

Speak Up!

AkzoNobel Compliance Procedure Manual



AkzoNobel

Tomorrow's Answers Today



This manual contains AkzoNobel's Compliance Speak Up! Procedure.
In 2008, AkzoNobel redefined its company values. These values are:

**Focusing on
our customers'
future first**

**Embracing
entrepreneurial
thinking**

**Developing
the talents of
our people**

**Courage
and curiosity
to question**

**Integrity and
responsibility in
our actions**

Letter from the CEO

All AkzoNobel personnel are expected to conduct company business in a legal and ethical manner as detailed in our code of conduct. AkzoNobel will not tolerate any breaches of the code of conduct.

As an employee, you have a personal responsibility not only to be aware of the code of conduct but to bring to the attention of management any activity which is in violation of company policy or law.

This Speak Up! Manual provides all AkzoNobel employees with detailed information of the procedures for reporting and investigating breaches of the code of conduct.

In the first instance, you should report any violations to your line manager. If you are not comfortable doing this then there are three Speak Up! options available to you – a dedicated phone line, website or email address. All Speak Up! reports will be treated in the strictest confidence.

It is AkzoNobel's policy to foster a climate where employees know that they will be supported if they report suspected breaches of our code of conduct to management. We will not hold any employees accountable for any loss of business resulting from compliance with the code.

Please read this document carefully. If you suspect that someone has violated the code of conduct and you can provide evidence to support your suspicions you are strongly advised to Speak Up! through the relevant channels.

I know I can rely on you to uphold our company principles and values to ensure the future success of AkzoNobel.

Hans Wijers
CEO AkzoNobel

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Introduction

The purpose of the AkzoNobel Speak Up! Manual is to provide all employees with a mechanism for reporting any suspected breaches to the code of conduct and also to provide detailed information on how Speak Up! reports will be investigated.

The key sections of this manual outline:

- A summary of the Speak Up! Policy, including how and who to Speak Up! to, what happens once a Speak Up! report is registered and reporting the outcomes.
- The Speak Up! options available to employees to report about suspected breaches of the code of conduct.
- A summary of the guidelines for investigating a suspected violation in the correct way.

This manual contains a summary of the key points of AkzoNobel's Speak Up! procedure with more detailed information available in the full policy and guidelines which can be found in Annex 1 and 2.

If you have any questions or issues about interpreting the policy or guidelines please contact your manager or BU Compliance Focal Point. Alternatively, you can also send an email to speakup@akzonobel.com.

Summary of the Speak Up! Policy

AkzoNobel and its employees are expected to act in accordance with the company values and business principles outlined in the AkzoNobel code of conduct and supporting policies and directives. This applies to corporate actions as well as the individual actions of employees.

AkzoNobel has a policy of strict compliance with the code of conduct and will not tolerate any breaches to the code of conduct wherever it operates. All employees are required to adhere to this policy and to comply with the rules and guidelines. Employees are strongly encouraged to report any suspected breach of the code of conduct using the one of the Speak Up! options.

This policy extends to all of the company's operations around the world without exception.

How to report a breach of our code of conduct?

It is important that we speak up if we become aware of unethical behavior or potential breaches of the code of conduct: we may be preventing the escalation of a minor matter into a serious one – and helping the company and the people involved.

The Speak Up! procedure provides the channels through which you can report any unethical behaviour or potential wrongdoings

1. In the first place, go to your (HR) manager or next higher managers. Your manager/management will listen to your concern and take appropriate action.
2. Should your manager/management be unable to support you sufficiently (or are themselves implicated in the issue you would like to raise) then the Speak Up! procedure can help. There are three (3) options for you to choose from:
 - You can use the Speak Up! telephone helpline. Your call will be handled by a third party operator from EthicsPoint, an independent company that provides secure, confidential telephone and web-based systems for those who wish to make a Speak Up! report regarding business conduct.
 - You can register a report on the Speak Up! website at <https://secure.ethicspoint.com>. (Instructions are provided in all corporate languages on the site.)
 - You can send an email to the Corporate Compliance Committee at speakup@akzonobel.com.

These facilities are designed to ensure AkzoNobel is an organisation that we can be proud of. Be assured that there are no repercussions for anyone reporting any malpractice or violation in good faith even if it turns out to be unfounded. All Speak Up! reports will be treated confidentially.

When you file a Speak Up! report you will be given a Speak Up! number and asked to create a password. Make sure you write these details down. With your Speak Up! number and password, you can return to the Speak Up! helpline or website at any time and check for updates to and/or questions about your report.

Please note that the Speak Up! procedure should not be used for reporting emergency incidents. If you require emergency assistance, please contact your local emergency services or follow local site procedures.

In some countries privacy laws limit the issues you are able to report via the Speak Up! helpline or the Speak Up! reporting website. You will be given a limited set of reporting options. If you would like to report your concern about an issue that is not available through the Speak Up! helpline or reporting website, please speak to your (HR) manager or your manager's manager. They will listen to your concern and take appropriate action.

What happens after a Speak Up! report is registered?

For the complete policy see Annex 1.

Once a Speak Up! report is registered:

- In the majority of cases, the Corporate Director Internal Audit or General Counsel forwards it to the appropriate Regional Speak Up! Focal Point who takes responsibility for coordinating an investigation.
- The Regional Speak Up! Focal Point appoints investigators to investigate the report. All investigations will be approached in the same manner as outlined in the Guidelines for Investigation of Speak Up! Reports contained in this manual.
- The employee reporting the suspected breach receives an update on the status of the investigation or any actions taken no less than eight (8) weeks after the report was registered.
- The relevant Regional Speak Up! Focal Point or the General Counsel, Corporate Director Internal Audit or the Chairman of the Supervisory Board of Akzo Nobel N.V., informs the person implicated in the report as soon as practicably possible after receipt of the Speak Up! report. Any information leading to the identification of the reporting employee will not be disclosed.
- The person implicated is interviewed to enable him or her to provide his or her view on the Speak Up! report. He or she will also be notified as soon as possible whether or not he or she will be suspended during the investigation.

