

# Extraordinary General Meeting

November 30, 2017



## Agenda

1. Appointment of Mr. M.J. de Vries as member of the Board of Management with effect from January 1, 2018 (voting point)
2. Appointments to the Supervisory Board
  - a) Appointment of Mr. P.W. Thomas as member of the Supervisory Board with effect from November 30, 2017 (voting point)
  - b) Appointment of Mrs. S.M. Clark as member of the Supervisory Board with effect from November 30, 2017 (voting point)
  - c) Appointment of 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 through a private sale or a legal demerger (voting point)





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Agenda item 1:  
**Appointment Mr De Vries**

## Appointment of Mr Maarten de Vries



- Former CFO and Executive Board member at Intertrust Group and TNT Express
- Former CEO of TP Vision
- Various senior positions at Royal Philips Electronics, including Chief Information Officer and Chief Purchasing Officer

**Switch to voting slide**



An aerial photograph of a wind farm situated on a mountain ridge. The wind turbines are white with red-tipped blades. The landscape is green and hilly, with a winding road visible. In the background, there are more mountains and a valley with some buildings. The sky is blue with scattered white clouds. The AkzoNobel logo is in the top right corner.

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**Agenda item 2:  
Appointments to the  
Supervisory Board**

## Nominees for the Supervisory Board



**Ms. Sue Clark**

- Non-Executive director Britvic plc, Bakkavor Group plc, and Tulchan Communications LLP
- Former Managing Director SABMiller plc
- Former Director Corporate Affairs Railtrack plc. and Scottish Power plc



**Mr. Patrick Thomas**

- Chairman and CEO Covestro A.G.
- Former Chairman and CEO Bayer MaterialScience A.G.
- Former Non-Executive director BG Group plc
- Former President Specialties, Huntsman International LLC
- Former CEO Polyurethanes division of ICI plc



**Mr. Michiel Jaski**

- Former CEO of OFFICEFIRST Immobilien and Grontmij
- Former Member Executive Board Arcadis
- Former VP Shell
- Member SB Synbra Group
- Chairman Advisory Board Foundation National Park de Hoge Veluwe

