



**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 Wednesday, April 27, 2011 at 2:00 p.m. (CET)**

**Agenda**

1. Opening
2. Report of the Board of Management for the financial year 2010
3. Financial Statements, result and dividend
  - (a) Adoption of the 2010 Financial Statements of the Company (voting point)
  - (b) Allocation of profit
  - (c) Discussion on the dividend policy
  - (d) Adoption of the dividend proposal (voting point)
4. Discharge
  - (a) Discharge from liability of the members of the Board of Management in office in 2010 for the performance of their duties in 2010 (voting point)
  - (b) Discharge from liability of the members of the Supervisory Board in office in 2010 for the performance of their duties in 2010 (voting point)
5. Supervisory Board
  - (a) Reappointment of Mr. U-E. Bufe (voting point)
  - (b) Reappointment of Mrs. P. Bruzelius (voting point)
6. Amendments to the Remuneration Policy for the Board of Management
  - (a) Minimum shareholding requirement and matching (voting point)
  - (b) Improved sustainability performance measurement (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 the 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

**Documentation**

This agenda with notes, the 2010 Annual Report, the Remuneration Policy and short résumés of Mr. Bufe and Mrs. Bruzelius, can be found on our corporate website ([www.akzonobel.com](http://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 corporate headquarters, 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 **Wednesday April 27, 2011** shall be those persons who, after all changes have been processed, have these rights on **Wednesday, March 30, 2011 – "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.

# General Meeting of Shareholders 2011



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## Registration

Shareholders who wish to attend the meeting are required to notify RBS through their bank or stockbroker. Notification can take place as of **Thursday, March 31, 2011**, but no later than **6:00 p.m. (CET) on Wednesday, April 20, 2011**. For this purpose the intermediary that has registered the shares shall, no later than **Thursday, April 21, 2011** issue a declaration to RBS via [www.rbs.com/admitted-institutions](http://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 20, 2011** 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](http://www.rbs.com/evoting) and need to be received **by 6:00 p.m. (CET) on Wednesday, April 20, 2011**.

## 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 20, 2011, at 6:00 p.m. (CET)** or by submitting their voting instructions, prior to this same date and time, through the internet via [Proxyvote.nl](http://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](http://www.akzonobel.com)

The Supervisory Board  
Amsterdam, March 16, 2011