



Morgan Stanley Chemicals and Agriculture Conference

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V.P. Investor Relations
November 11, 2014



Cautionary Statement



The statements in this presentation relating to matters that are not historical facts are forward-looking statements. These forward-looking statements are based upon assumptions of management which are believed to be reasonable at the time made and are subject to significant risks and uncertainties. Actual results could differ materially based on factors including, but not limited to, the business cyclicity of the chemical, polymers and refining industries; the availability, cost and price volatility of raw materials and utilities, particularly the cost of oil, natural gas, and associated natural gas liquids; competitive product and pricing pressures; labor conditions; our ability to attract and retain key personnel; operating interruptions (including leaks, explosions, fires, weather-related incidents, mechanical failure, unscheduled downtime, supplier disruptions, labor shortages, strikes, work stoppages or other labor difficulties, transportation interruptions, spills and releases and other environmental risks); the supply/demand balances for our and our joint ventures' products, and the related effects of industry production capacities and operating rates; our ability to achieve expected cost savings and other synergies; legal and environmental proceedings; tax rulings, consequences or proceedings; technological developments, and our ability to develop new products and process technologies; potential governmental regulatory actions; political unrest and terrorist acts; risks and uncertainties posed by international operations, including foreign currency fluctuations; and our ability to comply with debt covenants and service our debt. Additional factors that could cause results to differ materially from those described in the forward-looking statements can be found in the "Risk Factors" section of our Form 10-K for the year ended December 31, 2013, which can be found at www.lyondellbasell.com on the Investor Relations page and on the Securities and Exchange Commission's website at www.sec.gov.

The illustrative results or returns of growth projects are not in any way intended to be, nor should they be taken as, indicators or guarantees of performance. The assumptions on which they are based are not projections and do not necessarily represent the Company's expectations and future performance. You should not rely on illustrated results or returns or these assumptions as being indicative of our future results or returns.

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Information Related to Financial Measures



We have included EBITDA in this presentation, which is a non-GAAP measure, as we believe that EBITDA is a measure commonly used by investors. However, EBITDA, as presented herein, may not be comparable to a similarly titled measure reported by other companies due to differences in the way the measure is calculated. For purposes of this presentation, EBITDA means income from continuing operations plus interest expense (net), provision for (benefit from) income taxes, and depreciation & amortization. EBITDA should not be considered an alternative to profit or operating profit for any period as an indicator of our performance, or as an alternative to operating cash flows as a measure of our liquidity. See slides # 22 and 24 for reconciliations of EBITDA to net income.

While we also believe that free cash flow (FCF) is a measure commonly used by investors, free cash flow, as presented herein, may not be comparable to a similarly titled measure reported by other companies due to differences in the way the measure is calculated. For purposes of this presentation, free cash flow means net cash provided by operating activities minus capital expenditures.

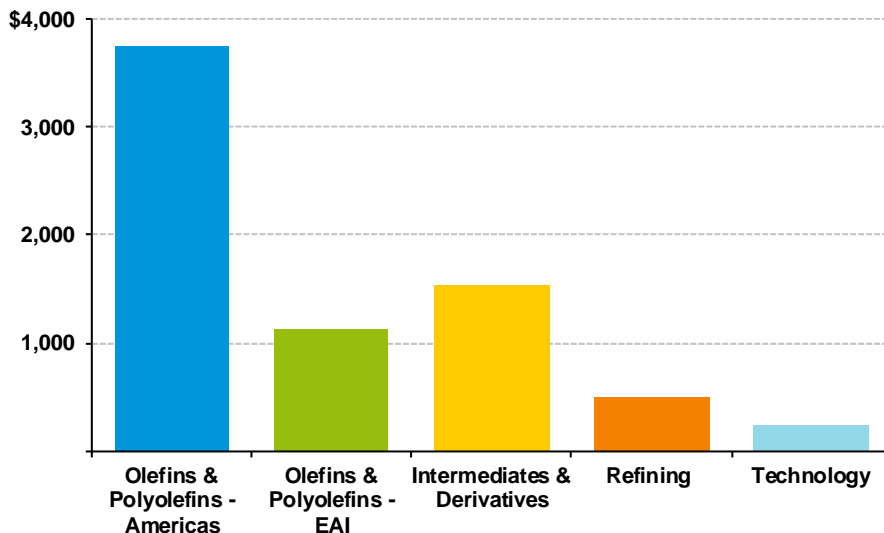
World-Class Scale With Leading Positions



(\$ in millions, except per share data)	FY 2012	FY 2013	LTM (Sep. 2014)
EBITDA	\$5,808	\$6,311	\$7,187
Income from Continuing Operations	\$2,858	\$3,860	4,553
Diluted Earnings (\$/share) from Continuing Operations	\$4.96	\$6.76	\$8.49

LTM EBITDA (Sep. 2014)

(\$ in millions)



Source of data: Positions based on LyondellBasell wholly owned capacity and pro rata share of JV capacities as of December 31, 2013.

Products

Global Capacity Position

Chemicals

Ethylene	#5
Propylene	#5
Propylene Oxide	#2

Polymers

Polyolefins (PE + PP)	#3
Polypropylene	#1
Polyethylene	#5
Polypropylene Compounds	#1

Fuels

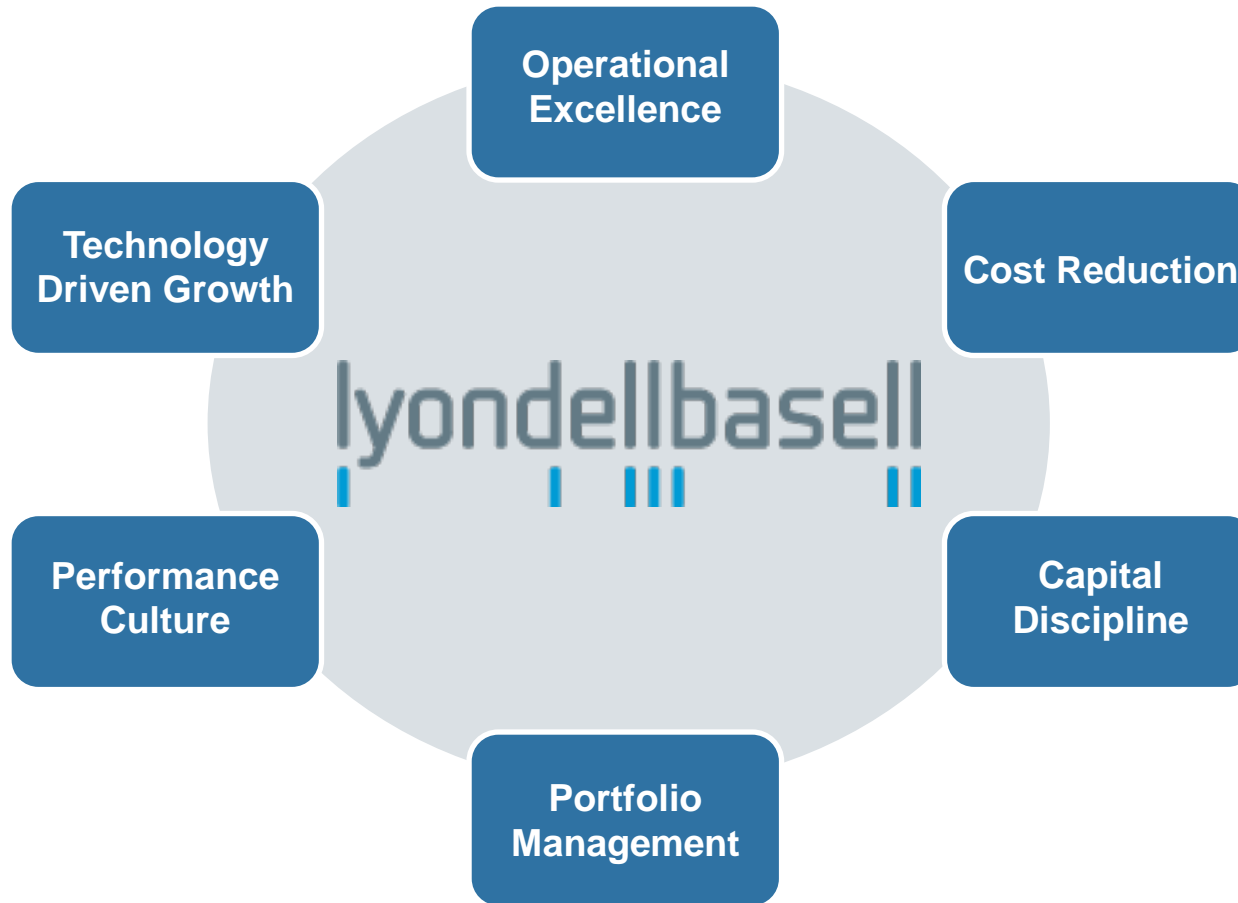
Oxyfuels	#1
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Technology and R&D

Polyolefin Licensing	#3
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LYB Operates With a Simple Direct Back to Basics Strategy



