES AIGRAIN

Chairman of the Board of Directors

BHAVESH (BOB) PATEL

Chief Executive Officer
April [ ], 2019

$12.01

2018 EARNINGS PER
SHARE (DILUTED)

$4.7B

2018 NET INCOME

$6.9B

2018 EBITDA

On behalf of our Board of Directors, it is our pleasure to provide you with our 2019 proxy statement.

STRONG FINANCIAL PERFORMANCE

2018 was another strong year for LyondellBasell Industries N.V. We continued delivering value for our shareholders, generating approximately $5.5 billion of cash from operating activities and returning $3.4 billion of capital to our shareholders through dividends and share repurchases.

WORLD-CLASS SAFETY PERFORMANCE

We consistently remain in the top quartile of the industry for safety, and improved on our previous safety record by 30%. Also, we reduced our total recordable incident rate to 0.18 versus 0.21 in 2017. We appreciate the hard work of our employees and contractors to focus and prioritize safety each and every day.

BOARD GOVERNANCE

Our entire Board is committed to providing strong, independent oversight of the Company's strategy, leadership, performance and risk management. In 2018, our Board played an essential role in overseeing the Company's growth initiatives, including closing the A.Schulman, Inc. acquisition, breaking ground on the world's largest PO/TBA plant, continuing construction of our *Hyperzone* polyethylene plant, and launching the Company's first sustainability report.

BOARD MEMBER CHANGES

In 2018, we welcomed Michael Hanley to our Board. Mr. Hanley previously spent 25 years in senior management and finance roles, including as CFO of Alcan, and brings significant operational, financial and accounting experience and a deep appreciation for the Board's role in financial oversight. We are also nominating for election a new Board member in 2019, Albert Manifold, the Group Chief Executive and a director of CRH plc. Mr. Manifold brings experience in international operations, finance, M&A, strategic planning and project execution. We are delighted to nominate him to join our Board. Likewise, we wish to thank Bob Gwin, who retired in 2018, and Bruce Smith, who will retire and not stand for re-election in 2019, for their years of dedicated service and leadership.

PROXY VOTING

Your vote is important. We encourage to cast your vote as soon as possible to ensure your shares are represented at the meeting.

We also want to take this opportunity to thank you for your investment and support of LyondellBasell Industries.

Very truly yours,

JACQUES AIGRAIN BHAVESH (BOB) PATEL

NOTICE OF AND AGENDA FOR 2019
ANNUAL GENERAL MEETING OF SHAREHOLDERS

MEETING INFORMATION

FRIDAY, MAY 31, 2019

8:30 a.m. Local Time

Sheraton Hotel

Schiphol Airport, Schiphol Blvd. 101

1118 BG, Amsterdam, the Netherlands

ITEMS OF BUSINESS

1. Elect our Board of Directors;
2. Discharge our executive Director and the members of our prior Management Board from liability in connection with the exercise of their duties during the year ended December 31, 2018;
3. Discharge our non-executive Directors and the members of our prior Supervisory Board from liability in connection with the exercise of their duties during the year ended December 31, 2018;
4. Adopt our 2018 Dutch statutory annual accounts;
5. Appoint the external auditor for our 2019 Dutch statutory annual accounts;
6. Ratify the appointment of our independent registered public accounting firm;
7. Provide an advisory vote on our executive compensation (say-on-pay);
8. Approve the interim dividends declared and paid out of our 2018 Dutch statutory annual accounts;
9. Authorize the repurchase of up to 10% of our outstanding shares; and
10. Approve certain amendments to the LyondellBasell Industries Long Term Incentive Plan.

We will also discuss our corporate governance, dividend policy, and executive compensation program.

By order of the Board,

CHARITY R. KOHL

Corporate Secretary

April [ ], 2019

HOW TO VOTE
Your vote is important. You are eligible to vote if you are a shareholder of record at the close of business on May 3, 2019.

ONLINE	**BY PHONE**	**BY MAIL**	**IN PERSON**
Visit the website on your proxy card	Call the telephone number on your proxy card	Sign, date and return your proxy card in the enclosed envelope	Attend the annual meeting in person See pages 62-63 for instructions on how to attend

If you are a registered shareholder, you may vote online at www.proxyvote.com, by telephone, or by mailing a proxy card. If you hold your shares through a bank, broker, or other institution, you may vote your shares through the method specified on the voting instruction form provided to you. You may also attend the annual general meeting in person. If you intend to attend the meeting, notice must be given to the Company no later than May 24, 2019.

Important Notice Regarding Availability of Proxy Materials for the 2019 Annual General Meeting

This proxy statement and our 2018 annual report to shareholders are available on our website at *www.LyondellBasell.com* by clicking "Investors," then "Company Reports."

TABLE OF CONTENTS

Back to Contents

ITEM 1 ELECTION OF DIRECTORS

The Board recommends that you vote FOR the election of each of the nominees to our Board of Directors.

The Board of Directors of LyondellBasell Industries N.V. ("LyondellBasell" or the "Company") recommends that each of the 11 continuing directors and Albert Manifold, a new director nominee, be elected to our Board of Directors (the "Board"), in each case for a term ending at our 2020 annual general meeting.

OUR BOARD

Our Nominating and Governance Committee focuses on Board succession planning and refreshment and is responsible for recruiting and recommending nominees to the full Board for election. From time to time, the Nominating and Governance Committee also uses outside consultants to assist in identifying potential director candidates. The goal is to achieve a Board that provides effective oversight of the Company through the appropriate balance of experience, expertise, skills, specialized knowledge, and other qualifications and attributes. Director candidates also must be willing and able to devote the time and attention necessary to engage in relevant, informed discussion and decision-making. The Board considers diversity a priority and seeks representation across a range of attributes.

These recruitment efforts are evidenced by our current Board composition and the qualities and qualifications of each of our nominees.

DIRECTOR EXPERIENCE AND EXPERTISE

INDUSTRY EXPERIENCE Experience with and understanding of the chemicals and refining industries	**7**
HSE EXPERIENCE Experience with social responsibility issues related to health, safety, and the environment	**9**
STRATEGIC PLANNING Knowledge of corporate strategy and strategic planning	**12**
MERGERS & ACQUISITIONS Experience with mergers, acquisitions, and other strategic transactions	**12**
CORPORATE FINANCE Financial expertise and experience with corporate finance	**12**
EXECUTIVE MANAGEMENT / CEO EXPERIENCE Executive management experience with large or international organizations	**12**
CORPORATE GOVERNANCE	**12**

Knowledge of corporate governance issues applicable to companies listed on the NYSE	
PUBLIC COMPANY DIRECTOR Service on the boards of other public companies	**10**

Back to Contents

DIRECTORS’ INDEPENDENCE, TENURE, AND DIVERSITY

Our Director nominees provide the Board with a broad range of perspectives due to their diverse gender, age, ethnicity, nationality, and tenure profiles, as well as the qualifications and skills identified above. Each of the 11 non-executive Directors nominated to our Board is independent.

DIRECTOR NOMINATIONS

Although our Nominating and Governance Committee is responsible for recommending director candidates to the Board, candidates may also be proposed by other Board members, management, and our shareholders.

Any shareholder who wishes to recommend a Director candidate should submit a written recommendation to our Corporate Secretary at LyondellBasell Industries, 4th Floor, One Vine Street, London W1J 0AH, United Kingdom. The recommendation must include the name of the nominated individual, relevant biographical information, and the individual’s consent to nomination. For our 2020 annual general meeting of shareholders, recommendations must be received by December [ ], 2019 to be considered.

Back to Contents

2019 NOMINEES TO THE BOARD

On the recommendation of the Nominating and Governance Committee, our Board has nominated our 11 continuing Directors and Albert Manifold for election to the Board. These 12 individuals have a high caliber and diverse array of expertise, experience, and leadership skills. Bruce Smith will not stand for re-election as he has reached our mandatory retirement age.

We introduce our 12 nominees below.

JACQUES AIGRAIN

Age 64

French-Swiss

Director since 2011

INDEPENDENT

BIOGRAPHY

Mr. Aigrain is our Chairman of the Board and a Senior Advisor and former Partner of Warburg Pincus, a global private equity firm. Prior to joining Warburg Pincus in 2013, Mr. Aigrain served as Chief Executive Officer of Swiss Re, a publicly traded insurance company, and was Co-Global Head of M&A and Head of Financial Institutions at J.P. Morgan. He also has many years of experience as a director of public and multinational organizations including The London Stock Exchange Group plc and WPP plc, a multinational advertising and public relations company. Mr. Aigrain's more than 30 years of financial services and management experience provide him with expertise in all areas of strategy, mergers and acquisitions, finance, and capital markets. Additionally, he brings substantial knowledge of board- and governance-related matters.

EDUCATION

- Université Paris Dauphine, M.A., Economics
- Sorbonne University, Ph.D., Economics

SKILLS AND QUALIFICATIONS

- Corporate Finance
- Mergers & Acquisitions
- International Operations
- Corporate Governance
- Strategic Planning
- Capital Markets
- CEO Experience
- Public Company Director Experience

OTHER CURRENT PUBLIC DIRECTORSHIPS

- The London Stock Exchange Group plc (since 2013)
- WPP plc (since 2013)

FORMER PUBLIC DIRECTORSHIPS

- Lufthansa German Airlines (2007-2015)
- LCH Clearnet Group, Limited (2010-2015)

LINCOLN BENET

Age 55

American-British

Director since 2015

INDEPENDENT

BIOGRAPHY

Mr. Benet has served as Chief Executive Officer of Access Industries, a privately held industrial group with world-wide holdings, since 2006. Prior to joining Access, he spent 17 years at Morgan Stanley, including as Managing Director. Mr. Benet also has experience serving on the boards of several privately-held companies, including those in the investment, music and publishing, oil and gas pipes and tubing, cement, sports media, and petrochemicals industries. As a result of this background, he brings to our board a working knowledge of global markets, mergers and acquisitions, executive management, strategic planning, and corporate strategy, as well as experience with international finance, including corporate finance matters such as treasury, insurance, and tax.

EDUCATION

- Yale University, B.A., Economics
- Harvard Business School, M.B.A.

SKILLS AND QUALIFICATIONS

- Strategic Planning
- Mergers & Acquisitions
- International Operations
- Corporate Governance
- Corporate Finance
- Capital Markets
- CEO Experience

Back to Contents

JAGJEET (JEET) BINDRA

Age 71

American

Director since 2011

INDEPENDENT

BIOGRAPHY

Mr. Bindra is a retired executive of Chevron, a multinational energy corporation, where he spent 32 years in senior leadership positions and retired as President of the company's worldwide manufacturing operations. Mr. Bindra holds a degree in chemical engineering and started his career at Chevron as a research engineer before progressing to increasingly senior positions, including the roles of Manager of Strategic Planning and Group Manager of Projects & Engineering Technology. His education and background provide him with extensive knowledge of global manufacturing, capital project management, engineering technology, strategic business planning, and health, safety, and environmental and operations matters. Mr. Bindra has served as a board member of multiple private and publicly traded companies, including Edison International and its subsidiary, Southern California Edison, WorleyParsons, and Transocean Ltd., and he has broad knowledge of board and governance matters. Mr. Bindra currently serves as a member of the board of HPCL-Mittal Energy Limited (India).

EDUCATION

•Indian Institute of Technology, Bachelor of Technology, Chemical Engineering
•University of Washington, M.S., Chemical Engineering
•Saint Mary's College of California, M.B.A.

SKILLS AND QUALIFICATIONS

•Industry Experience
•Capital Project Execution
•Executive Management
•Corporate Finance
•Corporate Governance
•HSE Experience
•Strategic Planning
•International Operations
•Mergers & Acquisitions
•Public Company Director Experience

FORMER PUBLIC DIRECTORSHIPS

•Edison International / Southern California Edison Co. (2010-2017)
•WorleyParsons (2015-2017)
•Transocean Ltd. (2011-2014)

ROBIN BUCHANAN

Age 67

British

Director since 2011

INDEPENDENT

BIOGRAPHY

Mr. Buchanan is a director of Schroders plc, a global asset management firm, a director of Cicap Ltd, a global private equity firm, and the former Chairman of PageGroup plc, a global specialist recruitment company. He was previously Dean and President of London Business School and UK Senior Partner and member of the worldwide board of directors of Bain & Company Inc., a global business consulting firm, where he continues to serve in an advisory role. He also serves as an advisor to Access Industries and Non-Executive Chairman of its Advisory Board, which advises on portfolio strategy. Mr. Buchanan's experience as a board member of publicly traded, private, and charitable companies, Dean of a leading Business School, and long tenure with Bain provide him with deep experience in strategy, leadership, board effectiveness, business development, and acquisitions across most industry sectors, including considerable involvement with chemicals and energy in Europe. He also brings a wealth of experience in board and governance matters, particularly as related to multi-national companies. Mr. Buchanan is a Chartered Accountant and a published author on strategy, acquisitions, leadership, board effectiveness, corporate governance, and compensation.

EDUCATION

•Institute of Chartered Accountants in England & Wales, F.C.A.
•Harvard Business School, M.B.A.

SKILLS AND QUALIFICATIONS

- Strategy Development
- Industry Experience
- Mergers & Acquisitions
- Corporate Finance
- Corporate Accounting
- International Operations
- Leadership Development
- Executive Management
- Risk Management
- Corporate Governance
- Public Company Director Experience

OTHER CURRENT PUBLIC DIRECTORSHIPS

- Schroders plc (since 2010)

FORMER PUBLIC DIRECTORSHIPS

- PageGroup plc (Chairman) (2011-2015)

Back to Contents

STEPHEN COOPER

Age 72

American

Director since 2010

INDEPENDENT

BIOGRAPHY

Mr. Cooper has served as Chief Executive Officer and Director of Warner Music Group Corp., a recorded music and music publishing business, since 2011. He has also been a Managing Partner of Cooper Investment Partners, a private equity firm specializing in underperforming companies, since 2008. In the course of a long career as a financial advisor and corporate turnaround specialist, Mr. Cooper has served as the top executive of a number of publicly traded companies, including as Chief Executive Officer of Metro-Goldwyn-Mayer, Inc., a media company focused on film and television, and Hawaiian Telecom, the dominant telecom services provider in Hawaii. Mr. Cooper has expansive knowledge and experience relating to all matters of executive management, finance, and strategy, and due to his role as a sitting CEO he has deep insight into day-to-day business, management, and strategy issues.

EDUCATION

•Occidental College, M.A.
•University of Pennsylvania Wharton School of Business, M.B.A.