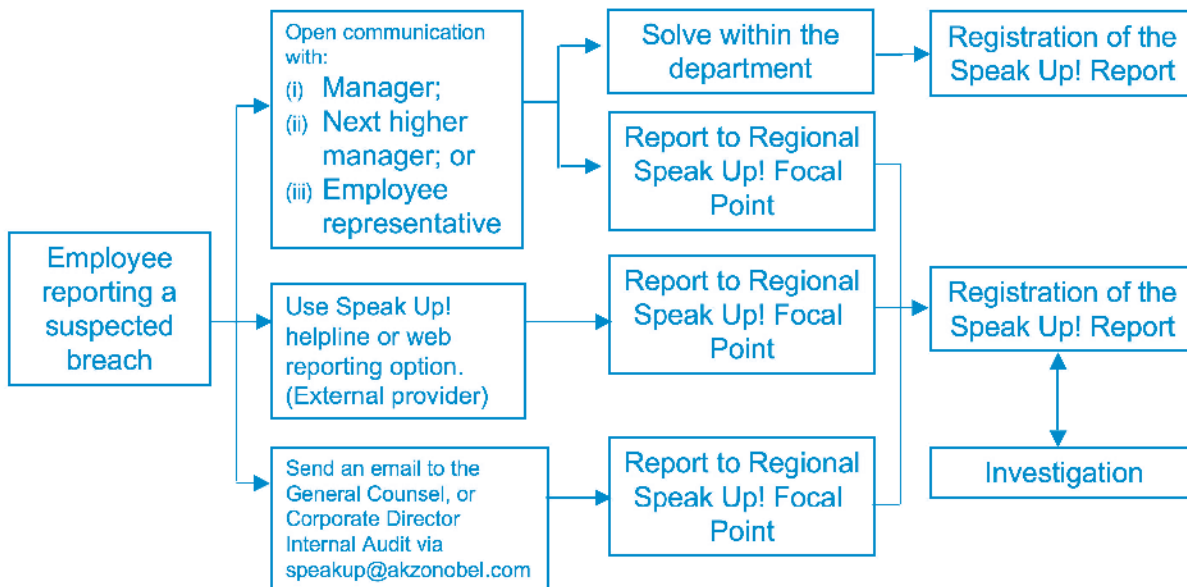
Any decisions or actions to be taken will be communicated to the person implicated no later than eight (8) weeks after the investigation has been concluded.

All personal data acquired during an investigation will be subject to data protection regulations. Personal data relating to unsubstantiated reports will be removed within two (2) months after the verification work has been completed.

The Speak Up! Policy details what should be done if an employee becomes aware of a potential breach of the code of conduct. The policy is an additional support mechanism for employees and is not intended to replace the discussion employees should have with their manager or supervisor if there is a need to report unethical behaviour. It should be used as an ultimate remedy if no other means are available to solve the matter or a satisfactory outcome is not achieved through normal reporting channels.

Reporting Channels

The flow chart below summarises the Speak Up! options for reporting any suspected breach of the code of conduct



Confidentiality will be maintained throughout the entire process

Summary of the Guidelines for Investigation of Speak Up! Reports

AkzoNobel will not tolerate any breaches of the company's code of conduct. In the Speak Up! Policy AkzoNobel has outlined the reporting procedure for employees to use should they become aware of any suspected breaches of the code of conduct.

All suspected breaches will be investigated with the utmost professionalism and confidentiality will be maintained throughout the process. To ensure that this happens, AkzoNobel has issued the Guidelines for Investigation of Speak Up! Reports, a summary of which is set out below.

Any investigation will be conducted objectively

- The investigation shall be conducted in an independent, impartial and unbiased manner.
- Fair hearing principle will be followed. Everyone will be given an opportunity to explain their position.
- The investigation is focused on fact-finding.

Compliance with laws and regulations

- All applicable laws, regulations and internal AkzoNobel policies and manuals shall be taken into account.

Any investigation will be conducted in full confidentiality

- All information relating to an investigation shall be kept confidential and only be provided to those persons within AkzoNobel who have an absolute need to know such information.
- Information will only be included in the investigation to the extent required. Information will not be used for initiating new investigations, unless the vital interests of AkzoNobel or the safeguarding of the physical or moral integrity of the Employees are at stake.

The investigation will be initiated in a timely manner

- The investigation coordinator will appoint the investigator(s) who will perform the investigation.
- The investigation will start as soon as possible after receipt of the report of a suspected breach of the code of conduct.

The investigation will be thorough and completed in a professional manner

- The investigator will make sure all aspects of the suspected breach of the code of conduct are investigated properly, before the investigation is completed.
- The investigator will report all investigation results to the investigation coordinator.
- The investigation coordinator will draw up a final report.

Clear and regular communication will take place during the investigation

- The investigator shall update the investigation coordinator regularly in respect of the progress of the investigation.
- The investigator shall, if the investigation permits, inform the person implicated as soon as possible without jeopardizing the investigation or the evidence.
- The person involved shall be informed of the results as soon as the investigation has been completed.

The following methods of investigation will be used:

- Interview
- Search of public records (e.g. Internet)
- Review of documents (hard copy and digital files)
- Review of email (digital communication)

For the complete guidelines see Annex 2.

Annex 1

The Speak Up! Policy

To report Suspected Breaches of the Code of Conduct

Background

- (A) AkzoNobel has introduced the AkzoNobel Code of Conduct setting out the ethics and principles for the AkzoNobel's business decisions and actions throughout the world, applying equally to corporate actions and to the behaviour of individual employees in conducting AkzoNobel's business.
- (B) The AkzoNobel Code of Conduct incorporates applicable corporate governance laws and codes of conduct, generally accepted principles of good corporate governance and good employment practices.
- (C) AkzoNobel wishes to organise a worldwide scheme to enable Employees to report alleged serious (imminent) breaches of the AkzoNobel Code of Conduct within the AkzoNobel group of companies (including violations of applicable laws) and other Suspected Breaches, within the Scope.
- (D) The reporting scheme is intended as an additional mechanism for Employees to report certain Suspected Breaches of the Code of Conduct through a dedicated channel and is not intended to replace AkzoNobel's regular information and reporting channels.
- (E) The Speak Up! Policy is meant to be in addition to, not to replace any applicable national legislation. Where, in comparison to applicable law, the terms of the scheme provide stronger or additional safeguards, rights or remedies for Employees, the terms of the scheme will apply.

AkzoNobel has adopted the following Speak Up! Policy [date]

GENERAL

Article 1 Definitions

Annex:

an annex to this Policy;

AkzoNobel:

Akzo Nobel N.V. and any company or legal entity of which Akzo Nobel N.V. directly or indirectly owns more than 50% of the issued share capital, has 50% or more of the voting power at general meetings of shareholders, has the power

to appoint a majority of the directors, or otherwise directs the activities of such other legal entity; however, any such company shall be deemed a AkzoNobel company only as long as a liaison and/or relationship exists.

