

Agenda for the Annual General Meeting of Shareholders of Akzo Nobel N.V. (the "Company" and "AkzoNobel") to be held virtually on Friday April 22, 2022 starting at 2:00 p.m. (CET)

1. Opening
2. Financial year 2021
 - (a) Report of the Board of Management for the financial year 2021
3. Financial Statements, result and dividend
 - (a) Adoption of the 2021 Financial Statements of the Company (voting point)
 - (b) Discussion on the dividend policy
 - (c) Profit allocation and adoption of dividend proposal (voting point)
 - (d) Remuneration Report 2021 (advisory vote)
4. Discharge
 - (a) Discharge from liability of members of the Board of Management in office in 2021 for the performance of their duties in 2021 (voting point)
 - (b) Discharge from liability of members of the Supervisory Board in office in 2021 for the performance of their duties in 2021 (voting point)
5. Remuneration
 - (a) Amendment Remuneration Policy for the Board of Management (voting point)
6. Board of Management
 - (a) Re-appointment of Mr. M.J. de Vries (voting point)
7. Supervisory Board
 - (a) Appointment of Mrs. E. Baiget (voting point)
 - (b) Appointment of Mr. H. van Bylen (voting point)
 - (c) Re-appointment of Mr. N.S. Andersen (voting point)
 - (d) Re-appointment of Mr. B.E. Grote (voting point)
8. Authorization for the Board of Management:
 - (a) to issue shares (voting point)
 - (b) to restrict or exclude pre-emptive rights of shareholders (voting point)
9. Authorization for the Board of Management to acquire common shares in the share capital of the Company on behalf of the Company (voting point)
10. Cancellation of common shares held or acquired by the Company (voting point)
11. Closing

Notes to the agenda¹

Re item 2a

The Board of Management will give a presentation on the performance of the Company in 2021.

Re item 3a

It is proposed to adopt the Company's 2021 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 2021.

Re item 3c

It is proposed to adopt the total dividend for the financial year 2021 at EUR 1.98 per common share. In November 2021, an interim dividend of EUR 0.44 per common share was paid and, following adoption, the final dividend of EUR 1.54 will be paid on May 4, 2022. The dividend will be paid in cash under the conditions to be published by the Company.

Re item 3d

In accordance with article 2:135b subsection 2 of the Dutch Civil Code, the Remuneration Report 2021 will be submitted to the Annual General Meeting of Shareholders of the Company ("AGM") for its advisory vote. It is proposed to cast a favourable advisory vote.

Re item 4a

It is proposed to discharge the members of the Board of Management in office in 2021 from liability in relation to the exercise of their duties in the financial year 2021.

Re item 4b

It is proposed to discharge the members of the Supervisory Board in office in 2021 from liability in relation to the exercise of their duties in the financial year 2021.

Re item 5a

It is proposed by the Supervisory Board, upon the recommendation of the Remuneration Committee, to adopt a revised Remuneration Policy for the Board of Management in order to replace Operating Cash Flow by Free Cash Flow as one of the performance metrics for the Short Term Incentive referred to in the Remuneration Policy for the Board of Management.

The proposed amendment to the Remuneration Policy for the Board of Management can be found on our website: www.akzonobel.com. Reference is made to the explanatory notes included in the proposed amendment to the Remuneration Policy for the Board of Management, for a description of and a further explanation on the proposed amendment.

If adopted, the revised Remuneration Policy for the Board of Management will apply as from January 1, 2022.

¹The agenda with notes, the AkzoNobel Report 2021, the Remuneration Report 2021, the short resumes of Mr. M.J. de Vries (as well as the main elements of his contract), Mrs. E. Baiget, Mr. H. van Bylen, Mr. N.S. Andersen and Mr. B.E. Grote and the proposed amendment to the Remuneration Policy for the Board of Management 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.

Re item 6a

Mr. M.J. de Vries is nominated by the Supervisory Board for re-appointment as member of the Board of Management with effect from April 22, 2022, for a second four-year term in accordance with the Articles of Association. Mr. De Vries will be designated as the CFO of the Company per the same date.

Re item 7a²

Mrs. E. Baiget is nominated by the Supervisory Board for appointment as member of the Supervisory Board as of April 22, 2022 for a four-year term in accordance with the Articles of Association.

Re item 7b

Mr. H. van Bylen is nominated by the Supervisory Board for appointment as member of the Supervisory Board as of April 22, 2022 for a four-year term in accordance with the Articles of Association.

Re item 7c

Mr. N.S. Andersen is nominated by the Supervisory Board for re-appointment as member of the Supervisory Board as of April 22, 2022, for a second four-year term in accordance with the Articles of Association of the Company. Mr. Andersen will be designated as the Chairman of the Supervisory Board per the same date.

Re item 7d

Mr. B.E. Grote is nominated by the Supervisory Board for re-appointment as member of the Supervisory Board as of April 22, 2022, for a third term of two years in accordance with the Articles of Association of the Company. Mr. Grote will be designated as the Deputy-Chairman of the Supervisory Board per the same date.

Re item 8

This proposal concerns the extension of the authorization of the Board of Management as per April 22, 2022, for a period of 18 months or until the date on which the AGM again extends the authorization, if earlier:

- (a) to issue - and grant subscription rights to - shares up to a maximum of 10% of the issued and outstanding share capital on April 22, 2022, 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.

² The requirements of the recently introduced Dutch gender diversity legislation as laid down in article 2:142b subsection 2 of the Dutch Civil Code are, and will continue to be duly observed and complied with in respect of the proposed appointments and re-appointments under agenda items 7a through 7d.

Re item 9

This proposal concerns the renewal of the authorization of the Board of Management from April 22, 2022, for a period of 18 months or if earlier, until the date on which the AGM again renews the authorization, to acquire common shares in the Company's share capital at any time during this period. Provided that the AGM 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.

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 of the Company – 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 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 10

It is proposed by the Board of Management, under the approval of the Supervisory Board, to reduce the issued share capital of the Company 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 9. 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 9.

Pursuant to the relevant statutory provisions, a 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 the cancellation of common shares held by the company, or that will be acquired in accordance with the authorization referred to under agenda item 9, to the extent that such shares shall not be used to cover obligations under share-based remuneration or other obligations.
