Agenda for the Annual General Meeting of Shareholders of Akzo Nobel N.V. (the "Company" and "AkzoNobel") to be held at Hilton Amsterdam Hotel, Apollolaan 138, 1077 BG Amsterdam, the Netherlands, on Thursday, April 26, 2018 starting at 2:00 p.m. (CET)

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1. Opening

2. Financial year 2017
   (a) Report of the Board of Management for the financial year 2017
   (b) Discussion on implementation of the new Dutch Corporate Governance Code
   (c) Discussion on implementation of the Remuneration Policy in 2017

3. Financial Statements, result and dividend
   (a) Adoption of the 2017 Financial Statements of the Company (voting point)
   (b) Discussion on the dividend policy
   (c) Profit allocation and adoption of dividend proposal (voting point)

4. Discharge
   (a) Discharge from liability of members of the Board of Management in office in 2017 for the performance of their duties in 2017 (voting point)
   (b) Discharge from liability of members of the Supervisory Board in office in 2017 for the performance of their duties in 2017 (voting point)

5. Supervisory Board
   (a) Appointment of Mr. N.S. Andersen (voting point)
   (b) Re-appointment of Mr. B.E. Grote (voting point)

6. Amendment Remuneration Policy for the Board of Management (voting point)

7. Authorization for the Board of Management:
   (a) to issue shares (voting point)
   (b) to restrict or exclude pre-emptive rights of shareholders (voting point)

8. Authorization for the Board of Management to acquire common shares in the share capital of the Company on behalf of the Company (voting point)

9. Cancellation of common shares held or acquired by the Company (voting point)

10. Closing

Notes to the agenda[1]

Re item 2a
The Board of Management will give a presentation on the performance of the Company in 2017.

Re item 2b
The Board of Management will discuss the implementation of the Dutch Corporate Governance Code 2016. Further details can be found in the Corporate Governance Statement included in the AkzoNobel Report 2017.

Re item 2c
In accordance with article 2:135 subsection 5a of the Dutch Civil Code, the implementation of the Remuneration Policy in 2017, as outlined in the Company's 2017 Financial Statements, will be discussed.

Re item 3a
It is proposed to adopt the Company's 2017 Financial Statements.

Re item 3b
The Board of Management will give an explanation of the Company's policy on additions to reserves and on dividends as outlined in the AkzoNobel Report 2017.

Re item 3c
It is proposed to adopt the total dividend for the fiscal year 2017 at EUR 2.50 per common share. In November 2017, an interim dividend of EUR 0.56 per common share was paid and, following adoption, the final dividend of EUR 1.94 will be paid on May 25, 2018. Under the conditions to be published by the Company and at the shareholder's election this dividend will be paid either in cash (default) or in stock, it being noted that a maximum of 40% of the total dividend amount will be available for stock dividend. If more than 40% of the total dividend is requested by shareholders to be paid out in shares, those shareholders who have chosen to receive their dividend in shares will receive their stock dividend on a pro rata basis, the remainder being paid out in cash after deducting mandatory dividend tax at the then applicable rate.

Re item 4a
It is proposed to discharge members of the Board of Management in office in 2017 from liability in relation to the exercise of their duties in the fiscal year 2017.

Re item 4b
It is proposed to discharge members of the Supervisory Board in office in 2017 from liability in relation to the exercise of their duties in the fiscal year 2017.

Re item 5a
Mr. N.S. Andersen is nominated by the Supervisory Board for appointment as a member of the Supervisory Board as of April 27, 2018 for a four-year term in accordance with the Articles of Association. It is intended to elect Mr. Andersen as Chairman following his appointment in

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[1] *The agenda with notes, the AkzoNobel Report 2017 including the Remuneration Policy and short résumés of Mr. Andersen and Mr. Grote are available for inspection at the office of the Company, Christian Neefestraat 2, 1077 WW Amsterdam, the Netherlands. The documents can also be found on our website: www.akzonobel.com.*

accordance with Article 29.1 of the Articles of Association.

Re item 5b
Mr. B.E. Grote is nominated by the Supervisory Board for reappointment as a member of the Supervisory Board as of April 27, 2018 for a second four-year term in accordance with the Articles of Association.

Re item 6

Background and explanation
AkzoNobel's Remuneration Policy has the objective of providing remuneration in a form which will attract, retain and engage members of the Board of Management as top managers of a major international company, while protecting and promoting the Company's objectives. The design of the remuneration structure supports both our short and long-term objectives, whereas the emphasis is on long-term value creation. The Remuneration Policy for the Board of Management is aligned with the executive Remuneration Policy of the company overall. Our policy seeks to provide market competitive remuneration, where we use the median level of the external market as reference point.

