CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF LYONDELLBASELL INDUSTRIES N.V.

General

The Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of LyondellBasell Industries N.V. (together with its subsidiaries, the "Company") shall consist of not less than three non-executive members of the Board, each of whom shall be independent directors as determined by the Board.

The Committee is established for the primary purpose of assisting the Board in: (a) developing, reviewing, and recommending to the Board appropriate corporate governance policies, procedures and guidelines for the Company, (b) identifying individuals qualified to become directors of the Company, consistent with criteria approved by the Board, (c) recommending to the Board candidates to fill vacancies on the Board or to stand for election by the shareholders of the Company, (d) recommending committee assignments for directors, (e) periodically assessing the performance of management and the Board and reporting any findings to the Board, and (f) overseeing the review of the Company's environmental, social and governance ("ESG") objectives, in coordination with other Board committees.

A quorum of the Committee shall consist of at least a majority of the members of the Committee and the act of a majority of the Committee members present at any meeting at which there is a quorum shall be the act of the Committee. The Committee shall meet at least two times annually in regularly scheduled sessions, and at such other times as the Chair of the Committee, in consultation with the Committee members, shall determine necessary, with reasonable prior notice to the members of the Committee. The agenda will be developed by the Chair of the Committee in consultation with members of the Committee and the Chief Executive Officer. Materials relating to each meeting will be provided to Committee members in advance of the meeting where necessary to allow members to prepare for discussion at the meeting.

Subject to the Company's Articles of Association and Rules of the Board of Directors, the Committee may meet by telephone conference call or by any other means permitted by law or may act by unanimous written consent of all members in lieu of a meeting.

The members of the Committee shall be appointed and may be removed at any time without cause by the affirmative vote of a majority of the Board in its discretion, and shall serve for such term as the Board determines or until their successors are elected or appointed. The Committee, acting unanimously, may delegate any of its responsibilities to a subcommittee comprised of one or more of its members.

Responsibilities and Authority

The Committee shall have the following responsibilities and authority:

1. Review the overall effectiveness of the Board and the conduct of its business.

2. Review various policies and practices of the Company and management in the areas of corporate governance and corporate responsibility, including:

    a. the development, review and recommendation to the Board of a set of corporate governance guidelines applicable to the Company; and

    b. ESG strategy, ratings, implementation and process, including an annual review of shareholder proposals and trends.

3. Periodically review and make recommendations to the Board regarding the nature and duties of the committees of the Board (including this Committee), including:

    a. Evaluation of their charters, duties and powers according to existing and planned Company objectives.

    b. Nominations of individuals to serve as their members and chairs.

    c. Rotation of their members.

4. Review and make recommendations to the Board regarding the Board's composition, structure and effectiveness, including:

    a. Retirement and tenure policies for non-executive directors.

    b. Establishment of the selection criteria and appointment procedures for the members of the Board, which shall reflect at a minimum any requirements of applicable law or listing rules, as well the criteria set forth in the Company's Corporate Governance Guidelines.

    c. Periodic assessments of the functioning of the individual members of the Board.

    d. Proposal and recommendation of the size and composition of the Board.

6. On an annual basis:

    a. Coordinate an evaluation by the directors of the Board's and committees' (including this Committee's) performances and procedures.

    b. Coordinate a review of individual directors' performance as a part of the process for recommending nominees to the Board.

c. Review the Company's corporate governance profile and governance documents and make recommendations to the Board.

d. Recommend to the Board regarding retainers, attendance fees and other compensation to be paid to non-executive directors.

e. Evaluate the performance of the Committee.

7. Prior to each Annual General Meeting of Shareholders, review any shareholder proposals received by the Company for inclusion in the Company's proxy statement and make a recommendation to the Board to either oppose, support or take no action with respect to such proposal.

8. Recommend to the Board candidates for membership on the Board, including:

   a. Seeking out possible candidates for nomination and otherwise aid in attracting highly qualified candidates for directors.

   b. Making recommendations to the Board as to nominees for membership on the Board, including candidates as may be recommended to the Company by directors, officers, employees, shareholders or others.

   c. Recommending to the Board criteria and characteristics regarding qualifications for Board membership established by the Committee, which shall take into account individuals' personal and professional integrity and ability, experience and judgment so that, in the opinion of the Committee, such individuals are expected to be effective, in conjunction with other directors and director nominees, in collectively serving the long-term interests of the Company and its shareholders.

9. Reviewing annually the independence of each director and refer its conclusions to the Board for full discussion and approval. A director's independence shall be determined in accordance with the Company's Corporate Governance Guidelines.

Responsibilities of the Chair of the Committee

The Chair of the Committee, in addition to the duties of a Committee member, shall have the following responsibilities:

1. Preside at each meeting of the Committee. In the absence of the Chair of the Committee, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting.

2. Cause minutes of the deliberations at each such meeting to be prepared and retained in the Company's records.

3. Following each meeting, report to the Board concerning the Committee's actions, conclusions and recommendations.

The Committee shall have the sole authority to retain special legal, accounting or other consultants, including search firms who assist in the identification of director candidates or in the evaluation of non-employee director compensation or otherwise advise the Committee, and to approve the fees and other terms of retention of such consultants. The Committee may also engage the Compensation Committee's compensation consultant to assist it with director compensation services. The Committee may request any officer or employee of the Company to attend a meeting of the Committee or to meet with any members of, or consultants to, Committee. Each Committee member shall be fully protected in relying in good faith upon such information, opinions, reports or statements presented to the Committee by any of the Company's officers or employees, or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence.

The Committee will meet regularly in executive session. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following each Committee meeting, accompanied by any recommendations to the Board approved by the Committee.

Reviewed and affirmed May 26, 2022