**Switch to voting slide**



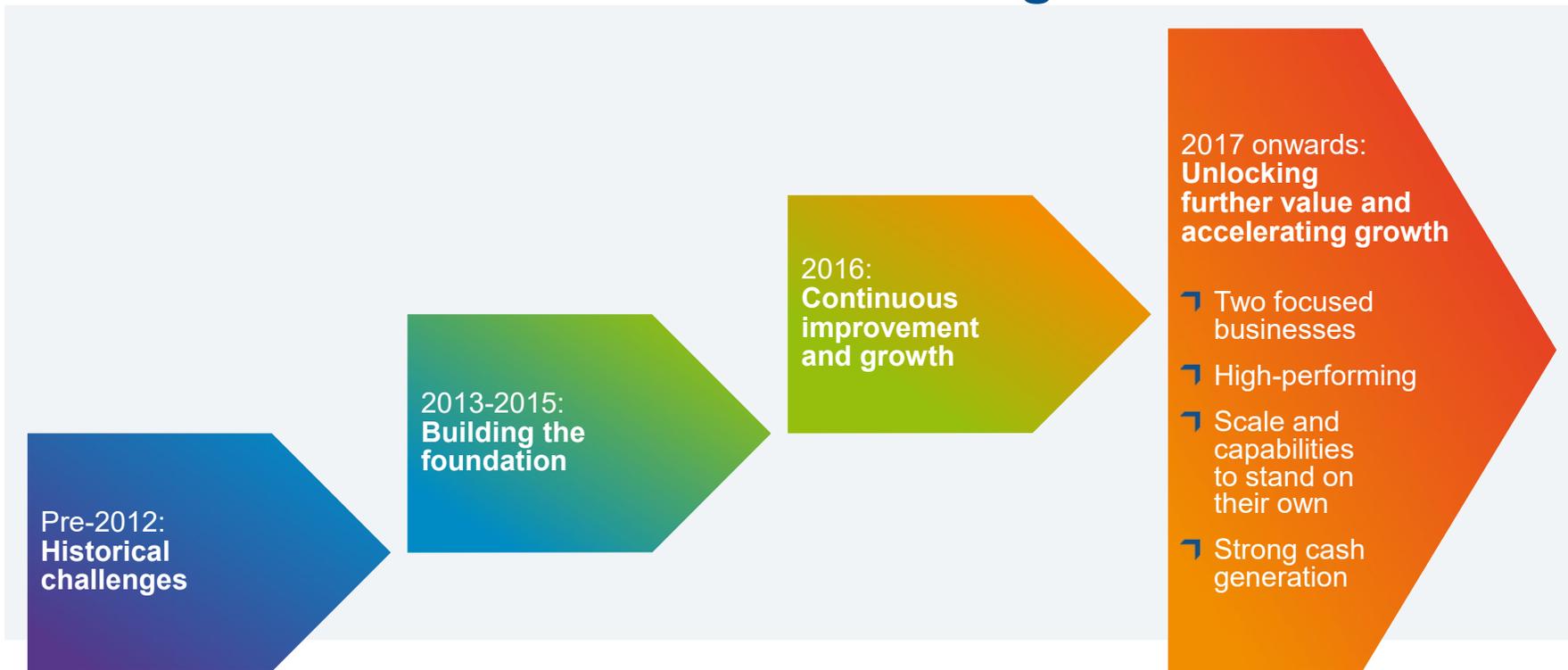


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**Agenda item 3:  
Separation of  
Specialty Chemicals**

# Creation of two focused businesses to unlock further value and accelerate growth

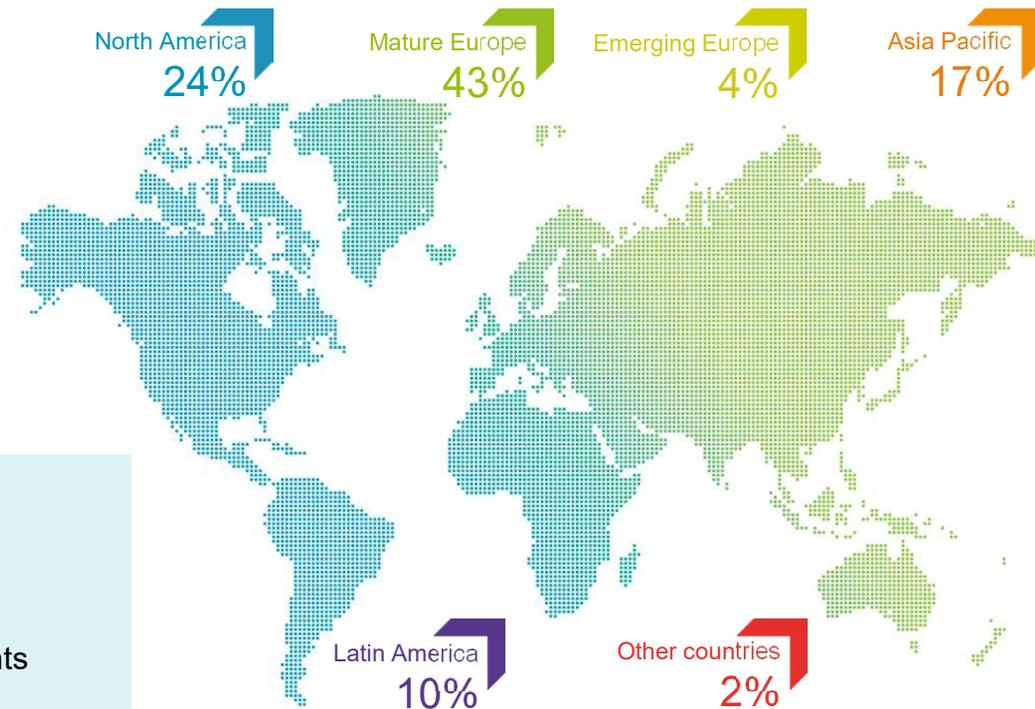
**AkzoNobel**



## World class Specialty Chemicals business

€4.8<sub>bn</sub> revenue  
€953<sub>m</sub> EBITDA  
€629<sub>m</sub> EBIT  
13.2% ROS  
17.9% ROI  
9,000 people

