

MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

LYONDELLBASELL INDUSTRIES N.V.

(the “Company”)

16 April 2014

1. Opening.

Mr. Robert G. Gwin opens the meeting and introduces himself as the Chairman of the Supervisory Board of directors of LyondellBasell Industries N.V. and states that as such he will chair this Annual General meeting of Shareholders (the “Chairman”) and welcomes all attendees.

The Chairman introduced the following persons in attendance:

James L. Gallogly, Chairman of the Management Board and CEO of the Company

Craig B. Glidden, EVP and Chief Legal Officer of the Company

Amanda K. Maki, Associate General Counsel, Finance & Corporate of the Company

Antoine Westerman of PricewaterhouseCoopers Accountants N.V.

Jared Shurtliff of PricewaterhouseCoopers Accountants N.V.

Anton Broenink, shareholder of the Company

The Chairman establishes that Mr. Glidden, as Secretary to the Supervisory Board, is to act as secretary of this meeting and take the minutes of the meeting.

The Chairman noted that the formalities of notice set out in the Company’s Articles of Association had been complied with and that all documentation had been made available in accordance with Company’s Articles of Association and also are available at this meeting.

The Chairman establishes that the shareholders represented at this meeting by proxy are jointly authorized to cast 454,239,089 votes.

The articles of association of LyondellBasell Industries N.V. do not prescribe any quorum or supermajority with respect to the voting in favor of the items of this meeting. This means that decisions can be taken with 50% + 1 vote.

In accordance with the articles of association of LyondellBasell Industries N.V., voting shall be done orally.

The Chairman concludes this item of the meeting and then dealt with the items on the agenda of the meeting.

2. Election of Supervisory Board Directors

The Chairman explains it is proposed that Mr. Jeet Bindra, Mr. Milton Carroll, Ms. Claire Farley and Mr. Rudy van der Meer be appointed as Class I members of the Supervisory Board; that Ms. Bella Goren be appointed as Class II member of the Supervisory Board; and that Ms. Nance Dicciani be appointed Class III member of the Supervisory board, all effective as of the end of the meeting.

The Class I supervisory directors' terms will end at the annual general meeting in 2017; the Class II supervisory director's term will end at the annual general meeting in 2016; and the Class III supervisory director's term will end at the annual general meeting in 2015. The summary descriptions of all of these directors' experience, ages, nationalities and share ownership are included in the proxy statement.

The Chairman states that the votes for these appointments are as follows:

- Votes in favor of Mr. Bindra are 440,703,919 and votes against are 1,232,217.
- Votes in favor of Mr. Carroll are 438,907,481 and votes against are 2,853,222.
- Votes in favor of Ms. Farley are 441,156,504 and votes against are 778,132.
- Votes in favor of Mr. van der Meer are 440,592,071 and votes against are 1,252,544.
- Votes in favor of Ms. Goren are 441,153,547 and votes against are 780,813.
- Votes in favor of Ms. Dicciani are 441,109,791 and votes against are 824,380.

The Chairman establishes that, as each nominee received more than 50%+1 of the votes cast at the meeting, the proposal to appoint Mr. Bindra, Mr. Carroll, Ms. Farley, Mr. van der Meer, Ms. Goren, and Ms. Dicciani, as members of the Supervisory Board of the Company until their respective terms end has been accepted.

The Chairman concludes this item of the meeting.

3. Election of Managing Directors

The Chairman explains it is proposed that Ms. Karyn Ovelmen, Mr. Craig Glidden, Mr. Bob Patel, Mr. Pat Quarles, and Mr. Tim Roberts be appointed as members of the Management Board, each for a term of four years. A summary description of each of the nominees' experience, ages, nationalities and share ownership is included in the proxy statement.