SKILLS AND QUALIFICATIONS

•Strategic Planning
•Capital Markets
•Corporate Finance
•International Operations
•Corporate Governance
•Mergers & Acquisitions
•Industry Experience
•CEO Experience
•HSE Experience
•Public Company Director Experience

NANCE DICCIANI

Age 71

American

Director since 2013

INDEPENDENT

BIOGRAPHY

Ms. Dicciani is a retired senior executive and chemical engineer. She spent her early career in research and development at Air Products and Chemicals, and then joined Rohm and Haas, a specialty chemicals manufacturer, as business director for the Petroleum Chemicals Division. After 10 years with Rohm and Haas in which she rose to the level of Senior Vice President, Ms. Dicciani became President and Chief Executive Officer of Honeywell Specialty Materials, also a chemicals manufacturer. Ms. Dicciani served on the Executive Committees of the American Chemistry Council and the Society of Chemical Industry and was appointed by George W. Bush to the President’s Council of Advisors on Science and Technology. Her background provides her with specific industry knowledge and an understanding of manufacturing, health, safety, and environmental matters; insight into the competitive landscape relevant to our industry; and a wealth of experience in all areas of executive management. Ms. Dicciani also has extensive experience in board and governance matters and has served as a director of several public companies, including Halliburton, an oilfield services company, and Linde, an industrial gases company.

EDUCATION

•Villanova University, B.S., Chemical Engineering
•University of Virginia, M.S., Chemical Engineering
•University of Pennsylvania, Ph.D., Chemical Engineering
•University of Pennsylvania Wharton School, M.B.A.

SKILLS AND QUALIFICATIONS

•Industry Experience
•HSE Experience
•Capital Project Execution
•Mergers & Acquisitions
•Capital Markets
•Public Company Director Experience
•International Operations
•CEO Experience
•Strategic Planning
•Corporate Finance
•Corporate Governance

OTHER CURRENT PUBLIC DIRECTORSHIPS	FORMER PUBLIC DIRECTORSHIPS
•Halliburton (since 2009) •AgroFresh Solutions, Inc. (since 2015) •Linde plc (since 2018)	•Praxair (2008-2018)

Back to Contents

CLAIRE FARLEY

Age 60

American

Director since 2014

INDEPENDENT

BIOGRAPHY

Ms. Farley is an advisor to KKR Energy Group and a retired executive in the oil and gas exploration and production industry. Ms. Farley has served in several roles with KKR Energy Group since 2011, including as Vice Chair from 2016 to 2017 and as a member of KKR Management LLC, the general partner of a global investment firm, from 2013 to 2015. Prior to joining KKR, Ms. Farley served as Chief Executive Officer of Randall & Dewey, an oil and gas asset transaction advisory firm. She became Co-President and then Senior Advisor at Jeffries & Company after Randall & Dewey became its oil and gas investment banking group, and then co-founded RPM Energy, a privately-owned oil and natural gas exploration and development company. Ms. Farley brings to the Board experience in business development, mergers, acquisitions, and divestitures, as well as knowledge of the chemical industry's feedstocks and their markets. She also has experience in all matters of executive management and a deep understanding of public company and governance matters due to her service on the boards of companies including Anadarko Petroleum Corporation, Encana Corporation, and TechnipFMC.

EDUCATION

- Emory University, B.S., Exploration Geology

SKILLS AND QUALIFICATIONS

- CEO Experience
- Strategic Planning
- Public Company Director Experience
- Capital Markets
- Corporate Governance
- HSE Experience
- Mergers & Acquisitions
- International Operations

OTHER CURRENT PUBLIC DIRECTORSHIPS

- TechnipFMC (since 2017)
- Anadarko Petroleum Corporation (since 2017)

FORMER PUBLIC DIRECTORSHIPS

- FMC Technologies, Inc. (2009-2017)
- Encana Corporation (2008-2014)

ISABELLA (BELLA) GOREN

Age 58

American

Director since 2014

INDEPENDENT

BIOGRAPHY

Ms. Goren has served in a wide range of executive roles in capital intensive and highly competitive global businesses, most recently as Chief Financial Officer of American Airlines, Inc. and its parent company, AMR Corporation, from 2010 to 2013.* Her 27-year career at American and AMR spanned leadership roles in Revenue Management, Investor Relations, Operations, and Customer Service, including being the head of American's Asia Pacific Division and Customer Relationship Marketing. Ms. Goren was also President of AMR Services, an AMR Corporation subsidiary company with operations at 60 locations worldwide. Her experience and areas of expertise include strategic planning, management of complex international operations, business development, global asset management, and corporate finance. Ms. Goren is also a chemical engineer and began her career at DuPont. As a board member of major multinational companies, including MassMutual Financial Group and Gap Inc., she brings public company director experience and extensive knowledge of corporate governance matters.

EDUCATION

- The University of Texas at Austin, B.S., Chemical Engineering
- Southern Methodist University, M.B.A.

SKILLS AND QUALIFICATIONS

- Executive Management
- Corporate Finance
- Global Asset Management
- International Operations
- Strategic Planning
- Capital Markets

- Mergers & Acquisitions
- Corporate Governance
- HSE Experience
- Public Company Director Experience

OTHER CURRENT CORPORATE DIRECTORSHIPS

- MassMutual Financial Group (since 2014)
- Gap Inc. (since 2011)

* AMR Corporation and American Airlines, Inc. successfully completed a reorganization under Chapter 11 in 2013, for which a voluntary petition was filed in 2011.

Back to Contents

MICHAEL HANLEY

Age 53

Canadian

Director since 2018

INDEPENDENT

BIOGRAPHY

Mr. Hanley has 25-years of experience in senior management and finance roles, including as Chief Financial Officer of Alcan, a Canadian mining company and aluminum manufacturer, President and CEO of Alcan's Global Bauxite and Alumina business group, and Senior Vice President, Operations & Strategy of the National Bank of Canada. He brings strong financial and operational experience, deep knowledge of capital-intensive and process industries, experience with U.S. and international accounting standards, and a broad understanding of international markets. Mr. Hanley also has significant experience on public company boards and in the role of audit committee chair, and an appreciation for corporate governance matters and the board's role in financial oversight. He is currently a member of the board of the Quebec chapter of the non-profit Canadian Institute of Corporate Directors, and is a member of the Quebec Order of Chartered Professional Accountants.

EDUCATION

•Hautes Etudes Commerciales, B.Commerce

SKILLS AND QUALIFICATIONS

•Corporate Finance
•Strategic Planning
•International Operations
•Industry Experience
•Public Company Director Experience
•Corporate Accounting
•Capital Markets
•Executive Management
•Corporate Governance

OTHER CURRENT PUBLIC DIRECTORSHIPS

•BRP, Inc. (since 2012)
•Industrial Alliance Insurance & Financial Services (since 2015)
•Shawcor Ltd. (since 2015)

FORMER PUBLIC DIRECTORSHIPS

•Groupe Jean Coutu (PJC), Inc. (2016-2018)
•First Quantum Minerals Ltd. (2012-2015)

ALBERT MANIFOLD

Age 56

Irish

Director Nominee

INDEPENDENT

BIOGRAPHY

Mr. Manifold has been the Group Chief Executive and a director of CRH plc, an international group of diversified building materials businesses supplying the construction industry, since 2014. Mr. Manifold joined CRH in 1998 and advanced to increasingly senior roles, including Finance Director of the Europe Materials Division, Group Development Director, Managing Director of Europe Materials, and Chief Operating Officer (2009 to 2014). Prior to joining CRH, Mr. Manifold was Chief Operating Officer of Allen McGuire & Partners, a private equity group. As a sitting CEO with a background in other senior management roles, Mr. Manifold has acquired extensive leadership experience in competitive industries. In addition, he has significant knowledge of corporate finance, capital markets, strategic planning, and international operations. Mr. Manifold is also a Fellow of the Institute of Certified Public Accountants in Ireland.

EDUCATION

•Institute of Certified Public Accountants in Ireland
•Dublin City University, M.B.S., Strategic International Marketing
•Dublin City University, M.B.A.

SKILLS AND QUALIFICATIONS

•Corporate Finance
•International Operations
•Corporate Accounting
•Mergers & Acquisitions
•CEO Experience
•Capital Markets
•Strategic Planning
•Capital Project Execution

OTHER CURRENT PUBLIC DIRECTORSHIPS

•CRH plc (since 2009)

Back to Contents

BHAVESH (BOB) PATEL

Age 52

American

Director
since 2018

Chairman of the Management Board 2015-2018

BIOGRAPHY

Mr. Patel has served as our Chief Executive Officer since January 2015. From the time he joined the Company in 2010 until his appointment as CEO, he held the roles of Senior Vice President, Olefins and Polyolefins–Americas and Executive Vice President, Olefins and Polyolefins–Europe, Asia, International & Technology, with additional responsibility for all manufacturing operations outside of the Americas and the Company's Polypropylene Compounding business. Taken together with his previous tenure with Chevron Corp. and Chevron Phillips Chemical Company, Mr. Patel has nearly 30 years' experience in the chemicals, plastics, and refining industries, including extensive leadership experience on a global basis. This background gives him a detailed understanding of the Company's industries and operations. Mr. Patel serves as a director of Union Pacific Corporation.

EDUCATION

- The Ohio State University, B.S., Chemical Engineering
- Temple University, M.B.A.

SKILLS AND QUALIFICATIONS

- Industry Experience
- HSE Experience
- CEO Experience
- Corporate Finance
- Corporate Governance
- Public Company Director Experience
- Strategic Planning
- Capital Project Execution
- International Operations
- International Business
- Mergers & Acquisitions

OTHER CURRENT PUBLIC DIRECTORSHIPS

- Union Pacific Corporation (since 2017)

RUDY VAN DER MEER

Age 74

Dutch

Director
since 2010

INDEPENDENT

BIOGRAPHY

Mr. van der Meer's career includes a more than 30-year tenure with AkzoNobel N.V., a multinational paints, coatings, and specialty chemicals producer, where he retired as a senior executive. He has extensive industry experience, including with manufacturing, health, safety, and environmental and operations matters. Mr. van der Meer has served on the boards of several Dutch multinational companies, providing him with a deep understanding of public company governance matters, including those relevant to our incorporation in the Netherlands. He is a Supervisory Director of James Hardie Industries S.E., an industrial fiber cement products and systems manufacturer. He also has served as Chairman of the Supervisory Boards of Coöperatie VGZ U.A., a health insurer, Royal Imtech N.V., a technical services provider, and Energie Beheer Nederland B.V., a natural gas exploration and production company.

EDUCATION

- TU Delft, Chemical Engineering

SKILLS AND QUALIFICATIONS

- Industry Experience
- HSE Experience
- Capital Project Execution
- Mergers & Acquisitions
- Capital Markets
- Public Company Director Experience
- International Operations
- Strategic Planning
- Executive Management
- Corporate Finance
- Corporate Governance

OTHER CURRENT PUBLIC DIRECTORSHIPS

- James Hardie Industries S.E. (since 2007)

FORMER PUBLIC DIRECTORSHIPS

- Royal Imtech N.V. (2005-2013)

Back to Contents

CORPORATE GOVERNANCE

LyondellBasell recognizes the importance of good corporate governance. We constantly strive to enhance and improve our governance in line with U.S. and Dutch best practices. Our Board adopted, and periodically reviews and updates, robust corporate governance policies and practices. Our Corporate Governance Guidelines and our Rules for the Board of Directors are available on our website at *www.LyondellBasell.com* by clicking "Investors," then "Corporate Governance."

DIRECTOR INDEPENDENCE

Our Board annually reviews the independence of its members. In February 2019, the Board affirmatively determined that all 11 of our non-executive Director nominees are independent under the rules of the New York Stock Exchange (the "NYSE").

The Board has adopted categorical standards of independence that meet, and in some instances exceed, the requirements of the NYSE. In order to qualify as independent under our categorical standards, a Director must be determined to have no material relationship with LyondellBasell other than as a Board member. The categorical standards include strict guidelines for non-executive Board members and their immediate families regarding employment or affiliation with LyondellBasell and its independent registered public accounting firm. Our categorical independence standards are included in our Corporate Governance Guidelines.

The Board has determined that there are no relationships or transactions that prohibit any of our non-executive Board nominees from being deemed independent under the categorical standards and that each of our non-executive Directors is independent. In addition to the relationships and transactions that would bar an independence finding under the categorical standards, the Board considered all other known relationships and transactions in making its determination, including those set forth below under "—Other Governance Matters—Related Party Transactions." In determining that no known transactions or relationships affect the independence of any of the non-executive Board members, the Board considered that all of the identified transactions are ordinary course and none of the dollar amounts involved were material to the Company or the relevant counterparty.

BOARD LEADERSHIP STRUCTURE

Our Board is led by its Chairman, Jacques Aigrain, who succeeded to the role in September 2018 after serving as the Board's Vice Chair. The Chairman's responsibilities include leading Board meetings and executive sessions and facilitating information flow and communication among Board members. The Board may from time to time also appoint a Vice Chair, who will provide assistance and support to the Chairman; chair meetings of the Board or shareholders in the event the Chairman is absent or prevented from acting; and perform such other duties as may be delegated by the non-executive members of the Board.

Under Dutch law, only a non-executive director may serve as Chairman of our Board. The separation of the positions of Chairman and Chief Executive Officer that results from this governance structure allows Mr. Aigrain to focus on managing Board matters and allows our CEO, Mr. Patel, to focus on managing our business. Additionally, we believe the separation of these roles contributes to the independence of the Board in its oversight role and in assessing the Chief Executive Officer and management generally.

EXECUTIVE SESSIONS

Executive sessions of our Board take place at every regular Board meeting. During executive sessions, Board members have an opportunity to review and discuss matters such as the performance of the Chief Executive Officer and other members of management and the criteria against which performance is evaluated, including the impact of performance on compensation matters. Mr. Aigrain leads these executive sessions. If he is unavailable, the Vice Chair or, if none is appointed, the non-executive Board member with the longest tenure will preside. If two or more individuals have equal tenure, the eldest of them will chair.

Back to Contents

BOARD EVALUATIONS

Each year our Board and its committees evaluate their own effectiveness by participating in a robust self-assessment process. The Board members respond to survey questions intended to solicit information to be used to improve the effectiveness of the Board and its committees. The key areas covered in this survey include membership; responsibilities; functionality; meetings; strategy; senior management (including succession planning); focus on performance; ensuring financial robustness; building corporate reputation; and matching risk with return. The feedback from the self-evaluation process is then discussed during Board and committee meetings in executive session. In addition, each committee considers whether it is functioning in compliance with its charter and keeping the Board adequately informed. Committees also review their member skill sets and leadership.

