

Rules of Procedure

Supervisory Board Akzo Nobel N.V.

*Adopted by the Supervisory Board on February 3, 2005,
Revisions approved by the Supervisory Board on December 7, 2007, March 5, 2009,
December 10, 2009, February 16, 2011, April 27, 2011 and most recently amended on
September 15, 2011.*

Chapter V Charter for the Nomination Committee

1. Appointment, Composition and Qualifications

- V.1.1. The Nomination Committee consists of at least three members.
- V.1.2. Each member of the Nomination Committee shall be appointed by the Supervisory Board from the latter's qualifying members and shall serve until whichever is the earlier to occur of the date on which he shall be replaced by the Supervisory Board, resigns from the Nomination Committee, or resigns from the Supervisory Board.
- V.1.3. The Chairman of the Nomination Committee is appointed by the Supervisory Board.
- V.1.4. The members collectively have adequate knowledge of and management expertise in selection of the top levels of management of large international companies.

2. Duties and responsibilities

Selection and nomination

- V.2.1. The Nomination Committee determines the selection criteria of members of the Supervisory Board and Board of Management by preparing and periodically reviewing the Supervisory Board and Board of Management succession plans and issuing recommendations regarding the desired profile, size and composition of the Supervisory Board and Board of Management. Moreover, based on agreed profiles, the Nomination Committee also identifies, selects and nominates candidates for (re)appointment.

The Nomination Committee will consider the nominations for those members of the Executive Committee who are not also a member of the Board of Management. Such executives will be appointed and dismissed by the CEO subject to the approval of the Supervisory Board.

Other

- V.2.2. The Nomination Committee addresses any other issues delegated to it by the Supervisory Board.
- V.2.3. Periodically the Nomination Committee informs the Supervisory Board with regard to its duties as mentioned in these terms of reference.

3. Meetings and modus operandi

- V.3.1. The Nomination Committee meets at least two times per year.
- V.3.2. Meetings shall also be held whenever the Chairman or one of the other members of the Nomination Committee considers this appropriate.

- V.3.3. The chairman of the Board of Management attends the meetings of the Nomination Committee.
- V.3.4. The chairman of the Board of Management will act as Committee Secretary, and be responsible, in consultation with the Chairman, for the preparation of the meetings of the Nomination Committee and the minutes.
- V.3.5. The Nomination Committee may ask the advice of internal and external experts on matters within the competence of the Nomination Committee.