The Chairman states that the votes for these appointments are as follows:

- Votes in favor of Ms. Ovelmen are 441,932,066 and votes against are 39,086.
- Votes in favor of Mr. Glidden are 441,928,797 and votes against are 44,050.
- Votes in favor of Mr. Patel are 441,926,079 and votes against are 48,117.
- Votes in favor of Mr. Quarles are 441,934,822 and votes against are 37,788.
- Votes in favor of Mr. Roberts are 441,934,883 and votes against are 37,638.

The Chairman establishes that, as each nominee has received more than 50%+1 of the votes cast at the meeting, the proposal to appoint Ms. Ovelmen, Mr. Glidden, Mr. Patel, Mr. Quarles, and Mr. Roberts, as members of the Management Board of the Company until the annual general meeting of shareholders in 2018 has been accepted.

The Chairman concludes this item of the meeting.

4. Adoption of Dutch Statutory Annual Accounts for 2013

The Chairman explains that the annual accounts are prepared in accordance with international financial reporting standards (“IFRS”) and Dutch law. PricewaterhouseCoopers has issued an unqualified report with respect to the annual accounts for the financial year ended December 31, 2013. The Chairman notes that representatives of PricewaterhouseCoopers are present at this meeting and are available to respond to questions. The annual accounts and the annual report have been available for inspection for shareholders and were posted on the Company's website.

The Chairman explains the proposal is to adopt the Dutch annual accounts for the year ended December 31, 2013 and votes for this item are as follows:

- Votes in favor of adoption of the accounts are 452,146,014 and votes against are 30,837.

The Chairman establishes that a majority of the votes had been cast in favor of the proposal and therefore the proposal to adopt the annual accounts for the year ended December 31, 2013 has been accepted.

The Chairman concludes this item of the meeting.

5. Discharge from liability of sole member of the Management Board

The Chairman explains that the proposal is to discharge from liability for his duties Mr. Gallogly as the sole member of the Management Board in respect of the exercise of his duties during the year ended December 31, 2013 and the votes for this item are as follows:

- Votes in favor of discharge are 449,767,193 and votes against are 407,518.

The Chairman establishes that a majority of the votes had been cast in favor of the proposal and therefore the proposal to discharge the sole member of the Management Board from liability in respect of the exercise of his duties during the year ended December 31, 2013 has been accepted, and therefore the sole member of the Company's Management Board is released from liability for his duties, in so far as the exercise of these duties is reflected in the 2013 Annual Report or has otherwise been disclosed to shareholders prior to the adoption of the 2013 Annual Accounts.

The Chairman concludes this item of the meeting.

6. Discharge from liability of members of the Supervisory Board

The Chairman explains that the proposal is to discharge from liability the members of the Supervisory Board in respect of the exercise of their duties during the year ended December 31, 2013 and the votes for this item are as follows:

- Votes in favor of discharge are 449,733,169 and votes against are 442,470.

The Chairman establishes that a majority of the votes had been cast in favor of the proposal and therefore the proposal to discharge the members of the Company's Supervisory Board from liability of their duties during the year ended December 31, 2013 has been accepted, and therefore the members of the Company's Supervisory Board are released from liability for their duties, in so far as the exercise of these duties is reflected in the 2013 Annual Report or has otherwise been disclosed to shareholders prior to the adoption of the 2013 Annual Accounts.

The Chairman concludes this item of the meeting.

7. Ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm

The Chairman explains that the proposal is to ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered accounting firm to audit the Company's U.S. GAAP financial statements for the year ending December 31, 2014 and the votes for this item are:

- Votes in favor of appointment of PricewaterhouseCoopers LLP are 453,273,688 and votes against are 134,823.

The Chairman establishes that a majority of the votes had been cast in favor of the proposal and therefore the proposal to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm, who will audit our U.S. GAAP accounts for the year ending December 31, 2013 has been accepted.

The Chairman concludes this item of the meeting.