In 2017, the Nominating and Governance Committee engaged a consultant to facilitate the evaluation process and solicit feedback on Board, committee, and individual performance. Beginning in late 2017 and continuing into early 2018, the consultant met with each member of the Board individually and reported to the Nominating and Governance Committee and the Board regarding the feedback provided and key takeaways. In 2018, the Board took steps to implement the feedback and adjust the general process and areas of focus for the assessment accordingly. At the end of 2018, the Board approved continuing the robust self-assessment through survey.

DIRECTOR ONBOARDING, TRAINING, AND SITE VISITS

Our Board is committed to understanding its governance responsibilities, evolving best practices, and all aspects of our Company and business. The Company provides an extensive orientation program that enables each new Director joining the Board to become familiar with LyondellBasell and to meet with key members of the Company's management and functional leaders. Mr. Hanley, who joined our Board in the last year, completed our onboarding program and met with the Company's Chief Executive Officer, Chief Financial Officer, Chief Legal Officer, and additional members of the leadership team to discuss our corporate structure, operations, and segments, as well as tax, accounting, compliance, and investor relations matters, among other topics.

All of our Board members are encouraged to participate in industry and governance organizations and seek out training opportunities that will provide them with continuing education on key topics. Our Directors also have regular opportunities to visit the Company's manufacturing and technology centers and meet with site management. In addition, the Board is invited to tour the Company's plants or facilities each year. In 2018, individual members of the Board visited the Company's Houston refinery and Wesseling site, and the Board visited *Hyperzone* plant construction in September 2018.

SHAREHOLDER ENGAGEMENT

We recognize the value of regular and consistent communication with our shareholders and welcome their input on environmental, social, governance, executive compensation, and other matters. We regularly review general governance trends and emerging best practices and invite feedback from our shareholders and other stakeholders, which is brought to our Board and instrumental in its decision-making process. In 2018, we reached out to shareholders to discuss the Company's environmental, social, and governance profile and their questions or concerns on these and other topics. We are committed to remaining proactive in our engagement efforts and shareholder outreach in 2019 and going forward.

COMMUNICATION WITH THE BOARD

Shareholders and other interested parties may communicate with the Board or any individual Board member. Communications should be addressed to our Corporate Secretary at LyondellBasell Industries, 4th Floor, One Vine Street, London W1J 0AH, United Kingdom.

Communications are distributed to the Board or to one or more individual Board members, as appropriate, depending on the facts and circumstances outlined in the communication. Communications such as business solicitations or advertisements; junk mail and mass mailings; new product suggestions; product complaints; product inquiries; and resumes and other forms of job inquiries will not be relayed to the Board. In addition, material that is unduly hostile, threatening, illegal, or similarly unsuitable will be excluded. Any communication that is filtered out is made available to any Board member upon request.

Back to Contents

CEO AND MANAGEMENT SUCCESSION PLANNING

One of the primary responsibilities of the Board is to ensure that we have a high-performing management team in place. On an annual basis, the Board conducts a detailed review of development and succession planning activities to maximize the pool of internal candidates who can assume executive officer positions without undue interruption. The Board reviews CEO and executive succession planning and ensures that executive officer reviews and evaluations are conducted at least annually, by either the Compensation Committee or the Board as a whole. The Board also reviews in-depth assessments of the Company's bench strength, retention, progression, and succession readiness for all other senior level managers.

Talent management, succession planning, and retention have been key recent areas of focus for both the Company and our Chief Human Resources Officer. Our Compensation Committee extensively discussed the Company's Human Resources strategy at its May 2018 meeting, and significant time is devoted to organizational design and succession planning at the Board's annual strategy meeting each year.

BOARD OVERSIGHT OF RISK

While the Company's CEO is responsible for assessing and managing the Company's day-to-day risks and related control systems, the Board has broad oversight of the Company's risk management and risk profile. In this oversight role, the Board is responsible for satisfying itself that the risk management processes designed and implemented by management are functioning and that necessary steps are taken to foster a culture of risk-adjusted decision-making throughout the organization. The Company believes that this division of responsibilities has been effective in achieving sound risk management and that the Board's involvement has ensured effective oversight.

The primary means by which our Board oversees the Company's risk management structure and policies is through regular communication with management. At each Board meeting, executive officers and other members of management are asked to report to the Board and, when appropriate, specific committees. One purpose of these presentations is to provide direct communication between members of the Board and members of management. The presentations provide the Board with the information necessary for a full understanding of the Company's risk profile, including information regarding the Company's specific risk environment, exposures potentially affecting our operations, and the Company's plans to address such risks. In addition to providing general updates on the Company's operational and financial condition, members of management report to the Board about the Company's outlook, forecasts, and any impediments to meeting them or to successfully pursuing the Company's strategies more generally.

In July 2017, members of the Board participated in a workshop with the Company's global head of enterprise risk management and outside consultants. The participants identified the Company's primary risks, matched the risks identified by Directors with those identified by management, and discussed the risk appetite of Directors with respect to the various risks identified. In 2018, building on the 2017 workshop, the Company's enterprise risk management organization conducted interviews with, and distributed written surveys to, Board members requesting their input in identifying and ranking the Company's primary risks. The interviews and surveys were followed by a dynamic and interactive Board workshop led by outside consultants in which the survey results were shared and discussed. The direct line of communication between the Board and members of management facilitated at Board meetings and through these workshops allows the Board to further evaluate and assess the management of the Company's day-to-day risks.

In carrying out its oversight responsibility, the Board has delegated to individual Board committees certain elements of its oversight function:

The Audit Committee oversees the integrity of the Company's financial statements; the qualifications, performance, and independence of our independent accountants; the performance of the Company's internal audit function and compliance program; the Company's monitoring, control, and reporting of significant corporate risk exposure; and our system of disclosure and internal controls.

The Compensation Committee oversees the Company's compensation programs; evaluates whether our compensation programs and practices create excessive risk; and determines whether any changes to those programs or practices are warranted.

The Nominating and Governance Committee reviews the Company's corporate governance practices and develops, reviews, and recommends corporate governance guidelines and policies.

The Health, Safety, Environmental, and Operations ("HSE&O") Committee reviews and monitors compliance with health, safety, and environmental matters; provides oversight of the Company's technology and the execution of large capital projects and turnarounds; discusses the Company's HSE and Operational Excellence programs and safety and environmental incidents and statistics; and plans initiatives to continuously improve health, safety, environmental, and operational results.

The Finance Committee oversees strategic transactions, including those that may impact our capital position; reviews our tax strategy and planning; and reviews our capital structure, capital allocation, dividend policy, share repurchase programs, debt profile, and hedging strategies.

The Company has an enterprise risk management function, with a group of employees dedicated to enterprise-wide risk management activities. The CEO is responsible for overseeing these risk management programs, including assessing risk tolerances, evaluating whether such tolerances are aligned with the Company's strategic goals, and defining our overall risk profile. The CEO has delegated to an internal Risk Management Committee the authority to review and approve transactions that are in furtherance of the Company's approved strategies.

Back to Contents

In addition to the CEO, the standing members of the Risk Management Committee include the Chief Financial Officer and the Chief Legal Officer. Through a variety of policies and procedures, senior management and their reports are required to identify, monitor, mitigate, and report on risks and to submit risk management plans from each business segment.

The results of the risk management processes and updates on material risks are reported to the Board and its committees on a regular basis. In addition, the Audit Committee is responsible for ensuring that an effective risk assessment process is in place, and reports are made to the Audit Committee in accordance with NYSE requirements.

BOARD AND COMMITTEE INFORMATION

The Board held four regularly scheduled meetings, five special meetings, and two information sessions in 2018. Our Compensation Committee, Nominating and Governance Committee, and HSE&O Committee meet in connection with each regularly scheduled Board meeting (other than the Board’s strategy session held in July) and hold additional meetings as needed, while other committees meet independently as the matters under their respective responsibilities require. In 2018, all of the Directors other than Mr. van Der Meer attended at least 75% of the meetings of the Board and of each committee of which they were a member. Mr. van Der Meer was unable to attend meetings from May through September due to health issues. Although the Company does not maintain a policy regarding Board members’ attendance at its annual general meetings of shareholders, our Chairman attends and chairs the Company’s annual general meeting each year.

The table below provides membership and meeting information for each of the Board’s committees as of the date of this proxy statement.

Name	**Audit**	**Compensation**	**Nominating & Governance**	**HSE&O**	**Finance**	**Executive**
Jacques Aigrain						
Lincoln Benet						
Jagjeet Bindra						
Robin Buchanan						
Stephen Cooper						
Nance Dicciani						
Claire Farley						
Isabella Goren						
Michael Hanley						
Albert Manifold[1]						
Bob Patel						
Bruce Smith[2]						
Rudy van der Meer						
2018 MEETINGS	**7**	**3[3]**	**3[3]**	**4[3]**	**9[3]**	**1[4]**

Chair Member

(1) If elected to the Board, Mr. Manifold will be appointed to the Audit Committee and Finance Committee effective as of the date of the Annual Meeting.
(2) Mr. Smith is not standing for re-election to the Board at the Annual Meeting as he has reached the mandatory retirement age.
(3) The Board, Compensation Committee, Finance Committee, HSE&O Committee, and Nominating and Governance Committee each also met in person in September 2018 for an information session and held informal telephone calls throughout the year.
(4) Members of the Executive Committee also held informal calls throughout the year and between meetings to discuss coordination among the Board and its committees.

Each of our committees has a written charter, approved by the Board. The charters can be found on our website at *www.LyondellBasell.com* by clicking on "Investors," then "Corporate Governance," then "Board of Directors."

Back to Contents

Audit Committee

Members: Jeet Bindra, Bella Goren, Michael Hanley (Chair), Bruce Smith

Independence: All Members

The Audit Committee is responsible for overseeing all matters relating to our financial statements and reporting; internal audit function and independent auditors; and our compliance function. Listed below are the general responsibilities of the Audit Committee.

Independent Auditor – Engage external auditor and approve compensation; review independence and establish policies relating to the hiring of auditor employees; and pre-approve audit services;
Internal Audit – Review plans, staffing, and activities of the internal audit function and its effectiveness;
Financial Statements – Review financial statements and earnings releases; discuss and review accounting policies and practices and external auditor reviews; and discuss and review the effectiveness of internal controls; and
Compliance – Review plans, staffing, and activities of the Company's compliance function; establish and review procedures for complaints, including anonymous complaints regarding accounting, controls, and auditing; and review the Company's Code of Conduct and system for monitoring compliance therewith.

Our Board has determined that all Audit Committee members are independent under the NYSE listing standards, our categorical independence standards, and the heightened independence requirements applicable to audit committee members under the rules of the U.S. Securities and Exchange Commission (the "SEC"). Our Board has also determined that all Audit Committee members are financially literate in accordance with the NYSE listing standards and that Mr. Smith, Mr. Hanley and Ms. Goren qualify as audit committee financial experts under SEC rules. In addition, our Board has considered Mr. Hanley's concurrent service on the audit committees of three additional public companies at the time of his appointment and has determined that such simultaneous service does not impair his ability to effectively serve as a member and Chair of our Audit Committee.

Compensation Committee

Members: Robin Buchanan, Nance Dicciani (Chair), Claire Farley, Bella Goren

Independence: All Members

The Compensation Committee is responsible for overseeing our executive compensation programs and developing the Company's compensation philosophy.

In fulfilling its responsibility for the oversight of compensation matters, the Compensation Committee may delegate authority for day-to-day administration and interpretation of the Company's compensation plans to Company employees, including responsibility for the selection of participants, determination of award levels within plan parameters, and approval of award documents. The Compensation Committee may not, however, delegate authority for matters affecting the compensation and benefits of the Company's executive officers. The Compensation Committee's responsibilities include the following:

Executive Compensation – Approve the compensation and benefits of executive officers; review executive compensation practices to ensure consistency with corporate objectives; review and approve goals and objectives of CEO compensation and evaluate CEO performance; and make recommendations to the Board regarding executive officers' compensation; and

Company Compensation Benefits – Review the Company's compensation philosophy, programs, and practices; review and approve pension and benefit arrangements as well as funding of pension and benefit plans; and make recommendations to the Board on these subjects.

Our Board has determined that all Compensation Committee members are independent under the NYSE listing standards, our categorical independence standards, and other independence requirements applicable to compensation committee members under NYSE rules.

Compensation Committee Interlocks and Insider Participation – No member of the Compensation Committee serves or has served as an officer or employee of the Company or any of our subsidiaries and, during 2018, no executive officer served on the compensation committee or board of any entity that employed any member of our Compensation Committee or Board.

For additional information on the Compensation Committee, including information regarding compensation consultants engaged during 2018, see the "Compensation Discussion and Analysis" beginning on page 32.

Nominating and Governance Committee

Members: Jacques Aigrain, Lincoln Benet, Robin Buchanan, Claire Farley (Chair), Rudy van der Meer

Independence: All Members

The Nominating and Governance Committee is primarily responsible for identifying nominees for election to the Board and overseeing matters regarding corporate governance.

Back to Contents

To fulfill those duties, the Nominating and Governance Committee has the responsibilities summarized below:

Administrative – Coordinate evaluations by committees and the full Board;
Directors and Director Nominees – Identify and recommend candidates for membership on the Board and recommend committee memberships;
Compensation – Evaluate and recommend director compensation; and
Corporate Governance – Review the Company's governance profile and make necessary recommendations; review and propose modifications to the Company's governance documents and policies; and review and comment on shareholder proposals.

Health, Safety, Environmental and Operations Committee

Members: Jeet Bindra (Chair), Steve Cooper, Michael Hanley, Rudy van der Meer

Independence: All Members

The HSE&O Committee assists the Board in its oversight responsibilities by assessing the effectiveness of health, safety, and environmental programs and initiatives that support Company policies. The HSE&O Committee also reviews the Company's material technologies and the risks relating to its technology portfolio, the physical security of the Company's assets, and the Company's performance in executing large capital projects and turnarounds.

The specific responsibilities of the HSE&O Committee are summarized below:

Administrative – Review the status of the Company's health, safety, and environmental policies and performance, including processes to ensure compliance with applicable laws and regulations;
HSE Performance – Review and monitor the Company's health, safety, and environmental performance results; provide oversight of the Company's programs, initiatives, and activities in the areas of technology and sustainability; review with management environment, health, safety, product stewardship, and other sustainability issues that can have a material impact on the Company; and review the status of related policies, programs, and practices;
Audit – Review and approve the scope of the Company's health, safety, and environmental audit program and regularly monitor program results and review and approve the annual budget for the health, safety, and environmental audit program; and
Operational Performance – Assess the Company's operational performance; review the scope of the Company's operational excellence auditor program and monitor program results; and review and monitor the Company's progress on and results for major capital projects.

