

Akzo Nobel

Capital Repayment

Details of the capital repayment and share consolidation approved by shareholders on November 13, 2018.

The record date for shareholders holding common shares will be at the close of trading hours for Euronext Amsterdam on January 23, 2019. A share consolidation ratio of 9:8 will be effective on January 24, 2019 and shareholders will receive a capital repayment of €8.78 per common share on January 25, 2019.

This €2 billion capital repayment is part of a total €6.5 billion being distributed to shareholders following the sale of the Specialty Chemicals business. A special cash dividend of €1 billion will be paid in February 2019 and a share buyback program of €2.5 billion will commence soon, in addition to €1 billion advance proceeds distributed by a special cash dividend paid in December 2017.

The capital repayment and share consolidation will take place in three steps:

1. the nominal value of each common share will be increased from €2.00 to €8.32, which will be paid up from the euro conversion reserve and the share premium reserve; then
2. a consolidation of every 9 common shares with a nominal value of €8.32 each, into 8 common shares with a nominal value of €9.36 each; and finally
3. the nominal value of each common share will be decreased from €9.36 to €0.50, which will result in a repayment of capital to shareholders of €8.78 per common share. The remaining €0.08 per common share will be added back to the share premium reserve.

The capital repayment is not subject to Dutch dividend withholding tax. Shareholders with questions about their tax status are advised to consult their local tax advisor.

For shareholders holding common shares through Euroclear Nederland the record date will be at the close of trading hours on Euronext Amsterdam on January 23, 2019. The ex-date on Euronext Amsterdam will be January 22, 2019. Shareholders who hold their common shares with a bank or broker will be informed by their respective bank or broker.

Holders of American Depositary Receipts (ADRs) will be paid in US dollars on February 1, 2019 so long as they hold their ADRs as of and after close of trading in the United States on January 23, 2019.

If the number of common shares held by any shareholder is not exactly divisible by 9, banks and brokers will round shareholder positions up or down, depending on the contractual arrangements between the bank or broker and the shareholder.