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FORM 10-K

LyondellBasell Industries N.V. - LYB

Filed: February 21, 2019 (period: December 31, 2018)

Annual report with a comprehensive overview of the company

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number: 001-34726

LyondellBasell Industries N.V.

(Exact name of registrant as specified in its charter)

The Netherlands
(State or other jurisdiction of
incorporation or organization)

98-0646235
(I.R.S. Employer
Identification No.)

1221 McKinney St.,
Suite 300
Houston, Texas
USA 77010

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(Address of principal executive offices) (Zip Code)

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+44 (0) 207 220 2600

+31 (0)10 275 5500

(Registrant's telephone numbers, including area codes)

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

<u>Title of Each Class</u>	<u>Name of Each Exchange On Which Registered</u>
Ordinary Shares, €0.04 Par Value	New York Stock Exchange

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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

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

The aggregate market value of common stock held by non-affiliates of the registrant on June 29, 2018, the last business day of the registrant's most recently completed second fiscal quarter, based on the closing price on that date of \$109.85, was \$35.0 billion. For purposes of this disclosure, in addition to the registrant's executive officers and members of its Board of Directors, the registrant has included Access Industries, LLC and its affiliates as "affiliates."

The registrant had 371,156,998 shares outstanding at February 19, 2019 (excluding 29,053,282 treasury shares).

Documents incorporated by reference:

Portions of the Notice of the 2019 Annual Meeting of Shareholders and 2019 Proxy Statement, in connection with the Company's 2019 Annual Meeting of Shareholders (in Part III), as indicated herein.

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CAUTIONARY STATEMENT FOR THE PURPOSES OF THE “SAFE HARBOR” PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This report includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”). You can identify our forward-looking statements by the words “anticipate,” “estimate,” “believe,” “continue,” “could,” “intend,” “may,” “plan,” “potential,” “predict,” “should,” “will,” “expect,” “objective,” “projection,” “forecast,” “goal,” “guidance,” “outlook,” “effort,” “target” and similar expressions.

We based forward-looking statements on our current expectations, estimates and projections of our business and the industries in which we operate. We caution you that these statements are not guarantees of future performance. They involve assumptions about future events that, while made in good faith, may prove to be incorrect, and involve risks and uncertainties we cannot predict. Our actual outcomes and results may differ materially from what we have expressed or forecast in the forward-looking statements. Any differences could result from a variety of factors, including the following:

- the cost of raw materials represents a substantial portion of our operating expenses, and energy costs generally follow price trends of crude oil, natural gas liquids and/or natural gas; price volatility can significantly affect our results of operations and we may be unable to pass raw material and energy cost increases on to our customers due to the significant competition that we face, the commodity nature of our products and the time required to implement pricing changes;
- our operations in the United States (“U.S.”) have benefited from low-cost natural gas and natural gas liquids; decreased availability of these materials (for example, from their export or regulations impacting hydraulic fracturing in the U.S.) could reduce the current benefits we receive;
- if crude oil prices fall materially, or decrease relative to U.S. natural gas prices, we would see less benefit from low-cost natural gas and natural gas liquids and it could have a negative effect on our results of operations;
- industry production capacities and operating rates may lead to periods of oversupply and low profitability; for example, substantial capacity expansions are underway in the U.S. olefins industry;
- we may face unplanned operating interruptions (including leaks, explosions, fires, weather-related incidents, mechanical failures, unscheduled downtime, supplier disruptions, labor shortages, strikes, work stoppages or other labor difficulties, transportation interruptions, spills and releases and other environmental incidents) at any of our facilities, which would negatively impact our operating results; for example, because the Houston refinery is our only refining operation, we would not have the ability to increase production elsewhere to mitigate the impact of any outage at that facility;
- changes in general economic, business, political and regulatory conditions in the countries or regions in which we operate could increase our costs, restrict our operations and reduce our operating results;
- execution of our organic growth plans may be negatively affected by our ability to complete projects on time and on budget;
- our growth depends on the opportunities available to acquire new businesses and assets and our ability to integrate them into our existing operations;
- uncertainties associated with worldwide economies could create reductions in demand and pricing, as well as increased counterparty risks, which could reduce liquidity or cause financial losses resulting from counterparty default;
- the negative outcome of any legal, tax, and environmental proceedings or changes in laws or regulations regarding legal, tax and environmental matters may increase our costs, reduce demand for our products, or otherwise limit our ability to achieve savings under current regulations;
- any loss or non-renewal of favorable tax treatment under tax agreements or tax treaties, or changes in tax laws, regulations or treaties, may substantially increase our tax liabilities;
- we may be required to reduce production or idle certain facilities because of the cyclical and volatile nature of the supply-demand balance in the chemical and refining industries, which would negatively affect our operating results;

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- we rely on continuing technological innovation, and an inability to protect our technology, or others' technological developments, could negatively impact our competitive position;
- we have significant international operations, and fluctuations in exchange rates, valuations of currencies and our possible inability to access cash from operations in certain jurisdictions on a tax-efficient basis, if at all, could negatively affect our liquidity and our results of operations;
- we are subject to the risks of doing business at a global level, including wars, terrorist activities, political and economic instability and disruptions and changes in governmental policies, which could cause increased expenses, decreased demand or prices for our products and/or disruptions in operations, all of which could reduce our operating results;
- if we are unable to comply with the terms of our credit facilities, indebtedness and other financing arrangements, those obligations could be accelerated, which we may not be able to repay; and
- we may be unable to incur additional indebtedness or obtain financing on terms that we deem acceptable, including for refinancing of our current obligations; higher interest rates and costs of financing would increase our expenses.

Any of these factors, or a combination of these factors, could materially affect our future results of operations and the ultimate accuracy of the forward-looking statements. Our management cautions against putting undue reliance on forward-looking statements or projecting any future results based on such statements or present or prior earnings levels.

All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section and any other cautionary statements that may accompany such forward-looking statements. Except as otherwise required by applicable law, we disclaim any duty to update any forward-looking statements. 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 this report on page 18.

PART I

Items 1 and 2. Business and Properties

OVERVIEW

LyondellBasell Industries N.V. is a global, independent chemical company and was incorporated under Dutch law on October 15, 2009. Unless otherwise indicated, the “Company,” “we,” “our,” “us” and “LyondellBasell” are used in this report to refer to the businesses of LyondellBasell Industries N.V. and its consolidated subsidiaries. We are one of the world’s top independent chemical companies based on revenues.

We participate globally across the petrochemical value chain and are an industry leader in many of our product lines. Our chemicals businesses consist primarily of large processing plants that convert large volumes of liquid and gaseous hydrocarbon feedstocks into plastic resins and other chemicals. Our chemical products tend to be basic building blocks for other chemicals and plastics, while our plastic products are used in large volumes as well as smaller specialty applications. Our customers use our plastics and chemicals to manufacture a wide range of products that people use in their everyday lives including food packaging, home furnishings, automotive components, paints and coatings. Our refining business consists of our Houston refinery, which processes crude oil into refined products such as gasoline, diesel and jet fuel. We also develop and license chemical and polyolefin process technologies and manufacture and sell polyolefin catalysts.

Our financial performance is influenced by the supply and demand for our products, the cost and availability of feedstocks, global and regional production capacity, our operational efficiency and our ability to control costs. We have a strong operational focus and, as a producer of large volume commodities, continuously strive to differentiate ourselves through safe, reliable and low-cost operations in all our businesses. We purchase large quantities of natural gas, electricity and steam which we use as energy to fuel our facilities. We also purchase large quantities of natural gas liquids and crude oil derivatives which we use as feedstocks. During recent years the relatively low cost of natural gas-derived raw materials in the U.S. versus the global cost of crude oil-derived raw materials has had a significant positive influence on the profitability of our North American operations. While new facilities and increased supply has reduced the North American feedstock advantage, improved product supply and demand fundamentals in several businesses, notably global polyolefins products, have partially offset the decline.

SEGMENTS

We manage our operations through six operating segments. Our reportable segments are:

- *Olefins and Polyolefins—Americas* (“O&P—Americas”). Our O&P—Americas segment produces and markets olefins and co-products, polyethylene and polypropylene.
- *Olefins and Polyolefins—Europe, Asia, International* (“O&P—EAI”). Our O&P—EAI segment produces and markets olefins and co-products, polyethylene and polypropylene.
- *Intermediates and Derivatives* (“I&D”). Our I&D segment produces and markets propylene oxide and its derivatives, oxyfuels and related products and intermediate chemicals, such as styrene monomer, acetyls, ethylene oxide and ethylene glycol.
- *Advanced Polymer Solutions* (“APS”). Our APS segment produces and markets compounding and solutions, such as polypropylene compounds, engineered plastics, masterbatches, engineered composites, colors and powders, and advanced polymers, which includes *Catalloy* and polybutene-1.
- *Refining*. Our Refining segment refines heavy, high-sulfur crude oil and other crude oils of varied types and sources available on the U.S. Gulf Coast into refined products including gasoline and distillates.
- *Technology*. Our Technology segment develops and licenses chemical and polyolefin process technologies and manufactures and sells polyolefin catalysts.

Financial information about our business segments and geographical areas can be found in Note 22, *Segment and Related Information*, to the Consolidated Financial Statements. Information about the locations where we produce our primary products

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can be found under “Description of Properties.” No single customer accounted for 10% or more of our total revenues in 2018, 2017 and 2016.

Olefins and Polyolefins Segments Generally

We are one of the leading worldwide producers of olefins and polyethylene (“PE”) and we are the world’s second largest producer of polypropylene (“PP”). We manage our olefin and polyolefin business in two reportable segments, O&P–Americas and O&P–EAI.

Olefins & Co-products—Ethylene is the most significant petrochemical in terms of worldwide production volume and is the key building block for PE and many other chemicals and plastics. Ethylene is produced by steam cracking hydrocarbons such as ethane, propane, butane and naphtha. This production results in co-products such as aromatics and other olefins, including propylene and butadiene. Ethylene and its co-products are fundamental to many parts of the economy, including the production of consumer products, packaging, housing and automotive components and other durable and nondurable goods.

Polyolefins—Polyolefins such as PE and PP are polymers derived from olefins including ethylene and propylene. Polyolefins are the most widely used thermoplastics in the world and are found in applications and products that enhance the everyday quality of life. Our products are used in consumer, automotive and industrial applications ranging from food and beverage packaging to housewares and construction materials.

Polyethylene—We produce high density polyethylene (“HDPE”), low density polyethylene (“LDPE”) and linear low density polyethylene. PE sales accounted for approximately 19%, 21% and 24% of our total revenues in 2018, 2017 and 2016, respectively.

Polypropylene—We produce PP homopolymers and copolymers. PP sales accounted for approximately 15% of our total revenues in 2018 and 17% in each of 2017 and 2016.

Olefins and Polyolefins–Americas Segment

Overview

Our O&P–Americas segment produces and markets olefins and co-products, polyethylene and polypropylene.

Sales & Marketing / Customers

Most of the ethylene we produce is consumed internally as a raw material in the production of PE and other derivatives, with the balance sold to third party customers, primarily under multi-year contracts. In 2017 and 2018, we added a total of 230 million pounds of ethylene capacity at our facilities in North America.

We use all the propylene we produce in the production of PP, propylene oxide and other derivatives of those products. As a result, we also purchase propylene from third parties. In addition to purchases of propylene, we purchase ethylene for resale, when necessary, to satisfy customer demand above our own production levels. Volumes of any of these products purchased for resale can vary significantly from period to period and are typically most significant during extended outages of our own production, such as during planned maintenance. However, purchased volumes have not historically had a significant impact on profits, except to the extent that they replace lower-cost production.

Most of the ethylene and propylene production from our Channelview, Corpus Christi and La Porte, Texas facilities is shipped via a pipeline system, which has connections to numerous U.S. Gulf Coast consumers. This pipeline extends from Corpus Christi to Mont Belvieu, Texas. In addition, exchange agreements with other ethylene and co-products producers allow access to customers who are not directly connected to this pipeline system. Some ethylene is shipped by railcar from our Clinton, Iowa facility to our Morris, Illinois facility and some is shipped directly to customers. Propylene from Clinton and Morris is generally shipped by marine vessel, barge, railcar or truck.

Our PP and PE production is typically sold through our sales organization to an extensive base of established customers and distributors servicing both the domestic and export markets either under annual contracts or on a spot basis. We have sales

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offices in various locations in North America and our polyolefins are primarily transported in North America by railcar or truck. Export sales are primarily to customers in Latin America, with sales to Asia expected to increase in the coming years as global supply and demand balances shift. We also consume PP in our PP compounds business, which is managed worldwide by our APS segment.

Joint Venture Relationships

We participate in a joint venture in Mexico, which provides us with capacity for approximately 640 million pounds of PP production. The capacity is based on our percentage ownership of the joint venture's total capacity. We do not hold a majority interest in or have operational control of this joint venture.

Raw Materials

Raw material cost is the largest component of the total cost to produce ethylene and its co-products. The primary raw materials used in our Americas olefin facilities are natural gas liquids ("NGLs") and heavy liquids. Heavy liquids include crude oil-based naphtha and other refined products, as well as condensate, a very light crude oil resulting from natural gas production. NGLs include ethane, propane and butane. The use of heavy liquid raw materials results in the production of significant volumes of co-products such as propylene, butadiene and benzene, as well as gasoline blending components, while the use of NGLs results in the production of a smaller volume of co-products.

Our ability to pass on raw material price increases to our customers is dependent on market-driven demand for olefins and polyolefins. Sales prices for products sold in the spot market are determined by market forces. Our contract prices are influenced by product supply and demand conditions, spot prices, indices published in industry publications and, in some instances, cost recovery formulas.

We can manufacture olefins by utilizing a variety of feedstocks, including heavy liquids and NGLs. Technological advances for extracting shale-based oil and gas have led to an increased supply of NGLs, providing a cost advantage over heavy liquids, particularly in the U.S. A plant's flexibility to consume a wide range of raw materials generally provides an advantage over plants that are restricted in their processing capabilities. Our Americas' facilities can process significant quantities of either heavy liquids or NGLs. We estimate that in the U.S. we can produce up to approximately 90% of our total ethylene output using NGLs. Changes in the raw material feedstock mix utilized in the production process will result in variances in production capacities among products. We believe our raw material flexibility in the U.S. is a key advantage in our production of ethylene and its co-products.

Industry Dynamics / Competition

With respect to olefins and polyolefins, competition is based on price and, to a lesser extent, on product quality, product delivery, reliability of supply, product performance and customer service. Profitability is affected not only by supply and demand for olefins and polyolefins, but also by raw material costs and price competition among producers, which may intensify due to, among other things, the addition of new capacity. In general, demand is a function of worldwide demographic and economic growth, including the regional dynamics that underlie global growth trends.

We compete in North America with other large marketers and producers, including global chemical companies, chemical divisions of large oil companies and regional marketers and producers.

Based on published capacity data, we believe as of December 31, 2018 we were:

- the second largest producer of ethylene in North America, with ethylene capacity of 12.0 billion pounds per year;
- the third largest producer of PE in North America with 6.4 billion pounds per year of capacity; and
- the largest producer of PP in North America, with 4.0 billion pounds, including our share of our Mexican joint venture capacity and approximately 620 million pounds of *Catalloy* capacity reported within our Advanced Polymer Solutions segment.

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Olefins and Polyolefins—Europe, Asia, International Segment

Overview

Our O&P–EAI segment produces and markets olefins and co-products, polyethylene and polypropylene.

Sales & Marketing / Customers

Our ethylene production is primarily consumed internally as a raw material in the production of polyolefins, and we purchase additional ethylene as needed to meet our production needs. Our propylene production is used as a raw material in the production of PP and propylene oxide and derivatives of those products, and we regularly purchase propylene from third parties because our internal needs exceed our internal production.

With respect to PP and PE, our production is typically sold through our sales organization to an extensive base of established customers under annual contracts or on a spot basis and is also sold through distributors. Our polyolefins are primarily transported in Europe by railcar or truck.

Our regional sales offices are in various locations, including The Netherlands, Hong Kong, China, India, Australia and the United Arab Emirates. We also operate through a worldwide network of local sales and representative offices in Europe, Asia and Africa. Our joint ventures described below typically manage their domestic sales and marketing efforts independently, and we typically operate as their agent/distributor for all or a portion of their exports.

Joint Venture Relationships

We participate in several manufacturing joint ventures in Saudi Arabia, Thailand, Poland, Australia and South Korea. We do not hold majority interests in any of these joint ventures, nor do we have operational control. These ventures provide us with additional production capacity of approximately 2.4 billion pounds of PP, approximately 1.4 billion pounds of olefins, and approximately 0.9 billion pounds of PE. These capacities are based on our percentage ownership interest in the joint ventures' total capacities. We realize profits or losses from these ventures as income or loss on the equity basis of accounting.

We generally license our polyolefin process technologies and supply catalysts to our joint ventures through our Technology segment. Some of our joint ventures are able to source cost advantaged raw materials from their local shareholders.

Raw Materials

Raw material cost is the largest component of the total cost for the production of olefins and co-products. Historically, the primary raw material used in our European olefin facilities was naphtha; however, in recent years we increased our use of advantaged NGLs. For our Saudi Arabian joint venture facilities, locally sourced and cost advantaged NGLs, including ethane, propane and butane are used. The principal raw materials used in the production of polyolefins are propylene and ethylene. In Europe, we have the capacity to produce approximately 50% of the propylene requirements for our European PP production and all of the ethylene requirements for our European PE production. Propylene and ethylene requirements that are not produced internally are generally acquired pursuant to long-term contracts with third party suppliers or via spot purchases. Some of our joint ventures receive propylene and ethylene from their local shareholders under long-term contracts.

Our ability to pass through the increased cost of raw materials to customers is dependent on global market demand for olefins and polyolefins. In general, the pricing for purchases and sales of most products is determined by global market forces, including the impacts of foreign exchange relative to the pricing of the underlying naphtha raw materials, most of which are priced in U.S. dollars. There can be a lag between naphtha raw material price changes and contract product price changes that will cause volatility in our product margins.

Industry Dynamics / Competition

With respect to olefins and polyolefins, competition is based on price, product quality, product delivery, reliability of supply, product performance and customer service. We compete with regional and multinational chemical companies and

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divisions of large oil companies. The petrochemical market in the European Union (“EU”) has been affected by the price volatility of naphtha, the primary feedstock for olefins in the region, as well as fluctuating demand as a result of changing European and global economic conditions.

Based on published capacity data and including our proportionate share of our joint ventures, we believe as of December 31, 2018 we were:

- the fifth largest producer of ethylene in Europe with an ethylene capacity of 4.3 billion pounds per year;
- the largest producer of PP in Europe with 5.8 billion pounds per year of capacity, including our share of our joint venture in Poland and approximately 580 million pounds of *Catalloy* capacity reported within our Advanced Polymer Solutions segment; and
- the largest producer of PE in Europe with 4.8 billion pounds per year of capacity, including our share of our joint venture in Poland.

Intermediates and Derivatives Segment

Overview

Our I&D segment produces and markets propylene oxide (“PO”) and its derivatives, oxyfuels and related products, and intermediate chemicals such as styrene monomer (“SM”), acetyls, and ethylene oxides and derivatives.

PO and Derivatives—We produce PO through two distinct technologies, one of which yields tertiary butyl alcohol (“TBA”) as the co-product and the other of which yields SM as the co-product. The two technologies are mutually exclusive with dedicated assets for manufacturing either PO/TBA or PO/SM. PO is an intermediate commodity chemical and is a precursor of polyols, propylene glycol, propylene glycol ethers and butanediol. PO and derivatives are used in a variety of durable and consumable items with key applications such as polyurethanes used for insulation, automotive/furniture cushioning, coatings, surfactants, synthetic resins and several other household usages.

Oxyfuels and Related Products—We produce two distinct ether-based oxyfuels, methyl tertiary butyl ether (“MTBE”) and ethyl tertiary butyl ether (“ETBE”). These oxyfuels are produced by converting the TBA co-product of PO into isobutylene and reacting with methanol or ethanol to produce either MTBE or ETBE. Both are used as high-octane gasoline components that help gasoline burn cleaner and reduce automobile emissions. Other TBA derivatives, which we refer to as “C4 chemicals,” are largely used to make synthetic rubber and other gasoline additives.

Intermediate Chemicals—We produce other commodity chemicals that utilize ethylene as a key component feedstock, including SM, acetyls and ethylene oxide derivatives. SM is utilized in various applications such as plastics, expandable polystyrene for packaging, foam cups and containers, insulation products and durables and engineering resins. Our acetyls products comprise methanol, glacial acetic acid (“GAA”) and vinyl acetate monomer (“VAM”). Natural gas (methane) is the feedstock for methanol, some of which is converted to GAA, and a portion of the GAA is reacted with ethylene to create VAM. VAM is an intermediate chemical used in fabric or wood treatments, pigments, coatings, films and adhesives. Ethylene oxide is an intermediate chemical that is used to produce ethylene glycol, glycol ethers and other derivatives. Ethylene oxide and its derivatives are used in the production of polyester, antifreeze fluids, solvents and other chemical products.

Sales & Marketing / Customers

We sell our PO and derivatives through multi-year sales and processing agreements as well as spot sales. Some of our contract sales agreements have cost plus pricing terms. PO and derivatives are transported by barge, marine vessel, pipeline, railcar and tank truck.

We sell our oxyfuels and related products under market and cost-based sales agreements and in the spot market. Oxyfuels are transported by barge, marine vessel and tank truck and are used as octane blending components worldwide outside of the United States due to their blending characteristics and emission benefits. C4 chemicals, such as high-purity isobutylene, are

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sold to producers of synthetic rubber and other chemical products primarily in the United States and Europe, and are transported by railcar, tank truck, pipeline and marine shipments.

Intermediate chemicals are shipped by barge, marine vessel, pipeline, railcar and tank truck. SM is sold globally into regions such as North America, Europe, Asia, and South America export markets through spot sales and commercial contracts. Within acetyls, methanol is consumed internally to make GAA, used as a feedstock for oxyfuels and related products, and also sold directly into the merchant commercial market. GAA is converted with ethylene to produce VAM which is sold worldwide under multi-year commercial contracts and on a spot basis.

Sales of our PO and derivatives, oxyfuels and related products, and intermediate chemicals are made by our marketing and sales personnel, and also through distributors and independent agents in the Americas, Europe, the Middle East, Africa and the Asia Pacific region.

Joint Venture Relationships

We have two PO joint ventures with Covestro AG, one in the U.S. and one in Europe. We operate four of the U.S. PO production facilities for the U.S. PO joint venture. Covestro's interest represents ownership of an in-kind portion of the PO production of 1.5 billion pounds per year. We take, in-kind, the remaining PO production and all co-product production. The parties' rights in the joint venture are based on off-take volumes related to actual production of PO as opposed to ownership percentages. Covestro also has the right to 50% of the PO and SM production of our European PO joint venture. Our proportional production capacity provided through this venture is approximately 340 million pounds of PO and approximately 750 million pounds of SM. We do not share marketing or product sales with Covestro under either of these PO joint ventures.

We also have a joint venture manufacturing relationship in China. This venture provides us with additional production capacity of approximately 115 million pounds of PO. This capacity is based on our operational share of the joint venture's total capacity.

Raw Materials

The cost of raw materials is the largest component of total production cost for PO, its co-products and its derivatives. Propylene, isobutane or mixed butane, ethylene, and benzene are the primary raw materials used in the production of PO and its co-products. The market prices of these raw materials historically have been related to the price of crude oil, NGLs and natural gas, as well as supply and demand for the raw materials.

In the U.S., we obtain a large portion of our propylene, benzene and ethylene raw materials needed for the production of PO and its co-products from our O&P–Americas segment and to a lesser extent from third parties. Raw materials for the non-U.S. production of PO and its co-products are obtained from our O&P–EAI segment and from third parties. We consume a significant portion of our internally-produced PO in the production of PO derivatives.

The raw material requirements not sourced internally are purchased at market-based prices from numerous suppliers in the U.S. and Europe with which we have established contractual relationships, as well as in the spot market.

For the production of oxyfuels, we purchase our ethanol feedstock requirements from third parties, and obtain our methanol from both internal production and external sources. Carbon monoxide and methanol are the primary raw materials required for the production of GAA. We purchase carbon monoxide pursuant to a long-term contract with pricing primarily based on the cost of production. The methanol required for our downstream production of acetyls is internally sourced from a partnership and from our methanol plant at Channelview, Texas. Natural gas is the primary raw material required for the production of methanol.

In addition to ethylene, acetic acid is a primary raw material for the production of VAM. We obtain all our requirements for acetic acid and ethylene from our internal production. Historically, we have used a large percentage of our acetic acid production to produce VAM.

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Industry Dynamics / Competition

With respect to product competition, the market is influenced and based on a variety of factors, including product quality, price, reliability of supply, technical support, customer service and potential substitute materials. Profitability is affected by the worldwide level of demand along with price competition, which may intensify due to, among other things, new industry capacity and industry outages. Demand growth could be impacted by further development of alternative bio-based methodologies. Our major worldwide competitors include other multinational chemical and refining companies as well as some regional marketers and producers.

Based on published capacity data, excluding our partners' shares of joint venture capacity, we believe as of December 31, 2018 we were:

- the second largest producer of PO worldwide; and
- the second largest producer of oxyfuels worldwide.

Advanced Polymer Solutions Segment

Overview

We formed the APS segment following our acquisition of A. Schulman Inc. in August 2018. Our APS segment produces and markets compounding and solutions, such as polypropylene compounds, engineered plastics, masterbatches, engineered composites, colors and powders; and advanced polymers, which includes *Catalloy* and polybutene-1 polyolefin resins.

Compounding and Solutions—Our polypropylene compounds are produced from blends of polyolefins and additives and largely focused on automotive applications. Engineered plastics and engineered composites add value for more specialized high-performance applications used across a variety of industries. Masterbatches are compounds that provide differentiated properties when combined with commodity plastics used in packaging, agriculture, and durable goods applications. Specialty powders are largely used to mold toys, industrial tanks, and sporting goods such as kayaks. Performance colors provide powdered, pelletized and liquid color concentrates for the plastics industry.

Advanced Polymers—*Catalloy* and polybutene-1 are unique polymers that can be used within the APS segment for downstream compounding or can be sold as raw materials to third parties. *Catalloy* is a line of differentiated propylene-based polymers that add value in packaging applications and construction materials such as the white membranes used in the commercial roofing market. Polybutene-1 is used in both specialty piping and packaging applications.

Sales & Marketing / Customers

Our products are sold through our global sales organization to a broad base of established customers and distributors under contract or on a spot basis. These products are transported to our customers primarily by either truck or bulk rail.

Joint Venture Relationships

We participate in several manufacturing joint ventures in Australia, Malaysia, Saudi Arabia, Hong Kong, Thailand, Indonesia and Argentina. We do not hold majority interests in any of these joint ventures, nor do we have operational control. These ventures provide us with additional production capacity of approximately 170 million pounds of PP compounds, approximately 20 million pounds of engineered composites, approximately 35 million pounds of specialty powders and approximately 25 million pounds of masterbatch solutions. These capacities are based on our percentage ownership interest in the joint ventures' total capacities.

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Raw Materials

The principal materials used in the production of our compounding and solutions products are polypropylene, polyethylene, polystyrene, nylon and titanium dioxide. Raw materials required for the production of our compounding and solutions products are obtained from our wholly owned or joint venture facilities and from a number of major plastic resin producers or other suppliers at market-based prices.

The principal raw materials used in the production of advanced polymers are ethylene, propylene and butene-1. Ethylene and propylene requirements that are not produced internally and externally-supplied butene-1 are acquired through long-term contracts with third party suppliers or via spot purchases.

Our ability to pass through the increased cost of raw materials to customers is dependent on global market demand. In general, the pricing for purchases and sales of most products is determined by global market forces.

Industry Dynamics / Competition

With respect to product competition, the market is influenced and based on a variety of factors, including price, product quality, product delivery, reliability of supply, product performance and customer service. We compete with regional and multinational marketers and producers of plastic resins and compounds.

Based on published capacity data and including our proportionate share of our joint ventures, we believe as of December 31, 2018 we were the largest global producer of polypropylene compounds.

Refining Segment

Overview

The primary products of our Refining segment are refined products made from heavy, high-sulfur crude oil and other crude oils of varied types and sources available on the U.S. Gulf Coast. These refined products include gasoline and other distillates.

Sales & Marketing / Customers

The Houston refinery's products are primarily sold in bulk to other refiners, marketers, distributors and wholesalers at market-related prices. Most of the Houston refinery's products are sold under contracts with a term of one year or less or are sold in the spot market. The Houston refinery's products generally are transported to customers via pipelines and terminals owned and operated by other parties. The sales of refined products accounted for approximately 21%, 18% and 16% of our total revenues in 2018, 2017 and 2016, respectively.

Raw Materials

Our Houston refinery, which is located on the Houston Ship Channel in Houston, Texas, has a heavy, high-sulfur crude oil processing capacity of approximately 268,000 barrels per day on a calendar day basis (normal operating basis), or approximately 292,000 barrels per day on a stream day basis (maximum achievable over a 24-hour period). The Houston refinery is a full conversion refinery designed to refine heavy, high-sulfur crude oil. This crude oil is more viscous and dense than traditional crude oil and contains higher concentrations of sulfur and heavy metals, making it more difficult to refine into gasoline and other high-value fuel products. While heavy, high-sulfur crude oil has historically been less costly to purchase than light, low-sulfur crude oil, in recent years the price difference has narrowed. U.S. production is predominantly light sweet crude and much of the heavy crude has generally been imported from Canada, Venezuela and other global producers, which has at times been subject to supply disruptions.

We purchase the crude oil used as a raw material for the Houston refinery on the open market on a spot basis and under a number of supply agreements with regional producers, generally with terms varying from one to two years.

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Industry Dynamics / Competition

Our refining competitors are major integrated oil companies, refineries owned or controlled by foreign governments and independent domestic refiners. Based on published data, as of January 2018, there were 135 operable crude oil refineries in the U.S., and total U.S. refinery capacity was approximately 18.6 million barrels per day. During 2018, the Houston refinery processed an average of approximately 231,000 barrels per day of heavy crude oil.

Our refining operations compete for the purchases of crude oil based on price and quality. Supply disruptions could impact the availability and pricing. We compete in gasoline and distillate markets as a bulk supplier of fungible products satisfying industry and government specifications. Competition is based on price and location.

The markets for fuel products tend to be volatile as well as cyclical as a result of the changing global economy and changing crude oil and refined product prices. Crude oil prices are impacted by worldwide political events, the economics of exploration and production and refined products demand. Prices and demand for fuel products are influenced by seasonal and short-term factors such as weather and driving patterns, as well as by longer term issues such as the economy, energy conservation and alternative fuels. Industry fuel products supply is dependent on short-term industry operating capabilities and on long-term refining capacity.

A crack spread is a benchmark indication of refining margins based on the processing of a specific type of crude oil into an assumed selection of major refined products. The Houston refinery generally tracks the Maya 2-1-1 crack spread, which represents the difference between the current month Gulf Coast price of two barrels of Maya crude oil as set by Petróleos Mexicanos (“Pemex”) and one barrel each of U.S. Gulf Coast Reformulated Gasoline Blendstock for Oxygen Blending (“RBOB”) Gasoline and of U.S. Gulf Coast Ultra Low Sulfur Diesel (“ULSD”). While these benchmark refining spreads are generally indicative of the level of profitability at the Houston refinery and similarly configured refineries, there are many other factors specific to each refinery and the industry in general, such as the value of refinery by-products, which influence operating results. Refinery by-products are products other than gasoline and distillates that represent about one-third of the total product volume, and include coke, sulfur, and lighter materials such as NGLs and crude olefins streams. The cost of Renewable Identification Numbers (“RINs”), which are renewable fuel credits mandated by the U.S. Environmental Protection Agency (the “EPA”), can also affect profitability.

Technology Segment

Overview

Our Technology segment develops and licenses chemical and polyolefin process technologies and manufactures and sells polyolefin catalysts. We market our process technologies and our polyolefin catalysts to external customers and also use them in our own manufacturing operations. Approximately 25% of our catalyst sales are intercompany.

Our polyolefin process licenses are structured to provide a standard core technology, with individual customer needs met by adding customized modules that provide the required capabilities to produce the defined production grade slate and plant capacity. In addition to the basic license agreement, a range of services can also be provided, including project assistance, training, assistance in starting up the plant, and ongoing technical support after start-up. We may also offer marketing and sales services. In addition, licensees may continue to purchase polyolefin catalysts that are consumed in the production process, generally under long-term catalyst supply agreements with us.

Research and Development

Our research and development (“R&D”) activities are designed to improve our existing products and processes, and discover and commercialize new materials, catalysts and processes. These activities focus on product and application development, process development, catalyst development and fundamental polyolefin-focused research.

In 2018, 2017 and 2016, our R&D expenditures were \$115 million, \$106 million, and \$99 million, respectively. A portion of these expenses are related to technical support and customer service and are allocated to the other business segments. In 2018, 2017 and 2016, approximately 45% of all R&D costs were allocated to business segments other than Technology.

GENERAL

Intellectual Property

We maintain an extensive patent portfolio and continue to file new patent applications in the U.S. and other countries. As of December 31, 2018, we owned approximately 5,770 patents and patent applications worldwide. Our patents and trade secrets cover our processes, products and catalysts and are significant to our competitive position, particularly with regard to PO, intermediate chemicals, petrochemicals, polymers and our process technologies. We own globally registered and unregistered trademarks including marks for “LyondellBasell,” “Lyondell,” “Basell” and “Equistar.” While we believe that our intellectual property provides competitive advantages, we do not regard our businesses as being materially dependent upon any single patent, trade secret or trademark. Some of our heritage production capacity operates under licenses from third parties.

Environmental

Most of our operations are affected by national, state, regional and local environmental laws. Matters pertaining to the environment are discussed in Part I, Item 1A. *Risk Factors*; Part I, Item 3. *Legal Proceedings*; Part II, Item 7. *Management’s Discussion and Analysis of Financial Condition and Results of Operations*; and Notes 2 and 19 to the Consolidated Financial Statements.

We have made, and intend to continue to make, the expenditures necessary for compliance with applicable laws and regulations relating to environmental, health and safety matters. We incurred capital expenditures of \$212 million in 2018 for health, safety and environmental compliance purposes and improvement programs, and estimate such expenditures to be approximately \$230 million in each of 2019 and 2020.

While capital expenditures or operating costs for environmental compliance, including compliance with potential legislation and potential regulation related to climate change, cannot be predicted with certainty, we do not believe they will have a material effect on our competitive position.

While there can be no assurance that physical risks to our facilities and supply chain due to climate change will not occur in the future, we do not believe these risks are material in the near term.

Employee Relations

As of December 31, 2018, we employed approximately 19,450 full-time and part-time employees around the world. Of this total, 8,900 were located in North America and another 8,100 were located in Europe. The remainder of our employees are in other global locations.

As of December 31, 2018, approximately 900 of our employees in North America were represented by labor unions. The vast majority of our employees in Europe and South America are subject to staff council or works council coverage or collective bargaining agreements.

In addition to our own employees, we use the services of contractors in the routine conduct of our businesses.

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EXECUTIVE OFFICERS OF THE REGISTRANT

Our executive officers as of February 1, 2019 were as follows:

<u>Name and Age</u>	<u>Significant Experience</u>
Bhavesh V. ("Bob") Patel, 52	Chief Executive Officer since January 2015 and member of the Board of Directors since June 2018. Executive Vice President, Olefins and Polyolefins–EAI and Technology from October 2013 to January 2015. Senior Vice President, Olefins and Polyolefins–EAI and Technology from November 2010 to October 2013. Senior Vice President, Olefins and Polyolefins–Americas from March 2010 to June 2011.
Thomas Aebischer, 57	Executive Vice President and Chief Financial Officer since January 2016. Chief Financial Officer of LafargeHolcim from July 2015 to December 2015. Chief Financial Officer of Holcim Ltd. from January 2011 to June 2015.
Paul Augustowski, 58	Senior Vice President, Olefins & Polyolefins–Americas since January 2016. Vice President, Polymer Sales–Americas from January 2015 to January 2016. Director, Polypropylene and <i>Catalloy</i> –Americas from November 2011 to January 2015.
Darleen Caron, 54	Executive Vice President and Chief Human Resources Officer since October 2017. Executive Vice President of Global Human Resources and Member of The Office of The President at SNC Lavalin Group, Inc. from December 2010 to December 2015.
Daniel Coombs, 62	Executive Vice President, Global Manufacturing, Projects and Refining since October 2018. Executive Vice President, Global Manufacturing, Projects, Refining and Technology from February 2017 to October 2018. Executive Vice President, Global Olefins and Polyolefins, and Technology from January 2016 to February 2017. Executive Vice President, Intermediates and Derivatives from May 2015 to January 2016. Senior Vice President of Manufacturing for Chevron Phillips Chemical from December 2013 to May 2015. Senior Vice President for Specialties, Aromatics and Styrenics for Chevron Phillips Chemical from December 2011 to November 2013. Vice President of Corporate Planning and Development for Chevron Phillips Chemical from September 2011 to November 2011.
Massimo Covezzi, 61	Senior Vice President, Research and Development since January 2008.

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<u>Name and Age</u>	<u>Significant Experience</u>
Stephen Doktycz, 57	Senior Vice President, Strategic Planning and Transactions since March 2017. Corporate Director and Executive Project Lead at The Dow Chemical Company from 2013 to March 2017. Global Director, Corporate and Strategic Development at The Dow Chemical Company from 2011 to 2013.
Dale Friedrichs, 55	Vice President, Health, Safety, Environment and Security since February 2017. Site Manager of various facilities from January 1995 to February 2017.
James Guilfoyle, 48	Executive Vice President, Advanced Polymer Solutions & Global Supply Chain since July 2018. Senior Vice President, Global Intermediates & Derivatives and Global Supply Chain from February 2017 to July 2018. Senior Vice President, Global Intermediates and Derivatives from June 2015 to February 2017. Vice President of Global Propylene Oxide and Co-Products from March 2015 to May 2015. Director of Polymer Sales Americas from January 2012 to February 2015.
Jeffrey Kaplan, 50	Executive Vice President and Chief Legal Officer since March 2015. Deputy General Counsel from December 2009 to March 2015.
Richard Roudeix, 56	Senior Vice President, Olefins & Polyolefins, Europe, Asia and International since February 2017. Senior Vice President, Olefins & Polyolefins, Europe from March 2015 to February 2017. Director, Olefins Europe from May 2009 to March 2015.

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Description of Properties

Our principal manufacturing facilities as of December 31, 2018 are set forth below, and are identified by the principal segment or segments using the facility. All of the facilities are wholly owned, except as otherwise noted.

<u>Location</u>	<u>Segment</u>
Americas	
Bayport (Pasadena), Texas	I&D
Bayport (Pasadena), Texas ⁽¹⁾	I&D
Bayport (Pasadena), Texas	O&P–Americas
Channelview, Texas ⁽²⁾	O&P–Americas
Channelview, Texas ⁽¹⁾⁽²⁾	I&D
Chocolate Bayou, Texas	O&P–Americas
Clinton, Iowa	O&P–Americas
Corpus Christi, Texas	O&P–Americas
Edison, New Jersey	O&P–Americas
Houston, Texas	Refining
La Porte, Texas ⁽³⁾	O&P–Americas
La Porte, Texas ⁽³⁾⁽⁴⁾	I&D
Lake Charles, Louisiana	O&P–Americas
Matagorda, Texas	O&P–Americas
Morris, Illinois	O&P–Americas
Tuscola, Illinois	O&P–Americas
Victoria, Texas†	O&P–Americas
Europe	
Berre l'Etang, France	O&P–EAI
Botlek, Rotterdam, The Netherlands†	I&D
Brindisi, Italy	O&P–EAI
Carrington, UK†	O&P–EAI
Ferrara, Italy	O&P–EAI
	Technology
Fos-sur-Mer, France†	I&D
Frankfurt, Germany†	O&P–EAI
	Technology
Knapsack, Germany†	O&P–EAI
Kerpen, Germany	APS
Ludwigshafen, Germany†	Technology
Maasvlakte, The Netherlands ⁽⁵⁾	I&D
Moerdijk, The Netherlands†	APS
Münchsmünster, Germany	O&P–EAI
Tarragona, Spain ⁽⁶⁾	O&P–EAI
	APS
Wesseling, Germany	O&P–EAI

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<u>Location</u>	<u>Segment</u>
Asia Pacific	
Geelong, Australia†	O&P–EAI

† The facility is located on leased land.

- (1) The Bayport PO/TBA plants and the Channelview PO/SM I plant are held by the U.S. PO joint venture between Covestro and Lyondell Chemical Company. These plants are located on land leased by the U.S. PO joint venture.
- (2) Equistar Chemicals, LP operates a styrene maleic anhydride unit and a polybutadiene unit, which are owned by an unrelated party and are located within the Channelview facility on property leased from Equistar Chemicals, LP.
- (3) The La Porte facilities are on contiguous property.
- (4) The La Porte Methanol facility is owned by La Porte Methanol Company, a partnership owned 85% by us.
- (5) The Maasvlakte plant is owned by the European PO joint venture and is located on land leased by the European PO joint venture.
- (6) The Tarragona PP facility is located on leased land; the compounds facility is located on co-owned land.

Other Locations and Properties

We maintain executive offices in London, the United Kingdom; Rotterdam, The Netherlands; and Houston, Texas. We maintain research facilities in Lansing, Michigan; Channelview, Texas; Cincinnati, Ohio; Ferrara, Italy and Frankfurt, Germany. Our Asia Pacific headquarters are in Hong Kong. We also have technical support centers in Bayreuth, Germany; Geelong, Australia and Tarragona, Spain. We have various sales facilities worldwide.

Website Access to SEC Reports

Our Internet website address is <http://www.lyb.com>. Information contained on our Internet website is not part of this report on Form 10-K.

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available on our website, free of charge, as soon as reasonably practicable after such reports are filed with, or furnished to, the U.S. Securities and Exchange Commission. Alternatively, you may access these reports at the SEC's website at <http://www.sec.gov>.

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Item 1A. Risk Factors.

You should carefully consider the following risk factors in addition to the other information included in this Annual Report on Form 10-K. Each of these risk factors could adversely affect our business, operating results and financial condition, as well as adversely affect the value of an investment in our common stock.

Our business, including our results of operations and reputation, could be adversely affected by safety or product liability issues.

Failure to appropriately manage safety, human health, product liability and environmental risks associated with our products, product life cycles and production processes could adversely impact employees, communities, stakeholders, our reputation and our results of operations. Public perception of the risks associated with our products and production processes could impact product acceptance and influence the regulatory environment in which we operate. While we have procedures and controls to manage safety risks, issues could be created by events outside of our control, including natural disasters, severe weather events and acts of sabotage.

Our operations are subject to risks inherent in chemical and refining businesses, and we could be subject to liabilities for which we are not fully insured or that are not otherwise mitigated.

We maintain property, business interruption, product, general liability, casualty and other types of insurance that we believe are appropriate for our business and operations as well as in line with industry practices. However, we are not fully insured against all potential hazards incident to our business, including losses resulting from natural disasters, wars or terrorist acts. Changes in insurance market conditions have caused, and may in the future cause, premiums and deductibles for certain insurance policies to increase substantially and, in some instances, for certain insurance to become unavailable or available only for reduced amounts of coverage. If we were to incur a significant liability for which we were not fully insured, we might not be able to finance the amount of the uninsured liability on terms acceptable to us or at all, and might be obligated to divert a significant portion of our cash flow from normal business operations.

Further, because a part of our business involves licensing polyolefin process technology, our licensees are exposed to similar risks involved in the manufacture and marketing of polyolefins. Hazardous incidents involving our licensees, if they do result or are perceived to result from use of our technologies, may harm our reputation, threaten our relationships with other licensees and/or lead to customer attrition and financial losses. Our policy of covering these risks through contractual limitations of liability and indemnities and through insurance may not always be effective. As a result, our financial condition and results of operation would be adversely affected, and other companies with competing technologies may have the opportunity to secure a competitive advantage.

A sustained decrease in the price of crude oil may adversely impact the results of our operations, primarily in North America.

Energy costs generally follow price trends of crude oil and natural gas. These price trends may be highly volatile and cyclical. In the past, raw material and energy costs have experienced significant fluctuations that adversely affected our business segments' results of operations. For example, we have benefited from the favorable ratio of U.S. crude oil prices to natural gas prices in recent years. If the price of crude oil remains lower relative to U.S. natural gas prices or if the demand for natural gas and NGLs increases, this may have a negative impact on our results of operations.

Costs and limitations on supply of raw materials and energy may result in increased operating expenses.

The costs of raw materials and energy represent a substantial portion of our operating expenses. Due to the significant competition we face and the commodity nature of many of our products we are not always able to pass on raw material and energy cost increases to our customers. When we do have the ability to pass on the cost increases, we are not always able to do so quickly enough to avoid adverse impacts on our results of operations.

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Cost increases for raw materials also may increase working capital needs, which could reduce our liquidity and cash flow. Even if we increase our sales prices to reflect rising raw material and energy costs, demand for products may decrease as customers reduce their consumption or use substitute products, which may have an adverse impact on our results of operations. In addition, producers in natural gas cost-advantaged regions, such as the Middle East and North America, benefit from the lower prices of natural gas and NGLs. Competition from producers in these regions may cause us to reduce exports from Europe and elsewhere. Any such reductions may increase competition for product sales within Europe and other markets, which can result in lower margins in those regions.

For some of our raw materials and utilities there are a limited number of suppliers and, in some cases, the supplies are specific to the particular geographic region in which a facility is located. It is also common in the chemical and refining industries for a facility to have a sole, dedicated source for its utilities, such as steam, electricity and gas. Having a sole or limited number of suppliers may limit our negotiating power, particularly in the case of rising raw material costs. Any new supply agreements we enter into may not have terms as favorable as those contained in our current supply agreements.

Additionally, there is growing concern over the reliability of water sources, including around the Texas Gulf Coast where several of our facilities are located. The decreased availability or less favorable pricing for water as a result of population growth, drought or regulation could negatively impact our operations.

If our raw material or utility supplies were disrupted, our businesses may incur increased costs to procure alternative supplies or incur excessive downtime, which would have a direct negative impact on plant operations. Disruptions of supplies may occur as a result of transportation issues resulting from natural disasters, water levels, and interruptions in marine water routes, among other causes, that can affect the operations of vessels, barges, rails, trucks and pipeline traffic. These risks are particularly prevalent in the U.S. Gulf Coast area. Additionally, increasing exports of NGLs and crude oil from the U.S. or greater restrictions on hydraulic fracturing could restrict the availability of our raw materials, thereby increasing our costs.

With increased volatility in raw material costs, our suppliers could impose more onerous terms on us, resulting in shorter payment cycles and increasing our working capital requirements.

Our ability to source raw materials may be adversely affected by political instability, civil disturbances or other governmental actions.

We obtain a portion of our principal raw materials from sources in the Middle East and Central and South America that may be less politically stable than other areas in which we conduct business, such as Europe or the U.S. Political instability, civil disturbances and actions by governments in these areas are more likely to substantially increase the price and decrease the supply of raw materials necessary for our operations, which could have a material adverse effect on our results of operations.

Increased incidents of civil unrest, including terrorist attacks and demonstrations that have been marked by violence, have occurred in a number of countries in the Middle East and South America. Some political regimes in these countries are threatened or have changed as a result of such unrest. Political instability and civil unrest could continue to spread in the region and involve other areas. Such unrest, if it continues to spread or grow in intensity, could lead to civil wars, regional conflicts or regime changes resulting in governments that are hostile to countries in which we conduct substantial business, such as in Europe, the U.S., or their respective trading partners.

Economic disruptions and downturns in general, and particularly continued global economic uncertainty or economic turmoil in emerging markets, could have a material adverse effect on our business, prospects, operating results, financial condition and cash flows.

Our results of operations can be materially affected by adverse conditions in the financial markets and depressed economic conditions generally. Economic downturns in the businesses and geographic areas in which we sell our products could substantially reduce demand for our products and result in decreased sales volumes and increased credit risk. Recessionary environments adversely affect our business because demand for our products is reduced, particularly from our customers in industrial markets generally and the automotive and housing industries specifically, and may result in higher costs of capital. A significant portion of our revenues and earnings are derived from our business in Europe, including southern

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Europe. In addition, most of our European transactions and assets, including cash reserves and receivables, are denominated in euros.

We also derive significant revenues from our business in emerging markets, particularly the emerging markets in Asia and South America. Any broad-based downturn in these emerging markets, or in a key market such as China, could require us to reduce export volumes into these markets and could also require us to divert product sales to less profitable markets. Any of these conditions could ultimately harm our overall business, prospects, operating results, financial condition and cash flows.

The cyclical and volatility of the industries in which we participate may cause significant fluctuations in our operating results.

Our business operations are subject to the cyclical and volatile nature of the supply-demand balance in the chemical and refining industries. Our future operating results are expected to continue to be affected by this cyclical and volatility. The chemical and refining industries historically have experienced alternating periods of capacity shortages, causing prices and profit margins to increase, followed by periods of excess capacity, resulting in oversupply, declining capacity utilization rates and declining prices and profit margins.

In addition to changes in the supply and demand for products, changes in energy prices and other worldwide economic conditions can cause volatility. These factors result in significant fluctuations in profits and cash flow from period to period and over business cycles.

New capacity additions in Asia, the Middle East and North America may lead to periods of oversupply and lower profitability. A sizable number of expansions have recently started up in North America. The timing and extent of any changes to currently prevailing market conditions are uncertain and supply and demand may be unbalanced at any time. As a consequence, we are unable to accurately predict the extent or duration of future industry cycles or their effect on our business, financial condition or results of operations.

We sell products in highly competitive global markets and face significant price pressures.

We sell our products in highly competitive global markets. Due to the commodity nature of many of our products, competition in these markets is based primarily on price and, to a lesser extent, on product performance, product quality, product deliverability, reliability of supply and customer service. Often, we are not able to protect our market position for these products by product differentiation and may not be able to pass on cost increases to our customers due to the significant competition in our business.

In addition, we face increased competition from companies that may have greater financial resources and different cost structures or strategic goals than us. These include large integrated oil companies (some of which also have chemical businesses), government-owned businesses, and companies that receive subsidies or other government incentives to produce certain products in a specified geographic region. Continuing competition from these companies, especially in our olefin and refining businesses, could limit our ability to increase product sales prices in response to raw material and other cost increases, or could cause us to reduce product sales prices to compete effectively, which would reduce our profitability. Competitors with different cost structures or strategic goals than we have may be able to invest significant capital into their businesses, including expenditures for research and development. In addition, specialty products we produce may become commoditized over time. Increased competition could result in lower prices or lower sales volumes, which would have a negative impact on our results of operations.

Interruptions of operations at our facilities may result in liabilities or lower operating results.

We own and operate large-scale facilities. Our operating results are dependent on the continued operation of our various production facilities and the ability to complete construction and maintenance projects on schedule. Interruptions at our facilities may materially reduce the productivity and profitability of a particular manufacturing facility, or our business as a whole, during and after the period of such operational difficulties. In the past, we had to shut down plants on the U.S. Gulf Coast, including the temporary shutdown of a portion of our Houston refinery, as a result of hurricanes striking the Texas coast. In addition, because the Houston refinery is our only refining operation, an outage at the refinery could have a particularly

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negative impact on our operating results. Unlike our chemical and polymer production facilities, which may have sufficient excess capacity to mitigate the negative impact of lost production at other facilities, we do not have the ability to increase refining production elsewhere.

Although we take precautions to enhance the safety of our operations and minimize the risk of disruptions, our operations are subject to hazards inherent in chemical manufacturing and refining and the related storage and transportation of raw materials, products and wastes. These potential hazards include:

- pipeline leaks and ruptures;
- explosions;
- fires;
- severe weather and natural disasters;
- mechanical failure;
- unscheduled downtimes;
- supplier disruptions;
- labor shortages or other labor difficulties;
- transportation interruptions;
- remediation complications;
- increased restrictions on, or the unavailability of, water for use at our manufacturing sites or for the transport of our products or raw materials;
- chemical and oil spills;
- discharges or releases of toxic or hazardous substances or gases;
- shipment of incorrect or off-specification product to customers;
- storage tank leaks;
- other environmental risks; and
- terrorist acts.

Some of these hazards may cause severe damage to or destruction of property and equipment or personal injury and loss of life and may result in suspension of operations or the shutdown of affected facilities.

Large capital projects can take many years to complete, and market conditions could deteriorate significantly between the project approval date and the project startup date, negatively impacting project returns. If we are unable to complete capital projects at their expected costs and in a timely manner, or if the market conditions assumed in our project economics deteriorate, our business, financial condition, results of operations and cash flows could be materially and adversely affected.

Delays or cost increases related to capital spending programs involving engineering, procurement and construction of facilities could materially adversely affect our ability to achieve forecasted internal rates of return and operating results. Delays in making required changes or upgrades to our facilities could subject us to fines or penalties as well as affect our ability to supply certain products we produce. Such delays or cost increases may arise as a result of unpredictable factors, many of which are beyond our control, including:

- denial of or delay in receiving requisite regulatory approvals and/or permits; unplanned increases in the cost of construction materials or labor;
- disruptions in transportation of components or construction materials;

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- adverse weather conditions, natural disasters or other events (such as equipment malfunctions, explosions, fires or spills) affecting our facilities, or those of vendors or suppliers;
- shortages of sufficiently skilled labor, or labor disagreements resulting in unplanned work stoppages; and
- nonperformance by, or disputes with, vendors, suppliers, contractors or subcontractors.

Any one or more of these factors could have a significant impact on our ongoing capital projects. If we were unable to make up the delays associated with such factors or to recover the related costs, or if market conditions change, it could materially and adversely affect our business, financial condition, results of operations and cash flows.

Increased IT security threats and more sophisticated and targeted computer crime could pose a risk to our systems, networks, products, facilities and services.

Increased global information security threats and more sophisticated, targeted computer crime pose a risk to the confidentiality, availability and integrity of our data, operations and infrastructure. While we attempt to mitigate these risks by employing a number of measures, including security measures, employee training, comprehensive monitoring of our networks and systems, and maintenance of backup and protective systems, our employees, systems, networks, products, facilities and services remain potentially vulnerable to sophisticated espionage or cyber-assault. Depending on their nature and scope, such threats could potentially lead to the compromise of confidential information, improper use of our systems and networks, manipulation and destruction of data, defective products, production downtimes and operational disruptions, which in turn could adversely affect our reputation, competitiveness and results of operations.

We operate internationally and are subject to exchange rate fluctuations, exchange controls, political risks and other risks relating to international operations.

We operate internationally and are subject to the risks of doing business on a global level. These risks include fluctuations in currency exchange rates, economic instability and disruptions, restrictions on the transfer of funds and the imposition of trade restrictions or duties and tariffs. Additional risks from our multinational business include transportation delays and interruptions, war, terrorist activities, epidemics, pandemics, political instability, import and export controls, changes in governmental policies, labor unrest and current and changing regulatory environments.

We generate revenues from export sales and operations that may be denominated in currencies other than the relevant functional currency. Exchange rates between these currencies and functional currencies in recent years have fluctuated significantly and may do so in the future. It is possible that fluctuations in exchange rates will result in reduced operating results. Additionally, we operate with the objective of having our worldwide cash available in the locations where it is needed, including the United Kingdom for our parent company's significant cash obligations as a result of dividend and interest payments. It is possible that we may not always be able to provide cash to other jurisdictions when needed or that such transfers of cash could be subject to additional taxes, including withholding taxes.

Our operating results could be negatively affected by the global laws, rules and regulations, as well as political environments, in the jurisdictions in which we operate. There could be reduced demand for our products, decreases in the prices at which we can sell our products and disruptions of production or other operations. Trade protection measures such as quotas, duties, tariffs, safeguard measures or anti-dumping duties imposed in the countries in which we operate could negatively impact our business. Additionally, there may be substantial capital and other costs to comply with regulations and/or increased security costs or insurance premiums, any of which could reduce our operating results.

We obtain a portion of our principal raw materials from international sources that are subject to these same risks. Our compliance with applicable customs, currency exchange control regulations, transfer pricing regulations or any other laws or regulations to which we may be subject could be challenged. Furthermore, these laws may be modified, the result of which may be to prevent or limit subsidiaries from transferring cash to us.

Furthermore, we are subject to certain existing, and may be subject to possible future, laws that limit or may limit our activities while some of our competitors may not be subject to such laws, which may adversely affect our competitiveness.

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Changes in tax laws and regulations could affect our tax rate and our results of operations.

We are a tax resident in the United Kingdom and are subject to the United Kingdom corporate income tax system. LyondellBasell Industries N.V. has little or no taxable income of its own because, as a holding company, it does not conduct any operations. Through our subsidiaries, we have substantial operations world-wide. Taxes are primarily paid on the earnings generated in various jurisdictions, including the U.S., The Netherlands, Germany, France and Italy.