Each Business Is Operated to Maximize Results



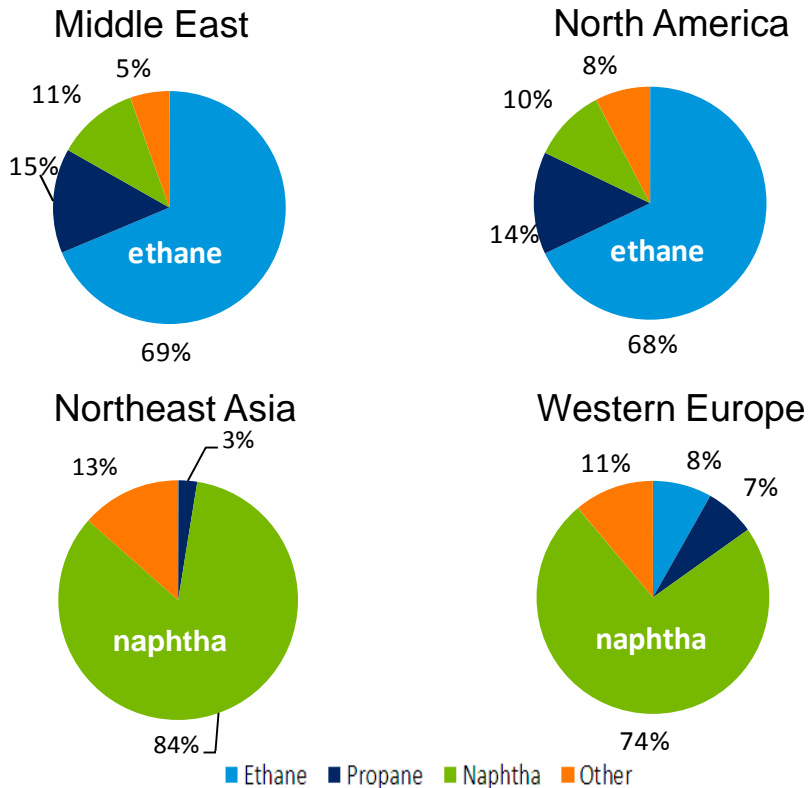
<u>Segment</u>	<u>LYB Market Position</u>	<u>Priority</u>	<u>LTM EBITDA</u>
Olefins & Polyolefins – Americas	<ul style="list-style-type: none"> • NGL advantage • Cyclical upside 	Invest	\$3.8B
Olefins & Polyolefins – EAI	<ul style="list-style-type: none"> • Commodities – naphtha based, with cyclical upside • Advantaged feedstock • Differentiated polymers 	Focus and Optimize	\$1.1B
Intermediates & Derivatives (I&D)	<ul style="list-style-type: none"> • Proprietary technologies • Natural gas advantage 	Invest	\$1.5B
Refining	<ul style="list-style-type: none"> • Large, heavy crude refinery 	Sustain and Optimize	\$0.5B
Technology	<ul style="list-style-type: none"> • Strong technology position • Maintain leadership 	Focus	\$0.2B

Note: LTM EBITDA as of September 2014

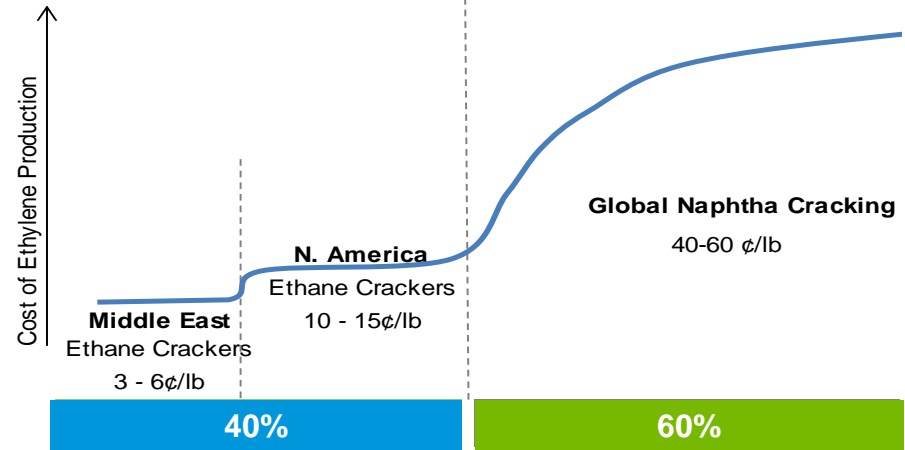
Low Cost Ethane Has Improved North American Ethylene Competitiveness



Feedstock Mix by Region



Global Cost of Ethylene Curve

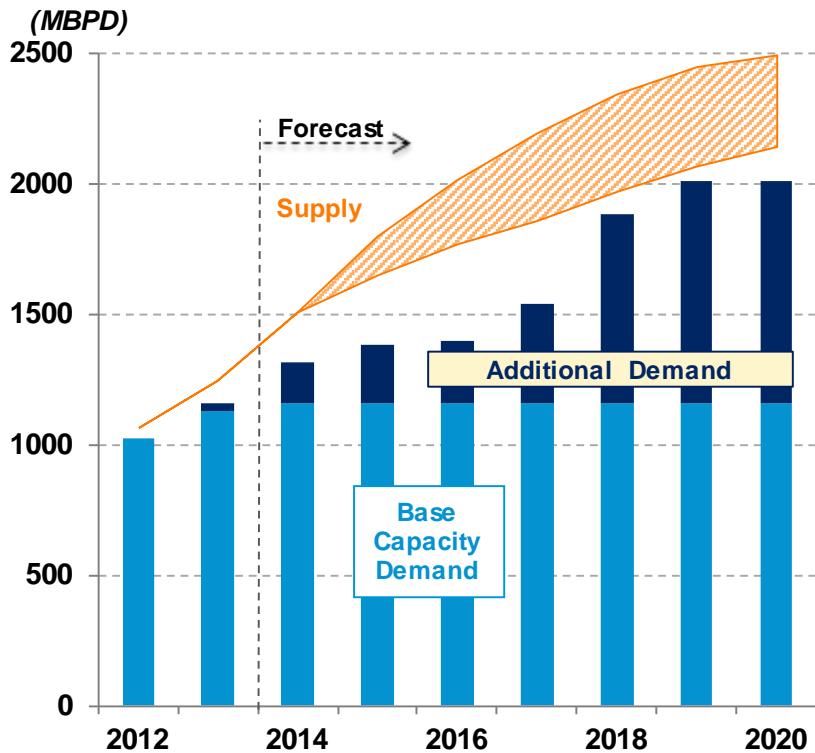


Source: Third party consultants and LYB estimates.

