

## **IDENTIFIED INITIAL MEMBERS OF THE NEW TOPCO SUPERVISORY BOARD**

In accordance with section 1129(a)(5)(A) of the Bankruptcy Code and Section 6.1 of the Plan, subject to confirmation of the Plan and the occurrence of the Effective Date, the below individuals are the current known, expected members of the initial Supervisory Board of LyondellBasell Industries N.V. The other members of the Supervisory Board have not yet been identified and will be disclosed prior to the Confirmation Hearing.

Joshua J. Harris. Mr. Harris is a founding Senior Managing Director at Apollo Global Management, LLC and has served as Managing Partner of certain affiliates of Apollo since 1990. Prior to that time, Mr. Harris was a member of the Mergers and Acquisitions Department of Drexel Burnham Lambert Incorporated. Mr. Harris is also a director of Apollo Global Management, LLC, Berry Plastics Group, CEVA Logistics, Hexion Specialty Chemicals, Inc., Momentive Performance Materials and several non-profit organizations.

Scott M. Kleinman. Mr. Kleinman is a Senior Partner at Apollo, where he has worked since February 1996. Prior to that time, Mr. Kleinman was employed by Smith Barney Inc. in its Investment Banking division. Mr. Kleinman is also a director of Hexion Specialty Chemicals, Inc., Momentive Performance Materials, Noranda Aluminum Holding Corporation, Realogy Corporation and Verso Paper Corp.

Philip Kassin. Mr. Kassin is Executive Vice President and Head of M&A and Financing of Access Industries and has served as an officer and director of certain affiliates of Access Industries since 2005. Mr. Kassin served as financial advisor to Access Industries on the acquisition of Basell in 2005 and then on the Basell Supervisory Board from 2005–2007. Mr. Kassin currently serves on the Supervisory Board of LyondellBasell and is Chairman of the Audit Committee. Mr. Kassin is also a director of Boomerang Tube, an oil country tubular goods manufacturer and Prochemie GmbH.

Jeffrey S. Serota. Mr. Serota is a Senior Partner in the Private Equity Group of Ares Management LLC, where he has worked since 1997. Mr. Serota is also a director of Douglas Dynamics, Inc., Exco Resources, Inc., Marietta Corporation, SandRidge Energy, Inc., and WCA Waste Corporation.

**TAB 3**

## **INITIAL OFFICERS OF NEW TOPCO**

In accordance with section 1129(a)(5)(A) of the Bankruptcy Code and Section 6.2 of the Plan, subject to confirmation of the Plan and the occurrence of the Effective Date, the below individuals are the executive officers who will manage LyondellBasell Industries N.V.

*Chief Executive Officer.* James L. Gallogly was named Chief Executive Officer of LyondellBasell AF in May 2009. He was Executive Vice President of Exploration and Production for ConocoPhillips from October 2008 to May 2009 and served as its Executive Vice President of Refining, Marketing and Transportation from April 2006 to October 2008. Mr. Gallogly was President and CEO of Chevron Phillips Chemical Company LLC from July 2000 to March 2006 and served as a member of its Board of Directors.

*Chief Financial Officer.* C. Kent Potter was named Chief Financial Officer of LyondellBasell AF in August 2009. Mr. Potter was the Chief Financial Officer of TNK-BP, Russia's third largest oil company from June 2003 to October 2005. Mr. Potter was previously Senior Vice President and Chief Financial Officer for Chevron Phillips Chemical Company (a major producer of polyolefins) from 2000 to June 2003 and served as a member of Chevron Phillips Chemical Company's Board of Directors. Mr. Potter also served as a member of the Supervisory Board and Chairman of the Audit Committee of Basell AF S.C.A. and its successor, LyondellBasell AF, from November 2005 through July 2009.

*Executive Vice President and Chief Legal Officer.* Craig Glidden was named Executive Vice President and Chief Legal Officer of LyondellBasell AF in August 2009. Mr. Glidden served as Senior Vice President, legal and Public Affairs, General Counsel and Corporate Secretary of Chevron Phillips Chemical Company from April 2004 to August 2009 and as its Vice President, General Counsel and Corporate Secretary from July 2000 to April 2004. Before joining Chevron Phillips Chemical, Mr. Glidden engaged in the private practice of law, focusing on litigation and arbitration of complex commercial disputes.

*Senior Vice President, Refining.* Kevin W. Brown was named Senior Vice President, Refining of LyondellBasell AF in October 2009. He served as Senior Vice President and Executive Vice President, Operations for Sinclair Oil Corporation from March 1994 to September 2009 and served as a member of Sinclair's Board of Directors. From July 1992 to February 1994, Mr. Brown was Refinery Manager of the Sinclair Tulsa Refinery. From September 2008 to June 2009, he also served as the Chairman of the Board of the National Petrochemical and Refiners Association.

*Senior Vice President, O&P—Americas.* Bhavesh B. (Bob) Patel will become Senior Vice President, O&P—Americas in April 2010. He served as General Manager, Olefins and NGLs for Chevron Phillips Chemical Company from May

2009 to March 2010 and as its General Manager, Asia Pacific Region—Singapore from April 2008 to May 2009. Previously, he served as Business Manager, Olefins for Chevron Phillips Chemical Company from January 2005 to April 2008.

*Senior Vice President, O&P—EAI.* Anton de Vries was named Senior Vice President, O&P—EAI of LyondellBasell AF in January 2010. He served as the president of the Polymers division at LyondellBasell AF from December 2007 to December 2009. From March 2007 to December 2007, Mr. de Vries was president of Basell Polyolefins Europe. From 2005 to 2007, he was president of the Global Advanced Polyolefins business of Basell. From 2002 to 2005, he served as president of research and development and a member of the Basell Management Team.

*Senior Vice President Intermediates & Derivates.* Patrick Quarles was named Senior Vice President, Intermediates & Derivates of LyondellBasell AF in January 2010. He served as Divisional Senior Vice President at LyondellBasell AF from December 2007 to December 2009. He served as vice president for Performance Chemicals at Lyondell Chemical from 2004 to December 2007. From 2000 to 2004, Mr. Quarles held positions as director, Investor Relations and director, Business Performance Analysis and Reporting, at Lyondell Chemical.

*Senior Vice President, Technology.* Just Jansz was named Senior Vice President, Technology of LyondellBasell AF in January 2010. He served as the president of the Technology division at LyondellBasell AF from December 2007 to December 2009. He served as president of the Basell Technology business form April 2004 to December 2007. From 2000 to April 2004, Mr. Jansz served as senior vice president, Advanced Polyolefins at Basell.