Finance Committee

Members: Lincoln Benet (Chair), Nance Dicciani, Bruce Smith

Independence: All Members

The Finance Committee is responsible for monitoring and assessing such matters as the Company's capital structure and allocation, debt portfolio, and derivative strategies. In fulfilling its duties, the Finance Committee has the responsibilities summarized below:

Strategy – Review analyses and provide guidance and advice regarding acquisitions and divestments and discuss and review the Company's tax strategies, planning, and related structures;
Capital – Review the Company's capital structure and capital allocation, including organic and inorganic investments; review and discuss the Company's dividend policy; and review and discuss share repurchase activities and plans; and
Securities and Financing – Review and discuss the Company's debt portfolio, credit facilities, and compliance with financial covenants; commodity, interest rate, and currency derivative strategies; and proposed securities offerings.

Executive Committee

Members: Jacques Aigrain (Chair), Lincoln Benet, Jeet Bindra, Nance Dicciani, Claire Farley, Michael Hanley

Independence: All Members

The Executive Committee consists of the chairs of each of the other Board committees. The role of the Executive Committee is to facilitate and improve communication and coordination among members of the Board and its committees. It does so by, among other things, collaborating on agenda setting and discussing ad-hoc issues.

Back to Contents

OTHER GOVERNANCE MATTERS

Retirement Policy and Term Limits

Our Corporate Governance Guidelines and Rules for the Board of Directors provide that Directors will not be re-nominated for election to the Board after they reach the age of 75. While the Board does not believe there is a specific age after which directors should no longer serve on boards, it does believe mandatory retirement ages are useful for promoting board refreshment.

The Board has not adopted term limits for its membership. The Nominating and Governance Committee and the full Board regularly discuss board succession and refreshment and strive to maintain a balance of Directors with varying lengths of service and ages. While the Board recognizes that term limits could assist in this regard, they may have the unintended consequence of forcing the Board and the Company to lose the contribution of directors who over time have developed increased judgment, knowledge, and valuable insight into the Company and its operations. The Board believes that the mandatory retirement age and an annual evaluation process for deciding whether to re-nominate individuals for election are currently more effective means of ensuring board refreshment and renewal, while also allowing for continuity of service.

Share Ownership Guidelines

Members of our Board are subject to Share Ownership Guidelines. Under the Share Ownership Guidelines, non-executive Board members are prohibited from selling any shares of the Company until they own shares that are valued at no less than six times their annual cash retainer for Board service, or $690,000 for all directors other than our Chairman, whose ownership requirement is $1,950,000. Once a Board member has reached his or her required ownership level, he or she may not sell shares that would bring ownership below the threshold level.

Prohibition on Hedging and Pledging Shares

Pursuant to our Policy Prohibiting Insider Trading, members of the Board and certain related individuals and entities are prohibited from purchasing, selling, or writing options on the Company’s shares, engaging in short sales, or otherwise engaging in transactions that result in a hedge against any decrease in our share price. They are also prohibited from pledging their shares as collateral for personal loans or other obligations, including holding shares in a brokerage margin account.

Dutch Corporate Governance Code

As a Dutch incorporated entity, we are subject to the Dutch Corporate Governance Code. The Code, most recently amended in 2016 and a copy of which can be found at *www.commissiecorporategovernance.nl*, is a statement of principles and best practices for Dutch companies with an emphasis on integrity, transparency, and accountability as the primary means of achieving good governance. The Code's compliance principle is "comply-or-explain," which permits a Dutch company to apply the best practices outlined in the Code or explain why the company has chosen to apply different practices.

The principles and practices prescribed by the Code are largely consistent with NYSE and SEC requirements and best practices for U.S. companies. In our Dutch Annual Report, which accompanies our 2018 Dutch Annual Accounts and can be found on our website at *www.LyondellBasell.com* by clicking "Investors," then "Company Reports," we disclose those instances where we have chosen to apply practices that differ from the Code. In general, these instances arise from our decision to apply practices that are more common or appropriate for NYSE traded companies than those called for by the Code. For example, although the Board's categorical standards for director independence incorporate the standards of both the Code and the NYSE as far as practicable, our Board has chosen to apply the standards of the NYSE where the two conflict, including with respect to the independence classification of directors nominated by Access Industries, a greater than 10% shareholder. Our Board believes that application of the NYSE independence standards is more appropriate for LyondellBasell, which is listed only on the NYSE and not on any exchange in the Netherlands. Our Board further believes that the service of Access nominees on the Company's key independent committees provides those committees with shareholder perspective and the significant skills, experience and qualifications of these directors, to the benefit of the Board, the Company, and our stakeholders more generally.

Related Party Transactions

We have adopted a Related Party Transaction Approval Policy, which requires the disinterested members of the Audit Committee to review and approve certain transactions that we may enter into with related parties, including members of the Board, executive officers, and certain shareholders. The policy applies to any transaction:

Back to Contents

in the ordinary course of business with an aggregate value of $25 million or more;
not in the ordinary course of business, regardless of value; or
with a value of $120,000 or more and in which an executive officer or non-executive Director has a direct or indirect material interest.

The disinterested members of the Audit Committee determine the fairness of any related party transaction to the Company by considering whether the terms of the transaction are no less favorable than those which could be obtained from non-related parties. The following is a description of related party transactions in existence since the beginning of fiscal year 2018.

ACCESS INDUSTRIES

In 2010, we entered into certain agreements with affiliates of Access Industries, including a registration rights agreement, which obligates us to register and bear the costs for the resale of equity securities owned by Access Industries or its affiliates, and a nomination agreement. Pursuant to the nomination agreement, Access Industries has the right to nominate individuals for appointment to the Board if certain ownership thresholds are met. Access Industries currently owns more than 18% of our outstanding shares and has nominated Messrs. Benet, Buchanan, and Cooper pursuant to the agreement. The Company entered into these agreements with Access Industries before it became publicly traded and the Related Party Transaction Approval Policy was adopted. Amendments to the nomination agreement are approved by disinterested Board members.

ANADARKO PETROLEUM CORPORATION

On an ongoing basis and in the ordinary course of business, the Company makes spot purchases of natural gas and natural gas liquids, which are raw materials used to manufacture the Company's products, from Anadarko Petroleum Corporation. Robert Gwin, the previous Chairman of our Board, is President of Anadarko Petroleum, and Claire Farley, a current Director, is a member of Anadarko's board of directors. In July 2014, the Audit Committee approved the Company making spot purchases from Anadarko as it deems appropriate, noting that those transactions were on terms no less favorable than those which could be obtained from non-related parties. The Company purchased approximately $74 million of natural gas and natural gas liquids from a subsidiary of Anadarko Petroleum in 2018.

CALPINE CORPORATION

In March 2018, a group of investors including Access Industries completed the acquisition of Calpine Corporation, the owner and operator of power plants across the United States and Canada and a supplier of power and steam to the Company's Houston refinery. Once the acquisition was completed, the Audit Committee approved the continuation of the Company's contractual relationship with Calpine on existing terms. The terms of the contracts were negotiated before the relationship with Calpine arose and were determined to be fair to the Company and more advantageous than those offered by other parties. In October 2018, the Audit Committee approved the renegotiation and extension of the Company's contracts with Calpine through 2036, on substantially the same terms and conditions. The Company purchased approximately $76 million of power, steam, and water from Calpine and sold approximately $15 million of excess gas and raw water to Calpine in 2018.

Although not related party transactions under SEC rules, the Board was also made aware of, and considered the fairness of, certain transactions and relationships between the Company and our Directors as described below. These transactions were also considered in evaluating the independence of the non-executive members of our Board and the outside commitments of our executive director, Mr. Patel.

Access: Mr. Benet is CEO of Access Industries; Mr. Buchanan is an adviser to Access Industries and Non-Executive Chairman of its Advisory Board, which advises on portfolio strategy; and Mr. Cooper is CEO of Warner Music, a subsidiary of Access Industries.
Bindra: The Company licenses certain technology and engineering services to HPCL-Mittal Energy Limited, where Mr. Bindra is a director.
Buchanan: The Company has engaged Bain & Company, where Mr. Buchanan was previously a partner and continues in a limited and unrelated advisory role, for certain strategic planning and transaction advisory services.
Dicciani: The Company purchased certain La Porte, Texas assets from Linde plc, where Ms. Dicciani is a director. The Company also purchases industrial gases from, and sells crude hydrogen to, Linde, and Linde provides technical services to certain company sites in Europe which license its technology. The Company sells temporary chemical diverters for well completion to Halliburton, where Ms. Dicciani is a director.
Farley: The Company purchases measurement products from TechnipFMC, where Ms. Farley is a director.
Hanley: The Company sells polypropylene to Shawcor Ltd., where Mr. Hanley is a director.
Goren: The Company purchases employee medical insurance from MassMutual Asia, an affiliate of MassMutual Financial Group, where Ms. Goren is a director.
Patel: Union Pacific Corporation, where Mr. Patel serves as a director, provides transportation services to the Company.

Indemnification

We indemnify members of our Board to the fullest extent permitted by law so they will be free from undue concern about personal liability in connection with their service to the Company. Our Articles of Association establish this indemnification right, and we have also entered into agreements with each of our non-executive Board members and certain of our executive officers contractually obligating us to indemnify them.

Back to Contents

DIRECTOR COMPENSATION

Our non-executive Directors receive cash compensation and equity compensation, in the form of restricted stock units (“RSUs”), for their service on the Board and its committees. Members of the Board have the option to elect to receive all or a portion of the cash component of their compensation in Company shares. Our Nominating and Governance Committee reviews director compensation, in consultation with Pearl Meyer & Partners, LLC (“Pearl Meyer”), the Company’s independent compensation consultant, on an annual basis and recommends any changes in compensation determined advisable given peer practices.

In 2018, in connection with the election of Mr. Aigrain as Vice Chair and subsequently as Chairman, the Nominating and Governance Committee sought the advice of Pearl Meyer regarding compensation for service in those roles. In recognition of the significant expansion of Chairman duties (including in support of the Company’s strategic growth initiatives) and the time commitment required for the role, the Committee recommended, and the Board approved, an increase in the annual retainer for our Chairman from $525,000 to $650,000, split equally between cash and RSUs. Apart from that increase, the Board approved the continuation of the existing director compensation policy, as further described below.

Compensation		
Board Retainer	Cash	$115,000 ($325,000 for Chairman)
	RSUs	Valued at $170,000 ($325,000 for Chairman)
Committee Retainers	Members	$10,000 ($15,000 for Audit Committee)
	Chairs	$20,000 ($27,500 for Audit and Compensation Committee Chairs)

In addition to the retainers shown above, we provide members of the Board with a cash payment of $5,000 for each intercontinental trip taken in performing board service, in recognition of the time and effort such travel requires.

DIRECTOR COMPENSATION IN 2018

Name	**Fees Earned or Paid in Cash ($)(5)**	**Stock Awards ($)(6)**	**All Other Compensation ($)(7)**	**Total ($)**
Robert Gwin(1)	196,151	310,012	22,027	528,190
Jacques Aigrain(2)	277,274	325,167	10,000	612,441
Lincoln Benet	145,000	170,086	5,000	320,086
Jagjeet Bindra	150,000	170,086	27,027	347,113
Robin Buchanan	135,000	170,086	5,000	310,086
Stephen Cooper	–	312,253	2,227	314,480
Nance Dicciani	–	318,449	2,027	320,476
Claire Farley	150,000	170,086	17,027	337,113

Isabella Goren	140,000	170,086	27,027	337,113
Michael Hanley(3)	6,619	90,940	–	97,559
Bruce Smith(4)	–	333,635	2,027	335,663
Rudy van der Meer	135,000	170,086	4,214	309,300

(1) Mr. Gwin retired from the Board on November 30, 2018.

(2) Mr. Aigrain was appointed as Vice Chair of the Board effective as of June 1, 2018 and as Chairman of the Board effective as of September 24, 2018. The Board determined that the additional compensation received for his service as Chairman would be paid retroactive to June 1, 2018, the day that he assumed the role of Vice Chair.

(3) Mr. Hanley was appointed to the Board on November 30, 2018.

(4) Mr. Smith is not standing for re-election to the Board at the Annual Meeting as he has reached the mandatory retirement age.

(5) Includes retainers for services earned or paid through December 31, 2018. Mr. Cooper, Ms. Dicciani, Mr. Hanley, and Mr. Smith each elected to receive all or a portion of the cash component of their 2018 compensation in the form of shares of our common stock.

Back to Contents

(6) Represents annual grants of RSUs for all Directors and shares of stock issued in lieu of cash compensation for Mr. Cooper, Ms. Dicciani, Mr. Hanley, and Mr. Smith.

The annual grants of RSUs are made in conjunction with the Board's regularly scheduled meeting in May of each year. The terms of the RSUs provide for vesting one year from the date of grant and for cash dividend equivalent payments when dividends are paid on the Company's shares. In 2018, the annual grant for each director, other than Messrs. Gwin, Aigrain, and Hanley, was 1,517. Mr. Gwin received 2,765 units. Mr. Aigrain received a grant of 1,517 RSUs in May and an additional grant of 1,662 RSUs in November, representing additional compensation for his role as Vice Chair and Chairman from June 1, 2018. Mr. Hanley received a pro rata grant of 914 units at the time of his appointment to the Board on November 30, 2018. These awards are the only stock awards outstanding at 2018 fiscal year-end for the non-executive Board members. In accordance with FASB Topic ASC 718, Compensation – Stock Compensation ("ASC 718"), the grant date fair value of the awards is the number of units granted times the fair market value of our shares on that date. See Note 17 to the Consolidated Financial Statements included in our Form 10-K for the year ended December 31, 2018 for a description accounting for equity-based compensation.

The shares received in lieu of cash compensation are issued at the same time quarterly cash payments for retainers and travel fees are otherwise made. The number of shares issued is based on the average of the closing price of the Company's shares over the quarter in which the compensation was earned. The shares issued in lieu of cash compensation in 2018 were as follows: Mr. Cooper – 1,439 shares, Ms. Dicciani – 1,507 shares, Mr. Hanley – 68 shares (50% share election), and Mr. Smith – 1,657 shares.

(7) Includes $5,000 for each intercontinental trip taken for work performed for the Company, other than for Mr. Cooper, Ms. Dicciani, and Mr. Smith, each of whom received shares as compensation for their travel fees. Also includes benefits in kind related to tax preparation and advice related to the Board members' UK and Dutch tax returns and payments. The Company provides these services, through a third party, to members of our Board because of our unique incorporation and tax domicile situation.

Back to Contents

SECURITIES OWNERSHIP

SIGNIFICANT SHAREHOLDERS

The table below shows information for shareholders known to us to beneficially own more than 5% of our shares.

