

## 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, AS AMENDED (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 NEITHER:

- (A) 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 EUROPEAN UNION (WITHDRAWAL) ACT 2018 (“EUWA”); NOR
- (B) A QUALIFIED INVESTOR AS DEFINED IN PARAGRAPH 15 OF SCHEDULE 1 TO THE PUBLIC OFFERS AND ADMISSIONS TO TRADING REGULATIONS 2024.

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.

**UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of the 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“COBS”), and professional clients, as defined in Regulation (EU) No 600/2014, as amended, as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“UK MiFIR”); 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 manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “UK MiFIR Product Governance Rules”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

**Final Terms dated 23 March 2026**

**Akzo Nobel N.V.**

**Legal entity identifier (LEI): 724500XYIJUGXAA5QD70**

**Issue of EUR 600,000,000 4.000 per cent. Fixed Rate Notes due 25 March 2031**

**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 Terms and Conditions of the Notes (the “**Conditions**”) set forth in the prospectus dated 5 March 2026 (the “**Prospectus**”) which constitutes 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 the Prospectus in order to obtain all the relevant information. 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. The Prospectus is 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](http://www.luxse.com) and (electronic) copies may be obtained from the specified office of the Issuing and Paying Agent.

1	(i)	Series Number:	12
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes become fungible:	Not Applicable
2		Specified Currency:	Euro (“ <b>EUR</b> ”)
3		Aggregate Nominal Amount:	
	(i)	Series:	EUR 600,000,000
	(ii)	Tranche:	EUR 600,000,000
4		Issue Price:	99.955 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:	25 March 2026
	(ii)	Interest Commencement Date:	Issue Date

7	Maturity Date (see Condition 6(a)):	25 March 2031
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 Special Redemption Event (Issuer Call) Change of Control Put Option Clean-up Call Option  (further particulars specified below in paragraphs 16, 17, 19 and 20, as applicable)
12	Date Board approval for issuance of Notes obtained:	25 February 2026

**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):	25 March in each year commencing on 25 March 2027
	(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:	25 March in each year commencing on 25 March 2027
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):	Any date 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:	25 December 2030
	– Determination Time:	11:00 a.m. (Central European Time)
	– Reference Bond:	Bundesrepublik Deutschland: DBR 0.0% 15/02/31, ISIN DE0001102531
	– Margin:	+0.25 per cent.
(iv)	If redeemable in part:	
	(a) Minimum Redemption Amount:	EUR 100,000
	(b) Maximum Redemption Amount:	EUR 600,000,000
(v)	Notice period:	Minimum period: 10 days Maximum period: 30 days
17	Special Redemption Event (Issuer Call)	Applicable
(i)	Specified Target:	Axalta Coating Systems Ltd.
(ii)	Special Redemption Longstop Date:	18 May 2027
(iii)	Special Redemption Amount:	EUR 1,010 per Calculation Amount
(iv)	Special Redemption Option Period:	The period from but excluding the Issue Date to and including the Special Redemption Longstop Date
18	Investor Put	Not Applicable
19	Change of Control Put Option	Applicable

	(i) Put Date:	7 days after the Put Period
	(ii) Change of Control Redemption Amount(s) 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
	- Notice period:	Minimum period: 15 days Maximum period: 30 days
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:	<b>Bearer Notes:</b>  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: **Kenny Chae**  
.....

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 25 March 2026.
- (ii) Estimate of total expenses related to admission to trading: EUR 4,125

### **2 RATINGS**

The Notes to be issued are expected to be rated:

S&P Global Ratings Europe Limited (“**S&P**”):  
BBB

Moody's Deutschland GmbH (“**Moody's**”): Baa3

Each of S&P and Moody's 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 the Notes will be applied by the Issuer for the general corporate purposes of the Group and financing the merger with Axalta Coating Systems Ltd.

### **5. ESTIMATED NET PROCEEDS**

Estimated net proceeds: EUR 598,530,000

### **6 Fixed Rate Notes only – YIELD**

Indication of yield: 4.010 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

## 7 OPERATIONAL INFORMATION

ISIN Code:	XS3324546251
Common Code:	332454625
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:	Barclays Bank Ireland PLC Banco Santander, S.A. Deutsche Bank Aktiengesellschaft ING Bank N.V. Société Générale
Stabilisation 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