In 2017, the U.S. enacted “H.R.1,” also known as the “Tax Cuts and Jobs Act” (the “Tax Act”) materially impacting our Consolidated Financial Statements by, among other things, decreasing the tax rate, and significantly affecting future periods. To determine the full effects of the tax law for 2018, we are awaiting the finalization of several proposed U.S. Treasury regulations under the Tax Act that were issued during 2018, as well as additional regulations to be proposed and finalized pursuant to the U.S. Treasury’s expanded regulatory authority under the Tax Act. It is also possible that technical correction legislation concerning the Tax Act could retroactively affect tax liabilities for 2018. We will continue to analyze the Tax Act to determine the full effects of the new law as additional regulations are proposed and finalized.

Interest income earned by certain of our European subsidiaries through intercompany financings is either untaxed or taxed at rates substantially lower than the U.S. statutory rate. Tax regulations proposed in 2018 may affect tax deductible interest in the U.S. in future periods; however, we do not believe they will have a material impact as proposed. In addition, in 2016 the U.S. Treasury issued final Section 385 debt-equity regulations that impact our internal financings beginning in 2017. Pursuant to a 2017 Executive Order, the Treasury Department reviewed these regulations and determined that they should be retained, subject to further review following the enactment of U.S. tax reform. We are awaiting the U.S. Treasury’s review of the existing Section 385 debt-equity regulations which could impact our internal financings in future years as well as any final regulations impacting interest deductions under the Tax Act. In addition, there has been an increased attention, both in the U.S. and globally, to the tax practices of multinational companies, including the European Union’s state aid investigations, proposals by the Organization for Economic Cooperation and Development with respect to base erosion and profit shifting, and European Union tax directives. Such attention may result in further legislative changes that could adversely affect our tax rate. Other than the Tax Act, management does not believe that recent changes in income tax laws will have a material impact on our Consolidated Financial Statements, although new or proposed changes to tax laws could affect our tax liabilities in the future.

Many of our businesses depend on our intellectual property. Our future success will depend in part on our ability to protect our intellectual property rights, and our inability to do so could reduce our ability to maintain our competitiveness and margins.

We have a significant worldwide patent portfolio of issued and pending patents. These patents and patent applications, together with proprietary technical know-how, are significant to our competitive position, particularly with regard to PO, intermediate chemicals, polyolefins, licensing and catalysts. We rely on the patent, copyright and trade secret laws of the countries in which we operate to protect our investment in research and development, manufacturing and marketing. However, we may be unable to prevent third parties from using our intellectual property without authorization. Proceedings to protect these rights could be costly, and we may not prevail.

The failure of our patents or confidentiality agreements to protect our processes, apparatuses, technology, trade secrets or proprietary know-how could result in significantly lower revenues, reduced profit margins and cash flows and/or loss of market share. We also may be subject to claims that our technology, patents or other intellectual property infringes on a third party’s intellectual property rights. Unfavorable resolution of these claims could result in restrictions on our ability to deliver the related service or in a settlement that could be material to us.

Shared control or lack of control of joint ventures may delay decisions or actions regarding our joint ventures.

A portion of our operations are conducted through joint ventures, where control may be exercised by or shared with unaffiliated third parties. We cannot control the actions of our joint venture partners, including any nonperformance, default or bankruptcy of joint venture partners. The joint ventures that we do not control may also lack financial reporting systems to provide adequate and timely information for our reporting purposes.

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Our joint venture partners may have different interests or goals than we do and may take actions contrary to our requests, policies or objectives. Differences in views among the joint venture participants also may result in delayed decisions or in failures to agree on major matters, potentially adversely affecting the business and operations of the joint ventures and in turn our business and operations. We may develop a dispute with any of our partners over decisions affecting the venture that may result in litigation, arbitration or some other form of dispute resolution. If a joint venture participant acts contrary to our interest, it could harm our brand, business, results of operations and financial condition.

We cannot predict with certainty the extent of future costs under environmental, health and safety and other laws and regulations, and cannot guarantee they will not be material.

We may face liability arising out of the normal course of business, including alleged personal injury or property damage due to exposure to chemicals or other hazardous substances at our current or former facilities or chemicals that we manufacture, handle or own. In addition, because our products are components of a variety of other end-use products, we, along with other members of the chemical industry, are subject to potential claims related to those end-use products. Any substantial increase in the success of these types of claims could negatively affect our operating results.

We are subject to extensive national, regional, state and local environmental laws, regulations, directives, rules and ordinances concerning:

- emissions to the air;
- discharges onto land or surface waters or into groundwater; and
- the generation, handling, storage, transportation, treatment, disposal and remediation of hazardous substances and waste materials.

Many of these laws and regulations provide for substantial fines and potential criminal sanctions for violations. Some of these laws and regulations are subject to varying and conflicting interpretations. In addition, some of these laws and regulations require us to meet specific financial responsibility requirements. Any substantial liability for environmental damage could have a material adverse effect on our financial condition, results of operations and cash flows.

Although we have compliance programs and other processes intended to ensure compliance with all such regulations, we are subject to the risk that our compliance with such regulations could be challenged. Non-compliance with certain of these regulations could result in the incurrence of additional costs, penalties or assessments that could be material.

Our industry is subject to extensive government regulation, and existing, or future regulations may restrict our operations, increase our costs of operations or require us to make additional capital expenditures.

Compliance with regulatory requirements could result in higher operating costs, such as regulatory requirements relating to emissions, the security of our facilities, and the transportation, export or registration of our products. We generally expect that regulatory controls worldwide will become increasingly more demanding, but cannot accurately predict future developments.

Increasingly strict environmental laws and inspection and enforcement policies, could affect the handling, manufacture, use, emission or disposal of products, other materials or hazardous and non-hazardous waste. Stricter environmental, safety and health laws, regulations and enforcement policies could result in increased operating costs or capital expenditures to comply with such laws and regulations. Additionally, we are required to have permits for our businesses and are subject to licensing regulations. These permits and licenses are subject to renewal, modification and in some circumstances, revocation. Further, the permits and licenses are often difficult, time consuming and costly to obtain and could contain conditions that limit our operations.

We may incur substantial costs to comply with climate change legislation and related regulatory initiatives.

There has been a broad range of proposed or promulgated state, national and international laws focusing on greenhouse gas (“GHG”) reduction. These proposed or promulgated laws apply or could apply in countries where we have interests or may

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have interests in the future. Laws and regulations in this field continue to evolve and, while they are likely to be increasingly widespread and stringent, at this stage it is not possible to accurately estimate either a timetable for implementation or our future compliance costs relating to implementation. Under the 2015 Paris Agreement, parties to the United Nations Framework Convention on Climate Change agreed to undertake ambitious efforts to reduce GHG emissions and strengthen adaptation to the effects of climate change. While the U.S. notified the United Nations in August 2017 that it will be withdrawing from the Agreement, other countries in which we operate, including Germany, France, and the Netherlands, are preparing national climate acts and protection plans to implement their emission reduction commitments under the Agreement. These actions could result in increased cost of purchased energy and increased costs of compliance for impacted locations. Within the framework of the EU emissions trading scheme (“ETS”), we were allocated certain allowances of carbon dioxide for the affected plants of our European sites for the period from 2008 to 2012 (“ETS II period”). The ETS II period did not bring additional cost to us as the allowance allocation was sufficient to cover the actual emissions of the affected plants. We were able to build an allowance surplus during the ETS II period which has been banked to the scheme for the period from 2013 to 2020 (“ETS III period”). We expect to incur additional costs for the ETS III period, despite the allowance surplus accrued over the ETS II period, as allowance allocations have been reduced for the ETS III period and more of our plants are affected by the scheme. We maintain an active hedging strategy to cover these additional costs. We expect to incur additional costs in relation to future carbon or GHG emission trading schemes.

In the U.S., the EPA has promulgated federal GHG regulations under the Clean Air Act affecting certain sources. The EPA has issued mandatory GHG reporting requirements, requirements to obtain GHG permits for certain industrial plants and GHG performance standards for some facilities. Although the EPA recently proposed to repeal and replace certain GHG requirements, additional GHG regulation may be forthcoming at the U.S. federal or state level that could result in the creation of additional costs in the form of taxes or required acquisition or trading of emission allowances.

Compliance with these or other changes in laws, regulations and obligations that create a GHG emissions trading scheme or GHG reduction policies generally could significantly increase our costs or reduce demand for products we produce. Additionally, compliance with these regulations may result in increased permitting necessary for the operation of our business or for any of our growth plans. Difficulties in obtaining such permits could have an adverse effect on our future growth. Therefore, any future potential regulations and legislation could result in increased compliance costs, additional operating restrictions or delays in implementing growth projects or other capital investments, and could have a material adverse effect on our business and results of operations. In addition, climate changes, such as drought conditions or increased frequency and severity of hurricanes and floods, could have an adverse effect on our assets and operations.

We may be required to record material charges against our earnings due to any number of events that could cause impairments to our assets.

We may be required to reduce production or idle facilities for extended periods of time or exit certain businesses as a result of the cyclical nature of our industry. Specifically, oversupplies of or lack of demand for particular products or high raw material prices may cause us to reduce production. We may choose to reduce production at certain facilities because we have off-take arrangements at other facilities, which make any reductions or idling unavailable at those facilities. Any decision to permanently close facilities or exit a business likely would result in impairment and other charges to earnings.

Temporary outages at our facilities can last for several quarters and sometimes longer. These outages could cause us to incur significant costs, including the expenses of maintaining and restarting these facilities. In addition, even though we may reduce production at facilities, we may be required to continue to purchase or pay for utilities or raw materials under take-or-pay supply agreements.

Increased regulation or deselection of plastic could lead to a decrease in demand growth for some of our products.

In 2018, the European Union proposed rules to target the plastic products most often found on beaches and in seas. In addition, local and other governments have increasingly proposed or implemented bans on plastic items such as disposable bags and straws, as well as other food packaging. Additionally, plastics have recently faced increased public backlash and scrutiny. Increased regulation of, or prohibition on, the use of plastics could increase the costs incurred by our customers to use such products or otherwise limit the use of these products, and could lead to a decrease in demand for PE, PP, and other products we make. Such a decrease in demand could adversely affect our business, operating results and financial condition.

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Our business is capital intensive and we rely on cash generated from operations and external financing to fund our growth and ongoing capital needs. Limitations on access to external financing could adversely affect our operating results.

We require significant capital to operate our current business and fund our growth strategy. Moreover, interest payments, dividends and the expansion of our business or other business opportunities may require significant amounts of capital. We believe that our cash from operations currently will be sufficient to meet these needs. However, if we need external financing, our access to credit markets and pricing of our capital is dependent upon maintaining sufficient credit ratings from credit rating agencies and the state of the capital markets generally. There can be no assurances that we would be able to incur indebtedness on terms we deem acceptable, and it is possible that the cost of any financings could increase significantly, thereby increasing our expenses and decreasing our net income. If we are unable to generate sufficient cash flow or raise adequate external financing, including as a result of significant disruptions in the global credit markets, we could be forced to restrict our operations and growth opportunities, which could adversely affect our operating results.

We may use our five-year, \$2.5 billion revolving credit facility, which backs our commercial paper program, to meet our cash needs, to the extent available. As of December 31, 2018, we had no borrowings or letters of credit outstanding under the facility and \$809 million, net of discount, outstanding under our commercial paper program, leaving an unused and available credit capacity of \$1,688 million. We may also meet our cash needs by selling receivables under our \$900 million U.S. accounts receivable facility. In the event of a default under our credit facility or any of our senior notes, we could be required to immediately repay all outstanding borrowings and make cash deposits as collateral for all obligations the facility supports, which we may not be able to do. Any default under any of our credit arrangements could cause a default under many of our other credit agreements and debt instruments. Without waivers from lenders party to those agreements, any such default could have a material adverse effect on our ability to continue to operate.

Legislation and regulatory initiatives could lead to a decrease in demand for our products.

New or revised governmental regulations and independent studies relating to the effect of our products on health, safety and the environment may affect demand for our products and the cost of producing our products. Initiatives by governments and private interest groups will potentially require increased toxicological testing and risk assessments of a wide variety of chemicals, including chemicals used or produced by us. For example, in the United States, the National Toxicology Program (“NTP”) is a federal interagency program that seeks to identify and select for study chemicals and other substances to evaluate potential human health hazards. In the European Union, the Regulation on Registration, Evaluation, Authorisation and Restriction of Chemicals (“REACH”) is regulation designed to identify the intrinsic properties of chemical substances, assess hazards and risks of the substances, and identify and implement the risk management measures to protect humans and the environment.

Assessments under NTP, REACH or similar programs or regulations in other jurisdictions may result in heightened concerns about the chemicals we use or produce and may result in additional requirements being placed on the production, handling, labeling or use of those chemicals. Such concerns and additional requirements could also increase the cost incurred by our customers to use our chemical products and otherwise limit the use of these products, which could lead to a decrease in demand for these products. Such a decrease in demand could have an adverse impact on our business and results of operations.

Adverse results of legal proceedings could materially adversely affect us.

We are subject to and may in the future be subject to a variety of legal proceedings and claims that arise out of the ordinary conduct of our business. Results of legal proceedings cannot be predicted with certainty. Irrespective of its merits, litigation may be both lengthy and disruptive to our operations and may cause significant expenditure and diversion of management attention. We may be faced with significant monetary damages or injunctive relief against us that could have an adverse impact on our business and results of operations should we fail to prevail in certain matters.

Significant changes in pension fund investment performance or assumptions relating to pension costs may adversely affect the valuation of pension obligations, the funded status of pension plans, and our pension cost.

Our pension cost is materially affected by the discount rates used to measure pension obligations, the level of plan assets available to fund those obligations at the measurement date and the expected long-term rates of return on plan assets.

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Significant changes in investment performance or a change in the portfolio mix of invested assets may result in corresponding increases and decreases in the value of plan assets, particularly equity securities, or in a change of the expected rate of return on plan assets. Any changes in key actuarial assumptions, such as the discount rate or mortality rate, would impact the valuation of pension obligations, affecting the reported funded status of our pension plans as well as the net periodic pension cost in the following fiscal years.

Nearly all of our current pension plans have projected benefit obligations that exceed the fair value of the plan assets. As of December 31, 2018, the aggregate deficit was \$992 million. Any declines in the fair values of the pension plans' assets could require additional payments by us in order to maintain specified funding levels.

Our pension plans are subject to legislative and regulatory requirements of applicable jurisdictions, which could include, under certain circumstances, local governmental authority to terminate the plan.

Integration of acquisitions could disrupt our business and harm our financial condition and stock price.

We have and may continue to make acquisitions in order to enhance our business. Acquisitions involve numerous risks, including with respect to meeting our standards for compliance, problems combining the purchased operations, technologies or products, unanticipated costs and liabilities, diversion of management's attention from our core businesses, and potential loss of key employees.

There can be no assurance that we will be able to integrate successfully any businesses, products, technologies, or personnel that we might acquire. The integration of businesses that we may acquire is likely to be a complex, time-consuming, and expensive process and we may not realize the anticipated revenues, synergies, or other benefits associated with our acquisitions if we do not manage and operate the acquired business up to our expectations. If we are unable to efficiently operate as a combined organization utilizing common information and communication systems, operating procedures, financial controls, and human resources practices, our business, financial condition, and results of operations may be adversely affected.

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Item 1B. Unresolved Staff Comments.

None.

Item 3. Legal Proceedings.

Environmental Matters

From time to time we and our joint ventures receive notices or inquiries from government entities regarding alleged violations of environmental laws and regulations pertaining to, among other things, the disposal, emission and storage of chemical and petroleum substances, including hazardous wastes. Item 103 of the SEC's Regulation S-K requires disclosure of certain environmental matters when a governmental authority is a party to the proceedings and the proceedings involve potential monetary sanctions that we reasonably believe could exceed \$100,000. The matters below are disclosed solely pursuant to that requirement.

In September 2013, the Environmental Protection Agency ("EPA") Region V issued a Notice and Finding of Violation alleging violations at our Morris, Illinois facility related to flaring activity. The notice generally alleges failures to monitor steam usage and improper flare operations. Region V indicated at a December 2017 meeting that it intends to issue an administrative enforcement order in 2018. We reasonably believe that EPA Region V may assert a penalty demand in excess of \$100,000. A Tolling Agreement was signed in November 2018.

In June 2014, EPA Region V issued a Notice and Finding of Violation alleging violations at our Tuscola, Illinois facility related to flaring activity. The notice generally alleges failure to conduct a valid performance test and improper flare operations. In June 2018, Region V issued a draft administrative consent order that requires the completion of certain activities. We are currently engaged in discussions with Region V regarding a proposed penalty. We reasonably believe that the penalty may exceed \$100,000. A Tolling Agreement was signed in November 2018.

The EPA has been conducting an enforcement initiative regarding flare emissions at petrochemical plants. In July 2014, we received Clean Air Act section 114 information request regarding flares at four U.S. facilities. In response to the information we provided and subsequent discussions, the EPA and Department of Justice (the "DOJ") have indicated that they are seeking a consent decree that would require certain corrective measures. We reasonably believe that resolution of this matter will involve payment of a monetary sanction in excess of \$100,000. We continue to work with the EPA and DOJ to resolve this matter.

In January 2018, Houston Refining, LP learned that the Texas Commission on Environmental Quality had referred an environmental matter to the Texas Attorney General's office ("TAGO") for enforcement. The environmental matter referred to TAGO for enforcement stems from air emissions events sustained at the refinery. In June 2018, Houston Refining, LP and TAGO agreed to a settlement involving \$680,000 in penalties, plus attorneys' fees and certain injunctive relief. To effectuate the settlement, the TAGO filed a complaint along with the proposed agreed final judgment in Travis County Court. The court entered the Agreed Final Judgment in October 2018 and the penalty has been paid in full.

In March 2018, the Morris facility learned that the Illinois EPA referred an environmental matter to the Illinois Attorney General's Office. The matters referred for enforcement relate to air emission events at the facility. In June 2018, the parties agreed to resolve the matter for a penalty of \$125,000, and in August 2018, a consent order requiring the same was entered in Grundy County Court.

On March 21, 2018, the Cologne, Germany local court issued a regulatory fine notice of €1,800,000 arising from a pipeline leak in our Wesseling, Germany facility. We expect the Cologne prosecutor to issue a corresponding payment request, which will resolve the matter.

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Litigation and Other Matters

Information regarding our litigation and other legal proceedings can be found in Note 19, *Commitments and Contingencies*, to the Consolidated Financial Statements.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market and Dividend Information

Our shares were listed on the New York Stock Exchange ("NYSE") on October 14, 2010 under the symbol "LYB."

The payment of dividends or distributions in the future will be subject to the requirements of Dutch law and the discretion of our Board of Directors. The declaration of any future cash dividends and, if declared, the amount of any such dividends, will depend upon general business conditions, our financial condition, our earnings and cash flow, our capital requirements, financial covenants and other contractual restrictions on the payment of dividends or distributions.

There can be no assurance that any dividends or distributions will be declared or paid in the future.

Holders

As of February 19, 2019, there were approximately 5,600 record holders of our shares, including Cede & Co. as nominee of the Depository Trust Company.

United Kingdom Tax Considerations

In May 2013, we announced the planned migration of the tax domicile of LyondellBasell Industries N.V. from The Netherlands, where LyondellBasell Industries N.V. is incorporated, to the United Kingdom. On August 28, 2013, the Dutch and the United Kingdom competent authorities completed a mutual agreement procedure and issued a ruling that retroactively as of July 1, 2013 LyondellBasell Industries N.V. should be treated solely as a tax resident in the United Kingdom and is subject to the United Kingdom corporate income tax system.

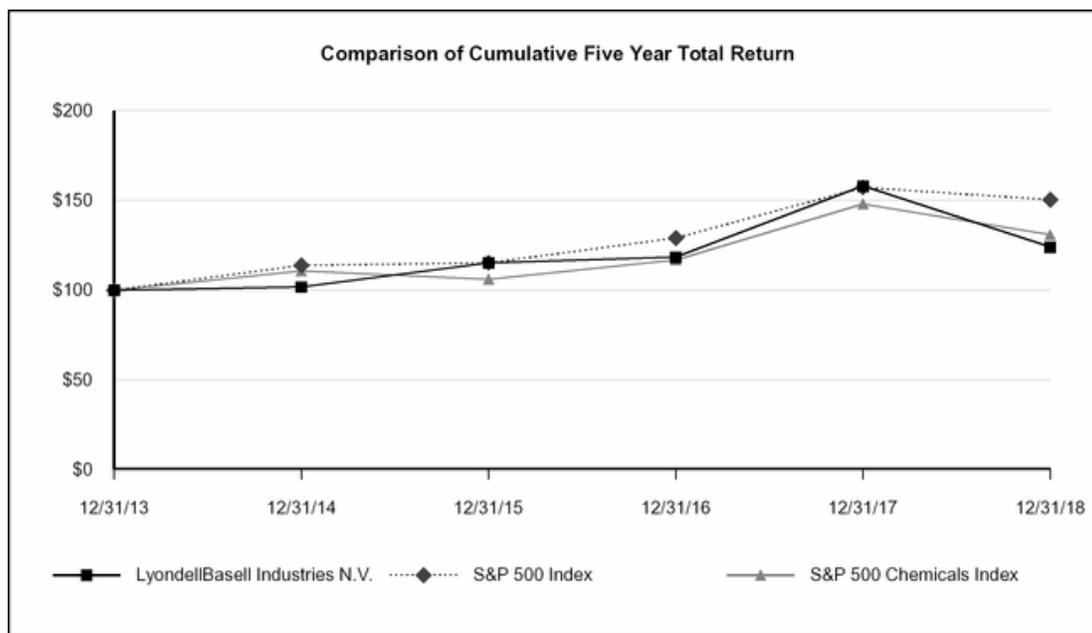
As a result of its United Kingdom tax residency, dividend distributions by LyondellBasell Industries N.V. to its shareholders are not subject to withholding tax, as the United Kingdom currently does not levy a withholding tax on dividend distributions.

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Performance Graph

The performance graph and the information contained in this section is not “soliciting material,” is being furnished, not filed, with the SEC and is not to be incorporated by reference into any of our filings under the Securities Act or the Exchange Act whether made before or after the date hereof and irrespective of any general incorporation language contained in such filing.

The graph below shows the relative investment performance of LyondellBasell Industries N.V. shares, the S&P 500 Index and the S&P 500 Chemicals Index since December 31, 2013. The graph assumes that \$100 was invested on December 31, 2013 and any dividends paid were reinvested at the date of payment. The graph is presented pursuant to SEC rules and is not meant to be an indication of our future performance.



	12/31/2013	12/31/2014	12/31/2015	12/31/2016	12/31/2017	12/31/2018
LyondellBasell Industries N.V.	\$100.00	\$101.83	\$115.20	\$118.38	\$157.99	\$123.97
S&P 500 Index	\$100.00	\$113.69	\$115.26	\$129.05	\$157.22	\$150.33
S&P 500 Chemicals Index	\$100.00	\$110.70	\$106.07	\$116.85	\$148.01	\$130.83

[Table of Contents](#)**Issuer Purchases of Equity Securities**

<u>2018 Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs</u>
October 1—October 31	4,414,939	\$ 94.34	4,414,939	49,755,015
November 1—November 30	4,498,765	\$ 93.37	4,498,765	45,256,250
December 1—December 31	2,628,200	\$ 83.69	2,628,200	42,628,050
Total	<u>11,541,904</u>	\$ 91.54	<u>11,541,904</u>	42,628,050

On June 1, 2018, we announced a share repurchase program of up to 57,844,016 of our ordinary shares through December 1, 2019, which superseded any prior repurchase authorizations. The maximum number of shares that may yet be purchased is not necessarily an indication of the number of shares that will ultimately be purchased.

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Item 6. Selected Financial Data.

The following selected financial data was derived from our consolidated financial statements, which were prepared from our books and records. This data should be read in conjunction with the Consolidated Financial Statements and related notes thereto and “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” below, which includes a discussion of factors that will enhance an understanding of this data.

In millions of dollars, except per share data	Year Ended December 31,				
	2018	2017	2016	2015	2014
Results of operations data:					
Sales and other operating revenues	\$ 39,004	\$ 34,484	\$ 29,183	\$ 32,735	\$ 45,608
Operating income ^(a)	5,231	5,460	5,060	6,122	5,736
Interest expense ^(b)	(360)	(491)	(322)	(310)	(352)
Income from equity investments	289	321	367	339	257
Income from continuing operations ^{(a)(b)(c)}	4,698	4,895	3,847	4,479	4,172
Earnings per share from continuing operations:					
Basic	12.06	12.28	9.17	9.63	8.04
Diluted	12.03	12.28	9.15	9.60	8.00
Loss from discontinued operations, net of tax	(8)	(18)	(10)	(5)	(4)
Loss per share from discontinued operations:					
Basic	(0.02)	(0.05)	(0.02)	(0.01)	(0.01)
Diluted	(0.02)	(0.05)	(0.02)	(0.01)	(0.01)
Balance sheet data:					
Total assets	28,278	26,206	23,442	22,757	24,221
Short-term debt	885	68	594	353	346
Long-term debt ^(d)	8,502	8,551	8,387	7,675	6,699
Cash and cash equivalents	332	1,523	875	924	1,031
Short-term investments	892	1,307	1,147	1,064	1,593
Accounts receivable	3,503	3,539	2,842	2,517	3,448
Inventories	4,515	4,217	3,809	4,051	4,517
Working capital	4,931	4,861	4,122	4,386	4,901
Cash flow data:					
Cash provided by (used in):					
Operating activities	5,471	5,206	5,606	5,842	6,048
Investing activities	(3,559)	(1,756)	(2,301)	(1,046)	(3,539)
Expenditures for property, plant and equipment	(2,105)	(1,547)	(2,243)	(1,440)	(1,499)
Financing activities	(3,008)	(2,859)	(3,349)	(4,850)	(5,907)
Dividends declared per share	4.00	3.55	3.33	3.04	2.70

(a) Operating income and Income from continuing operations in 2018 include charges totaling \$73 million (\$57 million, after tax) for acquisition-related transaction and integration costs associated with our acquisition of A. Schulman Inc. and a pre-tax gain of \$36 million (\$34 million, after tax) on the sale of our carbon black subsidiary in France. In 2017, we had a pre-tax gain of \$108 million (\$103 million, after tax) on the sale of our 27% interest in Geosel, a joint venture in France; a pretax gain of \$31 million (\$20 million, after tax) on the sale of property in Lake Charles, Louisiana; and a pre-tax, non-cash gain of \$21 million (\$14 million, after tax) related to the elimination of an obligation associated with a

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lease. In 2016, we had a pre-tax and after-tax gain of \$78 million on the sale of our wholly owned Argentine subsidiary and a pre-tax charge of \$58 million (\$37 million, after tax) for a pension settlement. Operating income and Income from continuing operations in 2016, 2015 and 2014 included pre-tax, non-cash charges of \$29 million (\$18 million, after tax), \$548 million (\$351 million, after tax) and \$760 million (\$483 million, after tax), respectively, related to lower of cost or market ("LCM") inventory valuation adjustments.

- (b) Interest expense and Income from continuing operations in 2017 included pre-tax charges of \$113 million (\$106 million, after tax) related to the redemption of \$1,000 million aggregate principal amount of our then outstanding 5% senior notes due 2019.
- (c) Income from continuing operations in 2018 includes a \$358 million benefit related to \$299 million of previously unrecognized tax benefits and the release of \$59 million of associated accrued interest. In 2017, it included an \$819 million non-cash tax benefit related to the lower federal income tax rate resulting from the enactment of the U.S. Tax Cuts and Jobs Act. In 2016, it included \$135 million of out of period adjustments related to taxes on our cross-currency swaps and deferred liabilities related to some of our consolidated subsidiaries.
- (d) Long-term debt includes current maturities of long-term debt.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

GENERAL

This discussion should be read in conjunction with the information contained in our Consolidated Financial Statements, and the accompanying notes elsewhere in this report. When we use the terms “we,” “us,” “our” or similar words in this discussion, unless the context otherwise requires, we are referring to LyondellBasell Industries N.V. and its consolidated subsidiaries (“LyondellBasell N.V.”).

OVERVIEW

During 2018, we continued to deliver strong earnings despite market challenges in the second half of the year and planned and unplanned downtime that negatively impacted fourth quarter 2018 results by approximately \$225 million. Noteworthy annual results for our I&D segment driven by market improvements and targeted contracting strategies and in our Technology segment due to an increased number of polyolefin technology licenses were partially offset by declines in our O&P–Americas and O&P–EAI results. With our acquisition of A. Schulman Inc. (“A. Schulman”) in August 2018, we captured an opportunity to expand into new markets and created an additional platform for growth. We continued to manage our business portfolio by, among other things, investing in a recycling joint venture, and divesting our carbon black subsidiary in France.

As oil prices fell by 40% during the fourth quarter 2018, our O&P–EAI segment experienced declining demand as customers delayed orders and destocked inventories in expectations of lower pricing. This destocking and associated pricing pressures compounded the effects of typical fourth quarter seasonality. Our O&P–EAI segment was also impacted by low water levels on the Rhine River, extended maintenance at our Wesseling, Germany cracker and feedstock supply constraints at our Münchsmünster, Germany cracker during the fourth quarter. Our APS segment volumes were affected by decreased automotive demand in recent quarters and our Refining segment's fourth quarter margins were negatively impacted by high gasoline inventories and unusually weak discounts for Maya crude oil.

Significant items that affected EBITDA in 2018 relative to 2017 include:

- Lower Olefins and Polyolefins–Americas (“O&P–Americas”) segment results with lower ethylene margins and higher fixed costs, offset by higher polyolefins margins;
- Lower Olefins and Polyolefins–Europe, Asia, International (“O&P–EAI”) segment results with lower margins and volumes in Europe, partly offset by favorable foreign exchange impacts;
- Higher Intermediates and Derivatives (“I&D”) segment results with increased margins and volumes;
- Lower Advanced Polymer Solutions (“APS”) segment results as lower margins and the impact of acquisition-related transaction and integration costs were partly offset by the contribution of results from A. Schulman product lines following the August 21, 2018 acquisition;
- Higher Refining segment results with higher refining margins and better yields; and
- Higher Technology segment results due mostly to increased licensing revenue.

Other noteworthy items in 2018 include the following:

- Completion of the \$1.9 billion acquisition of A. Schulman, a leading global supplier of high-performance plastic compounds, composites and powders, on August 21, 2018;
- Groundbreaking for our new \$2.4 billion PO/TBA plant at our Channelview, Texas facility on August 22, 2018;
- Construction of our *Hyperzone* high density polyethylene plant on track for planned start-up in the third quarter of 2019;

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- Non-cash income tax benefit of \$346 million related to an audit settlement associated with specific uncertain tax positions recognized in the second quarter of 2018;
- Acquisition of a 50% interest in Quality Circular Polymers, a premium plastics recycling company in Sittard-Geleen, Netherlands on March 14, 2018; and
- Increase in quarterly dividend from \$0.90 to \$1.00 in February 2018.

Results of operations for the periods discussed are presented in the table below.

<u>Millions of dollars</u>	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Sales and other operating revenues	\$ 39,004	\$ 34,484	\$ 29,183
Cost of sales	32,529	28,059	23,191
Selling, general and administrative expenses	1,129	859	833
Research and development expenses	115	106	99
Operating income	5,231	5,460	5,060
Interest expense	(360)	(491)	(322)
Interest income	45	24	17
Other income, net	106	179	111
Income from equity investments	289	321	367
Provision for income taxes	613	598	1,386
Income from continuing operations	4,698	4,895	3,847
Loss from discontinued operations, net of tax	(8)	(18)	(10)
Net income	\$ 4,690	\$ 4,877	\$ 3,837

RESULTS OF OPERATIONS

Revenues—We had revenues of \$39,004 million in 2018, \$34,484 million in 2017 and \$29,183 million in 2016.

2018 versus 2017—Revenues increased by \$4,520 million, or 13%, in 2018 compared to 2017.

Higher average sales prices led to a revenue increase of 11% in 2018. Average sales prices in 2018 were higher for most of our products as sales prices generally correlate with crude oil prices, which increased relative to 2017, despite a 40% decrease in oil prices during the fourth quarter 2018. A revenue decrease of 1% in 2018 reflects lower sales volumes for our O&P–Americas, O&P–EAI and APS segments, which were partly offset by an improvement in Refining and I&D segment sales volumes. Favorable foreign exchange impacts in 2018 resulted in a revenue increase of 1% relative to the prior year period. The operations of A. Schulman contributed \$846 million of revenues following the acquisition which accounts for the remaining improvement in revenues for 2018.

2017 versus 2016—Revenues increased by \$5,301 million, or 18%, in 2017 compared to 2016.

Average sales prices in 2017 were higher across most products as sales prices generally correlate with crude oil and natural gas prices, which on average, increased compared to the corresponding period in 2016. These higher prices led to a 15% increase in revenues. Higher sales volumes in our O&P–Americas, O&P–EAI and Refining segments, which were partly offset by lower I&D segment volumes, led to a revenue increase in 2017 of 2%. Favorable foreign exchange impacts were responsible for a 1% revenue increase in 2017.

Cost of Sales—Cost of sales were \$32,529 million in 2018, \$28,059 million in 2017 and \$23,191 million in 2016.

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Fluctuations in our cost of sales are generally driven by changes in feedstock and energy costs, as all other material components remain relatively flat from year to year. Feedstock and energy related costs generally represent approximately 75% to 80% of cost of sales, other variable costs account for approximately 10% of cost of sales on an annual basis and fixed operating costs, consisting primarily of expenses associated with employee compensation, depreciation and amortization, and maintenance, range from approximately 10% to 15% in each annual period.

2018 versus 2017—Cost of sales increased by \$4,470 million, or 16%, in 2018 compared to 2017. This increase in cost of sales is primarily due to increases in feedstock and energy costs. Costs for crude oil, heavy liquid feedstocks and natural gas liquids (“NGLs”) and other feedstocks were higher in 2018 relative to 2017.

2017 versus 2016—Cost of sales increased by \$4,868 million, or 21%, in 2017 compared to 2016. This increase was primarily due to higher feedstock and energy costs. Costs for crude oil, heavy liquid feedstocks, NGLs and natural gas were higher in 2017 relative to 2016.

SG&A Expense—Selling, general and administrative (“SG&A”) expenses were \$1,129 million in 2018, \$859 million in 2017 and \$833 million in 2016.

2018 versus 2017—SG&A expenses increased by \$270 million in 2018 compared to 2017.

The \$105 million of SG&A expenses incurred by the operations of A. Schulman following the acquisition together with \$73 million of acquisition and integration costs associated with the acquisition accounted for approximately 66% of the 2018 increase in SG&A expenses. Higher employee-related expenses accounted for approximately 26% of the increase in 2018 SG&A expense.

Operating Income—Our operating income was \$5,231 million in 2018, \$5,460 million in 2017 and \$5,060 million in 2016.

2018 versus 2017—Operating income decreased by \$229 million in 2018 compared to 2017.

Operating income for our O&P–EAI, O&P–Americas, APS and Refining segments declined \$626 million, \$131 million, \$76 million and \$6 million, respectively, over 2017. These declines were partially offset by increases in operating income of \$514 million and \$101 million, in our I&D and Technology segments respectively.

2017 versus 2016—Operating income increased by \$400 million in 2017. This improvement over 2016 was primarily due to increases of \$144 million, \$101 million and \$74 million in operating income for our I&D, O&P–EAI and O&P–Americas segments, respectively, and \$77 million of lower operating losses for our Refining segment.

Operating results for each of our business segments are reviewed further in the “Segment Analysis” section below.

Interest Expense—Interest expense was \$360 million in 2018, \$491 million in 2017 and \$322 million in 2016.

In 2017, we recognized charges totaling \$113 million related to the March 2017 redemption of \$1,000 million of our outstanding 5% senior notes due 2019. These charges included \$65 million of prepayment premiums, \$44 million for adjustments associated with fair value hedges and \$4 million for the write-off of associated unamortized debt issuance costs.

2018 versus 2017—Interest expense decreased by \$131 million in 2018 compared to 2017 primarily due to the 2017 redemption of \$1,000 million of our 5% senior notes due 2019 as discussed above. Higher capitalized interest accounted for \$25 million of lower interest expense relative to 2017.

2017 versus 2016—In 2017, interest expense increased \$169 million in 2017 compared to 2016 primarily due to the 2017 redemption of \$1,000 of our 5% senior notes due 2019 as discussed above. A reduction in the amount of capitalized interest and increased charges from our fair value hedges resulted in incremental increases in interest expense of \$13 million and \$45 million respectively, relative to 2016.

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For additional information related to our fair value hedges, see Notes 13 and 15 to the Consolidated Financial Statements.

Other Income, Net—Other income, net, was \$106 million in 2018, \$179 million in 2017 and \$111 million in 2016.

2018 versus 2017—Other income, net decreased by \$73 million in 2018 compared to 2017. In 2018, we recognized a \$36 million gain in our O&P–EAI segment related to the sale of our carbon black subsidiary in France. We also recognized \$24 million of foreign exchange gains and approximately \$45 million of other income primarily related to gains on investments, dividend income and pension benefits. In 2017, we recognized gains of \$108 million on the sale of our O&P–EAI segment’s interest in its Geosel joint venture and \$31 million on the sale of a portion of property in Lake Charles, Louisiana. We also recognized a \$21 million non-cash gain in our O&P–EAI segment related to the elimination of an obligation related to a lease in 2017.

2017 versus 2016—The \$68 million increase in Other income, net, is primarily due to the gains discussed above related to the sales of our joint venture interest, a property in Lake Charles, Louisiana and the elimination of the obligation associated with a lease discussed above, as compared to the gain recognized in 2016 related to the sale of our wholly owned Argentine subsidiary. We allocated \$57 million and \$21 million of that gain to our O&P–Americas and APS segments, respectively.

Income from Equity Investments—Our income from equity investments was \$289 million in 2018, \$321 million in 2017 and \$367 million in 2016.

2018 versus 2017—Income from our equity investments decreased in 2018 largely as a result of reduced polyolefin spreads.

2017 versus 2016—Income from our equity investments decreased in 2017 mainly due to lower results for our joint ventures in Poland, Asia and Mexico.

Income Taxes—Our effective income tax rates of 11.5% in 2018, 10.9% in 2017 and 26.5% in 2016 resulted in tax provisions of \$613 million, \$598 million and \$1,386 million, respectively.

In 2017, the U.S. enacted “H.R.1,” also known as the “Tax Cuts and Jobs Act” (the “Tax Act”) materially impacting our Consolidated Financial Statements by, among other things, decreasing the tax rate and significantly affecting future periods. To determine the full effects of the tax law for 2018, we are awaiting the finalization of several proposed U.S. Treasury regulations under the Tax Act that were issued during 2018, as well as additional regulations to be proposed and finalized pursuant to the Treasury’s expanded regulatory authority under the Tax Act. It is also possible that technical correction legislation concerning the Tax Act could retroactively affect tax liabilities for 2018. The Tax Act reduced the federal corporate tax rate from 35% to 21% for years beginning after 2017, which resulted in the remeasurement of our U.S. net deferred income tax liabilities. As a result, we recognized a tax benefit of \$819 million in 2017. Including subsequent adjustments made in 2018, the cumulative impact of the remeasurement of our U.S. net deferred income tax liabilities and tax accruals was an \$814 million income tax benefit.

Our effective income tax rate fluctuates based on, among other factors, changes in pre-tax income in countries with varying statutory tax rates, the U.S. domestic production activity deduction that applied to periods prior to 2018, changes in valuation allowances, changes in foreign exchange gains/losses, the amount of exempt income, and changes in unrecognized tax benefits associated with uncertain tax positions.

Our exempt income primarily includes interest income, export incentives, and equity earnings of our joint ventures. Interest income earned by certain of our European subsidiaries through intercompany financings is either untaxed or taxed at rates substantially lower than the U.S. statutory rate. Tax regulations proposed in 2018 may affect tax deductible interest in the U.S. in future periods; however, we do not believe they will have a material impact as proposed. Export incentives relate to tax benefits derived from elections and structures available for U.S. exports. Equity earnings attributable to the earnings of our joint ventures, when paid through dividends to certain European subsidiaries, are exempt from all or portions of normal statutory income tax rates. We currently anticipate the favorable treatment for interest income, dividends, and export incentives to continue in the near term; however, this treatment is based on current law and tax rulings, which could change, including changes with respect to proposed Treasury regulations under the Tax Act if finalized. Foreign exchange gains/losses have a

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permanent impact on our effective income tax rate that can cause unpredictable movement in our effective income tax rate. We continue to maintain valuation allowances in various jurisdictions totaling \$120 million as of 2018, which could impact our effective income tax rate in the future. We believe our effective income tax rate for 2019 will be approximately 20%.

In 2016, the U.S. Treasury issued final Section 385 debt-equity regulations that impact our internal financings beginning in 2017. Pursuant to a 2017 Executive Order, the Treasury Department reviewed these regulations and determined that they should be retained, subject to further review following the enactment of U.S. tax reform. We are awaiting the U.S. Treasury's review of the existing Section 385 debt-equity regulations which could impact our internal financings in future years as well as any final regulations impacting interest deductions under the Tax Act.

2018—The 2018 effective income tax rate, which was lower than the U.S. statutory tax rate of 21%, was favorably impacted by changes in unrecognized tax benefits associated with uncertain tax positions (-6.0%) and exempt income (-5.6%). These favorable items were partially offset by the effects of earnings in various countries, notably in Europe, with higher statutory tax rates (1.7%) and U.S. state and local income taxes (1.0%).

During 2018, we entered into various audit settlements impacting specific uncertain tax positions. These audit settlements resulted in a \$358 million non-cash benefit to our effective tax rate consisting of the recognition of \$299 million of previously unrecognized tax benefits as a reduction for tax positions of prior years and the release of \$59 million of previously accrued interest.

2017—The 2017 effective income tax rate, which was lower than the U.S. statutory tax rate of 35%, was favorably impacted by the remeasurement of U.S. net deferred tax liabilities due to the enactment of the Tax Act (-14.9%), exempt income (-7.0%), earnings in various countries, notably in Europe, with lower statutory tax rates (-3.0%), and the U.S. domestic production activity deduction (-1.0%). These favorable items were partially offset by the effects of U.S. state and local income taxes (0.7%) and changes in uncertain tax positions (0.5%). Although the Tax Act lowered the U.S. statutory federal income tax rate to 21% for tax years beginning after 2017, the reconciliation uses the 35% rate in effect for the year ended December 31, 2017.

2016—The 2016 effective income tax rate, which was lower than the U.S. statutory tax rate of 35%, was favorably impacted by exempt income (-6.7%), earnings in various countries, notably in Europe, with lower statutory tax rates (-3.0%), the impact of a change in non-U.S. tax law on our deferred tax liabilities (-1.0%) and the U.S. domestic production activity deduction (-0.8%). These favorable items were partially offset by the effects of non-cash out-of-period adjustments (2.5%) and U.S. state and local income taxes (0.5%).

Our 2016 income tax provision included \$135 million of non-cash out of period adjustments from prior years. For further information on these adjustments, please see Note 18 to our Consolidated Financial Statements.

Comprehensive Income—We had comprehensive income of \$4,682 million in 2018, \$5,103 million in 2017 and \$3,764 million in 2016.

2018 versus 2017—Comprehensive income decreased by \$421 million in 2018 compared to 2017 primarily due to unfavorable net changes in foreign currency translations, lower net income and defined pension and other postretirement benefits. These decreases were offset by favorable impacts of financial derivatives primarily driven by periodic changes in benchmark interest rates.

The predominant functional currency for our operations outside of the U.S. is the euro. Relative to the U.S. dollar, the value of the euro decreased during 2018 resulting in net losses as reflected in the Consolidated Statements of Comprehensive Income. These net losses include pre-tax gains of \$124 million in 2018, which represent the effective portion of our net investment hedges.

In 2018, the cumulative after-tax effect of our derivatives designated as cash flow hedges was a net gain of \$54 million. The strengthening of the U.S. dollar against the euro in 2018 and periodic changes in benchmark interest rates resulted in a pre-tax gain of \$107 million related to our cross-currency swaps. A \$100 million pre-tax loss related to our cross-currency swaps represents reclassification adjustments included in Other income, net in 2018. In 2018, a pre-tax gain of \$43 million related to

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forward-starting interest rate swaps was driven by changes in benchmark interest rates. A \$30 million pre-tax gain related to our commodity hedges was also recognized in 2018. An \$11 million pre-tax loss related to our commodity hedges represents reclassification adjustments included in Cost of sales in 2018.

We recognized defined benefit pension and other post-retirement benefit pre-tax losses of \$41 million and \$106 million in 2018 and 2017, respectively. See Note 16 to the Consolidated Financial Statements for additional information regarding net actuarial gains.

2017 versus 2016—The \$1,339 million increase in Comprehensive income in 2017 relative to 2016 reflects higher net income, the net favorable impacts of unrealized net changes in foreign currency translation adjustments and actuarial losses related to our defined benefit pension and other postretirement benefit plans. These increases were offset by an unfavorable impact of financial derivative instruments recognized in 2017.

The predominant functional currency for our operations outside of the U.S. is the euro. Relative to the U.S. dollar, the value of the euro increased during 2017 resulting in net gains as reflected in the Consolidated Statements of Comprehensive Income. These net gains in 2017 include pre-tax losses of \$288 million, which represent the effective portion of our net investment hedges.

We recognized net actuarial gains of \$74 million in 2017 and net actuarial losses of \$188 million in 2016. The \$74 million net gain in 2017 reflects \$74 million of gains due to changes in pension and other postretirement benefit discount rate assumptions and \$6 million of gains due to favorable postretirement liability experience and other immaterial items. These gains were partly offset by \$7 million of losses due to pension asset experience (actual asset return compared to expected return). In 2016, the \$188 million net loss was primarily attributable to \$279 million of losses due to pension and other postretirement benefit discount rate decreases, which was offset by \$79 million of gains related to pension asset experience and \$10 million due to favorable postretirement liability experience and other immaterial items. In 2016, we also recognized a \$61 million reclassification adjustment related primarily to a voluntary lump sum program offered to certain former employees in select U.S. pension plans. Total lump sum payments from these plans exceeded annual service and interest cost in 2016 resulting in this loss.

The cumulative effects of our derivatives designated as cash flow hedges were losses of \$323 million. The euro strengthened against the U.S. dollar in 2017 resulting in pre-tax losses of \$287 million in 2017 related to our cross-currency swaps. Pre-tax gains of \$264 million related to our cross-currency swaps were reclassification adjustments included in 2017 net income. Unrealized pre-tax losses of \$25 million in 2017 related to forward-starting interest rate swaps were driven by increases in benchmark interest rates during those periods.

Segment Analysis

We use earnings before interest, income taxes, and depreciation and amortization (“EBITDA”) as our measure of profitability for segment reporting purposes. This measure of segment operating results is used by our chief operating decision maker to assess the performance of and allocate resources to our operating segments. Intersegment eliminations and items that are not directly related or allocated to business operations, such as foreign exchange gains (losses) and components of pension and other postretirement benefit costs other than service cost, are included in “Other.” For additional information related to our operating segments, as well as a reconciliation of EBITDA to its nearest generally accepted accounting principles (“GAAP”) measure, Income from continuing operations before income taxes, see Note 22, *Segment and Related Information*, to our Consolidated Financial Statements.

Following our acquisition of A. Schulman, our continuing operations are managed through six reportable segments: O&P–Americas, O&P–EAI, I&D, APS, Refining and Technology.

Our new APS segment produces and markets compounding and solutions, such as polypropylene compounds, engineered plastics, masterbatches, engineered composites, colors and powders; and advanced polymers, which includes *Catalloy* and polybutene-1. Polypropylene compounds, *Catalloy* and polybutene-1 were previously reported in our O&P–EAI and O&P–Americas segments. Accordingly, the historical results of our O&P–EAI and O&P–Americas segments have been recast for all comparable periods presented. For additional information related to our segments, see Note 3, *Business Combination and Dispositions* and Note 22, *Segment and Related Information* to the Consolidated Financial Statements. The following tables reflect selected financial information for our reportable segments.

Millions of dollars	Year Ended December 31,		
	2018	2017	2016
Sales and other operating revenues:			
O&P–Americas segment	\$ 10,408	\$ 10,004	\$ 8,722
O&P–EAI segment	10,838	10,218	8,718
I&D segment	9,588	8,472	7,226
APS segment	4,024	2,922	2,601
Refining segment	9,157	6,848	5,135
Technology segment	583	450	479
Other, including segment eliminations	(5,594)	(4,430)	(3,698)
Total	\$ 39,004	\$ 34,484	\$ 29,183
Operating income (loss):			
O&P–Americas segment	\$ 2,251	\$ 2,382	\$ 2,308
O&P–EAI segment	682	1,308	1,207
I&D segment	1,716	1,202	1,058
APS segment	329	405	372
Refining segment	(28)	(22)	(99)
Technology segment	284	183	221
Other, including segment eliminations	(3)	2	(7)
Total	\$ 5,231	\$ 5,460	\$ 5,060

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Millions of dollars	Year Ended December 31,		
	2018	2017	2016
Depreciation and amortization:			
O&P—Americas segment	\$ 442	\$ 433	\$ 359
O&P—EAI segment	208	210	201
I&D segment	287	279	269
APS segment	69	35	31
Refining segment	192	177	163
Technology segment	43	40	41
Total	\$ 1,241	\$ 1,174	\$ 1,064
Income from equity investments:			
O&P—Americas segment	\$ 58	\$ 42	\$ 59
O&P—EAI segment	225	271	302
I&D segment	6	8	6
Total	\$ 289	\$ 321	\$ 367
Other income (expense), net:			
O&P—Americas segment	\$ 11	\$ 42	\$ 62
O&P—EAI segment	48	138	19
I&D segment	2	1	—
APS segment	2	(2)	24
Refining segment	3	2	8
Technology segment	1	—	—
Other, including intersegment eliminations	39	(2)	(2)
Total	\$ 106	\$ 179	\$ 111
EBITDA:			
O&P—Americas segment	\$ 2,762	\$ 2,899	\$ 2,788
O&P—EAI segment	1,163	1,927	1,729
I&D segment	2,011	1,490	1,333
APS segment	400	438	427
Refining segment	167	157	72
Technology segment	328	223	262
Other, including intersegment eliminations	36	—	(9)
Total	\$ 6,867	\$ 7,134	\$ 6,602

Olefins and Polyolefins—Americas Segment

Overview—In calculating the impact of margin and volume on EBITDA, consistent with industry practice, management offsets revenues and volumes related to ethylene co-products against the cost to produce ethylene. Volume and price impacts of ethylene co-products are reported in margin. Ethylene is a major building block of olefins and polyolefins and as such, ethylene sales volumes and prices and our internal cost of ethylene production are included in management's assessment of the segment's performance.

2018 versus 2017—EBITDA declined in 2018 as lower ethylene margins more than offset the improvement in polyolefins margins relative to 2017. EBITDA for 2017 also included a \$31 million gain resulting from the sale of property in Lake Charles, Louisiana.

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2017 versus 2016—EBITDA improved in 2017 due to higher olefins volumes stemming from the expansion of our Corpus Christi, Texas olefins facility in late 2016. Higher olefins and polyethylene margins in 2017 were offset by lower polypropylene margins. EBITDA for 2017 was favorably impacted by the gain related to the sale of property in Lake Charles, Louisiana mentioned above. EBITDA for 2016 was also impacted by a \$57 million gain on the first quarter sale of our wholly owned Argentine subsidiary and a \$26 million non-cash lower of cost or market (“LCM”) inventory valuation charge recognized in the fourth quarter due primarily to a reduction in polypropylene prices.

Ethylene Raw Materials—Ethylene and its co-products are produced from two major raw material groups:

- NGLs, principally ethane and propane, the prices of which are generally affected by natural gas prices; and
- crude oil-based liquids (“liquids” or “heavy liquids”), including naphtha, condensates, and gas oils, the prices of which are generally related to crude oil prices.

Although prices of these raw materials are generally related to crude oil and natural gas prices, during specific periods the relationships among these materials and benchmarks may vary significantly. We have significant flexibility to vary the raw material mix and process conditions in our U.S. olefins plants in order to maximize profitability as market prices for both feedstocks and products change.

As in recent years, strong supplies from the U.S. shale gas/oil boom resulted in ethane being a preferred feedstock in our U.S. plants in 2018. Ethane remained the preferred U.S. feedstock for ethylene despite higher recent prices driven by increased demand from newly-constructed U.S. olefins units and supply constraints in the Gulf Coast NGL fractionation and pipeline systems. In 2018, we produced approximately 80% of our ethylene from ethane compared to approximately 75% and 70% in 2017 and 2016, respectively. Despite generally higher liquid feedstock prices, strong propylene and butadiene coproduct prices at various points in the year also brought liquids into our feedslate.

The following table sets forth selected financial information for the O&P–Americas segment including Income from equity investments, which is a component of EBITDA.

<u>Millions of dollars</u>	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Sales and other operating revenues	\$ 10,408	\$ 10,004	\$ 8,722
Income from equity investments	58	42	59
EBITDA	2,762	2,899	2,788

Revenues—Revenues increased by \$404 million, or 4%, in 2018 compared to 2017 and by \$1,282 million, or 15%, in 2017 compared to 2016.

2018 versus 2017—Average polyethylene and polypropylene sales prices, supported globally by higher crude oil prices, increased relative to 2017. This favorable impact was partly offset by a 6 cents decline in ethylene prices resulting from increased supply driven by the start-up of new U.S. ethylene capacity. The overall average increase in sales prices was responsible for an 8% increase in 2018 revenues.

Segment volumes declined in 2018 mainly due to lower sales of purchased feedstock and the negative impact of planned and unplanned maintenance on polypropylene and polyethylene sales. These lower sales volumes were responsible for a revenue decrease of 4% in 2018.

2017 versus 2016—Average sales prices for most products increased in 2017, consistent with feedstock prices that are correlated with crude oil and natural gas prices, which on average increased relative to 2016. These higher sales prices were responsible for a 14% increase in 2017 revenues.

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Operating rates and product volumes improved in 2017 due to turnaround activities and the expansion at our Corpus Christi, Texas facility during 2016. These increased volumes were responsible for a revenue increase of 1% in 2017.

EBITDA—EBITDA decreased by \$137 million, or 5%, in 2018 compared to 2017 and increased by \$111 million, or 4%, in 2017 compared to 2016.

2018 versus 2017—Lower olefins margins and higher fixed costs, which were partly offset by higher polyethylene and polypropylene margins, led to a 3% decline in 2018 EBITDA. Ethylene margins decreased by 5 cents per pound largely due to the decline in ethylene sales prices discussed above. Polyethylene and polypropylene margins reflect per pound increases in price spreads over ethylene and propylene of 7 cents and 3 cents, respectively, driven by higher sales prices and in the case of polyethylene, also by the lower cost of ethylene feedstock. The increase in polyethylene and polypropylene margins stem from strong demand and industry supply constraints. Lower polyethylene and polypropylene volumes also resulted in a 2% decline in 2018 EBITDA. An additional 1% decrease in EBITDA relative to 2017 was related to the gain on the sale of property in Lake Charles, Louisiana.

The remaining change in 2018 EBITDA was attributed to an increase in income from our equity investments.

2017 versus 2016—Increased volumes in 2017 due largely to the expansion of our Corpus Christi, Texas olefins facility was responsible for a 5% improvement in EBITDA. Margins were relatively unchanged in 2017 compared to 2016 due to an approximate 4 cents per pound decrease in polypropylene spreads that substantially offset per pound increases in olefins and polyethylene spreads of a half cent and 2 cents, respectively. Polypropylene margins declined from the high levels in 2016 on the higher cost of propylene feedstocks, while the increase in olefins and polyethylene margins was attributable to higher average sales prices that more than offset the increased cost of ethylene. Lower income from our joint venture relative to the prior year led to a 1% decline in EBITDA. The net impact to EBITDA of the gain on sale of our wholly owned Argentine subsidiary in the first quarter of 2016 and the fourth quarter LCM inventory valuation adjustment mentioned above was offset by the first quarter 2017 gain on sale of property in Lake Charles, Louisiana.

Olefins and Polyolefins—Europe, Asia, International Segment

Overview—In calculating the impact of margin and volume on EBITDA, consistent with industry practice, management offsets revenues and volumes related to ethylene co-products against the cost to produce ethylene. Volume and price impacts of ethylene co-products are reported in margin. Ethylene is a major building block of our olefins and polyolefins and as such, ethylene sales volumes and prices and our internal cost of ethylene production are included in management's assessment of the segment's performance.

2018 versus 2017—EBITDA in 2018 declined largely as a result of lower margins and volumes in Europe compared to a strong 2017. EBITDA for 2018 includes a \$36 million gain from the fourth quarter 2018 sale of our carbon black subsidiary in France. In 2017, EBITDA included a \$108 million gain on the third quarter 2017 sale of our 27% interest in Geosel and the \$21 million beneficial impact related to the elimination of an obligation associated with a lease.

2017 versus 2016—EBITDA increased in 2017 compared to 2016. This improvement was driven by higher olefins margins and the impact of higher volumes across most products, partly offset by lower polyethylene margins and lower income from our equity investments.

EBITDA for 2017 also included the gain on the sale of our interest in Geosel and the beneficial impact related to the elimination of an obligation associated with a lease discussed above. In 2016, EBITDA reflected gains totaling \$11 million from the sales of our joint venture in Japan and idled assets in Australia.