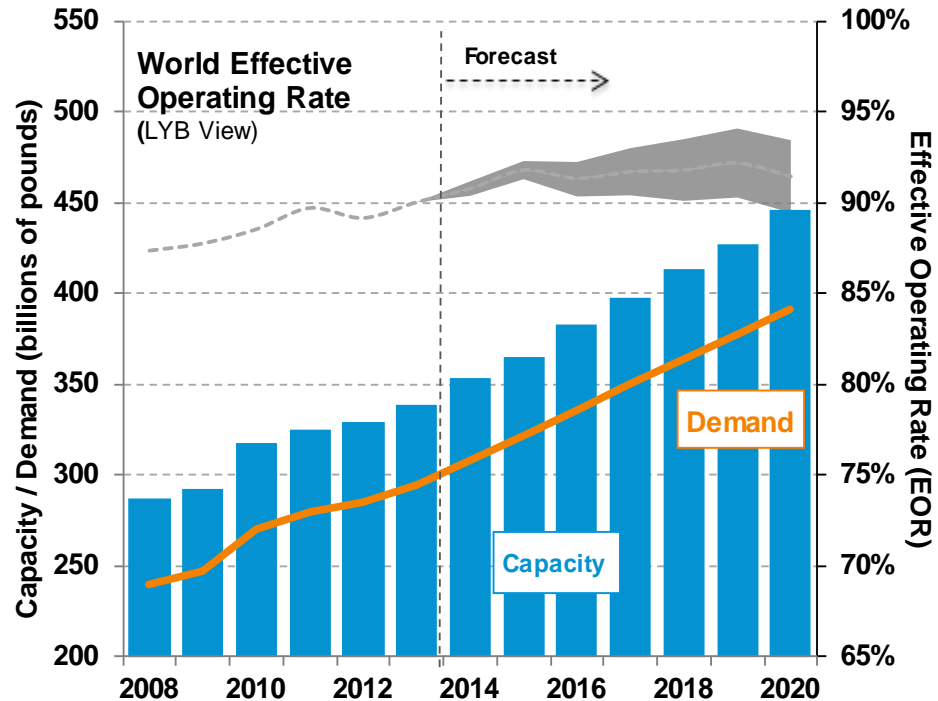
Favorable Supply/Demand Balances



U.S. Ethane Supply/Demand



Ethylene Global Operating Rates



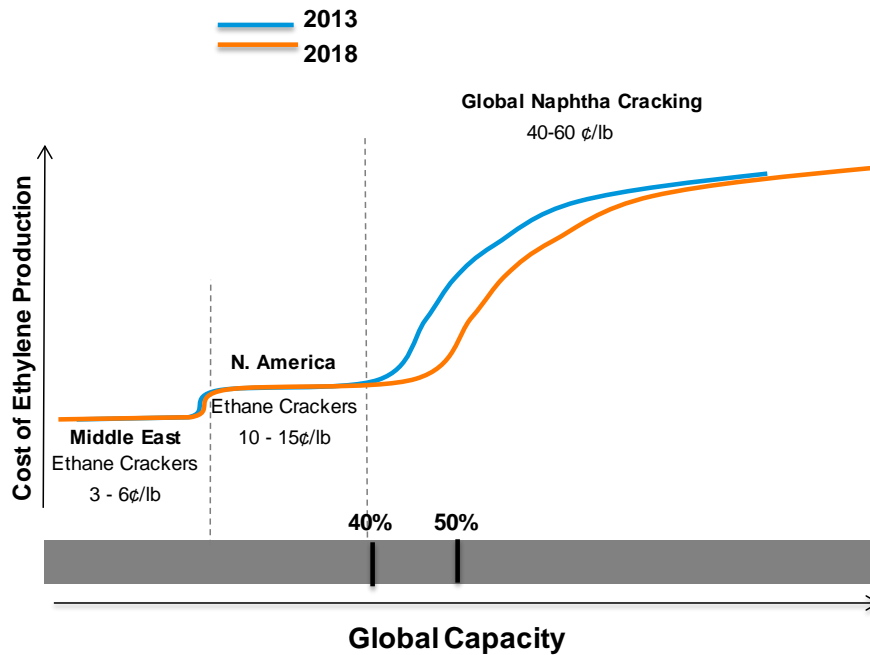
- Ethane production is expected to continue exceeding demand
- N. America ethylene industry effective operating rate ~ 95% in 2013/14

Source: Third party consultants and LYB estimates.

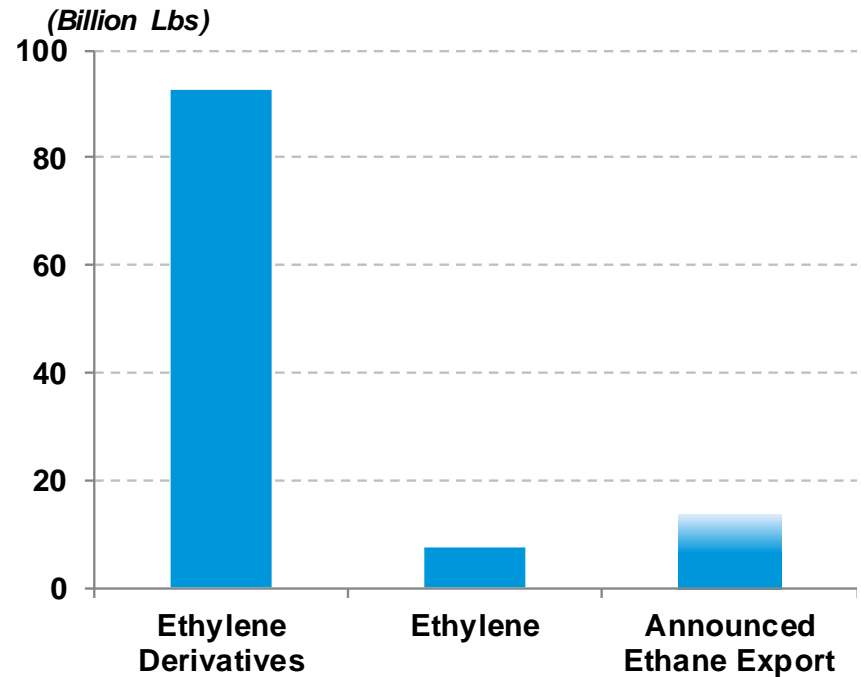
Capacity Additions and Global Transport: Small Impact on the Cost Curve



Global Ethylene Cost Curve Post Announced Additions



2013 Ocean Transport Volume (Ethylene Equivalent)

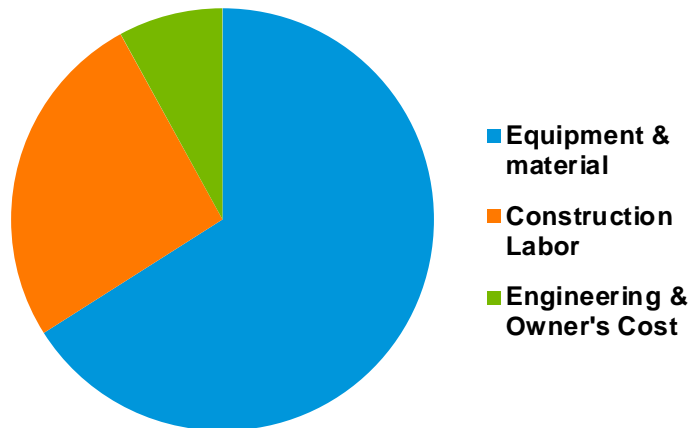


Post announced capacity expansions, naphtha-based capacity represents ~ 50% of supply

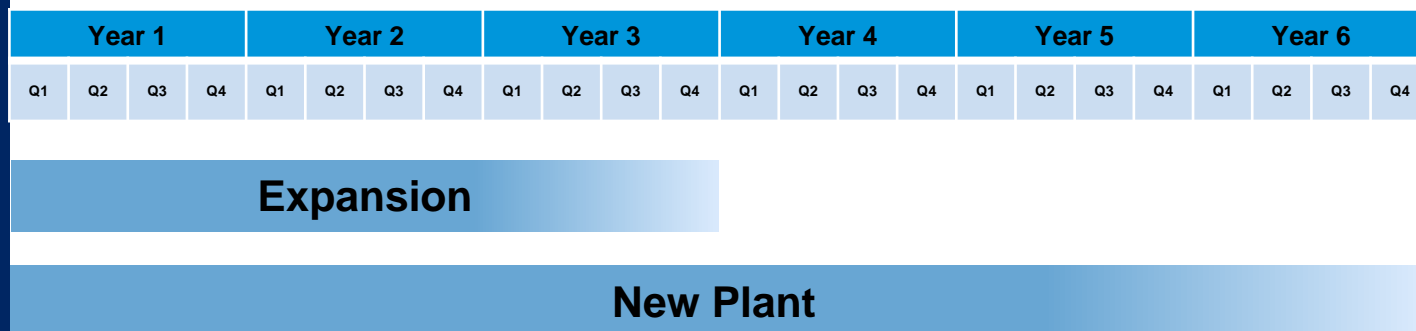
Source: Third party consultants.

Ethylene Plant Construction is a Complex, Lengthy and Costly Process

Typical Breakdown of New Plant Cost



Construction Timeline

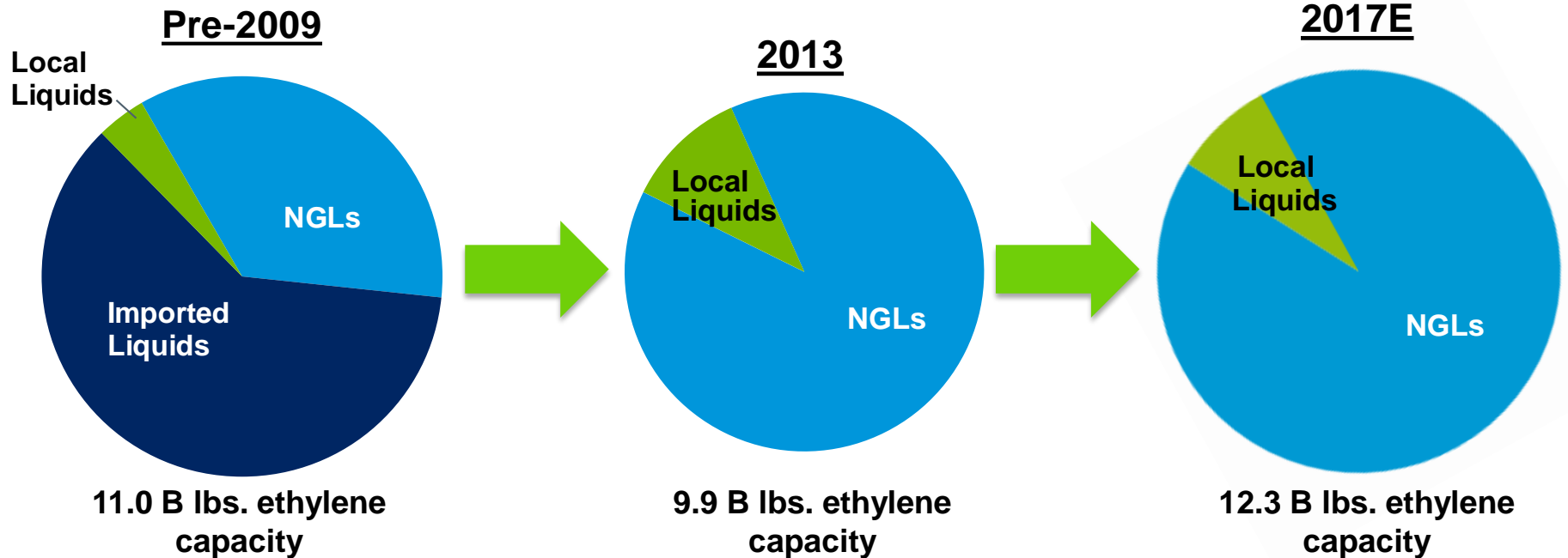


Source: Breakdown of new plant costs are based on hypothetical estimates. Data based on third party Engineering, Procurement and Construction firm estimates.

