

**Notice convening the Extraordinary General Meeting of Shareholders of Akzo Nobel N.V. (the "Company") to be held at Hilton Amsterdam Hotel, Apollolaan 138, 1077 BG Amsterdam, the Netherlands, on Thursday, November 30, 2017 starting at 2:00 p.m. (CET)**

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## Agenda

- 1. Composition of the Board of Management**  
Proposal to appoint Mr. M.J. de Vries as member of the Board of Management with effect from January 1, 2018 (voting point)
- 2. Composition of the Supervisory Board<sup>1</sup>**
  - (a) Proposal to appoint Mr. P.W. Thomas as member of the Supervisory Board with effect from November 30, 2017 (voting point)
  - (b) Proposal to appoint Mrs. S.M. Clark as member of the Supervisory Board with effect from November 30, 2017 (voting point)
  - (c) Proposal to appoint Mr. M. Jaski as member of the Supervisory Board with effect from November 30, 2017 (voting point)
- 3. Separation of the Specialty Chemicals business from AkzoNobel**  
Approval of the separation of the Specialty Chemicals business from AkzoNobel through a private sale or a legal demerger (voting point)

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### Documentation

The agenda with notes, the Shareholders Circular, the Demerger Proposal, the explanatory notes to the Demerger Proposal, and all related demerger documents as prescribed by law, short résumés of Mr. De Vries, Mr. Thomas, Mrs. Clark and Mr Jaski, as well as the main elements of Mr. De Vries' contract can be found on our corporate website ([www.akzonobel.com](http://www.akzonobel.com)). Copies of the meeting documents are available to shareholders, free of charge, via ABN AMRO Bank N.V. ("ABN AMRO"), phone +31 20 344 2000 or e-mail address: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com). These documents are also available for review by shareholders at the Company's offices, Christian Neefstraat 2, 1077 WW Amsterdam, the Netherlands.

### Record Date

Persons entitled to participate in and vote at the Extraordinary General Meeting of Shareholders of **Thursday, November 30, 2017** shall be those persons who, after all changes have been processed, have these rights on **Thursday, November 2, 2017 – "the Record Date" – at 6:00 p.m. (CET)** and are registered as such in one of the registers designated by the Board of Management, provided that those persons have registered for the meeting in accordance with the provisions set forth below.

### Registration

Shareholders who wish to attend this Extraordinary General Meeting of Shareholders either in person or by proxy are required to notify ABN AMRO through their bank or stockbroker. Notification can take place as of **Friday, November 3, 2017**, but no later than **6:00 p.m. (CET) on Friday, November 24, 2017**. Shareholders can also register themselves via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). For this purpose the intermediary that has registered the shares shall, no later than **1:00 p.m. (CET) on Monday, November 27, 2017** issue a statement to ABN AMRO via

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<sup>1</sup> As per 26 October 2017, item 2.a. of the agenda reflects that the nomination of Mr E. Meurice for appointment as member of the Supervisory Board has been withdrawn. We refer to the Company's press release of 26 October 2017.

[www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) that the shares were registered in the name of the holder thereof on the record date whereupon the holder will receive a proof of registration which will also serve as an admission ticket for the meeting. In addition, the intermediaries are requested to include the full address details of the relevant holders in order to be able to verify the shareholding on the Record Date in an efficient manner.

**Voting by proxy**

A shareholder who chooses to be represented shall, in addition to registering for the meeting as described above, send in a signed proxy instrument separately. The duly signed proxy instrument needs to be received **by 6:00 p.m. (CET) on Friday, November 24, 2017** at the following address:

Akzo Nobel N.V.  
Corporate Secretariat  
P.O. Box 75730  
1070 AS Amsterdam  
The Netherlands  
Fax: +31 26 366 4096

Before the meeting the proxy holder shall hand in the admission ticket and a copy of the proxy instrument at the registration desk.

**Voting through internet/proxy**

A shareholder can choose to give a voting instruction to Mr. R.W. Clumpkens, civil law notary in Amsterdam, the Netherlands, or in his absence the substitute designated by him, to vote on behalf of the shareholder at the meeting. Electronic voting instructions can be given via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and need to be received **by 6:00 p.m. (CET) on Friday, November 24, 2017**.

**Identification**

Shareholders and proxy holders can be asked to identify themselves when attending the meeting. All attendees of the meeting are therefore requested to bring identification (for instance a passport or a driving license) to the meeting.

**Webcast**

The meeting will be webcast live and in full via the internet: [www.akzonobel.com](http://www.akzonobel.com).

Amsterdam, October 18, 2017  
The Supervisory Board