Ethylene Raw Materials—In Europe, heavy liquids are the primary raw materials for our ethylene production. In 2018, 2017 and 2016, we continued to benefit by sourcing advantaged NGLs as market opportunities arose.

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The following table sets forth selected financial information for the O&P–EAI segment including Income from equity investments, which is a component of EBITDA.

Millions of dollars	Year Ended December 31,		
	2018	2017	2016
Sales and other operating revenues	\$ 10,838	\$ 10,218	\$ 8,718
Income from equity investments	225	271	302
EBITDA	1,163	1,927	1,729

Revenues—Revenues in 2018 increased by \$620 million, or 6%, compared to 2017 and by \$1,500 million, or 17%, in 2017 compared to 2016.

2018 versus 2017—Average sales prices in 2018 were higher across most products as sales prices generally correlate with crude oil prices, which were significantly higher compared to 2017. These higher average sales prices were responsible for a revenue increase of 7% in 2018. Planned and unplanned maintenance, a weaker market and low Rhine River levels in the second half of 2018, compared to the prior year, led to lower sales volumes across most products. These decreased volumes resulted in a revenue decrease of 4% in 2018. Foreign exchange impacts in 2018, which were favorable on average compared to 2017, led to a revenue increase of 3%.

2017 versus 2016—Average sales prices in 2017 were higher across most products as sales prices generally correlate with crude oil prices, which on average, increased compared to 2016. These higher average sales prices were responsible for a revenue increase of 12% in 2017. Better product availability compared to 2016, which was affected by turnaround activity and inventory requirements, led to higher sales volumes across most products. These increased volumes resulted in a revenue increase of 3% in 2017. Foreign exchange impacts that, on average, were favorable for 2017 resulted in a revenue increase of 2% compared to the prior year.

EBITDA—EBITDA decreased by \$764 million, or 40%, in 2018 compared to 2017 and increased by \$198 million, or 11%, in 2017 compared to 2016.

2018 versus 2017—Olefins and polyolefins margins in Europe declined in 2018. Olefins margins decreased as the improvement in ethylene prices lagged a 10 cents per pound increase in the weighted average cost of ethylene production due to higher prices for naphtha and other olefin feedstocks. A decline in 2018 polyolefins margins reflected lower per pound price spreads over ethylene and propylene of 3 cents and 2 cents, respectively. These lower margins were due to weaker supply/demand balances in Europe and led to a decline in EBITDA of 29%, in comparison to a strong 2017. The impact of the lower volumes discussed above also led to a 9% decrease in 2018 EBITDA. A reduction in income from our equity investments resulted in an additional 2% decrease in EBITDA relative to 2017. The net impact of the 2018 gain on the sale of our carbon black subsidiary in France and the 2017 benefits related to the sale of our interest in Geosel and the elimination of an obligation associated with a lease discussed above resulted in a further 5% decline in EBITDA.

These unfavorable impacts were offset in part by a 5% increase to EBITDA due to favorable foreign exchange impacts in 2018.

2017 versus 2016—An increase in olefin margins driven largely by a 6 cents per pound increase in ethylene sales prices was partly offset in 2017 by a 3 cents per pound decrease in European polyethylene spreads due to a more balanced European market compared to the prior year. This net increase resulted in a 1% improvement in 2017 EBITDA compared to 2016. The higher 2017 volumes discussed above added another 5% to EBITDA. Favorable foreign exchange impacts in 2017 also contributed an additional 1% to EBITDA. The net beneficial impact of the transactions in 2016 and 2017 discussed above related to the sales of our joint venture interests and idled assets, and the elimination of a lease-related obligation, resulted in an additional 6% increase in EBITDA. These increases were partially offset by a 2% decrease in EBITDA driven by a reduction in income from equity investments in Poland and Asia in 2017 relative to very strong 2016 results.

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Intermediates and Derivatives Segment

Overview—EBITDA for our I&D segment was higher across all businesses in 2018 compared to 2017, which included an approximate \$50 million unfavorable impact related to precious metal catalysts.

2018 versus 2017—EBITDA improved in 2018 relative to 2017 as higher margins across most products benefited from industry supply constraints and strong demand.

2017 versus 2016—EBITDA was higher for our I&D segment in 2017 relative to 2016 due to stronger margins for intermediate chemicals products supported by reduced market supply stemming from industry outages and increased demand in Asia.

The following table sets forth selected financial information for the I&D segment including Income from equity investments, which is a component of EBITDA.

<u>Millions of dollars</u>	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Sales and other operating revenues	\$ 9,588	\$ 8,472	\$ 7,226
Income from equity investments	6	8	6
EBITDA	2,011	1,490	1,333

Revenues—Revenues for 2018 increased by \$1,116 million, or 13%, compared to 2017 and increased by \$1,246 million, or 17%, in 2017 compared to 2016.

2018 versus 2017—Higher average sales prices in 2018 for most products, which reflect the impacts of higher feedstock and energy costs and industry supply constraints, were responsible for a revenue increase of 10%. Higher sales volumes resulted in a revenue increase of 2% in 2018, primarily due to hurricane Harvey impacts and major turnarounds at our Botlek, Netherlands and Channelview, Texas facilities in 2017. Foreign exchange impacts that, on average, were favorably higher relative to 2017 resulted in a revenue increase of 1%.

2017 versus 2016—Higher average sales prices in 2017 for most products, which reflect the impacts of higher feedstock and energy costs and industry supply constraints, were responsible for a revenue increase of 17%. Favorable foreign exchange impacts also led to a 1% revenue increase in 2017. These increases were partially offset by a revenue decrease of 1% in 2017, primarily due to lower sales volumes for intermediate chemicals and oxyfuels and related products. This volume-driven decline was largely due to reduced production associated with two major turnarounds at our Botlek, Netherlands, and Channelview, Texas, facilities.

EBITDA—EBITDA increased by \$521 million, or 35%, in 2018 compared to 2017 and increased by \$157 million, or 12%, in 2017 compared to 2016.

2018 versus 2017—Higher margins were responsible for an improvement in EBITDA of 27% in 2018 relative to 2017. Industry outages and other supply constraints for several intermediate chemicals products, along with strong demand for PO and derivatives products, led to tight supplies and higher sales prices. Intermediate chemicals products accounted for approximately two thirds of the margin improvement in 2018 as most intermediate chemical products benefited from lower ethylene raw material costs and tight industry supply. PO and derivatives and oxyfuels and related products each accounted for approximately half of the remaining increase in 2018 margins. Margins for oxyfuels and related products improved with higher crude oil pricing which outpaced butane.

The impact of higher volumes as discussed above added 3% to EBITDA in 2018 while favorable foreign exchange impacts added 2%. An additional 3% increase in EBITDA, as compared to the prior year period, stems from the absence of the unfavorable impact associated with precious metal catalysts in 2017.

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2017 versus 2016—Higher intermediate chemicals and PO and derivative product margins driven by higher average sales prices resulted in a 19% increase in EBITDA. This increase was offset in part by a 2% decline in margins for oxyfuels and related products primarily due to higher butane pricing. This margin improvement was partly offset by decreases in EBITDA of 4% and 1%, respectively, stemming from the unfavorable impacts associated with charges related to precious metals catalyst financings and the lower volumes discussed above.

Advanced Polymer Solutions Segment

Overview

2018 versus 2017—EBITDA for our APS segment declined relative to 2017 as lower margins and \$69 million of acquisition-related transaction and integration costs were offset by \$58 million of EBITDA stemming from the acquisition of A. Schulman.

2017 versus 2016—EBITDA improved slightly in 2017 with higher compounding and solutions volumes and improved advanced polymers margins relative to 2016, which included a \$21 million gain on the sale of our wholly owned Argentine subsidiary.

The following table sets forth selected financial information for the APS segment including Income from equity investments, which is a component of EBITDA:

<u>Millions of dollars</u>	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Sales and other operating revenues	\$ 4,024	\$ 2,922	\$ 2,601
EBITDA	400	438	427

Revenues—Revenues increased in 2018 by \$1,102 million, or 38%, compared to 2017 and by \$321 million, or 12%, in 2017 compared to 2016.

2018 versus 2017—The acquisition of A. Schulman contributed \$846 million to revenues of the APS segment, which accounts for a revenue increase in 2018 of approximately 29% relative to 2017. Higher average sales prices, which were driven by the increased cost of raw materials, also led to a revenue increase of 8% in 2018. Foreign exchange impacts, which on average, were favorable in 2018 also resulted in a revenue increase of 2%.

A decline in compounding and solutions product volumes in 2018 stemming from lower automotive production in Europe was substantially offset by higher advanced polymers product volumes due to strong demand in Europe and North America leading to a 1% decline in revenues.

2017 versus 2016—Higher average sales prices across all products in 2017 led to a revenue increase of 8% relative to 2016. An increase in 2017 compounding and solutions volumes driven by higher automotive demand in South America resulted in a 3% revenue increase. Another 1% increase in revenues stemmed from foreign exchange impacts, which on average, were favorable in 2017 relative to 2016.

EBITDA—EBITDA decreased in 2018 by \$38 million, or 9%, compared to 2017 and increased by \$11 million, or 3%, in 2017 compared to 2016.

2018 versus 2017—EBITDA declined by 16% in 2018 as a result of the \$69 million of costs associated with the acquisition and integration of A. Schulman. The operations of A. Schulman following the acquisition contributed \$58 million of EBITDA to the results of the APS segment leading to an increase in EBITDA of 13%.

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Margins for compounding and solutions products declined in 2018 due primarily to increases in raw material costs in South America and Asia that outpaced increases in average sales prices. These lower margins and the decline in volumes discussed above resulted in decreases of 8% and 1%, respectively, in EBITDA.

Favorable foreign exchange impacts partly offset these declines with a 3% increase in 2018 EBITDA.

2017 versus 2016—The volume-driven increase related to our compounding and solutions products discussed above led to a 4% increase in 2018 EBITDA. Increased margins for advanced polymers driven by sales prices that increased more than raw material prices resulted in an additional increase in EBITDA of 3%. Favorable foreign exchange impacts in 2017 contributed another 1% to EBITDA. These favorable impacts were offset in part by a 5% decline relative to EBITDA in 2016, which included the gain on sale of our Argentine subsidiary discussed above.

Refining Segment

Overview

2018 versus 2017—EBITDA for our Refining segment benefited in 2018 from improved refining margins primarily driven by favorable crude oil discounts in Western Canadian Select and improved rates on our fluid catalytic converter leading to better yields.

2017 versus 2016—EBITDA benefited from higher crude processing rates in 2017 as the impacts of planned and unplanned maintenance outages were less than in 2016. Higher industry margins were offset by higher maintenance-related fixed costs in 2017.

The following table sets forth selected financial information and heavy crude processing rates for the Refining segment and the U.S. refining market margins for the applicable periods. “LLS” is a light crude oil, while “Maya” is a heavy crude oil.

<u>Millions of dollars</u>	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Sales and other operating revenues	\$ 9,157	\$ 6,848	\$ 5,135
EBITDA	167	157	72
Heavy crude oil processing rates, thousands of barrels per day	231	236	201
<u>Market margins, dollars per barrel</u>			
Light crude oil—2-1-1	\$ 12.35	\$ 13.54	\$ 10.73
Light crude oil—Maya differential	7.50	7.02	8.51
Total Maya 2-1-1	\$ 19.85	\$ 20.56	\$ 19.24

Revenues—Revenues increased by \$2,309 million, or 34%, in 2018 compared to 2017 and by \$1,713 million, or 33%, in 2017 compared to 2016.

2018 versus 2017—Higher product prices led to a revenue increase of 26% relative to 2017 due to a per barrel increase in average crude oil prices of approximately \$16 in 2018. Heavy crude oil processing rates in 2018 decreased 2% relative to 2017, with both comparative periods impacted by turnaround activity. Sales volumes increased in 2018 leading to a revenue increase of 8%, compared to the 2017 period due to an increase in downstream processing of intermediate oils.

2017 versus 2016—Higher product prices in 2017 largely driven by an increase in average crude oil prices of approximately \$10 per barrel led to a revenue increase of 26% relative to 2016. Heavy crude oil processing rates increased by 17% in 2017, leading to a volume driven revenue increase of 7%, as the impacts of planned and unplanned outages and the effects of Hurricane Harvey in 2017 had less of an impact on processing rates than the unplanned outages in 2016 related to a

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coker fire, downtime at crude units with reduced processing and several utility interruptions. In 2017, we completed planned turnarounds on one of our crude units and our fluid catalytic converter.

EBITDA—EBITDA increased by \$10 million, or 6%, in 2018 compared to 2017 and by \$85 million, or 118%, in 2017 compared to 2016.

2018 versus 2017—Advantaged pricing for Canadian crude oil and better yields equally contributed to the improvement in 2018 refining margins relative to 2017, which was negatively impacted by planned turnaround activity on our fluid catalytic cracking unit. These higher margins accounted for a 12% improvement in 2018 EBITDA. These margin improvements were offset by a 2% decrease in heavy crude oil processing rates which resulted in a volume-driven 6% decrease in EBITDA.

2017 versus 2016—Increased production accounted for approximately 90% of the improvement in 2017 EBITDA. Crude oil processing rates in 2017 were higher than 2016 as discussed above. Higher refining margins, which were partly offset by higher maintenance-related fixed costs, accounted for the remaining 10% improvement in 2017 EBITDA.

Technology Segment

Overview—The Technology segment recognizes revenues related to the sale of polyolefin catalysts and the licensing of chemical and polyolefin process technologies. These revenues are offset in part by the costs incurred in the production of catalysts, licensing and services activities and research and development (“R&D”) activities. In 2018, 2017 and 2016, our Technology segment incurred approximately 55% of all R&D costs.

2018 versus 2017—EBITDA improved in 2018 primarily due to higher licensing revenues.

2017 versus 2016—A decline in 2017 EBITDA reflects lower licensing revenues, partially offset by higher catalyst sales volumes, compared to 2016.

The following table sets forth selected financial information for the Technology segment.

<u>Millions of dollars</u>	Year Ended December 31,		
	2018	2017	2016
Sales and other operating revenues	\$ 583	\$ 450	\$ 479
EBITDA	328	223	262

Revenues—Revenues increased by \$133 million, or 30%, in 2018 compared to 2017 and decreased by \$29 million, or 6%, in 2017 compared to 2016.

2018 versus 2017—Higher licensing revenues were responsible for a revenue increase of 23% in 2018, relative to the corresponding period in 2017. Higher customer demand led to increased catalyst volumes in 2018 resulting in a revenue increase of 3%. Favorable foreign exchange impacts in 2018 led to an additional revenue increase of 4%.

2017 versus 2016—Lower licensing revenues were responsible for a revenue decrease of 12% in 2017 relative to 2016. This decrease was partially offset by revenue increases of 3% and 1%, respectively, related to increased catalyst sales volumes and higher average sales prices. Favorable foreign exchange impacts were responsible for an additional 2% increase in EBITDA.

EBITDA—EBITDA in 2018 increased by \$105 million, or 47%, compared to 2017 and decreased by \$39 million, or 15%, in 2017, compared to 2016.

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2018 versus 2017—Higher licensing revenues resulted in EBITDA improvements of 38% in 2018. The catalyst sales volume increase in 2018 discussed above was responsible for a 5% increase in EBITDA. The remaining 4% increase in 2018 EBITDA was due to favorable foreign exchange impacts.

2017 versus 2016—Lower licensing revenues were largely responsible for a 20% decrease in 2017 EBITDA. This decline was partly offset by a 5% improvement in EBITDA resulting from an increase in catalyst volumes during 2017.

FINANCIAL CONDITION

Operating, investing and financing activities of continuing operations, which are discussed below, are presented in the following table:

<u>Millions of dollars</u>	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Source (use) of cash:			
Operating activities	\$ 5,471	\$ 5,206	\$ 5,606
Investing activities	(3,559)	(1,756)	(2,301)
Financing activities	(3,008)	(2,859)	(3,349)

Operating Activities—Cash of \$5,471 million generated by operating activities in 2018 reflected earnings adjusted for non-cash items and net cash provided by the main components of working capital—accounts receivable, inventories and accounts payable. A \$358 million non-cash reduction in unrecognized tax benefits is reflected in Other operating activities in 2018. For additional information on this matter, see Note 18 to the Consolidated Financial Statements.

In 2018, the main components of working capital provided \$93 million of cash. Lower accounts receivable due primarily to lower sales volumes in our O&P–Americas, O&P–EAI and I&D segments at year end and higher accounts payable due to higher feedstock prices were partially offset by an increase in inventory primarily due to the lower sales volumes at year end.

Cash of \$5,206 million generated in 2017 primarily reflected earnings adjusted for non-cash items partly offset by \$593 million of cash used by the main components of working capital. Higher sales prices across all of our segments in the fourth quarter of 2017 and brief delays in the receipt of payments for products in our Refining and I&D segments led to the increase in accounts receivable. Inventories increased for most products in our O&P–EAI and O&P–Americas segments and included an inventory build in our O&P–Americas segment in anticipation of first quarter 2018 turnaround activities. These increases were partly offset by an increase in feedstock prices in the fourth quarter of 2017 in our O&P–Americas, O&P–EAI and Refining segments which led to an increase in accounts payable.

Cash of \$5,606 million generated in 2016 primarily reflected earnings adjusted for non-cash items and cash generated by the main components of working capital. The non-cash items in 2016 included a \$78 million gain related to the sale of our wholly owned Argentine subsidiary with adjustments for related working capital and gains totaling \$11 million related to sales of our joint venture in Japan and idled assets in Australia.

The main components of working capital generated cash of \$123 million in 2016. Higher product sales prices in the fourth quarter of 2016 across all segments combined with the impact of higher fourth quarter 2016 sales volumes in our O&P–Americas, Refining and I&D segments led to an increase in accounts receivable. This increase in accounts receivable was offset by higher accounts payable, which was driven by the higher prices of crude oil and other feedstocks. The level of inventories fell in our O&P–Americas segment following the completion of turnaround activities in the fourth quarter of 2016 and in our Refining segment, which had higher crude oil inventories at the end of 2015 due to operational issues during the fourth quarter.

Investing Activities—We invested cash of \$3,559 million, \$1,756 million and \$2,301 million in 2018, 2017 and 2016, respectively.

In August 2018, we acquired A. Schulman for \$1,776 million, which is net of \$81 million of cash acquired and a liability deemed as a component of the purchase price. For additional information on this transaction, see Note 3 to the Consolidated Financial Statements.

We invest cash in investment-grade and other high-quality instruments that provide adequate flexibility to redeploy funds as needed to meet our cash flow requirements while maximizing yield.

In 2018, 2017 and 2016, we invested \$50 million, \$653 million and \$688 million, respectively, in debt securities that are deemed available-for-sale. We also invested \$64 million in equity securities in 2018 and \$76 million in held-to-maturity

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securities in 2016. These investments are classified as Short-term investments. In 2017 and 2016, we invested \$512 million and \$674 million, respectively, in tri-party repurchase agreements.

We received proceeds of \$423 million, \$574 million and \$674 million in 2018, 2017 and 2016, respectively, upon the sale and maturity of certain of our Short-term investments. In 2018, we also received proceeds of \$97 million on the sale of a portion of our investment in equity securities. In 2017 and 2016, we received proceeds of \$381 million and \$685 million, respectively, upon the maturity of certain of our repurchase agreements. See Note 15 to the Consolidated Financial Statements for additional information regarding these investments.

Joint Venture Activity—In September 2017, we sold our 27% interest in our Geosel joint venture and received proceeds of \$155 million.

Financial Instruments Activity—Upon expiration in 2018, 2017 and 2016, we settled foreign currency contracts with notional values totaling €925 million, €550 million and €1,200 million, respectively, which were designated as net investment hedges of our investments in foreign subsidiaries. Payments to and proceeds from our counterparties resulted in a net cash inflow of \$30 million in 2018 and net cash outflows of \$49 million and \$61 million during 2017 and 2016, respectively. See Note 15 to the Consolidated Financial Statements for additional information regarding these foreign currency contracts.

Sales of Subsidiaries—In October 2018, we received net cash proceeds of \$37 million for the sale of our carbon black subsidiary in France.

In February 2016, we received net cash proceeds of \$137 million for the sale of our wholly owned Argentine subsidiary.

The following table summarizes our capital expenditures for continuing operations for the periods from 2016 through 2018:

<u>Millions of dollars</u>	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Capital expenditures by segment:			
O&P—Americas	\$ 1,079	\$ 741	\$ 1,370
O&P—EAI	248	163	229
I&D	409	332	333
APS	62	55	38
Refining	250	213	224
Technology	48	32	36
Other	9	11	13
Consolidated capital expenditures of continuing operations	<u>\$ 2,105</u>	<u>\$ 1,547</u>	<u>\$ 2,243</u>

In 2019, we expect to spend approximately \$2.8 billion for capital expenditures and contributions to our PO joint ventures. The higher levels of expected capital expenditures in 2019 and 2018 relative to their respective comparative periods are largely driven by construction related to our new *Hyperzone* polyethylene plant at our La Porte, Texas facility and for the construction related to our new PO/TBA plant in Texas.

Financing Activities—Financing activities used cash of \$3,008 million, \$2,859 million and \$3,349 million in 2018, 2017 and 2016, respectively.

We made payments totaling \$1,854 million, \$866 million and \$2,938 million in 2018, 2017 and 2016, respectively, to repurchase a portion of our outstanding ordinary shares. We also made dividend payments to holders of our ordinary shares totaling \$1,554 million, \$1,415 million and \$1,395 million in 2018, 2017 and 2016, respectively. For additional information related to these share repurchases and dividend payments, see Note 20 to the Consolidated Financial Statements.

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In September 2018, we repaid the \$375 million 6.875% Senior Notes due June 2023 assumed in the acquisition of A. Schulman for a price of 105.156% of par.

In March 2017, we issued \$1,000 million of 3.5% guaranteed notes due 2027 and received net proceeds of \$990 million. The proceeds from these notes, together with available cash, were used to repay \$1,000 million of our outstanding 5% senior notes due 2019. We paid \$65 million in premiums in connection with this prepayment.

In March 2016, we issued €750 million of 1.875% guaranteed notes due 2022 and received net proceeds of \$812 million.

Through the issuance and repurchase of commercial paper instruments under our commercial paper program, we received net proceeds of \$810 million and \$177 million in 2018 and 2016, respectively. We made net repayments of \$493 million in 2017.

Additional information related to our commercial paper program and the issuance and repayment of debt can be found in the Liquidity and Capital Resources section below and in Note 13 to the Consolidated Financial Statements.

Liquidity and Capital Resources—As of December 31, 2018, we had \$1,224 million of unrestricted cash and cash equivalents and marketable securities classified as Short-term investments. We also held \$544 million of tri-party repurchase agreements classified as Prepaid expenses and other current assets at December 31, 2018. For additional information related to our purchases of marketable securities, which currently include time deposits, certificates of deposit, commercial paper, bonds and limited partnership investments, and our investments in tri-party repurchase agreements, see “Investing Activities” above and Note 15 to the Consolidated Financial Statements.

At December 31, 2018, we held \$269 million of cash in jurisdictions outside the U.S., principally Europe and Asia. There are currently no material legal or economic restrictions that would impede our transfers of cash.

We also had total unused availability under our credit facilities of \$2,517 million at December 31, 2018, which included the following:

- \$1,688 million under our \$2,500 million revolving credit facility, which backs our \$2,500 million commercial paper program. Availability under this facility is net of outstanding borrowings, outstanding letters of credit provided under the facility and notes issued under our commercial paper program. A small portion of our availability under this facility is impacted by changes in the euro/U.S. dollar exchange rate. At December 31, 2018, we had \$809 million of outstanding commercial paper, net of discount, no outstanding letters of credit and no outstanding borrowings under the facility; and
- \$829 million under our \$900 million U.S. accounts receivable facility. Availability under this facility is subject to a borrowing base of eligible receivables, which is reduced by outstanding borrowings and letters of credit, if any. This facility had no outstanding borrowings or letters of credit at December 31, 2018.

At December 31, 2018, we had total debt, including current maturities, of \$9,387 million, and \$214 million of outstanding letters of credit, bank guarantees and surety bonds issued under uncommitted credit facilities.

In February 2019, LYB Americas Finance Company LLC (“LYB Americas Finance”), a direct, 100% owned finance subsidiary of LyondellBasell Industries N.V., entered into a 364-day, \$2,000 million senior unsecured term loan credit facility and borrowed the entire amount. The proceeds of this term loan, which is fully and unconditionally guaranteed by LyondellBasell Industries N.V. are intended for general corporate purposes, including the repayment of debt.

Borrowings under the credit agreement will bear interest at either a LIBOR rate or a base rate, as defined, plus in each case, an applicable margin determined by reference to LyondellBasell N.V.’s current credit ratings.

The credit agreement contains customary covenants and warranties, including specified restrictions on indebtedness, including secured and subsidiary indebtedness, and merger and sales of assets. In addition, we are required to maintain a leverage ratio at the end of every fiscal quarter of 3.50 to 1.00 or less.

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In February 2019, proceeds from the credit facility were used to redeem the remaining \$1,000 million outstanding of our 5% Senior Notes due 2019 at par. In conjunction with the redemption of these notes, we recognized non-cash charges of less than \$1 million for the write-off of unamortized debt issuance costs and \$8 million for the write-off of the cumulative fair value hedge accounting adjustment related to the redeemed notes.

In July 2018, we amended our \$900 million U.S. accounts receivable facility. This amendment, among other things, extended the term of the facility to July 2021.

For additional information related to our credit facilities discussed above, see Note 13 to the Consolidated Financial Statements.

In accordance with our current interest rate risk management strategy and subject to management's evaluation of market conditions and the availability of favorable interest rates among other factors, we may from time to time enter into interest rate swap agreements to economically convert a portion of our fixed rate debt to variable rate debt or convert a portion of variable rate debt to fixed rate debt.

In 2018, our shareholders approved a proposal to authorize us to repurchase up to an additional 10%, or 57,844,016, of our ordinary shares through December 2019 ("2018 Share Repurchase Program"). As a result, the authorization of the remaining unpurchased shares under the share repurchase program approved by our shareholders in May 2017 ("2017 Share Repurchase Program") was superseded. Our share repurchase program does not have a stated dollar amount, and purchases may be made through open market purchases, private market transactions or other structured transactions. Repurchased shares could be retired or used for general corporate purposes, including for various employee benefit and compensation plans. In 2018, we purchased approximately 19 million shares under these programs for approximately \$1,878 million. As of February 19, 2019, we had approximately 38 million shares remaining under the current authorization. The timing and amounts of additional shares repurchased will be determined based on our evaluation of market conditions and other factors. For additional information related to our share repurchase programs, see Note 20 to the Consolidated Financial Statements.

We may repay or redeem our debt, including purchases of our outstanding bonds in the open market, using cash and cash equivalents, cash from our short-term investments and tri-party repurchase agreements, cash from operating activities, proceeds from the issuance of debt, proceeds from asset divestitures, or a combination thereof. In connection with any repayment or redemption of our debt, we may incur cash and non-cash charges, which could be material in the period in which they are incurred.

Construction of our *Hyperzone* high density polyethylene plant at our La Porte, Texas site, which commenced in May 2017, is on track for planned start-up in the third quarter of 2019.

In July 2017, we announced our final investment decision to build a world-scale PO/TBA plant in Texas with a capacity of 1.0 billion pounds of PO and 2.2 billion pounds of TBA. In August 2018, we broke ground on this project, which is estimated to cost approximately \$2.4 billion. We anticipate the project to be completed in the third quarter of 2021.

We plan to fund our ongoing working capital, capital expenditures, debt service and other funding requirements with cash from operating activities, which could be affected by general economic, financial, competitive, legislative, regulatory, business and other factors, many of which are beyond our control. Cash and cash equivalents, cash from our short-term investments and tri-party repurchase agreements, cash from operating activities, proceeds from the issuance of debt, or a combination thereof, may be used to fund the purchase of shares under our share repurchase program.

We intend to continue to declare and pay quarterly dividends, with the goal of increasing the dividend over time, after giving consideration to our cash balances and expected results from operations.

We believe that our current liquidity availability and cash from operating activities provide us with sufficient financial resources to meet our anticipated capital requirements and obligations as they come due.

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Contractual and Other Obligations—The following table summarizes, as of December 31, 2018, our minimum payments for long-term debt, including current maturities, short-term debt, and contractual and other obligations for the next five years and thereafter:

Millions of dollars	Total	Payments Due By Period					
		2019	2020	2021	2022	2023	Thereafter
Total debt	\$ 9,554	\$ 891	\$ 1,001	\$ 1,001	\$ 859	\$ 751	\$ 5,051
Interest on total debt	5,155	382	357	357	298	281	3,480
Contract liabilities	138	128	1	—	—	—	9
Other	1,886	1,405	124	48	16	28	265
Deferred income taxes	1,975	318	118	112	117	66	1,244
Other obligations:							
Purchase obligations:							
Take-or-pay contracts	25,378	3,022	3,000	2,849	2,563	2,537	11,407
Other contracts	10,827	5,357	2,408	1,462	248	235	1,117
Operating leases	2,475	365	288	256	236	204	1,126
Total	\$ 57,388	\$ 11,868	\$ 7,297	\$ 6,085	\$ 4,337	\$ 4,102	\$ 23,699

Total Debt—Our debt includes unsecured senior notes, guaranteed notes and various other U.S. and non-U.S. loans. See Note 13 to the Consolidated Financial Statements for a discussion of covenant requirements under the credit facilities and indentures and additional information regarding our debt facilities.

Interest on Total Debt—Our debt and related party debt agreements contain provisions for the payment of monthly, quarterly or semi-annual interest at a stated rate of interest over the term of the debt.

Pension and other Postretirement Benefits—We maintain several defined benefit pension plans, as described in Note 16 to the Consolidated Financial Statements. Many of our U.S. and non-U.S. plans are subject to minimum funding requirements; however, the amounts of required future contributions for all our plans are not fixed and can vary significantly due to changes in economic assumptions, liability experience and investment return on plan assets. As a result, we have excluded pension and other postretirement benefit obligations from the Contractual and Other Obligations table above. Our annual contributions may include amounts in excess of minimum required funding levels. Contributions to our non-U.S. plans in years beyond 2019 are not expected to be materially different than the expected 2019 contributions disclosed in Note 16 to the Consolidated Financial Statements. At December 31, 2018, the projected benefit obligation for our pension plans exceeded the fair value of plan assets by \$992 million. Subject to future actuarial gains and losses, as well as future asset earnings, we, together with our consolidated subsidiaries, will be required to fund the discounted obligation of \$992 million in future years. We contributed \$100 million, \$103 million and \$114 million to our pension plans in 2018, 2017 and 2016, respectively. We provide other postretirement benefits, primarily medical benefits to eligible participants, as described in Note 16 to the Consolidated Financial Statements. We pay other unfunded postretirement benefits as incurred.

Contract Liabilities—We are obligated to deliver products or services in connection with sales agreements under which customer payments were received before transfer of control to the customers occurs. These contract liabilities will be recognized in earnings when control of the product or service is transferred to the customer, which range predominantly from 1 to 15 years. The unamortized long-term portion of such advances totaled \$10 million as of December 31, 2018.

Other—Other primarily consists of accruals for environmental remediation costs, obligations under deferred compensation arrangements, and anticipated asset retirement obligations. See “Critical Accounting Policies” below for a discussion of obligations for environmental remediation costs.

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Deferred Income Taxes—The scheduled settlement of the deferred tax liabilities shown in the table is based on the scheduled reversal of the underlying temporary differences. Actual cash tax payments will vary depending upon future taxable income. See Note 18 to the Consolidated Financial Statements for additional information related to our deferred tax liabilities.

Purchase Obligations—We are party to various obligations to purchase products and services, principally for raw materials, utilities and industrial gases. These commitments are designed to assure sources of supply and are not expected to be in excess of normal requirements. The commitments are segregated into take-or-pay contracts and other contracts. Under the take-or-pay contracts, we are obligated to make minimum payments whether or not we take the product or service. Other contracts include contracts that specify minimum quantities; however, in the event that we do not take the contractual minimum, we are only obligated for any resulting economic loss suffered by the vendor. The payments shown for the other contracts assume that minimum quantities are purchased. For contracts with variable pricing terms, the minimum payments reflect the contract price at December 31, 2018.

Operating Leases—We lease various facilities and equipment under noncancelable lease arrangements for various periods. See Note 14 to the Consolidated Financial Statements for related lease disclosures.

CURRENT BUSINESS OUTLOOK

During the first month of 2019, we have seen normalization of markets with increased polymer demand. We expect our growth to accelerate in 2019 with the planned start-up of our new *Hyperzone* polyethylene plant in the third quarter and continued construction of our new PO/TBA plant which is on track for completion in 2021. Global polyethylene capacity additions are expected to moderate during 2019 and 2020, providing support for high industry operating rates and ethylene chain profitability.

RELATED PARTY TRANSACTIONS

We have related party transactions with our joint venture partners. We believe that such transactions are effected on terms substantially no more or less favorable than those that would have been agreed upon by unrelated parties on an arm's length basis. See Note 5 to the Consolidated Financial Statements for additional related party disclosures.

CRITICAL ACCOUNTING POLICIES

Management applies those accounting policies that it believes best reflect the underlying business and economic events, consistent with accounting principles generally accepted in the U.S. (see Note 2 to the Consolidated Financial Statements). Our more critical accounting policies include those related to the valuation of inventory, long-lived assets, the valuation of goodwill, accruals for long-term employee benefit costs such as pension and other postretirement costs, and accruals for taxes based on income. Inherent in such policies are certain key assumptions and estimates made by management. Management periodically updates its estimates used in the preparation of the financial statements based on its latest assessment of the current and projected business and general economic environment.

Inventory—We account for our inventory using the last-in, first-out (“LIFO”) method of accounting.

The cost of raw materials, which represents a substantial portion of our operating expenses, and energy costs generally follow price trends for crude oil and/or natural gas. Crude oil and natural gas prices are subject to many factors, including changes in economic conditions.

Since our inventory consists of manufactured products derived from crude oil, natural gas, natural gas liquids and correlated materials, as well as the associated feedstocks and intermediate chemicals, our inventory market values are generally influenced by changes in benchmark crude oil and heavy liquid values and prices for manufactured finished goods. The degree of influence of a particular benchmark may vary from period to period, as the composition of the dollar value LIFO pools change. Due to natural inventory composition changes, variation in pricing from period to period does not necessarily result in a linear lower of cost or market (“LCM”) impact. Additionally, an LCM condition may arise due to a volumetric decline in a particular material that had previously provided a positive impact within a pool. As a result, market valuations and LCM conditions are dependent upon the composition and mix of materials on hand at the balance sheet date. In the measurement of

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an LCM adjustment, the numeric input value for determining the crude oil market price includes pricing that is weighted by volume of inventories held at a point in time, including WTI, Brent and Maya crude oils.

As indicated above, fluctuation in the prices of crude oil, natural gas and correlated products from period to period may result in the recognition of charges to adjust the value of inventory to the lower of cost or market in periods of falling prices and the reversal of those charges in subsequent interim periods as market prices recover. Accordingly, our cost of sales and results of operations may be affected by such fluctuations.

While prices for our products and raw materials are inherently volatile and therefore no prediction can be given with certainty, we do not believe any of our inventory is at risk for impairment at this time.

Goodwill—As of December 31, 2018, we recognized \$1,814 million of goodwill. Of this amount, \$1,271 million was recognized as a result of the acquisition of A. Schulman, which mainly relates to acquired workforce and synergies expected from the acquisition. All of the goodwill was assigned to our APS segment. The remaining goodwill at December 31, 2018 primarily represents the tax effect of the differences between the tax and book bases of our assets and liabilities resulting from the revaluation of those assets and liabilities to fair value in connection with the Company's emergence from bankruptcy and fresh-start accounting. We evaluate the recoverability of the carrying value of goodwill annually or more frequently if events or changes in circumstances indicate that the carrying amount of the goodwill of a reporting unit may not be fully recoverable.

Additional information on the amount of goodwill allocated to our reporting units appears in Note 3 and Note 22 to the Consolidated Financial Statements.

We have the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. Qualitative factors assessed for each of the reporting units include, but are not limited to, changes in long-term commodity prices, discount rates, competitive environments, planned capacity, cost factors such as raw material prices, and financial performance of the reporting units. If the qualitative assessment indicates that it is more likely than not that the carrying value of a reporting unit exceeds its estimated fair value, a quantitative test is required.

We also have the option to proceed directly to the quantitative impairment test. Under the quantitative impairment test, the fair value of each reporting unit is compared to its carrying value, including goodwill. For the quantitative impairment test, the fair value of the reporting unit is calculated using a discounted cash-flow model. Such a model inherently utilizes a significant number of estimates and assumptions, including operating margins, tax rates, discount rates, capital expenditures and working capital changes. If the carrying value of goodwill exceeds its fair value, an impairment charge equal to the excess would be recognized, up to a maximum amount of goodwill allocated to that reporting unit.

For 2018 and 2017, management performed a qualitative impairment assessment of our reporting units which indicated that the fair value of our reporting units was greater than their carrying value. Accordingly, a quantitative goodwill impairment test was not required. Accordingly, no goodwill impairment was recognized in 2018 or 2017.

Long-Term Employee Benefit Costs—Our costs for long-term employee benefits, particularly pension and other postretirement medical and life insurance benefits, are incurred over long periods of time, and involve many uncertainties over those periods. The net periodic benefit cost attributable to current periods is based on several assumptions about such future uncertainties, and is sensitive to changes in those assumptions. It is management's responsibility, often with the assistance of independent experts, to select assumptions that in its judgment represent its best estimates of the future effects of those uncertainties. It also is management's responsibility to review those assumptions periodically to reflect changes in economic or other factors that affect those assumptions.

The current benefit service costs, as well as the existing liabilities, for pensions and other postretirement benefits are measured on a discounted present value basis. The discount rate is a current rate, related to the rate at which the liabilities could be settled. Our assumed discount rate is based on yield information for high-quality corporate bonds with durations comparable to the expected cash settlement of our obligations. For the purpose of measuring the benefit obligations at December 31, 2018, we used a weighted average discount rate of 4.51% for the U.S. plans which reflects the different terms of the related benefit obligations. The weighted average discount rate used to measure obligations for non-U.S. plans at December 31, 2018 was

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2.07%, reflecting market interest rates. The discount rates in effect at December 31, 2018 will be used to measure net periodic benefit cost during 2019.

The benefit obligation and the periodic cost of other postretirement medical benefits are also measured based on assumed rates of future increase in the per capita cost of covered health care benefits. As of December 31, 2018, the assumed rate of increase for our U.S. plans was 6.4%, decreasing to 4.5% in 2038 and thereafter. A one hundred basis point change in the health care cost trend rate assumption as of December 31, 2018 would have resulted in a \$17 million increase or \$12 million decrease in the accumulated other postretirement benefit liability for our non-U.S. plans and would have resulted in an increase or decrease of less than \$1 million for U.S. plans. Due to limits on our maximum contribution level under the medical plan, there would have been no significant effect on either our benefit liability or net periodic cost.

The net periodic cost of pension benefits included in expense also is affected by the expected long-term rate of return on plan assets assumption. Investment returns that are recognized currently in net income represent the expected long-term rate of return on plan assets applied to a market-related value of plan assets which, for us, is defined as the market value of assets. The expected rate of return on plan assets is a longer-term rate, and is expected to change less frequently than the current assumed discount rate, reflecting long-term market expectations, rather than current fluctuations in market conditions.

The weighted average expected long-term rate of return on assets in our U.S. plans of 7.50% is based on the average level of earnings that our independent pension investment advisor had advised could be expected to be earned over time and 2.92%, for our non-U.S. plan assets is based on an expectation and asset allocation that varies by region. The asset allocations are summarized in Note 16 to the Consolidated Financial Statements. The actual returns in 2018 was a loss of 1.91% and gain of 0.89% for our U.S. and non-U.S. plan assets, respectively.

The actual rate of return on plan assets may differ from the expected rate due to the volatility normally experienced in capital markets. Management's goal is to manage the investments over the long term to achieve optimal returns with an acceptable level of risk and volatility.

Net periodic pension cost recognized each year includes the expected asset earnings, rather than the actual earnings or loss. Along with other gains and losses, this unrecognized amount, to the extent it cumulatively exceeds 10% of the projected benefit obligation for the respective plan, is recognized as additional net periodic benefit cost over the average remaining service period of the participants in each plan.

The following table reflects the sensitivity of the benefit obligations and the net periodic benefit costs of our pension plans to changes in the actuarial assumptions:

Millions of dollars	Effects on Benefit Obligations in 2018		Effects on Net Periodic Pension Costs in 2019	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Projected benefit obligations at December 31, 2018	\$ 1,752	\$ 1,659	\$ —	\$ —
Projected net periodic pension costs in 2019			28	60
Discount rate increases by 100 basis points	(148)	(183)	(5)	(8)
Discount rate decreases by 100 basis points	179	221	6	12

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The sensitivity of our postretirement benefit plans obligations and net periodic benefit costs to changes in actuarial assumptions are reflected in the following table:

Millions of dollars	Effects on Benefit Obligations in 2018		Effects on Net Periodic Benefit Costs in 2019	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Projected benefit obligations at December 31, 2018	\$ 234	\$ 59	\$ —	\$ —
Projected net periodic benefit costs in 2019			5	4
Discount rate increases by 100 basis points	(19)	—	2	—
Discount rate decreases by 100 basis points	23	—	(2)	—

Additional information on the key assumptions underlying these benefit costs appears in Note 16 to the Consolidated Financial Statements.

Accruals for Taxes Based on Income—The determination of our provision for income taxes and the calculation of our tax benefits and liabilities is subject to management’s estimates and judgments due to the complexity of the tax laws and regulations in the tax jurisdictions in which we operate. Uncertainties exist with respect to interpretation of these complex laws and regulations.

Deferred tax assets and liabilities are determined based on temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse. At December 31, 2017, the measurement of our deferred tax balances was materially affected by the U.S. enactment of “H.R.1,” also known as the Tax Act, as explained in Note 18 to the Consolidated Financial Statements.

We recognize future tax benefits to the extent that the realization of these benefits is more likely than not. Our current provision for income taxes is impacted by the recognition and release of valuation allowances related to net deferred assets in certain jurisdictions. Further changes to these valuation allowances may impact our future provision for income taxes, which will include no tax benefit with respect to losses incurred and no tax expense with respect to income generated in these countries until the respective valuation allowance is eliminated.

We recognize the financial statement benefits with respect to an uncertain income tax position that we have taken or may take on an income tax return when we believe it is more likely than not that the position will be sustained with the tax authorities.

ACCOUNTING AND REPORTING CHANGES

For a discussion of the potential impact of new accounting pronouncements on our Consolidated Financial Statements, see Note 2 to the Consolidated Financial Statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

See Note 15 to the Consolidated Financial Statements for discussion of LyondellBasell Industries N.V.’s management of commodity price risk, foreign currency exposure and interest rate risk through its use of derivative instruments and hedging activities.

Commodity Price Risk

A substantial portion of our products and raw materials are commodities whose prices fluctuate as market supply and demand fundamentals change. Accordingly, product margins and the level of our profitability tend to fluctuate with changes in

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the business cycle. Natural gas, crude oil and refined products, along with feedstocks for ethylene and propylene production, constitutes the main commodity exposures. We try to protect against such instability through various business strategies including provisions in sales contracts which allows us to pass on higher raw material costs to our customers through timely price increases and through the use of commodity swap and futures contracts.

We use Value at Risk (“VaR”), stress testing and scenario analysis for risk measurement and control purposes. VaR estimates the maximum potential loss in fair market values for our commodity derivative instruments, given a certain move in prices over a certain period of time, using specified confidence levels. Utilizing a Monte Carlo simulation with a 95 percent confidence level over a 3-day time horizon, the effect on our pre-tax income and cash flows for the years ended December 31, 2018 and 2017 would be immaterial.

Foreign Exchange Risk

We manufacture and market our products in many countries throughout the world and, as a result, are exposed to changes in foreign currency exchange rates.

A significant portion of our reporting entities use the euro as their functional currency. Our reporting currency is the U.S. dollar. The translation gains or losses that result from the process of translating the euro denominated financial statements to U.S. dollars are deferred in accumulated other comprehensive income (“AOCI”) until such time as those entities may be liquidated or sold. Changes in the value of the U.S. dollar relative to the euro can therefore have a significant impact on comprehensive income.

We have entered into hedging arrangements designated as net investment hedges to reduce the volatility in stockholders’ equity resulting from foreign currency fluctuation associated with our net investments in foreign operations. The table below illustrates the impact on Other comprehensive loss of a 10% fluctuation in the foreign currency rate associated with each net investment hedge and the EURIBOR and LIBOR rates associated with basis swaps are shown in the table below:

<u>Net Investment Hedges</u>	<u>December 31, 2018</u>		
	<u>Notional Amount</u>	<u>10% Variance on Foreign Currency Rate</u>	<u>Impact on Other Comprehensive Loss</u>
Basis Swaps	€617 million	euro/U.S. dollar rate EURIBOR and LIBOR rates	\$69 million Less than \$1 million
Guaranteed Euro Notes Due 2022	€750 million	euro/U.S. dollar rate	\$86 million

Some of our operations enter into transactions that are not denominated in their functional currency. This results in exposure to foreign currency risk for financial instruments, including, but not limited to third party and intercompany receivables and payables and intercompany loans.

We maintain risk management control practices to monitor the foreign currency risk attributable to our inter-company and third party outstanding foreign currency balances. These practices involve the centralization of our exposure to underlying currencies that are not subject to central bank and/or country specific restrictions. By centralizing most of our foreign currency exposure into one subsidiary, we are able to take advantage of any natural offsets thereby reducing the overall impact of changes in foreign currency rates on our earnings. At December 31, 2018, a 10% fluctuation compared to the U.S. dollar in the underlying currencies that have no central bank or other currency restrictions related to non-hedged monetary net assets would have had a resulting additional impact to earnings of approximately \$3 million.

Our policy is to maintain an approximately balanced position in foreign currencies to minimize exchange gains and losses arising from changes in exchange rates. To minimize the effects of our net currency exchange exposures, we enter into foreign currency spot and forward contracts and, in some cases, cross-currency swaps.

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We also engage in short-term foreign exchange swaps in order to roll certain hedge positions and to make funds available for intercompany financing. Our net position in foreign currencies is monitored daily.

We have entered into \$2,300 million of non-cancellable cross-currency swaps, which we designated as foreign currency cash flow hedges, to reduce the variability in the functional currency equivalent cash flows of certain foreign currency denominated intercompany notes. At December 31, 2018, these foreign currency contracts have maturity dates ranging from 2021 to 2027 and their fair value was a net asset of \$96 million. A 10% fluctuation compared to the U.S. dollar would have had a resulting additional impact to Other comprehensive loss of approximately \$243 million.

Other income, net, in the Consolidated Statements of Income reflected net exchange rate foreign currency gains of \$24 million in 2018, and foreign currency losses of \$1 million in 2017, and \$4 million in 2016. For forward contracts, including swap transactions, that economically hedge recognized monetary assets and liabilities in foreign currencies, no hedge accounting is applied. Changes in the fair value of foreign currency forward and swap contracts are reported in the Consolidated Statements of Income and offset the currency exchange results recognized on the assets and liabilities. At December 31, 2018, these foreign currency contracts, which will mature between January 2019 and August 2019, inclusively, had an aggregated notional amount of \$1,764 million and the fair value was a net liability of \$4 million. A 10% fluctuation compared to the U.S. dollar would have had a resulting additional impact to earnings of approximately \$96 million.

Interest Rate Risk

Interest rate risk management is viewed as a trade-off between cost and risk. The cost of interest is generally lower for short-term debt and higher for long-term debt, and lower for floating rate debt and higher for fixed rate debt. However, the risk associated with interest rates is inversely related to the cost, with short-term debt carrying a higher refinancing risk and floating rate debt having higher interest rate volatility. Our interest rate risk management strategy attempts to optimize this cost/risk/reward tradeoff.

We are exposed to interest rate risk with respect to our fixed and variable rate debt. Fluctuations in interest rates impact the fair value of fixed-rate debt as well as pre-tax earnings stemming from interest expense on variable-rate debt. To minimize earnings at risk as part of our interest rate risk management strategy, we target to maintain floating rate debt, through the use of interest rate swaps, equal to our cash and cash equivalents, marketable securities and tri-party repurchase agreements, as those assets are invested in floating rate instruments.

Pre-issuance interest rate—A pre-issuance interest rate strategy is utilized to mitigate the risk that benchmark interest rates (i.e. U.S. Treasury, mid-swaps, etc.) will increase between the time a decision has been made to issue debt and when the actual debt offering is issued. In 2015 and 2018 we entered into forward-starting interest rate swaps to mitigate the risk of adverse changes in the benchmark interest rates on the anticipated refinancing of our senior notes due 2019 and 2021, respectively. These interest rate swaps will be terminated upon debt issuance. At December 31, 2018, the total notional amount of these interest rate contracts designated as cash flow hedges was \$1,000 million and \$500 million, respectively, and their fair values were a net asset of \$7 million and net liability of \$5 million, respectively. We estimate that a 10% change in market interest rates as of December 31, 2018 would change the fair value of our forward-starting interest rate swaps outstanding and would have had a resulting impact on Other comprehensive loss of approximately \$71 million.

Fixed-rate debt—We enter into interest rate swaps as part of our interest rate risk management strategy. At December 31, 2018, the total notional amount of interest rate swaps designated as fair value hedges, which have maturity dates ranging from 2019 to 2027, was \$3,143 million and their fair value was a net liability of \$42 million.

At December 31, 2018, after giving consideration to the \$3,143 million of fixed-rate debt that we have effectively converted to floating through these U.S. dollar fixed-for-floating interest rate swaps, approximately 58% of our debt portfolio, on a gross basis, incurred interest at a fixed-rate and the remaining 42% of the portfolio incurred interest at a variable-rate. We estimate that a 10% change in market interest rates as of December 31, 2018 would change the fair value of our interest rate swaps outstanding and would have had a resulting impact on our pre-tax income of approximately \$26 million.

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Variable-rate debt—Our variable rate debt consists of our \$2,500 million Senior Revolving Credit Facility, our \$900 million U.S. Receivables Securitization Facility and our Commercial Paper Program. At December 31, 2018, there were no outstanding borrowings under our Senior Revolving Credit Facility nor U.S. Receivables Securitization facility. Our Commercial Paper Program had outstanding borrowings of \$809 million at December 31, 2018. We estimate that a 10% change in interest rates would have had a \$2 million impact on earnings based on our average variable-rate debt outstanding per year.

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Item 8. Financial Statements and Supplementary Data.

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of the Company, including the Chief Executive Officer and the Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934, as amended. Internal control over financial reporting is a process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

We conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2018 based on the Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on our evaluation, management has concluded that our internal control over financial reporting was effective as of December 31, 2018.

We completed the acquisition of A. Schulman Inc. (“A. Schulman”) on August 21, 2018. We are in the process of assessing the internal controls of A. Schulman as part of the post-close integration process and have excluded A. Schulman from our assessment of internal control over financial reporting as of December 31, 2018. The total assets and revenues excluded from management’s assessment represent 5% and 2%, respectively, of the related consolidated financial statements as of and for the year ended December 31, 2018.

The effectiveness of our internal control over financial reporting as of December 31, 2018 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of LyondellBasell Industries N.V.:

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of LyondellBasell Industries N.V. and its subsidiaries (the “Company”) as of December 31, 2018 and 2017, and the related consolidated statements of income, comprehensive income, stockholders’ equity and cash flows for each of the three years in the period ended December 31, 2018, including the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control—Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018 in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control—Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As described in Management’s Report on Internal Control Over Financial Reporting, management has excluded A. Schulman Inc. (“A. Schulman”) from its assessment of internal control over financial reporting as of December 31, 2018, because it was acquired by the Company in a purchase business combination during 2018. We have also excluded A. Schulman from our audit of internal control over financial reporting. A. Schulman is a wholly-owned subsidiary whose total assets and total revenues excluded from management’s assessment and our audit of internal control over financial reporting represent 5% and 2%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2018.

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Definition and Limitations of Internal Control over Financial Reporting

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

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

/s/ PricewaterhouseCoopers LLP
Houston, Texas
February 21, 2019

We have served as the Company's auditor since 2008.

LYONDELLBASELL INDUSTRIES N.V.
CONSOLIDATED STATEMENTS OF INCOME

<u>Millions of dollars, except earnings per share</u>	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Sales and other operating revenues:			
Trade	\$ 38,126	\$ 33,705	\$ 28,454
Related parties	878	779	729
	<u>39,004</u>	<u>34,484</u>	<u>29,183</u>
Operating costs and expenses:			
Cost of sales	32,529	28,059	23,191
Selling, general and administrative expenses	1,129	859	833
Research and development expenses	115	106	99
	<u>33,773</u>	<u>29,024</u>	<u>24,123</u>
Operating income	5,231	5,460	5,060
Interest expense	(360)	(491)	(322)
Interest income	45	24	17
Other income, net	106	179	111
Income from continuing operations before equity investments and income taxes	5,022	5,172	4,866
Income from equity investments	289	321	367
Income from continuing operations before income taxes	5,311	5,493	5,233
Provision for income taxes	613	598	1,386
Income from continuing operations	4,698	4,895	3,847
Loss from discontinued operations, net of tax	(8)	(18)	(10)
Net income	4,690	4,877	3,837
Net (income) loss attributable to non-controlling interests	—	2	(1)
Net income attributable to LyondellBasell Industries N.V.	4,690	4,879	3,836
Dividends on A. Schulman Special Stock	(2)	—	—
Net income attributable to the Company shareholders	<u>\$ 4,688</u>	<u>\$ 4,879</u>	<u>\$ 3,836</u>
Earnings per share:			
Net income (loss) attributable to the Company shareholders —			
Basic:			
Continuing operations	\$ 12.06	\$ 12.28	\$ 9.17
Discontinued operations	(0.02)	(0.05)	(0.02)
	<u>\$ 12.04</u>	<u>\$ 12.23</u>	<u>\$ 9.15</u>
Diluted:			
Continuing operations	\$ 12.03	\$ 12.28	\$ 9.15
Discontinued operations	(0.02)	(0.05)	(0.02)
	<u>\$ 12.01</u>	<u>\$ 12.23</u>	<u>\$ 9.13</u>

See Notes to the Consolidated Financial Statements.

LYONDELLBASELL INDUSTRIES N.V.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

<u>Millions of dollars</u>	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Net income	\$ 4,690	\$ 4,877	\$ 3,837
Other comprehensive income (loss), net of tax—			
Financial derivatives	54	(45)	4
Unrealized gains (losses) on available-for-sale debt securities	—	(1)	6
Unrealized gains on equity securities and equity securities held by equity investees	—	17	—
Defined benefit pension and other postretirement benefit plans	30	77	(70)
Foreign currency translations	(92)	178	(13)
Total other comprehensive income (loss), net of tax	(8)	226	(73)
Comprehensive income	4,682	5,103	3,764
Dividends on A. Schulman Special Stock	(2)	—	—
Comprehensive (income) loss attributable to non-controlling interests	—	2	(1)
Comprehensive income attributable to the Company shareholders	\$ 4,680	\$ 5,105	\$ 3,763

See Notes to the Consolidated Financial Statements.

LYONDELLBASELL INDUSTRIES N.V.
CONSOLIDATED BALANCE SHEETS

<u>Millions of dollars</u>	<u>December 31,</u>	
	<u>2018</u>	<u>2017</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 332	\$ 1,523
Restricted cash	69	5
Short-term investments	892	1,307
Accounts receivable:		
Trade, net	3,355	3,359
Related parties	148	180
Inventories	4,515	4,217
Prepaid expenses and other current assets	1,255	1,147
Total current assets	<u>10,566</u>	<u>11,738</u>
Property, plant and equipment, net	12,477	10,997
Investments and long-term receivables:		
Investment in PO joint ventures	469	420
Equity investments	1,611	1,635
Other investments and long-term receivables	23	17
Goodwill	1,814	570
Intangible assets, net	965	568
Other assets	353	261
Total assets	<u>\$ 28,278</u>	<u>\$ 26,206</u>

See Notes to the Consolidated Financial Statements.

LYONDELLBASELL INDUSTRIES N.V.
CONSOLIDATED BALANCE SHEETS

<u>Millions of dollars, except shares and par value data</u>	December 31,	
	2018	2017
LIABILITIES, REDEEMABLE NON-CONTROLLING INTERESTS AND EQUITY		
Current liabilities:		
Current maturities of long-term debt	\$ 5	\$ 2
Short-term debt	885	68
Accounts payable:		
Trade	2,560	2,258
Related parties	527	637
Accrued liabilities	1,536	1,812
Total current liabilities	5,513	4,777
Long-term debt	8,497	8,549
Other liabilities	1,897	2,275
Deferred income taxes	1,975	1,655
Commitments and contingencies		
Redeemable non-controlling interests	116	—
Stockholders' equity:		
Ordinary shares, €0.04 par value, 1,275 million shares authorized, 375,696,661 and 394,512,054 shares outstanding, respectively	22	31
Additional paid-in capital	7,041	10,206
Retained earnings	6,763	15,746
Accumulated other comprehensive loss	(1,363)	(1,285)
Treasury stock, at cost, 24,513,619 and 183,928,109 ordinary shares, respectively	(2,206)	(15,749)
Total Company share of stockholders' equity	10,257	8,949
Non-controlling interests	23	1
Total equity	10,280	8,950
Total liabilities, redeemable non-controlling interests and equity	\$ 28,278	\$ 26,206

See Notes to the Consolidated Financial Statements.