O&P – Americas: Feedstock Flexibility and Growth



LYB U.S. Ethylene Cracker Feedstock Flexibility



- 25% ethylene capacity expansion since 2012
- ~ 90% of ethylene production since 2013 from NGLs

Source: LYB.

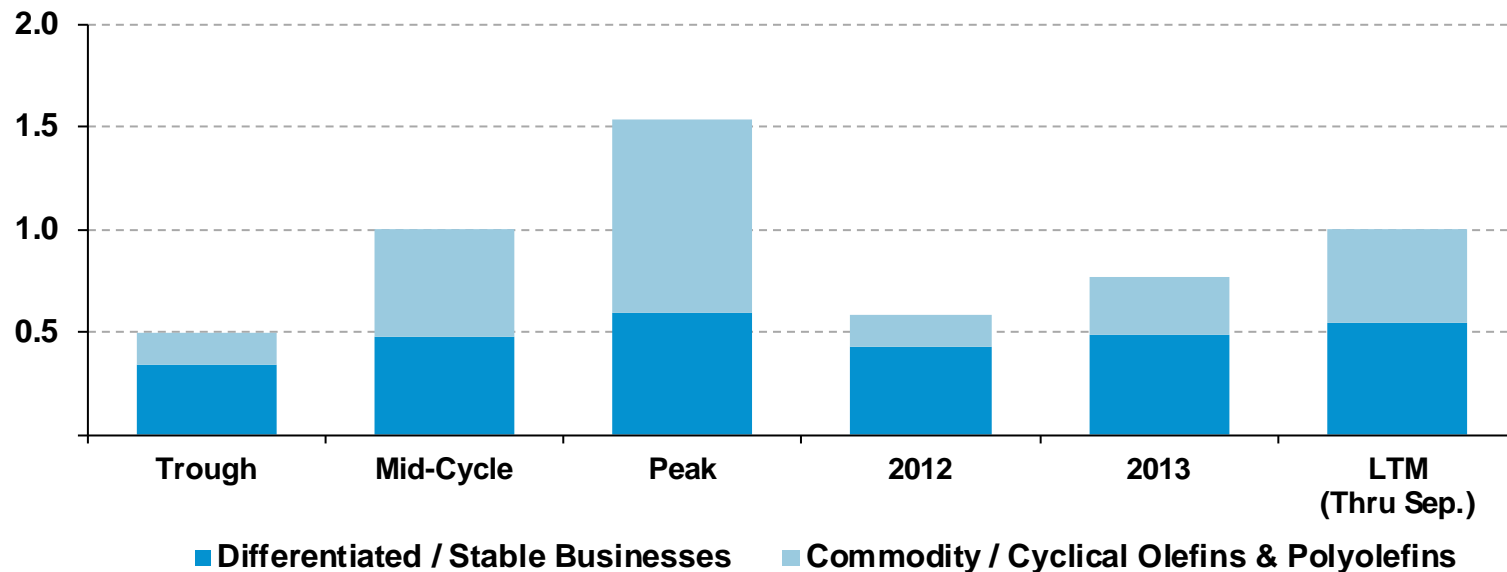
Note: Percentages based on volume of feedstock consumed. Future feedstock mix is LYB estimate.

O&P – EAI: Differentiated Positions and Realigned Philosophy



Indexed O&P EAI EBITDA Scenarios ⁽¹⁾

(EBITDA Indexed, Mid-Cycle = 1.0)



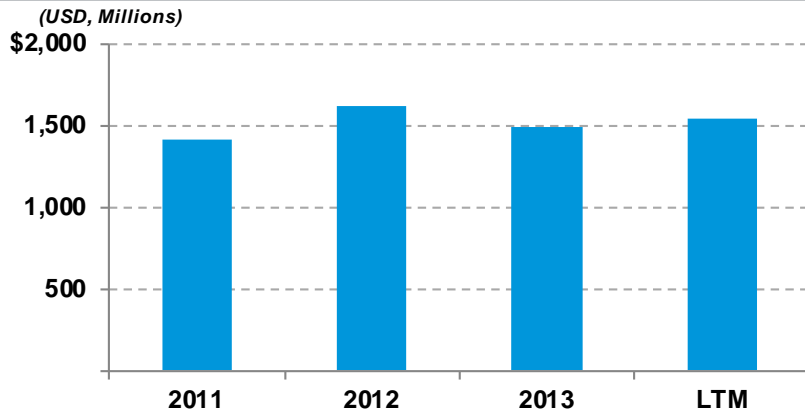
- Differentiated products typically represent \$350 - \$550 million per year over the cycle
- Commodity businesses benefiting from feedstock flexibility and above industry operating rates

(1) O&P EAI trough, mid-cycle and peak EBITDA values are based on LYB estimates.

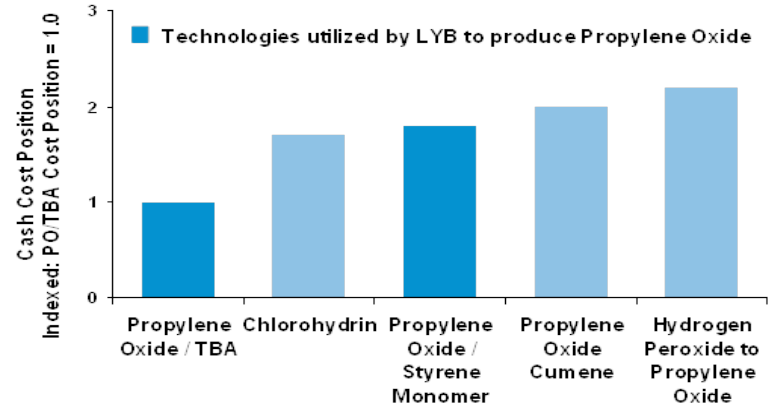
I&D: Proprietary Technology and Advantaged Positions



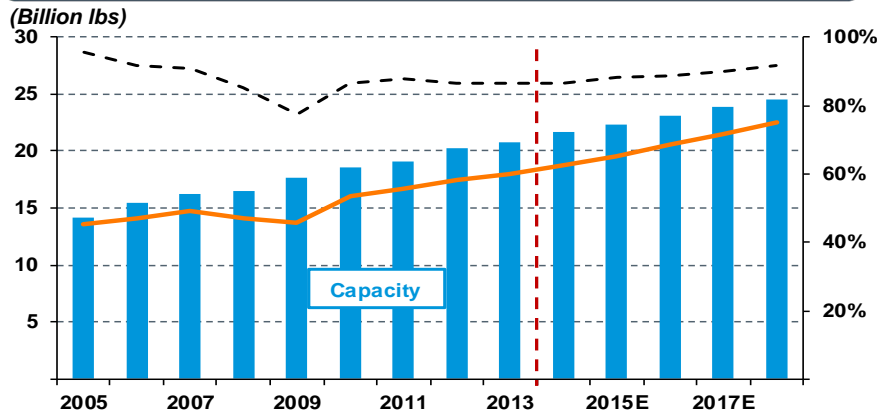
Strong and Stable EBITDA⁽¹⁾



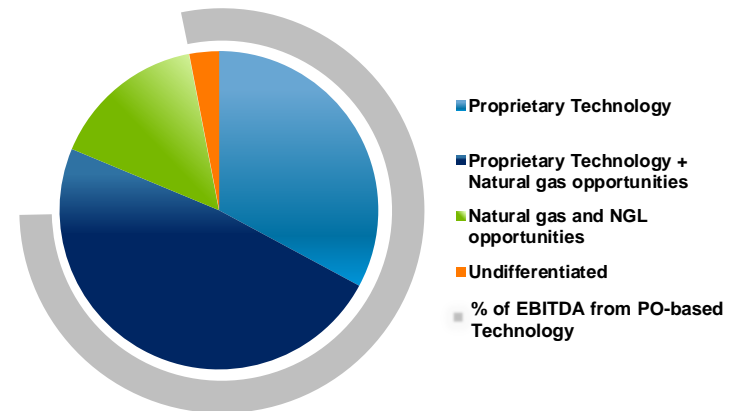
Economics of PO Technologies⁽²⁾



PO Supply / Demand Outlook



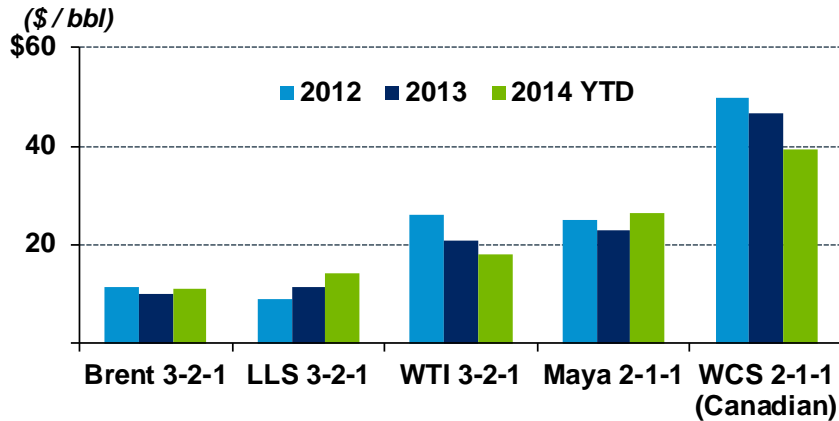
~80% of EBITDA is Generated from PO Proprietary Technology⁽³⁾