AkzoNobel Code of Conduct:

AkzoNobel's Code of Conduct is available through the intrANet, [link], and Internet [link].

AkzoNobel Privacy Manual:

The AkzoNobel Privacy Manual for Employee data applicable within AkzoNobel available through intrANet, [link], and Internet [link].

Akzo Nobel N.V.:

Akzo Nobel N.V. (Strawinskylaan 2555, Amsterdam, the Netherlands).

Board of Management:

The Board of Management of Akzo Nobel N.V..

Complaints Database:

The AkzoNobel database in which Reports are stored and processed.

Compliance Committee:

The committee (General Counsel, Corporate Director Internal Audit, Director Compliance, SVP Human Resources, Director Corporate Control, Secretary of the Compliance Committee, Secretary to the Board of Management) set up by Akzo Nobel N.V. to foster awareness and control compliance of the AkzoNobel Code of Conduct within the AkzoNobel and to advise and report on the deployment of, and compliance with, the AkzoNobel Code of Conduct to the Board of Management and the Supervisory Board of Akzo Nobel N.V.

Controller(s):

The AkzoNobel entity or entities that will be (partly) responsible for the processing of Personal Data under this Policy within the context of the directive 95/46/EC of October 24, 1995.

DAPP:

The Dutch act on the protection of personal data.

Corporate Director Internal Audit:

The director of Internal Audit of AkzoNobel.

Employee:

A person employed or otherwise, working for AkzoNobel at the relevant moment in time.

External Contact Line:

The external service operated by Operator, which may be contacted by an Employee to report Suspected Irregularities in accordance with article 5.

General Counsel:

The General Counsel of AkzoNobel.

Guidelines or Guidelines for Investigation of Speak Up! Reports:

The guidelines applicable to the performance of investigations into Suspected Breaches of the Code of Conduct as adopted by Akzo Nobel N.V.

Investigator:

The person assigned to be appointed by the Regional Speak Up! Focal Point or (where applicable) the General Counsel or Corporate Director Internal Audit to perform an investigation into a Suspected Breach of the Code of Conduct in accordance with article 3.4.

Manager:

The person directly supervising the Employee.

Operator:

The agency operating the External Contact Line.

Personal Data:

Any information relating to an identified or identifiable natural person processed in the context of this Policy.

Person Involved:

The Employee who is alleged to have committed or facilitated or intended to commit or facilitate a Suspected Breach of the Code of Conduct.

Policy or Speak Up! Policy:

This policy related to Suspected Breaches of the Code of Conduct.

Regional Speak Up! Focal Point:

The person for the regions Asia, Europe and the Americas respectively, designated by the General Counsel and Corporate Director Internal Audit to act in that capacity for AkzoNobel.

Report:

The record of the allegations of an Employee about a Suspected Breach of the Code of Conduct registered in accordance with article 3.2 and 3.3 or (where applicable) article 4.2 and 5.2.

Reporting Employee:

The Employee who reported a Suspected Irregularity in ac-

cordance with article 3.1 or (where applicable) in accordance with article 4.1 or 5.1.

Responsible AkzoNobel Companies:

The AkzoNobel entities that will be (partly) responsible for the processing of Personal Data under this Policy within the context of the directive 95/46/EC of October 24, 1995. Article 11 describes which AkzoNobel entities can be regarded Responsible AkzoNobel Companies for a specific Suspected Irregularity.

Scope:

Ensuring compliance with the AkzoNobel Code of Conduct and ensuring financial integrity and security of AkzoNobel in international financial markets and in particular the prevention and detection of fraud and misconduct in respect of accounting, internal accounting controls, auditing matters and reporting, bribery, banking and financial regulations including insider trading.

Suspected Breach of the Code of Conduct:

A reasonable suspicion relating to a serious (or imminent) breach of the AkzoNobel Code of Conduct, being:

- a. violation of laws and regulations, including but not limited to privacy and competition laws;
- b. criminal offence;
- c. intentional provision of incorrect information to public bodies;
- d. conflict of interest;
- e. violation of applicable working and employment conditions; and
- f. misconduct in respect of accounting, internal accounting controls and auditing matters, fraud, bribery and banking and financial crime.
- g. intentional suppression, destruction or manipulation of information regarding the facts in connection with any Suspected Breach of the Code of Conduct as described in a through f above.

Article 2

Scope and basic reporting principles

2.1

This Policy has been adopted by the Board of Management in order to prevent, detect and correct Suspected Breaches of the Code of Conduct. This Policy is meant to be in addition to, not to replace any applicable national legislation. Where the terms of this Policy, in comparison with applicable laws, provide for stronger or additional safeguards, rights or remedies for the Employees, the terms of this Policy apply. Where there is a conflict between mandatory local law and this Policy, including but not limited to mandatory local requirements related to the (limitation of the) Scope or (limitation of) the Suspected Breaches of the Code of Conduct that can be reported under this Policy, mandatory local law shall prevail. In the event of a conflict AkzoNobel may set up additional country specific rules or guidelines.

2.2

In view of the possible negative consequences for a Person Involved, this Policy is to be used as an ultimate remedy, i.e. if no other means are available to address the matter. Before submitting a report in accordance with this Policy AkzoNobel encourages its Employees to address possible issues first at a local level with their Manager and, if this does not lead to a satisfactory outcome, with the manager of their Manager.

2.3

Employees may only report Suspected Breaches of the Code of Conduct within the Scope. Reports about any other fact or issue and reports which are not sufficiently substantiated shall not be investigated by AkzoNobel, unless the protection of the vital interests of AkzoNobel or the safeguarding of the physical or moral integrity of the Employees are at stake, in which case, the Report shall be immediately forwarded to the relevant departments of the relevant AkzoNobel entities. Reports outside the Scope shall be dealt with through AkzoNobel's regular information and reporting channels.

2.4

Reporting of Suspected Breaches of the Code of Conduct through the scheme set up under this Policy is not compulsory. An Employee not reporting a Suspected Breach of the Code of Conduct will therefore not be sanctioned unless the Employee is obliged to report such matters by his employment agreement.

2.5

Should an Employee make a Report in good faith, even if the facts later turn out to be inaccurate or do not trigger any particular further action, he or she shall not be sanctioned and his or her position shall not be at risk.