LYONDELLBASELL INDUSTRIES N.V.
CONSOLIDATED STATEMENTS OF CASH FLOWS

<u>Millions of dollars</u>	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Cash flows from operating activities:			
Net income	\$ 4,690	\$ 4,877	\$ 3,837
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	1,241	1,174	1,064
Amortization of debt-related costs	14	15	16
Charges related to repayment of debt	—	49	—
Share-based compensation	39	55	38
Inventory valuation adjustment	—	—	29
Equity investments—			
Equity income	(289)	(321)	(367)
Distribution of earnings, net of tax	307	309	385
Deferred income taxes	260	(587)	357
Gain on sales of business and equity investments	(36)	(108)	(84)
Changes in assets and liabilities that provided (used) cash:			
Accounts receivable	433	(521)	(383)
Inventories	(141)	(237)	123
Accounts payable	(199)	165	383
Other, net	(848)	336	208
Net cash provided by operating activities	<u>5,471</u>	<u>5,206</u>	<u>5,606</u>
Cash flows from investing activities:			
Expenditures for property, plant and equipment	(2,105)	(1,547)	(2,243)
Acquisition of A. Schulman, net of cash acquired	(1,776)	—	—
Payments for repurchase agreements	—	(512)	(674)
Proceeds from repurchase agreements	—	381	685
Purchases of available-for-sale debt securities	(50)	(653)	(688)
Proceeds from sales and maturities of available-for-sale debt securities	423	499	674
Purchases of held-to-maturity securities	—	—	(76)
Proceeds from maturities of held-to-maturity securities	—	75	—
Purchases of equity securities	(64)	—	—
Proceeds from sales and maturities of equity securities	97	—	—
Net proceeds from sales of business and equity investments	37	155	209
Proceeds from settlement of net investment hedges	1,108	609	1,295
Payments for settlement of net investment hedges	(1,078)	(658)	(1,356)
Other, net	(151)	(105)	(127)
Net cash used in investing activities	<u>(3,559)</u>	<u>(1,756)</u>	<u>(2,301)</u>

See Notes to the Consolidated Financial Statements.

LYONDELLBASELL INDUSTRIES N.V.
CONSOLIDATED STATEMENTS OF CASH FLOWS

Millions of dollars	Year Ended December 31,		
	2018	2017	2016
Cash flows from financing activities:			
Repurchases of Company ordinary shares	(1,854)	(866)	(2,938)
Dividends paid - common stock	(1,554)	(1,415)	(1,395)
Issuance of long-term debt	—	990	812
Repayment of long-term debt	(394)	(1,000)	—
Debt extinguishment costs	—	(65)	—
Payments of debt issuance costs	—	(8)	(5)
Net proceeds from (repayments of) commercial paper	810	(493)	177
Other, net	(16)	(2)	—
Net cash used in financing activities	(3,008)	(2,859)	(3,349)
Effect of exchange rate changes on cash	(31)	59	(9)
(Decrease) increase in cash and cash equivalents and restricted cash	(1,127)	650	(53)
Cash and cash equivalents and restricted cash at beginning of period	1,528	878	931
Cash and cash equivalents and restricted cash at end of period	<u>\$ 401</u>	<u>\$ 1,528</u>	<u>\$ 878</u>
Supplemental Cash Flow Information:			
Interest paid, net of capitalized interest	<u>\$ 333</u>	<u>\$ 333</u>	<u>\$ 313</u>
Net income taxes paid	<u>\$ 1,209</u>	<u>\$ 1,044</u>	<u>\$ 741</u>

See Notes to the Consolidated Financial Statements.

LYONDELLBASELL INDUSTRIES N.V.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

Millions of dollars	Ordinary Shares		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Company Share of Stockholders' Equity	Non- Controlling Interests
	Issued	Treasury					
Balance, December 31, 2015	\$ 31	\$ (12,086)	\$ 10,202	\$ 9,841	\$ (1,438)	\$ 6,550	\$ 24
Net income	—	—	—	3,836	—	3,836	1
Other comprehensive loss	—	—	—	—	(73)	(73)	—
Share-based compensation	—	55	(11)	—	—	44	—
Dividends- common stock (\$3.33 per share)	—	—	—	(1,395)	—	(1,395)	—
Repurchases of Company ordinary shares	—	(2,914)	—	—	—	(2,914)	—
Balance, December 31, 2016	\$ 31	\$ (14,945)	\$ 10,191	\$ 12,282	\$ (1,511)	\$ 6,048	\$ 25
Net income (loss)	—	—	—	4,879	—	4,879	(2)
Other comprehensive income	—	—	—	—	226	226	—
Share-based compensation	—	41	14	—	—	55	—
Dividends- common stock (\$3.55 per share)	—	—	—	(1,415)	—	(1,415)	—
Repurchases of Company ordinary shares	—	(845)	—	—	—	(845)	—
Purchase of non-controlling interests	—	—	1	—	—	1	(22)
Balance, December 31, 2017	\$ 31	\$ (15,749)	\$ 10,206	\$ 15,746	\$ (1,285)	\$ 8,949	\$ 1
Adoption of accounting standards	—	—	—	95	(70)	25	—
Net income	—	—	—	4,690	—	4,690	—
Other comprehensive loss	—	—	—	—	(8)	(8)	—
Share-based compensation	—	37	28	(2)	—	63	—
Dividends- common stock (\$4.00 per share)	—	—	—	(1,554)	—	(1,554)	—
Dividends- A. Schulman Special Stock (\$15.00 per share)	—	—	—	(2)	—	(2)	—
Repurchases of Company ordinary shares	—	(1,878)	—	—	—	(1,878)	—
Purchase of non-controlling interests	—	—	(28)	—	—	(28)	—
Cancellation of Treasury shares	(9)	15,384	(3,165)	(12,210)	—	—	—
Acquisition of A. Schulman	—	—	—	—	—	—	22
Balance, December 31, 2018	<u>\$ 22</u>	<u>\$ (2,206)</u>	<u>\$ 7,041</u>	<u>\$ 6,763</u>	<u>\$ (1,363)</u>	<u>\$ 10,257</u>	<u>\$ 23</u>

See Notes to the Consolidated Financial Statements.

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LYONDELLBASELL INDUSTRIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Description of Company and Operations

LyondellBasell Industries N.V. is a limited liability company (*Naamloze Vennootschap*) incorporated under Dutch law by deed of incorporation dated October 15, 2009. Unless otherwise indicated, the “Company,” “we,” “us,” “our” or similar words are used to refer to LyondellBasell Industries N.V. together with its consolidated subsidiaries (“LyondellBasell N.V.”).

LyondellBasell N.V. is a worldwide manufacturer of chemicals and polymers, a refiner of crude oil, a significant producer of gasoline blending components and a developer and licensor of technologies for the production of polymers.

2. Summary of Significant Accounting Policies

The following significant accounting policies were applied in the preparation of these Consolidated Financial Statements:

Basis of Preparation and Consolidation

The accompanying Consolidated Financial Statements have been prepared from the books and records of LyondellBasell N.V. under accounting principles generally accepted in the U.S. (“U.S. GAAP”). Subsidiaries are defined as being those companies over which we, either directly or indirectly, have control through a majority of the voting rights or the right to exercise control or to obtain the majority of the benefits and be exposed to the majority of the risks. Subsidiaries are consolidated from the date on which control is obtained until the date that such control ceases. All intercompany transactions and balances have been eliminated in consolidation.

The Consolidated Financial Statements have been prepared under the historical cost convention, as modified for the accounting of certain financial assets and financial liabilities (including derivative instruments) at fair value. Consolidated financial information, including subsidiaries and equity investments, has been prepared using uniform accounting policies for similar transactions and other events in similar circumstances.

Cash and Cash Equivalents

Our cash equivalents consist of highly liquid debt instruments such as certificates of deposit, commercial paper and money market accounts with major international banks and financial institutions. Cash equivalents include instruments with maturities of three months or less when acquired and exclude restricted cash.

Although, we have no current requirements for compensating balances in a specific amount at a specific point in time, we maintain compensating balances at our discretion for some of our banking services and products.

Short-Term Investments

Investments in debt securities are classified as available-for-sale and held-to-maturity. Investments classified as available-for-sale are carried at estimated fair value with unrealized gains and losses recorded as a component of Accumulated other comprehensive income (“AOCI”). Investments classified as held-to-maturity are carried at amortized cost. We periodically review our available-for-sale and held-to-maturity securities for other-than-temporary declines in fair value below the cost basis, and when events or changes in circumstances indicate the carrying value of an asset may not be recoverable, the investment is written down to fair value, establishing a new cost basis.

We account for investments in equity securities at fair value with changes in fair value recognized in the Consolidated Statements of Income.

Trade Receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

LYONDELLBASELL INDUSTRIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

We calculate provisions for doubtful accounts receivable based on our estimates of amounts that we believe are unlikely to be collected. Collectability of receivables is reviewed and the provision calculated for doubtful accounts is adjusted at least quarterly, based on aging of specific accounts and other available information about the associated customers. Provisions for doubtful accounts are included in Selling, general and administrative expenses.

Loans Receivable

We invest in tri-party repurchase agreements. Under these agreements, we make cash purchases of securities according to a pre-agreed profile from our counterparties. The counterparties have an obligation to repurchase, and we have an obligation to sell, the same or substantially the same securities at a pre-defined date for a price equal to the purchase price plus interest. These securities, which pursuant to our internal policies are held by a third-party custodian and must generally have a minimum collateral value of 102%, secure the counterparty's obligation to repurchase the securities. These tri-party repurchase agreements are carried at amortized cost. Depending upon maturity, these agreements are treated as short-term loans receivable and are reflected in Prepaid expenses and other current assets or as long-term loans receivable reflected in Other investments and long-term receivables on our Consolidated Balance Sheets.

Inventories

Cost of our raw materials, work-in-progress and finished goods inventories is determined using the last-in, first-out ("LIFO") method and is carried at the lower of cost or market value. Cost of our materials and supplies inventory is determined using the moving average cost method and is carried at the lower of cost and net realizable value.

Inventory exchange transactions, which involve fungible commodities, are not accounted for as purchases and sales. Any resulting volumetric exchange balances are accounted for as inventory, with cost determined using the LIFO method.

Property, Plant and Equipment

Property, plant and equipment are recorded at historical cost. Historical cost includes expenditures that are directly attributable to the acquisition of the items. Costs may also include borrowing costs incurred on debt during construction or major projects exceeding one year, costs of major maintenance arising from turnarounds of major units and committed decommission costs. Routine maintenance costs are expensed as incurred. Land is not depreciated. Depreciation is computed using the straight-line method over the estimated useful asset lives to their residual values.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

We evaluate property, plant and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Long-lived assets are grouped at the lowest level for which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets, which, for us, is generally at the plant group level (or, at times, individual plants in certain circumstances where we have isolated production units with separately identifiable cash flows). When it is probable that an asset or asset group's undiscounted future cash flows will not be sufficient to recover the carrying amount, the asset is written down to its estimated fair value.

Upon retirement or sale, we remove the cost of the asset and the related accumulated depreciation from the accounts and reflect any resulting gain or loss in the Consolidated Statements of Income.

Equity Investments

We account for equity method investments ("equity investments") using the equity method of accounting if we have the ability to exercise significant influence over, but not control of, an investee. Significant influence generally exists if we have an ownership interest representing between 20% and 50% of the voting rights. Under the equity method of accounting, investments are stated initially at cost and are adjusted for subsequent additional investments and our proportionate share of profit or losses and distributions.

LYONDELLBASELL INDUSTRIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

We record our share of the profits or losses of the equity investments, net of income taxes, in the Consolidated Statements of Income. When our share of losses in an equity investment equals or exceeds our interest in the equity investment, including any other unsecured receivables, we do not recognize further losses, unless we have incurred obligations or made payments on behalf of the equity investments.

We evaluate our equity investments for impairment when events or changes in circumstances indicate, in management's judgment, that the carrying value of such investments may have experienced an other-than-temporary decline in value. When evidence of loss in value has occurred, management compares the estimated fair value of investment to the carrying value of investment to determine whether an impairment has occurred. If the estimated fair value is less than the carrying value and management considers the decline in value to be other-than-temporary, the excess of the carrying value over the estimated fair value is recognized in the Consolidated Financial Statements as an impairment.

Business Combination

We recognize and measure the assets acquired and liabilities assumed in a business combination based on their estimated fair values at the acquisition date, with any remaining difference compared to the purchase consideration recorded as goodwill or gain from a bargain purchase. Subsequent to the acquisition, and no later than one year from the acquisition date, we may record adjustments to the estimated fair values of assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period, any subsequent adjustments of the estimated fair values are recorded to earnings. Acquisition-related costs are expensed as incurred.

Redeemable Non-controlling Interests

Our redeemable non-controlling interests relate to shares of cumulative perpetual special stock ("A. Schulman Special Stock") issued by our consolidated subsidiary, A. Schulman, Inc. ("A. Schulman"). Holders of A. Schulman Special Stock are entitled to receive cumulative dividends at the rate of 6% per share on the liquidation preference of \$1,000 per share. A. Schulman Special Stock may be redeemed at any time at the discretion of the holders and is reported in the Consolidated Balance Sheets outside of permanent equity.

The redeemable non-controlling interests were recorded at fair value at the date of acquisition and is subsequently carried at the greater of estimated redemption value at the end of each reporting period or the initial amount recorded at the date of acquisition adjusted for subsequent redemptions. Dividends on these shares are deducted from or added to the amount of Income (loss) attributable to the Company shareholders if and when declared by the Company.

Goodwill

Goodwill is not amortized, but is tested annually for impairment. We assess the recoverability of the carrying value of goodwill during the fourth quarter of each year or whenever events or changes in circumstances indicate that the carrying amount of the goodwill of a reporting unit may not be fully recoverable.

We first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. Qualitative factors assessed for each of the reporting units include, but are not limited to, changes in long-term commodity prices, discount rates, competitive environments, planned capacity, cost factors such as raw material prices, and financial performance of the reporting units. If the qualitative assessment indicates that it is more likely than not that the carrying value of a reporting unit exceeds its estimated fair value, a quantitative test is required. If the carrying value of goodwill exceeds its fair value, an impairment charge equal to the excess would be recognized up to a maximum amount of goodwill allocated to that reporting unit.

In 2018 and 2017, management performed qualitative impairment assessments of our reporting units which indicated that the fair value of our reporting units was greater than their carrying value. Accordingly, a quantitative goodwill impairment test was not required and no goodwill impairment was recognized.

LYONDELLBASELL INDUSTRIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Intangible Assets

Intangible Assets—Intangible assets consist of customer relationships, trade names and trademarks, know-how, emission allowances, various contracts, in-process research and development and software costs. These assets are amortized using the straight-line method over their estimated useful lives or over the term of the related agreement. We evaluate definite-lived intangible assets for impairment whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable.

Research and Development—Research and development (“R&D”) costs are expensed when incurred. Subsidies for research and development are included in Other income (expense), net. Depreciation expense related to assets employed in R&D is included as a cost of R&D.

Income Taxes

The income tax for the period comprises current and deferred tax. Income tax is recognized in the Consolidated Statements of Income, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In these cases, the applicable tax amount is recognized in other comprehensive income or directly in equity, respectively.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, as well as the net tax effects of net operating loss carryforwards. Valuation allowances are provided against deferred tax assets when it is more likely than not that some portion or all of the deferred tax asset will not be realized.

We recognize uncertain income tax positions in our financial statements when we believe it is more likely than not, based on the technical merits, that the position or a portion thereof will be sustained upon examination. For a position that is more likely than not to be sustained, the benefit recognized is measured at the largest cumulative amount that is greater than 50 percent likely of being realized.

Other Provisions

Environmental Remediation Costs—Environmental remediation liabilities include liabilities related to sites we currently own, sites we no longer own, as well as sites where we have operated that belong to other parties. Liabilities for anticipated expenditures related to investigation and remediation of contaminated sites are accrued when it is probable a liability has been incurred and the amount of the liability can be reasonably estimated. Only ongoing operating and monitoring costs, the timing of which can be determined with reasonable certainty, are discounted to present value. Future legal costs associated with such matters, which generally are not estimable, are not included in these liabilities.

Asset Retirement Obligations—At some sites, we are contractually obligated to decommission our plants upon site exit. Asset retirement obligations are recorded at the present value of the estimated costs to retire the asset at the time the obligation is incurred. That cost, which is capitalized as part of the related long-lived asset, is depreciated on a straight-line basis over the remaining useful life of the related asset. Accretion expense in connection with the discounted liability is also recognized over the remaining useful life of the related asset. Such depreciation and accretion expenses are included in Cost of sales.

Foreign Currency Translation and Remeasurement

Functional and Reporting Currency—Items included in the financial information of each of LyondellBasell N.V.’s entities are measured using the currency of the primary economic environment in which the entity operates (“the functional currency”) and then translated to the U.S. dollar (“the reporting currency”) through Other comprehensive income as follows:

LYONDELLBASELL INDUSTRIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

- Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- Income and expenses for each income statement are translated at monthly average exchange rates; and
- All resulting exchange differences are recognized as a separate component within Other comprehensive income (foreign currency translation).

Transactions and Balances—Foreign currency transactions are recorded in their respective functional currency using exchange rates prevailing at the dates of the transactions. Exchange gains and losses resulting from the settlement of such transactions and from remeasurement of monetary assets and liabilities denominated in foreign currencies at year-end exchange rates are recognized in the Consolidated Statements of Income.

Revenue Recognition

Substantially all our revenues are derived from contracts with customers. We account for contracts when both parties have approved the contract and are committed to perform, the rights of the parties and payment terms have been identified, the contract has commercial substance, and collectability is probable.

Revenue is recognized when obligations under the terms of a contract with our customer are satisfied. This generally occurs at the point in time when performance obligations are fulfilled and control transfers to the customer. In most instances, control transfers upon transfer of risk of loss and title to the customer, which usually occurs when we ship products to the customer from our manufacturing facility. Revenue is measured as the amount of consideration we expect to receive in exchange for transferring goods. Customer incentives are generally based on volumes purchased and recognized over the period earned. Sales, value added, and other taxes that we collect concurrent with revenue-producing activities are excluded from the transaction price as they represent amounts collected on behalf of third parties. We apply the practical expedient to recognize the incremental costs of obtaining a contract as an expense when incurred if the amortization period of the asset that we otherwise would have recognized is one year or less. Shipping and handling costs are treated as a fulfillment cost and not a separate performance obligation.

Payments are typically required within a short period following the transfer of control of the product to the customer. We occasionally require customers to prepay purchases to ensure collectability. Such prepayments do not represent financing arrangements, since payment and fulfillment of the performance obligation occurs within a short time frame. We apply the practical expedient which permits us not to adjust the promised amount of consideration for the effects of a significant financing component when, at contract inception, we expect that payment will occur in one year or less.

Contract balances typically arise when a difference in timing between the transfer of control to the customer and receipt of consideration occurs. Our contract liabilities, which are reflected in our Consolidated Financial Statements as Accrued liabilities and Other liabilities, consist primarily of customer payments for products or services received before the transfer of control to the customer occurs.

Share-Based Compensation

The Company recognizes compensation expense in the financial statements for share-based compensation awards based upon the grant date fair value over the vesting period.

Contingent share awards are recognized ratably over the vesting period as a liability and re-measured, at fair value, at the balance sheet date, see Note 17 to the Consolidated Financial Statements.

Leases

We lease land and other assets for use in our operations. All lease agreements are evaluated and classified as either an operating lease or a capital lease. A lease is classified as a capital lease if any of the following criteria are met: transfer of ownership to the lessee by the end of the lease term; the lease contains a bargain purchase option; the lease term is equal to 75% or greater of the asset's useful economic life; or the present value of the future minimum lease payments is equal to or greater than 90% of

LYONDELLBASELL INDUSTRIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

the asset's fair market value. Capital leases are recorded at the lower of the net present value of the total amount of rent payable under the leasing agreement (excluding finance charges) or fair market value of the leased asset. Capital lease assets are depreciated on a straight-line basis, over a period consistent with our normal depreciation policy for tangible fixed assets, but generally not exceeding the lease term. Operating lease expense is recognized ratably over the entire lease term.

Financial Instruments and Hedging Activities

Pursuant to our risk management policies, we selectively enter into derivative transactions to manage market risk volatility associated with changes in commodity pricing, currency exchange rates and interest rates. Derivatives used for this purpose are generally designated as net investment hedges, cash flow hedges or fair value hedges. Derivative instruments are recorded at fair value on the balance sheet. Gains and losses related to changes in the fair value of derivative instruments not designated as hedges are recorded in earnings. For derivatives designated as net investment hedges and cash flow hedges, the gains and losses are recorded in Other comprehensive income (loss) and released to earnings in the period when the hedged item affects earnings in the same line item. For derivatives designated as net investment hedges, gains or losses are reflected in foreign currency translations adjustments in Other comprehensive income (loss). For derivatives that have been designated as fair value hedges, the gains and losses of the derivatives and hedged items are recorded in earnings.

Net Investment Hedges—We enter into foreign currency contracts and foreign currency denominated debt to reduce the volatility in stockholders' equity resulting from changes in currency exchange rates of our foreign subsidiaries with respect to the U.S. dollar. Our foreign currency derivatives consist of cross-currency basis swap contracts and forward exchange contracts.

We use the spot method to assess hedge effectiveness. Changes to the value from changes in spot foreign exchange rates over the designation period and recorded within Other comprehensive income. For our basis swaps, the associated interest receipts and payments are recorded to Interest expense. For our foreign currency forward contracts, we amortize initial forward point values on a straight-line basis to Interest expense over the tenor of the hedge accounting designation. We monitor on a quarterly basis for any over-hedged positions requiring de-designation and re-designation of the hedge to remove such over-hedged condition.

Cash flows related to our foreign currency contracts are reported in Cash flows from investing activities and related interest payments are reported in Cash flows from operating activities in the Consolidated Statements of Cash Flows. Cash flows related to our foreign currency denominated debt designated as net investment hedges are reported in Cash flows from financing activities and related interest payments are reported in Cash flows from operating activities in the Consolidated Statements of Cash Flows.

Cash Flow Hedges—Our cash flow hedges include cross currency swaps, forward starting interest rate swaps and commodity futures and swaps.

We have cross-currency swap contracts designated as cash flow hedges to reduce our exposure to the foreign currency exchange risk associated with certain intercompany loans. Under the terms of these contracts, we make interest payments in euros and receive interest in U.S. dollars. Upon the maturities of these contracts, we will pay the principal amount of the loans in euros and receive U.S. dollars from our counterparties.

We enter into forward-starting interest rate contracts to mitigate the risk of adverse changes in benchmark interest rates on future anticipated debt issuances.

We also execute commodity futures and swaps to manage the volatility of the commodity price related to anticipated purchases of raw materials and product sales. We enter into over-the-counter commodity swaps with one or more counterparties whereby we pay a predetermined fixed price and receive a price based on the average monthly rate of a specified index for the specified nominated volumes.

We use the critical terms and the quantitative long haul methods to assess hedge effectiveness and monitor, at least quarterly, any change in effectiveness.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Fair Value Hedges—We use interest rate swaps as part of our current interest rate risk management strategy to achieve a desired proportion of variable versus fixed rate debt. Under these arrangements, we exchange fixed-rate for floating-rate interest payments to effectively convert our fixed-rate debt to floating-rate debt.

These payments are classified as Other, net, in the Cash flows from operating activities section of the Consolidated Statements of Cash Flows. We use the long-haul method to assess hedge effectiveness using a regression analysis approach. We perform the regression analysis over an observation period of three years, utilizing data that is relevant to the hedge duration.

We evaluate these hedging relationships for effectiveness utilizing the quantitative long haul approach at least quarterly and calculate the changes in the fair value of the derivatives and the underlying hedged items separately.

Fair Value Measurements

We categorize assets and liabilities, measured at fair value, into one of three different levels depending on the observability of the inputs employed in the measurement:

Level 1—Quoted prices for identical instruments in active markets.

Level 2—Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs or significant value-drivers are observable.

Level 3—Model-derived valuations in which one or more significant inputs or significant value-drivers are unobservable.

Fair value measurements are classified according to the lowest level input or value-driver that is significant to the valuation. A measurement may therefore be classified within Level 3 even though there may be significant inputs that are readily observable.

Changes in fair value levels—Management reviews the disclosures regarding fair value measurements at least quarterly. If an instrument classified as Level 1 subsequently ceases to be actively traded, it is transferred out of Level 1. In such cases, instruments are reclassified as Level 2, unless the measurement of its fair value requires the use of significant unobservable inputs, in which case it is reclassified as Level 3.

We use the following inputs and valuation techniques to estimate the fair value of our financial instruments disclosed in Note 15 to the Consolidated Financial Statements:

Basis Swaps—The fair value of our basis swap contracts is calculated using the present value of future cash flows discounted using observable inputs such as known notional value amounts, yield curves, and spot and forward exchange rates.

Cross-Currency Swaps—The fair value of our cross-currency swaps is calculated using the present value of future cash flows discounted using observable inputs with the foreign currency leg revalued using published spot and future exchange rates on the valuation date.

Forward-Starting Interest Rate Swaps—The fair value of our forward-starting interest rate swaps is calculated using the present value of future cash flows method and based on observable inputs such as benchmark interest rates.

Fixed-for-Floating Interest Rate Swaps—The fair value of our fixed-for-floating interest rate swaps is calculated using the present value of future cash flows using observable inputs such as interest rates and market yield curves.

Commodity and Embedded Derivatives—The fair values of our commodity derivatives classified as Level 1 and embedded derivatives are measured using closing market prices of public exchanges and from third-party broker quotes and pricing providers.

The fair value of our commodity swaps classified as Level 2 is determined using a combination of observable and unobservable inputs. The observable inputs consist of future market values of various crude and heavy fuel oils, which are readily available through public data sources. The unobservable input, which is the estimated discount or premium used in the market pricing, is

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

calculated using an internally-developed, multi-linear regression model based on the observable prices of the known components and their relationships to historical prices. A significant change in this unobservable input would not have a material impact on the fair value measurement of our Level 2 commodity swaps.

Forward Exchange Contracts—The fair value of our forward exchange contracts is based on forward market rates.

Available-for-Sale and Equity Securities—The fair value of our available-for-sale securities is calculated using observable market data for similar securities and broker quotes from recognized purveyors of market data or the net asset value for limited partnership investments provided by the fund administrator. Our limited partnership investments include investments in, among other things, equities and equity related securities, debt securities, credit instruments, global interest rate products, currencies, commodities, futures, options, warrants and swaps. These investments, which include both long and short positions, may be redeemed at least monthly with advance notice ranging up to ninety days.

Loans Receivable—The fair value of our tri-party repurchase agreements are based on discounted cash flows, which consider prevailing market rates for the respective instrument maturity in addition to corroborative support from the minimum underlying collateral requirements.

Short-Term Debt—Fair values of short-term borrowings related to precious metal financing arrangements are determined based on the current market price of the associated precious metal.

Long-Term Debt—Fair value is calculated using pricing data obtained from well-established and recognized vendors of market data for debt valuations.

Due to the short maturity, the fair value of all non-derivative financial instruments included in Current assets and Current liabilities approximates the applicable carrying value. Current assets include Cash and cash equivalents, Restricted cash, held-to-maturity time deposits and Accounts receivable. Current liabilities include Accounts payable and Short-term debt excluding precious metal financings.

We use the following inputs and valuation techniques to estimate the fair value of our pension assets disclosed in Note 16 to the Consolidated Financial Statements:

Common and preferred stock—Valued at the closing price reported on the market on which the individual securities are traded.

Fixed income securities—Certain securities that are not traded on an exchange are valued at the closing price reported by pricing services. Other securities are valued based on yields currently available on comparable securities of issuers with similar credit ratings.

Commingled funds—Valued based upon the unit values of such collective trust funds held at year end by the pension plans. Unit values are based on the fair value of the underlying assets of the fund derived from inputs principally from, or corroborated by, observable market data by correlation or other means.

Real estate—Valued on the basis of a discounted cash flow approach, which includes the future rental receipts, expenses, and residual values as the highest and best use of the real estate from a market participant view as rental property.

Hedge funds—Valued based upon the unit values of such alternative investments held at year end by the pension plans. Unit values are based on the fair value of the underlying assets of the fund.

Private equity—Valued based upon the unit values of such alternative investments held at year end by the pension plans. Unit values are based on the fair value of the underlying assets of the fund. Certain securities held in the fund are valued at the closing price reported on the exchange or other established quotation service for over-the-counter securities. Other assets held in the fund are valued based on the most recent financial statements prepared by the fund manager.

Convertible securities—Valued at the quoted prices for similar assets or liabilities in active markets.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

U.S. government securities—Certain securities are valued at the closing price reported on the active market on which the individual securities are traded. Other securities are valued based on yields currently available on comparable securities of issuers with similar credit ratings.

Cash and cash equivalents—Valued at the quoted prices for similar assets or liabilities in active markets.

Non-U.S. insurance arrangements—Valued based upon the estimated cash surrender value of the underlying insurance contract, which is derived from an actuarial determination of the discounted benefits cash flows.

Employee Benefits

Pension Plans—We have both defined benefit (funded and unfunded) and defined contribution plans. For the defined benefit plans, a projected benefit obligation is calculated annually by independent actuaries using the projected unit credit method. Pension costs primarily represent the increase in the actuarial present value of the obligation for pension benefits based on employee service during the year and the interest on this obligation in respect of employee service in previous years, net of expected return on plan assets.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity and are reflected in Accumulated other comprehensive income in the period in which they arise.

Other Post-Employment Obligations—Certain employees are entitled to postretirement medical benefits upon retirement. The entitlement to these benefits is usually conditional on the employee remaining in service up to retirement age and the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment applying the same accounting methodology used for defined benefit plans.

Termination Benefits—Contractual termination benefits are payable when employment is terminated due to an event specified in the provisions of a social/labor plan or statutory law. A liability is recognized for one-time termination benefits when we are committed to i) make payments and the number of affected employees and the benefits received are known to both parties, and ii) terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal and can reasonably estimate such amount. Benefits falling due more than 12 months after the balance sheet date are discounted to present value.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Recently Adopted Guidance

Revenue Recognition—In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which supersedes the revenue recognition requirements in Accounting Standards Codification (“ASC”) 605, *Revenue Recognition*. The FASB has also issued several amendments (ASU 2015-14, ASU 2016-08, ASU 2016-10, ASU 2016-12 and ASU 2016-20) clarifying different aspects of Topic 606. The new guidance requires entities to recognize revenue upon the transfer of promised goods or services to customers in an amount that reflects the consideration expected to be received in exchange for those goods and services. The guidance also enhances related disclosures and is effective for annual and interim periods beginning after December 15, 2017.

We adopted the new standard and all related amendments from January 1, 2018 using the modified retrospective method applied to those contracts which were not completed as of January 1, 2018. We recognized an \$18 million adjustment to the beginning retained earnings balance for the cumulative effect of initially applying the new standard. Comparative information has not been restated and is reported under the accounting standards in effect for those periods. The impact of the adoption of

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

this new standard was immaterial for the year end December 31, 2018, and we expect the impact to be immaterial to our Consolidated Financial Statements on an ongoing basis.

Financial Instruments—In January 2016, the FASB issued ASU 2016-01, *Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. The new guidance requires equity securities to be measured at fair value with changes in fair value recognized in net income. We adopted this guidance prospectively from January 1, 2018 and recorded a cumulative effect adjustment of \$15 million to beginning retained earnings.

In February 2018, the FASB issued ASU 2018-03, *Technical Corrections and Improvements to Financial Instruments—Overall (Subtopic 825-10)* as a part of its ongoing agenda to make improvements clarifying the ASC and provides technical corrections and improvements related to ASU 2016-01. The adoption of the new guidance from January 1, 2018 did not have a material impact on our Consolidated Financial Statements.

Income Taxes—In October 2016, the FASB issued ASU 2016-16, *Accounting for Income Taxes: Intra-Entity Asset Transfers of Assets Other than Inventory*. Under current accounting standards, the tax effects of intra entity asset transfers (intercompany sales) are deferred until the transferred asset is sold to a third party or otherwise recovered through use. This new guidance eliminates the exception for all intra-entity sales of assets other than inventory. A reporting entity is required to recognize tax expense from the sale of assets in the seller's tax jurisdiction when the transfer occurs, even though the pre-tax effects of that transaction are eliminated in consolidation. Any deferred tax asset that arises in the buyer's jurisdiction is also be recognized at the time of the transfer. We early adopted this guidance from January 1, 2018 using the modified-retrospective method and recorded a cumulative-effect adjustment of \$9 million to beginning retained earnings.

Business Combinations—In January 2017, the FASB issued ASU 2017-01, *Clarifying the Definition of a Business*. This guidance clarifies the definition of a business in evaluating whether a transaction should be accounted for as an acquisition (or disposal) of an asset or a business. The prospective adoption of this guidance from January 1, 2018 did not have a material impact on our Consolidated Financial Statements.

Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets—In February 2017, the FASB issued ASU 2017-05, *Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets*. The guidance provides clarification about the term *in substance nonfinancial asset*, other aspects of the scope of Subtopic 610-20 *Other Income*, and how an entity should account for partial sales of nonfinancial assets once the amendments in ASU 2014-09 become effective. The retrospective adoption of this guidance from January 1, 2018 did not have a material impact on our Consolidated Financial Statements.

Compensation—Retirement Benefits—In March 2017, the FASB issued ASU 2017-07, *Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*. The guidance requires changes in presentation of current service cost and other components of net benefit cost. The retrospective adoption of this guidance from January 1, 2018 did not have a material impact on our Consolidated Financial Statements.

Derivatives and Hedging—In August 2017, the FASB issued ASU 2017-12, *Targeted Improvements to Accounting for Hedging Activities*. This guidance makes more financial and nonfinancial hedging strategies eligible for hedge accounting, amends the presentation and disclosure requirements, and changes how companies assess effectiveness. The early adoption of this guidance from January 1, 2018 did not have a material impact on our Consolidated Financial Statements.

Accumulated Other Comprehensive Income—In February 2018, the FASB issued ASU 2018-02, *Income Statement—Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*. This guidance permits entities to reclassify tax effects stranded in accumulated other comprehensive income as a result of the U.S.-enacted “H.R.1,” also known as the “Tax Cuts and Jobs Act” (the “Tax Act”) to retained earnings. We early adopted this guidance from January 1, 2018 using the specific identification method and recorded a cumulative-effect adjustment of \$52 million to beginning retained earnings.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Accounting Guidance Issued But Not Adopted as of December 31, 2018

Leases—In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. The FASB has also issued subsequent amendments: ASU 2018-01, *Land Easement Practical Expedient for Transition to Topic 842*, ASU 2018-10, *Codification Improvements to Topic 842*, and ASU 2018-11, *Leases, Targeted Improvements*. The new guidance establishes a right-of-use (“ROU”) model that requires a lessee to recognize a ROU asset and lease liability on the balance sheet for all leases with a term longer than 12 months. Leases will be classified as finance or operating, with classification affecting the timing and classification of expense recognition.

The standard is effective from January 1, 2019 and requires a modified retrospective transition approach applying to all leases existing at the date of initial application. We adopted the new standard from January 1, 2019, using the effective date as our date of initial application. Comparative financial information will not be restated and the disclosures required under the new standard will not be presented for periods prior to January 1, 2019.

We have elected the practical expedients that permit us not to reassess our prior conclusions about lease identification, lease classification, initial direct costs and whether existing land easements that were not previously accounted for as leases under current accounting standards are or contain a lease under the new standard. We did not elect the hindsight practical expedient in determining the lease term of existing leases in assessing impairment of our ROU assets. We have implemented a lease accounting software solution and made the required updates to our systems and processes, including our internal control framework.

The adoption of the new standard resulted in recording of additional ROU assets and lease liabilities of approximately \$1.5 billion each, as of January 1, 2019. The new standard will not have a material impact our Consolidated Statements of Income, Consolidated Statements of Comprehensive Income, Consolidated Statements of Cash Flows and Consolidated Statements of Stockholders’ Equity on an ongoing basis.

Financial Instruments—In June 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. This amendment requires financial assets measured at amortized cost basis to be presented at the net amount expected to be collected, resulting in the use of a current expected credit loss (“CECL”) model when measuring an impairment of financial instruments. Credit losses related to available-for-sale securities should be recorded in the consolidated income statement through an allowance for credit losses. Estimated credit losses utilizing the CECL model are based on historical experience, current conditions and forecasts that affect the collectability. This ASU also modifies the impairment model for available-for-sale debt securities by eliminating the concept of “other than temporary” as well as providing a simplified accounting model for purchased financial assets with credit deterioration since their origination. The guidance will be effective for annual and interim periods beginning after December 15, 2019. We early adopted the standard from January 1, 2019 and its adoption did not have a material impact on our Consolidated Financial Statements.

Codification improvements—In July 2018, FASB issued ASU 2018-09, *Codification Improvements*. This guidance makes minor improvements in various subtopics. Many of the amendments within the ASU do not require transition and are effective upon issuance. However, some amendments are not effective until fiscal years beginning after December 15, 2018. We do not expect the adoption of the new guidance to have a material impact on our Consolidated Financial Statements.

Fair Value Measurement—In August 2018, FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework—Change to the Disclosure Requirements for Fair Value Measurement*. This guidance eliminates, adds and modifies certain disclosure requirements for fair value measurements as part of its disclosure framework project. It removes transfer disclosures between Level 1 and Level 2 of the fair value hierarchy, and adds disclosures for the range and weighted average used to develop significant unobservable inputs for Level 3 fair value measurements. The guidance will be effective for public entities for annual and interim periods beginning after December 15, 2019. Early adoption is permitted. We are currently assessing the impact of the amendment on our Consolidated Financial Statements.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Compensation—In August 2018, FASB issued ASU 2018-14, *Compensation—Retirement Benefits—Defined Benefit Plans— General (Subtopic 715-20): Disclosure Framework—Changes to the Disclosure Requirements for Defined Benefit Plans*. This guidance changes disclosure requirements for employers that sponsor defined benefit pension and/or other postretirement benefit plans. It provides clarification on certain disclosure requirements within Topic 715, eliminates certain disclosures that are no longer considered cost beneficial and add disclosures considered more pertinent. The guidance will be effective for public entities for annual periods ending after December 15, 2020. Early adoption is permitted. We are currently assessing the impact of the amendment on our Consolidated Financial Statements.

Intangibles—In August 2018, FASB issued ASU 2018-15, *Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract*. This guidance requires a customer in a hosted, cloud computing arrangement that is a service contract to follow the internal-use software guidance to determine which implementation costs to capitalize as assets (e.g. prepayment) or expense as incurred. Capitalized costs are amortized over the term of the hosting arrangement when the recognized asset is ready for its intended use. The guidance will be effective for public entities for annual and interim periods beginning after December 15, 2019. Early adoption is permitted. We are currently assessing the impact of the amendment on our Consolidated Financial Statements.

3. Business Combination and Dispositions

Business Combination

On August 21, 2018, through an indirect wholly owned subsidiary, we acquired all of the outstanding common stock of A. Schulman, a Delaware corporation for an aggregate purchase price of approximately \$1,940 million, including a \$1,240 million cash payment to the former common stock holders, \$594 million for the repayment of A. Schulman debt and \$106 million for the settlement of stock-based compensation plans and other purchase consideration. As of December 31, 2018, there has been no material changes in purchase consideration.

The acquisition of A. Schulman, a global supplier of high-performance plastic compounds, composites and powders, builds upon our already existing platform in this space, allowing us to create our Advanced Polymer Solutions business with broad geographic reach, leading technologies and a diverse product portfolio.

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Preliminary Purchase Price Allocation—The following table summarizes the allocation of the purchase price based on the fair value of the assets acquired and liabilities, redeemable non-controlling interests and non-controlling interests assumed on the acquisition date, as adjusted for all measurement period adjustments.

Millions of dollars	
Cash and cash equivalents	\$ 71
Restricted cash	10
Accounts receivable	407
Prepaid expenses and other current assets	100
Inventories	300
Property, plant and equipment	448
Equity investments	16
Goodwill	1,271
Intangible assets	505
Other assets	58
Total assets	\$ 3,186
Current maturities of long-term debt	\$ 397
Accounts payable	317
Accrued liabilities	109
Other liabilities	164
Deferred income taxes	112
Total liabilities	1,099
Redeemable non-controlling interests	125
Non-controlling interests	22
Total liabilities, redeemable non-controlling interests and non-controlling interests	\$ 1,246
Total net assets acquired	\$ 1,940

In determining the fair value, we utilized various forms of the income, cost and market approaches depending on the asset or liability being fair valued, primarily using Level 3 inputs. The estimation of fair value required significant judgment related to future net cash flows (including net sales, cost of products sold, selling and marketing costs, and working capital/contributory asset charges), discount rates reflecting the risk inherent in each cash flow stream, competitive trends, market comparisons and other factors. Inputs were generally determined by taking into account historical data, supplemented by current and anticipated market conditions, and growth rates.

The primary areas of the preliminary purchase price allocation that have not been finalized relate to the fair value of property, plant and equipment, intangible assets, contingencies and the related impacts on deferred income taxes and cumulative translation adjustments.

During the fourth quarter of 2018, we made certain measurement period adjustments resulting in a \$12 million increase of goodwill. This was primarily due to changes in intangible assets, property, plant and equipment and deferred taxes.

Inventories—The acquired inventory of \$300 million comprises \$180 million of finished goods, \$8 million of work-in-process and \$112 million of raw materials and supplies. Fair value of finished goods was based on the estimated selling price of finished goods on hand less costs to sell, including disposal and holding period costs, and a reasonable profit margin on the selling and disposal effort for each specific category of finished goods being evaluated. Fair value of work in process was based

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

on the estimated selling price once completed less total costs to complete the manufacturing process, costs to sell including disposal and holding period costs, a reasonable profit margin on the remaining manufacturing, selling, and disposal effort. Raw materials were valued based on current replacement cost.

Other Current Assets and Current Liabilities—Due to the short maturity of these assets and liabilities, their fair values closely approximate their carrying values; therefore, their fair values are deemed to be their respective carrying values.

The gross contractual amount of the receivables presented in the table above is \$415 million.

Property, Plant and Equipment—The fair value of the components of property, plant and equipment acquired are represented in the table below:

Millions of dollars	
Land	\$ 56
Major manufacturing equipment	211
Buildings	141
Light equipment and instrumentation	13
Office furniture	9
Information system equipment	2
Construction in progress	16
Total	<u>\$ 448</u>

Fair value for the acquired property, plant and equipment was determined using two valuation methods: the market approach and the replacement cost approach. The market approach represents a sales comparison that measures the value of an asset through an analysis of sales and offerings of comparable assets. The replacement cost approach measures the value of an asset by estimating the cost to acquire or construct comparable assets adjusted for the age and condition of the asset.

Goodwill—Goodwill represents the excess of consideration over the net fair value of the acquired assets and liabilities, redeemable non-controlling interest and non-controlling interest assumed. The acquisition resulted in \$1,271 million of goodwill, most of which will not be deductible for tax purposes. The goodwill recognized in this transaction largely consists of the acquired workforce and expected synergies resulting from the acquisition. Cost synergies will be achieved through a combination of workforce consolidations, savings from procurement synergies, optimizing warehouse and logistic footprints, implementing systems and processes best practices and leveraging existing research and development knowledge management systems. All of the goodwill was assigned to our APS segment. As a result of the reorganization of our operating segments, an additional \$41 million of goodwill attributed to the polypropylene compounds, *Catalloy* and polybutene-1 businesses previously reported in our O&P–EAI segment was assigned to our APS segment at the acquisition date.

Intangible Assets—The fair value, weighted average useful life and useful life of each class of intangible asset acquired are presented in the following table:

Millions of dollars	Fair Value	Weighted Average Life (Years)	Useful Life (Years)
Customer relationships	\$ 300	15	15
Trade name and trademarks	104	5	5
Know-how	84	8	5-8
Various contracts	17	1	1-2
Total	<u>\$ 505</u>		

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Know-how in the table above represents formulations, know-how and trade secrets associated with manufacturing processes. The fair values of know-how and trade name and trademarks were determined using the relief from royalty method. The excess earnings method was used to determine the fair value of customer relationships. These methods are all variations of the income approach.

The total weighted-average life of the acquired intangible assets that are subject to amortization is 11 years.

Other Assets and Other Liabilities—Other assets include deferred tax assets and pension assets while other liabilities are primarily related to pension and other postretirement benefit plans.

Long-Term Debt—In August 2018, we notified bondholders that we would call the assumed \$375 million 6.875% Senior Notes due June 2023 at a price of 105.156% of par. In conjunction with the repayment of the debt in September 2018, we paid a make-whole premium of \$19 million. These notes were recognized at redemption value which approximates fair value at the acquisition date.

Redeemable Non-controlling Interests—Our redeemable non-controlling interests relate to 124,347 shares of cumulative perpetual special stock issued by our consolidated subsidiary, A. Schulman, Inc. acquired in the acquisition. Holders of A. Schulman Special Stock are entitled to receive cumulative dividends at the rate of 6% per share on the liquidation preference of \$1,000 per share. These shares may be redeemed at any time at the discretion of the holders. In 2018, 8,973 shares of A. Schulman Special Stock were redeemed for approximately \$9 million. As of December 31, 2018, 115,374 shares of A. Schulman Special Stock were outstanding.

At the acquisition date, the fair value was estimated using the Black Derman Toy binomial lattice technique, which models the decision to redeem or hold by considering the maximum of the redemption value and the hold value throughout the term of the instrument and chooses the action that maximizes the return to the holder. This model requires assumptions on credit spread, yield volatility and risk-free rates.

Acquisition Costs—We incurred approximately \$30 million of acquisition-related transaction costs in connection with the acquisition of A. Schulman during the year ended December 31, 2018. These costs comprising banker, legal and consulting fees were classified in our Consolidated Statements of Income for the year ended December 31, 2018, as selling, general and administrative expenses.

Pro forma Information—Our Consolidated Financial Statements include the operating results of A. Schulman from August 21, 2018 to December 31, 2018, including revenues of \$846 million and loss from continuing operations before income taxes of \$6 million. Pro forma results of operations for this acquisition have not been presented because the effects of the acquisition were not material to our pre-acquisition financial results.

Dispositions

In October 2018, we received net cash proceeds of \$37 million, upon the sale of our carbon black subsidiary in France. The net cash proceeds are reflected in Cash flows from investing activities in the Consolidated Statements of Cash Flows. In connection with the sale, we recognized a pre-tax gain of \$36 million, which is reflected in Other Income, net in the Consolidated Income Statements.

Upon the sale of our wholly owned subsidiary, Petroken Petroquímica Ensenada S.A. in February 2016, we received net proceeds of \$137 million, which is reflected in Cash flows from investing activities in the Consolidated Statement of Cash Flows. In connection with the sale, we recognized a pre-tax gain of \$78 million, which is reflected in Other Income, net in the Consolidated Income Statements.

4. Revenues

We adopted ASC 606, *Revenue from Contracts with Customers* on January 1, 2018. For further information related to the adoption of the new standard, see Note 2 to the Consolidated Financial Statements.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Contract Balances—Our contract liabilities were \$138 million as of December 31, 2018. Revenue recognized in the reporting period included in the contract liability balance at the beginning of the period was immaterial.

Disaggregation of Revenues—We participate globally across the petrochemical value chain and are an industry leader in many of our product lines. Our chemical businesses consist primarily of large processing plants that convert large volumes of liquid and gaseous hydrocarbon feedstocks into plastic resins and other chemicals. Our chemical products tend to be basic building blocks for other chemicals and plastics, while our plastic products are typically used in large volume applications as well as smaller specialty applications. Our refining business consists of our Houston refinery, which processes crude oil into refined products such as gasoline, diesel and jet fuel.

Revenues disaggregated by key products are summarized below:

Millions of dollars	Year Ended December 31,		
	2018	2017	2016
Sales and other operating revenues:			
Olefins & co-products	\$ 3,679	\$ 4,304	\$ 3,215
Polyethylene	7,439	7,368	6,903
Polypropylene	5,703	5,005	4,414
PO & derivatives	2,530	2,204	1,852
Oxyfuels and related products	3,399	3,022	2,676
Intermediate chemicals	3,416	3,051	2,483
Compounding and solutions	3,091	2,139	1,910
Advanced polymers	930	783	692
Refined products	8,221	6,165	4,559
Other	596	443	479
Total	\$ 39,004	\$ 34,484	\$ 29,183

Compounding and solutions revenues include the product portfolio from the A. Schulman acquisition and legacy polypropylene compounds. Polybutene-1 and *Catalloy* revenues are now reflected in our new advanced polymers revenue stream. To reflect this change, polypropylene compounds and *Catalloy* have been recast from the polypropylene product line to the compounding and solutions and advanced polymers respectively for the periods presented. Additionally, polybutene-1 has been moved from other revenues to advanced polymers.

The following table presents our revenues disaggregated by geography, based upon the location of the customer:

Millions of dollars	Year Ended December 31,		
	2018	2017	2016
Sales and other operating revenues:			
United States	\$ 18,671	\$ 16,618	\$ 13,962
Germany	2,949	2,746	2,474
Mexico	2,308	1,504	1,026
Italy	1,582	1,352	1,203
France	1,460	1,306	1,055
Japan	1,257	1,185	934
China	1,137	1,024	939
The Netherlands	1,050	1,069	727
Other	8,590	7,680	6,863
Total	\$ 39,004	\$ 34,484	\$ 29,183

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Transaction Price Allocated to the Remaining Performance Obligations—We have elected to exclude contracts which have an initial term of one year or less from this disclosure. Our contracts with customers are commodity supply arrangements that settle based on market prices at future delivery dates; therefore, transaction prices are entirely variable. Transaction prices are known at the time revenue is recognized since they are generally determined by the commodity price index at a specific date, at month-end or at the month average once products are shipped to our customers. Future estimates of transaction prices for disclosure purposes are substantially constrained as they are highly susceptible to factors outside our influence, including volatility in commodity markets, industry production capacities and operating rates, planned and unplanned industry operating interruptions, foreign exchange rates and worldwide geopolitical trends.

5. Related Party Transactions

We have related party transactions with our joint venture partners, which are classified as equity investees (see Notes 9 and 10 to the Consolidated Financial Statements). These related party transactions include the sales and purchases of goods in the normal course of business as well as certain financing arrangements. In addition, under contractual arrangements with certain of our equity investees, we receive certain services, utilities and materials at some of our manufacturing sites and we provide certain services to our equity investees.

We have guaranteed \$34 million of the indebtedness of two of our joint ventures as of December 31, 2018.

Related party transactions are summarized as follows:

<u>Millions of dollars</u>	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
The Company billed related parties for:			
Sales of products—			
Joint venture partners	\$ 878	\$ 779	\$ 729
Shared service agreements—			
Joint venture partners	9	16	18
Related parties billed the Company for:			
Sales of products—			
Joint venture partners	\$ 2,999	\$ 2,759	\$ 2,402
Shared service agreements—			
Joint venture partners	70	75	71

6. Accounts Receivable

We sell our products primarily to other industrial concerns in the petrochemicals and refining industries. We perform ongoing credit evaluations of our customers' financial conditions and, in certain circumstances, require letters of credit or corporate guarantees from them. Our allowance for doubtful accounts receivable, which is reflected in the Consolidated Balance Sheets as a reduction of accounts receivable, was \$16 million and \$17 million at December 31, 2018 and 2017, respectively. We recorded provisions for doubtful accounts receivable, which are reflected in the Consolidated Statements of Income, of less than \$1 million in 2018, 2017 and 2016.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

7. Inventories

Inventories consisted of the following components at December 31:

<u>Millions of dollars</u>	<u>2018</u>	<u>2017</u>
Finished goods	\$ 3,066	\$ 2,932
Work-in-process	138	142
Raw materials and supplies	1,311	1,143
Total inventories	<u>\$ 4,515</u>	<u>\$ 4,217</u>

At December 31, 2018 and 2017, approximately 85% and 86%, respectively, of our inventories were valued using the last in, first out (“LIFO”) method and the remaining inventories, consisting primarily of materials and supplies, were valued at the moving average cost method. At December 31, 2018 and 2017, our LIFO cost exceeded current replacement cost under the first-in first-out method. The excess of our inventories at estimated net realizable value over LIFO cost after lower of cost or market charges was approximately \$798 million and \$1,194 million at December 31, 2018 and 2017, respectively.

8. Property, Plant and Equipment, Goodwill and Intangible Assets

Property, Plant and Equipment—The components of property, plant and equipment, at cost, and the related accumulated depreciation are as follows at December 31:

<u>Millions of dollars</u>	<u>Estimated Useful Lives (in Years)</u>	<u>2018</u>	<u>2017</u>
Land		\$ 364	\$ 313
Major manufacturing equipment	25	10,684	10,029
Buildings	30	924	826
Light equipment and instrumentation	5 - 20	2,639	2,141
Office furniture	15	25	16
Major turnarounds	4 - 7	1,750	1,765
Information system equipment	3 - 5	60	59
Construction in progress		2,255	1,421
Total property, plant and equipment		<u>18,701</u>	<u>16,570</u>
Less accumulated depreciation		<u>(6,224)</u>	<u>(5,573)</u>
Property, plant and equipment, net		<u>\$ 12,477</u>	<u>\$ 10,997</u>

Capitalized Interest—We capitalize interest costs incurred on funds used to construct property, plant and equipment. In 2018, 2017 and 2016, we capitalized interest of \$45 million, \$20 million and \$33 million, respectively.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Intangible Assets—The components of identifiable intangible assets, at cost, and the related accumulated amortization are as follows at December 31:

<u>Millions of dollars</u>	2018			2017		
	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Emission allowances	\$ 807	\$ (531)	\$ 276	\$ 786	\$ (468)	\$ 318
Various contracts	508	(329)	179	552	(356)	196
Customer relationships	300	(8)	292	—	—	—
In-process research and development costs	111	(75)	36	117	(70)	47
Trade name and trademarks	104	(7)	97	—	—	—
Know-how	84	(4)	80	—	—	—
Software costs	64	(59)	5	73	(66)	7
Total intangible assets	\$ 1,978	\$ (1,013)	\$ 965	\$ 1,528	\$ (960)	\$ 568

Amortization of these identifiable intangible assets for the next five years is expected to be \$163 million in 2019, \$141 million in 2020, \$87 million in 2021, \$82 million in 2022 and \$70 million in 2023.

Depreciation and Amortization Expense—Depreciation and amortization expense is summarized as follows:

<u>Millions of dollars</u>	Year Ended December 31,		
	2018	2017	2016
Property, plant and equipment	\$ 1,075	\$ 1,023	\$ 920
Investment in PO joint ventures	41	41	40
Emission allowances	63	67	62
Various contracts	31	27	27
Customer relationships	8	—	—
In-process research and development costs	7	9	8
Trade name and trademarks	7	—	—
Know-how	4	—	—
Software costs	5	7	7
Total depreciation and amortization	\$ 1,241	\$ 1,174	\$ 1,064

Asset Retirement Obligations—In certain cases, we are contractually obligated to decommission our plants upon site exit. In such cases, we have accrued the net present value of the estimated costs. The majority of our asset retirement obligations are related to facilities in Europe. The changes in our asset retirement obligations are as follows:

<u>Millions of dollars</u>	Year Ended December 31,	
	2018	2017
Beginning balance	\$ 58	\$ 77
Payments	(2)	(3)
Changes in estimates	2	(26)
Accretion expense	2	2
Effects of exchange rate changes	(2)	8
Ending balance	\$ 58	\$ 58

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Although, we may have asset retirement obligations associated with some of our other facilities, the present value of those obligations is not material in the context of an indefinite expected life of the facilities. We continually review the optimal future alternatives for our facilities. Any decision to retire one or more facilities may result in an increase in the present value of such obligations.

In May 2016, we received a notice pertaining to the final closure of our Berre refinery from the Prefect of Bouches du Rhone. This notice outlines the requirements to dismantle the refinery facilities. At this time, the estimated cost and associated cash flows to fulfill these requirements are not deemed to be material. We began reporting the Berre refinery as a discontinued operation in the second quarter of 2012. The impact of this discontinued operation is immaterial to our consolidated results.

Goodwill—The changes in the carrying amount of goodwill in each of the Company’s reportable segments for the years ended December 31, 2018 and 2017 were as follows:

Millions of dollars	O&P – Americas	O&P – EAI	I&D	APS	Technology	Total
December 31, 2016	\$ 162	\$ 98	\$ 219	\$ 41	\$ 8	\$ 528
Foreign currency translation adjustments	—	23	18	—	1	42
December 31, 2017	\$ 162	\$ 121	\$ 237	\$ 41	\$ 9	\$ 570
Acquisition of A. Schulman	—	—	—	1,259	—	1,259
Measurement period adjustments	—	—	—	12	—	12
Foreign currency translation adjustments	—	(7)	(8)	(12)	—	(27)
December 31, 2018	\$ 162	\$ 114	\$ 229	\$ 1,300	\$ 9	\$ 1,814

For additional information related to goodwill, see Note 3 to the Consolidated Financial Statements.

