

**Notice convening the Annual 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, April 25, 2019 starting at 2:00 p.m. (CET)**

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**Agenda**

1. Opening
2. Financial year 2018
  - (a) Report of the Board of Management for the financial year 2018
  - (b) Discussion on implementation of the Remuneration Policy in 2018
3. Financial Statements, result and dividend
  - (a) Adoption of the 2018 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 2018 for the performance of their duties in 2018 (voting point)
  - (b) Discharge from liability of members of the Supervisory Board in office in 2018 for the performance of their duties in 2018 (voting point)
5. Supervisory Board
  - (a) Appointment of Mrs. J. Poots-Bijl (voting point)
  - (b) Re-appointment of Mr. D.M. Sluimers (voting point)
6. Authorization for the Board of Management:
  - (a) to issue shares (voting point)
  - (b) to restrict or exclude pre-emptive rights of shareholders (voting point)
7. Authorization for the Board of Management to acquire common shares in the share capital of the Company on behalf of the Company (voting point)
8. Cancellation of common shares held or acquired by the Company (voting point)
9. Closing

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**Documentation**

The agenda with notes, the AkzoNobel Annual Report 2018 including the remuneration policy and short résumés of Mrs. Poots-Bijl and Mr. Sluimers, 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 Neefestraat 2, 1077 WW Amsterdam, the Netherlands.

**Record Date**

Persons entitled to participate in and vote at the Annual General Meeting of Shareholders of **Thursday, April 25, 2019** shall be those persons who, after all changes have been processed, have these rights on **Thursday, March**

**28, 2019 – "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 Annual 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, March 29, 2019** until **6:00 p.m. (CET) on Thursday, April 18, 2019**. 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 Friday, April 19, 2019** issue a statement to ABN AMRO via [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 Thursday, April 18, 2019** 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 Thursday, April 18, 2019**.

#### **Registration/Identification**

On the day of the meeting, shareholders and proxy holders who wish to attend the meeting are requested to register themselves with the received admission ticket at the registration desk between 12:30 p.m. (CET) and the beginning of the meeting at 2:00 p.m. (CET). 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, March 14, 2019  
The Supervisory Board