PROCEDURE

Article 3

Reporting to the General Counsel or Corporate Director Internal Audit

3.1

Without prejudice to article 4 and 5 below, Employees may report Suspected Breaches of the Code of Conduct to the Corporate Director Internal Audit or the General Counsel. Internally, such report shall be kept by or forwarded to the Corporate Director Internal Audit in case of a Suspected Breach of the Code of Conduct related to accounting, accounting controls or audit matters, or kept by or forwarded to the General Counsel, for all other Suspected Breaches of the Code of Conduct. The Corporate Director Internal Audit and General Counsel can be reached through email address SpeakUp@AkzoNobel.com. Suspected Breaches of the Code of Conduct reported anonymously by e-mail shall not be followed up on unless the Reporting Employee has been informed by e-mail of the facts outlined in article 5.1 under (i)-(v) and the Reporting Employee has re-confirmed that he or she wishes to remain anonymous. If a Suspected Breach of the Code of Conduct reported to the Corporate Director Internal Audit or the General Counsel concerns a situation described in article 4, such Suspected Breach of the Code of Conduct shall be forwarded to the Chairman of the Supervisory Board of Akzo Nobel N.V. via the Secretary to the Supervisory Board.

3.2

Upon receipt of a Report referred to in article 3.1, the Corporate Director Internal Audit or General Counsel shall register that Report in the Complaints Database. Such Report shall mention the date that the Employee reported the Suspected Breach of the Code of Conduct. The Report shall only contain such data as is strictly and objectively necessary to verify the Suspected Breach and shall state that the facts are only allegations at this time. The Reporting Employee shall receive a confirmation of receipt of the Report (including the date that the Report was filed).

3.3

After having registered the Report, the Corporate Director Internal Audit or General Counsel shall forward the Report to the appropriate Regional Speak Up! Focal Point who will then be responsible for the (coordination of the) investigation into the alleged Suspected Breach of the Code of Conduct. The Corporate Director Internal Audit or General Counsel shall provide the appropriate Regional Speak Up! Focal Point with a specific mandate to initiate and coordinate the investigation into the relevant Suspected Breach of the Code of Conduct. In exceptional circumstances, if the Report relates to a Suspected Breach of the Code of Conduct regarding a severe misconduct or the higher management of AkzoNobel or the Regional Speak up! Focal Point, the Corporate Director Internal Audit or General Counsel shall keep the Report and remain responsible for the (coordination of the) investigation into the alleged Suspected Breach of the Code of Conduct. In such event the provisions of article 3.4 – 3.7 will apply mutatis mutandis to such investigation.

Appointment of Investigators and performance investigation

3.4

The Regional Speak Up! Focal Point will appoint the Investigators who will perform the investigation into the relevant Report. The Investigators will be pre-selected, specifically trained or instructed and bound by specific security and confidentiality obligations and be given a defined scope of action. In exceptional circumstances the Regional Speak Up! Focal Point may appoint a third party who is not an Employee to be Investigator (for instance if the investigation requires specific expertise which is not readily available within AkzoNobel). The investigation will be executed in accordance with the Guidelines for Investigations of Speak Up! Reports.

Confidentiality

3.5

The Reporting Employee, the General Counsel, the Corporate Director of Internal Audit, the Regional Speak Up! Focal Point, the Investigators and the respective members of the Compliance Committee and the Audit Committee shall keep the Report confidential. Information relating to the Report shall only be provided to those persons within AkzoNobel who need to know such information to execute their tasks under this Policy, to perform the investigation and to take any actions as a consequence of the Report. Information relating to the Report shall only be provided to persons within other AkzoNobel entities if such disclosure emanates from the organisation of AkzoNobel. In providing information, the name of the Reporting Employee shall not be disclosed (in particular shall not be disclosed to the Person Involved and to the Manager and other line management of the Reporting Employee). The information shall further be provided in such a manner as to safeguard as much as possible the confidentiality of the identity of the Reporting Employee. Information directly or indirectly revealing the identity of the Reporting Employee shall only be provided if such is indispensable for the investigation of the Suspected Breach of the Code of Conduct or any subsequent judicial proceedings. Internal reporting in respect of progress and results of investigations into Reports will take place in aggregated and anonymized overviews only.

3.6

Within eight (8) weeks from the date that the Reporting Employee reported the Suspected Breach of the Code of Conduct, the Reporting Employee shall be informed in writing, by or on behalf of the Regional Speak Up! Focal Point, of a summary of the results of the investigation into the Suspected Breaches and any action taken in consequence of the Report.

3.7

If no summary can be given within eight (8) weeks, the Reporting Employee shall be notified of this by or on behalf of the Regional Speak Up! Focal Point and be given an indication as to when he or she will be informed of the results of the investigation.

Article 4 Reporting to the Chairman of the Supervisory Board of Akzo Nobel N.V.

4.1

If the Suspected Breach of the Code of Conduct concerns a member of the Compliance Committee, the Employee may report the Suspected Breach to the Chairman of the Board of Management. If the Suspected Breach concerns a matter of general, operational or financial nature relating to member(s) of the Board of Management, the Employee may report the Suspected Breach to the Chairman of the Supervisory Board of Akzo Nobel N.V. through the Secretary to the Supervisory Board of Akzo Nobel N.V.

4.2

The procedure described in article 3.2 – 3.7 will apply *mutatis mutandis* to Suspected Breaches of the Code of Conduct as described in article 4.1, with the understanding that if a Suspected Breach relates to member(s) of the Compliance Committee, such officer will not be informed of the reported Suspected Breach nor receive a copy thereof and will further have no access to any information in respect of the relevant Report in the Complaints Database or otherwise.

Article 5 Reporting to an External Contact Line; anonymity

5.1

An Employee may also report a Suspected Breach of the Code of Conduct to the External Contact Line by email, by phone or by visiting the External Contact Line's reporting website. All contact details of the External Contact Line can be found at [\[link to relevant AkzoNobel intranet page\]](#). When the Reporting Employee contacts the External Contact Line, the External Contact Line shall inform the Reporting Employee:

- (i) that the identity of the Reporting Employee shall not be disclosed (in particular shall not be disclosed to the Person Involved or to the Manager and other line management of the Reporting Employee);
- (ii) that information in relation to the Report shall be provided in such a manner as to safeguard as much as possible the confidentiality of the identity of the Reporting Employee;

- (iii) that information (indirectly) revealing the identity of the Reporting Employee shall only be provided if such is indispensable for the investigation of the Suspected Breach of the Code of Conduct or subsequent legal proceedings;
- (iv) that information in relation to the Report shall only be provided to those persons within AkzoNobel who have a need to know such information to execute their tasks under this Policy, to perform the investigation and any action taken in consequence of the Report; and
- (v) that anonymous reporting may have as a consequence that the Report may not be (fully) investigated depending on the severity of the Suspected Breach of the Code of Conduct.