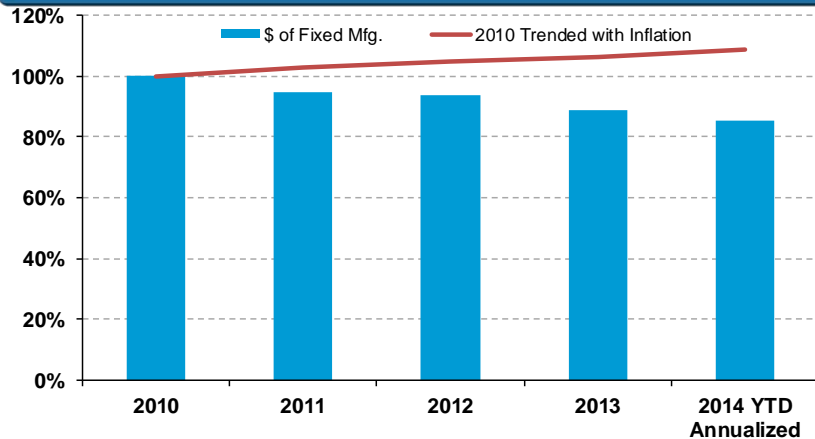
Refining: Increased Flexibility, Strengthened Operations



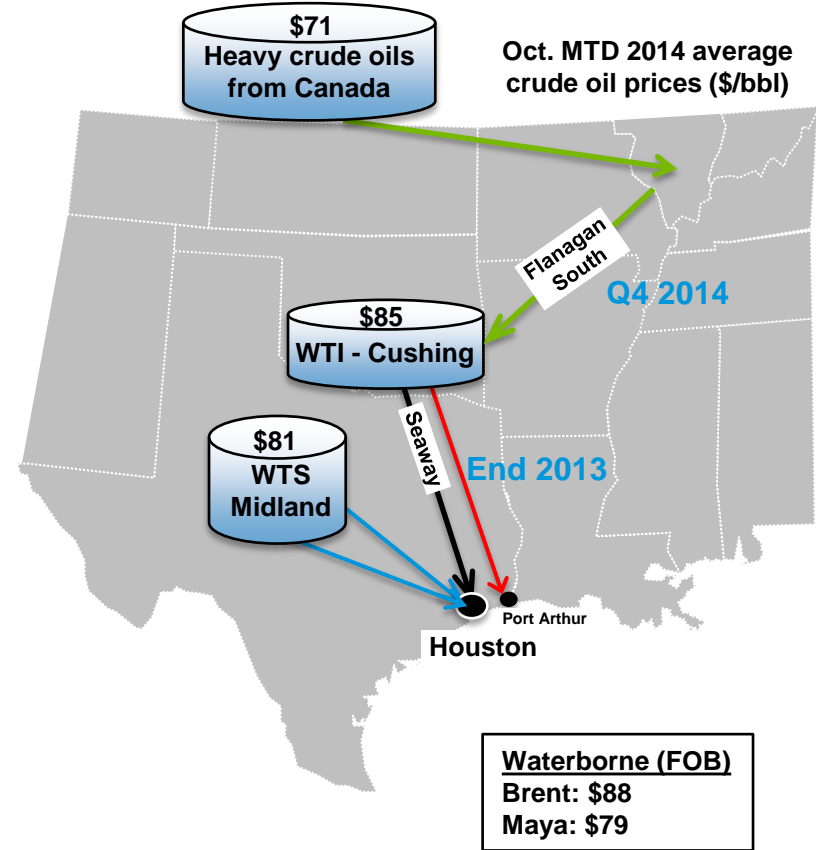
Refining Spreads



Indexed Manufacturing Operating Cost (1)




New Pipeline Capacity to Houston



(1) Manufacturing costs here represent the fixed manufacturing costs and do not include variable costs of manufacturing.

Notes: Maya 2-1-1 based on LLS pricing. WCS refers to west Canadian select vs. Gulf Coast products. 2014 YTD as of 30 September 2014. October MTD prices as of October 27th.

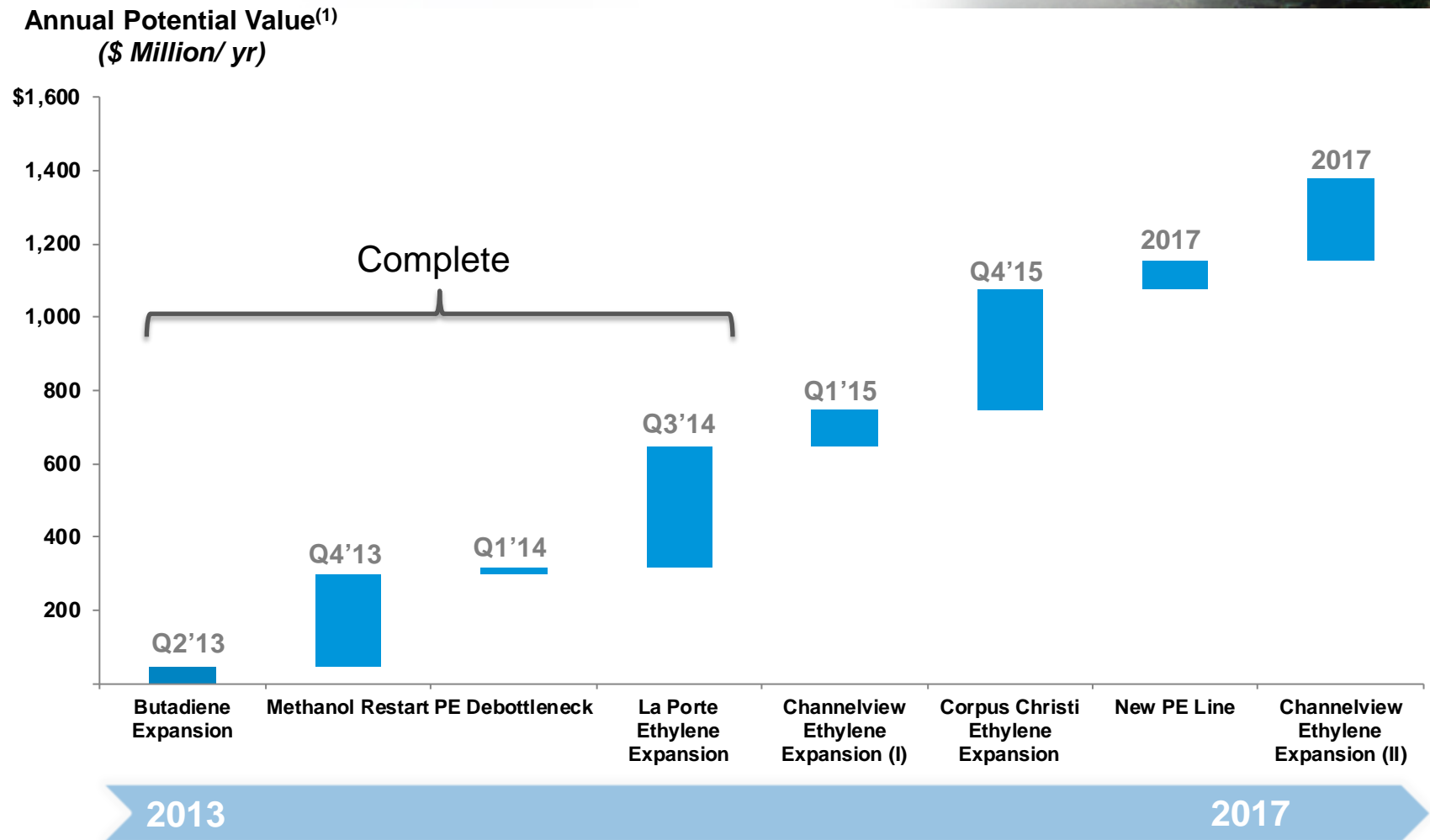
Cash Deployment Hierarchy



		Current Status	Comments
Foundation	Base Capex	~ \$800 - \$900 million/yr	<ul style="list-style-type: none"> • First priorities for cash
	Interest	~\$375 million/yr ⁽¹⁾	
	Interim Dividend	\$0.70/share per quarter	<ul style="list-style-type: none"> • Fund through the cycle with cash flow from operations
Discretionary Opportunities	Growth Capex	~\$750 million avg. per year (2013/14)	<ul style="list-style-type: none"> • High-return in advantaged businesses
	Share Repurchases / Special Dividend / Acquisitions	Balance of cash generated	<ul style="list-style-type: none"> • Discretionary cash returned to shareholders • M&A if strategic and meaningfully accretive

(1) Excludes the impact of fixed to floating interest rate swaps

Projects Annual Potential Values & Completion Timeline



(1) Annual potential values are based on FY 2013 industry benchmark margins.