	Shares Beneficially Owned	
Name and Address	Number	**Percentage(1)**
Certain affiliates of Access Industries, LLC(2) 730 Fifth Ave., 20th Floor, New York, NY 10019	76,693,367	[ ]%
The Vanguard Group(3) 100 Vanguard Blvd., Malvern, PA 19355	24,805,145	[ ]%
BlackRock, Inc.(4) 55 East 52nd Street, New York, NY 10055	22,575,050	[ ]%
Capital World Investors(5) 333 South Hope Street, Los Angeles, CA 90071	20,068,059	[ ]%

(1) All percentages are based on [ ] shares outstanding as of April [ ], 2019.

(2) Information is based on a Schedule 13D/A filed with the SEC on November 14, 2018. Access Industries is a privately-held U.S. industrial group which controls directly or indirectly AI International Chemicals S.à r.l. and certain other entities that are recordholders of our outstanding shares (collectively, the "Access Recordholders"). Len Blavatnik controls Access Industries and may be deemed to beneficially own the shares held by one or more of the Access Recordholders. Access Industries and each of its affiliated entities and the officers, partners, members, and managers thereof (including, without limitation, Mr. Blavatnik), other than the applicable Access Recordholder, disclaim beneficial ownership of any shares owned by the Access Recordholders.

(3) Information is based on a Schedule 13G/A filed with the SEC on February 12, 2019 by The Vanguard Group reporting beneficial ownership of the Company's stock as of December 31, 2018, on behalf of its direct and indirect subsidiaries including Vanguard Fiduciary Trust Company and Vanguard Investments Australia, Ltd. The shareholder reports sole voting power with respect to 380,216 shares and sole dispositive power with respect to 24,352,626 shares.

(4) Information is based on a Schedule 13G filed with the SEC on February 6, 2019 by BlackRock, Inc. reporting beneficial ownership of the Company's stock as of December 31, 2018, on behalf of its direct and indirect subsidiaries including BlackRock Life Limited, BlackRock International Limited, BlackRock Advisors, LLC, BlackRock (Netherlands) B.V., BlackRock Institutional Trust Company, National Association, BlackRock Asset Management Ireland Limited, BlackRock Financial Management, Inc., iShares (DE) I Investmentaktiengesellschaft mit Teilgesellsc, BlackRock Japan Co., Ltd., BlackRock Asset Management Schweiz AG, BlackRock Investment Management, LLC, FutureAdvisor, Inc., BlackRock Investment Management (UK) Limited, BlackRock Asset Management Canada Limited, BlackRock Asset Management Deutschland AG, BlackRock (Luxembourg) S.A., BlackRock Investment Management (Australia) Limited, BlackRock Advisors (UK) Limited, BlackRock Fund Advisors, BlackRock Asset Management North Asia Limited, BlackRock (Singapore) Limited, and BlackRock Fund Managers Ltd. The shareholder reports sole voting power with respect to 19,706,802 shares and sole dispositive power with respect to 22,575,050 shares.

(5) Information is based on a Schedule 13G filed with the SEC on February 14, 2019 by Capital World Investors reporting beneficial ownership of the Company's stock as of December 31, 2018. The shareholder reports sole

voting power and sole dispositive power with respect to 20,068,059 shares.

Back to Contents

BENEFICIAL OWNERSHIP

Information relating to the beneficial ownership of our shares by each Director, Director nominee, and executive officer named in the Summary Compensation Table is included below, as is information with respect to all of these individuals and all other executive officers of the Company, as a group. Shares are considered to be beneficially owned by a person if he or she, directly or indirectly, has sole or shared voting or investment power with respect to such shares. In addition, a person is deemed to beneficially own shares if that person has the right to acquire such shares within 60 days of March 15, 2019. The individuals set forth in the table below, individually and in the aggregate, beneficially own less than 1% of our outstanding shares as of March 15, 2019.

Name	Number of Shares	**RSUs**[(1)]	Stock Options Exercisable Within 60 days
Jacques Aigrain	7,823	–	–
Lincoln Benet	3,029	–	–
Jagjeet Bindra[(2)]	14,876	–	–
Robin Buchanan	39,922	–	–
Stephen Cooper	24,436	–	–
Nance Dicciani	14,923	–	–
Claire Farley	8,406	–	–
Isabella Goren	6,957	–	–
Michael Hanley	68	–	–
Albert Manifold	–	–	–
Bob Patel[(3)]	201,140	–	476,631
Bruce Smith	29,687	–	–
Rudy van der Meer	14,359	–	–
Thomas Aebischer	20,174	–	80,215
Daniel Coombs	12,625	–	44,826
Jeffrey Kaplan	18,646	–	37,552
James Guilfoyle	9,208	–	20,935
ALL DIRECTORS, NOMINEES, AND EXECUTIVE OFFICERS AS A GROUP (22 PERSONS)	458,031	–	701,505

(1) Represents units (each equivalent to a share of LyondellBasell stock) that will vest within 60 days.

(2) Includes 9,200 shares owned by the Bindra Family Revocable Trust. Mr. Bindra disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

(3) Includes 130,618 shares held in a family trust. Mr. Patel disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our Directors, executive officers, and persons who own more than 10% of our common shares to file initial reports of ownership and reports of changes in ownership of common shares

(Forms 3, 4, and 5) with the SEC and the NYSE. Reporting persons are required by SEC regulation to furnish us with copies of all such forms that they file.

Based on a review of the reports filed, information of the Company, and written representations from reporting persons, we believe that during the fiscal year ended December 31, 2018, all of our Directors and executive officers timely filed all reports they were required to file under Section 16(a).

Back to Contents

ITEM 2 DISCHARGE OF EXECUTIVE DIRECTOR AND MEMBERS OF THE (PRIOR) MANAGEMENT BOARD FROM LIABILITY

The Board recommends that you vote FOR the discharge of our executive Director and the members of the (prior) Management Board from liability for 2018.

From its incorporation in 2010 until the amendment of our Articles of Association in June 2018, LyondellBasell was managed under a dual board structure, consisting of a Supervisory Board and a Management Board. Members of the Management Board were executive officers of LyondellBasell responsible for the day-to-day management of the Company, including Bob Patel, Thomas Aebischer, Dan Coombs, Jeff Kaplan, and Jim Guilfoyle. Members of the Supervisory Board were non-executives responsible for supervising the Management Board and the overall course of the Company's business and strategy. On June 1, 2018, our Company transitioned to a unitary board structure under which it is managed by a single Board of Directors consisting of non-executive Directors and one executive Director, our Chief Executive Officer, Mr. Patel. Mr. Patel is responsible for managing the day-to-day affairs of the Company and many of the responsibilities previously assigned to the Management Board, and our non-executive Directors supervise the performance of Mr. Patel and management and the general course of affairs of the Company.

Under Dutch law, at the 2019 Annual General Meeting of Shareholders (the "Annual Meeting"), shareholders may discharge the executive Director and members of the (prior) Management Board from liability to the Company in connection with the exercise of their duties during the fiscal year concerned. The discharge does not affect any potential liability under the laws of The Netherlands relating to liability upon bankruptcy and does not extend to matters that have not been disclosed to shareholders. It is proposed that shareholders resolve to discharge the executive Director and the members of the Management Board in office in 2018 from liability in connection with the exercise of their management duties during 2018.

ITEM 3 DISCHARGE OF NON-EXECUTIVE DIRECTORS AND MEMBERS OF THE (PRIOR) SUPERVISORY BOARD FROM LIABILITY

The Board recommends that you vote FOR the discharge of our non-executive Directors and the members of the (prior) Supervisory Board from liability for 2018.

Under Dutch law, at the Annual Meeting, shareholders may also discharge the non-executive Directors and the members of the (prior) Supervisory Board from liability to the Company in connection with the exercise of their duties during the fiscal year concerned. The discharge does not affect any potential liability under the laws of The Netherlands relating to liability upon bankruptcy and does not extend to matters that have not been disclosed to shareholders. It is proposed that shareholders resolve to discharge the non-executive Directors and members of the Supervisory Board in office in 2018 from liability in connection with the exercise of their duties during 2018.

Back to Contents

ITEM 4 ADOPTION OF DUTCH STATUTORY ANNUAL ACCOUNTS

The Board recommends that you vote FOR the adoption of our 2018 Dutch Statutory Annual Accounts.

At the Annual Meeting, you will be asked to adopt our Dutch statutory annual accounts for the year ended December 31, 2018 (the "Annual Accounts"), as required under Dutch law and our Articles of Association. Our Annual Accounts are prepared in accordance with international financial reporting standards ("IFRS") and Dutch law. A copy of the Annual Accounts can be accessed through our website at *www.LyondellBasell.com* by clicking "Investors," then "Company Reports," and may be obtained free of charge by request to LyondellBasell Industries, 4th Floor, One Vine Street, London W1J 0AH, United Kingdom, Attention: Corporate Secretary.

ITEM 5 APPOINTMENT OF PRICEWATERHOUSECOOPERS ACCOUNTANTS N.V. AS THE AUDITOR OF OUR DUTCH STATUTORY ANNUAL ACCOUNTS

The Board recommends that you vote FOR the appointment of PricewaterhouseCoopers Accountants N.V. ("PwC N.V.") as the auditor of our 2019 Dutch statutory annual accounts.

The Board has selected PwC N.V. to serve as the auditor of our Dutch statutory annual accounts to be prepared in accordance with IFRS for the year ending December 31, 2019, and, in accordance with our Articles of Association, we are requesting that shareholders appoint PwC N.V. as auditor of such annual accounts. PwC N.V. has acted as the auditor of our Dutch statutory annual accounts since 2010. Representatives of PwC N.V. will be present at the Annual Meeting and will have the opportunity to make a statement if they desire to do so.

Back to Contents

ITEM 6 RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board recommends that you vote FOR the ratification of PricewaterhouseCoopers LLP (“PwC”) as our independent registered public accounting firm for 2019.

The Board has selected PwC to serve as our independent registered public accounting firm for the year ending December 31, 2019. PwC has acted as our independent registered public accounting firm since 2010.

Although shareholder ratification of the selection of PwC is not required, our Board is submitting the selection to shareholders for ratification because we value our shareholders’ views on the Company’s auditors. If our shareholders fail to ratify the selection of PwC, it will be considered as notice to the Board and Audit Committee to consider the selection of a different firm. Even if the selection is ratified, the Audit Committee, in its discretion, may recommend that the Board select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interest of the Company and its stakeholders.

PROFESSIONAL SERVICES FEE INFORMATION

Fees for professional services provided by PwC in each of the last two fiscal years, in each of the following categories, were as follows:

(in millions)	**2018**	**2017**
Audit Fees	$9.3	$9.1
Audit-Related Fees	0.6	0.6
Tax Fees	1.2	0.2
All Other Fees	–	–
TOTAL	$11.1	$9.9

Audit fees consist of the aggregate fees and expenses billed or expected to be billed for professional services rendered by PwC for the audit of our consolidated financial statements, the review of financial statements included in our Quarterly Reports on Form 10-Q and services that are normally provided by an independent auditor in connection with statutory and regulatory filings or engagements, including comfort letters, statutory audits, attest services, and consents.

Audit-related fees consist of the aggregate fees billed for assurance and related services by PwC that are reasonably related to the performance of its audit or review of the Company’s financial statements and are not reported as audit fees herein. This category includes fees related to audits of benefit plans; agreed-upon or expanded audit procedures relating to accounting records required to respond to or comply with financial, accounting, or regulatory reporting requirements; and consultations as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by regulatory or standard-setting bodies.

Tax fees consist of international tax compliance and corporate tax consulting.

The Audit Committee has adopted procedures for the approval of PwC’s services and related fees. Each year, all audit and audit-related services, tax services, and other services for the upcoming fiscal year are provided to the Audit Committee for approval. The services, which may be provided in the upcoming twelve-month period, are grouped into significant categories substantially in the format shown above.

The Audit Committee is updated on the status of all PwC services and related fees on a periodic basis or more frequently as matters warrant. In 2018 and 2017, the Audit Committee pre-approved all audit, audit-related, tax and other services performed by PwC.

As set forth in the Audit Committee Report below, the Audit Committee has considered whether the provision of non-audit services by PwC is compatible with maintaining auditor independence and has determined in the affirmative with respect to the services provided in 2018.

Back to Contents

AUDIT COMMITTEE REPORT

The role of the Audit Committee is, among other things, to oversee the Company's financial reporting process on behalf of the Board, to recommend to the Board whether the Company's financial statements should be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (the "Annual Report"), and to select the Company's independent auditor for ratification by shareholders. Company management is responsible for the Company's financial statements as well as for its financial reporting process, accounting principles, and internal controls. The Company's independent auditor is responsible for performing an audit of the Company's financial statements and expressing an opinion as to the conformity of such financial statements with accounting principles generally accepted in the United States.

The Audit Committee has reviewed and discussed the Company's audited financial statements as of and for the year ended December 31, 2018 with management and PwC, the Company's independent registered public accounting firm for the fiscal year ended December 31, 2018, and has taken the following steps in making its recommendation that the Company's financial statements be included in the Annual Report:

First, the Audit Committee discussed with PwC those matters required to be discussed by Public Company Accounting Oversight Board (United States) Auditing Standard 1301 Communications with Audit Committees, including information regarding the scope and results of the audit. These communications and discussions are intended to assist the Audit Committee in overseeing the financial reporting and disclosure process.

Second, the Audit Committee discussed with PwC its independence and received from PwC a letter concerning independence as required under applicable independence standards for auditors of public companies. This discussion and disclosure helped the Audit Committee in evaluating such independence. The Audit Committee also considered whether, and concluded that, PwC's provision of other non-audit services to the Company is compatible with the auditor's independence.

Third, the Audit Committee met periodically with members of management, the Company's internal auditors, and PwC to review and discuss internal control over financial reporting. Further, the Audit Committee reviewed and discussed management's report on internal control over financial reporting as of December 31, 2018, as well as PwC's report regarding the effectiveness of internal control over financial reporting.

Finally, the Audit Committee reviewed and discussed with the Company's management and PwC the Company's audited financial statements as of and for the year ended December 31, 2018, including the quality, not just the acceptability, of the accounting principles applied, the reasonableness of significant judgments, and the clarity of the disclosure.

The Audit Committee also discussed with the Company's internal auditors and PwC the overall scope and plans of their respective audits. The Audit Committee meets periodically with both the internal auditors and PwC, with and without management present, to discuss the results of their examinations and their respective evaluations of the Company's internal control over financial reporting.