If the Reporting Employee fears repercussions as a result of his or her reporting the Suspected Breach of the Code of Conduct, the Reporting Employee may insist to remain anonymous (either in relation to AkzoNobel or also in relation to the External Contact Line). The Reporting Employee's insistence on anonymity may have as a consequence that the Report will not be (fully) investigated depending on the severity of the Suspected Breach of the Code of Conduct.

5.2

The Operator will draw up a Report in accordance with article 3.2 and register this Report electronically in the Complaints Database. If the Reporting Employee has requested anonymity, the Report will not contain the name of the Reporting Employee, the External Contact Line will first scrutinise the Report in order to evaluate whether the Report meets the criteria set out in article 2.3.

5.3

The Operator will notify the General Counsel or Corporate Director Internal Audit when a Report has been registered in the Complaints Database. The General Counsel or Corporate Director Internal Audit shall verify whether the Report meets the criteria set out in article 2.3 and notify the appropriate Regional Speak Up! Focal Point (where applicable) to initiate investigation of the Report.

5.4

The procedures described in article 3.2 - 3.5 will apply *mutatis mutandis*, with the exception that the Reporting Employee will not receive confirmation of receipt of the Report as referred to in article 3.2.

5.5

The External Contact Line will provide the Reporting Employee with a "call log number" and, if desired, the Reporting Employee can set up a personal code to enter the secured website at <https://secure.ethicspoint.com> in order to be able to check the status of the investigation of the Suspected Breach of the Code of Conduct reported by him. The Reporting Employee can also call the External Contact Line for an update.

5.6

In the event the Reporting Employee has revealed its identity to the External Contact Line but insists on remaining anonymous in relation to AkzoNobel, the identity of the Reporting Employee may only be revealed by the External Contact Line if:

- a. it is indispensable for the investigation or subsequent legal proceedings and then only if the Reporting Employee has agreed to reveal his or her identity;
- b. it is required by law or important public interest; or
- c. the Report has been submitted by the Reporting Employee maliciously or for the purpose of self-interest.

The information about the identity of the Reporting Employee will only be disclosed to those persons who need to know such information to the extent necessary for the purposes referred to under a-c above.

Article 6 Informing the Person Involved

6.1

The relevant Regional Speak Up! Focal Point or (where applicable) the General Counsel, Corporate Director Internal Audit or the Chairman of the Supervisory Board of Akzo Nobel N.V., will inform the Person Involved as soon as practicably possible after receipt of the Report, unless there is a substantial risk that notification of the Person Involved would jeopardize the ability of AkzoNobel to effectively investigate the Suspected Breach of the Code of Conduct or gather the necessary evidence. The Person Involved shall be informed of (i) the alleged Breach of the Code of Conduct he or she is accused of, (ii) who will receive the Report, (iii) the fact that AkzoNobel is responsible in the context of this Policy, (iv) as well as how to exercise his or her right of access and correction. The identity of the Reporting Employee shall not be disclosed.

6.2

In the event the Person Involved cannot be informed immediately, they will be informed as soon as the risk referred to in article 6.1 ceases to exist. The officer dealing with the Report shall evaluate and decide when to inform the Person Involved. This evaluation shall take into account other measures, including, but not limited to, technical and organisational measures that can be taken to prevent the destruction of evidence.

6.3

After the Person Involved has been informed of a Report, the Person Involved will be interviewed to enable the Person Involved to give his or her view on the facts upon which the Report is based. The Person Involved will also be notified as soon as possible whether or not he or she will be suspended (if possible under applicable law) whilst the Suspected Breach of the Code of Conduct is being investigated.

6.4

After the investigation has been concluded, follow-up actions shall be decided as soon as possible but no later than within eight (8) weeks. Once a decision is made the Person Involved will be informed if and what action will be taken as a consequence of the Report. If the Person Involved is informed that no action will be taken, any suspension of the Person Involved will from that date automatically terminate.

Article 7 Sanctions

7.1

Any abuse of the scheme as set up under this Policy, including but not limited to the reporting of Suspected Breaches of the Code of Conduct maliciously or for the purposes of benefiting the Reporting Employee's own interest, may result in disciplinary action or criminal proceedings against the Employee who abused the scheme.

7.2

Complaints about (the application of) the Policy shall be submitted to the Secretary to the Board of Management. The Secretary to the Board to Management shall give his decision with regard to the submitted complaint and the action taken in consequence of the submitted complaint within eight (8) weeks.

Article 8 Protection of Personal Data

Controller

8.1

Akzo Nobel N.V. will be the Controller with regard to any Suspected Breach of the Code of Conduct reported under this Policy. Further Controllers may be (other) Responsible AkzoNobel Companies.

8.2

The Controllers will only process Personal Data for the Scope.

8.3

The processed Personal Data shall be limited to the identity, functions and contact details of the Reporting Employee, the Person Involved and all persons participating in the investigation and handling of the Report, the reported facts, the information gathered during the investigation, the results of the investigation and the actions that will be taken following the investigation.

Processor

8.4

The Operator acts on behalf of the Controllers as a processor within the meaning of the DAPP. Under its agreement with Akzo Nobel N.V. that is concluded also on behalf of all the other Responsible AkzoNobel Companies, the Operator shall:

- (i) only process the relevant Personal Data in accordance with the instructions of Akzo Nobel N.V.;
- (ii) maintain strict confidentiality of the Personal Data and provide it only through the communication channels specified in writing by Akzo Nobel N.V.;
- (iii) take appropriate technical and organisational security measures to protect the Personal Data, including but not limited to access control to databases, reinforced confidentiality agreements with staff of Operator and password protection of files;
- (iv) allow Akzo Nobel N.V. the right to review the measures taken by Operator and Operator will submit its data processing facilities to audits conducted by Akzo Nobel N.V. in connection therewith; and

- (v) comply with Akzo Nobel N.V.'s instructions for removal or destruction of Personal Data and shall in any event return all paper and electronic materials including Personal Data when the agreement with Akzo Nobel N.V. is terminated, unless Akzo Nobel N.V. instructs the Operator to destroy them, in which case, Operator shall confirm in writing the performance of the destruction.