Projects Completed and Active



Project	Cost (\$Million)	Start-up	Potential Pre-Tax Earnings (\$ Million/year)
Increase Ethane Capability and Midwest Debottlenecks	~\$50	2012	\$150 - \$180
EU Butadiene Expansion	~\$100	Mid 2013	\$40 - \$50
Methanol Restart	~\$180	Late 2013	\$250 - \$260
PE Debottleneck	~\$20	Early 2014	\$10 - \$20
La Porte Ethylene Expansion	~\$510	Mid 2014	\$300 - \$350
Channelview Ethylene Expansion (I)	~\$200	Early 2015	\$90 - \$110
Corpus Christi Ethylene Expansion	~\$600	Late 2015	\$300 - \$350
PP Compounding Growth	~ \$40	2013 - 2016	\$70 - \$90
Total	~ \$1,700		~ \$1,200 - \$1,400

Complete
 In Construction/Permit Obtained

(1) Costs are based on company estimates and potential pre-tax values are based on FY 2013 industry benchmark margins.

Possible/Developing Growth Projects



Project	Cost (\$Million)	Start-up	Potential Pre-Tax Earnings (\$ Million/year)
New PE line	~ \$400	Mid 2017	\$50 - \$100
Channelview Ethylene Expansion (II)	TBD	2017	\$200 - \$250
PO/TBA Joint Venture	MOU	2018	\$70 - \$90
New PO/TBA Plant	TBD	2019	TBD
Total	~ \$400		~ \$300 - \$450

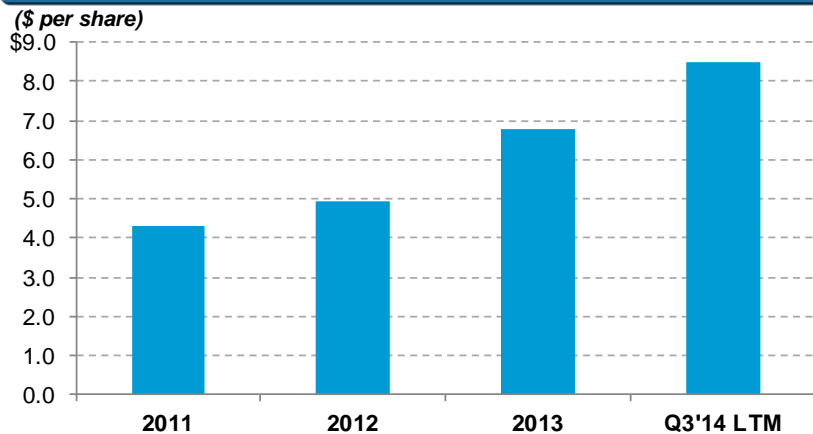
Combined projects expected to have average payback period of less than 3 years

(1) Capital costs are based on preliminary 2013 company estimates and values are based on September 2013 LTM industry benchmark margins.

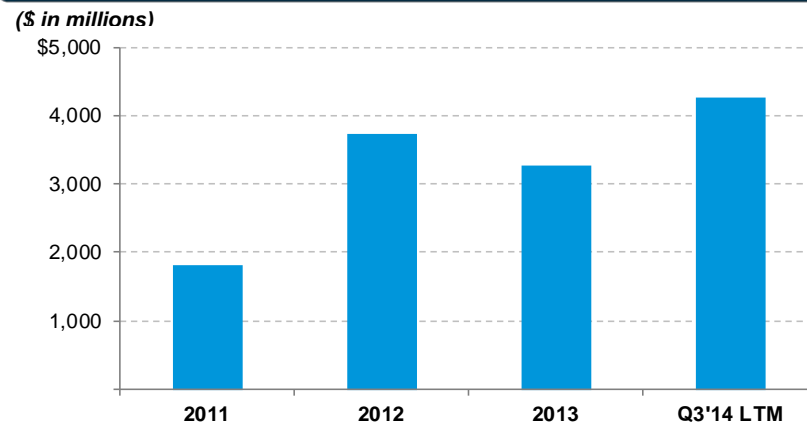
Key Financial Statistics



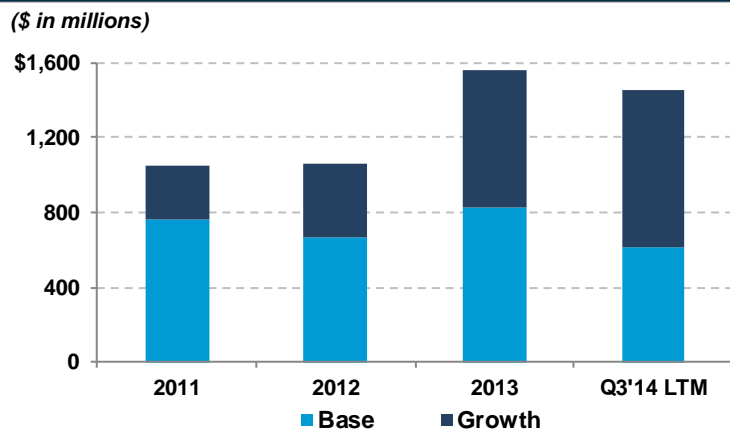
Earnings Per Share



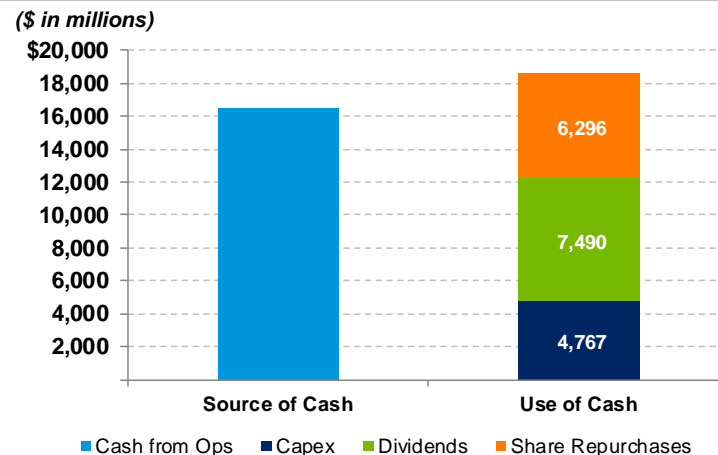
Free Cash Flow⁽¹⁾



Capital Expenditures



2011 – Q3'14 Cash Deployment



1) Free Cash Flow = net cash provided by operating activities – capex



Appendix

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2013 – 2014 Reconciliation of Segment Information to Consolidated Financial Information