8. Appointment of PricewaterhouseCoopers Accountants N.V. as our auditor for the Dutch statutory annual accounts for the year ending December 31, 2014

The Chairman advises that representatives of PricewaterhouseCoopers are present at the meeting and are available to answer questions and votes for this item are as follows:

- Votes in favor of appointment of PricewaterhouseCoopers Accountants N.V. are 453,272,669 and votes against are 135,912.

The Chairman establishes that a majority of the votes had been cast in favor of the proposal and therefore the proposal to appoint PricewaterhouseCoopers Accountants N.V. as our independent registered public accounting firm, who will audit our IFRS accounts for the year ending December 31, 2014 has been accepted.

The Chairman concludes this item of the meeting.

9. Ratification and approval of dividends in respect of the 2013 fiscal year

The Chairman explains that it is proposed to approve the interim dividends paid in respect of the Company's 2013 annual accounts and that the Company's dividend policy, as set forth in the meeting materials, has not changed in recent years. The Company's policy continues to be to pay a consistent interim dividend on a quarterly basis, with the goal of increasing the dividend over time.

- Votes in favor of approving the interim dividend are 441,965,071 and votes against are 15,478.

The Chairman establishes that a majority of the votes had been cast in favor of the proposal and therefore the proposal to ratify and approve the payment of dividends in respect of fiscal 2013 has been approved for payment from the 2013 Annual Accounts.

The Chairman concludes this item of the meeting.

10. Advisory (non-binding) vote approving executive compensation

The Chairman explains the proposal is to approve executive compensation and the votes for this item are as follows:

- Votes in favor of the executive compensation, are 431,111,941 and votes against are 8,082,649.

The Chairman establishes that a majority of the votes had been cast in favor of the proposal and therefore the proposal for approval of the compensation of the Company's executive compensation, as described in the Compensation Discussion & Analysis section of the Proxy Statement has been accepted.

The Chairman concludes this item of the meeting.

11. Approval of the authority of the Management Board to repurchase up to 10% of our issued share capital until October 16, 2015

The Chairman explains that the proposal is for the Management Board, with the Supervisory Board's approval, to repurchase up to 10% of the issued share capital over the next 18 months, at prices not to exceed 100% of the market price of such shares.

The votes for this item are as follows:

- Votes in favor of granting authority to the Management board to repurchase up to 10% of our issued share capital are 440,825,371 and votes against are 87,993.

The Chairman establishes that a majority of the votes had been cast in favor of the proposal and therefore the proposal has been accepted and therefore, the Management Board has been given

the authority, acting with the approval of the Supervisory Board, to repurchase up to 10% of the Company's shares until October 16, 2015.

The Chairman concludes this item of the meeting.

12. Approval to cancel up to 10% of our issued share capital if repurchased under the authority that may be granted under item 10 on the proxy card

The Chairman explains that it is proposed that shareholders authorize the Company, if it deems advisable and in the best interest of shareholders, to cancel up to 10% of the shares held in treasury after repurchase by the Company.

The votes for this item are as follows:

- Votes in favor of the granting authority to cancel any shares repurchased by the Company are 441,929,351 and votes against are 35,585.

The Chairman establishes that a majority of the votes had been cast in favor of the proposal and therefore the proposal for granting authority of the Company to cancel up to 10% of the Company's shares held in treasury has been accepted.


The Chairman concludes this item of the meeting.

13. Questions.

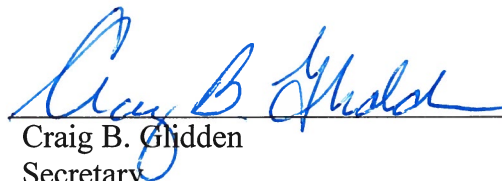
The Chairman gave the shareholder present the opportunity to ask any questions regarding the Company. Mr. Gallogly then addressed a question of Mr. Broenink to his satisfaction.

14. Closing.

There being no further questions, the Chairman thanked all present for their attendance and closed the annual general meeting.



Robert G. Gwin
Chairman



Craig B. Glidden
Secretary