On 19 April 2017, the Company announced its new strategy to accelerate growth and value creation with two focused, high-performing businesses – Paints and Coatings and Specialty Chemicals. As part of this new strategy, the Company provided increased financial guidance for 2020 (15% Return on Sales and >25% Return on Investment for Paints and Coatings[2]). In July 2017, Akzo Nobel confirmed that Senior Executive remuneration would be aligned to the new financial plan.

In light of the new strategy, the Remuneration Committee and the Supervisory Board have reviewed the Remuneration Policy for the Board of Management.[3] After careful evaluation, the Supervisory Board, upon the recommendation of the Remuneration Committee, proposes to amend the current Remuneration Policy. If adopted, the revised Remuneration Policy will apply as from 1 January 2018.

The key objective of the proposed change is to incentivize achievement of the 2020 financial guidance and deliver upper quartile industry performance. In this proposal, the remuneration for the Board of Management is being aligned to the increased financial guidance for 2020. The elements of the proposed amendment are closely interrelated and form one integral proposal.

Summary of proposed change:
- Inclusion of Return on Sales (ROS) as short term incentive measure;
- Long-term incentive focused on Return on Investment (ROI) and Total Shareholder Return (TSR);
- Sustainability included within the non-financial objectives of the short-term incentive; and
- Introduction of a 2020 Performance Incentive Plan, based on a target of 15% ROS, which will replace the share matching plan for the coming three years.

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[2] Excluding unallocated corporate center costs and invested capital; assumes no significant market disruption
[3] Reference is made to the Company's current Remuneration Policy for members of the Board of Management as described in the AkzoNobel Report 2017.

CURRENT

LTI

KPI	Weight	Vesting	
		Min	Max
TSR	35%	0%	150%
ROI	35%	0%	150%
Sustainability	30%	0%	150%

Share Matching Plan (for 2018 – 2020)

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KPI	Weight	Vesting	
		Min	Max
TSR	50%	0%	150%
ROI	50%	0%	150%

2020 Performance Incentive Plan (for 2018 – 2020)

Effects on total remuneration
The proposed change will not lead to any change to base salary. The target levels for any potential rewards from short-term incentives (STI) and long-term incentives (LTI) also remain unchanged at the level of the current Remuneration Policy. These elements result in a remuneration package below market median.

The waiver of the share matching plan for the years 2018, 2019 and 2020 reduces the annual remuneration (this reduction broadly represents one year base salary over three years). The share matching plan for these three years will effectively be invested in the 2020 Performance Incentive Plan. The introduction of this plan means that for the full three-year period up to and including 2020 the total compensation for the Board of Management can be slightly above the market median, provided the ROS guidance for 2020 is met. Payment under the 2020 Performance Incentive Plan will be made after the end of the reference period for this plan (2018-2020). In case the minimum threshold of ROS performance is met (see below for table with performance targets), the 2020 Performance Incentive Plan payout will be broadly the same as the value of the share matching plan over the three year period concerned, which is currently estimated at one year base salary. ROS performance at target will result in a payout compared to the share matching plan of broadly one-third of a one-year base salary per annum, whereas ROS performance at maximum level could result in an additional payout of a one-year base salary per annum.

The proposed change relates to the following elements of the Remuneration Policy.

Short-term incentive
Target STI is 100 percent of base salary for the CEO and 65 percent of base salary for any other member of the Board of Management. The STI is linked to financial targets (70 percent) and to individual and qualitative targets of members of the Board of Management (30 percent). Targets are determined annually by the Supervisory Board.

In respect of the financial targets, the Supervisory Board chooses the financial metrics and determines their relative weighting from the list included in the Remuneration Policy. The Supervisory Board has determined that in 2018 the financial element of the short-term incentive will be focused on Return on Sales and Operating Cash Flow. To cater for this, it is proposed that Return on Sales (ROS) be added as a financial metric for the performance related short-term incentive.

Sustainability is a core principle for AkzoNobel and remains key to the way AkzoNobel does business. In view of the proposed change to the Long-term incentive where sustainability is removed as a performance metric (see below), sustainability will be included within the non-financial objectives of the short-term incentive, as determined by the Supervisory Board.

Long-term incentive (LTI)

The LTI consists of performance-related shares. Under the performance share plan, shares are conditionally granted to the members of the Board of Management. Vesting of these shares is conditional on the achievement of performance targets during a three-year period. Achievement of the performance targets is determined by the Supervisory Board in the first quarter of the year following the three-year performance period. The number of vested shares is adjusted for dividends paid over the three-year performance period. The retention period for the shares expires five years after the conditional grant.

In order to focus on long-term valuation creation and to ensure long-term alignment with the interests of shareholders, it is proposed that the LTI will be focused on Return on Investment (ROI) and Total Shareholder Return (TSR), 50% each.

2020 Performance Incentive and share-matching

The Remuneration Policy provides for minimum shareholding requirements for the members of the Board of Management. As an incentive and encouragement to build up the minimum holding requirement, the current Remuneration Policy provides that Board of Management members who invest up to a second third of their short-term incentive in shares will have such shares matched by the company, one on one, subject to certain conditions.