The members of the Audit Committee are not engaged in the accounting or auditing profession and, consequently, are not experts in matters involving auditing or accounting. In the performance of their oversight function, the members of the Audit Committee necessarily relied upon the information, opinions, reports, and statements presented to them by Company management and by PwC as the Company’s independent registered public accounting firm.

Based on the reviews and discussions explained above (and without other independent verification), the Audit Committee recommended to the Board of Directors (and the Board of Directors approved) that the Company’s financial statements be included in the Annual Report. The Audit Committee has also approved the selection of PwC as the Company’s independent registered public accounting firm for fiscal year 2019.

The Audit Committee

Bruce Smith, *Chair*
Jagjeet Bindra
Claire Farley
Bella Goren
Michael Hanley

Back to Contents

ITEM 7 ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY-ON-PAY)

The Board recommends that you vote FOR the approval, on an advisory basis, of the compensation of the Company's Named Executive Officers as disclosed in this proxy statement.

We believe that LyondellBasell's executive compensation program supports our executive compensation philosophy and goals and that it drives performance, encourages an appropriate sensitivity to risk, and increases shareholder value. That philosophy, which is set by the Compensation Committee, is intended to align each executive's compensation with the Company's short-term and long-term performance and to provide the compensation and incentives needed to attract, motivate, and retain high-caliber executives who are crucial to our long-term success.

A significant portion of the total compensation opportunity for each of our executives is directly related to performance factors that measure the Company's progress against its strategic and operating goals.

We implement our philosophy and achieve our program goals by following certain key principles, including by:

positioning total direct compensation and each individual element of executive compensation at approximately the median of our peer group companies, with consideration of relative market capitalization and complexity;
aligning short-term incentive awards with annual operating, financial, and strategic objectives; and
rewarding absolute and relative performance over time through long-term equity incentive awards.

RESULTS OF LAST YEAR'S SAY-ON-PAY VOTE

Our executive compensation program received substantial shareholder support and was approved, on an advisory basis, by more than 95% of votes cast at the 2018 annual general meeting of shareholders. Our Compensation Committee and Board believe this level of approval of our executive compensation program is indicative of our shareholders' strong support of our compensation philosophy and goals and the decisions made by the Compensation Committee in 2017 and early 2018. They also believe the consistent high level of shareholder support for our executive compensation over the past several years is a result of our Compensation Committee's commitment to compensating our executives in a manner that provides a strong link between pay and performance and is reflective of our philosophy and goals, market best practices, and strong shareholder engagement.

PAY FOR PERFORMANCE IN 2018

The Compensation Committee believes that the compensation of our Named Executive Officers for 2018 is reasonable and appropriate, is justified by the Company's performance, and works to ensure management's interests align with increasing shareholder value. The Board requests that you consider the structure of our executive compensation program in connection with our 2018 performance, which is more fully discussed in the Compensation Discussion and Analysis ("CD&A") section of this proxy statement that follows. The CD&A explains how we implement our compensation philosophy and goals and how we apply these principles to our compensation program.

2019 ADVISORY VOTE ON EXECUTIVE COMPENSATION

Shareholders have the opportunity to endorse or not endorse our executive compensation program by voting for or against the following resolution:

"RESOLVED, that the Company's shareholders approve, on an advisory basis, the compensation of the Named Executive Officers as disclosed in the Company's proxy statement for the 2019 Annual General Meeting of Shareholders, including the Compensation Discussion and Analysis, the Summary Compensation Table and other related tables and disclosure."

Although the advisory vote is non-binding, the Board values our shareholders' opinions. The Compensation Committee will review the results of the vote and consider shareholders' input when considering future decisions regarding our executive compensation programs. If you have concerns relating to our executive compensation programs, we urge you to contact us. A vote against this proposal will not provide the Compensation Committee with information about shareholders' specific concerns.

Back to Contents

COMPENSATION DISCUSSION AND ANALYSIS

TABLE OF CONTENTS

This section explains the decisions made concerning the compensation of the Company’s Named Executive Officers (“NEOs”) for fiscal year 2018. It also describes the Company’s compensation philosophy, our executive compensation program, the process our Compensation Committee followed, and the factors the Committee considered in determining the amount of compensation awarded. The Company’s NEOs for 2018 and their current positions at the Company are:

BOB PATEL **CHIEF EXECUTIVE OFFICER**	**THOMAS AEBISCHER** **EVP AND CHIEF FINANCIAL OFFICER**	**DAN COOMBS** **EVP – GLOBAL MANUFACTURING, PROJECTS, AND REFINING**	**JEFF KAPLAN** **EVP AND CHIEF LEGAL OFFICER**	**JIM GUILFOYLE** **EVP – ADVANCED POLYMER SOLUTIONS AND GLOBAL SUPPLY CHAIN**

Back to Contents

EXECUTIVE SUMMARY

2018 Performance Highlights

In 2018, the Company reported strong performance from a diverse global business portfolio while advancing its strategic growth initiatives and delivering value to shareholders. EBITDA exceeded the Company's adjusted EBITDA budget for the year, with three of six segments reporting a year-over-year increase in EBITDA, and our Intermediates & Derivatives and Technology segments realized record EBITDA for the year. The Company maintained top decile safety performance with a record total recordable incident rate ("TRIR"), fewer injuries than any prior year in company history, and lower severity of incidents.

In the first quarter of 2018, the Company increased its quarterly dividend by 11%. The Company also repurchased approximately 19.2 million shares in 2018, resulting in combined dividends and share repurchases of $3.4 billion for the year.

2018 also saw the achievement of several significant milestones in the Company's strategic growth programs. The Company completed the acquisition of A. Schulman Inc. in the third quarter and formed a new Advanced Polymer Solutions reporting segment to house the combined company's global polypropylene compounding businesses. We also launched an innovative recycling joint venture with Suez, advanced our initiatives to increase U.S. Gulf Coast capacity in polyethylene and propylene oxide, and expanded our joint venture portfolio with a new plant in South Korea poised to add significant polypropylene capacity in Asia utilizing our industry-leading *Spheripol* technology.

As a result of the Company's strong 2018 performance, the Company paid out annual bonuses at 180% of target. The Company's performance share units ("PSUs") for the three-year performance period ended December 31, 2018 paid out below target at 72% for two primary reasons: total shareholder return fell below that of the Company's peers over the period, and we fell short in capital project execution. The performance metrics under the Company's annual bonus program and PSUs are described below under "2018 Executive Compensation Decisions in Detail."

Key Compensation Practices

Our executive compensation practices support our pay for performance philosophy, align our executives' interests with those of our shareholders, and reflect best governance while avoiding the encouragement of unnecessary risk-taking and objectionable pay practices.

What We Do

Pay for performance. We tie a significant amount of compensation to our financial, business, and strategic goals.

Emphasize long-term performance. We balance long-term and short-term incentives and use long-term equity incentive awards, including PSUs, RSUs, and stock options, to reward sustained future performance.

Double-trigger vesting. We provide for “double-trigger” vesting in connection with any change-in-control event.

Clawbacks. We include clawbacks so we can recover performance-based compensation in certain circumstances.

Share ownership guidelines. We restrict our executives’ and directors’ ability to sell shares unless robust share ownership guidelines are met.

Independent compensation consultant. We engage an independent consultant to advise on executive compensation matters, and our independent Compensation Committee meets regularly with the consultant in executive session.

Annual say-on-pay. We hold an annual say-on-pay advisory vote.

Back to Contents

What We Don't Do

Excise tax gross-ups. We do not provide for excise tax gross-ups in connection with change-in-control events or terminations.

Hedging or pledging. We do not allow our officers and directors to hedge or pledge our stock.

Guaranteed bonuses. We do not pay guaranteed or multi-year bonuses.

Automatic compensation increases. We do not automatically increase executive base salaries each year or make lock-step changes in compensation based on peer group compensation levels or metrics.

Reprice or exchange underwater options. We do not permit option repricing or the buyout of underwater options without shareholder approval.

Say-on-Pay and Shareholder Outreach

Our executive compensation program has received substantial and consistent shareholder support over the past several years. At the 2018 annual general meeting of shareholders, more than 95% of votes were cast in favor of our executive compensation program. Our Compensation Committee and Board believe that this consistent high level of support from our shareholders is a result of our commitment to ensuring that our executives are compensated in a manner that provides a strong link between pay and performance.

The Compensation Committee and Board value our shareholders' insights and consider shareholder feedback, evolving business needs, and our desire to maintain a strong link between executive pay and performance when evaluating our compensation program. In response to discussions with shareholders, the Committee has continued to refine our proxy statement disclosure to provide transparency and to review our overall program design to align it more closely with our performance and shareholders' interests.

CEO Performance and Compensation Decisions

The CEO's overall performance is measured by considering the performance of the Company, as a whole, with respect to its financial, operational, and strategic goals. After a review of the CEO's 2017 performance, Mr. Patel received a 5% salary increase in 2018.

To assess Mr. Patel's 2018 performance the Compensation Committee considered the Company's performance in the following areas:

Advancement of the Company's inorganic growth plans, including the acquisition of A. Schulman Inc. and the exploration and completion of additional M&A transactions;

Progress on organic growth projects, including groundbreaking on the Company's PO/TBA project and progress toward commissioning of the Hyperzone plant in 2019;

Continued outstanding HSE performance;
Launch of the Company's inaugural sustainability report;
Return of capital to shareholders through share repurchases and dividends;
Achievement of above-budget EBITDA; and
Strong overall operational performance.

In recognition of performance in 2018, Mr. Patel was paid an annual bonus at 180% of target under the STI program (as described in detail on pages 39-40) and received long-term incentive awards consisting of PSUs, RSUs, and stock options with an aggregate value of 750% of his base salary.

Additional Compensation Committee Actions in 2018

Our Compensation Committee determines the compensation of our NEOs and is responsible for the design of our executive compensation programs. Annually, the Compensation Committee's independent compensation consultant provides a review of executive compensation trends and best practices, as well as regulatory updates that may impact our executive compensation programs. This information is used to form decisions on executive compensation.

Back to Contents

Based on this annual review, the Committee took the following actions to modify or maintain our compensation programs in 2018:

Individual Modifier Under the STI Program	As described above under 2018 Performance Highlights, 2018 was a strong performance year for our Company, led by our CEO. The Committee believes the CEO's individual performance directly affects, and should be directly and individually tied to, the Company's financial and safety results, without further modification. As such, and in order to move to what the Compensation Committee believes is best practice, the CEO's individual modifier under the annual bonus program, known as the short-term incentive ("STI") program, no longer applies, reducing the CEO's maximum payout under the STI program for 2018 from 300% to 200%.
Refinements to the STI Program	While no changes were made to the components of the STI program, we made the following refinements: For the business results component, the materiality threshold for EBITDA budget adjustments was increased from $7 million to $25 million, which is more appropriate given the Company's size. Performance under this component is measured by comparing EBITDA to adjusted budget assumptions. Additionally, with respect to EBITDA budget adjustments, the Company moved to more precise and comparable industry benchmarks in the United States and European Union.

WHAT GUIDES OUR PROGRAM

Executive Compensation Philosophy

Our executive compensation program is designed to:

- Take into account the realities of a cyclical, commodity industry
- Align the interests of management with those of our shareholders
- Encourage both short- and long-term results
- Attract, retain, and incentivize the highest caliber team possible
- Provide the ability to pay high achievers above-market median pay based on individual performance, potential, and impact to the Company's results
- Recognize and maintain the Company's market-leading position in HSE performance, costs, and business performance

Components of Executive Compensation

Our compensation program is structured to incorporate the following compensation components:

Component	Objective	Key Features	Performance-Based
Base Salaries	Provide a regular fixed income in recognition of job responsibilities	Determined when executives are hired or promoted into their position and reviewed annually	No, but individual results are a key driver of any annual base salary adjustment. Increases must be approved by the Compensation Committee and are not guaranteed.
Annual Bonuses	Incentivize executives by aligning their compensation with key annual objectives and the results that are achieved	Target value of annual bonus is determined as a percentage of base salary; executives earn from 0 to 200% of target based on company performance; executives (other than our CEO) also receive an individual performance modifier from 0 to 1.5 which can result in an actual payout from 0 to 300% of target	Yes, payout is determined by the Compensation Committee based on corporate performance and achievement of individual goals.

Back to Contents

Component	Objective	Key Features	Performance-Based
		Target value of LTI awards at grant is determined as a percentage of base salary	
		PSUs – three-year performance period, vest from 0 to 200% of target	Yes, value of all LTI awards varies in relationship to changes in share price.
Long-Term Incentives	Encourages executives to increase shareholder value over the long-term	**RSUs** – cliff vest after three years	PSUs pay out based on performance under performance metric(s), as determined by the Compensation Committee. For 2018 grants, performance is based solely on TSR relative to peers.
		Options – vest ratably over three years; expire ten years from grant; exercise price is fair market value at date of grant	

Compensation Mix

Our executive compensation program emphasizes incentive-based and variable pay aligned with performance and shareholder value creation. The mix of compensation components for our NEOs is heavily weighted toward variable, at-risk compensation. Our CEO’s compensation places an even greater emphasis on variable compensation than that of the other NEOs to reflect the fact that his actions have the greatest influence on the Company’s performance. In 2018, the total target direct compensation of our NEOs was as follows:

The Decision-Making Process

The Compensation Committee oversees our executive compensation program, working closely with its independent consultant to ensure the effectiveness of the program throughout the year. Details of the Compensation Committee’s authority and responsibilities are specified in its charter, which can be found on our website at *www.LyondellBasell.com* by clicking on “Investors,” then “Corporate Governance,” then “Board of Directors.”

THE ROLE OF THE COMPENSATION COMMITTEE

The Compensation Committee, comprising solely independent directors, is responsible for determining the compensation for our executives (including the NEOs) and designing our executive compensation program. With input from the Committee's independent compensation consultant, the Committee annually conducts a comprehensive analysis and assessment of our executive compensation program, including an evaluation of each compensation component for the NEOs. The Committee also receives input from the HSE&O Committee regarding the design and payout for annual HSE performance metrics. Lastly, members of the Board review and provide input on the decisions made by the Compensation Committee relating to the compensation of our executive officers.

THE ROLE OF THE CEO

Each year, Mr. Patel presents the Compensation Committee with recommendations regarding the compensation of each of the other executives (including the other NEOs). These recommendations are based on his assessment of each executive's performance, the performance of the executive's business unit or function, benchmark information, and retention risk. Mr. Patel also provides input on the overall executive program design. The Committee reviews Mr. Patel's recommendations and makes adjustments as it deems appropriate. Mr. Patel does not have any role in the Committee's determination of his own compensation.