- ↗ Balanced portfolio of interlinked businesses
- ↗ High profitability in all businesses
- ↗ Proven resilience of portfolio through cycles
- ↗ Leadership positions in high growth segments

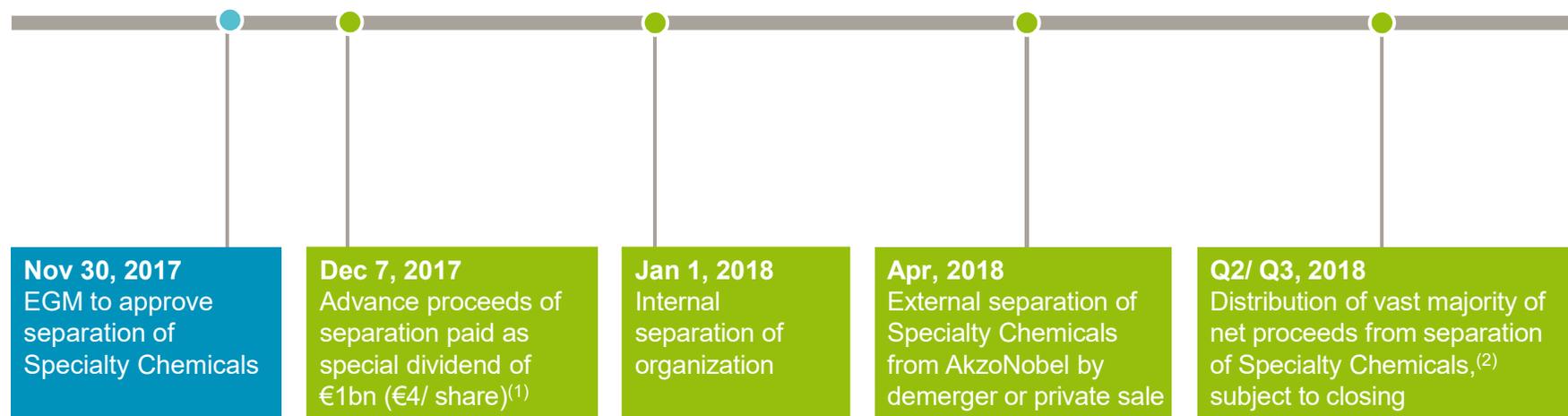


Key regions by revenue

\* All figures are based on year-end 2016, excluding unallocated corporate center costs and invested capital

# Separation on track to take place by April 2018

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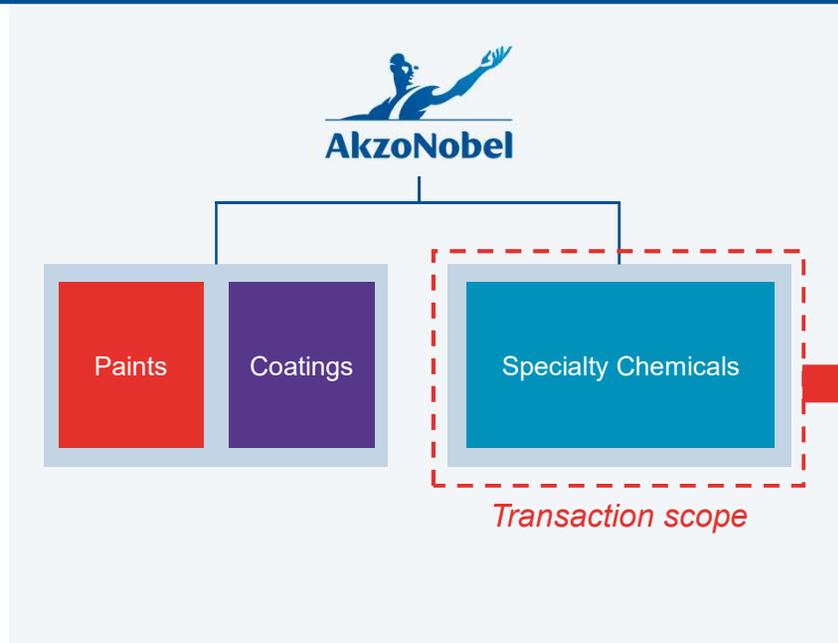
<sup>(1)</sup> Following shareholder approval of the separation at the EGM on November 30, 2017

