



AkzoNobel

Tomorrow's Answers Today

General Meeting of Shareholders of Akzo Nobel N.V. to be held at the Hilton Hotel, Apollolaan 138, Amsterdam, the Netherlands on Monday, April 23, 2012 at 2:00 p.m. (CET)

Agenda

1. Opening
2. Report of the Board of Management for the financial year 2011
3. Financial Statements, result and dividend
 - (a) Adoption of the 2011 Financial Statements of the Company (voting point)
 - (b) Discussion on the dividend policy
 - (c) Allocation of profit and adoption of the dividend proposal (voting point)
4. Discharge
 - (a) Discharge from liability of the members of the Board of Management in office in 2011 for the performance of their duties in 2011 (voting point)
 - (b) Discharge from liability of the members of the Supervisory Board in office in 2011 for the performance of their duties in 2011 (voting point)
5. Board of Management
 - (a) Appointment of Mr. A.C.M.A. Büchner and approval conditional share grant (voting point)
 - (b) Reappointment of Mr. L.E. Darner (voting point)
 - (c) Reappointment of Mr. K. R. Nichols (voting point)
6. Supervisory Board
 - (a) Appointment of Ms. S.M. Baldauf (voting point)
 - (b) Appointment of Mr. B.J.M. Verwaayen (voting point)
 - (c) Reappointment of Mr. R.G.C. van den Brink (voting point)
 - (d) Reappointment of Sir Peter B. Ellwood (voting point)
7. Modernization Articles of Association of Akzo Nobel N.V. (voting point)
8. Authorization for the Board of Management
 - (a) to issue shares (voting point)
 - (b) to restrict or exclude the pre-emptive rights of the 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. Any other business

Documentation

This agenda with notes, the 2011 Annual Report, the text of the amendments to the Articles of Association of the Company and short resumes for Mr. Büchner, Mr. Darner, Mr. Nichols, Ms. Baldauf, Mr. Verwaayen, Mr. Van den Brink and Sir Peter Ellwood, the main elements of the arrangements made with Mr. Wijers and Mr. Frohn and the employment agreement with Mr. Büchner can be found on our corporate website (www.akzonobel.com). Copies of the aforementioned documents are available to shareholders, free of charge, via The Royal Bank of Scotland N.V. ("RBS"), phone +31 20 464 3707. These documents are also available for review by shareholders at the Company's offices, Strawinskylaan 2555, Amsterdam, the Netherlands.

Record Date

The Board of Management has determined that persons entitled to participate in and vote at the General Meeting of Shareholders of **Monday April 23, 2012** shall be those persons who, after all changes have been processed, have these rights on **Monday, March 26, 2012 – "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 the meeting are required to notify RBS through their bank or stockbroker. Notification can take place as of **Tuesday, March 27, 2012**, but no later than **6:00 p.m. (CET) on Wednesday, April 18, 2012**. For this purpose the intermediary that has registered the shares shall, no later than **Thursday, April 19, 2012** issue a declaration to RBS via www.rbs.com/admitted-institutions that the shares were registered in the name of the holder thereof on the record date whereupon the holder will receive a confirmation slip which will also be the 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 Wednesday, April 18, 2012** at the following address:

Akzo Nobel N.V.
Secretariat Board of Management
P.O. Box 75730
1070 AS Amsterdam, the Netherlands
Fax +31 20 502 7611

Before the meeting the proxy holder shall hand in the attendance card 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 Mrs. K. Verkerk, civil notary in Arnhem, to vote on behalf of the shareholder at the meeting. Electronic voting instructions can be given via www.rbs.com/evoting and need to be received **by 6:00 p.m. (CET) on Wednesday, April 18, 2012**.

Shareholders' Communication Channel

Shareholders who have received a voting instruction form through the Shareholders' Communication Channel can participate in the decision making at the General Meeting of Shareholders, either by returning the completed and signed form for receipt to Proxy Services, Antwoordnummer 55012, 3640 VB Mijdrecht, the Netherlands, by **Wednesday, April 18, 2012, at 6:00 p.m. (CET)** or by submitting their voting instructions, prior to this same date and time, through the internet via www.proxyvote.nl.

Shareholders who have received a voting instruction form via the Shareholders' Communication Channel and who wish to attend the General Meeting of Shareholders in person or via a proxy holder, other than by the proxy holder mentioned in the voting instruction form, shall register their shares in the manner specified above under **Registration** and shall, if applicable, submit their proxies in the manner specified above under **Voting by proxy**.

Identification

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 along (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

Amsterdam, March 12, 2012

The Supervisory Board