Reconciliation of Segment Information to Consolidated Financial Information

(Millions of U.S. dollars)	2013					2014			
	Q1	Q2	Q3	Q4	Total	Q1	Q2	Q3	YTD
Sales and other operating revenues:									
Olefins & Polyolefins - Americas	\$ 3,244	\$ 3,251	\$ 3,315	\$ 3,279	\$ 13,089	\$ 3,357	\$ 3,462	\$ 3,750	\$ 10,569
Olefins & Polyolefins - Europe, Asia, International	3,800	3,708	3,594	3,583	14,685	3,778	4,069	3,995	11,842
Intermediates & Derivatives	2,282	2,217	2,452	2,521	9,472	2,429	2,706	2,691	7,826
Refining	2,468	3,077	3,177	2,976	11,698	2,756	3,250	3,146	9,152
Technology	134	132	124	142	532	136	144	107	387
Other	(1,259)	(1,282)	(1,510)	(1,363)	(5,414)	(1,321)	(1,514)	(1,623)	(4,458)
Continuing Operations	\$ 10,669	\$ 11,103	\$ 11,152	\$ 11,138	\$ 44,062	\$ 11,135	\$ 12,117	\$ 12,066	\$ 35,318
Operating income (loss):									
Olefins & Polyolefins - Americas	\$ 821	\$ 872	\$ 759	\$ 801	\$ 3,253	\$ 656	\$ 898	\$ 1,068	\$ 2,622
Olefins & Polyolefins - Europe, Asia, International	93	189	78	17	377	225	190	223	638
Intermediates & Derivatives	323	285	371	321	1,300	316	375	321	1,012
Refining	(17)	(16)	(37)	92	22	86	95	67	248
Technology	50	39	35	33	157	60	56	26	142
Other	(3)	(5)	1	--	(7)	(3)	(1)	1	(3)
Continuing Operations	\$ 1,267	\$ 1,364	\$ 1,207	\$ 1,264	\$ 5,102	\$ 1,340	\$ 1,613	\$ 1,706	\$ 4,659
Depreciation and amortization:									
Olefins & Polyolefins - Americas	\$ 75	\$ 69	\$ 73	\$ 76	\$ 293	\$ 73	\$ 74	\$ 84	\$ 231
Olefins & Polyolefins - Europe, Asia, International	77	76	78	56	287	70	67	65	202
Intermediates & Derivatives	48	50	50	56	204	55	56	55	166
Refining	36	37	45	42	160	42	42	42	126
Technology	17	20	16	22	75	16	15	16	47
Other	--	2	--	--	2	--	--	--	--
Continuing Operations	\$ 253	\$ 254	\$ 262	\$ 252	\$ 1,021	\$ 256	\$ 254	\$ 262	\$ 772
EBITDA: ^(a)									
Olefins & Polyolefins - Americas	\$ 898	\$ 951	\$ 841	\$ 883	\$ 3,573	\$ 736	\$ 978	\$ 1,157	\$ 2,871
Olefins & Polyolefins - Europe, Asia, International	225	295	204	115	839	356	319	343	1,018
Intermediates & Derivatives	373	338	427	354	1,492	375	430	383	1,188
Refining	20	20	8	134	182	129	137	110	376
Technology	66	59	52	55	232	76	71	41	188
Other	3	(11)	(1)	2	(7)	(4)	6	1	3
Continuing Operations	\$ 1,585	\$ 1,652	\$ 1,531	\$ 1,543	\$ 6,311	\$ 1,668	\$ 1,941	\$ 2,035	\$ 5,644
Capital, turnarounds and IT deferred spending:									
Olefins & Polyolefins - Americas	\$ 122	\$ 122	\$ 218	\$ 183	\$ 645	\$ 231	\$ 306	\$ 208	\$ 745
Olefins & Polyolefins - Europe, Asia, International	63	46	44	76	229	33	27	45	105
Intermediates & Derivatives	106	141	119	77	443	45	52	50	147
Refining	93	67	36	13	209	32	20	27	79
Technology	7	6	7	10	30	2	6	6	14
Other	--	5	(1)	1	5	--	4	2	6
Total	391	387	423	360	1,561	343	415	338	1,096
Deferred charges included above	--	--	--	--	--	--	--	--	--
Continuing Operations	\$ 391	\$ 387	\$ 423	\$ 360	\$ 1,561	\$ 343	\$ 415	\$ 338	\$ 1,096

(a) See slide # 22 for EBITDA calculation.

2013 – 2014 Reconciliation of EBITDA to Income from Continuing Operations



EBITDA Calculation

<u>(Millions of U.S. dollars)</u>	2013					2014			
	Q1	Q2	Q3	Q4	Total	Q1	Q2	Q3	YTD
Net income attributable to the Company shareholders	\$ 901	\$ 929	\$ 853	\$ 1,174	\$ 3,857	\$ 945	\$ 1,178	\$ 1,258	\$ 3,381
Net income (loss) attributable to non-controlling interests	(1)	(2)	(2)	1	(4)	(1)	(2)	(1)	(4)
(Income) loss from discontinued operations, net of tax	6	(4)	3	2	7	(1)	(3)	3	(1)
Income from continuing operations	906	923	854	1,177	3,860	943	1,173	1,260	3,376
Provision for income taxes	357	410	339	30	1,136	383	425	434	1,242
Depreciation and amortization	253	254	262	252	1,021	256	254	262	772
Interest expense, net	69	65	76	84	294	86	89	79	254
EBITDA	\$ 1,585	\$ 1,652	\$ 1,531	\$ 1,543	\$ 6,311	\$ 1,668	\$ 1,941	\$ 2,035	\$ 5,644

2011 – 2012 Reconciliation of Segment Information to Consolidated Financial Information



Reconciliation of Segment Information to Consolidated Financial Information

(Millions of U.S. dollars)

	2011	2012
Sales and other operating revenues:		
Olefins & Polyolefins - Americas	\$ 14,880	\$ 12,934
Olefins & Polyolefins - Europe, Asia, International	15,591	14,521
Intermediates & Derivatives	9,500	9,658
Refining	13,706	13,291
Technology	506	498
Other	(6,000)	(5,550)
Continuing Operations	<u>\$ 48,183</u>	<u>\$ 45,352</u>
Operating income (loss):		
Olefins & Polyolefins - Americas	\$ 1,855	\$ 2,650
Olefins & Polyolefins - Europe, Asia, International	435	127
Intermediates & Derivatives	1,156	1,430
Refining	809	334
Technology	107	122
Other	(25)	13
Continuing Operations	<u>\$ 4,337</u>	<u>\$ 4,676</u>
Depreciation and amortization:		
Olefins & Polyolefins - Americas	\$ 246	\$ 281
Olefins & Polyolefins - Europe, Asia, International	262	285
Intermediates & Derivatives	186	194
Refining	153	148
Technology	84	73
Other	-	2
Continuing Operations	<u>\$ 931</u>	<u>\$ 983</u>
EBITDA: (a)		
Olefins & Polyolefins - Americas	\$ 2,137	\$ 2,968
Olefins & Polyolefins - Europe, Asia, International	865	548
Intermediates & Derivatives	1,410	1,621
Refining	977	481
Technology	191	197
Other	(111)	(7)
Continuing Operations	<u>\$ 5,469</u>	<u>\$ 5,808</u>
Capital, turnarounds and IT deferred spending:		
Olefins & Polyolefins - Americas	\$ 425	\$ 468
Olefins & Polyolefins - Europe, Asia, International	235	254
Intermediates & Derivatives	101	159
Refining	224	136
Technology	26	43
Other	17	5
Total	1,028	1,065
Deferred charges included above	(7)	(5)
Continuing Operations	<u>\$ 1,021</u>	<u>\$ 1,060</u>

(a) See slide # 24 for EBITDA calculation.

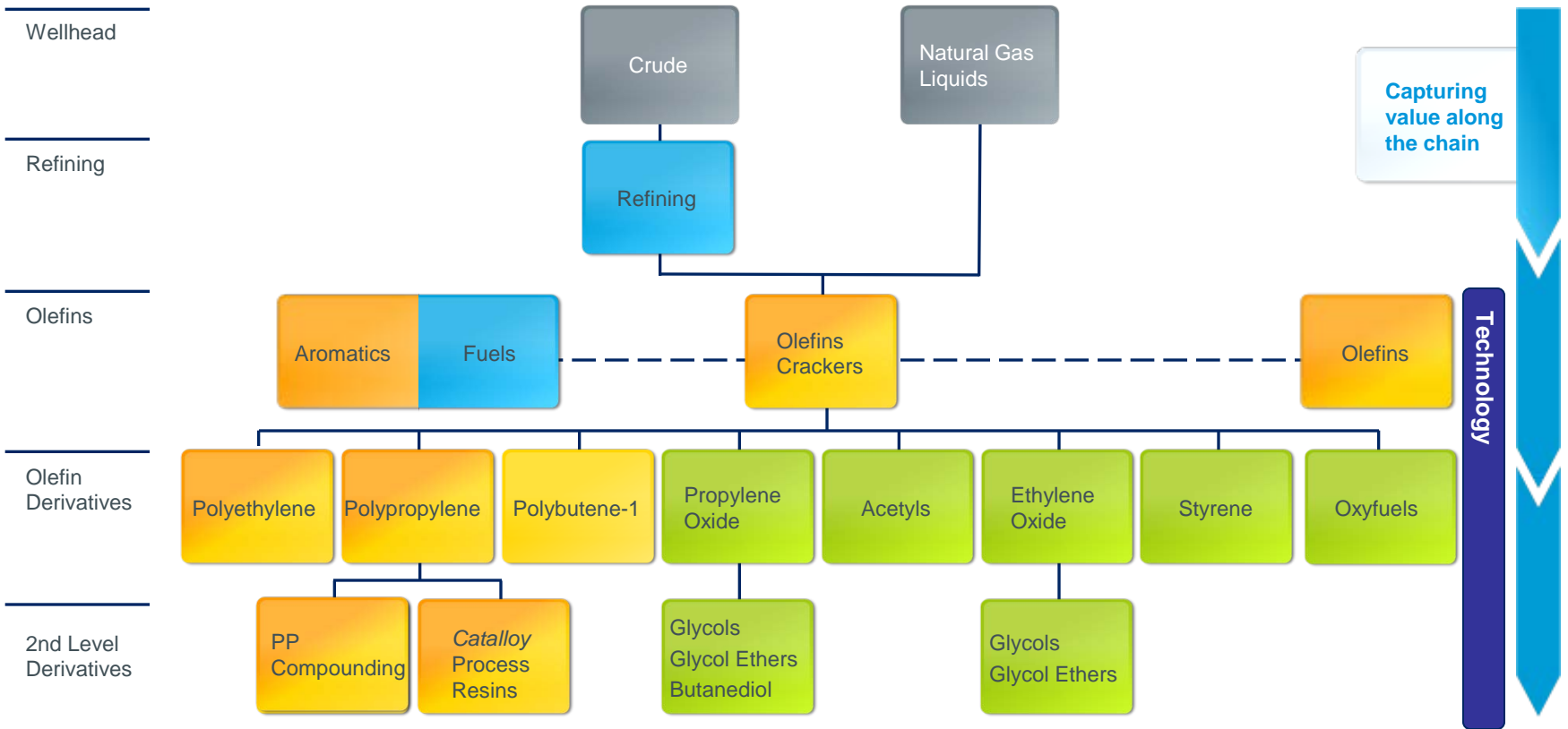
2011 – 2012 Reconciliation of EBITDA to Income from Continuing Operations