<sup>(2)</sup> In case of a demerger, shareholders effectively receive the proceeds as they would become shareholders of the Specialty Chemicals business as a separate listed company

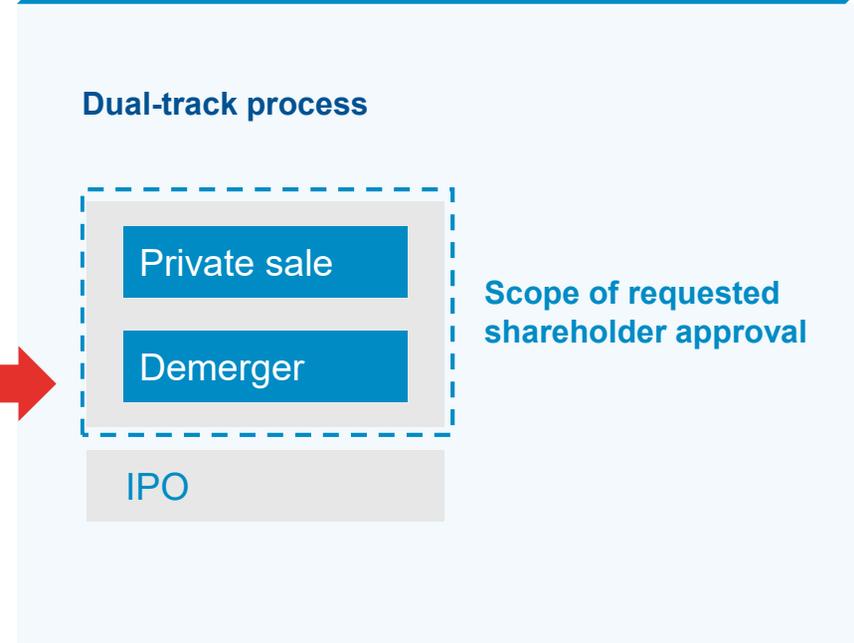
# Approval for separation through dual-track process

