

**Notice convening the Annual General Meeting of Shareholders of Akzo Nobel N.V. (the "Company") to be held virtually on Thursday, April 23, 2020 starting at 2:00 p.m. (CET)<sup>1</sup>**

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**Agenda**

1. Opening
2. Financial year 2019
  - (a) Report of the Board of Management for the financial year 2019
3. Financial Statements, result and dividend
  - (a) Adoption of the 2019 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 2019 (voting point)
4. Discharge
  - (a) Discharge from liability of members of the Board of Management in office in 2019 for the performance of their duties in 2019 (voting point)
  - (b) Discharge from liability of members of the Supervisory Board in office in 2019 for the performance of their duties in 2019 (voting point)
5. Supervisory Board
  - (a) Re-appointment of Dr. P. Kirby (voting point)
6. Remuneration
  - (a) Amendment Remuneration Policy for the Board of Management (voting point)
  - (b) Amendment Remuneration Policy for the Supervisory Board (voting point)
7. Proposal to amend the Articles of Association of the Company (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

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<sup>1</sup> Please note that no physical meeting will be held. Please be referred to the update issued on our website (<https://www.akzonobel.com/en/about-us/how-we-operate/corporate-governance/shareholder-meetings>) including the latest information on this Annual General Meeting of Shareholders.

### Documentation

The agenda with notes, the AkzoNobel Report 2019, the Remuneration Report 2019, the short résumé of Dr. P. Kirby, the proposed revised Remuneration Policy for the Board of Management, the proposed revised Remuneration Policy for the Supervisory Board and a triptych in respect of the proposed amendments to the Articles of Association of the Company, can be found on our corporate website (<https://www.akzonobel.com/en/about-us/how-we-operate/corporate-governance/shareholder-meetings>). Copies of the meeting documents are available to shareholders, free of charge, via ABN AMRO Bank N.V. ("ABN AMRO"), e-mail address: [ava@nl.abnamro.com](mailto:ava@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 23, 2020**, shall be those persons who, after all changes have been processed, have these rights on **Thursday, March 26, 2020 – "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 27, 2020, until 6:00 p.m. (CET) on Thursday, April 16, 2020**. 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 17, 2020**, 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 16, 2020**, at the following address:

Akzo Nobel N.V.  
Corporate Secretariat  
P.O. Box 75730  
1070 AS Amsterdam  
The Netherlands

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 16, 2020**.

### 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 1:00 p.m. (CET) and the beginning of the meeting at 2:00 p.m. (CET). Please note that no lunch will be available. 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 webcasted live and in full via the internet: [www.akzonobel.com](http://www.akzonobel.com).

#### **Coronavirus (COVID-19)**

Despite the presence of the Coronavirus (COVID-19) in the Netherlands, the Annual General Meeting of Shareholders of **Thursday, April 23, 2020**, will proceed as usual as at the date of this notice no local and/or governmental restrictive measures are in place that prohibit and/or restrict this type of events. Any further developments will be closely monitored, any updates and/or attendance safety guidance on this Annual General Meeting of Shareholders will be published on our corporate website (<https://www.akzonobel.com/en/about-us/how-we-operate/corporate-governance/shareholder-meetings>).

Please be reminded that shareholders who prefer not to attend this Annual General Meeting of Shareholders can make use of his/her voting rights by making use of voting by proxy via amongst others [www.abnamro.com/evoting](http://www.abnamro.com/evoting) (as described in more detail above). Furthermore, the meeting will be webcasted live via our corporate website as usual.

#### **Optional: Virtual attendance and voting**

In light of COVID-19, the opportunity for shareholders to virtually attend and vote at the Annual General Meeting of Shareholders of **Thursday, April 23, 2020**, is being reviewed. If deemed appropriate, the relevant information and applicable procedures regarding virtual attendance and virtual voting will be issued ultimately on the day after the Record Date, being **Friday, March 27, 2020**, on our corporate website (<https://www.akzonobel.com/en/about-us/how-we-operate/corporate-governance/shareholder-meetings>).

**The next five paragraphs will only be applicable should the Board of Management decide to provide the opportunity to shareholders to virtually attend and vote at the Annual General Meeting of Shareholders of Thursday, April 23, 2020. In such event, the following applies:**

- Shareholders can virtually attend the meeting via the online platform of [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and vote at the meeting on all shareholders resolutions via the internet by using their smartphone, tablet, laptop or PC during the meeting. This option could not be applicable if the shareholder's intermediary does not support online voting. Shareholders who attend the meeting virtually will not be able to speak or otherwise address the Annual General Meeting of Shareholders during the meeting.
- Shareholders who have registered for virtual attendance at this Annual General Meeting of Shareholders will receive a confirmation of registration by email which will contain a link to login to the Company's online voting platform via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). Via this link the shareholder can login to the online platform of the meeting by means of a two-state verification process (by SMS verification).
- Certain details of the shareholder will be required for authentication purposes such as his/her valid email address, securities account and mobile phone number, in order to provide virtual access. The receipt (of registration) will be provided by ABN AMRO and contains log-in details for the shareholders who will attend the meeting virtually.
- The Company will inform the shareholders via our corporate website (<https://www.akzonobel.com/en/about-us/how-we-operate/corporate-governance/shareholder-meetings>) of the date on which the online registration will be opened. Shareholders may log into the online platform via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) until the start of the meeting at 2:00 p.m. (CET). Shareholders who wish to attend the meeting virtually, must log in and complete the admission procedure for the meeting before the meeting starts (2:00 p.m. (CET)). Shareholders who have not logged on before the start of the Annual

General Meeting of Shareholders via the online platform cannot vote and can only follow the meeting via the livestream.

The Company's Hybrid Meeting Terms apply to shareholders who wish to participate in the meeting via the online platform. The Company's Hybrid Meeting Terms as well as an overview of the minimum requirements to the devices and systems that can be used for virtual participation (if applicable) can be found at <https://www.akzonobel.com/en/about-us/how-we-operate/corporate-governance/shareholder-meetings> (with the meeting documents).

Virtual participation (if applicable) entails risks, as described in the Company's Hybrid Meeting Terms. If a shareholder wishes to avoid such risks, he or she should choose to attend the meeting in person or by proxy.

Amsterdam, March 12, 2020  
The Supervisory Board