

FINAL TERMS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS:

THE NOTES ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE EUROPEAN ECONOMIC AREA (“EEA”). FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF:

- (A) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF DIRECTIVE 2014/65/EU (AS AMENDED, “MIFID II”);
- (B) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE 2016/97/EU (AS AMENDED, THE “INSURANCE DISTRIBUTION DIRECTIVE”), WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II; OR
- (C) NOT A QUALIFIED INVESTOR AS DEFINED IN REGULATION (EU) 2017/1129 (AS AMENDED, THE “PROSPECTUS REGULATION”).

CONSEQUENTLY, NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014 (THE “PRIIPS REGULATION”) FOR OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE EEA HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA MAY BE UNLAWFUL UNDER THE PRIIPS REGULATION.

PROHIBITION OF SALES TO UK RETAIL INVESTORS:

THE NOTES ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE UNITED KINGDOM (“UK”). FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF:

- (A) A RETAIL CLIENT, AS DEFINED IN POINT (8) OF ARTICLE 2 OF REGULATION (EU) NO 2017/565, AS AMENDED, AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (“EUWA”); OR
- (B) A CUSTOMER WITHIN THE MEANING OF THE PROVISIONS OF THE FSMA AND ANY RULES OR REGULATIONS MADE UNDER THE FSMA TO IMPLEMENT DIRECTIVE (EU) 2016/97, AS AMENDED, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT, AS DEFINED IN POINT (8) OF ARTICLE 2(1) OF REGULATION (EU) NO 600/2014, AS AMENDED, AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUWA; OR
- (C) NOT A QUALIFIED INVESTOR AS DEFINED IN ARTICLE 2 OF REGULATION (EU) 2017/1129 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUWA.

CONSEQUENTLY, NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUWA (AS AMENDED, THE “UK PRIIPS REGULATION”) FOR OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE UK HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE

TO ANY RETAIL INVESTOR IN THE UK MAY BE UNLAWFUL UNDER THE UK PRIIPS REGULATION.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a ‘distributor’) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

Final Terms dated 22 May 2023

Akzo Nobel N.V.

Legal entity identifier (LEI): 724500XYIJUGXAA5QD70

Issue of EUR 500,000,000 4.000 per cent. Notes due 24 May 2033

under the

Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 15 March 2023 (the “**Prospectus**”) and the supplement to the Prospectus dated 3 May 2023 which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with such Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the supplement to the Prospectus are available for viewing during normal business hours at the specified office of the Issuing and Paying Agent at 21st Floor, Citigroup Centre 2, Canada Square, Canary Wharf, London E14 5LB, United Kingdom and on the Luxembourg Stock Exchange’s website at www.luxse.com and copies may be obtained from the specified office of the Issuing and Paying Agent.

1	(i)	Series Number:	9
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes become fungible:	Not Applicable
2		Specified Currency:	Euro (“ EUR ”)
3		Aggregate Nominal Amount:	
	(i)	Series:	EUR 500,000,000

	(ii) Tranche:	EUR 500,000,000
4	Issue Price:	99.418 per cent. of the Aggregate Nominal Amount
5	(i) Specified Denominations:	EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000.
	(ii) Calculation Amount:	EUR 1,000
6	(i) Issue Date:	24 May 2023
	(ii) Interest Commencement Date:	Issue Date
7	Maturity Date (see Condition 6(a)):	24 May 2033
8	Interest Basis:	4.000 per cent. Fixed Rate (further particulars specified below in paragraph 13)
9	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their Aggregate Nominal Amount
10	Change of Interest / Payment Basis:	Not Applicable
11	Put/Call Options:	Issuer Call Clean-up Call Option Change of Control Put (further particulars specified below in paragraphs 16, 19 and 20, as applicable)
12	Date Board approval for issuance of Notes obtained:	6 February 2023

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	4.000 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	24 May in each year commencing on 24 May 2024
	(iii) Business Day Convention:	Not Applicable