9. Investment in PO Joint Ventures

We, together with Covestro PO LLC, a subsidiary of Covestro AG (collectively “Covestro”), share ownership in a U.S. propylene oxide (“PO”) manufacturing joint venture (the “U.S. PO joint venture”). The U.S. PO joint venture owns a PO/styrene monomer (“SM” or “styrene”) and a PO tertiary butyl alcohol (“TBA”) manufacturing facility. Covestro’s ownership interest represents an undivided interest in certain U.S. PO joint venture assets with correlative PO capacity reservation that resulted in ownership of annual in-kind cost-based PO production of approximately 1.5 billion pounds in 2018 and 2017. We take in-kind the remaining cost-based PO and co-product production.

In addition, we and Covestro each have a 50% interest in a separate manufacturing joint venture (the “European PO joint venture”), which owns a PO/SM plant at Maasvlakte near Rotterdam, The Netherlands. In substance, each partner’s ownership interest represents an undivided interest in all of the European PO joint venture assets with correlative capacity reservation that resulted in ownership of annual in-kind cost-based PO and SM production.

We and Covestro do not share marketing or product sales under the U.S. PO joint venture. We operate the U.S. PO joint venture’s and the European PO joint venture’s (collectively the “PO joint ventures”) plants and arrange and coordinate the logistics of product delivery. The partners share in the cost of production and logistics is based on their product offtake.

We account for both the U.S. PO joint venture and the European PO joint venture using the equity method. We report the cost of our product offtake as inventory and equity loss as cost of sales in our Consolidated Financial Statements. Related production cash flows are reported in the operating cash flow section of the Consolidated Statements of Cash Flows.

Our equity investment in the PO joint ventures represents our share of the manufacturing plants and is decreased by recognition of our share of equity loss, which is equal to the depreciation and amortization of the assets of the PO joint ventures. Other changes in the investment balance are principally due to our additional capital contributions to the PO joint ventures to fund

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

capital expenditures. Such contributions are reported in the investing cash flow section of the Consolidated Statements of Cash Flows.

Our product offtake of PO and its co-products was 5,783 million pounds in 2018, 6,189 million pounds in 2017 and 6,024 million pounds in 2016.

Changes in our investments in the U.S. and European PO joint ventures for 2018 and 2017 are summarized below:

<u>Millions of dollars</u>	<u>U.S. PO Joint Venture</u>	<u>European PO Joint Venture</u>	<u>Total PO Joint Ventures</u>
Investments in PO joint ventures—January 1, 2018	\$ 310	\$ 110	\$ 420
Cash contributions	85	10	95
Depreciation and amortization	(32)	(9)	(41)
Effect of exchange rate changes	—	(5)	(5)
Investments in PO joint ventures—December 31, 2018	<u>\$ 363</u>	<u>\$ 106</u>	<u>\$ 469</u>
Investments in PO joint ventures—January 1, 2017	\$ 316	\$ 99	\$ 415
Cash contributions	26	6	32
Depreciation and amortization	(32)	(9)	(41)
Effect of exchange rate changes	—	14	14
Investments in PO joint ventures—December 31, 2017	<u>\$ 310</u>	<u>\$ 110</u>	<u>\$ 420</u>

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

10. Equity Investments

Our PO joint ventures, which are also accounted for using the equity method of accounting, are discussed in Note 9 to the accompanying Consolidated Financial Statements and are, therefore, not included in the following discussion.

Our remaining principal direct and indirect equity investments are as follows at December 31:

Percent of Ownership	2018	2017
Basell Orlen Polyolefins Sp. Z.o.o.	50.00%	50.00%
PolyPacific Pty. Ltd.	50.00%	50.00%
Saudi Polyolefins Company	25.00%	25.00%
Saudi Ethylene & Polyethylene Company Ltd.	25.00%	25.00%
Al-Waha Petrochemicals Ltd.	25.00%	25.00%
Polymirae Co. Ltd.	50.00%	50.00%
HMC Polymers Company Ltd.	28.56%	28.56%
Indelpro S.A. de C.V.	49.00%	49.00%
Ningbo ZRCC Lyondell Chemical Co. Ltd.	26.65%	26.65%
Ningbo ZRCC Lyondell Chemical Marketing Co.	50.00%	50.00%
NOC Asia Ltd.	40.00%	40.00%

The changes in our equity investments are as follows:

Millions of dollars	Year Ended December 31,	
	2018	2017
Beginning balance	\$ 1,635	\$ 1,575
Income from equity investments	289	321
Distribution of earnings, net of tax	(307)	(309)
Business combination	16	—
Sale of equity investments	—	(35)
Unrealized gain on available-for-sale securities	—	19
Currency exchange effects	(28)	68
Other	6	(4)
Ending balance	\$ 1,611	\$ 1,635

In September 2017, we sold our 27% interest in our Geosel joint venture and received proceeds of \$155 million.

Summarized balance sheet information of the Company's investments accounted for under the equity method are as follows at December 31:

Millions of dollars	Year Ended December 31,	
	2018	2017
Current assets	\$ 2,824	\$ 2,844
Noncurrent assets	4,625	4,541
Total assets	7,449	7,385
Current liabilities	1,485	1,607
Noncurrent liabilities	1,592	1,418
Net assets	\$ 4,372	\$ 4,360

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Summarized income statement information of the Company's investments accounted for under the equity method are set forth below:

<u>Millions of dollars</u>	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Revenues	\$ 7,449	\$ 6,632	\$ 6,608
Cost of sales	(5,899)	(5,119)	(4,933)
Gross profit	1,550	1,513	1,675
Net operating expenses	(310)	(223)	(229)
Operating income	1,240	1,290	1,446
Interest income	6	7	8
Interest expense	(70)	(74)	(79)
Foreign currency translation	1	11	(13)
Other income, net	25	11	23
Income before income taxes	1,202	1,245	1,385
Provision for income taxes	(260)	(153)	(303)
Net income	\$ 942	\$ 1,092	\$ 1,082

The difference between our carrying value and the underlying equity in the net assets of our equity investments are assigned to the investment's assets and liabilities based on an analysis of the factors giving rise to the basis difference. The amortization of the basis difference is included in Income from equity investments in the Consolidated Statements of Income.

11. Prepaid Expenses, Other Current Assets and Other Assets

The components of Prepaid expenses and Other current assets were as follows at December 31:

<u>Millions of dollars</u>	<u>2018</u>	<u>2017</u>
Loans receivable	\$ 544	\$ 570
Renewable identification numbers	65	117
Advances to suppliers	57	35
Income tax receivable	169	29
VAT receivables	218	184
Prepaid insurance	25	25
Financial derivatives	80	66
Other	97	121
Total prepaid expenses and other current assets	\$ 1,255	\$ 1,147

The renewable identification numbers reflected above represent a U.S. government established credit used to show compliance in meeting the Environmental Protection Agency's Renewable Fuel Standard.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The components of Other assets were as follows at December 31:

<u>Millions of dollars</u>	<u>2018</u>	<u>2017</u>
Deferred tax assets	\$ 31	\$ 90
Debt issuance costs	12	15
Company-owned life insurance	62	56
Derivative contracts	118	26
Pension assets	39	33
Other	91	41
Total other assets	<u>\$ 353</u>	<u>\$ 261</u>

12. Accrued Liabilities

Accrued liabilities consisted of the following components at December 31:

<u>Millions of dollars</u>	<u>2018</u>	<u>2017</u>
Payroll and benefits	\$ 534	\$ 442
Renewable identification numbers	72	130
Product sales rebates	163	166
Taxes other than income taxes	186	199
Income taxes	16	386
Interest	154	151
Deferred revenues	128	61
Other	283	277
Total accrued liabilities	<u>\$ 1,536</u>	<u>\$ 1,812</u>

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

13. Debt

Long-term loans, notes and other long-term debt net of unamortized discount and debt issuance cost consisted of the following as of December 31:

<u>Millions of dollars</u>	<u>2018</u>	<u>2017</u>
Senior Notes due 2019, \$1,000 million, 5.0% (\$1 million of debt issuance cost)	\$ 988	\$ 961
Senior Notes due 2021, \$1,000 million, 6.0% (\$5 million of debt issuance cost)	975	981
Senior Notes due 2024, \$1,000 million, 5.75% (\$7 million of debt issuance cost)	993	992
Senior Notes due 2055, \$1,000 million, 4.625% (\$16 million of discount; \$11 million of debt issuance cost)	973	973
Guaranteed Notes due 2022, €750 million, 1.875% (\$2 million of discount; \$2 million of debt issuance cost)	855	894
Guaranteed Notes due 2023, \$750 million, 4.0% (\$5 million of discount; \$3 million of debt issuance cost)	742	740
Guaranteed Notes due 2027, \$1,000 million, 3.5% (\$8 million of discount; \$7 million of debt issuance cost)	964	984
Guaranteed Notes due 2027, \$300 million, 8.1%	300	300
Guaranteed Notes due 2043, \$750 million, 5.25% (\$21 million of discount; \$7 million of debt issuance cost)	722	722
Guaranteed Notes due 2044, \$1,000 million, 4.875% (\$11 million of discount; \$9 million of debt issuance cost)	980	979
Other	10	25
Total	8,502	8,551
Less current maturities	(5)	(2)
Long-term debt	<u>\$ 8,497</u>	<u>\$ 8,549</u>

Fair value hedging adjustments associated with the fair value hedge accounting of our fixed-for-floating interest rate swaps for the applicable periods are as follows:

<u>Millions of dollars</u>	<u>Inception Year</u>	<u>Gains (Losses)</u>		<u>Cumulative Fair Value Hedging Adjustments Included in Carrying Amount of Debt</u>	
		<u>Year Ended December 31,</u>		<u>Year Ended December 31,</u>	
		<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Senior Notes due 2019, 5.0%	2014	\$ (25)	\$ (48)	\$ 11	\$ 36
Senior Notes due 2021, 6.0%	2016	8	9	20	12
Guaranteed Notes due 2027, 3.5%	2017	22	(1)	21	(1)
Guaranteed Notes due 2022, 1.875%	2018	(1)	—	(1)	—
Total		<u>\$ 4</u>	<u>\$ (40)</u>	<u>\$ 51</u>	<u>\$ 47</u>

The cumulative fair value hedging adjustments remaining at December 31, 2018 and 2017 associated with our Senior Notes due 2019 included \$7 million and \$31 million, respectively, for hedges that have been discontinued. The \$48 million loss in the year ended December 31, 2017 included a \$44 million charge for the write-off of the cumulative fair value hedging adjustment related to our 5% Senior Notes due 2019 described below. These fair value adjustments are recognized in Interest expense in the Consolidated Statements of Income.

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Short-term loans, notes and other short-term debt consisted of the following as of December 31:

<u>Millions of dollars</u>	<u>2018</u>	<u>2017</u>
\$2,500 million Senior Revolving Credit Facility	\$ —	\$ —
\$900 million U.S. Receivables Facility	—	—
Commercial paper	809	—
Precious metal financings	71	64
Other	5	4
Total short-term debt	<u>\$ 885</u>	<u>\$ 68</u>

After giving consideration to the refinancing in February 2019 of our 5% Senior Notes due 2019 with our new Senior Credit Agreement discussed below, the aggregate maturities of debt during the next five years are \$891 million in 2019, \$1,001 million in 2020, \$1,001 million in 2021, \$859 million in 2022, \$751 million in 2023 and \$5,051 million thereafter.

Long-Term Debt

Guaranteed Notes due 2027—In March 2017, LYB International Finance II B.V. (“LYB Finance II”), a direct, 100% owned finance subsidiary of LyondellBasell Industries N.V., as defined in Rule 3-10(b) of Regulation S-X, issued \$1,000 million of 3.5% guaranteed notes due 2027 at a discounted price of 98.968%. In March 2017, the net proceeds from these notes, together with available cash, were used to redeem \$1,000 million aggregate principal amount of our outstanding 5% senior notes due 2019.

These unsecured notes, which are fully and unconditionally guaranteed by LyondellBasell Industries N.V., rank equally in right of payment to all of LYB Finance II’s existing and future unsecured indebtedness and to all of LyondellBasell N.V.’s existing and future unsubordinated indebtedness. There are no significant restrictions that would impede LyondellBasell N.V., as guarantor, from obtaining funds by dividend or loan from its subsidiaries.

The indenture governing these notes contains limited covenants, including those restricting our ability and the ability of our subsidiaries to incur indebtedness secured by significant property or by capital stock of subsidiaries that own significant property, enter into certain sale and lease-back transactions with respect to any significant property or enter into consolidations, mergers or sales of all or substantially all of our assets.

The notes may be redeemed before the date that is three months prior to the scheduled maturity date at a redemption price equal to the greater of 100% of the principal amount of the notes redeemed and the sum of the present values of the remaining scheduled payments of principal and interest (discounted at the applicable Treasury Yield plus 20 basis points) on the notes to be redeemed. The notes may also be redeemed on or after the date that is three months prior to the scheduled maturity date of the notes at a redemption price equal to 100% of the principal amount of the notes redeemed plus accrued and unpaid interest.

Senior Notes due 2019, 2021 and 2024—In February 2019, proceeds from the new Senior Credit Agreement discussed below were used to redeem the remaining \$1,000 million outstanding of our 5% Senior Notes due 2019 at par. In conjunction with the redemption of these notes, we recognized non-cash charges of less than \$1 million of unamortized debt issuance costs and \$8 million for the write-off of the cumulative fair value hedge accounting adjustment related to the redeemed notes.

In March 2017, we redeemed \$1,000 million aggregate principal amount of our outstanding 5% senior notes due 2019, and paid \$65 million in make-whole premiums. In conjunction with the redemption of these notes, we recognized non-cash charges of \$4 million for the write-off of unamortized debt issuance costs and \$44 million for the write-off of the cumulative fair value hedge accounting adjustment related to the redeemed notes.

We have outstanding \$1,000 million aggregate principal amount of 5.75% senior notes due 2024, and \$1,000 million of 6% senior notes due 2021.

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The indentures governing the 5%, 5.75% and 6% Senior Notes contain limited covenants, including those restricting our ability and the ability of our subsidiaries to incur indebtedness secured by any property or assets, enter into certain sale and lease-back transactions with respect to any assets or enter into consolidations, mergers or sales of all or substantially all of our assets.

These notes may be redeemed and repaid, in whole or in part, at any time and from time to time prior to the date that is 90 days prior to the scheduled maturity date of the notes at a redemption price equal to 100% of the principal amount of the notes redeemed plus a premium for each note redeemed equal to the greater of 1.00% of the then outstanding principal amount of the note and the excess of: (a) the present value at such redemption date of (i) the principal amount of the note at maturity plus (ii) all required interest payments due on the note through maturity (excluding accrued but unpaid interest), computed using a discount rate equal to the Treasury Rate as of such redemption date plus 50 basis points; over (b) the outstanding principal amount of the note. These notes may also be redeemed, in whole or in part, at any time on or after the date which is 90 days prior to the final maturity date of the notes, at a redemption price equal to 100% of the principal amount of the notes redeemed plus accrued and unpaid interest.

Guaranteed Notes due 2022—In March 2016, LYB Finance II issued €750 million of 1.875% guaranteed notes due 2022 at a discounted price of 99.607%.

These unsecured notes, which are fully and unconditionally guaranteed by LyondellBasell Industries N.V., rank equally in right of payment to all of LYB Finance II's existing and future unsecured indebtedness and to all of LyondellBasell N.V.'s existing and future unsubordinated indebtedness. There are no significant restrictions that would impede LyondellBasell N.V., as guarantor, from obtaining funds by dividend or loan from its subsidiaries.

The indenture governing these notes contains limited covenants, including those restricting our ability and the ability of our subsidiaries to incur indebtedness secured by significant property or by capital stock of subsidiaries that own significant property, enter into certain sale and lease-back transactions with respect to any significant property or enter into consolidations, mergers or sales of all or substantially all of our assets.

The notes may be redeemed before the date that is three months prior to the scheduled maturity date at a redemption price equal to the greater of 100% of the principal amount of the notes redeemed and the sum of the present values of the remaining scheduled payments of principal and interest (discounted at the applicable Comparable Government Bond Rate plus 35 basis points) on the notes to be redeemed. The notes may also be redeemed on or after the date that is three months prior to the scheduled maturity date of the notes at a redemption price equal to 100% of the principal amount of the notes redeemed plus accrued and unpaid interest. The notes are also redeemable upon certain tax events.

Senior Notes due 2055—In March 2015, we issued \$1,000 million of 4.625% Notes due 2055 at a discounted price of 98.353%. These unsecured notes rank equally in right of payment to all of LyondellBasell N.V.'s existing and future unsubordinated indebtedness.

The indenture governing these notes contains limited covenants, including those restricting our ability and the ability of our subsidiaries to incur indebtedness secured by significant property or by capital stock of subsidiaries that own significant property, enter into certain sale and lease-back transactions with respect to any significant property or enter into consolidations, mergers or sales of all or substantially all of our assets.

The notes may be redeemed before the date that is six months prior to the scheduled maturity date at a redemption price equal to the greater of 100% of the principal amount of the notes redeemed and the sum of the present values of the remaining scheduled payments of principal and interest (discounted at the applicable Treasury Yield plus 35 basis points) on the notes to be redeemed. The notes may also be redeemed on or after the date that is six months prior to the final maturity date of the notes at a redemption price equal to 100% of the principal amount of the notes redeemed plus accrued and unpaid interest.

Guaranteed Notes due 2044—In February 2014, LYB International Finance B.V. ("LYB Finance"), a direct, 100% owned finance subsidiary of LyondellBasell Industries N.V., as defined in Rule 3-10(b) of Regulation S-X, issued \$1,000 million of 4.875% guaranteed notes due 2044 at a discounted price of 98.831%.

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These unsecured notes, which are fully and unconditionally guaranteed by LyondellBasell Industries N.V., rank equally in right of payment to all of LYB Finance's existing and future unsecured indebtedness and to all of LyondellBasell's existing and future unsubordinated indebtedness. There are no significant restrictions that would impede the Guarantor from obtaining funds by dividend or loan from its subsidiaries. Subsidiaries are generally prohibited from entering into arrangements that would limit their ability to make dividends to or enter into loans with the Guarantor.

The indenture governing these notes contains limited covenants, including those restricting our ability and the ability of our subsidiaries to incur indebtedness secured by significant property or by capital stock of subsidiaries that own significant property, enter into certain sale and lease-back transactions with respect to any significant property or enter into consolidations, mergers or sales of all or substantially all of our assets.

The notes may be redeemed before the date that is six months prior to the scheduled maturity date at a redemption price equal to the greater of 100% of the principal amount of the notes redeemed and the sum of the present values of the remaining scheduled payments of principal and interest (discounted at the applicable Treasury Yield plus 20 basis points) on the notes to be redeemed. The notes may also be redeemed on or after the date that is six months prior to the final maturity date of the notes at a redemption price equal to 100% of the principal amount of the notes redeemed plus accrued and unpaid interest.

Guaranteed Notes due 2023 and 2043—In July 2013, LYB Finance issued \$750 million of 4% guaranteed notes due 2023 and \$750 million of 5.25% Notes due 2043 at discounted prices of 98.678% and 97.004%, respectively.

These unsecured notes, which are fully and unconditionally guaranteed by LyondellBasell Industries N.V., rank equally in right of payment to all of LYB Finance's existing and future unsecured indebtedness and to all of LyondellBasell's existing and future unsubordinated indebtedness. There are no significant restrictions that would impede the Guarantor from obtaining funds by dividend or loan from its subsidiaries. Subsidiaries are generally prohibited from entering into arrangements that would limit their ability to make dividends to or enter into loans with the Guarantor.

The indenture governing these notes contains limited covenants, including those restricting our ability and the ability of our subsidiaries to incur indebtedness secured by significant property or by capital stock of subsidiaries that own significant property, enter into certain sale and lease-back transactions with respect to any significant property or enter into consolidations, mergers or sales of all or substantially all of our assets.

The notes may be redeemed and repaid, in whole or in part, at any time and from time to time prior to maturity at a redemption price equal to the greater of 100% of the principal amount of the notes redeemed, and the sum of the present values of the remaining scheduled payments of principal and interest on the notes to be redeemed. Such interest will be discounted to the date of redemption on a semi-annual basis at the applicable Treasury Yield plus 25 basis points in the case of the 4% Notes due 2023 and plus 30 basis points in the case of the 5.25% Notes due 2043.

Guaranteed Notes due 2027—We have outstanding \$300 million aggregate principal amount of 8.1% Guaranteed Notes due 2027. These notes, which are guaranteed by LyondellBasell Industries Holdings B.V., a subsidiary of LyondellBasell N.V., contain certain restrictions with respect to the level of maximum debt that can be incurred and security that can be granted by certain operating companies that are direct or indirect wholly owned subsidiaries of LyondellBasell Industries Holdings B.V.

The 2027 Notes contain customary provisions for default, including, among others, the non-payment of principal and interest, certain failures to perform or observe obligations under the Agreement on the notes, the occurrence of certain defaults under other indebtedness, failure to pay certain indebtedness and the insolvency or bankruptcy of certain LyondellBasell N.V. subsidiaries.

Short-Term Debt

Senior Credit Agreement—In February 2019, LYB Americas Finance Company LLC ("LYB Americas Finance"), a wholly owned subsidiary of LyondellBasell Industries N.V., entered into a 364-day, \$2,000 million senior unsecured term loan credit agreement and borrowed the entire amount. The proceeds of this term loan, which is fully and unconditionally guaranteed by LyondellBasell Industries N.V. are intended for general corporate purposes, including the repayment of debt.

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Borrowings under the credit agreement will bear interest at either a LIBOR rate or a base rate, as defined, plus in each case, an applicable margin determined by reference to LyondellBasell Industries N.V.'s current credit ratings.

The credit agreement contains customary covenants and warranties, including specified restrictions on indebtedness, including secured and subsidiary indebtedness, and merger and sales of assets. In addition, we are required to maintain a leverage ratio at the end of every fiscal quarter of 3.50 to 1.00 or less.

Senior Revolving Credit Facility—In June 2017, the term of our \$2,500 million revolving credit facility was extended for one year to June 2022 pursuant to a consent agreement. All other material terms of the revolving credit facility remained unchanged.

The revolving credit facility may be used for dollar and euro denominated borrowings, has a \$500 million sublimit for dollar and euro denominated letters of credit, a \$1,000 million uncommitted accordion feature, and supports our commercial paper program. The aggregate balance of outstanding borrowings and letters of credit under the facility may not exceed \$2,500 million at any given time. Borrowings under the facility bear interest at a Base Rate or LIBOR, plus an applicable margin. Additional fees are incurred for the average daily unused commitments.

The facility contains customary covenants and warranties, including specified restrictions on indebtedness and liens. In addition, we are required to maintain a leverage ratio at the end of every fiscal quarter of 3.50 to 1.00 or less for the period covering the most recent four quarters. We are in compliance with these covenants as of December 31, 2018.

At December 31, 2018, we had \$809 million of outstanding commercial paper, no outstanding letters of credit and no outstanding borrowings under the facility.

Commercial Paper Program—We have a commercial paper program under which we may issue up to \$2,500 million of privately placed, unsecured, short-term promissory notes ("commercial paper"). The program is backed by our \$2,500 million Senior Revolving Credit Facility. Proceeds from the issuance of commercial paper may be used for general corporate purposes, including dividends and share repurchases. Interest rates on the commercial paper outstanding at December 31, 2018 are based on the terms of the notes and range from 2.65% to 3.12%.

U.S. Receivables Facility—In July 2018, we amended our \$900 million U.S. accounts receivable facility to, among other things, extend the term of the facility to July 2021. The facility has a purchase limit of \$900 million in addition to a \$300 million uncommitted accordion feature. This facility provides liquidity through the sale or contribution of trade receivables by certain of our U.S. subsidiaries to a wholly owned, bankruptcy-remote subsidiary on an ongoing basis and without recourse. The bankruptcy-remote subsidiary may then, at its option and subject to a borrowing base of eligible receivables, sell undivided interests in the pool of trade receivables to financial institutions participating in the facility. In the event of liquidation, the bankruptcy-remote subsidiary's assets will be used to satisfy the claims of its creditors prior to any assets or value in the bankruptcy-remote subsidiary becoming available to us. We are responsible for servicing the receivables. This facility also provides for the issuance of letters of credit up to \$200 million. The term of the facility may be extended in accordance with the provisions of the agreement. The facility is also subject to customary warranties and covenants, including limits and reserves and the maintenance of specified financial ratios. We are required to maintain a leverage ratio at the end of every fiscal quarter of 3.50 to 1.00 or less for the period covering the most recent four quarters. Performance obligations under the facility are guaranteed by our parent company. Additional fees are incurred for the average daily unused commitments.

At December 31, 2018, there were no borrowings or letters of credit outstanding under the facility.

Precious Metal Financings—We enter into lease agreements for precious metals which are used in our production processes. All precious metal borrowings are classified as Short-term debt.

Weighted Average Interest Rate—At December 31, 2018 and 2017, our weighted average interest rates on outstanding short-term debt were 3.1% and 1.8%, respectively.

Debt Discount and Issuance Costs—Amortization of debt discount and debt issuance costs resulted in amortization expense of \$14 million, \$15 million and \$16 million for the years ended December 31, 2018, 2017 and 2016, respectively, which is included in Interest expense in the Consolidated Statements of Income.

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Other Information—LYB International Finance III, LLC is a direct, 100% owned finance subsidiary of LyondellBasell N.V., as defined in Rule 3-10(b) of Regulation S-X. Any debt securities issued by LYB International Finance III, LLC will be fully and unconditionally guaranteed by LyondellBasell N.V.

14. Lease Commitments

We lease office facilities, railcars, vehicles, and other equipment under operating leases. Some leases contain renewal provisions, purchase options and escalation clauses.

The aggregate future estimated payments under these commitments are:

Millions of dollars

2019	\$	365
2020		288
2021		256
2022		236
2023		204
Thereafter		1,126
Total minimum lease payments	\$	<u>2,475</u>

Rental expense for the years ended December 31, 2018, 2017 and 2016 was \$496 million, \$440 million and \$426 million, respectively.

15. Financial Instruments and Fair Value Measurements

Market Risks—We are exposed to market risks, such as changes in commodity pricing, currency exchange rates and interest rates. To manage the volatility related to these exposures, we selectively enter into derivative contracts pursuant to our risk management policies.

Commodity Prices—We are exposed to commodity price volatility related to purchases of various feedstocks and sales of our products. We selectively use over-the-counter commodity swaps, options and exchange traded futures contracts with various terms to manage the volatility related to these risks. In addition, we are exposed to volatility on the prices of precious metals to the extent that we have obligations, classified as embedded derivatives, tied to the price of precious metals associated with secured borrowings.

Foreign Currency Rates—We have significant worldwide operations. The functional currencies of our consolidated subsidiaries through which we operate are primarily the U.S. dollar and the euro. We enter into transactions denominated in currencies other than our designated functional currencies. As a result, we are exposed to foreign currency risk on receivables and payables. We maintain risk management control policies intended to monitor foreign currency risk attributable to our outstanding foreign currency balances. These control policies involve the centralization of foreign currency exposure management, the offsetting of exposures and the estimating of expected impacts of changes in foreign currency rates on our Comprehensive income. We enter into foreign currency forward and swap contracts to reduce the effects of our net currency exchange exposures.

For foreign currency forward and swap contracts that economically hedge recognized foreign currency monetary assets and liabilities, hedge accounting is not applied. Changes in the fair value of such forward and swap contracts, which are reported in the Consolidated Statements of Income, are offset in part by the currency remeasurement results recognized within earnings on the assets and liabilities.

Foreign Currency Gain (Loss)—Other income, net, in the Consolidated Statements of Income reflected foreign currency gains of \$24 million in 2018, and foreign currency losses of \$1 million in 2017, and \$4 million in 2016.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Financial Instruments Measured at Fair Value on a Recurring Basis—The following table summarizes financial instruments outstanding as of December 31, 2018 and 2017 that are measured at fair value on a recurring basis:

Millions of dollars	December 31, 2018		December 31, 2017		Balance Sheet Classification
	Notional Amount	Fair Value	Notional Amount	Fair Value	
Assets—					
Derivatives designated as hedges:					
Commodities	\$ 472	\$ 12	\$ —	\$ —	Prepaid expenses and other current assets
Foreign currency	—	27	—	26	Prepaid expenses and other current assets
Foreign currency	2,000	117	2,000	25	Other assets
Interest rates	600	33	—	20	Prepaid expenses and other current assets
Interest rates	143	1	650	1	Other assets
Derivatives not designated as hedges:					
Commodities	35	5	77	20	Prepaid expenses and other current assets
Foreign currency	599	3	19	—	Prepaid expenses and other current assets
Non-derivatives:					
Available-for-sale debt securities	567	567	960	960	Short-term investments
Equity securities	322	325	350	347	Short-term investments
Total	<u>\$ 4,738</u>	<u>\$ 1,090</u>	<u>\$ 4,056</u>	<u>\$ 1,399</u>	
Liabilities—					
Derivatives designated as hedges:					
Commodities	\$ 4	\$ —	\$ 97	\$ 8	Accrued liabilities
Commodities	—	—	5	—	Other liabilities
Foreign currency	—	17	139	29	Accrued liabilities
Foreign currency	950	75	950	140	Other liabilities
Interest rates	1,400	16	—	5	Accrued liabilities
Interest rates	2,500	45	3,350	58	Other liabilities
Derivatives not designated as hedges:					
Commodities	63	14	108	29	Accrued liabilities
Foreign currency	1,165	7	995	11	Accrued liabilities
Non-derivatives:					
Performance share awards	29	29	23	23	Accrued liabilities
Performance share awards	—	—	27	27	Other liabilities
Total	<u>\$ 6,111</u>	<u>\$ 203</u>	<u>\$ 5,694</u>	<u>\$ 330</u>	

Commodity derivatives designated as hedges are classified as Level 1. As of December 31, 2018, these commodity derivatives had notional and fair value of \$472 million and \$12 million, respectively. Fair value includes the net of a \$60 million derivative asset and a \$48 million derivative liability. Our limited partnership investments equity securities discussed below are measured at fair value using the net asset value per share (or its equivalent) practical expedient and have not been classified in the fair value hierarchy. All other derivatives and available-for-sale securities in the tables above are classified as Level 2.

At December 31, 2018, our outstanding foreign currency and commodity contracts not designated as hedges mature from January 2019 to August 2019 and from January 2019 to February 2019, respectively.

Financial Instruments Not Measured at Fair Value on a Recurring Basis—The following table presents the carrying value and estimated fair value of our financial instruments that are not measured at fair value on a recurring basis as of December 31, 2018 and 2017. Short-term loans receivable, which represent our repurchase agreements, and short-term and long-term debt are

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recorded at amortized cost in the Consolidated Balance Sheets. The carrying and fair values of short-term and long-term debt exclude capital leases and commercial paper.

Millions of dollars	December 31, 2018		December 31, 2017	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Non-derivatives:				
Assets:				
Short-term loans receivable	\$ 544	\$ 544	\$ 570	\$ 570
Liabilities:				
Short-term debt	\$ 70	\$ 77	\$ 64	\$ 75
Long-term debt	8,492	8,476	8,526	9,442
Total	\$ 8,562	\$ 8,553	\$ 8,590	\$ 9,517

All financial instruments in the table above are classified as Level 2. There were no transfers between Level 1 and Level 2 for any of our financial instruments during the years ended December 31, 2018 and 2017.

Net Investment Hedges—In 2018 we entered into €800 million of foreign currency contracts that were designated as net investment hedges.

In 2018 foreign currency contracts with an aggregate notional value of €925 million expired. Upon settlement of these foreign currency contracts in 2018, we paid €925 million (\$1,078 million at the expiry spot rate) to our counterparties and received \$1,108 million from our counterparties.

In 2017, we entered into €617 million of foreign currency contracts that were designated as net investment hedges. In 2017, foreign currency contracts with an aggregate notional value of €550 million expired. Upon settlement of these foreign currency contracts in 2017, we paid €550 million (\$658 million at the expiry spot rate) to our counterparties and received \$609 million from our counterparties.

In 2016, we also issued euro denominated notes payable due 2022 with notional amounts totaling €750 million that were designated as a net investment hedge. In May 2018, we dedesignated and redesignated a €125 million tranche of these notes as a net investment hedge.

At December 31, 2018 and December 31, 2017, we had outstanding foreign currency contracts with an aggregate notional value of €617 million (\$650 million) and €742 million (\$789 million), respectively, designated as net investment hedges. In addition, at December 31, 2018 and December 31, 2017, we had outstanding foreign-currency denominated debt, with notional amounts totaling €750 million (\$858 million) and €750 million (\$899 million), respectively, designated as a net investment hedge.

There was no ineffectiveness recorded for any of these net investment hedging relationships during the years ended December 31, 2017 and 2016.

Cash Flow Hedges—The following table summarizes our cash flow hedges outstanding at December 31, 2018 and December 31, 2017:

Millions of dollars	December 31, 2018		December 31, 2017		Expiration Date
	Notional Value	Notional Value	Notional Value	Notional Value	
Foreign currency	\$ 2,300	\$ 2,300	\$ 2,300	\$ 2,300	2021 to 2027
Interest rates	1,500	1,500	1,000	1,000	2019 to 2021
Commodities	476	476	102	102	2019

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In February 2019 we entered into forward-starting interest rate swaps with a total notional amount of \$1,000 million to mitigate the risk of variability in interest rates for an expected debt issuance by February 2020. These swaps were designated as cash flow hedges and will be terminated upon debt issuance. Additionally, concurrent with the redemption of \$1,000 million of our outstanding 5% senior notes due 2019, we received \$4 million in settlement of \$1,000 million of forward-starting interest rate swaps designated as cash flow hedges of forecast interest payments to begin on or before April 15, 2019.

In 2018 we entered into commodity futures contracts with a total notional amount of \$198 million to mitigate the risk of variability in feedstock prices for the year 2019. Additionally in 2018, we entered into commodity futures contracts with a total notional amount of \$274 million to mitigate the risk of variability in product sales prices for the year 2019.

In 2018 we entered into forward-starting interest rate swaps with a total notional amount of \$500 million to mitigate the risk of variability in interest rates for an expected debt issuance by November 2021. These swaps were designated as cash flow hedges and will be terminated upon debt issuance.

In 2018, 2017 and 2016, there were no settlements of our forward-starting swap agreements.

The ineffectiveness recorded for these hedging relationships was less than \$1 million for the years ended December 31, 2017 and 2016.

As of December 31, 2018, on a pre-tax basis, less than \$1 million, \$60 million, and \$48 million is scheduled to be reclassified as a decrease to interest expense, increase to sales, and increase to cost of sales, respectively, over the next twelve months.

Fair Value Hedges—In February 2019, concurrent with the redemption of \$1,000 million of our outstanding 5% senior notes due 2019, we paid \$5 million in settlement of \$1,000 million of fixed-for-floating interest rate swaps.

In 2018 we entered into a euro fixed-for-floating interest rate swap to mitigate the change in the fair value of €125 million (\$147 million) of our €750 million notes payable due 2022 associated with the risk of variability in the 6-month EURIBOR rate (the benchmark interest rate). The fixed-rate and variable-rate are settled annually and semi-annually, respectively.

In 2017, we entered into U.S. dollar fixed-for-floating interest rate swaps to mitigate changes in fair value of our \$1,000 million 3.5% guaranteed notes due 2027 associated with the risk of variability in the 3 Month USD LIBOR rate. The fixed-rate and variable-rate are settled semi-annually and quarterly, respectively.

In 2014, we entered into U.S. dollar fixed-for-floating interest rate swaps to mitigate changes in the fair value of our \$2,000 million 5% senior notes due 2019. In March 2017, concurrent with the redemption of \$1,000 million of our outstanding 5% senior notes due 2019, we dedesignated the related \$2,000 million fair value hedge and terminated swaps in the notional amount of \$1,000 million. At the same time, we redesignated the remaining \$1,000 million notional amount of swaps as a fair value hedge of the remaining \$1,000 million of 5% senior notes outstanding.

In 2017, we entered into U.S. dollar fixed-for-floating interest rate swaps with aggregate notional value of \$400 million to mitigate changes in the fair value of our \$1,000 million 6% senior notes due 2021 associated with the risk of variability in the 1 Month USD LIBOR rate. The fixed and variable payments for the interest rate swaps related to our 6% senior notes due 2021 are settled semi-annually and monthly, respectively.

At December 31, 2018 and December 31, 2017, we had outstanding fixed-for-floating interest rate swaps with aggregate notional amounts of \$3,143 million and \$3,000 million, respectively, designated as fair value hedges. The fixed-for-floating interest rate swaps outstanding at December 31, 2018 mature from 2019 to 2027.

We recognized net losses of \$16 million and net gains of \$32 million during the years ended December 31, 2017 and 2016, respectively, related to the ineffectiveness of our fair value hedges.

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Impact on Earnings and Other Comprehensive Income—The following tables summarize the pre-tax effect of derivative instruments and non-derivative instruments on Other comprehensive income and earnings for the years ended December 31, 2018, 2017 and 2016:

	Effect of Financial Instruments			Income Statement Classification
	Year Ended December 31, 2018			
<u>Millions of dollars</u>	Gain (Loss) Recognized in AOCI	Gain (Loss) Reclassified from AOCI to Income	Additional Gain (Loss) Recognized in Income	
Derivatives designated as hedges:				
Commodities	\$ 60	\$ —	\$ —	Sales and other operating revenues
Commodities	(30)	(11)	—	Cost of sales
Foreign currency	190	(100)	68	Other income, net; Interest expense
Interest rates	43	(1)	(30)	Interest expense
Derivatives not designated as hedges:				
Commodities	—	—	3	Sales and other operating revenues
Commodities	—	—	1	Cost of sales
Foreign currency	—	—	43	Other income, net
Non-derivatives designated as hedges:				
Long-term debt	41	—	—	Other income, net
Total	<u>\$ 304</u>	<u>\$ (112)</u>	<u>\$ 85</u>	

	Effect of Financial Instruments			Income Statement Classification
	Year Ended December 31, 2017			
<u>Millions of dollars</u>	Gain (Loss) Recognized in AOCI	Gain (Loss) Reclassified from AOCI to Income	Additional Gain (Loss) Recognized in Income	
Derivatives designated as hedges:				
Commodities	\$ (11)	\$ —	\$ —	Cost of sales
Foreign currency	(466)	265	42	Other income, net; Interest expense
Interest rates	(25)	(1)	2	Interest expense
Derivatives not designated as hedges:				
Commodities	—	—	(18)	Sales and other operating revenues
Commodities	—	—	(23)	Cost of sales
Foreign currency	—	—	(23)	Other income, net
Non-derivatives designated as hedges:				
Long-term debt	(109)	—	—	Other income, net
Total	<u>\$ (611)</u>	<u>\$ 264</u>	<u>\$ (20)</u>	

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<u>Millions of dollars</u>	<u>Effect of Financial Instruments</u>			<u>Income Statement Classification</u>
	<u>Year Ended December 31, 2016</u>			
	<u>Gain (Loss) Recognized in AOCI</u>	<u>Gain (Loss) Reclassified from AOCI to Income</u>	<u>Additional Gain (Loss) Recognized in Income</u>	
Derivatives designated as hedges:				
Commodities	\$ 3	\$ —	\$ —	Cost of sales
Foreign currency	(30)	(63)	46	Other income, net; Interest expense
Interest rates	(17)	—	8	Interest expense
Derivatives not designated as hedges:				
Commodities	—	—	12	Sales and other operating revenues
Commodities	—	—	6	Cost of sales
Foreign currency	—	—	16	Other income, net
Non-derivatives designated as hedges:				
Long-term debt	58	—	—	Other income, net
Total	<u>\$ 14</u>	<u>\$ (63)</u>	<u>\$ 88</u>	

The derivative amounts excluded from the assessment of effectiveness for foreign currency contracts designated as net investment hedges recognized in other comprehensive income for the year ended December 31, 2018 were gains of \$19 million. The derivative amounts excluded from the assessment of effectiveness for foreign currency contracts designated as net investment hedges recognized in interest expense for year ended December 31, 2018 were gains of \$27 million.

The pre-tax effect of the periodic receipt of fixed interest and payment of variable interest associated with our fixed-for-floating interest rate swaps resulted in an interest expense of \$5 million for the year ended December 31, 2018, and reduced interest expense by \$23 million and \$21 million for the years ended December 31, 2017 and 2016, respectively.

Investments in Available-for-Sale Debt Securities—The following table summarizes the amortized cost, gross unrealized gains and losses, and fair value of our available-for-sale debt securities that are outstanding as of December 31, 2018 and 2017:

<u>Millions of dollars</u>	<u>December 31, 2018</u>			
	<u>Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
Available-for-sale debt securities:				
Bonds	\$ 567	\$ —	\$ —	\$ 567
Total available-for-sale debt securities	<u>\$ 567</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 567</u>

<u>Millions of dollars</u>	<u>December 31, 2017</u>			
	<u>Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
Available-for-sale securities:				
Commercial paper	\$ 180	\$ —	\$ —	\$ 180
Bonds	630	—	—	630
Certificates of deposit	150	—	—	150
Limited partnership investments	350	2	(5)	347
Total available-for-sale securities	<u>\$ 1,310</u>	<u>\$ 2</u>	<u>\$ (5)</u>	<u>\$ 1,307</u>

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In 2017 our equity securities classified as available-for-sale primarily consist of our limited partnership investments, which include investments in, among other things, equities and equity related securities, debt securities, credit instruments, global interest rate products, currencies, commodities, futures, options, warrants and swaps. These investments may be redeemed at least monthly with advance notice ranging up to ninety days. The fair value of these funds uses net asset value (“NAV”) per share of the respective pooled fund investment.

At December 31, 2018 and 2017, we had marketable securities classified as Cash and cash equivalents of \$19 million and \$1,035 million, respectively.

No losses related to other-than-temporary impairments of our debt security investments have been recorded in Accumulated other comprehensive loss during the years ended December 31, 2018, 2017 and 2016.

As of December 31, 2018, bonds classified as available-for-sale debt securities had maturities between two and twenty-five months.

The proceeds from maturities and sales of our available-for-sale debt securities during the years ended December 31, 2018, 2017 and 2016 are summarized in the following table:

<u>Millions of dollars</u>	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Proceeds from maturities of securities	\$ 423	\$ 499	\$ 674

No gain or loss was realized in connection with the sales of our available-for-sale debt securities during the years ended December 31, 2018, 2017, and 2016, respectively.

We use the specific identification method to identify the cost of the securities we sell and the amounts we reclassify out of Accumulated other comprehensive loss into earnings.

The following table summarizes the fair value and unrealized losses related to available-for-sale debt securities that were in a continuous unrealized loss position for less than and greater than twelve months as of December 31, 2018, 2017 and 2016:

<u>Millions of dollars</u>	<u>December 31, 2018</u>			
	<u>Less than 12 months</u>		<u>Greater than 12 months</u>	
	<u>Fair Value</u>	<u>Unrealized Loss</u>	<u>Fair Value</u>	<u>Unrealized Loss</u>
Available-for-sale debt securities:				
Bonds	\$ 118	\$ (1)	\$ 45	\$ —

<u>Millions of dollars</u>	<u>December 31, 2017</u>			
	<u>Less than 12 months</u>		<u>Greater than 12 months</u>	
	<u>Fair Value</u>	<u>Unrealized Loss</u>	<u>Fair Value</u>	<u>Unrealized Loss</u>
Available-for-sale securities:				
Limited partnership investments	\$ 117	\$ (5)	\$ —	\$ —

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<u>Millions of dollars</u>	December 31, 2016			
	Less than 12 months		Greater than 12 months	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Available-for-sale securities:				
Limited partnership investments	\$ —	\$ —	\$ 105	\$ (3)

Investments in Equity Securities—Our equity securities primarily consist of our limited partnership investments, which include investments in, among other things, equities and equity related securities, debt securities, credit instruments, global interest rate products, currencies, commodities, futures, options, warrants and swaps. These investments may be redeemed at least monthly with advance notice ranging up to ninety days. The fair value of these funds uses net asset value (“NAV”) per share of the respective pooled fund investment. These investments had a notional amount of \$322 million and a fair value of \$325 million at December 31, 2018.

The following table summarizes the portion of unrealized gains and losses for the equity securities that are outstanding as of December 31, 2018:

<u>Millions of dollars</u>		
Net gains recognized during the period	\$	11
Less: Net gains recognized during the period on securities sold		5
Unrealized gains recognized during the period	\$	6

16. Pension and Other Postretirement Benefits

We have defined benefit pension plans which cover employees in the U.S. and various non-U.S. countries. We also sponsor postretirement benefit plans other than pensions that provide medical benefits to certain of our U.S., Canadian, and French employees. In addition, we provide other postemployment benefits such as early retirement and deferred compensation severance benefits to employees of certain non-U.S. countries. We use a measurement date of December 31 for all of our benefit plans.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table provides a reconciliation of projected benefit obligations, plan assets and the funded status of our U.S. and non-U.S. defined benefit pension plans:

<u>Millions of dollars</u>	Year Ended December 31,			
	2018		2017	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Change in benefit obligation:				
Benefit obligation, beginning of period	\$ 1,924	\$ 1,511	\$ 1,846	\$ 1,491
Service cost	51	35	47	39
Interest cost	60	32	60	23
Actuarial loss (gain)	(147)	23	104	(174)
Plan amendments	—	4	—	12
Benefits paid	(129)	(38)	(133)	(31)
Participant contributions	—	1	—	1
Settlement	(10)	(20)	—	(30)
Business combination	3	192	—	—
Foreign exchange effects	—	(81)	—	180
Benefit obligation, end of period	1,752	1,659	1,924	1,511
Change in plan assets:				
Fair value of plan assets, beginning of period	1,680	852	1,571	824
Actual return on plan assets	(37)	18	195	(60)
Company contributions	44	56	47	56
Benefits paid	(129)	(38)	(133)	(31)
Participant contributions	—	1	—	1
Settlement	(10)	(20)	—	(30)
Business combination	—	48	—	—
Foreign exchange effects	—	(46)	—	92
Fair value of plan assets, end of period	1,548	871	1,680	852
Funded status of continuing operations, end of period	\$ (204)	\$ (788)	\$ (244)	\$ (659)

<u>Millions of dollars</u>	December 31, 2018		December 31, 2017	
	U.S.	Non-U.S.	U.S.	Non-U.S.
	Amounts recognized in the Consolidated Balance Sheets consist of:			
Prepaid benefit cost, long-term	\$ 10	\$ 29	\$ 8	\$ 25
Accrued benefit liability, current	—	(27)	—	(24)
Accrued benefit liability, long-term	(214)	(790)	(252)	(660)
Funded status of continuing operations, end of period	\$ (204)	\$ (788)	\$ (244)	\$ (659)

LYONDELLBASELL INDUSTRIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

<u>Millions of dollars</u>	<u>December 31, 2018</u>		<u>December 31, 2017</u>	
	<u>U.S.</u>	<u>Non-U.S.</u>	<u>U.S.</u>	<u>Non-U.S.</u>
Amounts recognized in Accumulated other comprehensive loss:				
Actuarial and investment loss	\$ 374	\$ 251	\$ 385	\$ 234
Prior service cost	2	11	2	8
Balance, end of period	<u>\$ 376</u>	<u>\$ 262</u>	<u>\$ 387</u>	<u>\$ 242</u>

The following additional information is presented for our U.S. and non-U.S. pension plans as of December 31:

<u>Millions of dollars</u>	<u>December 31, 2018</u>		<u>December 31, 2017</u>	
	<u>U.S.</u>	<u>Non-U.S.</u>	<u>U.S.</u>	<u>Non-U.S.</u>
Accumulated benefit obligation for defined benefit plans	\$ 1,708	\$ 1,528	\$ 1,887	\$ 1,406

Pension plans with projected benefit obligations in excess of the fair value of assets are summarized as follows at December 31:

<u>Millions of dollars</u>	<u>December 31, 2018</u>		<u>December 31, 2017</u>	
	<u>U.S.</u>	<u>Non-U.S.</u>	<u>U.S.</u>	<u>Non-U.S.</u>
Projected benefit obligations	\$ 1,618	\$ 1,456	\$ 1,776	\$ 1,285
Fair value of assets	1,404	639	1,524	601

Pension plans with accumulated benefit obligations in excess of the fair value of assets are summarized as follows at December 31:

<u>Millions of dollars</u>	<u>December 31, 2018</u>		<u>December 31, 2017</u>	
	<u>U.S.</u>	<u>Non-U.S.</u>	<u>U.S.</u>	<u>Non-U.S.</u>
Accumulated benefit obligations	\$ 1,578	\$ 904	\$ 1,742	\$ 1,190
Fair value of assets	1,404	198	1,524	601

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table provides the components of net periodic pension costs:

<u>Millions of dollars</u>	U.S. Plans		
	Year Ended December 31,		
	2018	2017	2016
Net Periodic Pension Cost:			
Service cost	\$ 51	\$ 47	\$ 44
Interest cost	60	60	88
Actual return on plan assets	37	(195)	(100)
Less—return in excess of (less than) expected return	(159)	74	(39)
Expected return on plan assets	(122)	(121)	(139)
Settlement loss	2	—	58
Prior service cost amortization	—	1	1
Actuarial and investment loss amortization	21	20	20
Net periodic benefit cost	<u>\$ 12</u>	<u>\$ 7</u>	<u>\$ 72</u>

<u>Millions of dollars</u>	Non-U.S. Plans		
	Year Ended December 31,		
	2018	2017	2016
Net Periodic Pension Cost:			
Service cost	\$ 35	\$ 39	\$ 32
Interest cost	32	23	32
Actual return on plan assets	(18)	60	(146)
Less—return in excess of (less than) expected return	(6)	(79)	122
Expected return on plan assets	(24)	(19)	(24)
Settlement loss	1	2	3
Prior service cost amortization	1	2	—
Actuarial and investment loss amortization	10	16	8
Net periodic benefit cost	<u>\$ 55</u>	<u>\$ 63</u>	<u>\$ 51</u>

Lump sum benefit payments of \$288 million were made from existing plan assets in 2016. These payments in total exceeded annual service and interest cost, resulting in pension settlement expense of \$58 million. A significant portion of the lump sum payments were due to a voluntary lump sum program to certain former employees in select U.S. pension plans.

Our goal is to manage pension investments over the longer term to achieve optimal returns with an acceptable level of risk and volatility. The assets are externally managed by professional investment firms and performance is evaluated continuously against specific benchmarks.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The actual and target asset allocations for our plans are as follows:

Millions of dollars	2018		2017	
	Actual	Target	Actual	Target
Canada				
Equity securities	49%	50%	50%	50%
Fixed income	51%	50%	50%	50%
United Kingdom—Lyondell Chemical Plans				
Equity securities	49%	50%	49%	50%
Fixed income	51%	50%	51%	50%
United Kingdom—Basell Plans				
Equity securities	49%	50%	49%	50%
Fixed income	51%	50%	51%	50%
United Kingdom—A. Schulman Plans				
Growth assets	94%	89%	—	—
Matching assets	6%	11%	—	—
United States				
Equity securities	32%	32%	36%	32%
Fixed income	39%	38%	37%	38%
Alternatives	29%	30%	27%	30%

During 2017, Netherlands Defined Benefits pension plans modified their insurance arrangements. As a result, the plan assets were transferred to the insurer for investment in its pooled asset portfolio, and treated as a nonparticipating insurance contract. The associated plan assets underlying the insurance arrangement are measured at the cash surrender value, which is derived primarily from an actuarial determination of the discounted benefits cash flows. The transfer of plan assets resulted in a change in classification in the fair value hierarchy from Level 2 in 2016 for fixed income securities to Level 3 in 2017. These plan assets at December 31, 2017 were valued at \$527 million and has reduced to \$524 million at December 31, 2018. The change is due to actual return on plan assets of \$10 million, contributions net of benefit payments of \$12 million offset by \$25 million of foreign exchange depreciation.

We estimate the following contributions to our pension plans in 2019:

Millions of dollars	U.S.	Non-U.S.
Defined benefit plans	\$ 46	\$ 62
Multi-employer plans	—	8
Total	\$ 46	\$ 70

As of December 31, 2018, future expected benefit payments by our pension plans which reflect expected future service, as appropriate, are as follows:

Millions of dollars	U.S.	Non-U.S.
2019	\$ 140	\$ 59
2020	140	56
2021	141	57
2022	141	58
2023	141	61
2024 through 2028	677	329

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following tables set forth the principal assumptions on discount rates, projected rates of compensation increase and expected rates of return on plan assets, where applicable. These assumptions vary for the different plans, as they are determined in consideration of local conditions.

The assumptions used in determining the net benefit liabilities for our pension plans were as follows at December 31:

	2018		2017	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Weighted average assumptions:				
Discount rate	4.51%	2.07%	3.73%	2.13%
Rate of compensation increase	4.83%	2.54%	4.00%	2.94%

The assumptions used in determining net benefit costs for our pension plans were as follows:

	Year Ended December 31,					
	2018		2017		2016	
	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.
Weighted average assumptions for the year:						
Discount rate	3.73%	2.13%	4.20%	1.52%	4.38%	2.70%
Expected return on plan assets	7.50%	2.92%	8.00%	2.15%	8.00%	3.37%
Rate of compensation increase	4.00%	2.94%	4.00%	2.93%	4.00%	3.15%

The discount rate assumptions reflect the rates at which the benefit obligations could be effectively settled, based on the yields of high quality long-term bonds where the term closely matches the term of the benefit obligations. At the beginning of 2017, we changed the approach used to measure service and interest costs for pension and other postretirement benefits under significant U.S. plans. For 2016, we measured service and interest costs utilizing a single weighted-average discount rate derived from the yield curve used to measure the plan obligations. For 2017, we measured service and interest costs by applying the specific spot rates along that same yield curve to the plans' projected cash flows. We believe the new approach provides a more precise measurement of service and interest costs. This change did not affect the measurement of our plan obligations. We will account for this change as a change in accounting estimate and, accordingly, will account for it on a prospective basis. The weighted average expected long-term rate of return on assets in our U.S. plans of 7.50% is based on the average level of earnings that our independent pension investment adviser had advised could be expected to be earned over a fifteen to twenty year time period consistent with the plans' target asset allocation, historical capital market performance, historical plan performance (since the 1997 inception of the U.S. Master Trust) and a forecast of expected future asset returns. The weighted average expected long-term rate of return on assets in our non-U.S. plans of 2.92% is based on expectations and asset allocations that vary by region. We review these long-term assumptions on a periodic basis.

In the U.S. plans, the expected rate of return was derived based on the target asset allocation of 32% equity securities (7.5% expected return), 38% fixed income securities (5.5% expected return), and 30% alternative investments (9.5% expected return). In the non-U.S. plans, the investments consist primarily of fixed income securities whose expected rates of return range from 2.50% to 5.75%.

The following table reflects the actual annualized total returns for the periods ended December 31, 2018:

	December 31, 2018	Annualized			
		One Year	Three Years	Five Years	Ten Years
U.S. plan assets	(1.91)%	(1.91)%	5.81%	4.65%	9.31%
Non-U.S. plan assets	0.89 %	0.89 %	9.65%	8.97%	8.60%

LYONDELLBASELL INDUSTRIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Actual rates of return may differ from the expected rate due to the volatility normally experienced in capital markets. The goal is to manage the investments over the long term to achieve optimal returns with an acceptable level of risk and volatility in order to meet the benefit obligations of the plans as they come due.

Our pension plans have not directly invested in securities of LyondellBasell N.V., and there have been no significant transactions between any of the pension plans and the Company or related parties thereof.