Security

8.5

The Controllers will take the necessary technical and organisational measures to adequately safeguard the Personal Data against loss or unauthorized access. Akzo Nobel N.V. has instructed Operator to do the same. Such measures will include authentication processes and other means necessary to protect the Reporting Employee's identity, passwords and personal identifiers, logging access to data and regular review of log files. All persons participating in the investigation and handling of the Report shall be bound by specific reinforced security and confidentiality obligations. The Personal Data may be collected by any data processing means, whether electronic or not. These means shall in all events be solely dedicated to the scheme as set out under this Policy, i.e. the Personal Data shall in all cases be processed separately from other Employee information systems

or Employee files. Storage and removal

8.6

Personal Data relating to Reports that have been found unsubstantiated, shall be removed forthwith. Data relating to Reports about substantiated Suspected Breaches of the Code of Conduct will be removed within eight (8) weeks after the verification work is completed, unless disciplinary action is taken or court proceedings are filed against the Person Involved or the Reporting Employee filed a report in bad faith, in which events the data will be removed within eight (8) weeks after the disciplinary action or any court proceedings, including any appeal, have been completed. "Remove" means destruction of the Personal Data or adaptation of the Personal Data in such a way that identification of the Person Involved and the Reporting Employee are no longer possible. After the above mentioned storage periods are lapsed, the Personal Data may only be kept for archiving and statistical purposes in accordance with applicable national laws. Any access to the Personal Data shall then be restricted to persons appointed by a decision of the Compliance Committee for specifically determined purposes.

Rights of access/correction/removal

8.7

Any Employee may, at any time, ask the relevant Regional Speak Up! Focal Point whether or not a Suspected Breach of the Code of Conduct has been reported about him or her. If so, the Employee will be provided with a complete written overview of the Personal Data available about him or her unless this would seriously hinder the investigation. If Personal Data proves to be incorrect or irrelevant, the Person Involved can request correction or removal thereof.

8.8

The Person Involved has a right to object to the processing of Personal Data in relation to a Report on compelling legitimate grounds relating to his or her particular situation, unless the legitimacy of the processing by AkzoNobel is based on a legal obligation. AkzoNobel will inform the Person Involved of its decision within four (4) weeks.

8.9

Replies to a request for access, correction or removal shall be provided in writing as soon as reasonably practicable but no later than four (4) weeks. Any refusal shall be in writing and shall set out the reasons behind the decision. Articles 8.7, 8.8 and 8.9 shall be applied in accordance with the AkzoNobel Privacy Manual.

Transparency

8.10

Without prejudice to the other information requirements under this Policy:

- (i) this Policy shall be made available on the corporate websites of AkzoNobel and shall further be made available upon request;
- (ii) this Policy shall be made available on the AkzoNobel's intranet or by other means which allow Employees to easily access its content; and
- (iii) Employees shall be informed as to:
 - (a) the existence, purposes and functioning of the Policy;
 - (b) the identity of the Controller(s);
 - (c) the recipients of Reports;
 - (d) the rights of a Person Involved to access, correction and removal of Personal Data relating to him;
 - (e) any export of their Personal Data, insofar as required under applicable law;
 - (f) the fact that the identity of the Reporting Employee may remain confidential except if disclosing the identity is indispensable for the investigation of the Sus-

pected Breach of the Code of Conduct or subsequent legal proceedings, if such is required by applicable law or an important public interest or if the Report has been submitted maliciously or for the purposes of self-interest;

- (g) the fact that abuse of the scheme set up by this Policy may be sanctioned; and
- (h) the fact that reporting in good faith shall not be sanctioned.

Disclosure to third parties outside EEA

8.11

If it is necessary to disclose Personal Data to a person or legal entity in a country outside the European Economic Area that does not ensure an adequate level of protection in the meaning of directive 95/46/EC of October 24, 1995, the requirements under applicable law relating to international transfers of personal data shall be complied with.

Article 9 Effective Date

This Policy shall take effect on [01-01-2009].

Annex 2 – The Guidelines

for Investigation of Speak Up! Reports

Article 1 General

AkzoNobel has introduced the AkzoNobel Code of Conduct setting out the guiding principles for AkzoNobel's business decisions and actions throughout the world applying equally to corporate actions and to the behaviour of individual Employees in conducting AkzoNobel's business.

AkzoNobel has organised a scheme to enable its Employees to report alleged breaches of the AkzoNobel Code of Conduct within AkzoNobel, including a twenty-four hour ethics employee helpline. The Compliance Speak Up! procedure, is set out in the Speak Up! Policy that Akzo Nobel N.V. adopted on [date].

AkzoNobel considers it essential that reports of Suspected Breaches of the Code of Conduct under the Policy are investigated by pre-selected and properly trained individuals who will conduct the Investigation in an objective, effective and professional manner and in accordance with not only the letter but also the spirit of applicable legislation and AkzoNobel's policies and procedures.

The main purpose of an Investigation is to gather facts relevant to the Suspected Breach of the Code of Conduct, so that AkzoNobel can make a credible determination in respect of the Suspected Breach based on the best facts available, thereby minimising the risk of wrongful disciplinary action against any Employee involved.

The purpose of these Guidelines is to provide the Investigators appointed to investigate a Suspected Breach of the Code of Conduct under the Policy with more detailed guidance on how to conduct the Investigation. These Guidelines are to provide further guidance under the Policy and the terms of the Policy therefore take precedence.

These Guidelines contain the general standard guidelines for Investigations and it is therefore possible that an Investigation at hand requires a different approach. Depending on the Suspected Breach of the Code of Conduct and the environment of the Suspected Breach the involved parties may deviate from these Guidelines to the extent it is relevant for the Investigation after consulting the relevant Investigation Coordinator.

In these Guidelines the capitalised terms shall have the meaning set out in Article 1 of the Speak Up! Policy.

Article 2 Scope

2.1

These Guidelines apply to all Investigations conducted by or on behalf of AkzoNobel. All Investigators shall act in accordance with these Guidelines and the Policy.

2.2

The Speak Up! Policy takes precedence over these Guidelines and the Guidelines shall be interpreted in accordance with the Policy.

Article 3 General principles

3.1

The Investigation Coordinator shall ensure that the Investigation is conducted in an independent, impartial and unbiased manner and that the Investigation focuses on fact-finding.