EBITDA Calculation

(Millions of U.S. dollars)	2011	2012
	YTD	YTD
Net income attributable to the Company shareholders	\$ 2,147	\$ 2,848
Net loss attributable to non-controlling interests	(7)	(14)
Loss from discontinued operations, net of tax	332	24
Income from continuing operations	2,472	2,858
Provision for income taxes	1,059	1,327
Depreciation and amortization	931	983
Interest expense, net	1,007	640
EBITDA	\$ 5,469	\$ 5,808

Diversified and Vertically Integrated Portfolio



● Olefins & Polyolefins Americas

● Olefins & Polyolefins Europe Asia & International

● Intermediates & Derivatives

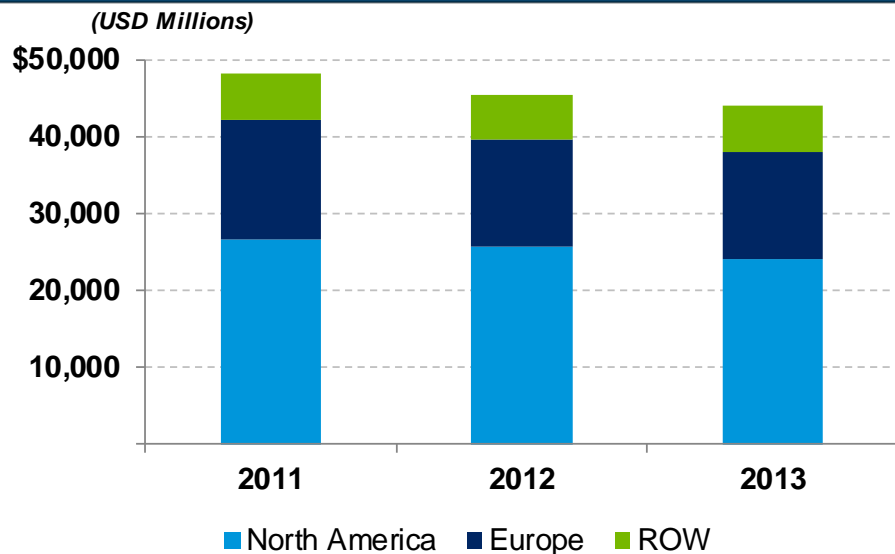
● Refining

● Technology

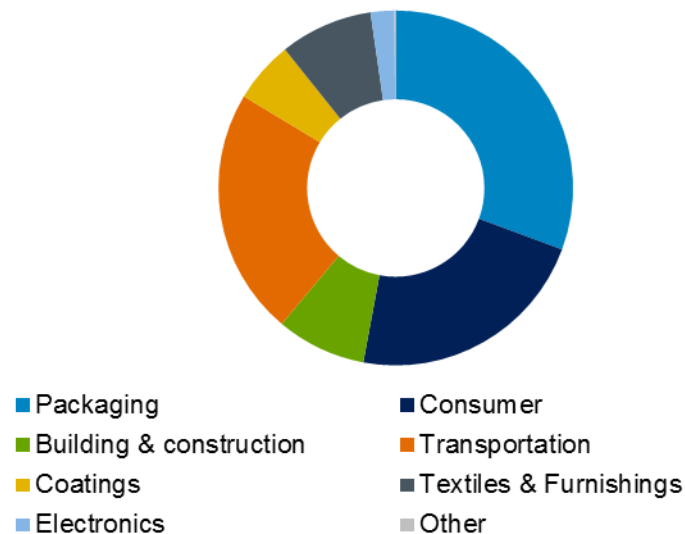
LYB Has Diverse Footprint and End Uses



Sales by Region



Chemical Sales by End Use⁽¹⁾



N. America sales represent ~ 55% of total company revenues

(1) Estimated based on LYB 2012 third party chemical sales (O&P and Intermediates & Derivatives segments excluding olefin fuel products and oxyfuel sales) and third party industry volume estimates of product end uses.

Olefins & Polyolefins – Americas

- **Largest light olefins producer in North America**
 - Significant competitive advantage with scale, feedstock supply flexibility and vertical integration
- **Third largest polyethylene producer in North America**
 - Broad product portfolio
- **Largest polypropylene producer in North America**
 - High degree of integration
 - *Catalloy* adds specialty component

Product Capacity Position and Footprint

<u>Product</u>	<u>Facilities</u>	<u>Capacity⁽¹⁾</u>	<u>NA Ranking</u>
Light Olefins	6 Crackers	9.9 Bn lbs (ethylene)	#1
Polypropylene	4 sites ⁽²⁾	4.4 Bn lbs	#1
Polyethylene	6 sites	5.9 Bn lbs	#3



Strong Capacity Position + U.S. Natural Gas Liquids Advantage

Sources: Third party consultant, LYB.

(1) - Includes LYB wholly owned capacity and 100% of JV capacity as of December 31, 2013. Light olefins capacity based on combined ethylene and propylene capacities.

(2) - Includes Indelpro JV.

Olefins & Polyolefins - Europe, Asia, International



- **Moderate olefins capacity position**
 - Medium-size light olefins player in Western Europe
- **Large scale polymer capacity position**
 - Largest polyethylene producer in Western Europe
 - #1 high density polyethylene capacity
 - #3 low density polyethylene capacity
 - Largest polypropylene producer in Western Europe with *Catalloy* adding to differentiation capability
 - Largest PP Compounds producer globally
- **Significant Joint Ventures**
 - 8 JVs in Middle East and Asia-Pacific

Product Capacity Position and Footprint

Product	Facilities	Capacity ⁽¹⁾	W.E. Ranking
Light Olefins	5 Crackers (1 JV)	6.5 Bn lbs (ethylene)	#6
Butadiene	2 sites	700 Mn lbs	#3
Polypropylene	15 sites (6 JVs)	13.0 Bn lbs	#1
Polyethylene	6 sites (2 JVs)	7.0 Bn lbs	#1
PP Compounding	16 sites (3 JVs)	2.6 Bn lbs	#1



Differentiated positions and a locally advantaged olefins/polyolefins business

Sources: Third party consultant, LYB.

(1) - Includes LYB wholly owned capacity and 100% of JV capacity as of December 31, 2013. Light olefins capacity based on combined ethylene and propylene capacities.

Intermediates & Derivatives (I&D)

- **Strong propylene oxide capacity position and leader in PO technology processes**

- #2 propylene oxide producer worldwide

- **Several products benefit from natural gas vs. crude oil**

- Acetyls
- Ethylene oxygenates
- HP-Isobutylene
- Oxyfuels

Product Capacity Position and Footprint

<u>Products</u>	<u>Facilities</u>	<u>Capacity⁽¹⁾</u>
Propylene Oxide	6 Sites	5.1 Bn lbs
Acetic Acid	1 Site	1.2 Bn lbs
Methanol	2 Sites	440 Mn gal
Ethylene Glycol	1 Site	0.7 Bn lbs
Isobutylene	3 Site	1.4 Bn lbs
Oxyfuels	4 Sites	75,000 bbls/day
Styrene	3 Sites	5.6 Bn lbs



Proprietary technologies and U.S. natural gas advantage

Sources: Third party consultant, LYB.

(1) - Includes LYB wholly owned capacity and 100% of JV capacity as of December 31, 2013.

Refining

- **Independent gulf coast refinery**
 - Crude capacity of 268 MBPD
 - Nelson complexity index of 12.5
- **Process heavy, high sulfur crude oil**
 - Typically sold at discount
- **Benchmark spread**
 - Maya 2-1-1
 - Diesel production approximately equal to gasoline

Houston Refinery

<u>Refinery Units</u>	<u>Number of Units</u>	<u>Capacity</u>
Crude	2	268 MBPD



World class, high conversion, highly integrated refinery