The pension investments that are measured at fair value as of December 31, 2018 and 2017 are summarized below:

<u>Millions of dollars</u>	December 31, 2018			
	Fair Value	Level 1	Level 2	Level 3
U.S.				
Common and preferred stock	\$ 330	\$ 330	\$ —	\$ —
Commingled funds measured at net asset value	411			
Fixed income securities	204	—	204	—
Real estate measured at net asset value	107			
Hedge funds measured at net asset value	241			
Private equity measured at net asset value	108			
U.S. government securities	133	133	—	—
Cash and cash equivalents	26	26	—	—
Total U.S. Pension Assets	<u>\$ 1,560</u>	<u>\$ 489</u>	<u>\$ 204</u>	<u>\$ —</u>

<u>Millions of dollars</u>	December 31, 2018			
	Fair Value	Level 1	Level 2	Level 3
Non-U.S.				
Common stock	\$ —	\$ —	\$ —	\$ —
Commingled funds measured at net asset value	298			
Fixed income securities	—	—	—	—
Insurance arrangements	570	—	—	570
Cash and cash equivalents	2	2	—	—
Total Non-U.S. Pension Assets	<u>\$ 870</u>	<u>\$ 2</u>	<u>\$ —</u>	<u>\$ 570</u>

<u>Millions of dollars</u>	December 31, 2017			
	Fair Value	Level 1	Level 2	Level 3
U.S.				
Common and preferred stock	\$ 410	\$ 410	\$ —	\$ —
Commingled funds measured at net asset value	410			
Fixed income securities	225	—	225	—
Real estate measured at net asset value	102			
Hedge funds measured at net asset value	253			
Private equity measured at net asset value	94			
U.S. government securities	148	148	—	—
Cash and cash equivalents	34	34	—	—
Total U.S. Pension Assets	<u>\$ 1,676</u>	<u>\$ 592</u>	<u>\$ 225</u>	<u>\$ —</u>

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Millions of dollars	December 31, 2017			
	Fair Value	Level 1	Level 2	Level 3
Non-U.S.				
Common stock	\$ —	\$ —	\$ —	\$ —
Commingled funds measured at net asset value	297			
Fixed income securities	—	—	—	—
Insurance arrangements	549	—	—	549
Cash and cash equivalents	5	5	—	—
Total Non-U.S. Pension Assets	\$ 851	\$ 5	\$ —	\$ 549

The fair value measurements of the investments in certain entities that calculate net asset value per share as of December 31, 2018 are as follows:

Millions of dollars	Fair Value	Unfunded Commitments	Remaining Life	Redemption Frequency (if currently eligible)	Trade to Settlement Terms	Redemption Notice Period
U.S.						
Commingled fund investing in Domestic Equity	\$ 112	\$ —	N/A	daily	1 to 3 days	3 to 4 days
Commingled fund investing in International Equity	58	—	N/A	daily	1 to 3 days	3 days
Commingled fund investing in Fixed Income	241	—	N/A	daily	1 to 3 days	3 to 7 days
Real Estate	107	8	10 years	quarterly	15 to 25 days	45 to 90 days
Hedge Funds	241	—	N/A	quarterly	10 to 30 days	20 to 90 days
Private Equity	108	76	10 years	Not eligible	N/A	N/A
Total U.S.	\$ 867	\$ 84				

Millions of dollars	Fair Value	Unfunded Commitments	Remaining Life	Redemption Frequency (if currently eligible)	Trade to Settlement Terms	Redemption Notice Period
Non-U.S.						
Commingled fund investing in Domestic Equity	\$ 33	\$ —	N/A	1 to 7 days	1 to 3 days	1 to 3 days
Commingled fund investing in International Equity	122	—	N/A	1 to 7 days	1 to 3 days	1 to 3 days
Commingled fund investing in Fixed Income	143	—	N/A	daily	1 to 3 days	3 days
Total Non-U.S.	\$ 298	\$ —				

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The fair value measurements of the investments in certain entities that calculate net asset value per share as of December 31, 2017 are as follows:

Millions of dollars	Fair Value	Unfunded Commitments	Remaining Life	Redemption Frequency (if currently eligible)	Trade to Settlement Terms	Redemption Notice Period
U.S.						
Commingled fund investing in Domestic Equity	\$ 106	\$ —	N/A	daily	1 to 3 days	3 to 4 days
Commingled fund investing in International Equity	61	—	N/A	daily	1 to 3 days	3 days
Commingled fund investing in Fixed Income	243	—	N/A	daily	1 to 3 days	3 to 7 days
Real Estate	102	12	10 years	quarterly	15 to 25 days	45 to 90 days
Hedge Funds	253	—	N/A	quarterly	10 to 30 days	20 to 90 days
Private Equity	94	92	10 years	Not eligible	N/A	N/A
Total U.S.	<u>\$ 859</u>	<u>\$ 104</u>				

Millions of dollars	Fair Value	Unfunded Commitments	Remaining Life	Redemption Frequency (if currently eligible)	Trade to Settlement Terms	Redemption Notice Period
Non-U.S.						
Commingled fund investing in Domestic Equity	\$ 29	\$ —	N/A	1 to 7 days	1 to 3 days	1 to 3 days
Commingled fund investing in International Equity	119	—	N/A	1 to 7 days	1 to 3 days	1 to 3 days
Commingled fund investing in Fixed Income	149	—	N/A	daily	1 to 3 days	3 days
Total Non-U.S.	<u>\$ 297</u>	<u>\$ —</u>				

Multi-employer Plan—The Company participates in a multi-employer arrangement with Pensionskasse der BASF WaG V.VaG (“Pensionskasse”) which provides for benefits to the majority of our employees in Germany. Up to a certain salary level, the benefit obligations are covered by contributions of the Company and the employees to the plan. Contributions made to the multi-employer plan are expensed as incurred.

The following table provides disclosure related to the Company’s multi-employer plan:

Millions of dollars	Company Contributions		
	2018	2017	2016
Pensionskasse ^(a)	\$ 8	\$ 27	\$ 7

(a) The Company-specific plan information for the Pensionskasse is not publicly available and the plan is not subject to a collective-bargaining agreement. The plan provides fixed, monthly retirement payments on the basis of the credits earned by the participating employees. To the extent that the Pensionskasse is underfunded, the future contributions to the plan may increase and may be used to fund retirement benefits for employees related to other employers. The Pensionskasse financial statements for the years ended December 31, 2017 and 2016 indicated total assets of \$9,093 million and \$7,897 million, respectively; total actuarial present value of accumulated plan benefits of \$8,747 million and \$7,559 million, respectively; and total contributions

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for all participating employers of \$653 million and \$246 million, respectively. Our plan contributions did not exceed 5 percent of the total contributions in 2018, 2017 or 2016.

Other Postretirement Benefits—We sponsor unfunded health care and life insurance plans covering certain eligible retired employees and their eligible dependents. Generally, the medical plans pay a stated percentage of medical expenses reduced by deductibles and other coverage. Life insurance benefits are generally provided by insurance contracts. We retain the right, subject to existing agreements, to modify or eliminate these benefits.

The following table provides a reconciliation of benefit obligations of our unfunded other postretirement benefit plans:

<u>Millions of dollars</u>	<u>Year Ended December 31,</u>			
	<u>2018</u>		<u>2017</u>	
	<u>U.S.</u>	<u>Non-U.S.</u>	<u>U.S.</u>	<u>Non-U.S.</u>
Change in benefit obligation:				
Benefit obligation, beginning of period	\$ 280	\$ 62	\$ 276	\$ 67
Service cost	2	2	3	2
Interest cost	9	1	9	1
Actuarial (gain) loss	(46)	(3)	6	(15)
Benefits paid	(26)	(1)	(21)	(1)
Participant contributions	6	—	7	—
Business combination	9	—	—	—
Foreign exchange effects	—	(2)	—	8
Benefit obligation, end of period	234	59	280	62
Change in plan assets:				
Fair value of plan assets, beginning of period	—	—	—	—
Employer contributions	21	1	14	1
Participant contributions	5	—	7	—
Benefits paid	(26)	(1)	(21)	(1)
Fair value of plan assets, end of period	—	—	—	—
Funded status, end of period	\$ (234)	\$ (59)	\$ (280)	\$ (62)

<u>Millions of dollars</u>	<u>December 31, 2018</u>		<u>December 31, 2017</u>	
	<u>U.S.</u>	<u>Non-U.S.</u>	<u>U.S.</u>	<u>Non-U.S.</u>
	Amounts recognized in the Consolidated Balance Sheets consist of:			
Accrued benefit liability, current	\$ (18)	\$ (1)	\$ (18)	\$ (1)
Accrued benefit liability, long-term	(216)	(58)	(262)	(61)
Funded status, end of period	\$ (234)	\$ (59)	\$ (280)	\$ (62)

<u>Millions of dollars</u>	<u>December 31, 2018</u>		<u>December 31, 2017</u>	
	<u>U.S.</u>	<u>Non-U.S.</u>	<u>U.S.</u>	<u>Non-U.S.</u>
	Amounts recognized in Accumulated other comprehensive loss:			
Actuarial and investment income (loss)	\$ 65	\$ (15)	\$ 19	\$ (19)
Balance, end of period	\$ 65	\$ (15)	\$ 19	\$ (19)

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table provides the components of net periodic other postretirement benefit costs:

<u>Millions of dollars</u>	U.S. Plans		
	Year Ended December 31,		
	2018	2017	2016
Net Periodic Other Postretirement Cost:			
Service cost	\$ 2	\$ 3	\$ 3
Interest cost	9	9	11
Actuarial loss amortization	—	—	—
Net periodic benefit cost	<u>\$ 11</u>	<u>\$ 12</u>	<u>\$ 14</u>

<u>Millions of dollars</u>	Non-U.S. Plans		
	Year Ended December 31,		
	2018	2017	2016
Net Periodic Other Postretirement Cost:			
Service cost	\$ 2	\$ 2	\$ 2
Interest cost	1	1	2
Actuarial loss amortization	1	3	2
Net periodic benefit cost	<u>\$ 4</u>	<u>\$ 6</u>	<u>\$ 6</u>

The following table sets forth the assumed health care cost trend rates:

	U.S. Plans	
	December 31,	
	2018	2017
Assumed health care trend rate:		
Immediate trend rate	6.4%	6.7%
Ultimate trend rate (the rate to which the cost trend rate is assumed to decline)	4.5%	4.5%
Year that the rate reaches the ultimate trend rate	2038	2038

	Non-U.S. Plans			
	Canada		France	
	December 31,		December 31,	
	2018	2017	2018	2017
Assumed health care trend rate:				
Immediate trend rate	5.5%	6.0%	4.5%	4.7%
Ultimate trend rate (the rate to which the cost trend rate is assumed to decline)	4.5%	4.5%	4.5%	4.7%
Year that the rate reaches the ultimate trend rate	2021	2021	—	—

The health care cost trend rate assumption does not typically have a significant effect on the amounts reported due to limits on maximum contribution levels to the medical plans. However, changing the assumed health care cost trend rates by one percentage point in each year would increase or decrease the accumulated other postretirement benefit liability as of December 31, 2018 by \$17 million and \$12 million, respectively, for non-U.S. plans and by less than \$1 million for U.S. plans

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

and would not have a material effect on the aggregate service and interest cost components of the net periodic other postretirement benefit cost for the year then ended.

The assumptions used in determining the net benefit liabilities for our other postretirement benefit plans were as follows:

	December 31,			
	2018		2017	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Weighted average assumptions:				
Discount rate	4.47%	2.30%	3.66%	2.48%
Rate of compensation increase	4.50%	—	4.00%	—

The assumptions used in determining the net benefit costs for our other postretirement benefit plans were as follows:

	Year Ended December 31,					
	2018		2017		2016	
	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.
Weighted average assumptions for the year:						
Discount rate	3.66%	2.48%	4.07%	1.69%	4.23%	2.69%
Rate of compensation increase	4.00%	—	4.00%	—	4.00%	—

As of December 31, 2018, future expected benefit payments by our other postretirement benefit plans, which reflect expected future service, as appropriate, were as follows:

Millions of dollars	U.S.	Non-U.S.
2019	\$ 18	\$ 1
2020	18	1
2021	18	1
2022	18	1
2023	18	1
2024 through 2028	84	8

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Accumulated Other Comprehensive Loss—The following pre-tax amounts were recognized in Accumulated other comprehensive loss as of and for the years ended December 31, 2018 and 2017:

<u>Millions of dollars</u>	<u>Pension Benefits</u>		<u>Other Benefits</u>	
	<u>Actuarial (Gain) Loss</u>	<u>Prior Service Cost (Credit)</u>	<u>Actuarial (Gain) Loss</u>	<u>Prior Service Cost (Credit)</u>
December 31, 2016	\$ 722	\$ 1	\$ 12	\$ —
Arising during the period	(65)	12	(9)	—
Amortization	(36)	(3)	(3)	—
Settlement loss	(2)	—	—	—
December 31, 2017	619	10	—	—
Arising during the period	40	4	(49)	—
Amortization	(31)	(1)	(1)	—
Settlement loss	(3)	—	—	—
December 31, 2018	<u>\$ 625</u>	<u>\$ 13</u>	<u>\$ (50)</u>	<u>\$ —</u>

In 2018, \$40 million of pension benefits actuarial loss primarily reflects \$126 million of gains due to changes in discount rate assumption offset by \$166 million of losses due to asset experience. There were \$49 million of other postretirement benefits actuarial gains primarily due to \$19 million of discount rate assumption changes and \$30 million of changes due to favorable liability experience, and other immaterial items. In 2017, \$65 million of pension benefits actuarial gain primarily reflects \$72 million of gains due to changes in discount rate assumption offset by \$7 million of losses due to asset experience (actual asset return compared to expected return). There were \$9 million of other postretirement benefits actuarial gains due to \$2 million of discount rate assumption changes, offset by a gain of \$6 million of changes due to favorable liability experience, and other immaterial items.

Deferred income taxes related to amounts in Accumulated other comprehensive income (loss) include provisions of \$144 million and \$208 million as of December 31, 2018 and 2017, respectively.

At December 31, 2018, Accumulated other comprehensive income (loss) of \$12 million represents net actuarial and investment losses and \$1 million of prior service cost related to non-U.S. pension plans that are expected to be recognized as a component of net periodic benefit cost in 2019. There are \$18 million of net actuarial and investment losses in AOCI at December 31, 2018 for U.S. pension plans expected to be recognized in net periodic benefit cost in 2019. At December 31, 2018, AOCI included \$1 million of net actuarial loss related to non-U.S. other postretirement benefits and \$5 million net actuarial gain related to U.S. other post-retirement benefits that is expected to be recognized in net periodic benefit cost in 2019.

Defined Contribution Plans—Most employees in the U.S. and certain non-U.S. countries are eligible to participate in defined contribution plans (“Employee Savings Plan”) by contributing a portion of their compensation. We make employer contributions, such as matching contributions, to certain of these plans. The Company also has a nonqualified deferred compensation plan that covers senior management in the U.S. This plan was amended in April 2013 to provide for company contributions on behalf of certain eligible employees who earn base pay above the IRS annual compensation limit.

The following table provides the company contributions to the Employee Savings Plans:

<u>Millions of dollars</u>	<u>Company Contributions</u>					
	<u>2018</u>		<u>2017</u>		<u>2016</u>	
	<u>U.S.</u>	<u>Non-U.S.</u>	<u>U.S.</u>	<u>Non-U.S.</u>	<u>U.S.</u>	<u>Non-U.S.</u>
Employee Savings Plans	\$ 40	\$ 5	\$ 36	\$ 5	\$ 35	\$ 7

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

17. Incentive and Share-Based Compensation

We are authorized to grant restricted stock units, stock options, performance share units, and other cash and stock awards under our Long-Term Incentive Plan (“LTIP”). The Compensation Committee oversees our equity award grants, the type of awards, the required performance measures, and the timing and duration of each grant. The maximum number of shares of our common stock reserved for issuance under the LTIP is 22,000,000. As of December 31, 2018, there were 4,992,577 shares remaining available for issuance assuming maximum payout for performance share units awards. When options are exercised and awards are paid out, shares are issued from our treasury shares.

Total share-based compensation expense and the associated tax benefits are as follows for the years ended December 31:

Millions of dollars	2018	2017	2016
Compensation Expense:			
Restricted stock units	\$ 15	\$ 13	\$ 10
Stock options	7	7	7
Qualified performance awards	—	—	(3)
Performance share units	17	35	24
Total	<u>\$ 39</u>	<u>\$ 55</u>	<u>\$ 38</u>
Tax Benefit:			
Restricted stock units	\$ 4	\$ 5	\$ 4
Stock options	2	2	2
Qualified performance awards	—	—	(1)
Performance share units	4	12	8
Total	<u>\$ 10</u>	<u>\$ 19</u>	<u>\$ 13</u>

Beginning in 2017, we elected to recognize forfeitures as they occur for stock-based compensation.

Restricted Stock Unit Awards (“RSUs”)—RSUs generally entitle the recipient to be paid out an equal number of ordinary shares on the third anniversary of the grant date. RSUs, which are subject to customary partial or accelerated vesting or forfeiture in the event of certain termination events, are accounted for as an equity award with compensation cost recognized in the income statement ratably over the vesting period.

In 2015, 190,399 RSUs were granted to the Chief Executive Officer (“CEO”) and three other executive officers. These RSUs vest in annual tranches with 10% vested after one year and an additional 15% vested after two years and the remaining vesting in equal tranches after each of the third, fourth and fifth years. Compensation cost for these awards is recognized using the graded vesting method.

The holders of all RSUs are entitled to dividend equivalents settled in the form of cash payments to the holder no later than March 15, following the year in which dividends are paid, as long as the participant remains employed at the time of the dividend payment. See the “Dividend Distribution” section of Note 20 for the per share amount of dividend equivalent payments made to the holders of RSUs during 2018, 2017 and 2016. Total dividend equivalent payments were \$2 million in 2018 and \$1 million in 2017 and 2016.

RSUs are valued at the market price of the underlying stock on the date of grant. The weighted average grant date fair value for RSUs granted during the years ended December 31, 2018, 2017 and 2016 was \$108.52, \$91.14 and \$79.77, respectively. The total fair value of RSUs vested during 2018, 2017 and 2016 was \$13 million, \$8 million and \$16 million, respectively.

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The following table summarizes RSU activity for the year ended December 31, 2018:

<u>Thousands of units, except per share amounts</u>	<u>Number of Units</u>	<u>Weighted Average Grant Date Fair Value (per share)</u>
Outstanding at January 1, 2018	377	\$ 85.17
Granted	213	108.52
Vested	(115)	84.27
Forfeited	(13)	101.67
Outstanding at December 31, 2018	<u>462</u>	<u>\$ 95.69</u>

As of December 31, 2018, the unrecognized compensation cost related to RSUs was \$21 million, which is expected to be recognized over a weighted average period of 2 years.

Stock Option Awards (“Stock Options”)—Stock Options are granted with an exercise price equal to the market price of our ordinary shares at the date of grant. The awards generally have a three-year vesting period that vests in equal increments on the first, second and third anniversary of the grant date. The awards have a contractual term of ten years, subject to customary partial or accelerated vesting or forfeiture in the event of certain termination events. Stock Options are accounted for as equity awards with compensation cost recognized using the graded vesting method. None of the Stock Options are designed to qualify as incentive Stock Options as defined in Section 422 of the Internal Revenue Code.

In 2015, 457,555 Stock Options were granted to the CEO and three other executive officers. These Stock Options vest in annual tranches with 10% vested after one year and an additional 15% vested after two years and the remaining vesting in equal tranches after each of the third, fourth, and fifth years.

The fair value of each Stock Option is estimated, based on several assumptions, on the date of grant using the Black-Scholes option valuation model. The principal assumptions utilized in valuing Stock Options include the expected stock price volatility (based on our historical stock price volatility over the expected term); the expected dividend yield; and the risk-free interest rate (an estimate based on the yield of a United States Treasury zero coupon bond with a maturity equal to the expected life of the option).

The expected term of all Stock Options granted is estimated based on a simplified approach. In 2010, when the majority of our Stock Options were granted, we determined that the simplified method was appropriate because of the life of LyondellBasell N.V. and its relative stage of development. Similarly, we did not possess exercise patterns similar to our situation. The Stock Options that have been granted since 2010 have been limited in number and have occurred during periods of substantial share price volatility.

Weighted average fair values of Stock Options granted in each respective year and the assumptions used in estimating those fair values are as follows:

	<u>2018</u>	<u>2017</u>	<u>2016</u>
Weighted average fair value	\$ 21.58	\$ 21.55	\$ 20.39
Fair value assumptions:			
Dividend yield	4.0%	4.0%	3.0-4.0%
Expected volatility	27.8-29.0%	34.9-35.1%	35.3-36.0%
Risk-free interest rate	2.6-2.9%	2.10-2.29%	1.14-1.93%
Weighted average expected term, in years	6.0	6.0	6.0

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table summarizes Stock Option activity for the year ended December 31, 2018:

	Number of Shares (in thousands)	Weighted Average Exercise Price	Weighted Average Remaining Term	Aggregate Intrinsic Value (millions of dollars)
Outstanding at January 1, 2018	1,019	\$ 82.93		
Granted	336	109.03		
Exercised	(64)	69.36		
Forfeited	(9)	100.91		
Expired	(1)	109.09		
Outstanding at December 31, 2018	<u>1,281</u>	<u>\$ 90.30</u>	7.4 years	<u>\$ 4</u>
Exercisable at December 31, 2018	<u>557</u>	<u>\$ 83.00</u>	6.5 years	<u>\$ 3</u>

The range of exercise prices for Stock Options outstanding as of December 31, 2018, 2017 and 2016 was \$13.11 to \$113.39, \$13.11 to \$113.03 and \$12.61 to \$113.03, respectively.

The aggregate intrinsic value of Stock Options exercised during the years ended December 31, 2018, 2017 and 2016 was \$3 million, \$6 million and \$1 million, respectively.

As of December 31, 2018, the unrecognized compensation cost related to Stock Options was \$5 million, which is expected to be recognized over a one-year period. During 2018, cash received from the exercise of Stock Options was \$4 million. There was \$1 million tax benefit associated with these exercises.

*Performance Share Units Awards (“PSUs”) and Qualified Performance Awards (“QPAs”)—*PSUs and QPAs are granted under the LTIP and have three-calendar year performance periods. They are granted in the beginning of each performance period, provide a target number of share units, and ultimately payout between 0% and 200% of target. Each unit is equivalent to one share of our common stock. These share awards are subject to customary partial or accelerated vesting or forfeiture in the event of certain termination events.

For PSUs granted beginning in 2017, the final number of shares payable is determined after the performance period based on the relative Total Shareholder Return (“TSR”). TSR is an objective calculation that takes into account LYB’s TSR rank within its peer group and whether LYB’s specific TSR is positive or negative. Since the final payout is based on objective criteria established at the grant date, the awards are treated as equity awards. Compensation expense during the three-calendar year performance period is accrued on a straight-line basis. PSUs are valued using a Monte-Carlo simulation payout value on grant date.

For PSUs granted prior to 2017 and QPAs, the final number of shares payable is determined at the end of the performance period by the Compensation Committee based generally on subjective criteria established at the beginning of the performance period. Since the service-inception date precedes the grant date, these share awards are treated as a liability award until the grant date and compensation expense during the performance period is accrued on a straight-line basis subject to fair value adjustments. PSUs granted prior to 2017 and QPAs are valued at market price of the underlying stock on the date of payment.

PSUs granted beginning in 2016 accrue dividend equivalent units. These dividend equivalent units will be converted to shares upon payment at the end of the performance period and are classified in Accrued and Other liabilities on the Consolidated Balance Sheets. Dividend equivalents for PSUs granted in 2016 are recorded in compensation expense while PSUs granted beginning in 2017 are recorded in Retained earnings.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table summarizes PSU activity classified as equity awards for the year ended December 31, 2018:

<u>Thousands of units, except per share amounts</u>	<u>Number of Units</u>	<u>Weighted Average Grant Date Fair Value (per share)</u>
Outstanding at January 1, 2018	224	\$ 93.28
Granted	219	89.32
Forfeited	(13)	91.36
Outstanding at December 31, 2018	<u>430</u>	<u>\$ 91.33</u>

The assumptions used in the Monte Carlo simulation to estimate the fair value of PSUs granted in 2017 and 2018 are as follows:

	<u>2018</u>	<u>2017</u>
Expected volatility of LyondellBasell N.V. common stock	27.15%	30.98%
Expected volatility of peer companies	17.45-42.99%	16.98-39.89%
Average correlation coefficient of peer companies	0.50	0.51
Risk-free interest rate	2.40%	1.46%

As of December 31, 2018, the unrecognized compensation cost related to PSUs assuming target payout was \$21 million, which is expected to be recognized over a weighted average period of 2 years.

The weighted average grant date fair value for PSUs classified as liability awards granted during the years ended December 31, 2018 and 2017 was 109.09 and 92.69 respectively. The total fair value of PSUs vested during 2018 and 2017 was \$25 million and \$21 million, respectively.

For grants made in 2013, executive officers were only eligible for QPAs while eligible employees could elect to receive QPAs. The weighted average grant date fair value for QPAs granted during the year ended December 31, 2016 was \$77.93. The total fair value of QPAs vested during 2016 was \$20 million.

Employee Stock Purchase Plan

We have an Employee Share Purchase Plan (“ESPP”) which includes a 10% discount and a look-back provision. These provisions allow participants to purchase our stock at a discount on the lower of the fair market value at the beginning or end of the purchase period. As a result of the 10% discount and the look-back provision, the ESPP is considered a compensatory plan under generally accepted accounting principles.

18. Income Taxes

LyondellBasell Industries N.V. is tax resident in the United Kingdom pursuant to a mutual agreement procedure determination ruling between the Dutch and United Kingdom competent authorities and therefore subject solely to the United Kingdom corporate income tax system.

Through our subsidiaries, we have substantial operations world-wide and earn significant income in the U.S. Taxes are primarily paid on the earnings generated in various jurisdictions, including the U.S., The Netherlands, Germany, France, Italy and other countries. LyondellBasell Industries N.V. has little or no taxable income of its own because, as a holding company, it does not conduct any operations. Instead, the subsidiaries through which we operate incur tax obligations in the jurisdictions in which they operate.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

We monitor income tax developments in countries where we conduct business. In 2017, the U.S. enacted “H.R.1”, also known as the “Tax Cuts and Jobs Act” (the “Tax Act”) materially impacting our Consolidated Financial Statements by, among other things, decreasing the tax rate, and significantly affecting future periods. The Tax Act reduced the federal corporate tax rate from 35% to 21% for years beginning after 2017, which resulted in the remeasurement of our U.S. net deferred income tax liabilities. As a result, we recognized a tax benefit of \$819 million in 2017. Following adjustments made in 2018, the cumulative impact of the remeasurement of our U.S. net deferred income tax liabilities and tax accruals was an \$814 million income tax benefit. Adjustments to the 2017 provisional amount were reported as a component of income tax expense in the reporting period in which the adjustments were identified.

To determine the full effects of the tax law for 2018, we are awaiting the finalization of several proposed U.S. Treasury regulations under the Tax Act that were issued during 2018, as well as additional regulations to be proposed and finalized pursuant to the U.S. Treasury’s expanded regulatory authority under the Tax Act. It is also possible that technical correction legislation concerning the Tax Act could retroactively affect tax liabilities for 2018. We will continue to analyze the Tax Act to determine the full effects of the new law as additional regulations are proposed and finalized.

Interest income earned by certain of our European subsidiaries through intercompany financings is either untaxed or taxed at rates substantially lower than the U.S. statutory rate. Tax regulations proposed in 2018 may affect tax deductible interest in the U.S. in future periods; however, we do not believe they will have a material impact as proposed. In addition, in 2016 the U.S. Treasury issued final Section 385 debt-equity regulations that impact our internal financings beginning in 2017. Pursuant to a 2017 Executive Order, the Treasury Department reviewed these regulations and determined that they should be retained, subject to further review following the enactment of U.S. tax reform. We are awaiting the U.S. Treasury’s review of the existing Section 385 debt-equity regulations which could impact our internal financings in future years as well as any final regulations impacting interest deductions under the Tax Act. In addition, there has been an increased attention, both in the U.S. and globally, to the tax practices of multinational companies, including the European Union’s state aid investigations, proposals by the Organization for Economic Cooperation and Development with respect to base erosion and profit shifting, and European Union tax directives. Such attention may result in further legislative changes that could adversely affect our tax rate. Other than the Tax Act, management does not believe that recent changes in income tax laws will have a material impact on our Consolidated Financial Statements, although new or proposed changes to tax laws could affect our tax liabilities in the future.

The significant components of the provision for income taxes are as follows:

Millions of dollars	Year Ended December 31,		
	2018	2017	2016
Current:			
U.S. federal	\$ (89)	\$ 543	\$ 421
Non-U.S.	404	595	557
State	38	47	51
Total current	353	1,185	1,029
Deferred:			
U.S. federal	197	(637)	339
Non-U.S.	48	22	20
State	15	28	(2)
Total deferred	260	(587)	357
Provision for income taxes before tax effects of other comprehensive income	613	598	1,386
Tax effects of elements of other comprehensive income:			
Pension and postretirement liabilities	63	29	(21)
Financial derivatives	16	(14)	(96)
Foreign currency translation	18	(33)	(7)
Unrealized gains (losses) from available-for-sale debt securities	—	(3)	1
Total income tax expense in comprehensive income	\$ 710	\$ 577	\$ 1,263

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Since the proportion of U.S. revenues, assets, operating income and associated tax provisions is significantly greater than any other single taxing jurisdiction within the worldwide group, the reconciliation of the differences between the provision for income taxes and the statutory rate is presented on the basis of the U.S. statutory federal income tax rate of 21% as opposed to the United Kingdom statutory rate of 19% to provide a more meaningful insight into those differences. Our effective tax rate for the year ended December 31, 2018 is 11.5%. This summary is shown below:

Millions of dollars	Year Ended December 31,		
	2018	2017	2016
Income before income taxes:			
U.S.	\$ 2,795	\$ 2,438	\$ 2,511
Non-U.S.	2,516	3,055	2,722
Total	<u>\$ 5,311</u>	<u>\$ 5,493</u>	<u>\$ 5,233</u>
Income tax at U.S. statutory rate	\$ 1,115	\$ 1,923	\$ 1,832
Increase (reduction) resulting from:			
Non-U.S. income taxed at different statutory rates	89	(164)	(159)
Remeasurement of U.S. net deferred tax liability	—	(819)	—
State income taxes, net of federal benefit	53	40	24
Exempt income	(296)	(385)	(349)
Uncertain tax positions	(320)	28	39
U.S. manufacturing deduction	—	(57)	(42)
Other, net	(28)	32	41
Income tax provision	<u>\$ 613</u>	<u>\$ 598</u>	<u>\$ 1,386</u>

Our 2016 income tax provision included a charge of \$135 million for non-cash out of period adjustments from prior years which is reflected in Other, net in the table above. \$74 million of the charge relates to a correction for the tax effects on our cross-currency swaps with the remainder relating primarily to adjustments for deferred tax liabilities associated with some of our consolidated subsidiaries. Management concluded that these adjustments were immaterial to all periods presented.

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The deferred tax effects of tax loss and credit carryforwards (“tax attributes”) and the tax effects of temporary differences between the tax basis of assets and liabilities and their reported amounts in the Consolidated Financial Statements, reduced by a valuation allowance where appropriate, are presented below. The 2017 impact of re-measurement of the U.S. net deferred tax liability resulting from the U.S. enactment of the Tax Act is included in the various components of deferred income taxes.

<u>Millions of dollars</u>	December 31,	
	2018	2017
Deferred tax liabilities:		
Accelerated tax depreciation	\$ 1,809	\$ 1,523
Investment in joint venture partnerships	147	214
Intangible assets	151	48
Inventory	285	266
Other liabilities	22	26
Total deferred tax liabilities	2,414	2,077
Deferred tax assets:		
Tax attributes	180	196
Employee benefit plans	334	315
Other assets	76	97
Total deferred tax assets	590	608
Deferred tax asset valuation allowances	(120)	(96)
Net deferred tax assets	470	512
Net deferred tax liabilities	\$ 1,944	\$ 1,565

<u>Millions of dollars</u>	December 31,	
	2018	2017
Balance sheet classifications:		
Deferred tax assets—long-term	\$ 31	\$ 90
Deferred tax liabilities—long-term	1,975	1,655
Net deferred tax liabilities	\$ 1,944	\$ 1,565

Deferred taxes on the unremitted earnings of certain equity joint ventures and subsidiaries of \$96 million and \$51 million at December 31, 2018 and 2017, respectively, have been provided. The increase is primarily related to the acquisition of A. Schulman subsidiaries for outside basis differences in jurisdictions without 100% participation exemptions and local withholding taxes.

At December 31, 2018 and 2017, we had total tax attributes available in the amount of \$938 million and \$784 million, respectively, for which a deferred tax asset was recognized at December 31, 2018 and 2017 of \$180 million and \$196 million, respectively.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The scheduled expiration of the tax attributes and the related deferred tax assets, before valuation allowance, as of December 31, 2018 are as follows:

Millions of dollars	Tax Attributes	Deferred Tax on Tax Attributes
2019	\$ 47	\$ 9
2020	13	1
2021	32	2
2022	21	2
2023	34	2
Thereafter	289	39
Indefinite	502	125
Total	<u>\$ 938</u>	<u>\$ 180</u>

The tax attributes are primarily related to operations in France, Canada, the United Kingdom, Spain, The Netherlands and the United States. The related deferred tax assets by primary jurisdictions are shown below:

Millions of dollars	December 31,		
	2018	2017	2016
France	\$ 64	\$ 92	\$ 140
Canada	28	31	29
United Kingdom	36	17	16
Spain	11	32	33
The Netherlands	12	13	19
United States	14	10	16
Other	15	1	2
Total	<u>\$ 180</u>	<u>\$ 196</u>	<u>\$ 255</u>

To fully realize these net deferred tax assets, we will need to generate sufficient future taxable income in the countries where these tax attributes exist during the periods in which the attributes can be utilized. Based upon projections of future taxable income over the periods in which the attributes can be utilized and/or temporary differences can be reversed, management believes it is more likely than not that only \$61 million of these deferred tax assets at December 31, 2018 will be realized.

Prior to the close of each reporting period, management considers the weight of all evidence, both positive and negative, to determine if a valuation allowance is necessary for each jurisdictions' net deferred tax assets. We place greater weight on historical evidence over future predictions of our ability to utilize net deferred tax assets. We consider future reversals of existing taxable temporary differences, future taxable income exclusive of reversing temporary differences, and taxable income in prior carryback year(s) if carryback is permitted under applicable law, as well as available prudent and feasible tax planning strategies that would, if necessary, be implemented to ensure realization of the net deferred tax asset.

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A summary of the valuation allowances by primary jurisdiction is shown below, reflecting the valuation allowances for all the net deferred tax assets, including deferred tax assets for tax attributes and other temporary differences.

<u>Millions of dollars</u>	December 31,		
	2018	2017	2016
France	\$ 23	\$ 25	\$ 22
Canada	28	32	30
United Kingdom	33	17	16
The Netherlands	12	12	12
United States	13	10	16
Other	11	—	—
	\$ 120	\$ 96	\$ 96

During 2018, the valuation allowance increased in the United Kingdom due to disallowed interest deductions where we do not expect to realize a future benefit. This increase also includes the addition of valuation allowances associated with A. Schulman entities where management assessed that deferred tax attributes are not likely to be realized.

During 2017, the valuation allowance decreased in the U.S. due to the remeasurement of our U.S. net deferred income tax liability. This reduction was offset by increases in the valuation allowances of other jurisdictions due primarily to currency translation adjustments.

During 2016, we released \$19 million of our valuation allowance related to Spanish net deferred tax assets associated with operating losses, as Spanish operations were no longer in a three-year cumulative loss position and our projections indicated and management expected the operating losses to be fully utilized within the next nine years.

We continue to maintain a full valuation allowance against the net deferred tax asset in Canada. Given our operational structure in Canada and the relevant Canadian loss utilization rules, we do not expect to realize a future benefit related to the net deferred tax asset. We continue to maintain a valuation allowance against the net deferred tax asset in various immaterial jurisdictions based on recent cumulative book losses.

Tax benefits totaling \$269 million, \$544 million and \$546 million relating to uncertain tax positions, which are reflected in Other liabilities, were unrecognized as of December 31, 2018, 2017 and 2016, respectively. The following table presents a reconciliation of the beginning and ending amounts of unrecognized tax benefits:

<u>Millions of dollars</u>	Year Ended December 31,		
	2018	2017	2016
Balance, beginning of period	\$ 544	\$ 546	\$ 521
Additions for tax positions of current year	16	15	16
Additions for tax positions of prior years	23	3	11
Reductions for tax positions of prior years	(299)	(20)	(2)
Settlements (payments/refunds)	(15)	—	—
Balance, end of period	\$ 269	\$ 544	\$ 546

The majority of the 2018, 2017 and 2016 balances, if recognized, will affect the effective tax rate. We operate in multiple jurisdictions throughout the world, and our tax returns are periodically audited or subjected to review by tax authorities. We are currently under examination in a number of tax jurisdictions. As a result, there is an uncertainty in income taxes recognized in our financial statements. We may settle or appeal positions challenged by the tax authorities. In 2018, we entered into various audit settlements impacting specific uncertain tax positions. These audit settlements resulted in a \$358 million non-cash benefit

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to our effective tax rate consisting of the recognition of \$299 million of previously unrecognized tax benefits as a reduction for tax positions of prior years and the release of \$59 million of previously accrued interest. This non-cash reduction in unrecognized tax benefits is reflected on our Consolidated Balance Sheets in Other liabilities and on our Consolidated Statements of Cash Flows in Other operating activities.

The majority of the additions for tax positions of prior years are with respect to the A. Schulman acquisition on August 21, 2018.

We are no longer subject to any significant income tax examinations by tax authorities for the years prior to 2017 in the Netherlands, prior to 2010 in Italy, prior to 2005 in Germany, prior to 2010 in France, prior to 2016 in the United Kingdom, and prior to 2015 in the U.S., our principal tax jurisdictions. It is reasonably possible that, within the next twelve months, due to the settlement of uncertain tax positions with various tax authorities and the expiration of statutes of limitations, unrecognized tax benefits could decrease by up to approximately \$190 million.

We recognize interest associated with unrecognized tax benefits in income tax expense. Income tax expense includes a benefit of interest and penalties totaling \$47 million in the year ended December 31, 2018 and interest expense totaling \$16 million in each of the years ended December 31, 2017 and December 31, 2016. We had accrued approximately \$16 million, \$63 million and \$47 million for interest and penalties as of December 31, 2018, 2017 and 2016, respectively.

19. Commitments and Contingencies

Commitments—We have various purchase commitments for materials, supplies and services incident to the ordinary conduct of business, generally for quantities required for our businesses and at prevailing market prices. These commitments are designed to assure sources of supply and are not expected to be in excess of normal requirements. At December 31, 2018, capital expenditure commitments were incurred in our normal course of business, including commitments of approximately \$685 million primarily related to building our new *Hyperzone* high-density polyethylene plant in La Porte, Texas and a world-scale PO/TBA plant on the Texas Gulf Coast.

Financial Assurance Instruments—We have obtained letters of credit, performance and surety bonds and have issued financial and performance guarantees to support trade payables, potential liabilities and other obligations. Considering the frequency of claims made against the financial instruments we use to support our obligations, and the magnitude of those financial instruments in light of our current financial position, management does not expect that any claims against or draws on these instruments would have a material adverse effect on our Consolidated Financial Statements. We have not experienced any unmanageable difficulty in obtaining the required financial assurance instruments for our current operations.

Environmental Remediation—Our accrued liability for future environmental remediation costs at current and former plant sites and other remediation sites totaled \$90 million and \$102 million as of December 31, 2018 and 2017, respectively. At December 31, 2018, the accrued liabilities for individual sites range from less than \$1 million to \$17 million. The remediation expenditures are expected to occur over a number of years, and not to be concentrated in any single year. In our opinion, it is reasonably possible that losses in excess of the liabilities recorded may have been incurred. However, we cannot estimate any amount or range of such possible additional losses. New information about sites, new technology or future developments such as involvement in investigations by regulatory agencies, could require us to reassess our potential exposure related to environmental matters.

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The following table summarizes the activity in our accrued environmental liability included in “Accrued liabilities” and “Other liabilities:”

<u>Millions of dollars</u>	<u>Year Ended December 31,</u>	
	<u>2018</u>	<u>2017</u>
Beginning balance	\$ 102	\$ 95
Additional provisions	—	—
Changes in estimates	4	11
Amounts paid	(13)	(13)
Foreign exchange effects	(3)	9
Ending balance	\$ 90	\$ 102

Indemnification—We are parties to various indemnification arrangements, including arrangements entered into in connection with acquisitions, divestitures and the formation and dissolution of joint ventures. Pursuant to these arrangements, we provide indemnification to and/or receive indemnification from other parties in connection with liabilities that may arise in connection with the transactions and in connection with activities prior to completion of the transactions. These indemnification arrangements typically include provisions pertaining to third party claims relating to environmental and tax matters and various types of litigation. As of December 31, 2018, we had not accrued any significant amounts for our indemnification obligations, and we are not aware of other circumstances that would likely lead to significant future indemnification obligations. We cannot determine with certainty the potential amount of future payments under the indemnification arrangements until events arise that would trigger a liability under the arrangements.

As part of our technology licensing contracts, we give indemnifications to our licensees for liabilities arising from possible patent infringement claims with respect to certain proprietary licensed technologies. Such indemnifications have a stated maximum amount and generally cover a period of 5 to 10 years.

20. Stockholders’ Equity

Dividend Distributions—The following table summarizes the dividends paid to common shareholders in the periods presented:

<u>Millions of dollars, except per share amounts</u>	<u>Dividend Per Ordinary Share</u>	<u>Aggregate Dividends Paid</u>	<u>Date of Record</u>
For the year 2018:			
March	\$ 1.00	\$ 395	March 5, 2018
June	1.00	392	June 11, 2018
September	1.00	389	September 5, 2018
December	1.00	378	December 10, 2018
	\$ 4.00	\$ 1,554	
For the year 2017:			
March	\$ 0.85	\$ 343	March 6, 2017
June	0.90	361	June 5, 2017
September	0.90	356	September 6, 2017
December	0.90	355	December 5, 2017
	\$ 3.55	\$ 1,415	

A. Schulman Special Stock— In November 2018, we paid a total of \$2 million related to dividends on A. Schulman Special Stock.

LYONDELLBASELL INDUSTRIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Share Repurchase Program—In 2018, our shareholders approved a proposal to authorize us to repurchase up to 57,844,016 of our outstanding ordinary shares through December 1, 2019 (“2018 Share Repurchase Program”), which superseded the remaining authorization under our 2017 Share Repurchase Program.

The timing and amount of these repurchases, which are determined based on our evaluation of market conditions and other factors, may be executed from time to time through open market or privately negotiated transactions. The repurchased shares, which are recorded at cost, are classified as Treasury stock and may be retired or used for general corporate purposes, including for various employee benefit and compensation plans.

The following table summarizes our share repurchase activity for the periods presented:

<u>Millions of dollars, except shares and per share amounts</u>	Shares Repurchased	Average Purchase Price	Total Purchase Price, Including Commissions
For the year 2018:			
2017 Share Repurchase Program	4,004,753	\$ 106.05	\$ 425
2018 Share Repurchase Program	15,215,966	95.49	1,453
	<u>19,220,719</u>	<u>\$ 97.69</u>	<u>\$ 1,878</u>
For the year 2017:			
2016 Share Repurchase Program	3,501,084	\$ 85.71	\$ 300
2017 Share Repurchase Program	6,516,917	83.54	545
	<u>10,018,001</u>	<u>\$ 84.30</u>	<u>\$ 845</u>
For the year 2016:			
2015 Share Repurchase Program	15,302,707	\$ 80.15	\$ 1,226
2016 Share Repurchase Program	21,316,627	79.18	1,688
	<u>36,619,334</u>	<u>\$ 79.58</u>	<u>\$ 2,914</u>

Due to the timing of settlements, total cash paid for share repurchases for the years ended December 31, 2018, 2017 and 2016 was \$1,854 million, \$866 million and \$2,938 million, respectively.

Ordinary Shares—The changes in the outstanding amounts of ordinary shares are as follows:

	Year Ended December 31,		
	2018	2017	2016
Ordinary shares outstanding:			
Beginning balance	394,512,054	404,046,331	440,150,069
Share-based compensation	307,335	371,980	418,892
Warrants exercised	—	4,184	200
Employee stock purchase plan	121,398	107,560	96,504
Purchase of ordinary shares	(19,244,126)	(10,018,001)	(36,619,334)
Ending balance	<u>375,696,661</u>	<u>394,512,054</u>	<u>404,046,331</u>

LYONDELLBASELL INDUSTRIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Treasury Shares—The changes in the amounts of treasury shares held by the Company are as follows:

	Year Ended December 31,		
	2018	2017	2016
Ordinary shares held as treasury shares:			
Beginning balance	183,928,109	174,389,139	138,285,201
Share-based compensation	(307,335)	(371,980)	(418,892)
Warrants exercised	—	509	—
Employee stock purchase plan	(121,398)	(107,560)	(96,504)
Purchase of ordinary shares	19,244,126	10,018,001	36,619,334
Treasury shares canceled	(178,229,883)	—	—
Ending balance	<u>24,513,619</u>	<u>183,928,109</u>	<u>174,389,139</u>

During 2018, following approval by our management and shareholders, we canceled 178,229,883 ordinary shares held in our treasury account in accordance with cancellation requirements under Dutch law.

Purchase of ordinary shares during 2018 includes 23,407 shares that were returned to us at no cost resulting from unclaimed distributions to creditors.

LYONDELLBASELL INDUSTRIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Accumulated Other Comprehensive Income (Loss)—The components of, and after-tax changes in, Accumulated other comprehensive loss as of and for the years ended December 31, 2018, 2017 and 2016 are presented in the following table:

<u>Millions of dollars</u>	<u>Financial Derivatives</u>	<u>Unrealized Gains (Losses) on Available-for- Sale Debt Securities</u>	<u>Unrealized Gains on Equity Securities and Equity Securities Held by Equity Investees</u>	<u>Defined Benefit Pension and Other Postretirement Benefit Plans</u>	<u>Foreign Currency Translation Adjustments</u>	<u>Total</u>
Balance—January 1, 2018	\$ (120)	\$ —	\$ 17	\$ (421)	\$ (761)	\$ (1,285)
Adoption of accounting standards	(2)	—	(17)	(51)	—	(70)
Other comprehensive income (loss) before reclassifications	180	—	—	5	(74)	111
Tax (expense) benefit before reclassifications	(43)	—	—	2	(18)	(59)
Amounts reclassified from accumulated other comprehensive income (loss)	(110)	—	—	36	—	(74)
Tax (expense) benefit	27	—	—	(13)	—	14
Net other comprehensive income (loss)	54	—	—	30	(92)	(8)
Balance—December 31, 2018	\$ (68)	\$ —	\$ —	\$ (442)	\$ (853)	\$ (1,363)
Balance—January 1, 2017	\$ (75)	\$ 1	\$ —	\$ (498)	\$ (939)	\$ (1,511)
Other comprehensive income (loss) before reclassifications	(323)	(2)	15	62	145	(103)
Tax (expense) benefit before reclassifications	86	1	2	(15)	33	107
Amounts reclassified from accumulated other comprehensive income	264	—	—	44	—	308
Tax expense	(72)	—	—	(14)	—	(86)
Net other comprehensive income (loss)	(45)	(1)	17	77	178	226
Balance—December 31, 2017	\$ (120)	\$ —	\$ 17	\$ (421)	\$ (761)	\$ (1,285)
Balance—January 1, 2016	\$ (79)	\$ (5)	\$ —	\$ (428)	\$ (926)	\$ (1,438)
Other comprehensive income (loss) before reclassifications	(29)	7	—	(184)	(27)	(233)
Tax (expense) benefit before reclassifications	7	(1)	—	37	7	50
Amounts reclassified from accumulated other comprehensive income (loss)	(63)	—	—	93	7	37
Tax (expense) benefit	89	—	—	(16)	—	73
Net other comprehensive income (loss)	4	6	—	(70)	(13)	(73)
Balance—December 31, 2016	\$ (75)	\$ 1	\$ —	\$ (498)	\$ (939)	\$ (1,511)

LYONDELLBASELL INDUSTRIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The amounts reclassified out of each component of Accumulated other comprehensive loss are as follows:

<u>Millions of dollars</u>	<u>Year Ended December 31,</u>			<u>Affected Line Items on the Consolidated Statements of Income</u>
	<u>2018</u>	<u>2017</u>	<u>2016</u>	
Reclassification adjustments for:				
Financial derivatives	\$ (110)	\$ 264	\$ (63)	Other income, net
Income tax expense (benefit)	(27)	72	(89)	Provision for income taxes
Financial derivatives, net of tax	(83)	192	26	
Amortization of defined pension items:				
Prior service cost	1	3	1	
Actuarial loss	32	39	31	
Settlement loss	3	2	61	
Income tax expense	13	14	16	
Defined pension items, net of tax	23	30	77	
Foreign currency translations adjustments	—	—	7	Other income, net
Income tax expense (benefit)	—	—	—	Provision for income taxes
Foreign currency translations adjustments, net of tax	—	—	7	
Total reclassifications, before tax	(74)	308	37	
Income tax expense (benefit)	(14)	86	(73)	Provision for income taxes
Total reclassifications, after tax	<u>\$ (60)</u>	<u>\$ 222</u>	<u>\$ 110</u>	Amount included in net income

Amortization of prior service cost and actuarial loss are included in the computation of net periodic pension and other postretirement benefit costs (see Note 16 to the Consolidated Financial Statements).

Non-Controlling Interests—In April 2017, we increased our interest in the entity that holds our equity interest in Al Waha Petrochemicals Ltd. from 83.79% to 100% by paying \$21 million to exercise a call option to purchase the remaining 16.21% interest held by a third party.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

21. Per Share Data

Basic earnings per share are based upon the weighted average number of shares of common stock outstanding during the periods. Diluted earnings per share includes the effect of certain stock options awards and other equity-based compensation awards. We have unvested restricted stock units that are considered participating securities for earnings per share.

Earnings per share data and dividends declared per share of common stock are as follows:

	Year Ended December 31,					
	2018		2017		2016	
	Continuing Operations	Discontinued Operations	Continuing Operations	Discontinued Operations	Continuing Operations	Discontinued Operations
Millions of dollars						
Net income (loss)	\$ 4,698	\$ (8)	\$ 4,895	\$ (18)	\$ 3,847	\$ (10)
Less: net (income) loss attributable to non-controlling interests	—	—	2	—	(1)	—
Net income (loss) attributable to the Company shareholders	4,698	(8)	4,897	(18)	3,846	(10)
Dividends on A.Schulman Special Stock	(2)	—	—	—	—	—
Net income attributable to participating securities	(6)	—	(5)	—	(4)	—
Net income (loss) attributable to ordinary shareholders—basic	\$ 4,690	\$ (8)	\$ 4,892	\$ (18)	\$ 3,842	\$ (10)
Potential diluted effect of PSUs	(5)	—	—	—	—	—
Net income (loss) attributable to ordinary shareholders— diluted	\$ 4,685	\$ (8)	\$ 4,892	\$ (18)	\$ 3,842	\$ (10)
Millions of shares, except per share amounts						
Basic weighted average common stock outstanding	389	389	398	398	419	419
Effect of dilutive securities:						
Stock options	—	—	1	1	—	—
QPA and PSU awards	—	—	—	—	1	1
Potential dilutive shares	389	389	399	399	420	420
Earnings (loss) per share:						
Basic	\$ 12.06	\$ (0.02)	\$ 12.28	\$ (0.05)	\$ 9.17	\$ (0.02)
Diluted	\$ 12.03	\$ (0.02)	\$ 12.28	\$ (0.05)	\$ 9.15	\$ (0.02)
Participating securities	0.5	0.5	0.4	0.4	0.3	0.3
Dividends declared per share of common stock	\$ 4.00	\$ —	\$ 3.55	\$ —	\$ 3.33	\$ —

LYONDELLBASELL INDUSTRIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

22. Segment and Related Information

In conjunction with our acquisition of A. Schulman, we formed the Advanced Polymer Solutions business management function for the product lines acquired in the acquisition. In addition, the responsibility for business decisions relating to polypropylene compounds, *Catalloy* and polybutene-1, previously reflected in our O&P–EAI and O&P–Americas segments, were moved to our new Advanced Polymer Solutions business management function. These products are now reflected in our new Advanced Polymer Solutions segment. All comparable periods presented have been revised to reflect this change.

Our operations are managed through six operating segments, as shown below. We disclose the results of each of our operating segments in accordance with ASC 280, *Segment Reporting*. Each of the operating segments is managed by a senior executive reporting directly to our Chief Executive Officer, the chief operating decision maker. Discrete financial information is available for each of the segments, and our Chief Executive Officer uses the operating results of each of the operating segments for performance evaluation and resource allocation. The activities of each of our segments from which they earn revenues and incur expenses are described below:

- *Olefins and Polyolefins–Americas* (“O&P–Americas”). Our O&P–Americas segment produces and markets olefins and co-products, polyethylene and polypropylene.
- *Olefins and Polyolefins–Europe, Asia, International* (“O&P–EAI”). Our O&P–EAI segment produces and markets olefins and co-products, polyethylene, and polypropylene.
- *Intermediates and Derivatives* (“I&D”). Our I&D segment produces and markets propylene oxide and its derivatives; oxyfuels and related products; and intermediate chemicals such as styrene monomer, acetyls, ethylene oxide and ethylene glycol.
- *Advanced Polymer Solutions* (“APS”). Our APS segment produces and markets compounding and solutions, such as polypropylene compounds, engineered plastics, masterbatches, engineered composites, colors and powders, and advanced polymers, which includes *Catalloy* and polybutene-1.
- *Refining*. Our Refining segment refines heavy, high-sulfur crude oil and other crude oils of varied types and sources available on the U.S. Gulf Coast into refined products, including gasoline and distillates.
- *Technology*. Our Technology segment develops and licenses chemical and polyolefin process technologies and manufactures and sells polyolefin catalysts.

Our chief operating decision maker uses EBITDA as the primary measure for reviewing our segments’ profitability and therefore, in accordance with ASC 280, *Segment Reporting*, we have presented EBITDA for all segments. We define EBITDA as earnings before interest, taxes and depreciation and amortization.

“Other” includes intersegment eliminations and items that are not directly related or allocated to business operations, such as foreign exchange gains or losses and components of pension and other postretirement benefit costs other than service costs. Sales between segments are made primarily at prices approximating prevailing market prices.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Summarized financial information concerning reportable segments is shown in the following table for the periods presented:

Millions of dollars	Year Ended December 31, 2018							Total
	O&P – Americas	O&P – EAI	I&D	APS	Refining	Technology	Other	
Sales and other operating revenues:								
Customers	\$ 6,883	\$ 9,984	\$ 9,426	\$ 4,022	\$ 8,221	\$ 468	\$ —	\$ 39,004
Intersegment	3,525	854	162	2	936	115	(5,594)	—
	10,408	10,838	9,588	4,024	9,157	583	(5,594)	39,004
Depreciation and amortization expense	442	208	287	69	192	43	—	1,241
Other income (expense), net	11	48	2	2	3	1	39	106
Income from equity investments	58	225	6	—	—	—	—	289
Capital expenditures	1,079	248	409	62	250	48	9	2,105
EBITDA	2,762	1,163	2,011	400	167	328	36	6,867

Millions of dollars	Year Ended December 31, 2017							Total
	O&P – Americas	O&P – EAI	I&D	APS	Refining	Technology	Other	
Sales and other operating revenues:								
Customers	\$ 7,265	\$ 9,445	\$ 8,346	\$ 2,922	\$ 6,165	\$ 341	\$ —	\$ 34,484
Intersegment	2,739	773	126	—	683	109	(4,430)	—
	10,004	10,218	8,472	2,922	6,848	450	(4,430)	34,484
Depreciation and amortization expense	433	210	279	35	177	40	—	1,174
Other income (expense), net	42	138	1	(2)	2	—	(2)	179
Income from equity investments	42	271	8	—	—	—	—	321
Capital expenditures	741	163	332	55	213	32	11	1,547
EBITDA	2,899	1,927	1,490	438	157	223	—	7,134

Millions of dollars	Year Ended December 31, 2016							Total
	O&P – Americas	O&P – EAI	I&D	APS	Refining	Technology	Other	
Sales and other operating revenues:								
Customers	\$ 6,463	\$ 8,097	\$ 7,085	\$ 2,601	\$ 4,559	\$ 378	\$ —	\$ 29,183
Intersegment	2,259	621	141	—	576	101	(3,698)	—
	8,722	8,718	7,226	2,601	5,135	479	(3,698)	29,183
Depreciation and amortization expense	359	201	269	31	163	41	—	1,064
Other income (expense), net	62	19	—	24	8	—	(2)	111
Income from equity investments	59	302	6	—	—	—	—	367
Capital expenditures	1,370	229	333	38	224	36	13	2,243
EBITDA	2,788	1,729	1,333	427	72	262	(9)	6,602

LYONDELLBASELL INDUSTRIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

In 2018, EBITDA for our O&P–EAI segment includes a \$36 million gain from the fourth quarter 2018 sale of our carbon black subsidiary in France. Our APS segment results include charges totaling \$69 million for acquisition-related transaction and integration costs associated with our acquisition of A. Schulman.

In 2017, our O&P–Americas results include a \$31 million gain on the first quarter sale of property in Lake Charles, Louisiana. EBITDA for our O&P–EAI segment includes a \$108 million gain on the sale of our 27% interest in Geosel and also includes a \$21 million non-cash gain stemming from the elimination of an obligation associated with a lease.

In 2016, operating results for our O&P–Americas segment includes a non-cash, LCM inventory valuation charge of \$26 million due mainly to the drop in polypropylene prices. Our O&P–Americas and APS segments' results benefited from gains of \$57 million and \$21 million, respectively, related to the 2016 sale of our wholly owned subsidiary, Petroken Petroquimica Ensenada S.A.