	(iv) Business Centre(s):	Not Applicable
	(v) Fixed Coupon Amount:	EUR 40.00 per Calculation Amount
	(vi) Broken Amount(s):	Not Applicable
	(vii) Day Count Fraction:	Actual/Actual (ICMA)
	(viii) Determination Dates:	24 May in each year commencing on 24 March 2024
14	Floating Rate Note Provisions	Not Applicable
15	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

16	Issuer Call	Applicable
	(i) Optional Redemption Date(s):	From but excluding the Issue Date to but excluding the Maturity Date
	(ii) Par Call Period:	Applicable
	(iii) Optional Redemption Amount(s) of each Note:	Make-Whole Amount (other than during the Par Call Period)
	– Optional Redemption Calculation Date:	Three Business Days prior to the Optional Redemption Date
	– Par Call Commencement Date:	24 February 2033
	– Determination Time:	11:00 a.m. (Central European Time)
	– Reference Bond:	Bundesrepublik Deutschland: DBR 2.300% 15/02/2033, ISIN DE000BU2Z007
	– Margin:	+0.30 per cent.
	(iv) If redeemable in part:	
	(a) Minimum Redemption Amount:	EUR 100,000
	(b) Maximum Redemption Amount:	EUR 500,000,000
	(v) Notice period:	Minimum period: 10 days Maximum period: 30 days
17	Special Redemption Event (Issuer Call)	Not Applicable
18	Investor Put	Not Applicable

19	Change of Control Put	Applicable
	(i) Put Date:	7 days after the Put Period
	(ii) Change of Control Redemption Amount of each Note:	EUR 1,000 per Calculation Amount
20	Clean-up Call Option	Applicable
	- Clean-up Call Redemption Amount:	EUR 1,000 per Calculation Amount
21	Final Redemption Amount of each Note	EUR 1,000 per Calculation Amount
22	Early Redemption Amount Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	EUR 1,000 per Calculation Amount

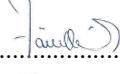
GENERAL PROVISIONS APPLICABLE TO THE NOTES

23	Form of Notes	
	(i) Form:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
	(ii) New Global Note:	Yes
	(iii) CMU Note:	No
24	Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
25	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No

Signed on behalf of Akzo Nobel N.V.:

By: 
.....
G.W. Gramser
Duly authorised

Signed on behalf of Akzo Nobel N.V.:

By: 
.....
FAISAL UMAIR
Duly authorised

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Luxembourg Stock Exchange's Regulated Market and listed on the Official List of the Luxembourg Stock Exchange with effect from 24 May 2023.
- (ii) Estimate of total expenses related to admission to trading: EUR 5,950

2 RATINGS

The Notes to be issued have been rated:

S&P: BBB

Moody's: Baa2

Each of S&P Global Ratings Europe Limited and Moody's Investor Services Limited is established in the EU and registered under Regulation (EC) No 1060/2009 (as amended, the "CRA Regulation").

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. USE OF PROCEEDS

The net proceeds from the issue of each Tranche of Notes will be applied by the Issuer for the general corporate purposes of the Group.

5. ESTIMATED NET PROCEEDS

Estimated net proceeds: EUR 496,090,000

6 Fixed Rate Notes only – YIELD

Indication of yield: 4.072 per cent. per annum

7 OPERATIONAL INFORMATION

ISIN Code: XS2625136531

Common Code: 262513653

CFI Code: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that

	assigned the ISIN
FISN Code:	See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
CMU Instrument Number:	Not Applicable
Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the CMU and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of initial Paying Agent(s):	Citibank, N.A., London Branch 6th Floor Citigroup Centre 2 Canada Square Canary Wharf London E14 5LB United Kingdom
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Yes Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

8 **DISTRIBUTION**

If syndicated, names of Managers:	HSBC Continental Europe ING Bank N.V. Skandinaviska Enskilda Banken AB (publ) Soci�t� G�n�rale Standard Chartered Bank AG
Stabilising Manager(s) (if any):	ING Bank N.V.
If non-syndicated, name of Dealer:	Not Applicable
U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D

Prohibition of Sales to EEA Retail Investors: Applicable

Prohibition of Sales to UK Retail Investors: Applicable

9 **THIRD PARTY INFORMATION:**

Not Applicable

10 **BENCHMARKS:** Not Applicable