Back to Contents

THE ROLE OF THE INDEPENDENT COMPENSATION CONSULTANT

In 2018, the Compensation Committee retained Pearl Meyer as its independent compensation consultant to provide advice regarding executive compensation matters. As required by SEC rules, the Committee engaged Pearl Meyer after assessing the firm's independence and determined that the engagement of Pearl Meyer did not raise any conflict of interest or other concerns.

The services provided by Pearl Meyer generally include advising on the design of our executive compensation program and evolving industry practices, providing market data and analysis regarding the competitiveness of our executive compensation program, and evaluating proposed compensation decisions and program updates. Additionally, Pearl Meyer attends regularly-scheduled meetings of the Compensation Committee throughout the year in connection with the review and discussion of executive compensation matters.

Competitive Positioning and Our Peer Group

Annually, the Compensation Committee reviews the Total Target Direct Compensation ("TTDC") for each of our executive officers, which includes base salaries, target bonuses, and the grant date value of long-term incentive awards. The Committee strives to set our NEOs' TTDC and each individual component of executive compensation near the median compensation levels of our peer group companies, with consideration given to the relative market capitalization and complexity of these organizations. A large portion of the TTDC opportunity for our NEOs is directly related to the achievement of financial and operational metrics that measure our performance in both absolute terms and relative to peers.

The Committee then sets each of the executives' compensation targets for the current year. This generally involves establishing an annual bonus target and the value of long-term incentive awards as a percentage of base salary. Base salary increases, if any, normally become effective on April 1 of the year. Mr. Patel's 2018 salary increase was made effective from January 1, 2018 in accordance with his employment agreement.

The Committee reviews publicly available financial and compensation information reported by our peer group companies (described below) and general survey data. The survey data referenced in this CD&A was collected from the 2018 Willis Towers Watson Executive Compensation Database and reflects a combination of general industry and chemical industry compensation for executives in companies with corporate or business unit revenues appropriate for each executive's scope of responsibility.

The Committee reviews the peer group and survey data to determine the median compensation for each executive's position. The median is used as a reference point for pay recommendations. Actual pay and targets vary from median based on the executive's industry experience; experience in his or her role and at the Company; internal pay parity among our executives; and any other factors the Committee deems relevant.

OUR 2018 PEER GROUP

The Compensation Committee conducts an annual review of the Company's executive compensation peer group to determine if any changes are necessary. In choosing our peers, the Committee considers companies that operate in similar industries with comparable cost structures, have similar business models and global reach, and have comparable revenues and market capitalization to the Company's. For 2018, our peer group was adjusted to reflect the merger of Dow Chemical and E.I. du Pont de Nemuors into the combined company DowDuPont. Although Andeavor was acquired by Marathon Petroleum in October 2018 and Monsanto was acquired by Bayer in June 2018, we were able to obtain and consider compensation information from the pre-acquisition entities. The peer group reported 2018 revenue that ranged from approximately $6 billion to $111 billion, with a median revenue of approximately $35 billion. In comparison, the Company's 2018 revenue was approximately $39 billion.

The compensation peer group is used to gauge the competitiveness of our NEOs' compensation and is also used more generally when the Committee reviews our compensation program design, including the types of compensation awarded and the terms and conditions of compensation components.

2018 COMPENSATION PEER GROUP COMPANIES

3M Andeavor Caterpillar	Cummins Deere & Co. DowDuPont Honeywell	International Paper Johnson Controls Marathon Petroleum Monsanto	Phillips 66 PPG Industries Valero

Back to Contents

2018 EXECUTIVE COMPENSATION DECISIONS IN DETAIL

The compensation of our NEOs is reviewed and approved by the Compensation Committee during the first quarter of each year at a regularly scheduled meeting, generally held in February. Decisions are made based on the Company's performance in the prior year, other than with respect to PSU payouts, for which decisions are based on performance over the relevant three-year period. 2018 compensation decisions include:

- Base salaries earned in fiscal 2018;
- Annual bonuses earned based on 2018 performance (paid in March 2019);
- Grants of annual long-term incentive awards made in February 2018, including:
  - PSUs that vest following a three-year performance period that will end on December 31, 2020 and that will be paid out, if at all, in early 2021 after the Compensation Committee certifies performance results;
  - RSUs that vest in full after three years; and
  - Stock options that vest ratably over a three-year period; and
- Payouts (in February 2019) of the PSUs that were granted in February 2016 with a three-year performance period that ended December 31, 2018.

2018 Base Salaries

The table below shows the base salaries for our NEOs in 2017 and 2018. All changes were made at the February 2018 Compensation Committee meeting and effective April 1, 2018, other than the increase to Mr. Patel's salary, which was made effective from January 1, 2018 in accordance with his employment agreement. The Committee reviewed market data for each of the executives and considered internal pay parity when making its decisions. The Committee also considered each executive's prior work experience, additional responsibilities, and performance in 2017, as well as time in their respective roles.

The salary increases were intended to bring the NEOs' base salaries more in line with those of the Company's peer group and closer to the median of market generally, especially with respect to Messrs. Kaplan and Guilfoyle. In addition, the Compensation Committee considered the individual executives' performance as described below.

Name	2017 Base Salary	2018 Base Salary	Increase	Rationale
Bob Patel	$1,500,000	$1,575,000	5%	Mr. Patel joined the Company in March 2010 and was promoted to CEO in January 2015. His salary was increased in 2018 in recognition of his leadership in achieving the Company's strong financial and operational performance in 2017.
Thomas Aebischer	$746,750	$769,153	3%	Mr. Aebischer joined the Company in January 2016. His salary increase in 2018 recognized his 2017 achievements in capital

				allocation strategy, end-to-end business processes development, and the optimization of the Company's tax and treasury strategy and operations.
Dan Coombs	$660,000	$686,400	4%	Mr. Coombs joined the Company in May 2015. His salary was increased in 2018 as a result of his accomplishments during 2017, which included implementing improvements for the reliability of our largest manufacturing sites.
Jeff Kaplan	$560,200	$616,192	10%	Mr. Kaplan joined the Company in December 2009 and was promoted to Chief Legal Officer in May 2015. His salary increase in 2018 was in recognition of his contributions to the organization in 2017, including planning for a unitary Board and his leadership of the Corporate Communications function.
Jim Guilfoyle	$437,873	$503,554	15%	Mr. Guilfoyle joined the Company in July 1993 and was promoted to SVP in June 2015 and EVP in July 2018. His salary was increased in 2018 in recognition of his outstanding leadership of the Intermediates & Derivatives ("I&D") business segment in 2017.

Back to Contents

2018 Annual Bonus Payments

The Company's annual bonus program, known as the STI program, rewards participants for achieving the Company's short-term objectives. Under the STI program, the Compensation Committee establishes a target bonus, set as a percentage of base salary, for each executive. In 2018, our NEOs' target bonuses were as follows:

Name	**2018 Target Bonus (% of salary)**
Bob Patel	160%
Thomas Aebischer	90%
Dan Coombs	90%
Jeff Kaplan	85%
Jim Guilfoyle	85%

The amount of target bonus earned depends on the Compensation Committee's determination of Company performance under each metric under the STI program. STI awards for 2018 were calculated as follows:

COMPANY PERFORMANCE – PAYOUT AT 180% OF TARGET

Back to Contents

BUSINESS RESULTS (60%)

WHY EBITDA?

We believe that EBITDA is the financial measure that best allows shareholders to gauge our profitability and assess our performance. We look at EBITDA primarily as compared to our annual budget, but also as compared to prior years and the general backdrop of economic and market conditions. We make certain non-discretionary adjustments to our annual EBITDA budget at the end of the year to account for market tailwinds and headwinds and ensure that our compensation rewards differential rather than circumstantial performance. These adjustments are reviewed in detail with, and approved by, the Compensation Committee to ensure rigor and that they support the alignment of pay and performance.

The Compensation Committee considers the Company’s EBITDA relative to adjusted budget assumptions. Payout at 200% of target was based on 2018 EBITDA that exceeded the Company’s adjusted budget for the year by more than 10%.

We define EBITDA as Income from continuing operations before interest expense (net), provision for (benefit from) income taxes and depreciation and amortization. For a reconciliation of EBITDA to net income for the year ended December 31, 2018, please refer to Appendix A.

HSE PERFORMANCE (20%)

WHY HSE PERFORMANCE?

Operating in a safe, reliable manner protects our employees, our assets, and the communities in which we operate. We believe our focus on HSE performance is the right thing to do, and it helps contain costs of operations and avoid operational upsets.

The Compensation Committee considers the Company’s performance in personal safety (70%) and process safety (30%), and also considers environmental incidents as an adjustment factor. Personal safety is measured by the Company’s TRIR, calculated as the number of injuries per 200,000 hours worked, and process safety is measured by the Company’s process safety incident rate (“PSIR”), which represents the number of Tier 1 incidents, as measured by the American Chemistry Council, per 200,000 hours worked. Payout at 187% of target was based on top decile industry performance; record TRIR with 29% fewer injuries than 2017, itself record TRIR performance; and a 43% improvement in PSIR, despite a moderate uptick in the number of environmental incidents recorded as compared to 2017.

COSTS (20%)

WHY COSTS?

We believe maintaining controllable costs is vital to our success. We operate in an industry where a substantial portion of operating costs are market-driven and, as a result, we drive a culture of cost discipline and strive to keep our fixed costs among the lowest in the industry.

The Compensation Committee considers the Company's fixed costs as compared to its annual budget, industry benchmarks, economic conditions, and organizational improvements/initiatives. Payout at 114% of target recognized that the Company maintained its industry-leading cost structure in 2018, with adjusted fixed costs that were more than 0.4% below budget.

INDIVIDUAL MODIFIERS

The NEOs' individual modifiers reflect their individual contributions to achieving successful Company performance, whether they met or exceeded expectations for their respective roles, and any other significant factors during the year, such as special projects, challenges, or other performance issues. With respect to the contributions of Mr. Patel, please see pages 33 and 34 for the Company's outstanding 2018 performance results in multiple areas including EBITDA, safety, increased dividends, and inorganic growth.

Name	Individual Target Bonus	Company Performance	Individual Modifier	STI Payout (as a % of salary)	STI Payout
Bob Patel	160%	x 180%	N/A	= 288%	$4,536,001
Thomas Aebischer	90%	x 180%	x 1.1	= 178%	$1,360,787
Dan Coombs	90%	x 180%	x 0.8	= 130%	$881,138
Jeff Kaplan	85%	x 180%	x 1.1	= 168%	$1,013,805
Jim Guilfoyle	85%	x 180%	x 1.5	= 230%	$1,118,488

Back to Contents

Because the Compensation Committee believes Mr. Patel's performance directly affects, and should be directly and individually tied to, the Company's financial and safety results without further modification, the Committee did not apply an individual modifier for Mr. Patel in 2018. The Compensation Committee believes this is best practice. The removal of the modifier reduced the CEO's maximum payout under the STI program from 300% to 200% and rewarded him solely based on Company performance at 180% of target. The Committee's evaluation of each other NEO's individual performance as used in determining his individual modifier is described below.

Mr. Aebischer's individual modifier of 1.1 is based on his overall contributions to the organization in 2018 and his achievements in the following areas: the acquisition and integration of the A.Schulman business, including in connection with the establishment of a new Advanced Polymer Solutions segment and related financial reporting, the continued refinement of the Company's capital allocation strategy, and the significant advancements made to the Company's tax strategy.

Mr. Coombs' individual modifier of 0.8 reflects certain challenges with operational matters, including turnaround performance, unplanned downtime resulting in lost profit opportunities, and slower than expected improvement in global projects performance. Despite these challenges, Mr. Coombs made significant contributions in the area of HSE performance in 2018, as well as improvements within refinery operations.

Mr. Kaplan's individual modifier of 1.1 is based on his contributions to the organization in 2018 and his meeting or exceeding his individual goals, including streamlining the Company's governance structure through implementation of a unitary Board, playing a key role in M&A activity, and his leadership of the Corporate Communications group, which advanced multiple communications improvements throughout 2018.

Mr. Guilfoyle's individual modifier of 1.5 reflects his substantial contributions to the organization in 2018 and his exceeding his individual goals, including his leadership in achieving record EBITDA for the I&D business segment and the substantial progress in the initial integration and leadership of the A. Schulman business and the Company's transition into the new global Advanced Polymer Solutions business.

2018 Long-Term Incentives

2018 GRANTS OF AWARDS

The long-term incentives granted to the NEOs in 2018 included PSUs (50%), RSUs (25%), and stock options (25%). The allocation between these types of awards was determined by the Compensation Committee to be the most appropriate split between equity that is performance-based (PSUs) and time-based (stock options and RSUs).

PSUs: Performance-based awards that pay out at 0 to 200% of target based on the Company's total shareholder return ("TSR") as compared to peers over a three-year period.

RSUs: Time-based awards that cliff vest after three years. RSUs provide retention value and encourage executives to consider the Company's long-term success, strengthening the alignment between their interests and those of our shareholders.

Non-qualified Stock Options: Time-based awards that are intended to direct executives' focus toward increasing the market value of our shares. Options vest ratably over three years, expire ten years from the date of grant, and only provide value to the executive if there is an appreciation of our stock price over time.

The value of long-term incentive awards granted to the NEOs is determined as a percentage of base salary. This percentage is initially determined when an individual is hired or promoted, based on such factors as market data, parity among the executives, and the individual's experience. The Compensation Committee then reviews the target awards annually and recommends changes based on the executive's time and experience in position, changes in job responsibilities, and market data. At the February 2018 Compensation Committee meeting, it was determined that each of Messrs. Coombs, Kaplan, and Guilfoyle would receive an increase in LTI target value. These increases were in recognition of the executives' performance and contributions to the Company in 2017 and brought the executives' long-term incentive opportunities more in line with market and closer to the medians of both our peer group and survey data.

Name	2017 Target (% of base salary)	2018 Target (% of base salary)	Increase to LTI Target	Total Value of 2018 LTI Awards
Bob Patel	750%	750%	–	$ 11,812,500
Thomas Aebischer	310%	310%	–	$ 2,384,000
Dan Coombs	300%	310%	3%	$ 2,128,000
Jeff Kaplan	220%	230%	5%	$ 1,417,000
Jim Guilfoyle	180%	200%	11%	$ 1,007,000

2018 GRANTS OF RSUS

In 2018, each of our NEOs received 25% of the value of his annual LTI target in the form of RSUs. The number of RSUs awarded is calculated by dividing that dollar amount by the fair market value of the Company's shares on the date of grant. The 2018 RSU grants vest in full three years after the date of grant, subject to general vesting and forfeiture provisions. Upon vesting, holders of RSUs receive one share for each unit. RSU holders also receive cash dividend equivalents on their units throughout the vesting period.