A reconciliation of EBITDA to Income from continuing operations before income taxes is shown in the following table for each of the periods presented:

Millions of dollars	Year Ended December 31,		
	2018	2017	2016
EBITDA:			
Total segment EBITDA	\$ 6,831	\$ 7,134	\$ 6,611
Other EBITDA	36	—	(9)
Less:			
Depreciation and amortization expense	(1,241)	(1,174)	(1,064)
Interest expense	(360)	(491)	(322)
Add:			
Interest income	45	24	17
Income from continuing operations before income taxes	\$ 5,311	\$ 5,493	\$ 5,233

The following assets are summarized and reconciled to consolidated totals in the following table:

Millions of dollars	O&P – Americas	O&P – EAI	I&D	APS	Refining	Technology	Other	Total
December 31, 2018								
Property, plant and equipment, net	\$ 5,769	\$ 1,745	\$ 2,663	\$ 818	\$ 1,216	\$ 266	\$ —	\$ 12,477
Investment in PO joint ventures	—	—	469	—	—	—	—	469
Equity investments	196	1,326	73	16	—	—	—	1,611
Goodwill	162	114	229	1,300	—	9	—	1,814
December 31, 2017								
Property, plant and equipment, net	\$ 5,025	\$ 1,794	\$ 2,457	\$ 350	\$ 1,130	\$ 241	\$ —	\$ 10,997
Investment in PO joint ventures	—	—	420	—	—	—	—	420
Equity investments	187	1,366	82	—	—	—	—	1,635
Goodwill	162	121	237	41	—	9	—	570

As a result of the acquisition of A. Schulman, property, plant and equipment and goodwill attributable to the polypropylene compounds, *Catalloy* and polybutene-1 businesses previously reported in our O&P–Americas and O&P–EAI segments have been recast for all comparable periods presented.

LYONDELLBASELL INDUSTRIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Long-lived assets include Property, plant and equipment, net, Intangible assets, net, Investments in PO joint ventures, and Equity investments, (see Notes 8, 9 and 10 to the Consolidated Financial Statements). The following long-lived assets data is based upon the location of the assets:

<u>Millions of dollars</u>	<u>Year Ended December 31,</u>	
	<u>2018</u>	<u>2017</u>
Long-lived assets:		
United States	\$ 10,346	\$ 8,761
Germany	1,527	1,417
The Netherlands	757	779
France	565	551
Italy	343	329
Mexico	254	198
Other	1,730	1,585
Total	<u>\$ 15,522</u>	<u>\$ 13,620</u>

23. Unaudited Quarterly Results

The following table presents selected financial data for the quarterly periods in 2018 and 2017:

<u>Millions of dollars, except per share amounts</u>	<u>For the Quarter Ended</u>			
	<u>March 31</u>	<u>June 30</u>	<u>September 30</u>	<u>December 31</u>
2018				
Sales and other operating revenues	\$ 9,767	\$ 10,206	\$ 10,155	\$ 8,876
Gross profit ^(a)	1,755	1,916	1,656	1,148
Operating income ^(b)	1,494	1,626	1,317	794
Income from equity investments	96	68	89	36
Income from continuing operations ^{(b)(c)}	1,231	1,655	1,115	697
Loss from discontinued operations, net of tax	—	(1)	(2)	(5)
Net income ^{(b)(c)}	1,231	1,654	1,113	692
Earnings per share:				
Basic	3.12	4.23	2.86	1.81
Diluted	3.11	4.22	2.85	1.79

LYONDELLBASELL INDUSTRIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

<u>Millions of dollars, except per share amounts</u>	<u>For the Quarter Ended</u>			
	<u>March 31</u>	<u>June 30</u>	<u>September 30</u>	<u>December 31</u>
2017				
Sales and other operating revenues	\$ 8,430	\$ 8,403	\$ 8,516	\$ 9,135
Gross profit ^(a)	1,439	1,802	1,577	1,607
Operating income ^(b)	1,210	1,577	1,332	1,341
Income from equity investments	81	78	81	81
Income from continuing operations ^{(b)(c)}	805	1,134	1,058	1,898
Loss from discontinued operations, net of tax	(8)	(4)	(2)	(4)
Net income ^{(b)(c)}	797	1,130	1,056	1,894
Earnings per share:				
Basic	1.98	2.82	2.67	4.80
Diluted	1.98	2.81	2.67	4.79

(a) Represents Sales and other operating revenues less Cost of sales.

(b) The three months ended September 30, 2018 and December 31, 2018 include charges for acquisition-related transaction and integration costs associated with our acquisition of A. Schulman of \$53 million (\$42 million, after tax) and \$20 million (\$15 million, after tax), respectively. The three months ended December 31, 2018 also includes a gain of \$36 million (\$34 million, after tax) on the sale of our carbon black subsidiary in France.

The three months ended March 31, 2017 includes a gain of \$31 million (\$20 million, after tax) on the sale of property in Lake Charles, Louisiana currently used as a logistic terminal. The three months ended June 30, 2017 includes a \$21 million non-cash gain (\$14 million, after tax) stemming from the elimination of an obligation associated with a lease. The three months ended September 30, 2017 includes a \$108 million gain (\$103 million, after tax) on the sale of our 27% interest in Geosel.

(c) The three months ended June 30, 2018 includes a \$346 million benefit related to \$288 million of previously unrecognized tax benefits and the release of \$58 million of associated accrued interest.

The three months ended March 31, 2017 includes total charges to interest expense of \$113 million (\$106 million, after tax) related to the redemption of \$1,000 million aggregate principal amount of our outstanding 5% senior notes due 2019. The three months ended December 31, 2017 includes an \$819 million non-cash tax benefit related to the lower federal income tax rate resulting from the newly enacted U.S. Tax Act.

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Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Effectiveness of Controls and Procedures

Our management, with the participation of our Chief Executive Officer (principal executive officer) and our Chief Financial Officer (principal financial officer) has evaluated the effectiveness of our disclosure controls and procedures in ensuring that the information required to be disclosed in reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, including ensuring that such information is accumulated and communicated to management (including the principal executive and financial officers) as appropriate to allow timely decisions regarding required disclosure. Based on such evaluation, our principal executive and financial officers have concluded that such disclosure controls and procedures were effective as of December 31, 2018, the end of the period covered by this Annual Report on Form 10-K.

We completed the acquisition of A. Schulman on August 21, 2018. We are in the process of assessing the internal controls of A. Schulman as part of the post-close integration process but have excluded A. Schulman from our assessment of internal control over financial reporting as of December 31, 2018. The total assets and revenues excluded from management's assessment represent 5% and 2%, respectively, of the related consolidated financial statements as of and for the year ended December 31, 2018.

Management's Report on Internal Control over Financial Reporting

Management's report on our internal control over financial reporting can be found in Item 8, *Financial Statements and Supplementary Data*, of this report.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting, as defined in Rule 13a-15(f) of the Act, in our fourth fiscal quarter of 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

We have a Code of Conduct for all employees and directors, including our principal executive officer, principal financial officer, principal accounting officer and persons performing similar functions. We also have a Financial Code of Ethics specifically for our principal executive officer, principal financial officer, principal accounting officer and persons performing similar functions. We have posted copies of these codes on the “Corporate Governance” section of our website at www.lyb.com (within the Investor Relations section). Any waivers of the codes must be approved, in advance, by our Board of Directors. Any amendments to, or waivers from, the codes that apply to our executive officers and directors will be posted on the “Corporate Governance” section of our website.

Information regarding our executive officers is reported under the caption “Executive Officers of the Registrant” in Part I of this report, which is incorporated herein by reference.

All other information required by this Item will be included in our Proxy Statement relating to our 2019 Annual General Meeting of Shareholders and is incorporated herein by reference.*

Item 11. Executive Compensation.

All information required by this Item will be included in our Proxy Statement relating to our 2019 Annual General Meeting of Shareholders and is incorporated herein by reference.*

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

All information required by this Item will be included in our Proxy Statement relating to our 2019 Annual General Meeting of Shareholders and is incorporated herein by reference.*

Item 13. Certain Relationships and Related Transactions, and Director Independence.

All information required by this Item will be included in our Proxy Statement relating to our 2019 Annual General Meeting of Shareholders and is incorporated herein by reference.*

Item 14. Principal Accounting Fees and Services.

All information required by this Item will be included in our Proxy Statement relating to our 2019 Annual General Meeting of Shareholders and is incorporated herein by reference.*

* *Except for information or data specifically incorporated herein by reference under Items 10 through 14, other information and data appearing in our 2019 Proxy Statement are not deemed to be a part of this Annual Report on Form 10-K or deemed to be filed with the Commission as a part of this report.*

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) (1) *Consolidated Financial Statements:*

The financial statements and supplementary information listed in the Index to Financial Statements, included in Item 8.

(a) (2) *Consolidated Financial Statement Schedules:*

Schedules are omitted because they either are not required or are not applicable or because equivalent information has been included in the financial statements, the notes thereto or elsewhere herein.

(b) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated as of February 15, 2018, among LyondellBasell Industries N.V., LYB Americas Holdco Inc., and A. Schulman, Inc. (incorporated by reference to Exhibit 2.1 to our Current Report on Form 8-K filed with the SEC on February 15, 2018)
3	Articles of Association of LyondellBasell Industries N.V., as amended on June 1, 2018 (incorporated by reference to Exhibit 3.1 of our Current Report on Form 8-K filed with the SEC on June 5, 2018)
4.1	Specimen certificate for Class A ordinary shares, par value €0.04 per share, of LyondellBasell Industries N.V. (incorporated by reference to Exhibit 4.1 to our Annual Report on Form 10-K filed with the SEC on February 16, 2016)
4.2	Registration Rights Agreement by and among LyondellBasell Industries N.V. and the Holders (as defined therein), dated as of April 30, 2010 (incorporated by reference to Exhibit 4.7 to Amendment No. 2 to Form 10 filed with the SEC on July 26, 2010)
4.3	Second Amended and Restated Nomination Agreement, dated June 1, 2018, between AI International Chemicals S.à R.L. and LyondellBasell Industries N.V. (incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K filed with the SEC on June 5, 2018)
4.4	Indenture relating to 6.0% Senior Notes due 2021, among the Company, as issuer, each of the Guarantors named therein, as guarantors, Wells Fargo National Association, as trustee, registrar and paying agent, dated as of November 14, 2011 (including form of 6.0% Senior Note due 2021) (incorporated by reference to Exhibit 4.1 to Form 8-K filed with the SEC on November 17, 2011)
4.5	First Supplemental Indenture, dated as of December 10, 2015, to Indenture dated as of November 14, 2011, between the Company and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K filed with the SEC on December 14, 2015)
4.6	Indenture relating to 5.75% Senior Notes due 2024, among LyondellBasell Industries N.V., as issuer, each of the Guarantors named therein, as guarantors, Wells Fargo Bank, National Association, as trustee, registrar and paying agent, dated as of April 9, 2012 (including form of 5.750% Senior Note due 2024) (incorporated by reference to Exhibit 4.3 to our Current Report on Form 8-K filed with the SEC on April 10, 2012)
4.7	First Supplemental Indenture, dated as of December 10, 2015, to Indenture dated as of April 9, 2012, between the Company and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed with the SEC on December 14, 2015)

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<u>Exhibit Number</u>	<u>Description</u>
4.8	<u>Indenture, among LYB International Finance B.V., as issuer, LyondellBasell Industries N.V., as guarantor, and Wells Fargo Bank, National Association, as trustee, dated as of July 16, 2013 (incorporated by reference to Exhibit 4.1 to our Form 8-K filed with the SEC on July 16, 2013)</u>
4.9	<u>Indenture, among LYB International Finance II B.V., as Issuer, LyondellBasell Industries N.V., as Guarantor, and Deutsche Bank Trust Company Americas, as Trustee, dated as of March 2, 2016 (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed with the SEC on March 2, 2016)</u>
4.10	<u>Officer's Certificate of LYB International Finance II B.V. relating to the 1.875% Guaranteed Notes due 2022, dated as of March 2, 2016 (incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K filed with the SEC on March 2, 2016)</u>
4.11	<u>Form of LYB International Finance II B.V.'s 1.875% Guaranteed Notes due 2022 (incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K filed with the SEC on March 2, 2016 and included in Exhibit A thereto)</u>
4.12	<u>Officer's Certificate of LYB International Finance II B.V. relating to the 3.500% Guaranteed Notes due 2027, dated as of March 2, 2016 (incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K filed with the SEC on March 2, 2016)</u>
4.13	<u>Form of LYB International Finance II B.V.'s 3.500% Guaranteed Notes due 2027 (incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K filed with the SEC on March 2, 2017 and included in Exhibit A thereto)</u>
4.14	<u>Indenture, between LyondellBasell Industries N.V. as Company and Wells Fargo Bank, National Association, as Trustee dated as of March 5, 2015 (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed with the SEC on March 5, 2015)</u>
4.15	<u>Officer's Certificate of LyondellBasell Industries, N.V. relating to the 4.625% Senior Notes due 2055, dated as of March 5, 2015 (incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K filed with the SEC on March 5, 2015)</u>
4.16	<u>Form of LyondellBasell Industries N.V.'s 4.625% Senior Notes due 2055 (incorporated by reference to Exhibit 4.3 to our Current Report on Form 8-K filed with the SEC on March 5, 2015 and included in Exhibit 4.2 thereto)</u>
10.1+	<u>Employment Agreement by and among Bhavesh V. Patel, Lyondell Chemical Company and LyondellBasell Industries, N.V., dated as of December 18, 2014 (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on December 22, 2014)</u>
10.2+	<u>Amendment to Employment Agreement by and among Lyondell Chemical Company, LyondellBasell Industries N.V. and Bhavesh V. Patel (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on March 9, 2017)</u>
10.3+*	<u>Amendment No. 2 to Employment Agreement by and among Lyondell Chemical Company, LyondellBasell Industries, N.V., and Bhavesh V. Patel</u>
10.4+	<u>Employment Agreement dated November 6, 2015, between Basell Service Company, B.V. and Thomas Aebischer (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on November 9, 2015).</u>

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<u>Exhibit Number</u>	<u>Description</u>
10.5+	Letter Agreement dated November 6, 2015 between Thomas Aebischer and Lyondell Chemical Company (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed with the SEC on November 9, 2015)
10.6+	Reimbursement Agreement, dated June 4, 2018, between Steven Doktycz and Lyondell Chemical Company (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed with the SEC on June 5, 2018)
10.7+	Settlement Agreement, dated June 4, 2018, among The Dow Chemical Company, Lyondell Chemical Company and Stephen Doktycz (incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K filed with the SEC on June 5, 2018)
10.8+	Good Leaver Undertaking and Defense Agreement, dated January 20, 2017, between Lyondell Chemical Company and Stephen Doktycz (incorporated by reference to Exhibit 10.4 to our Current Report on Form 8-K filed with the SEC on June 5, 2018)
10.9+	LyondellBasell U.S. Senior Management Deferral Plan dated effective as of May 1, 2012 (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on March 1, 2012)
10.10+	First Amendment to the LyondellBasell U.S. Senior Management Deferral Plan dated effective as of January 1, 2013 (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on April 30, 2013)
10.11+	LyondellBasell Executive Severance Plan, Amended & Restated, Effective as of June 1, 2015 and Form of Participation Agreement (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on June 5, 2015)
10.12+*	Form of Officer and Director Indemnification Agreement
10.13+	LyondellBasell Industries 2017 Long Term Incentive Plan (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on February 23, 2017)
10.14+	2017 Form of Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed with the SEC on February 23, 2017)
10.15+	2017 Form of Performance Share Unit Agreement (incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K filed with the SEC on February 23, 2017)
10.16+	2017 Form of Non-Qualified Stock Option Agreement (incorporated by reference to Exhibit 10.4 to our Current Report on Form 8-K filed with the SEC on February 23, 2017)
10.17+*	2019 Form of Restricted Stock Unit Agreement
10.18+*	2019 Form of Performance Share Unit Agreement
10.19+*	2019 Form of Non-Qualified Stock Option Agreement
10.20	Amended and Restated Credit Agreement, dated June 5, 2014, among LyondellBasell Industries N.V. and LYB Americas Finance Company, as Borrowers, the Lenders, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Deutsche Bank Securities Inc., as Syndication Agent and the other parties thereto (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on June 6, 2014)

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<u>Exhibit Number</u>	<u>Description</u>
10.21	<u>Amendment No. 1 to the Amended and Restated Credit Agreement, dated June 3, 2016, among LyondellBasell Industries N.V. and LYB Americas Finance Company, as Borrowers, the Lenders, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citibank, N.A. and Deutsche Bank Securities Inc., as Syndication Agents and the other parties thereto (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed with the SEC on June 6, 2016)</u>
10.22	<u>Consent Agreement, dated June 3, 2016, among LyondellBasell Industries N.V. and LYB Americas Finance Company, as Borrowers, Bank of America, N.A., as Administrative Agent and the lender parties thereto (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on June 6, 2016)</u>
10.23	<u>Consent Agreement, dated June 5, 2017, among LyondellBasell Industries N.V. and LYB Americas Finance Company LLC, as Borrowers, Bank of America, N.A., as Administrative Agent and the lender parties thereto (incorporated by reference to Exhibit 10 to our Current Report on Form 8-K filed with the SEC on June 7, 2017)</u>
10.24	<u>364-Day Credit Agreement, dated February 8, 2019 among LyondellBasell Industries N.V., as guarantor, and LYB Americas Finance Company LLC, as borrower, the lenders party thereto, and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on February 8, 2019)</u>
10.25	<u>Receivables Purchase Agreement, dated September 11, 2012, by and among Lyondell Chemical Company, as initial servicer, and LYB Receivables LLC, a bankruptcy-remote special purpose entity that is a wholly owned subsidiary of the Company, PNC National Association, as Administrator and LC Bank, certain conduit purchasers, committed purchasers, LC participants and purchaser agents that are parties thereto from time to time (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on September 14, 2012)</u>
10.26	<u>Second Amendment to Receivables Purchase Agreement, dated as of August 26, 2015, among Lyondell Chemical Company, as servicer, LYB Receivables LLC, as seller, the conduit purchasers, related committed purchasers, LC participants and purchaser agents party thereto, the other parties thereto and Mizuho Bank, Ltd., as Administrator and LC Bank (incorporated by reference to Exhibit 10 to our Current Report on Form 8-K filed with the SEC on August 28, 2015)</u>
10.27	<u>Third Amendment to Receivables Purchase Agreement, dated as of July 24, 2018, among Lyondell Chemical Company, as servicer, LYB Receivables LLC, as seller, the conduit purchasers, related committed purchasers, LC participants and purchaser agents party thereto, the other parties thereto and Mizuho Bank, Ltd., as Administrator and LC Bank (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on July 27, 2018)</u>
10.28	<u>Purchase and Sale Agreement, dated September 11, 2012, by and among Lyondell Chemical Company, Equistar Chemicals, LP and LyondellBasell Acetyls, LLC, the other originators from time to time parties thereto, Lyondell Chemical Company, as initial servicer and LYB Receivables LLC, a bankruptcy-remote special purpose entity that is a wholly owned subsidiary of the Company (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed with the SEC on September 14, 2012)</u>
10.29	<u>Consent Agreement, dated June 5, 2015, among LyondellBasell Industries N.V. and LYB Americas Finance Company, as Borrowers, Bank of America, N.A., as Administrative Agent and the lender parties thereto (incorporated by reference to Exhibit 10 to our Current Report on Form 8-K filed with the SEC on June 9, 2015)</u>

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<u>Exhibit Number</u>	<u>Description</u>
10.30	<u>Consent Agreement, dated June 5, 2017, among LyondellBasell Industries N.V. and LYB Americas Finance Company LLC, as Borrowers, Bank of America, N.A., as Administrative Agent and the lender parties thereto (incorporated by reference to Exhibit 10 to our Current Report on Form 8-K filed with the SEC on June 7, 2017)</u>
10.31	<u>Form of the Contingent Value Rights Agreement, among A. Schulman, Inc., LyondellBasell Industries N.V., members of the committee and a paying agent to be specified (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on February 15, 2018)</u>
21*	<u>List of subsidiaries of the registrant</u>
23*	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm</u>
31.1*	<u>Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934</u>
31.2*	<u>Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934</u>
32*	<u>Certifications pursuant to 18 U.S.C. Section 1350</u>
101.INS*	XBRL Instance Document
101.SCH*	XBRL Schema Document
101.CAL*	XBRL Calculation Linkbase Document
101.DEF*	XBRL Definition Linkbase Document
101.LAB*	XBRL Labels Linkbase Document
101.PRE*	XBRL Presentation Linkbase Document
+	Management contract or compensatory plan, contract or arrangement
*	Filed herewith.

Item 16. Form 10-K Summary.

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LYONDELLBASELL INDUSTRIES N.V.

Date: February 21, 2019

/s/ BHAVESH V. PATEL

Name: **Bhavesh V. Patel**
Title: *Chief Executive Officer*

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> <i>/s/ BHAVESH V. PATEL</i> Bhavesh V. Patel	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 21, 2019
<hr/> <i>/s/ THOMAS AEBISCHER</i> Thomas Aebischer	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>	February 21, 2019
<hr/> <i>/s/ JACINTH C. SMILEY</i> Jacinth C. Smiley	Vice President and Chief Accounting Officer <i>(Principal Accounting Officer)</i>	February 21, 2019
<hr/> <i>/s/ JACQUES AIGRAIN</i> Jacques Aigrain	Chairman of the Board and Director	February 21, 2019
<hr/> <i>/s/ LINCOLN BENET</i> Lincoln Benet	Director	February 21, 2019
<hr/> <i>/s/ JAGJEET S. BINDRA</i> Jagjeet S. Bindra	Director	February 21, 2019
<hr/> <i>/s/ ROBIN BUCHANAN</i> Robin Buchanan	Director	February 21, 2019
<hr/> <i>/s/ STEPHEN F. COOPER</i> Stephen F. Cooper	Director	February 21, 2019
<hr/> <i>/s/ NANCE K. DICCIANI</i> Nance K. Dicciani	Director	February 21, 2019
<hr/> <i>/s/ CLAIRE S. FARLEY</i> Claire S. Farley	Director	February 21, 2019
<hr/> <i>/s/ BELLA D. GOREN</i> Bella D. Goren	Director	February 21, 2019
<hr/> <i>/s/ MICHAEL S. HANLEY</i> Michael S. Hanley	Director	February 21, 2019
<hr/> <i>/s/ BRUCE A. SMITH</i> Bruce A. Smith	Director	February 21, 2019
<hr/> <i>/s/ RUDY M.J. VAN DER MEER</i> Rudy M.J. van der Meer	Director	February 21, 2019

AMENDMENT NO. 2 TO EMPLOYMENT AGREEMENT

This Amendment No. 2 to Employment Agreement (this “**Amendment**”) is effective as of November 30, 2018 (the “**Amendment Effective Date**”), by and among Lyondell Chemical Company, a Delaware corporation (the “**Company**”), LyondellBasell Industries N.V., a public limited liability company formed under the laws of The Netherlands (the “**Parent Company**”), and Bhavesh (Bob) V. Patel (the “**Executive**” and, together with the Company and the Parent Company, the “**Parties**”).

WITNESSETH:

WHEREAS, the Company and Executive entered into that certain Employment Agreement dated December 18, 2014 but effective as of January 12, 2015 and amended as of March 6, 2017 (as amended, the “**Agreement**”);

WHEREAS, on June 1, 2018, the Company transitioned from a dual board structure to a single, unitary board of directors;

WHEREAS, the Parties desire to amend the Agreement in the manner set forth herein to reflect this transition; and

WHEREAS, the Compensation Committee of the Board of Directors of the Parent Company has approved the amendment of the Agreement in the manner reflected herein.

NOW, THEREFORE, in consideration of the premises and mutual covenants and conditions herein, the Parties, intending to be legally bound, hereby agree as follows, effective as of the Amendment Effective Date:

1. Supervisory Board and Other Changes. The following changes shall be made to the Agreement:

(a) All references in the Agreement to “Supervisory Board” are hereby replaced with “Board.”

(b) Section 1(b) is hereby amended by deleting the following: “(120 days for notice provided by the Executive)” and (120th day in the case of notice provided by the Executive)”.

(c) Section 2(a) is hereby amended as follows:

(i) In the first sentence, the words “and as Chairman of the Management Board of the Parent Company (the “**Management Board**”)” are deleted.

(ii) The second sentence is deleted.

(d) Section 4(d) is hereby amended by deleting the words “from the Management Board,” in clause (ii) thereof.

(e) Section 11 is hereby amended by inserting item (k) (the defined term “**Supervisory Board**”, now “**Board**”) in correct alphabetical order and renumbering all other defined terms accordingly.

(f) Section 12(b) is hereby amended by changing the Attention line for notice to the Company to “Attention: Chief Legal Officer”.

2. Counterparts. This Amendment may be executed in one or more electronic or original counterparts, each of which shall be deemed an original and both of which together shall constitute the same instrument.

3. Ratification. All terms and provisions of the Agreement not amended hereby, either expressly or by necessary implication, shall remain in full force and effect. From and after the Amendment Effective Date, all references to the term “Agreement” in this Amendment or the original Agreement shall include the terms contained in this Amendment.

[Signatures begin on next page.]

The Parties have executed this Amendment No. 2 to Employment Agreement effective as of the Amendment Effective Date.

LYONDELLBASELL INDUSTRIES N.V.

By: /s/ Jeffrey A. Kaplan

Name: Jeffrey A. Kaplan

Title: Executive Vice President and
Chief Legal Officer

LYONDELL CHEMICAL COMPANY

By: /s/ Jeffrey A. Kaplan

Name: Jeffrey A. Kaplan

Title: Executive Vice President and
Chief Legal Officer

EXECUTIVE

/s/ Bhavesh V. Patel

Bhavesh (Bob) V. Patel

FORM OF INDEMNIFICATION AGREEMENT

This Indemnification Agreement (this “*Agreement*”) dated the [•] day of [•], 20[•], by and between LyondellBasell Industries N.V., a public limited liability company formed under the laws of The Netherlands (the “*Company*”), and [•], an individual (“*Indemnitee*”).

RECITALS

A. Competent and experienced persons are reluctant to serve or to continue to serve as directors of corporations or in other capacities unless they are provided with adequate protection through insurance or indemnification (or both) against claims against them arising out of their service and activities on behalf of the corporation.

B. The current uncertainties relating to the availability of adequate insurance have increased the difficulty for corporations of attracting and retaining competent and experienced persons to serve in such capacity.

C. The board of directors of the Company (the “*Board*”) has determined that the continuation of present trends in litigation will make it more difficult to attract and retain competent and experienced persons to serve as directors of the Company, that this situation is detrimental to the best interests of the Company’s stockholders and that the Company should act to assure such persons that there will be increased certainty of adequate protection in the future.

D. As a supplement to and in the furtherance of the Company’s Articles of Association, as amended (the “*Articles*”), it is reasonable, prudent, desirable and necessary for the Company contractually to obligate itself to indemnify, and to pay in advance expenses on behalf of, directors to the fullest extent permitted by law, consistent with the Company’s Liability Insurance, so that they will serve or continue to serve the Company free from concern that they will not be so indemnified and that their expenses will not be so paid in advance;

E. This Agreement is not a substitute for, nor is it intended to diminish or abrogate any rights of Indemnitee under, Liability Insurance, the Articles or any resolutions adopted pursuant thereto (including any contractual rights of Indemnitee that may exist);

F. Indemnitee is a director and/or officer of the Company and his or her willingness to continue to serve in such capacity is predicated, in substantial part, upon the Company’s willingness to indemnify him or her to the fullest extent permitted by Applicable Law, consistent with the Company’s Liability Insurance, and upon the other undertakings set forth in this Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and covenants contained herein, the Company and Indemnitee hereby agree as follows:

ARTICLE 1 CERTAIN DEFINITIONS

Capitalized terms used but not otherwise defined in this Agreement have the meanings set forth below:

“*Applicable Law*” means the laws of The Netherlands.

“*Corporate Status*” means the status of a person who is or was a director, officer, employee, partner, member, manager, trustee, fiduciary or agent of the Company or of any other Enterprise which such person is or was serving at the request of the Company. In addition to any service at the actual request of the Company, Indemnitee will be deemed, for purposes of this Agreement, to be serving or to have served at the request of the Company as a director, officer, employee, partner, member, manager, trustee, fiduciary or agent of another Enterprise if Indemnitee is or was serving as a director, officer, employee, partner, member, manager, fiduciary, trustee or agent of such Enterprise and (i) such Enterprise is or at the time of such service was a Controlled Affiliate, (ii) such Enterprise is or at the time of such service was an employee benefit plan (or related trust) sponsored on maintained by the Company or a Controlled Affiliate or (iii) the Company or a Controlled Affiliate caused Indemnitee to be nominated, elected, appointed, designated, employed, engaged or selected to serve in such capacity on its behalf.

“*Controlled Affiliate*” means any corporation, limited liability company, partnership, joint venture, trust or other Enterprise, whether or not for profit, that is directly or indirectly controlled by the Company. For purposes of this definition, the term “control” means the possession, directly or indirectly, of the power to direct, or cause the direction of, the management or policies of an Enterprise, whether through the ownership of voting securities, through other voting rights, by contract or otherwise; *provided, however*, that direct or indirect beneficial ownership of capital stock or other interests in an Enterprise entitling the holder to cast 10% or more of the total number of votes generally entitled to be cast in the election of directors (or persons performing comparable functions) of such Enterprise will be deemed to constitute “control” for purposes of this definition.

“*Disinterested Director*” means a director of the Company who is not and was not a party to the Proceeding, decision or Enterprise action in respect of which indemnification is sought by Indemnitee.

“*Enterprise*” means the Company and any other corporation, partnership, limited liability company, joint venture, employee benefit plan, trust or other entity or other enterprise of which Indemnitee is or was serving at the request of the Company in a Corporate Status.

“*Expenses*” means all reasonable and necessary attorney’s fees, disbursements and retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, fax transmission charges, delivery service fees and all other disbursements or expenses paid or incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating, being or preparing to be a witness in, or otherwise participating in, a Proceeding, or in connection with seeking indemnification under this Agreement. Expenses will also include Expenses reasonably paid or incurred in connection with any appeal resulting from any Proceeding. Expenses, however, will not include amounts paid in settlement by Indemnitee or the amount of judgments or fines against Indemnitee.

Notwithstanding the foregoing, the Company's obligation to pay "Expenses" is limited to Expenses incurred after written notice is given to the Company of a Proceeding, and the Company's obligation to pay fees to defense counsel shall be limited to the rates which are actually paid by the Company to attorneys performing similar work in the ordinary course of business in the defense of similar actions in the community where the Proceeding is being defended. When a Proceeding subject to the indemnity obligation in this Agreement presents both matters that are covered by the indemnity obligation and matters that are not, Expenses shall refer solely to Expenses incurred for the defense of those parts of the Proceeding that are covered by the indemnity obligation in this Agreement

"Fund Indemnitors" means any Person who employs the Indemnitee or of whom the Indemnitee is a partner or member, and such Person's affiliated investment funds, managed funds and management companies and each of their respective affiliates.

"Independent Counsel" means an attorney or firm of attorneys that is experienced in matters of corporation law in the appropriate jurisdictions and neither currently is, nor in the past five (5) years has been, retained to represent: (i) the Company or Indemnitee in any matter material to either such party (other than with respect to matters concerning the Indemnitee under this Agreement and/or the indemnification provisions of the Articles, or of other indemnitees under similar indemnification agreements), or (ii) any other party to the Proceeding giving rise to a claim for indemnification hereunder. Notwithstanding the foregoing, the term "Independent Counsel" does not include any person who, under the applicable standards of professional conduct then prevailing, would have a conflict of interest in representing either the Company or Indemnitee in an action to determine Indemnitee's rights under this Agreement.

"Liability Insurance" means such director and officer liability insurance (or the equivalent), which the Company purchases for the benefit of its directors and officers. The Liability Insurance that the Company currently maintains can be obtained upon email request to the Corporate Secretary, provided, however, that the Company may alter the composition of the insurance program, including the amount and terms of insurance, and the participating insurers, in the Company's sole discretion.

"Losses" means any loss, liability, judgments, damages, amounts paid in settlement (which settlement is entered into in accordance with the terms of this Agreement), fines (including excise taxes and penalties assessed with respect to employee benefit plans) and all interest, assessments and other charges paid or payable in connection with or in respect of any of the foregoing.

"Person" shall be construed broadly and shall include, without limitation, an individual, a partnership, stichting, commanditaire vennootschap, besloten vennootschap, a limited liability company, a corporation, an association, a joint stock company, a trust, a joint venture, an unincorporated organization and a governmental entity or any department, agency or political subdivision thereof.

"Proceeding" means any actually threatened, pending or completed action, suit, claim, demand, arbitration, alternate dispute resolution mechanism, investigation, inquiry, administrative hearing or any other actual, threatened or completed proceeding, including any and all appeals, whether brought by or in the right of the Company or otherwise, whether civil, criminal, administrative or investigative, whether formal or informal, and in each case commenced after the date of this Agreement, in which Indemnitee was, is or will be involved as a party or otherwise, by reason of or relating to Indemnitee's Corporate Status and by reason of or relating to either (i) any action or alleged action taken by Indemnitee (or failure or alleged failure to act) or of any action or alleged action (or failure or alleged failure to act) on Indemnitee's part, while acting in his or her Corporate Status or (ii) the fact that Indemnitee is or was serving at the request of the Company as director, officer, employee, partner, member, manager, trustee, fiduciary or agent of another Enterprise, in each case whether or not serving in such capacity at the time any Loss or Expense is paid or incurred for

which indemnification or advancement of Expenses can be provided under this Agreement, except one initiated by Indemnitee to enforce his or her rights under this Agreement.

References to “*servicing at the request of the Company*” include any service as a director, officer, employee or agent of the Company which imposes duties on, or involves services by, such director, officer, employee or agent with respect to any employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan will be deemed to have acted in a manner “*not opposed to the best interests of the Company*” as referred to under applicable law or in this Agreement.

ARTICLE 2 SERVICES TO THE COMPANY

2.1 Services to the Company. Indemnitee agrees to serve as an officer and/or director on the Company’s Board. Indemnitee may at any time and for any reason resign from such position (subject to any other contractual obligation or any obligation imposed by operation of law), in which event the Company will have no obligation under this Agreement to continue Indemnitee in such position. This Agreement will not be construed as giving Indemnitee any right to be retained as a director on the Company’s Board or in any other position with the Company (or any other Enterprise).

ARTICLE 3 INDEMNIFICATION

3.1 Company Indemnification. Except as otherwise provided in this Article 3, if Indemnitee was, is or becomes a party to, or was or is threatened to be made a party to, or was or is otherwise involved in, any Proceeding, the Company will indemnify and hold harmless Indemnitee to the fullest extent permitted by the Articles and Applicable Law, as the same exists or may hereafter be amended, interpreted or replaced, against any and all Expenses and Losses, and any federal, state, local or foreign taxes imposed as a result of the actual or deemed receipt of any payments under this Agreement, that are paid or incurred by Indemnitee in connection with such Proceeding.

3.2 Mandatory Indemnification if Indemnitee is Wholly or Partly Successful. Notwithstanding any other provision of this Agreement (other than Section 6.9), to the extent that Indemnitee has been successful, on the merits or otherwise, in defense of any Proceeding or any part thereof, the Company will indemnify Indemnitee against all Expenses that are paid or incurred by Indemnitee in connection therewith. If Indemnitee is not wholly successful in such Proceeding, but is successful, on the merits or otherwise, as to one or more but fewer than all claims, issues or matters in such Proceeding, the Company will indemnify and hold harmless Indemnitee against all Expenses paid or incurred by Indemnitee in connection with each successfully resolved claim, issue or matter on which Indemnitee was successful. For purposes of this Section 3.2, the termination of any Proceeding, or any claim, issue or matter in such Proceeding, by dismissal with or without prejudice will be deemed to be a successful result as to such Proceeding, claim, issue or matter.

3.3 Indemnification for Expenses of a Witness. Notwithstanding any other provision of this Agreement, to the extent that Indemnitee is, by reason of his or her Corporate Status, a witness in any Proceeding to which Indemnitee is not a party, the Company will advance all reasonable expenses and indemnify Indemnitee against all Expenses paid or incurred by Indemnitee on his or her behalf in connection therewith.

3.4 Exclusions. Notwithstanding any other provision of this Agreement, the Company will not be obligated under this Agreement to provide indemnification in connection with the following:

(a) Any Proceeding (or part of any Proceeding) initiated or brought voluntarily by Indemnitee against the Company or its directors, officers, employees or other indemnities, unless the Board has authorized or consented to the initiation of the Proceeding (or such part of any Proceeding).

(b) For an accounting of profits made from the purchase and sale (or sale and purchase) by Indemnitee of securities of the Company within the meaning of Section 16(b) of the Exchange Act or any similar successor statute or for any Losses to the extent that they represent the gaining in fact of any profit or advantage to which the Indemnitee is not legally entitled.

(c) If the Indemnitee suffers Losses or Expenses as a result of his willful default, negligence or misconduct under Applicable Law

(d) For any Proceeding arising out of, based upon or attributable to the committing in fact by the Indemnitee of any deliberate criminal or deliberate fraudulent act.

ARTICLE 4 ADVANCEMENT OF EXPENSES

4.1 Expense Advances. Except as set forth in Section 4.2, the Company will, if requested by Indemnitee, advance, to the fullest extent permitted by Applicable Law, to Indemnitee (hereinafter an “*Expense Advance*”) any and all Expenses paid or incurred by Indemnitee in connection with any Proceeding (whether prior to or after its final disposition). Indemnitee’s right to each Expense Advance will be subject to the requirements of the next sentence but not otherwise subject to the satisfaction of any standard of conduct and will be made without regard to Indemnitee’s ultimate entitlement to indemnification under the other provisions of this Agreement, or under provisions of the Articles or otherwise. Each Expense Advance will be unsecured and interest free and will be made by the Company upon a resolution of the Board; *provided, however*, that an Expense Advance will be made only upon delivery to the Company of an undertaking (hereinafter an “*Undertaking*”), in a form satisfactory to the Company, by or on behalf of Indemnitee, to repay such Expense Advance if it is ultimately determined, by final decision by a court or arbitrator, as applicable, from which there is no further right to appeal, that Indemnitee is not entitled to be indemnified for such Expenses under the Articles or Applicable Law. An Expense eligible for an Expense Advance will include any and all reasonable Expenses incurred pursuing an action to enforce the right of advancement provided for in this Article 4.

4.2 Exclusions. Indemnitee will not be entitled to any Expense Advance in connection with any of the matters for which indemnity is excluded pursuant to Section 3.4.

4.3 Timing. An Expense Advance pursuant to Section 4.1 will be made within fifteen business days after a resolution is approved by the Board with respect to such Expense Advance; *provided, however*, that no such Expense Advance will be made by the Company prior to receipt by the Company of the Undertaking.

ARTICLE 5 CONTRIBUTION IN THE EVENT OF JOINT LIABILITY

5.1 Contribution by Company. To the fullest extent permitted by law, if the indemnification provided for in this Agreement is unavailable to Indemnitee for any reason whatsoever, the Company, in lieu of indemnifying Indemnitee, will contribute to the amount of Expenses and Losses incurred or paid by Indemnitee in connection with any Proceeding in proportion to the relative benefits received by the Company and all officers, directors and employees of the Company other than Indemnitee who are jointly liable with Indemnitee, on the one hand, and Indemnitee, on the other hand, from the transaction from which such Proceeding arose; *provided, however*, that the proportion determined on the basis of relative benefit may, to the extent necessary to conform to law, be further adjusted by reference to the relative fault of the Company and all officers, directors and employees of the Company other than Indemnitee who are jointly liable with Indemnitee, on the one hand, and Indemnitee, on the other hand, in connection with the events that resulted in such Expenses and Losses, as well as any other equitable considerations which applicable law may require to be considered. The relative fault of the Company and all officers, directors and employees of the Company other than Indemnitee who are jointly liable with Indemnitee, on the one hand, and Indemnitee, on the other hand, will be determined by reference to, among other things, the degree to which their actions were motivated by intent to gain personal profit or advantage, the degree to which their liability is primary or secondary, and the degree to which their conduct was active or passive.

5.2 Indemnification for Contribution Claims by Others. To the fullest extent permitted by law, the indemnification herein will include claims of contribution which may be brought by other officers, directors or employees of the Company who may be jointly liable with Indemnitee for any Loss or Expense arising from a Proceeding.

ARTICLE 6 PROCEDURES AND PRESUMPTIONS FOR THE DETERMINATION OF ENTITLEMENT TO INDEMNIFICATION

6.1 Notification of Claims; Request for Indemnification. Indemnitee agrees to notify promptly the Company in writing of any claim made against Indemnitee for which indemnification will or could be sought under this Agreement; *provided, however*, that a delay in giving such notice will not deprive Indemnitee of any right to be indemnified under this Agreement unless, and then only to the extent that, the Company did not otherwise learn of the Proceeding and such delay is materially prejudicial to the Company's ability to defend or to obtain coverage under the Company's Liability Insurance for such Proceeding; and, *provided, further*, that notice will be deemed to have been given without any action on the part of Indemnitee in the event the Company is a party to the same Proceeding. The omission to notify the Company will not relieve the Company from any liability for indemnification which it may have to Indemnitee otherwise than under this Agreement. Indemnitee may deliver to the Company a written request to have the Company indemnify and hold harmless Indemnitee in accordance with this Agreement. Subject to [Section 6.9](#), such request may be delivered from time to time and at such time(s) as Indemnitee deems appropriate in his or her sole discretion. Following such a written request for indemnification, Indemnitee's entitlement to indemnification shall be determined according to [Section 6.2](#). The Secretary of the Company will, promptly upon receipt of such a request for indemnification, advise the Board in writing that Indemnitee has requested indemnification. The Company will be entitled to participate in any Proceeding at its own expense.

6.2 Determination of Right to Indemnification. Upon written request by Indemnitee for indemnification pursuant to [Section 6.1](#) hereof with respect to any Proceeding, a determination with respect to Indemnitee's entitlement thereto will be made by one of the following, at the election of the Company: (1) so long as there are Disinterested Directors with respect to such Proceeding, a majority vote of the Disinterested Directors, even though less than a quorum of the Board, (2) so long as there are Disinterested Directors with respect to such Proceeding, a committee of such Disinterested Directors designated by a

majority vote of such Disinterested Directors, even though less than a quorum of the Board or (3) Independent Counsel in a written opinion delivered to the Board, a copy of which will also be delivered to Indemnitee. The election by the Company to use a particular person, persons or entity to make such determination is to be included in a written notification to Indemnitee. The person, persons or entity chosen to make a determination under this Agreement of the Indemnitee's entitlement to indemnification shall act reasonably and in good faith in making such determination.

6.3 Selection of Independent Counsel. If the determination of entitlement to indemnification pursuant to Section 6.2 will be made by an Independent Counsel, the Independent Counsel will be selected as provided in this Section 6.3. The Independent Counsel will be selected by the Company (unless the Company requests that such selection be made by the Indemnitee, in which event the immediately following sentence will apply) and the Company will give written notice to Indemnitee advising it of the identity of the Independent Counsel so selected. If the Independent Counsel is selected by the Indemnitee, Indemnitee will give written notice to the Company advising of the identity of the Independent Counsel so selected. In either event, Indemnitee or the Company, as the case may be, may, within ten days after such written notice of selection is given, deliver to the Company or to Indemnitee, as the case may be, a written objection to such selection; *provided, however*, that such objection may be asserted only on the ground that the Independent Counsel so selected does not meet the requirements of "Independent Counsel" as defined in this Agreement, and the objection will set forth with particularity the factual basis of such assertion. Absent a proper and timely objection, the person so selected will act as Independent Counsel. If a written objection is made and substantiated, the Independent Counsel selected may not serve as Independent Counsel unless and until such objection is withdrawn or a court has determined that such objection is without merit. If, within 30 days after submission by Indemnitee of a written request for indemnification pursuant to Section 6.1, no Independent Counsel is selected, or an Independent Counsel for which an objection thereto has been properly made remains unresolved, either the Company or Indemnitee may petition a court of competent jurisdiction for resolution of any objection which has been made by the Company or Indemnitee to the other's selection of Independent Counsel and/or for the appointment as Independent Counsel of a person selected by the court or by such other person as the court may designate, and the person with respect to whom all objections are so resolved or the person so appointed will act as Independent Counsel under Section 6.2. The Company will pay any and all reasonable and necessary fees and expenses incurred by such Independent Counsel in connection with acting pursuant to Section 6.2 hereof, and the Company will pay all fees and expenses incident to the procedures of this Section 6.3, regardless of the manner in which such Independent Counsel was selected or appointed.

6.4 Burden of Proof. In making a determination with respect to entitlement to indemnification hereunder, the person, persons or entity making such determination will presume that Indemnitee is entitled to indemnification under this Agreement. Anyone seeking to overcome this presumption will have the burden of proof. Indemnitee will be deemed to have acted in good faith if Indemnitee's action with respect to a particular Enterprise is based on the records or books of account of such Enterprise, including financial statements, or on information supplied to Indemnitee by the officers of such Enterprise in the course of their duties, or on the advice of legal counsel for such Enterprise or on information or records given or reports made to such Enterprise by an independent certified public accountant or by an appraiser or other expert selected by such Enterprise; *provided, however* this sentence will not be deemed to limit in any way the other circumstances in which Indemnitee may be deemed to have met the appropriate standard of conduct and provided further that this sentence shall not excuse fraudulent or other knowing improper actions taken by Indemnitee. In addition, the knowledge and/or actions, or failure to act, of any other director, officer, agent or employee of such Enterprise will not be imputed to Indemnitee for purposes of determining the right to indemnification under this Agreement.

6.5 No Presumption in Absence of a Determination or As Result of an Adverse Determination; Presumption Regarding Success. Neither the failure of any person, persons or entity chosen to make a determination as to whether Indemnitee has met any particular standard of conduct or had any particular belief to make such determination, nor an actual determination by such person, persons or entity that Indemnitee has not met such standard of conduct or did not have such belief, prior to or after the commencement of legal proceedings by Indemnitee to secure a judicial determination that Indemnitee should be indemnified under this Agreement under Applicable Law, will be a defense to Indemnitee's claim or create a presumption that Indemnitee has not met any particular standard of conduct or did not have any particular belief. In addition, the termination of any Proceeding by settlement approved by the Board (whether with or without court approval) or upon a plea of nolo contendere, or its equivalent, will not create a presumption that Indemnitee did not meet any particular standard of conduct or have any particular belief or that a court has determined that indemnification is not permitted by this Agreement or Applicable Law.

6.6 Timing of Determination. The Company will use its reasonable best efforts to cause any determination required to be made pursuant to Section 6.2 to be made as promptly as practicable after Indemnitee has submitted a written request for indemnification pursuant to Section 6.1.

6.7 Timing of Payments. All payments of Expenses, including any Expense Advance, and other amounts by the Company to the Indemnitee pursuant to this Agreement will be made as soon as practicable after a written request or demand therefor by Indemnitee is presented to the Company, but in no event later than 30 days after (i) such demand is presented or (ii) such later date as a determination of entitlement to indemnification is made in accordance with Section 6.6, if applicable; *provided, however*, that an Expense Advance will be made within the time provided in Section 4.3 hereof.

6.8 Cooperation. Indemnitee will cooperate with the person, persons or entity making a determination with respect to Indemnitee's entitlement to indemnification, including providing to such person, persons or entity, upon reasonable advance request, any documentation or information which is not privileged or otherwise protected from disclosure and which is reasonably available to Indemnitee and reasonably necessary to such determination. Any Expenses incurred by Indemnitee in so cooperating with the person, persons or entity making such determination will be borne by the Company (irrespective of the determination as to Indemnitee's entitlement to indemnification).

6.9 Time for Submission of Request. Indemnitee will be required to submit any request for Indemnification pursuant to this Article 6 within a reasonable time, not to exceed two years, after any judgment, order, settlement, dismissal, arbitration award, conviction, acceptance of a plea of nolo contendere (or its equivalent) or other full or partial final determination or disposition of the Proceeding (with the latest date of the occurrence of any such event to be considered the commencement of the two year period).

ARTICLE 7 LIABILITY INSURANCE

7.1 Liability Insurance. The Company will obtain and maintain a policy or policies of Liability Insurance with one or more reputable insurance companies providing Indemnitee with coverage in such amount as will be determined by the Board for Losses and Expenses paid or incurred by Indemnitee as a result of acts or omissions of Indemnitee in his or her Corporate Status, and to ensure the Company's performance of its indemnification obligations under this Agreement, to the extent that a policy covering the

indemnification obligations under this Agreement is reasonably attainable; *provided, however*, in all policies of director and officer liability insurance obtained by the Company, Indemnitee will be named as an Insured in such manner as to provide Indemnitee with the same rights and benefits as are afforded to the other directors or officers, as applicable, of the Company under such policies. Any reductions to the amount of director and officer liability insurance coverage maintained by the Company as of the date hereof will be subject to the approval of the Board.

7.2 Notice to Insurers. If, at the time of receipt by the Company of a notice from any source of a Proceeding as to which Indemnitee is a party or participant, the Company will give prompt notice of such Proceeding to the insurers in accordance with the procedures set forth in the respective policies, the Company will provide Indemnitee with a copy of such notice. The Company will thereafter take all necessary or desirable actions to cause such insurers to pay, on behalf of Indemnitee, all amounts payable as a result of such Proceeding in accordance with the terms of such policies.

7.3 Cooperation with Company. The Indemnitee will cooperate in all ways with the Company and its counsel and, if required by the Company, with the insurers issuing the Company's Liability Insurance, to the extent the Company deems such cooperation reasonably necessary in connection with the tender, evaluation, investigation, and pursuant of insurance coverage for any Proceeding.

ARTICLE 8 REMEDIES OF INDEMNITEE

8.1 Action by Indemnitee. In the event that (i) a determination is made pursuant to Article 6 of this Agreement that Indemnitee is not entitled to indemnification under this Agreement, (ii) an Expense Advance is not timely made pursuant to Section 4.3 of this Agreement, (iii) no determination of entitlement to indemnification is made within the applicable time periods specified in Section 6.6 or (iv) payment of indemnified amounts is not made within the applicable time periods specified in Section 6.7, Indemnitee will be entitled to seek an award in arbitration to be conducted by a single arbitrator pursuant to the rules of the American Arbitration Association; such award to be made within 60 days following the filing of the demand for arbitration. The provisions of New York law (without regard to its conflict of laws rules that would cause the application of the laws of another jurisdiction) will apply to any such arbitration. The Company will not oppose Indemnitee's right to seek any such adjudication or award in arbitration.

8.2 Company Bound by Favorable Determination by Reviewing Party. If a determination is made that Indemnitee is entitled to indemnification pursuant to Article 6, the Company will be bound by such determination in any judicial proceeding or arbitration commenced pursuant to this Article 8, absent (i) a misstatement by Indemnitee of a material fact or an omission of a material fact necessary to make Indemnitee's statements in connection with the request for indemnification not materially misleading or (ii) a prohibition of such indemnification under Applicable Law.

8.3 Company Bound by Provisions of this Agreement. The Company and Indemnitee will each be precluded from asserting in any judicial or arbitration proceeding commenced pursuant to this Article 8 that the procedures and presumptions of this Agreement are not valid, binding and enforceable and will stipulate in any such judicial or arbitration proceeding that the Company is bound by all the provisions of this Agreement.

ARTICLE 9 NON-EXCLUSIVITY, SUBROGATION; NO DUPLICATIVE PAYMENTS; INDEMNITOR OF FIRST RESORT; MORE FAVORABLE TERMS

9.1 Non-Exclusivity. The rights of indemnification and to receive Expense Advances as provided by this Agreement are not exclusive of any other rights to which Indemnitee may at any time be entitled under Applicable Law, the Articles, any agreement, a vote of stockholders, a resolution of the directors or otherwise. To the extent Indemnitee otherwise would have any greater right to indemnification or payment of any advancement of Expenses under any other provisions under Applicable Law, the Articles, any agreement, vote of stockholders, a resolution of directors or otherwise, Indemnitee will be entitled under this Agreement to such greater right. No amendment, alteration or repeal of this Agreement or of any provision hereof limits or restricts any right of Indemnitee under this Agreement in respect of any action taken or omitted by such Indemnitee prior to such amendment, alteration or repeal. To the extent that a change in Applicable Law, whether by statute or judicial decision, permits greater indemnification than would be afforded currently under the Articles and this Agreement, it is the intent of the parties hereto that Indemnitee enjoy by this Agreement the greater benefits so afforded by such change. No right or remedy herein conferred is intended to be exclusive of any other right or remedy, and every other right and remedy will be cumulative and in addition to every other right and remedy given hereunder or now or hereafter existing at law or in equity or otherwise. The assertion or employment of any right or remedy hereunder, or otherwise, will not prevent the concurrent assertion or employment of any other right or remedy.

9.2 Subrogation. In the event of any payment by the Company under this Agreement, the Company will be subrogated to the extent of such payment to all of the rights of recovery of Indemnitee with respect thereto, including rights under any policy of insurance or other indemnity agreement or obligation, and Indemnitee will execute all papers required and take all action necessary to secure such rights, including execution of such documents as are necessary to enable the Company to bring suit to enforce such rights (it being understood that all of Indemnitee's reasonable Expenses related thereto will be borne by the Company).

9.3 No Duplicative Payments. The Company will not be liable under this Agreement to make any payment of amounts otherwise indemnifiable (or any Expense for which advancement is provided) hereunder if and to the extent that Indemnitee is otherwise entitled to receive such payment under any insurance policy, contract, agreement or otherwise. The Company's obligation to indemnify or advance Expenses hereunder to Indemnitee in respect of Proceedings relating to Indemnitee's service at the request of the Company as a director, officer, employee, partner, member, manager, trustee, fiduciary or agent of any other Enterprise will be reduced by any amount Indemnitee is actually entitled to receive as indemnification or advancement of Expenses from such other Enterprise. Subject to Section 4.1, the indemnity obligations of this Agreement shall apply in excess of the Company's Liability Insurance and to any other insurance or indemnities available to the Indemnitee.

9.4 Indemnitor of First Resort. The Company hereby acknowledges that Indemnitee may have certain rights to indemnification, advancement of expenses and/or insurance provided by one or more of the Fund Indemnitors. The Company hereby agrees (i) that it is the indemnitor of first resort (i.e., its obligations to an Indemnitee under this Agreement, the Articles and Applicable Law are primary and any obligation of the Fund Indemnitors to advance expenses or to provide indemnification for the same expenses or liabilities incurred by such Indemnitee are secondary), (ii) that it shall be required to advance the full amount of expenses incurred by an Indemnitee and shall be liable for the full amount of all losses, claims, damages, liabilities and expenses (including attorneys' fees, judgments, fines, penalties and amounts paid in settlement) to the extent legally permitted and as required by the terms of this Agreement (or any other agreement between the Company and an Indemnitee), without regard to any rights an Indemnitee may have against the Fund Indemnitors, and (iii) that it irrevocably waives, relinquishes and releases the Fund Indemnitors from any and all claims which it has or may have against the Fund Indemnitors for contribution, subrogation or any other recovery of any kind in respect thereof. The Company further agrees that no advancement or payment by the Fund Indemnitors on behalf of an Indemnitee with respect to any claim for which such Indemnitee

has sought indemnification from the Fund Indemnitors shall affect the foregoing and the Fund Indemnitors shall be subrogated to the extent of such advancement or payment to all of the rights of recovery of such Indemnatee against the Company. The Company and each Indemnatee agree that the Fund Indemnitors are express third party beneficiaries of this [Section 9.4](#).

ARTICLE 10 DEFENSE OF PROCEEDINGS

10.1 Company Assuming the Defense. In the event the Company is obligated to pay in advance the Expenses of any Proceeding pursuant to [Article 4](#), the Company will be entitled, by written notice to Indemnatee, to assume the defense of such Proceeding, with counsel approved by Indemnatee, which approval will not be unreasonably withheld or delayed. The Company will identify the counsel it proposes to employ in connection with such defense as part of the written notice sent to Indemnatee notifying Indemnatee of the Company's election to assume such defense, and Indemnatee will be required, within ten days following Indemnatee's receipt of such notice, to inform the Company of its approval of such counsel or, if it has objections, the reasons therefor. If such objections cannot be resolved by the parties, the Company will identify alternative counsel, which counsel will also be subject to approval by Indemnatee in accordance with the procedure described in the prior sentence. In the absence of an actual conflict of interest that would prevent defense counsel from representing both the Indemnatee and other defendants in the Proceeding, the Indemnatee agrees that the Company may assign defense counsel to represent Indemnatee and other defendants in that Proceeding.

10.2 Right of Indemnatee to Employ Counsel. Following approval of counsel by Indemnatee pursuant to [Section 10.1](#) and retention of such counsel by the Company, the Company will not be liable to Indemnatee under this Agreement for any fees and expenses of counsel subsequently incurred by Indemnatee with respect to the same Proceeding; *provided, however*, that (a) Indemnatee has the right to employ counsel in any such Proceeding at Indemnatee's expense and (b) the Company will be required to pay the fees and expenses of Indemnatee's counsel if (i) the employment of counsel by Indemnatee is authorized by the Company, or (ii) an actual conflict of interest arises between the Company (or any other person or persons included in a joint defense) and Indemnatee in the conduct of such defense or representation by such counsel retained by the Company and the Company has not appointed new counsel without such conflict of interest to represent the Indemnatee or (iii) the Company does not continue to retain such counsel approved by the Indemnatee and the Company has not appointed new counsel to represent the Indemnatee in accordance with [Section 10.1](#).