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## Internal separation



## External separation

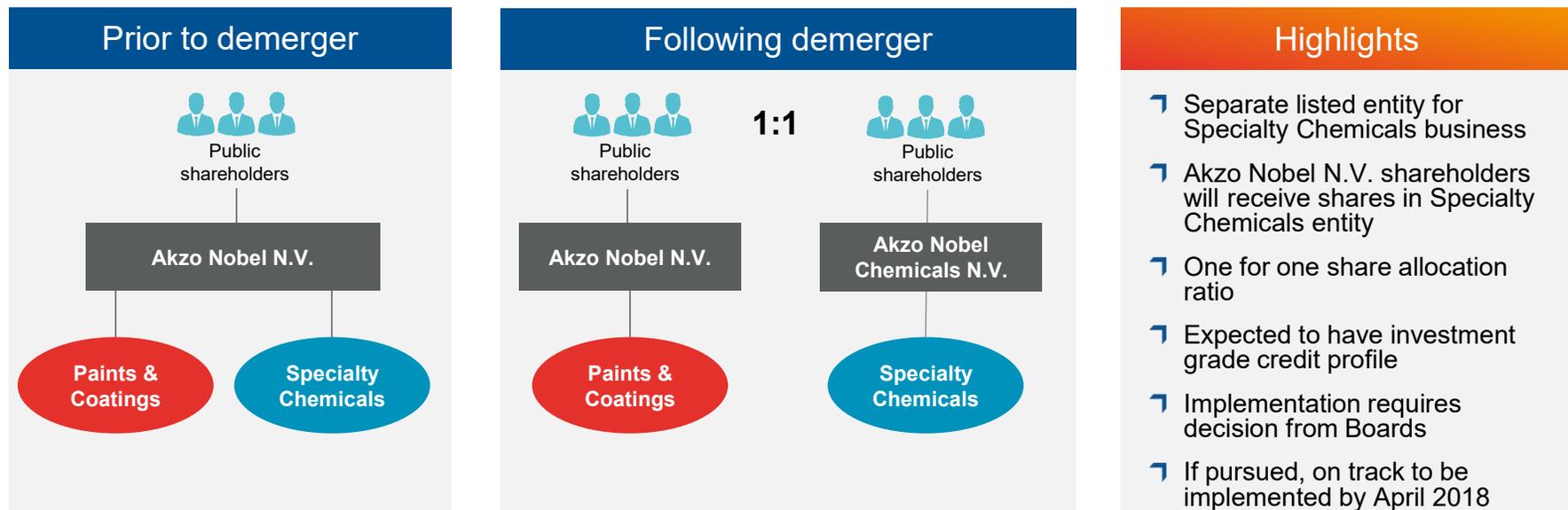


## Private sale process (private track)

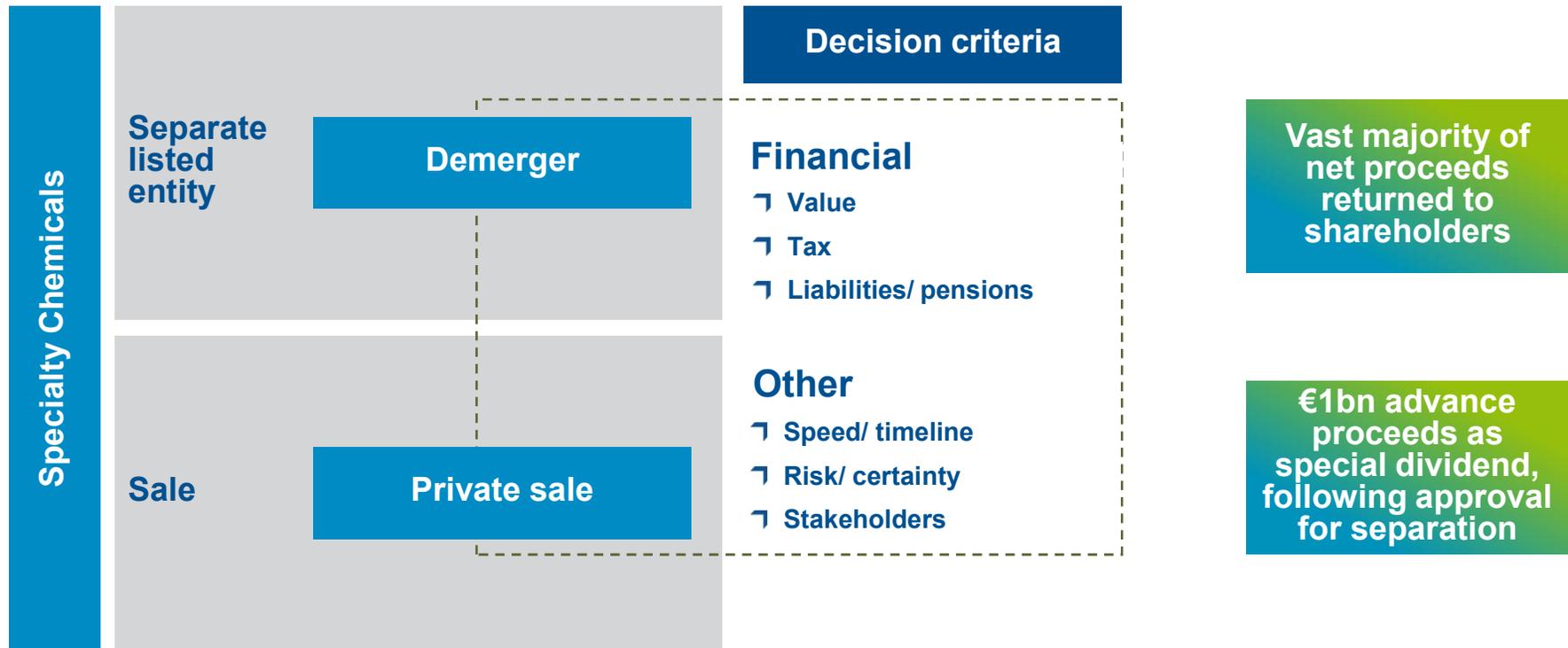
- ① **Controlled auction to ensure competitive process**
- ② **Multiple interested parties, both strategic and private equity**



## Demerger process (public track)



## Dual-track decision criteria and proceeds





# Questions on: Separation of Specialty Chemicals

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# Update on recent developments

Thierry Vanlancker – CEO

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Thank you

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