

Stichting Akzo Nobel fact sheet

March, 2017

AkzoNobel



photography: Frank Hanswijk, Group A

How does the Stichting Akzo Nobel work?

1 The priority shares

- 48 priority shares have been issued and are held by Stichting Akzo Nobel (the Foundation)
- Priority shares, and the special rights attached to such shares, were introduced in AkzoNobel's Articles of Association in 1926 and have remained in place ever since

2 The Foundation

- The board of the Foundation consists of four members, being the members of the AkzoNobel Supervisory Board who are not members of the Audit Committee
- Members of the Foundation Board are appointed at the sole discretion of the Foundation Board

3 Rights of the Foundation

- As holder of the priority shares, the Foundation has the right to make binding nominations for the appointment of members of the AkzoNobel Board of Management and Supervisory Board, and to approve any amendment to the AkzoNobel Articles of Association

4 The binding nomination

- The Foundation has confirmed that it intends to make use of its binding nomination rights in exceptional circumstances only. These circumstances include situations where, in the opinion of the Foundation Board, the continuity of the company's management and policies is at stake. This may be the case if a public bid for the common shares of the company has been announced, or has been made, or the justified expectation exists that such a bid will be made, without any agreement having been reached in relation to such a bid with the company (See also AkzoNobel's annual report 2016)
- If made, a binding nomination cannot be set aside by the general meeting of shareholders¹

¹ This specific binding nomination right cannot be set aside by the Annual General Meeting, since this right was introduced in 1926, when this was permitted under Dutch corporate law, and still remains in force.