ARTICLE 11 SETTLEMENT

11.1 Company Bound by Provisions of this Agreement. Notwithstanding anything in this Agreement to the contrary, the Company will have no obligation to indemnify Indemnatee under this Agreement for any amounts paid in settlement of any Proceeding effected without the Company's prior written consent, which consent shall not be unreasonably withheld.

11.2 When Indemnatee's Prior Consent Required. The Company will not, without the prior written consent of Indemnatee, consent to the entry of any judgment against Indemnatee or enter into any settlement or compromise which (i) contains any non-monetary remedy imposed on Indemnatee or a Loss for which Indemnatee is not wholly indemnified hereunder or (ii) with respect to any Proceeding with respect to which Indemnatee is made a party or a participant or is otherwise entitled to seek indemnification hereunder, does not include, as an unconditional term thereof, the full release of Indemnatee from all liability in respect of such Proceeding. Neither the Company nor Indemnatee will unreasonably withhold its consent to any

proposed settlement; *provided, however*, Indemnitee may withhold consent to any settlement that does not provide a full and unconditional release of Indemnitee from all liability in respect of such Proceeding.

ARTICLE 12 DURATION OF AGREEMENT; PERIOD OF LIMITATIONS

12.1 Duration of Agreement. This Agreement will continue until and terminate upon the latest of (a) the statute of limitations applicable to any claim that could be asserted against an Indemnitee with respect to which Indemnitee may be entitled to indemnification and/or an Expense Advance under this Agreement, (b) ten years after the date that Indemnitee has ceased to serve as a director or officer of the Company or as a director, officer, employee, partner, member, manager, fiduciary or agent of any other Enterprise which Indemnitee served at the request of the Company, or (c) if, at the later of the dates referred to in (a) and (b) above, there is pending a Proceeding in respect of which Indemnitee is granted rights of indemnification or the right to an Expense Advance under this Agreement or a Proceeding commenced by Indemnitee pursuant to Article 8 of this Agreement, one year after the final termination of such Proceeding, including any and all appeals.

ARTICLE 13 MISCELLANEOUS

13.1 Entire Agreement. This Agreement constitutes the entire agreement and understanding of the parties in respect of the subject matter hereof and supersedes all prior understandings, agreements or representations by or among the parties, written or oral, to the extent they relate in any way to the subject matter hereof; *provided, however*, it is agreed that the provisions contained in this Agreement are a supplement to, and not a substitute for, any provisions regarding the same subject matter contained in the Articles and any employment or similar agreement between the parties.

13.2 Assignment; Binding Effect; Third Party Beneficiaries. No party may assign either this Agreement or any of its rights, interests or obligations hereunder without the prior written approval of the other party and any such assignment by a party without prior written approval of the other parties will be deemed invalid and not binding on such other parties. All of the terms, agreements, covenants, representations, warranties and conditions of this Agreement are binding upon, and inure to the benefit of and are enforceable by, the parties and their respective successors, permitted assigns, heirs, executors and personal and legal representatives. Except for Fund Indemnitors as set forth in Section 9.5 of this Agreement, there are no third party beneficiaries having rights under or with respect to this Agreement.

13.3 Notices. All notices, requests and other communications provided for or permitted to be given under this Agreement must be in writing and be given by personal delivery, by certified or registered mail (postage prepaid, return receipt requested), by a nationally recognized overnight delivery service for next day delivery, or by facsimile transmission, as follows (or to such other address as any party may give in a notice given in accordance with the provisions hereof):

If to the Company:

LyondellBasell Industries N.V.
4th Floor, One Vine Street
London W1J0AH
United Kingdom
Attention: Corporate Secretary

with a copy to:

LyondellBasell Industries
1221 McKinney Street
Houston, TX 77010
Attention: Chief Legal Officer

If to _____:

Email: _____

All notices, requests or other communications will be effective and deemed given only as follows: (i) if given by personal delivery, upon such personal delivery, (ii) if sent by certified or registered mail, on the fifth business day after being deposited in the United States mail, (iii) if sent for next day delivery by overnight delivery service, on the date of delivery as confirmed by written confirmation of delivery, (iv) if sent by email, upon the transmitter's confirmation of receipt of such email transmission, except that if such confirmation is received after 5:00 p.m. (in the recipient's time zone) on a business day, or is received on a day that is not a business day, then such notice, request or communication will not be deemed effective or given until the next succeeding business day. Notices, requests and other communications sent in any other manner, including by electronic mail, will not be effective.

13.4 Specific Performance; Remedies. Each party acknowledges and agrees that the other party would be damaged irreparably if any provision of this Agreement were not performed in accordance with its specific terms or were otherwise breached. Accordingly, the parties will be entitled to an injunction or injunctions to prevent breaches of the provisions of this Agreement and to enforce specifically this Agreement and its provisions in any action or proceeding instituted in any court having jurisdiction over the parties and the matter, in addition to any other remedy to which they may be entitled, at law or in equity. Except as expressly provided herein, the rights, obligations and remedies created by this Agreement are cumulative and in addition to any other rights, obligations or remedies otherwise available at law or in equity. Except as expressly provided herein, nothing herein will be considered an election of remedies.

13.5 Submission to Jurisdiction. Any Proceeding seeking to enforce any provision of, or based on any matter arising out of or in connection with, this Agreement may only be brought in the United States District Court for the Southern District of New York or any New York State court, in each case, located in the Borough of Manhattan, which will be the exclusive and only proper forum for adjudicating such Proceeding, and each party consents to the exclusive jurisdiction and venue of such court (and of the appropriate appellate courts therefrom) in any such Proceeding and irrevocably waives, to the fullest extent permitted by law, any objection that it may now or hereafter have to the laying of the venue of any such Proceeding in any such court or that any such Proceeding brought in any such court has been brought in an inconvenient forum. Process in any such action, suit or proceeding may be served on any party anywhere in the world, whether within or without the jurisdiction of any such court.

13.6 Headings. The article and section headings contained in this Agreement are inserted for convenience only and will not affect in any way the meaning or interpretation of this Agreement.

13.7 Governing Law. This Agreement will be governed by and construed in accordance with the laws of the State of New York, without giving effect to any choice of law principles.

13.8 Amendment. This Agreement may not be amended or modified except by a writing signed by all of the parties. Notwithstanding the foregoing, neither Section 9.5 nor the last sentence of Section 13.2 of this Agreement may be amended at any time.

13.9 Extensions; Waivers. Any party may, for itself only, (i) extend the time for the performance of any of the obligations of any other party under this Agreement, (ii) waive any inaccuracies in the representations and warranties of any other party contained herein or in any document delivered pursuant hereto and (iii) waive compliance with any of the agreements or conditions for the benefit of such party contained herein. Any such extension or waiver will be valid only if set forth in a writing signed by the party to be bound thereby. No waiver by any party of any default, misrepresentation or breach of warranty or covenant hereunder, whether intentional or not, may be deemed to extend to any prior or subsequent default, misrepresentation or breach of warranty or covenant hereunder or affect in any way any rights arising because of any prior or subsequent such occurrence. Neither the failure nor any delay on the part of any party to exercise any right or remedy under this Agreement will operate as a waiver thereof, nor will any single or partial exercise of any right or remedy preclude any other or further exercise of the same or of any other right or remedy.

13.10 Severability. The provisions of this Agreement will be deemed severable and the invalidity or unenforceability of any provision will not affect the validity or enforceability of the other provisions hereof; provided that if any provision of this Agreement, as applied to any party or to any circumstance, is judicially determined not to be enforceable in accordance with its terms, the parties agree that the court judicially making such determination may modify the provision in a manner consistent with its objectives such that it is enforceable, and/or to delete specific words or phrases, and in its modified form, such provision will then be enforceable and will be enforced.

13.11 Counterparts; Effectiveness. This Agreement may be executed in two or more counterparts, each of which will be deemed an original but all of which together will constitute one and the same instrument. This Agreement will become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties, which delivery may be made by exchange of copies of the signature page by facsimile or other electronic transmission.

13.12 Construction. This Agreement has been freely and fairly negotiated among the parties. If an ambiguity or question of intent or interpretation arises, this Agreement will be construed as if drafted jointly by the parties and no presumption or burden of proof will arise favoring or disfavoring any party because of the authorship of any provision of this Agreement. Any reference to any law will be deemed also to refer to such law as amended and all rules and regulations promulgated thereunder, unless the context requires otherwise. The words “include,” “includes,” and “including” will be deemed to be followed by “without limitation.” Pronouns in masculine, feminine, and neuter genders will be construed to include any other gender, and words in the singular form will be construed to include the plural and vice versa, unless the context otherwise requires. The words “this Agreement,” “herein,” “hereof,” “hereby,” “hereunder,” and words of similar import refer to this Agreement as a whole and not to any particular subdivision unless expressly so limited. The parties intend that each representation, warranty, and covenant contained herein will have independent significance. If any party has breached any representation, warranty, or covenant contained herein in any respect, the fact that there exists another representation, warranty or covenant relating to the same subject matter (regardless of the relative levels of specificity) which the party has not breached will not detract from or mitigate the fact that the party is in breach of the first representation, warranty, or covenant. Time is of the essence in the performance of this Agreement.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

LYONDELLBASELL INDUSTRIES N.V.

By: _____

Name:

Title:

Indemnitee

Signature

Print Name

LYONDELLBASELL INDUSTRIES
2019 RESTRICTED STOCK UNIT AWARD AGREEMENT

By letter (the “Grant Letter”), effective as of the date specified in the Grant Letter (the “Grant Date”), LyondellBasell Industries N.V. (the “Company”), pursuant to the LyondellBasell Industries Long-Term Incentive Plan, as restated effective February 16, 2017 (the “Plan”), has granted to the Participant the number of units of Common Stock (as defined in the Plan) specified in the Grant Letter subject to transfer and forfeiture restrictions (“Restricted Stock Units”). These grants are all subject to adjustment as provided in the Plan, and the following terms and conditions (the “Award Agreement”):

1. Relationship to Plan and Company Agreements.

This Restricted Stock Unit grant is subject to all Plan terms, conditions, provisions and administrative interpretations, if any, adopted by the Committee. Except as defined in this Award Agreement, capitalized terms have the same meanings ascribed to them in the Plan. To the extent that this Award Agreement is intended to satisfy the Company’s obligations under any employment agreement between the Company and the Participant, the Participant agrees and acknowledges that this Award Agreement fulfills the Company’s obligations under the employment agreement, this Award Agreement shall be interpreted and construed to the fullest extent possible consistent with such employment agreement, and in the event of a conflict between the terms of such employment agreement and the terms of this Award Agreement, the terms of this Award Agreement shall control.

2. Restriction Period and Vesting Schedule.

(a) The Restriction Period applicable to the Restricted Stock Units shall lapse and Restricted Stock Units shall fully vest on the third anniversary of the Grant Date. The Participant must be in continuous Employment from the Grant Date through the third anniversary of the Grant Date to vest in Restricted Stock Units on that date.

(b) If the Participant has been in continuous Employment since the Grant Date, the Restriction Period shall lapse and the Restricted Stock Units shall become fully vested, irrespective of the limits in subparagraph (a), upon (1) an involuntary termination of Employment by the Company without Cause or a constructive termination of Employment by the Participant with good reason as defined in Section 10 of the Plan, either of which occurs within one year after the occurrence of a Change of Control or (2) any termination of Employment due to death or Disability.

(c) Irrespective of the limitations set forth in subparagraph (a) above, provided that the Participant has been in continuous Employment since the Grant Date, upon termination of Employment due to Retirement or involuntary termination not for Cause, the Restriction Period shall lapse with respect to a pro rata portion of the Restricted Stock Units which shall be determined by multiplying the full number of Restricted Stock Units otherwise payable under this Award Agreement by a fraction, the numerator of which is the number of months (with any partial months being considered a full month) of the Participant’s Employment during the period beginning on the Grant Date and ending on the third anniversary of the Grant Date and the denominator of which is the number of months in such period. Remaining Restricted Stock Units shall be forfeited.

(d) The following definitions apply to this Award Agreement:

(i) “Disability” means (i) a permanent and total disability as defined in the Company’s long-term disability plan in which the Participant is eligible to participate and (ii) the Participant is not eligible for Retirement.

(ii) “Employment” means employment as an Employee with the Company or any Participating Employer. Neither the Participant’s transfer from Company employment to employment by any Participating Employer, the Participant’s transfer from employment by any Participating Employer to Company employment, nor the Participant’s transfer between Participating Employers shall be deemed to be a termination of the Participant’s employment. Moreover, a Participant’s employment shall not be deemed to terminate because the Participant is absent from active employment due to temporary illness, during authorized vacation, during temporary leaves of absence granted by the Company or a Participating Employer for professional advancement, education, health or government service, during military leave for any period if the Participant returns to active employment within 90 days after military leave terminates, or during any period required to be treated as a leave of absence by any valid law or agreement.

(iii) “Misconduct” means any act or failure to act that (i) contributes to the Company having to restate all or a portion of its financial statements and (ii) materially increases the value of the compensation received by the Participant.

(iv) “Retirement” means a Participant’s voluntarily initiated termination of service on or after the earliest of (i) age 65, (ii) age 55 with 10 years of participation service credited under the qualified defined benefit pension plan maintained by the Company or an Affiliate in which the Participant is eligible to participate, (iii) the time of retirement as defined in a written agreement between a Participant and a Participating Employer, or (iv) outside the U.S., the time when retirement is permitted and the Participant is eligible to receive a company retirement benefit under applicable law with respect to the Participant’s primary place of employment (as determined by the Committee in its sole judgment).

3. Terms and Conditions.

Each Restricted Stock Unit shall be subject to the restrictions below and a substantial risk of forfeiture during the Restriction Period. A Participant shall not be entitled to any payment under Section 5 until the Restriction Period for affected Restricted Stock Units lapses. No rights related to a Restricted Stock Unit may be sold, transferred, assigned, pledged or otherwise encumbered or disposed of during the Restriction Period. Restricted Stock Units shall be forfeited on the date the Participant’s Employment terminates except as otherwise provided in Section 2 hereof.

4. Registration of Units.

The Participant’s right to receive Common Stock in settlement of the Restricted Stock Units shall be evidenced by book entry (or by such other manner as the Committee may determine).

5. Settlement.

Subject to Section 13 hereof, when the Restriction Period lapses and Restricted Stock Units vest under Section 2, a Participant shall become entitled to receive, within 60 days of the date the Restricted

Stock Units vested, the number of shares of Common Stock equal to the number of Restricted Stock Units which have vested on the particular vesting date. Any shares of Common Stock paid under this Award shall remain subject to the Company Clawback Policy as set forth in Section 14.

6. Dividend Equivalents.

The Company will pay Dividend Equivalents for each outstanding Restricted Stock Unit as soon as administratively practicable after dividends, if any, are paid on the Company's outstanding shares of Common Stock; provided, however, that (i) such payment shall be made no later than March 15th following the year in which the dividends are paid and (ii) the Participant must be in Employment as of the date of such dividend payment.

7. Withholding.

The Company shall withhold from any distribution under this Award shares of Common Stock having a Fair Market Value equal to all taxes required to be withheld with respect to the Award. In the event all federal, state and other governmental withholding tax requirements imposed upon the Company with respect to the Award cannot be satisfied in this manner, no shares of Common Stock shall be delivered to or for a Participant unless provision to pay required withholding has been made to the Committee's satisfaction.

8. Expatriate Participants.

Payments of Awards made to expatriate Participants will be, pursuant to the applicable expatriate assignment policy of the Participating Employer, tax normalized based on typical income taxes and social security taxes in the expatriate Participant's home country relevant to the expatriate Participant's domestic circumstances.

9. No Fractional Shares.

No fractional shares of Common Stock are permitted in connection with this Award Agreement. For purposes of pro-rata in Section 2(c), Restricted Stock Units shall be rounded up to the nearest whole share of Common Stock. Any shares of Common Stock withheld pursuant to Section 7 shall be rounded to whole shares in the manner determined by the Committee to be appropriate to satisfy the minimum statutory withholding requirements.

10. Successors and Assigns.

This Award Agreement shall bind and inure to the benefit of and be enforceable by the Participant, the Company and their respective permitted successors and assigns (including personal representatives, heirs and legatees), but the Participant may not assign any rights or obligations under this Award Agreement except to the extent and in the manner expressly permitted.

11. No Guaranteed Employment.

No provision of this Award Agreement shall confer any right to continued employment.

12. Section 409A.

It is intended that the provisions of this Award Agreement satisfy the requirements of Section 409A of the Code and the accompanying U.S. Treasury Regulations and pronouncements thereunder, and that the Award Agreement be operated in a manner consistent with such requirements to the extent applicable.

For purposes of Section 409A of the Code, (a) if the Participant is Retirement Eligible, the time of settlement in Section 5 hereof constitutes a specified date within the meaning of Section 1.409A-3(a)(4) of the Treasury Regulations and is within the 90-day period described in Section 1.409A-3(b) of the Treasury Regulations and (b) if the Participant is not Retirement Eligible, the time of settlement in Section 5 hereof is within the short-term deferral period described in Section 1.409A-1(b)(4) of the Treasury Regulations. For purposes of this Section 13, "Retirement Eligible" means that the Participant will be eligible to terminate Employment by reason of Retirement prior to the date such Retirement would qualify for short-term deferral treatment under Section 409A of the Code.

If the Company is publicly-traded and the Participant is identified by the Company as a "specified employee" within the meaning of Section 409A(a)(2)(B)(i) of the Code on the date on which the Participant has a "separation from service" (other than due to death) within the meaning of Section 1.409A-1(h) of the Treasury Regulations, notwithstanding the provisions of Section 5 hereof, any transfer of shares payable on account of a separation from service that are deferred compensation shall take place on the earlier of (i) the first business day following the expiration of six months from the Participant's separation from service, (ii) the date of the Participant's death, or (iii) such earlier date as complies with the requirements of Section 409A of the Code.

13. Company Clawback Policy.

If (a) the Committee determines that the Participant has either engaged in, or benefitted from, Misconduct and (b) the Participant is classified at a level of M-4 or above in the LyondellBasell Group compensation classification system at the time of such determination, upon notice from the Company, the Participant shall reimburse to the Company all or a portion of the payments received under this Award Agreement (or forfeit all or any portion of such payments to the extent they have not yet been paid) as the Committee deems appropriate under the circumstances. Such notice shall be provided within the earlier to occur of one year after discovery of the alleged Misconduct or the second anniversary of the Participant's date of termination.

LYONDELLBASELL INDUSTRIES N.V.

LYONDELLBASELL INDUSTRIES
2019 PERFORMANCE SHARE UNIT AWARD AGREEMENT

By letter (the “Grant Letter”), effective as of the date specified in the Grant Letter (the “Grant Date”), LyondellBasell Industries N.V. (the “Company”), pursuant to the LyondellBasell Industries Long-Term Incentive Plan, as restated effective February 16, 2017 (the “Plan”), has granted to the Participant a number of Stock Units (as defined in the Plan) equal to the Target multiplied by the Earned Percentage certified for the Performance Cycle, subject to the vesting provisions specified herein (the “PSU Award”). The applicable Target and Performance Cycle are set forth in the Grant Letter. The Earned Percentage shall be determined after the Performance Cycle based on the Performance Goals specified in the Grant Letter. This PSU Award is subject to adjustment as provided in the Plan, and the following terms and conditions (the “Award Agreement”):

(a) Relationship to Plan and Company Agreements.

This PSU Award is a Performance Award under the Plan and is subject to all applicable Plan terms, conditions, provisions and administrative interpretations, if any, adopted by the Committee. Except as defined in this Award Agreement, capitalized terms have the same meanings ascribed to them in the Plan. This Award Agreement is intended to satisfy any obligation of the Company to provide a performance share unit award to the Participant under any employment agreement between the Company and the Participant or otherwise, and the Participant agrees and acknowledges that this Award Agreement fulfills the Company’s obligations under the employment agreement, this Award Agreement shall be interpreted and construed to the fullest extent possible consistent with such employment agreement, and in the event of a conflict between the terms of such employment agreement and the terms of this Award Agreement, the terms of this Award Agreement shall control.

(b) Definitions.

The following definitions apply to this Award Agreement:

(c) “Date of Termination” means the date on which the Participant ceases to be an Employee.

(d) “Disability” means a permanent and total disability as defined in the applicable long-term disability plan of the Participating Employer. “Disabled” has the correlative meaning.

(e) “Earned Percentage” means the percentage of the Target that is earned during the Performance Cycle. The Earned Percentage is multiplied by the Target to determine the number of Stock Units granted under this PSU Award. The Earned Percentage shall be determined in accordance with the following:

(i) Following the close of the Performance Cycle, the Committee shall determine and certify the Earned Percentage for the Performance Cycle.

(ii) The Earned Percentage shall not exceed 200 percent.

(iii) In the event any action or failure to act by the Participant constitutes Cause, the Committee may reduce the Participant’s Earned Percentage to the extent the Committee deems appropriate under the circumstances.

(iv) In the event of a Change of Control, the Earned Percentage shall be calculated by reference to the attainment of Performance Goals as of the close of the last quarter ending on or before the Change of Control.

(f) “Misconduct” means any act or failure to act that (i) contributes to the Company having to restate all or a portion of its financial statements and (ii) materially increases the value of the compensation received by the Participant.

(g) “Performance Cycle” means the three-calendar-year period set forth in the Grant Letter.

(h) “Performance Goals” means the performance goal or goals as set forth in the Grant Letter.

(i) “Retirement” means the Participant’s voluntarily initiated termination of service on or after the earliest of (i) age 65, (ii) age 55 with 10 years of participation service credited under the qualified defined benefit pension plan maintained by the Company or an Affiliate in which the Participant is eligible to participate, (iii) the time of retirement as defined in a written agreement between a Participant and the Company or an Affiliate, or (iv) outside the U.S., the time when retirement is permitted and the Participant is eligible to receive a retirement benefit from the Company or an Affiliate under applicable law with respect to the Participant’s primary place of employment (as determined by the Committee in its sole judgment).

(j) “Target” means the projected target number of Stock Units, as determined by the Committee and set forth in the Grant Letter, that may be payable to the Participant in satisfaction of this Award Agreement if the Committee determines that all Performance Goals for the Performance Cycle have been achieved and certifies an Earned Percentage of 100%.

(k) Vesting Schedule.

(l) The PSU Award shall fully vest upon the date following the end of the Performance Cycle upon which the Committee certifies the Earned Percentage applicable to the Performance Cycle, provided that the Participant is in continuous employment with a Participating Employer from the Grant Date through such date. Except as provided below, the PSU Award shall be forfeited if the Participant terminates employment prior to vesting.

(m) Notwithstanding paragraph (a), the Participant shall become vested in a pro-rated portion of the PSU Award upon the earliest of (i) the date the Participant becomes Disabled while employed by a Participating Employer or (ii) the Participant’s Date of Termination due to Retirement, death or involuntary termination not for Cause. The portion of the PSU Award that shall vest under this paragraph shall be determined by multiplying the number of Stock Units granted under the PSU Award (which is equal to product of the Target and the Earned Percentage for the Performance Cycle) by a fraction, the numerator of which shall be the number of whole calendar months of the Participant’s employment in such Performance Cycle ending on the earliest of the date of Disability or Date of Termination, as applicable, and the denominator of which shall be the number of whole

calendar months in the Performance Cycle; provided that for purposes of this Section 3(b), partial service in a calendar month shall be considered service for the whole calendar month.

(n) Notwithstanding paragraph (a), upon a Change of Control, the Earned Percentage shall be calculated by reference to the attainment of Performance Goals as of the close of the last quarter ending on or before the Change of Control in accordance with Section 2(c)(iv). Following the Change of Control, the Participant shall fully vest in the PSU Award on the last day of the Performance Cycle, if the Participant is in continuous employment with a Participating Employer from the Grant Date through such date and shall forfeit the PSU Award if the Participant terminates prior to vesting. Notwithstanding the foregoing, the Participant shall become vested in a pro-rated portion of the PSU Award upon the earlier to occur of (i) a vesting event under Section 3(b) or (ii) an involuntary termination of employment of the Participant within one year following the Change of Control for any reason other than Cause (including a constructive termination of employment for good reason (as defined in Section 10 of the Plan)). The portion that shall vest shall be determined by multiplying the number of Stock Units granted under the PSU Award (which is equal to product of the Target and the Earned Percentage determined at the time of the Change of Control) by a fraction, the numerator of which shall be the number of whole calendar months of the Participant's employment in such Performance Cycle ending on the earliest vesting event and the denominator of which shall be the number of whole calendar months in the Performance Cycle. For this purpose, partial service in a calendar month shall be considered service for the whole calendar month.

(o) Notwithstanding the foregoing, in the event a Participant: (1) takes a leave of absence from the Company for personal reasons or as a result of entry into the Armed Forces of the United States, or (2) terminates employment for reasons which, in the judgment of the Committee, are deemed to be special circumstances, the Committee may consider such circumstances and may take such action (to the extent consistent with Section 409A of the Code) as it may deem appropriate under the circumstances, including extending the rights of a Participant to continue participation in the Plan beyond his Date of Termination; provided, however, that in no event may participation be extended beyond the term of the Performance Cycle in question.

(p) Notwithstanding the foregoing, if the entity that is deemed to be the plan sponsor with respect to this PSU Award is or becomes a "nonqualified entity" (within the meaning of Section 457A(b) of the Code and applicable guidance thereunder), the provisions of Sections 3(b), 3(c) and 3(d) shall not apply with respect to any Participant who is a U.S. taxpayer if and to the extent such provisions would cause any amounts payable hereunder to be subject to Section 457A of the Code.

(q) For all purposes of this PSU Award, involuntary termination not for Cause does not include the Participant's voluntary termination of employment pursuant to a voluntary separation plan of a Participating Employer.

(r) Terms and Conditions.

The Participant shall not be entitled to any payment under Section 6 until the PSU Award vests under Section 3. No rights related to the PSU Award may be sold, transferred, assigned, pledged or otherwise

encumbered or disposed of prior to the vesting of the PSU Award. The PSU Award shall be forfeited on the date the Participant's employment terminates except as otherwise provided in this Award Agreement.

(s) Registration of Units.

The Participant's right to receive Common Stock in settlement of the PSU Award shall be evidenced by book entry (or by such other manner as the Committee may determine).

(t) Settlement.

When the PSU Award, or a portion thereof, vests under Section 3, the Participant shall become entitled to receive a number of shares of Common Stock equal to the number of Stock Units granted under the PSU Award that have vested. Subject to Section 13 hereof, such shares of Common Stock shall be paid in a single lump sum payment on March 31 following the end of the Performance Cycle; provided, however, that in the event a pro-rata portion of the PSU Award vests upon an involuntary termination of employment of the Participant within one year following a Change of Control pursuant to Section 3(c), the shares of Common Stock shall be paid in a single lump sum payment within sixty (60) days after the Participant's termination of employment. Any shares of Common Stock paid under this PSU Award shall remain subject to the Company Clawback Policy as set forth in Section 14.

(u) Dividend Equivalents.

If, prior to the date shares of Common Stock are settled on the Participant in accordance with Section 6, the Company declares a dividend on shares of Common Stock, then, the Participant's Target shall be increased by the amount of the dividend the Participant would have received if he had been the actual owner on the dividend date of one share of Common Stock for each Stock Unit of the Participant's Target. The increase in the Target shall be calculated as follows:

(v) In the event of a stock dividend, the Target shall be increased by one Stock Unit for each share of Common Stock (rounded to the nearest whole share) the Participant would have received under the dividend.

(w) In the event of a cash dividend, after the Performance Cycle the Target shall be increased by the number of Stock Units determined by dividing the value of all cash dividends the Participant would have received during the Performance Cycle by the fair market value of one share of Common Stock as of the last day of the Performance Cycle (rounded to the nearest whole share).

Any increase in the Target granted under this Section 7 shall be subject to the same terms and conditions as the original Target and shall vest and be forfeited (if applicable) at the same time as the original Target.

(x) Withholding.

The Company shall withhold from the PSU Award shares of Common Stock having a Fair Market Value equal to all taxes required to be withheld with respect to the award of the PSU Award. In the event all federal, state and other governmental withholding tax requirements imposed upon the Company with respect to the PSU Award cannot be satisfied in this manner, no shares of Common Stock shall be delivered to or for a Participant unless provision to pay required withholding has been made to the Committee's satisfaction.

(y) Expatriate Participants.

Payments of Awards made to expatriate Participants will be, pursuant to the applicable expatriate assignment policy of the Participating Employer, tax normalized based on typical income taxes and social security taxes in the expatriate Participant's home country relevant to the expatriate Participant's domestic circumstances.

(z) No Fractional Shares.

No fractional shares of Common Stock are permitted in connection with this Award Agreement. Any fractional number of Stock Units payable under the PSU Award shall be rounded up to the nearest whole share of Common Stock. Any shares of Common Stock withheld pursuant to Section 8 shall be rounded to whole shares in the manner determined by the Committee to be appropriate to satisfy the minimum statutory withholding requirements.

(aa) Successors and Assigns.

This Award Agreement shall bind and inure to the benefit of and be enforceable by the Participant, the Company and their respective permitted successors and assigns (including personal representatives, heirs and legatees), but the Participant may not assign any rights or obligations under this Award Agreement except to the extent and in the manner expressly permitted.

(ab) No Guaranteed Employment.

No provision of this Award Agreement shall confer any right to continued employment.

(ac) Section 409A.

It is intended that the provisions of this Award Agreement satisfy the requirements of Section 409A of the Code and the accompanying U.S. Treasury Regulations and pronouncements thereunder, and that the Award Agreement be operated in a manner consistent with such requirements to the extent applicable.

For purposes of Section 409A of the Code, (i) if the Participant vested pursuant to Section 3(b) or 3(c), other than under clause (ii) of Section 3(c), the time of settlement under Section 6 constitutes a specified time within the meaning of Section 1.409A-3(a)(4) of the Treasury Regulations and (ii) if the Participant vested pursuant to Section 3(a) or 3(c)(ii), the time of settlement under Section 6 is within the short-term deferral period described in Section 1.409A-1(b)(4) of the Treasury Regulations.

If the Participant is a U.S. taxpayer and is treated as a "specified employee" within the meaning of Section 409A as of the date of the Participant's termination, then any transfer of shares payable upon the Participant's "separation from service" within the meaning of Section 409A which are subject to the provisions of Section 409A and are not otherwise excluded under Section 409A and would otherwise be payable during the first six-month period following such separation from service shall be paid on the fifteenth business day next following the earlier of (1) the expiration of six months from the date of the Participant's termination or (2) the Participant's death.

(ad) Company Clawback Policy.

If (a) the Committee determines that the Participant has either engaged in, or benefitted from, Misconduct and (b) the Participant is classified at a level of M-4 or above in the LyondellBasell Group

compensation classification system at the time of such determination, upon notice from the Company, the Participant shall reimburse to the Company all or a portion of the payments received under this PSU Award (or forfeit all or any portion of this PSU Award to the extent it has not yet been paid) as the Committee deems appropriate under the circumstances. Such notice shall be provided within the earlier to occur of one year after discovery of the alleged Misconduct or the second anniversary of the Participant's Date of Termination.

LYONDELLBASELL INDUSTRIES N.V.

LYONDELLBASELL INDUSTRIES
2019 NONQUALIFIED STOCK OPTION AWARD AGREEMENT

By letter (the “Grant Letter”), effective as of the date specified in the Grant Letter (the “Grant Date”), LyondellBasell Industries N.V. (the “Company”), pursuant to the LyondellBasell Industries Long-Term Incentive Plan, as restated effective February 16, 2017 (the “Plan”), has granted to the Participant a right (the “Option”) to purchase from the Company up to but not exceeding in the aggregate the number of shares of Common Stock (as defined in the Plan) (the “Option Shares”) specified in the Grant Letter at the Grant Price per Option Share specified in the Grant Letter, such number of shares and such price per share being subject to adjustment as provided in the Plan, and further subject to the following terms and conditions (the “Award Agreement”):

1. Relationship to Plan and Company Agreements.

This Option is intended to be a nonqualified stock option within the meaning of Section 83 of the Code. This Option is subject to all of the Plan terms, conditions, provisions and administrative interpretations, if any, adopted by the Committee. Except as defined in this Award Agreement, capitalized terms have the same meanings ascribed to them in the Plan. To the extent that this Award Agreement is intended to satisfy the Company’s obligations under any employment agreement between the Company and the Participant, the Participant agrees and acknowledges that this Award Agreement fulfills the Company’s obligations under the employment agreement, this Award Agreement shall be interpreted and construed to the fullest extent possible consistent with such employment agreement, and in the event of a conflict between the terms of such employment agreement and the terms of this Award Agreement, the terms of this Award Agreement shall control.

2. Exercise Schedule.

(a) This Option shall become exercisable in three cumulative installments, with one-third of the Option Shares becoming exercisable on the first anniversary of the Grant Date, an additional one-third of the Option Shares becoming exercisable on the second anniversary of the Grant Date, and the final one-third of the Option Shares becoming exercisable on the third anniversary of the Grant Date. The Participant must be in continuous Employment from the Grant Date through the date of exercisability of each installment in order for the Option to become exercisable with respect to additional shares of Common Stock on such date.

(b) This Option shall become fully exercisable, irrespective of the limitations set forth in subparagraph (a) above, provided that the Participant has been in continuous Employment since the Grant Date, upon (1) an involuntary termination of Employment by the Company without Cause or a constructive termination of Employment by the Participant with good reason as defined in Section 10 of the Plan (a “Constructive Termination”), either of which occurs within one year after the occurrence of a Change of Control or (2) any termination of Employment due to death or Disability.

(c) Irrespective of the limitations set forth in subparagraph (a) above, provided that the Participant has been in continuous Employment since the Grant Date, upon termination of Employment due to Retirement or involuntary termination not for Cause, to the extent not previously vested pursuant to subparagraph (a) above, each third of the Option Shares described in subparagraph (a) above that are unvested as of the date of termination of Employment shall become exercisable in

a pro rata amount determined by a fraction with respect to each such unvested third of the Option Shares, the numerator of which shall be the number of months (with any partial months being considered a full month) of the Participant's Employment from the Grant Date through the date of the Participant's termination of Employment, and the denominator of which shall be the number of months for the period beginning on the Grant Date and ending on the corresponding anniversary date on which each such unvested third of the Option Shares would have vested pursuant to subparagraph (a) above.

(d) For purposes of this Award Agreement, the following definitions apply:

(i) "Disability" means a permanent and total disability as defined in the Company's long-term disability plan in which the Participant is eligible to participate.

(ii) "Employment" means employment as an Employee with the Company or any Participating Employer. Neither the Participant's transfer from Company employment to employment by any Participating Employer, the Participant's transfer from employment by any Participating Employer to Company employment, nor the Participant's transfer between Participating Employers shall be deemed to be a termination of the Participant's employment. Moreover, a Participant's employment shall not be deemed to terminate because the Participant is absent from active employment due to temporary illness, during authorized vacation, during temporary leaves of absence granted by the Company or a Participating Employer for professional advancement, education, health or government services, during military leave for any period if the Participant returns to active employment within 90 days after military leave terminates, or during any period required to be treated as a leave of absence by any valid law or agreement.

(iii) "Misconduct" means any act or failure to act that (i) contributes to the Company having to restate all or a portion of its financial statements and (ii) materially increases the value of the compensation received by the Participant.

(iv) "Retirement" means a Participant's voluntarily initiated termination of service on or after the earliest of (i) age 65, (ii) age 55 with 10 years of participation service credited under the qualified defined benefit pension plan maintained by the Company or an Affiliate in which the Participant is eligible to participate, (iii) the time of retirement as defined in a written agreement between a Participant and a Participating Employer, or (iv) outside the U.S., the time when retirement is permitted and the Participant is eligible to receive a company retirement benefit under applicable law with respect to the Participant's primary place of employment (as determined by the Committee in its sole judgment).

3. Termination of Option. The Option hereby granted shall terminate and be of no force and effect with respect to any shares of Common Stock not previously purchased by the Participant upon the first to occur of:

(a) the close of business on the date that is ten years from the Grant Date;

(b) with respect to

(i) the portion of the Option exercisable upon termination of Employment (or which becomes exercisable upon termination due to death, Disability, Retirement, involuntary

termination not for Cause or Constructive Termination), the expiration of (A) 90 days following the Participant's voluntary termination of Employment, involuntary termination of Employment not for Cause or Constructive Termination, and not due to death, Disability or Retirement, (B) one year following the Participant's termination of Employment by reason of death or Disability; and (C) five years following the Participant's termination of Employment by reason of Retirement.

(ii) the portion of the Option not exercisable upon termination of Employment, the date of the Participant's termination of Employment; or

(c) the date of the Participant's termination of Employment for any reason other than those described in (b) above.

4 . Exercise of Option. Subject to the limitations set forth herein and in the Plan, all or part of this Option may be exercised in accordance with procedures established by the Committee or its delegate and communicated to the Participant. At the time of exercise, the Participant must pay the full amount of the purchase price for any shares of Common Stock being acquired or, at the option of the Committee or its delegate, tender Common Stock theretofore owned by such Participant that is equal in value to the full amount of the purchase price (or any combination of cash payment and tender of Common Stock) or in any other manner approved by the Committee or its delegate. For purposes of determining the amount, if any, of the purchase price satisfied by payment in Common Stock, such Common Stock shall be valued at its Fair Market Value on the date of exercise. Any Common Stock delivered in satisfaction of all or a portion of the purchase price shall be appropriately endorsed for transfer and assignment to the Company.

The Participant will not be entitled to exercise the Option granted pursuant hereto, and the Company will not be obligated to issue any Option Shares pursuant to this Award Agreement, if the exercise of the Option or the issuance of such shares would constitute a violation by the Participant or by the Company of any provision of any law or regulation of any governmental authority or any stock exchange or transaction quotation system.

If any law or regulation requires the Company to take any action with respect to the shares specified in such notice, the time for delivery thereof, which would otherwise be as promptly as possible, shall be postponed for the period of time necessary to take such action.

5 . Notices. Any notices required under this Award Agreement or the Plan shall be given in writing, including electronic communication, and shall be deemed effectively delivered or given upon receipt or, in the case of notices delivered by the Company to the Participant, five days after deposit in the mail or delivery to an overnight delivery service, postage prepaid, addressed to the Participant at the address last designated by the Participant by written notice to the Company.

6 . Assignment of Option. The Participant's rights under the Plan and this Award Agreement are personal. No assignment or transfer of the Participant's rights under and interest in this Option may be made by the Participant otherwise than by will or by the laws of descent and distribution. This Option is exercisable during his lifetime only by the Participant, or, in the case of a Participant who is mentally incapacitated, this Option shall be exercisable by his guardian or legal representative. After the death of the Participant, exercise of the Option shall be permitted only by the Participant's executor or the personal representative of the Participant's estate (or by his assignee, in the event of a permitted assignment) and only to the extent that the Option was exercisable on the date of the Participant's death.

7. **Stock Certificates.** Any certificates representing the Common Stock issued pursuant to the exercise of the Option will bear all legends required by law and necessary or advisable to effectuate the provisions of the Plan and this Option.

8. **Withholding.** The Company shall withhold from any delivery of shares of Common Stock under this Option, shares having a Fair Market Value equal to all taxes required to be withheld with respect to the Option. In the event all federal, state and other governmental withholding tax requirements imposed upon the Company with respect to the Option cannot be satisfied in this manner, no shares of Common Stock shall be delivered to or for a Participant unless provision to pay required withholding has been made to the Committee's satisfaction.

9. **Expatriate Participants.** Exercises by expatriate Participants will be, pursuant to the applicable expatriate assignment policy of the Participating Employer, tax normalized based on typical income taxes and social security taxes in the expatriate Participant's home country relevant to the expatriate Participant's domestic circumstances.

10. **No Fractional Shares.** No fractional shares of Common Stock are permitted in connection with this Award Agreement. For purposes of vesting in Section 2(a), Option Shares vesting on the second anniversary of the Grant Date shall be increased by any fractional shares resulting from the vesting schedule with respect to subsequent vesting dates and Option Shares vesting thereafter shall be rounded down to the nearest whole share. For purposes of pro-rata in Section 2(c), Option Shares shall be rounded up to the nearest whole share of Common Stock. Only whole Option Shares are exercisable pursuant to Section 4, and only whole shares of Common Stock may be delivered in satisfaction of the Grant Price. Any shares of Common Stock withheld pursuant to Section 8 shall be rounded to whole shares in the manner determined by the Committee to be appropriate to satisfy the minimum statutory withholding requirements.

10. **Shareholder Rights.** The Participant shall have no rights of a shareholder with respect to shares of Common Stock subject to the Option unless and until such time as the Option has been exercised and ownership of such shares of Common Stock has been transferred to the Participant.

12. **Successors and Assigns.** This Award Agreement shall bind and inure to the benefit of and be enforceable by the Participant, the Company and their respective permitted successors and assigns (including personal representatives, heirs and legatees), but the Participant may not assign any rights or obligations under this Award Agreement except to the extent and in the manner expressly permitted.

13. **No Guaranteed Employment.** No provision of this Award Agreement shall confer any right upon the Participant to continued employment.

14. **Company Clawback Policy.** If (a) the Committee determines that the Participant has either engaged in, or benefitted from, Misconduct and (b) the Participant is classified at a level of M-4 or above in the LyondellBasell Group compensation classification system at the time of such determination, upon notice from the Company, the Participant shall reimburse to the Company all or a portion of the payments received under this Award Agreement (or forfeit all or any portion of such payments to the extent they have not yet been paid) as the Committee deems appropriate under the circumstances. Such notice shall be provided within the earlier to occur of one year after discovery of the alleged Misconduct or the second anniversary of the Participant's date of termination.

LYONDELLBASELL INDUSTRIES N.V.

LIST OF SUBSIDIARIES OF THE REGISTRANT

As of December 31, 2018

Entity Name	Jurisdiction of Formation
A. Schulman AG	Switzerland
A. Schulman Asia Limited	Hong Kong
A. Schulman Australia Pty Ltd	Australia
A. Schulman Belgium BVBA	Belgium
A. Schulman Canada Ltd.	Ontario
A. Schulman Castellon S.L.	Spain
A. Schulman de Mexico S.A. de C.V.	Mexico
A. Schulman del Peru S.A.C.	Peru
A. Schulman Europe GmbH & Co. KG	Germany
A. Schulman Europe International B.V.	Netherlands
A. Schulman Europe Verwaltungs GmbH	Germany
A. Schulman Gainsborough Ltd	United Kingdom
A. Schulman GmbH	Germany
A. Schulman Holding Company France S.A.S.	France
A. Schulman Holdings (France) S.A.S.	France
A. Schulman Holdings S.à.r.l.	Luxembourg
A. Schulman Inc. Limited	United Kingdom
A. Schulman International Inc.	Delaware
A. Schulman International Services BVBA	Belgium
A. Schulman Ireland Limited	Ireland
A. Schulman Magyarország Kereskedelmi Korlátolt Felelősségű Társaság	Hungary
A. Schulman Nordic AB	Sweden
A. Schulman Plásticos do Brasil Ltda.	Brazil
A. Schulman Plastics (Branch)	United Arab Emirates
A. Schulman Plastics (Dongguan) Ltd.	China
A. Schulman Plastics (Malaysia) Sdn. Bhd.	Malaysia
A. Schulman Plastics (Suzhou) Co., Ltd.	China
A. Schulman Plastics BVBA	Belgium
A. Schulman Plastics bvba Bornem Sucursala Cluj-Napoca	Romania
A. Schulman Plastics India Private Limited	India
A. Schulman Plastics PTY. LTD.	Australia
A. Schulman Plastics S.r.l.	Italy
A. Schulman Plastics SAS	France
A. Schulman Plastik Sanayi ve Ticaret Anonim Sirketi	Istanbul
A. Schulman Polska Sp. z o.o.	Warsaw
A. Schulman Real Estate GmbH & Co. KG	Germany
A. Schulman S.à.r.l.	Luxembourg
A. Schulman S.A.S.	France
A. Schulman 's-Gravendeel B.V.	Netherlands
A. Schulman Thermoplastic Compounds Limited	United Kingdom
A. Schulman Thermoplastic Compounds Sdn Bhd	Malaysia
A. Schulman, Inc.	Delaware

<u>Entity Name</u>	<u>Jurisdiction of Formation</u>
A.Schulman Plastics, odštěpný závod	Czech Republic
A.Schulman Poznan Sp. Z o.o.	Poland
Al Waha Petrochemical Company	Saudi Arabia
AS Global Holdings, Inc.	Delaware
AS Mex Hold S.A. de C.V.	Mexico
AS Worldwide LLC & Cie, S.C.S.	Luxembourg
AS Worldwide, LLC	Delaware
ASI Akron Land Co.	Delaware
ASI Employment S.A. de C.V.	Mexico
ASI Investments Holding Co.	Delaware
Basell (Thailand) Holdings B.V.	Netherlands
Basell Advanced Polyolefins (Dalian) Co. Ltd.	China
Basell Advanced Polyolefins (Suzhou) Co. Ltd.	China
Basell Advanced Polyolefins (Thailand) Company Ltd.	Thailand
Basell Arabie Investissements SAS	France
Basell Asia Pacific Limited	Hong Kong
Basell Bayreuth Chemie GmbH	Germany
Basell Benelux B.V.	Netherlands
Basell Canada Inc.	Ontario
Basell Chemie Köln GmbH	Germany
Basell Deutschland GmbH	Germany
Basell Europe Holdings B.V.	Netherlands
Basell France S.A.S.	France
Basell Germany Holdings GmbH	Germany
Basell Holdings Middle East GmbH	Germany
Basell Ibérica Poliolefinas Holdings S.L.	Spain
Basell International Holdings B.V.	Netherlands
Basell International Trading FZE	United Arab Emirates
Basell Italia S.r.l	Italy
Basell Mexico, S. de R.L. de C.V.	Mexico
Basell Moyen Orient Investissements SAS	France
Basell North America Inc.	Delaware
Basell Orlen Polyolefins Sp. Z.o.o.	Poland
Basell Orlen Polyolefins Sprzedaz Sp. Z.o.o.	Poland
Basell Poliolefinas Comercial Espagnola S.L.	Spain
Basell Poliolefinas Iberica S.L.	Spain
Basell Poliolefinas Ltda.	Brazil
Basell Poliolefinas, S. de R.L. de C.V.	Mexico
Basell Poliolefina Italia S.r.l.	Italy
Basell Polyolefin Istanbul Ticaret Limited Sirketi	Turkey
Basell Polyolefine GmbH	Germany
Basell Polyolefines France S.A.S.	France
Basell Polyolefins Company BVBA	Belgium
Basell Polyolefins India Private Limited	India
Basell Polyolefins Korea Ltd.	Korea

<u>Entity Name</u>	<u>Jurisdiction of Formation</u>
Basell Polyolefins UK Limited	United Kingdom
Basell Sales & Marketing Company B.V.	Netherlands
Basell Service Company B.V.	Netherlands
Basell Slovakia s.r.o.	Slovakia
Basell Trading (Shanghai) Co. Ltd.	Shanghai
Basell UK Holdings Limited	United Kingdom
Basell UK Ltd.	United Kingdom
BKV Beteiligungs- und Kunststoffverwertungs-gesellschaft mbH	Germany
BMC Deutschland GmbH	Germany
BMC Dongguan Limited	China
BMC Far East Limited	Hong Kong
BMC TetraDUR Turkey Plastik Hammadde Kompozit Üretim Sanayi ve Ticaret Limited Şirketi	Turkey
Brindisi Servizi Generali S.c.a.r.l.	Italy
Bulk Molding Compounds do Brasil Industria de Plásticos Reforçados Ltda.	Brazil
Bulk Molding Compounds Mexico, S. de R.L. de C.V.	Mexico
Bulk Molding Compounds, Inc.	Illinois
Citadel Brazil Holdings LLC	Delaware
Citadel Intermediate Holdings, LLC	Delaware
Citadel Plastics Holdings Coöperatief U.A.	Amsterdam
Citadel Plastics Holdings, Inc.	Delaware
Citadel Plastics Mexico Holdings, LLC	Delaware
Citadel Plastics Netherlands Holdings, LLC	Delaware
Compagnie de Distribution des Hydrocarbures SAS	France
Compagnie Petrochimique de Berre SAS	France
Elian S.A.S.	France
EMS Holding Ltd.	Ohio
EPS Ethylen-Pipeline-Süd Geschäftsführungs GmbH	Germany
EPS Ethylen-Pipeline-Süd GmbH & Co. KG	Germany
Equistar Bayport, LLC	Delaware
Equistar Chemicals, LP	Delaware
Equistar GP, LLC	Delaware
Equistar LP, LLC	Delaware
Equistar Mont Belvieu Corporation	Delaware
GuangZhou Basell Advanced Polyolefins Co., Ltd.	China
Hadlock Plastics, LLC	Delaware
HGGC Citadel Plastics Holdings, Inc.	Delaware
HGGC Citadel Plastics Intermediate Holdings, Inc.	Delaware
HMC Polymers Company Limited	Thailand
Houston Refining LP	Delaware
HPC Holdings, LLC	Delaware
I.F.M. S.c.a.r.l.	Italy
ICO Europe C.V.	Netherlands
ICO Holdings New Zealand Limited	New Zealand
ICO Holdings, LLC	Texas
ICO Petrochemical Cayman Islands	Cayman

<u>Entity Name</u>	<u>Jurisdiction of Formation</u>
ICO Polymers Cayman Islands	Cayman
Indelpro, S.A. de C.V.	Mexico
Infraserv GmbH & Co Knapsack KG	Germany
Infraserv GmbH & Co. Höchst KG	Germany
Inmobiliaria Satchmo, S. de R.L. de C.V.	Mexico
Innovación Y Desarrollo en Materiales Avanzados, A.C.	Mexico
J.R. Courtenay (N.Z.) Limited	New Zealand
La Porte Methanol Company, L.P.	Delaware
Limited Liability Company "LyondellBasell Polyolefins"	Togliatti, Samara region
Limited Liability Company A. Schulman	Russia
LPI Holding Company	Delaware
Lucent Polymers Inc.	Delaware
LYB (Barbados) SRL	Barbados
LYB Advanced Polymer Solutions Ireland Limited	Ireland
LYB Americas Finance Company LLC	Delaware
LYB Americas Finance Holdings B.V.	Netherlands
LYB Bermuda Ltd.	Bermuda
LYB DISC Inc.	Delaware
LYB Equistar Holdings LLC	Delaware
LYB Export Holdings Limited	England
LYB Exports Inc.	Delaware
LYB Finance Company B.V.	Netherlands
LYB International Finance B.V.	Netherlands
LYB International Finance II B.V.	Netherlands
LYB International Finance III, LLC	Delaware
LYB Ireland 2 Limited	Ireland
LYB Ireland Limited	Ireland
LYB Luxembourg III S.à r.l.	Luxembourg
LYB Luxembourg S.à r.l.	Luxembourg
LYB Receivables LLC	Delaware
LYB Trading Company B.V.	Netherlands
LYB Treasury Services Ltd.	United Kingdom
Lyondell Asia Holdings Limited	Hong Kong
Lyondell Centennial Corp.	Delaware
Lyondell Chemical Company	Delaware
Lyondell Chemical Europe, Inc.	Delaware
Lyondell Chemical Overseas Services, Inc.	Delaware
Lyondell Chemical Products Europe LLC	Delaware
Lyondell Chemical Properties, L.P.	Delaware
Lyondell Chemical Technology 1 Inc.	Delaware
Lyondell Chemical Technology Management, Inc.	Delaware
Lyondell Chemical Technology, L.P.	Delaware
Lyondell Chemie (PO-11) B.V.	Netherlands
Lyondell Chemie (POSM) B.V.	Netherlands
Lyondell Chemie Nederland B.V.	Netherlands

<u>Entity Name</u>	<u>Jurisdiction of Formation</u>
Lyondell Chimie France SAS	France
Lyondell China Holdings Limited	Hong Kong
Lyondell France Holdings SAS	France
Lyondell Greater China Holdings Limited	Hong Kong
Lyondell Greater China Trading Limited	China
Lyondell Greater China, Ltd.	Delaware
Lyondell Japan, Inc.	Japan
Lyondell PO-11 C.V.	Netherlands
Lyondell POJVG, LLC	Delaware
Lyondell POJVLP, LLC	Delaware
Lyondell POTechGP, Inc.	Delaware
Lyondell POTechLP, Inc.	Delaware
Lyondell Refining Company LLC	Delaware
Lyondell Refining I LLC	Delaware
Lyondell South Asia Pte Ltd	Singapore
LyondellBasell Acetyls Holdco, LLC	Delaware
LyondellBasell Acetyls, LLC	Delaware
LyondellBasell Advanced Polyolefins Mexico, S.A. de C.V.	Mexico
LyondellBasell Australia (Holdings) Pty Ltd	Australia
LyondellBasell Australia Pty Ltd	Australia
LyondellBasell Brasil Ltda.	Brazil
LyondellBasell China Holdings B.V.	Netherlands
LyondellBasell Covestro Manufacturing Maasvlakte V.O.F.	Netherlands
LyondellBasell Disaster Relief Fund	Delaware
LyondellBasell F&F Holdco, LLC	Delaware
LyondellBasell Finance Company	Delaware
LyondellBasell Holdings France SAS	France
LyondellBasell Industries Holdings B.V.	Netherlands
LyondellBasell Industries N.V.	Netherlands
LyondellBasell Investment LLC	Delaware
LyondellBasell Malaysia Sdn. Bhd.	Malaysia
LyondellBasell Methanol GP, Inc.	Delaware
LyondellBasell Methanol LP, Inc.	Delaware
LyondellBasell Polyolefin (Shanghai) Co., Ltd.	China
LyondellBasell Services France S.A.S.	France
LyondellBasell Subholdings B.V.	Netherlands
LyondellBasell Syma SAS	France
LyondellBasell Taiwan Co., Ltd.	Taiwan
LyondellBasell Transportation Company, LLC	Delaware
Natpet Schulman Specialty Plastic Compounds	Saudi Arabia
Ningbo ZRCC Lyondell Chemical Co. Ltd.	China
Ningbo ZRCC Lyondell Chemical Marketing Co. Ltd.	China
NOC Asia Limited	Hong Kong
OE Insurance Ltd	Bermuda
Oil Casualty Insurance, Ltd.	Bermuda

<u>Entity Name</u>	<u>Jurisdiction of Formation</u>
Oil Insurance Limited	Bermuda
PD Glycol LP	Texas
PO JV, LP	Delaware
PO Offtake, LP	Delaware
Poly Pacific Polymers Sdn. Bhd.	Malaysia
Poly Pacific Pty. Ltd.	Australia
PolyMirae Co., Ltd.	Korea
POSM II Limited Partnership, L.P.	Delaware
POSM II Properties Partnership LLC	Delaware
Premix Holding Company	Delaware
Premix, Inc.	Ohio
Prime Colorants, Inc.	Tennessee
PT ASchulman Plastics Commercial	Indonesia
PTA. Schulman Plastics	Indonesia
PTT Chemical PCL	Thailand
QCP B.V.	Netherlands
QCP Holding B.V.	Netherlands
QCP IP B.V.	Netherlands
Quantum Composites, Inc.	Ohio
Rayong Olefins Co., Ltd.	Thailand
RIGK GmbH Gesellschaft zur Rückführung industrieller and gewerblicher Kunststoffverpackungen mbH	Germany
San Jacinto Rail Limited	Delaware
Saudi Ethylene & Polyethylene Company	Saudi Arabia
Saudi Polyolefins Company	Saudi Arabia
SCG ICO Polymers Company Limited	Thailand
Sociedad Espanola De Materiales Plasticos, Semap, S.A.	Spain
Société des Stockages Petroliers du Rhône SA	France
Stichting TopCo, in liquidation	Netherlands
Surplast S.A.	Argentina
Technology JV, LP	Delaware
tetra-DUR Kunststoff-Produktion GmbH	Germany
The Matrixx Group, Incorporated	Indiana
TRV Thermische Rückstandsverwertung GmbH & Co. KG	Germany
TRV Thermische Rückstandsverwertung Verwaltungs-GmbH	Germany
ULSAN PP Co., Ltd.	Korea

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-183500 and 333-183501) of LyondellBasell Industries N.V. of our report dated February 21, 2019 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Houston, Texas

February 21, 2019

CERTIFICATION

I, Bhavesh V. Patel, certify that:

- (1) I have reviewed this annual report on Form 10-K of LyondellBasell Industries N.V.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Bhavesh V. Patel

Bhavesh V. Patel

Chief Executive Officer

Date: February 21, 2019

CERTIFICATION

I, Thomas Aebischer, certify that:

- (1) I have reviewed this annual report on Form 10-K of LyondellBasell Industries N.V.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Thomas Aebischer

Thomas Aebischer

Executive Vice President and Chief Financial Officer

Date: February 21, 2019

CERTIFICATIONS PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the Annual Report of LyondellBasell Industries N.V. (the company) on Form 10-K for the period ended December 31, 2018, as filed with the U.S. Securities and Exchange Commission on the date hereof (the Report), each of the undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to their knowledge:

- (1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the company.

/s/ Bhavesh V. Patel

Bhavesh V. Patel
Chief Executive Officer

/s/ Thomas Aebischer

Thomas Aebischer
Executive Vice President and Chief Financial Officer

Date: February 21, 2019