Back to Contents

2018 GRANTS OF PSUs WITH PERFORMANCE PERIOD ENDED DECEMBER 31, 2020

One-half of the value of our NEOs' annual equity award in 2018 was granted in the form of PSUs. The number of units awarded is determined by dividing that dollar amount by the fair market value of our stock at the grant date. Each unit deemed earned will pay out in one share following the end of the performance period on December 31, 2020. PSUs accrue dividend equivalents during the performance period in the form of additional units.

The number of 2018 PSUs earned, and the resulting number of shares issued to the executives, will depend on the Company's TSR over the performance period, as compared to industry peers. We believe use of relative TSR as the sole metric for performance provides transparency for shareholders and our executives, rewards performance against our peers, and promotes executive accountability to and alignment with our shareholders. The Compensation Committee compares TSR against our peers over the three-year performance period, using a 20-day closing average stock price at the beginning and end of the three-year performance period. Payouts range from 0 to 200%. However, payouts are capped at 100% if our three-year TSR is negative but in the top 50% compared to our peers. There is no payout for negative TSR in the bottom half of the peer group.

The companies that will be used as comparators in determining the Company's relative TSR performance (shown below) are the other thirteen companies in the S&P 500 Chemical Index at the time the PSUs were granted in 2018. The Compensation Committee has provided for adjustments to the peer group in the event of bankruptcies, acquisitions, or going-private transactions involving any of the peers during the performance period.

2018 PSUs – TSR PEER GROUP COMPANIES

Air Products & Chemicals Albemarle Corporation CF Industries Holdings	DowDuPont Eastman Chemical Ecolab FMC Corporation	International Flavors & Fragrances Monsanto Mosaic	PPG Industries Praxair Sherwin-Williams

2018 GRANTS OF STOCK OPTIONS

The number of options granted to each NEO is determined based on 25% of the value of his annual LTI target. That dollar amount is divided by the Black-Scholes value of options for the Company as of the date of grant to determine the number of stock options granted. The options granted to the NEOs in 2018 vest ratably over a three-year period beginning on the first anniversary of the grant date. The exercise price of the options is the fair market value of the Company's shares on that date, and the options have a term of ten years.

EARNED PERCENTAGE FOR 2016 PSUs WITH PERFORMANCE PERIOD ENDED DECEMBER 31, 2018

Each of our NEOs received a PSU award in 2016 with a performance period that ended December 31, 2018. Payouts of these PSUs is determined based on four performance metrics: relative TSR, relative return on assets ("ROA"), capital project execution, and cost competitiveness. At its meeting in February 2019, the Compensation Committee reviewed the Company's performance and determined that 72% of target had been earned under the 2016 PSUs.

Performance Metric	Weight	Description	Payout
Relative TSR	30%	TSR ranking as compared to peers	19%
ROA Relative to Peers	25%	ROA relative to chemical peers (90%) ROA relative to refining peers (10%)	115%
Capital Project Execution	25%	Major project and turnaround execution (80%) compared against planned cost and schedule and industry benchmarks Engineering and development planning (20%) evaluated against industry benchmarks	65%
Cost Competitiveness	20%	Average of payouts under STI cost performance metric over 3-year performance period	108%
OVERALL PAYOUT			**72%**

Relative Total Shareholder Return (30%): Relative TSR is the most heavily weighted performance metric under our 2016 PSUs, and we believe use of this metric provides transparency, accountability, and alignment with our shareholders. To determine payout under the 2016 PSUs, the Compensation Committee compared TSR against our peers using a 30-day closing average stock price at the beginning and end of the three-year performance period. Payouts range from 0 to 200%. The payout of 19% under this performance metric reflects that the Company's TSR of 7.2% over the period fell in the bottom quartile among its peers.

Back to Contents

The companies used as comparators in determining the Company's relative TSR performance are shown below and were chosen as a blend of companies within our executive compensation peer group and additional companies with similar or adjacent business lines.

2016 PSUs – TSR PEER GROUP COMPANIES

3M	Caterpillar	Honeywell International	Olin
Alcoa	Celanese	Huntsman	Phillips 66
Arkema	DowDuPont	International Paper	Solvay SA
BASF	Eastman Chemical	Johnson Controls	Westlake Chemical

ROA Relative to Peers (25%): ROA shows how efficiently we manage our assets to produce profits, which is important for manufacturing companies. The Compensation Committee reviewed the performance of the Company's chemicals and refining businesses against their peers, which account for 90% and 10% of the relative ROA component of performance, respectively. In 2018, the Company's chemicals business ROA exceeded that of its peers for the fifth consecutive year. However, the chemicals business ROA fell 14% over the three-year performance period, versus an average decline of 1% for its chemical peers. The refining business' 2018 ROA placed it in the middle of its peer group, although the Company saw a 9% decrease in refining business ROA over the performance period compared to an average 5% decline for its peer companies. The Compensation Committee determined to payout at 120% for the chemicals business portion of the ROA metric and 70% for the refining business' performance, for a weighted-average payout of 115%.

The companies that are used as comparators in determining the Company's relative ROA performance for PSU measures are shown below. These companies were chosen based on their similarity of operations, geography, and size to the Company's operations and are the same companies referenced in 2018 for relative performance comparisons under our 2015 PSUs. Although Andeavor was acquired by Marathon Petroleum in October 2018, we were able to obtain and evaluate ROA performance information.

2016 PSUs – ROA PEER GROUP COMPANIES

	Chemicals Peers (90%)		**Refining Peers (10%)**
BASF Borealis Celanese	CP Chemical Co. DowDuPont Eastman Chemical ExxonMobil Chemical	Huntsman Ineos Westlake Chemical	Andeavor Holly Frontier Valero

Capital Project Execution (25%): Execution on the Company's organic growth initiatives and the maintenance of our existing assets are both vital to our business and ability to generate future shareholder returns. The Compensation

Committee reviewed the Company's 2016 through 2018 performance in two areas: major project and turnaround execution (80%) and engineering and development planning for major projects (20%). Payout under each metric ranges from 0 to 200%. The Compensation Committee determined to payout 52% for project execution after a review of completed projects as compared to budget, planned schedule, and industry benchmarks. The Committee noted in particular that, although the majority of the two major projects and 11 turnarounds were completed on budget for cost and schedule, several experienced significant cost overruns and schedule delays that disproportionately affected overall, cost-weighted performance. The payout of 119% awarded for engineering and development planning reflects that the Company's performance on ten major projects was above-average as compared to industry benchmarks. The overall payout under this metric was 65%.

Cost Competitiveness (20%): Costs are a performance measure under our 2016 PSUs as well as our annual bonus STI program, in recognition of the importance of cost discipline to our business and ability to compete in an industry where a significant portion of costs are market-driven. To determine the payout under this measure, the Compensation Committee takes the average payout for the cost component of the STI calculation over the three years within the performance period, or 114%.

ADDITIONAL INFORMATION CONCERNING EXECUTIVE COMPENSATION

Share Ownership and Holding Requirements

The Company's Share Ownership Guidelines require executives to achieve an ownership of Company shares that is valued at a percentage of their respective base salaries. Executives are expected to meet or exceed the guidelines within five years of their hiring or promotion into their role. They may not sell shares unless and until these ownership levels have been met and then only shares in excess of the required levels may be sold. Under the guidelines, shares beneficially owned and RSUs count towards meeting the ownership thresholds.

Back to Contents

We determine compliance with our Share Ownership guidelines annually in January. The number of shares held by each of our NEOs as a multiple of base salary as of January 15, 2019 is set forth below. Messrs. Aebischer, Coombs, and Guilfoyle are still within the five-year transition period for achievement of their required ownership.

Name	Required Ownership as a Multiple of Base Salary	Shares Held as a Multiple of Base Salary
Bob Patel	6x	17.7x
Thomas Aebischer	4x	3.6x
Dan Coombs	4x	3.1x
Jeff Kaplan	3x	4.2x
Jim Guilfoyle	3x	2.5x

Clawbacks

To the extent permitted by law, if it is determined that an executive engaged in misconduct that increased the value of the compensation he or she received, the Company will recover any compensation, including both cash and equity, in whole or in part, that the Compensation Committee deems appropriate under the circumstances.

Hedging and Pledging Policies

All of our executive officers, including our NEOs, are subject to our Policy Prohibiting Insider Trading. Under this policy, executives may not purchase, sell or write options on LyondellBasell shares, engage in short sales, or participate in any other derivative or short-term purchase or sale transactions that would result in hedging the economic risk of their share ownership. Additionally, our executives are prohibited from pledging LyondellBasell shares as collateral for personal loans or other obligations, including holding shares in a brokerage margin account. These restrictions extend to executives' immediate family members and certain related entities and are intended to keep our executives' interests aligned with the long-term interests of the Company and our shareholders.

Perquisites and Other Benefits

Our NEOs receive the same benefits generally provided to all of our employees, which include vacation allowances, Company matching under our 401(k) plan, Company contributions to our defined benefit pension plan, and health and welfare benefits. The perquisites received by our executives that are not offered to all employees include:

Annual executive physical.
Financial, tax, and estate planning – The Company will reimburse up to $15,000 of expenses.
Matching under the U.S. Deferral Plan – The Company makes contributions to the U.S. Deferral Plan for amounts that exceed the IRS limits under our 401(k) plan and our defined benefit pension plan. The value of the contributions is 11% for all base salary compensation in excess of the IRS limits.

From time to time, the Company provides other benefits to our executives that are intended for business purposes, including tax equalization payments and the payment of business club memberships or dues. The tax equalization payments are designed to make executives whole if they incur income tax in jurisdictions other than their country and/or state of residence. For example, executives may travel to other jurisdictions on Company business and may be taxed based on days worked in those jurisdictions. If, and only to the extent, those additional taxes cannot otherwise be offset against the executive’s regular income tax liability (such as in the form of credits), the Company will reimburse an amount sufficient to make the executive’s tax liability equal to the full income tax for his jurisdiction of residence only.

Taxes

Section 162(m) of the U.S. Internal Revenue Code previously limited the deductibility of non-performance based compensation paid to certain executives, including our CEO and our three other most highly compensated officers (other than our CFO), to $1 million annually. We took this limitation, among other factors, into consideration in structuring our annual bonuses and long-term incentive awards (other than our RSUs) so that they would qualify for the exception to this limitation for performance-based compensation and these amounts would be fully deductible for income tax purposes.

Back to Contents

The U.S. tax reform legislation that became law at the end of 2017 made significant changes to section 162(m), including expanding the group of executives subject to the $1 million deduction limit to include our CFO and certain other individuals and eliminating the performance-based compensation exception to that limit. The scope of the transition relief provided in connection with the repeal of the performance-based exemption is limited; however, based on current understanding of applicable rules, we believe that only PSUs and stock options granted prior to 2018 will continue to be exempt from the $1 million deduction limit. Annual bonuses awarded for, and long-term incentive awards granted in, 2018 and going forward will no longer be exempt from the $1 million deduction limit as performance-based compensation.

The Compensation Committee will continue to consider tax implications (including the lack of deductibility under section 162(m)) among other relevant factors in designing and implementing our executive compensation programs. We will continue to monitor taxation, applicable incentives, standard practice in our industry, and other factors and adjust our executive compensation programs as needed.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management and, based on such review and discussions, recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

The Compensation Committee

Nance Dicciani, *Chair*

Robin Buchanan

Bella Goren

Back to Contents

COMPENSATION TABLES

Summary Compensation Table

The following table sets forth information with respect to the compensation of our NEOs for the years ended December 31, 2018, 2017 and 2016.

Name and Principal Position	Year	Salary(1)	Bonus	Stock Awards(2)	Option Awards(3)	Non-Equity Incentive Plan Compensation(4)	Change in Pension Value(5)	All Other Compensation(6)	Total
Bob Patel,	2018	1,573,558	–	8,859,526	2,953,136	4,536,001	13,212	271,364	18,206,797
Chief Executive	2017	1,497,596	–	8,437,663	2,812,521	4,435,200	20,731	385,660	17,589,372
Officer	2016	1,341,827	–	6,093,970	2,031,323	2,974,125	8,611	167,710	12,617,556
Thomas	2018	763,122	–	1,788,421	596,112	1,360,787	13,208	93,416	4,615,066
Aebischer,	2017	726,023	–	1,736,269	578,737	880,768	12,736	77,566	4,012,099
Executive Vice President and Chief Financial Officer	2016	725,000	–	2,531,410	1,143,803	833,170	–	58,915	5,292,298
Dan Coombs,	2018	679,292	–	1,763,003	531,973	881,138	14,596	79,057	3,949,060
Executive Vice	2017	643,846	–	1,485,079	495,011	941,097	14,601	70,905	3,650,539
President Global Manufacturing, Projects, and Refining	2016	590,385	–	990,101	330,034	786,233	12,500	51,692	2,760,945
Jeff Kaplan,	2018	601,110	–	1,363,080	354,318	1,013,805	12,864	70,285	3,415,461
Executive Vice	2017	546,464	–	924,305	308,108	693,942	21,070	59,863	2,553,752
President and Chief Legal Officer	2016	502,815	–	764,026	254,675	440,067	8,136	44,159	2,013,878
Jim Guilfoyle, Executive Vice President Advanced Polymer Solutions and Global Supply Chain	2018	485,871	–	755,339	251,778	1,118,488	18,497	59,470	2,689,443

(1) Mr. Patel’s employment agreement provides that he receives an annual base salary of no less than $1,500,000.

(2) Stock awards granted to NEOs in 2018 include RSUs and PSUs. The RSUs are granted under the LyondellBasell Industries Long Term Incentive Plan (the “LTIP”) and entitle the recipient to an equal number of shares upon

vesting. Vesting occurs on the third anniversary of the date of grant. RSUs receive dividend equivalents at the same time dividends are paid on the Company's stock. Amounts included in the table are the aggregate grant date fair values of the awards calculated in accordance with ASC 718. The PSUs are also granted under the LTIP. The PSUs entitle the recipient to a number of shares equal to the number of units, multiplied by an earned percentage that can range from 0 to 200% of the targeted number of units based on Company performance. The PSUs accrue dividend equivalents during the performance period in the form of additional units. See Note 17 to the Company's Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2018 (the "2018 Annual Report") for a discussion of the calculation of the fair value of the awards.

Annual grants of these awards are made at the first regularly scheduled Compensation Committee meeting of the calendar year. Pursuant to his employment agreement, Mr. Patel is eligible to receive annual equity awards, including RSUs, PSUs and stock options as discussed under footnote 3 below, with an aggregate value of no less than 750% of his base salary. The following is the aggregate grant date fair value of the PSUs granted in