3.2

In particular the Investigation Coordinator shall ensure that during the Investigation the principle of "fair hearing" (i.e. impartial decisions are taken only after the allegations and responses to allegations have been heard) is observed, and provide a Person Involved with sufficient opportunity to respond to the allegation.

3.3

The Investigations shall take place with due observance of all applicable legislation and regulations and internal AkzoNobel policies and manuals. In particular, the Investigations shall take place with due observance of the AkzoNobel Privacy Manual.

3.4

The Report and the Final Report shall only include information of Employees to the extent this is required for the Investigation at hand. This information will not be used for initiating new Investigations, unless the protection of the vital interests of AkzoNobel or the safeguarding of the physical or moral integrity of the Employees are at stake.

3.5 Confidentiality

3.5.1

The Investigation Coordinator and the Investigators shall at all time act fairly and responsibly with respect to the Reporting Employee, the Person Involved, possible interviewees and AkzoNobel. In particular the Investigation Coordinator and the Investigator shall keep the information relating to an Investigation confidential.

3.5.2

The Investigation Coordinator and the Investigators shall only provide information relating to the Report to those persons within AkzoNobel who have a need to know such information to execute their tasks under the Policy or to take any disciplinary action in consequence of the Investigation.

3.5.3

In the event the Investigation requires interviews of Employees, the Investigators shall disclose only such information to the interviewee as necessary to conduct the interview. In providing information, the name of the Reporting Employee shall not be disclosed and the information shall be provided in such a manner as to safeguard as much as possible the confidentiality of the identity of the Reporting Employee.

3.5.4

Information (indirectly) revealing the identity of the Reporting Employee shall only be provided if such is indispensable for the Investigation.

Article 4 Receiving of Report

4.1

A Report will be sent to the General Counsel and Corporate Corporate Director Internal Audit. Sometimes it may also be submitted to the Chairman of the Supervisory Board of Akzo Nobel N.V. The person receiving the Report should take into account that submitting a Report is usually not an easy step for a Reporting Employee to take. The officer to whom a Report is submitted should therefore give room for possible emotions that the Reporting Employee may have and realize that it is probably of great importance for the Reporting Employee that his Report is taken seriously. The relevant officer should take sufficient time for the intake and understanding of a Report and give the Reporting Employee ample time to substantiate and elaborate on the Suspected Breach of the Code of Conduct that the Reporting Employee wishes to report.

4.2

When a Report is made, the officer, to whom the Report is made shall request the Reporting Employee to maintain confidentiality about the (facts that have led to the) Report and the subsequent Investigation, to enable an efficient Investigation. Furthermore, the Reporting Employee should be asked whether he has informed any family member or other person about the (facts that have led to the) Report. If so, the Reporting Employee should be requested to do his utmost to ensure that such persons also maintain confidentiality.

4.3

Upon receipt of a Report of a Suspected Breach of the Code of Conduct, the Investigation Coordinator shall:

- verify whether the Report only contains such data as is strictly and objectively necessary to verify the Suspected Breach of the Code of Conduct and expresses that the facts are alleged. The Report should contain a least:
 - (i) the date the Reporting Employee reported the Suspected Breach of the Code of Conduct;
 - (ii) a detailed description of the Suspected Breach of the Code of Conduct and if related to a specific date or place, the relevant date and/or place the Suspected Breach took place.
- if the Report is made anonymously, check whether the Report is sufficiently substantiated to warrant an Investigation. Anonymously reported Suspected Breaches of the Code of Conduct might not be (fully) investigated depending on the severity of the Suspected Breach of the Code of Conduct.

Article 5 Appointment of Investigators

5.1

Within five (5) business days after receipt of the Report, the Investigation Coordinator will appoint the Investigator(s) who will perform the Investigation. The Investigators will be pre-selected, instructed on the rules and obligations contained in this document and will be bound by specific security and confidentiality obligations. The Investigators may not be a near colleague or the direct supervisor of the Person Involved.

5.2

If the Investigation requires specific expertise which is not readily available within the group of pre-selected Investigators, the Investigation Coordinator may appoint an Employee who is not a pre-selected Investigator or a third party expert. In that case the Investigation Coordinator shall ensure that such Employee or third party is bound to similar confidentiality and security obligations as the pre-selected Investigators. Where third parties are appointed Investigator, the Investigation Coordinator will ensure upfront that such third parties have the required expertise and professionalism.

Article 6 Informing the Person Involved

6.1

The Investigator shall in principle inform the Person Involved as soon as practicably possible after receipt of the Report unless there is a substantial risk that notification of the Person Involved would jeopardize the ability of AkzoNobel to effectively investigate the Suspected Breach of the Code of Conduct or gather the necessary evidence, for instance if there is a serious risk that evidence will be destroyed. In deciding whether the Person Involved should not be informed as soon as possible the Investigation Coordinator shall take into account measures that can take away the objections against informing the Person Involved, including, but not limited to, technical and organisational measures that can be taken to prevent the destruction of evidence.

6.2

In case of doubt whether or not a substantial risk, as referred to in article 6.1, exists, the Investigation Coordinator shall consult the Secretary of the Compliance Committee.

6.3

The Person Involved shall be informed of:

- the facts of his or her alleged breach of the Code of Conduct;
- who will receive the Report;
- the fact that AkzoNobel is responsible for the Policy and the Guidelines; and
- how to exercise his or her right of access and correction.

but not:

- the identity of the Reporting Employee.

6.4

If the Person Involved is not informed as a result of a perceived substantial risk to the investigation, referred to in article 6.1, he or she will be informed as soon as the substantial risk ceases to exist. The Investigation Coordinator shall periodically evaluate whether the substantial risk still exists.

6.5

The Investigation Coordinator shall ensure, in principle, that the Person Involved is interviewed by an Investigator to enable the Person Involved to respond to the allegations.

6.6

As soon as possible after the Person Involved has been informed of a Report, the Investigation Coordinator shall inform the Person Involved whether or not he or she will be suspended during the (further) Investigation of the relevant Suspected Breach of the Code of Conduct.

6.7

The Investigation Coordinator shall inform the Person Involved of the results of the Investigation as soon as the Investigation has been completed.

Article 7

Specific methods of Investigation

7.1

The Investigators shall use such Investigation Methods as appropriate, proportional and relevant to the Investigation considering the severity, difficulty and available facts of the Suspected Breach of the Code of Conduct. If an Investigator has any doubt whether the use of a specific Investigation Method is appropriate, proportional and relevant, he or she shall consult the Investigation Coordinator prior to using any Investigation Method.