The proposal entails temporarily replacing the share matching plan, for a period of three years, by a 2020 Performance Incentive Plan, which is a one-off cash incentive plan to incentivize achievement of the 2020 financial guidance. The 2020 Performance Incentive Plan is an exceptional incentive with a cash payout based on a target of 15% ROS in 2020.

The target 2020 Performance Incentive is 200% of the annual base salary of members of the Board of Management as applicable in 2020. The 2020 Performance Incentive is linked to the financial guidance of 15% ROS by 2020 as part of the new strategy.

The performance ranges, as set out in the below table, determine: (i) the performance level below which no payouts are made; (ii) the performance level at which 100 percent of base salary payout is made (threshold); (iii) the performance level at which the at target payout of 200 percent of base salary is made; and (iv) the performance level at which the maximum payout of 400 percent of base salary is made.

	threshold	target	maximum
2020 ROS[4] target proposal	14%	15%	17%
Payout	100% of base salary	200% of base salary	400% of base salary

In case of a change of control over the Company within the three-year period of the 2020 Performance Incentive, the Supervisory Board may accelerate the payout of the 2020 Performance Incentive and determine the terms and conditions of such accelerated payout.

[4] Excluding unallocated corporate center costs and invested capital; assumes no significant market disruption

Proposed change to the Remuneration Policy:

- Adding Return on Sales (ROS) as a financial metric for the performance related short-term incentive and determining that the Supervisory Board can choose up to four financial metrics to determine the performance of the short-term incentive.
- Determining Return on Investment (ROI) and Total Shareholder Return (TSR) (50% each) as the performance metrics for the performance related long-term incentive, and amending the Remuneration Policy accordingly.
- For the financial years 2018, 2019 and 2020 to temporarily replace the share matching plan by the 2020 Performance Incentive Plan as described above. After this period, the 2020 Performance Incentive Plan will lapse and the share matching plan as included in the current Remuneration Policy will again take effect.

Re item 7

This proposal concerns the extension of the authorization of the Board of Management as per April 26, 2018 for a period of 18 months or until the date on which the General Meeting again extends the authorization, if earlier:

(a) to issue - and grant subscription rights to - shares up to a maximum of 10% of the total number of shares outstanding on April 26, 2018, to be issued as common shares and/or preferred shares at the Board of Management's discretion;

(b) to restrict or exclude the pre-emptive rights allowed to shareholders by virtue of the law in respect of the issue of shares or the granting of subscription rights in conformity with (a), but only regarding shares issued pursuant to a decision of the Board of Management.

Proposals of the Board of Management to issue – and grant subscription rights to – shares and to restrict or exclude pre-emptive rights are subject to the approval of the Supervisory Board.

Re item 8

This proposal concerns the renewal of the authorization of the Board of Management from April 26, 2018 for a period of 18 months or if earlier, until the date on which the Annual General Meeting again extends the authorization, to acquire common shares in the Company's share capital at any time during this period. Provided that the General Meeting grants this new authorization, the existing authorization to acquire common shares will cease to apply.

The purpose of this proposal is to have flexibility with respect to the repurchase of common shares in the Company for among others the return of cash to shareholders or execution of the Company’s share and option plans for employees of the Company and its group companies.

The number of common shares to be acquired is limited to the maximum number of shares – as permitted within the limits of the law and the Articles of Association – that the Company may at any time hold in its own share capital. The maximum number of shares that the Company will hold in its own share capital at any one time shall not exceed 10% of its issued share capital. A resolution of the Board of Management to acquire shares in the Company’s share capital is subject to the approval of the Supervisory Board.

Common shares may be acquired through the stock market or otherwise, at a price between par value and the market price of the share (as quoted on Euronext Amsterdam on the day of the acquisition by or on behalf of the Company) provided that such market price shall not exceed the opening stock price on the day of the acquisition by or on behalf of the Company plus 10%.

Re item 9
It is proposed by the Board of Management, under the approval of the Supervisory Board, to reduce the issued share capital by cancelling any or all common shares in the share capital of the Company held or acquired by the Company under the authorization referred to under agenda item 8. The cancellation may be executed in one or more tranches. The number of common shares held by the Company which shall be cancelled (whether or not in a tranche) shall be determined by the Board of Management, but shall not exceed the maximum of the number of shares that may be acquired in accordance with the authorization referred to under agenda item 8.

Pursuant to the relevant statutory provisions, cancellation may not be effected earlier than two months after a resolution to cancel shares is adopted and publicly announced; this will apply for each tranche. The purpose of this proposal is cancellation of common shares held by the company or that will be acquired in accordance with the authorization referred to under agenda item 8, to the extent that such shares shall not be used to cover obligations under share-based remuneration or other obligations.

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