

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

of

**AKZO NOBEL POWDER COATINGS LIMITED**  
**(the "Company")**

The following resolutions were duly agreed to by the Members of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 and Clause 5(1) of the Company's Articles of Association passed as Ordinary and Special Resolutions on 17 February 2016

**SPECIAL RESOLUTIONS**

**THAT the Shareholder exercise its Reserve Power to direct the Company to authorise Akzo Nobel UK Ltd, the "Principal Employer" of the Akzo Nobel (CPS) Pension Scheme ("the Scheme") to:**

- 1 act as the "Delegate Company" on behalf of the Company to provide information about the following proposals to members of the Scheme

**Proposals**

- a concerning exercising the statutory override under Section 24(2) of the Pensions Act 2014 ("Employer Override") to increase National Insurance Contributions to members of the Scheme in order to take into account the increase in cost to the Company as an employer as a result of the abolition of the 'Contracting-out National Insurance rebate, being introduced by the UK government in April 2016, and,
- b as a participating employers in the Scheme, for the Company to introduce a 1% per annum cap on increases in basic salary for the purposes of calculating pensionable pay with employee consent  
(Items a & b together "**the Proposals**")

**Delegations and Consultation:**

- 2 send a letter to affected members, providing an initial overview of the Proposals, explaining that there will be a consultation process and explaining arrangements in relation to appointing member representatives,
- 3 to carry out an election process (in a manner compliant with the Consultation by Employer and Miscellaneous Amendment Regulations 2006 ("the Regulations") on the Company's behalf, for the purpose of appointing member representatives for affected members,
- 4 provide information about the Proposals to affected members of the Scheme and any representatives of such members who are to be consulted under the Regulations, and

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- 5 consult with affected members, in accordance with regulations 11 to 15 of the Regulations,
- 6 to report to the principal employer of the Scheme on the views (if any) which were expressed otherwise than in writing and forward any written responses to the principal employer, (or, in any case where no responses are received, to notify the principal employer accordingly)
- 7 to provide the Company with a summary of the views expressed and written responses received during the consultation

#### ORDINARY RESOLUTIONS

- 8 In accordance with Clause 5(1) of the Companies' Articles of Association, **RESOLVE THAT** the Company be directed to authorise any two directors or any one director and the secretary to sign a letter of delegation as set out above, to Akzo Nobel UK Ltd, as Principal Employer of the Scheme, and
- 9 In accordance with Clause 15(1)(a) of the Company's Articles of Association, the conflicts of Alan Hall, Arthur Moseley, Simon Timmins and Judith Toolan be and are hereby authorised and managed as per the following policy **THAT** they be and are hereby authorised to receive information concerning pension matters in advance of a meeting, and participate or absent themselves from the discussion. However, they are not to be counted in the quorum for decision-making and are not permitted to vote on proposals or sign any documents related to approvals given, and,
- 10 To authorise Matt Pullen and Brian Chapman, in their capacity as members of the Country Leadership Team, to sign the letter of intent to consult to affected members on behalf of the Company

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AUTHORISED SIGNATORY

Company Secretary