7.2

Any Investigation into Files requires the prior approval from Corporate Privacy Officer upon request of the Investigation Coordinator. In any event, the following guidelines apply for an investigation of Files:

- Should it become apparent during the Investigation that other Employees become subject to investigation of their Files, these others have to be informed, unless (and for such period only) there is a substantial risk that this will jeopardize the Investigation or the collection of evidence.
- the investigation of the Files must as much as possible:
 - take place in an automated way on the basis of keywords and the names of certain senders or recipients;
 - (initially) be restricted to subject headers to prevent involving unrelated subject-matter;
 - disregard private correspondence (according to subject header or recipient name);
 - disregard privileged information as much as possible;
 - be restricted to the period of time relevant for the purposes of the Investigation
- the contents of the Files may only be reviewed if there is a presumption – based on the fact and the circumstances of the case – that the contents will provide proof of the Suspected Breach of the Code of Conduct;
- any additional rules which exist in the applicable law or in the local organization relating to the inspection of Files should be observed;
- if a third party is hired to perform the investigation of the Files, an agreement must be concluded with that third party binding them to obligations on the security and the confidentiality of the Files (“Data Processor Agreement”);

7.3

Any investigation into personnel files and information contained in Employee information systems regarding a Person Involved requires the prior approval from Corporate Privacy Officer and BU HR Manager upon request of the Investigator Coordinator.

7.4

In case the Investigator would like to use an Investigation Method other than is referred to in this article, he or she must obtain the prior approval of the Investigation Coordinator whether the proposed Investigation Method is appropriate and proportional and relevant considering the severity, difficulty and available facts of the Suspected Breach of the Code of Conduct.

Article 8

Interviews

8.1

During the course of an Investigation, Investigators shall conduct interviews. The Investigators shall in principle inform the interviewee about the purpose of the interview.

8.2

The name of the interviewee shall not be disclosed to the Person Involved. The information derived from the interview shall further be processed in such a manner as to safeguard as much as possible the confidentiality of the identity of the interviewee. Information (indirectly) revealing the identity of the interviewee shall only be provided if such is indispensable for the Investigation or subsequent judicial proceedings. The interviewee shall be informed of the confidentiality as taken into account pursuant to this Article 8.2.

8.3

Before the interview, the interviewee will be informed that all information resulting from the interview may be used as evidence in the Investigation. The minutes of the interview shall reflect the statements made by the interviewee. The minutes will be submitted to the interviewee for corrections and approval within a reasonable period of time, preferably five (5) business days after the interview took place.

8.4

If, in separate interviews, contradictory statements are made by different interviewees, the relevant interviewees will be given the opportunity to respond to such different statements and adapt their earlier statements before the Investigation is finalised.

8.5

The interviewee will further be informed of the fact that AkzoNobel is responsible for the Policy and the Guidelines, of who will receive the Final Report; and how the interviewee can exercise his right of access and correction. The identity of the Reporting Employee and the Person Involved will not be disclosed to the interviewee nor any information (indirectly) revealing such identity unless such is indispensable for the interview and the Investigation or subsequent judicial proceedings.

Article 9 Final Report

9.1

After finalizing the Investigation, the Investigator or Investigation Coordinator shall prepare a Final Report, detailing the steps taken during the Investigation, the facts determined and any conclusions drawn. The Final Report should contain the following sections:

Background. This section should summarise the sequence and process followed in the Investigation. The following information should be included:

- Name//department/location of the Reporting Employee and other details as to how the information in the Report was obtained;
- Name//department/location of the Person Involved;
- Statement summarising the Suspected Breach of the Code of Conduct;
- Names and dates of people interviewed;
- Documents/other information gathered and reviewed as part of the Investigation;
- (A copy of) the Report.

Applicable laws and/or company policies. If any laws and/or company policies are relevant for the Suspected Breach of the Code of Conduct, this section should be included and make reference to such laws and/or company policies.

Factual findings. This section should include key facts that arose in the Investigation. Summaries of interviews with the Reporting Employee, the Person Involved and other interviewees should be set forth. Also, support documentation should be referenced. It may be helpful to include a chronology of events. Information not relevant to the Investigation should not be included.

Analysis of the facts. In this section, credibility issues should be discussed, conflicting testimony or inconsistent information should be analyzed and supporting documentation should be reviewed.

Conclusions/Recommendations/Remedial Actions.

In this section the conclusions should be stated as well as what remedial actions, if any, are taken.

9.2

The Investigation Coordinator shall register the Final Report in the Complaints Database.

9.3

After finalizing the Final Report, the Investigation Coordinator shall contact or shall make sure that the Person Involved shall be contacted and informed whether any action will be taken as a consequence of the Investigation.

9.4

After finalizing the Final Report, the Investigation Coordinator shall report the Reporting Employee that the Investigation has been concluded and inform him of any conclusions and, to the extent possible, what action is being taken as a result of the Investigation. Because certain remedial actions may involve other Employees (such as disciplinary action taken against the Person Involved), the Investigation Coordinator may not be able to provide full details other than to say that appropriate action has been taken. In the event that informing the Reporting Employee is not feasible within eight (8) weeks after the date the Suspected Breach of the Code of Conduct was reported, the Investigation Coordinator shall notify the Reporting Employee thereof and also give an indication as to when he can expect to be informed.

Article 10 Final Actions

10.1

Immediately upon closure of the Investigation, all Investigators shall return any information in their possession in hard copy or soft copy to the Investigation Coordinator, and shall not keep any information related to the Suspected Breach of the Code of Conduct in their personal files.

10.2

The Investigation Coordinator shall remove all Personal Data relating to Reports that have been found unsubstantiated forthwith. Personal Data relating to Reports will be removed within two (2) months after the Investigation has been concluded, unless disciplinary action is taken or court proceedings are filed against the Person Involved or the Reporting Employee that has filed a Report in bad faith, in which event the data will be removed within two (2) months after the disciplinary action or court proceedings, including an appeal, have been completed. "Remove" means destruction of the Personal Data or adaptation of the Personal Data in such a way that identification of the Person Involved and the Reporting Employee are no longer possible.

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We're the largest global paints and coatings company and a major producer of specialty chemicals. We supply industries worldwide with quality ingredients for life's essentials. We think about the future, but act in the present. We're passionate about developing sustainable answers for our customers. Based in Amsterdam, the Netherlands, we have 60,000 employees working in more than 80 countries – all committed to excellence and delivering Tomorrow's Answers Today.

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