

**Agenda for the General Meeting of Shareholders of Akzo Nobel N.V. (the “Company”)
to be held at the Hilton Hotel, Apollolaan 138, Amsterdam, the Netherlands, on
Tuesday, April 29, 2014 starting at 2:00 p.m. (CET)**

1. Opening
2. Report of the Board of Management for the financial year 2013
3. Financial Statements, result and dividend
 - (a) Discussion on the implementation of the remuneration policy
 - (b) Adoption of the 2013 Financial Statements of the Company (voting point)
 - (c) Discussion on the dividend policy
 - (d) Profit allocation and adoption of the dividend proposal (voting point)
4. Discharge
 - (a) Discharge from liability of members of the Board of Management in office in 2013 for the performance of their duties in 2013 (voting point)
 - (b) Discharge from liability of members of the Supervisory Board in office in 2013 for the performance of their duties in 2013 (voting point)
5. Supervisory Board
 - (a) Appointment of Mr. B.E. Grote (voting point)
 - (b) Reappointment of Mr. A. Burgmans (voting point)
 - (c) Reappointment of Mr. L.R. Hughes (voting point)
 - (d) Remuneration Supervisory Board (voting point)
6. Appointment External Auditor (voting point)
7. Authorization for the Board of Management
 - (a) to issue shares (voting point)
 - (b) to restrict or exclude the pre-emptive rights of shareholders (voting point)
8. Authorization for the Board of Management to acquire common shares in the share capital of the Company on behalf of the Company (voting point)
9. Any other business and closing

Notes to the agenda¹

Re item 2

The Board of Management will give a presentation on the performance of the Company in 2013.

Re item 3a

In accordance with article 2:135 subsection 5a of the Dutch Civil Code, the implementation of the remuneration policy in 2013, as outlined in the Company's 2013 Financial Statements, will be discussed.

Re item 3b

It is proposed to adopt the Company's 2013 Financial Statements.

Re item 3c

The Board of Management will give an explanation of the Company's policy on additions to reserves and on dividends as outlined in the Company's 2013 Annual Report.

Re item 3d

It is proposed to adopt the total dividend for the fiscal year 2013 at EUR 1.45 per common share. In November 2013 an interim dividend of EUR 0.33 was paid and, following adoption, the final dividend of EUR 1.12 will be paid on May 28, 2014. Under the conditions to be published by the Company and at the shareholder's election this dividend will be paid either in cash (default) or in stock.

Re item 4a

It is proposed to discharge the members of the Board of Management in office in 2013 from liability in relation to the exercise of their duties in the fiscal year 2013.

Re item 4b

It is proposed to discharge the members of the Supervisory Board in office in 2013 from liability in relation to the exercise of their duties in the fiscal year 2013.

Re item 5a

Nominated by the Supervisory Board for appointment to the Supervisory Board for a four-year term in accordance with the Articles of Association as of May 1, 2014: Mr. B.E. Grote.

Re item 5b

Nominated by the Supervisory Board for reappointment to the Supervisory Board for a four-year term in accordance with the Articles of Association as of May 1, 2014: Mr. A. Burgmans. It is the intention of the Supervisory Board to appoint Mr. Burgmans as Chairman of the Supervisory Board. On April 29, 2014 Mr. Burgmans will comply with all relevant regulations for reappointment.

Re item 5c

Nominated by the Supervisory Board for reappointment to the Supervisory Board for a four-

¹ *The agenda with notes, the 2013 Annual Report including the remuneration policy and short resumes for Mr. Grote, Mr. Burgmans and Mr. Hughes are available for inspection at the office of the Company, Strawinskylaan 2555, Amsterdam, the Netherlands. The documents can also be found on our website: www.akzonobel.com.*

year term in accordance with the Articles of Association as of May 1, 2014: Mr. L.R. Hughes.

Re item 5d

The annual fixed remuneration for the members of the Supervisory Board was changed for the last time at the AGM in 2006 and at the 2008 AGM for the Chairman. An external consultant has carried out a benchmark of Supervisory Board membership fees versus AEX companies and AkzoNobel's international remuneration peer group as explained in the Annual Report. Taking into account the dates of the last changes, inflation and the increased responsibilities and tasks of the supervisory board since 2006, the Supervisory Board considers it reasonable to propose an increase.

Therefore it is proposed to set the annual fixed remuneration of the members of the Supervisory Board per May 1, 2014 as follows:

- Chairman Supervisory Board: EUR 130,000
- Deputy Chairman Supervisory Board: EUR 78,000
- Member of the Supervisory Board: EUR 65,000
- Chairman of the Audit Committee: EUR 25,000
- Chairman of the Remuneration Committee: EUR 20,000
- Chairman of the Nomination Committee: EUR 20,000
- Member of the Audit Committee: EUR 20,000
- Member of the Remuneration/Nomination Committee: EUR 15,000

The Supervisory Board intends to evaluate the remuneration every two to three years.

Re item 6

This proposal concerns the mandate to be provided to a new external audit firm to review the annual financial statements (as meant in article 2:393 of the Dutch Civil Code). Pursuant to the Dutch Audit Profession Act, the audit firm of a so-called public interest entity (such as a listed company) will have to be replaced if the audit firm performed the statutory audits of the company for a period of eight consecutive years. For the Company, this means that it has to change its external auditor starting January 1, 2016, it being noted that the Company's current external audit firm can finalize its audit in respect of the financial year 2015. A tender and selection process for a new external auditor was concluded in 2013. As a result it is proposed to mandate PricewaterhouseCoopers as external audit firm to review the annual financial statements effective January 1, 2016. The external audit firm is prohibited to provide any other services than financial audit in accordance with the Company's External Auditor Independence and Selection Rules.

Re item 7

This proposal concerns the extension of the authorization of the Board of Management as per April 29, 2014 for a period of 18 months or until the date on which the General Meeting of Shareholders again extends the authorization, if earlier:

- (a) to issue - and grant subscription rights to - shares up to a maximum of 10% and, in the event of a merger or an acquisition, to increase this authorization with a maximum of 10%, of the total number of shares outstanding on April 29, 2014, at the Board of Management's discretion to be issued as common shares and/or preferred shares;
- (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.

Re item 8

This proposal concerns the extension of the authorization of the Board of Management from April 29, 2014 for a period of 18 months or until the date on which the General Meeting of Shareholders again extends the authorization, if earlier, to acquire common shares in the Company's share capital at any time during this period. The purpose of this proposal is to have flexibility with respect to the repurchase of shares in the Company for among others the return of cash to shareholders or execution of the Company's share and option plans for employees of the Company and its group companies.

The number of common shares to be acquired is limited to the maximum number of shares in the Company's share capital – as permitted within the limits of the law and the Articles of Association – 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 one 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 NYSE 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%.