

*The below are Q&A materials prepared by Akzo Nobel N.V. to answer investors' queries on March 16, 2026.*

#### **Investor Q&A re AkzoNobel / Axalta merger**

##### **Q: Can you give further insight on the proposed merger transaction?**

- As the proposed transaction is still at an early stage and involves two listed companies, we can only share material information to the extent it is already publicly disclosed. We would kindly ask that any investor questions be considered within this context
- In November 2025, AkzoNobel and Axalta agreed to combine in an all-stock merger of equals
- Axalta shareholders to receive 0.6539 shares of AkzoNobel common shares for each Axalta common share owned
- Pro forma ownership: 55% AkzoNobel shareholders / 45% Axalta shareholders
- Strong cash flow generation and synergies supporting strategic and capital allocation priorities
- Ensuring strong shareholder returns including an attractive dividend payout
- Commitment to investment grade credit rating
- Target net leverage ratio of 2.0-2.5x
- Sole listing on the New York Stock Exchange following a period of dual listing on New York Stock Exchange and Euronext Amsterdam
- The combined company will be Netherlands domiciled
- Dual-headquartered in Amsterdam and Philadelphia

##### **Q: When is the merger expected to close and what is the longstop date for closing?**

- The contemplated merger is currently expected to close in late 2026 to early 2027, subject to approval by shareholders of both AkzoNobel and Axalta, the receipt of requisite regulatory approvals, authorisation for the combined company's shares to be listed on NYSE, payment of the special cash dividend by AkzoNobel, completion of AkzoNobel's works council consultation requirements and the satisfaction of other customary closing conditions
- As per the Merger Agreement, the initial long stop date for closing is 18 May 2027, with a possible extension to 18 November 2027

##### **Q: What are the financing requirements (indicative) for AkzoNobel in connection with the merger?**

- Prior to completion, AkzoNobel expects to pay a special cash dividend of €2.5 billion, less any regular AkzoNobel dividends with record dates in 2026 prior to the special dividend record date
  - As per the Merger Agreement, refinancing of the existing term loan of the Axalta Group that is due in 2029 (approx. USD 1.5 billion outstanding as at year-end 2025). Note that, as mentioned in its most recent earnings call, Axalta plans to deploy some of its free cash flow in 2026 to partially pay down this existing term loan
-

**Q: What are the anticipated funding sources for the merger-related financing?**

The financing is currently expected to be made up of:

- Long-term funding: Issuance of senior unsecured notes pursuant to AkzoNobel's euro medium term note programme
- Short-term funding: Issuance of commercial paper pursuant to AkzoNobel's USD 3.0 billion and EUR 1.5 billion commercial paper programs
- Cash on balance sheet comprising:
  - o Disposal proceeds from the sale of AkzoNobel India (net cash proceeds approx. €900 million)
  - o Free cash flow generation in 2026
  - o Excess cash on balance sheet at year-end 2026
- Revolving credit facility: €1.5 billion multi-currency revolving credit facility (including a \$750 million swingline facility), expiration March 2031
- Bridge loan facility: option to enter into a bridge loan facility commitment (debt financing commitment)
- Timing of new issuances: New funding will be raised as and when market conditions and transaction timing are considered appropriate

**Q: What are the expected ratings?**

- There is a strong commitment to maintaining an investment grade credit rating

**Q: What is the use of proceeds for the notes?**

- Notes without Special Redemption Event (Issuer Call): General corporate purposes
- Notes with Special Redemption Event (Issuer Call): General corporate purposes, including merger consideration and related fees

**Q: Which company will be the surviving entity in the merger?**

- The combined company will be organised under AkzoNobel N.V., which will be renamed upon completion of the merger transaction, with tax residency in the Netherlands and dual headquarters in Amsterdam and Philadelphia
- AkzoNobel (as renamed) will remain the issuer of the notes

**Q: As long as Axalta's senior notes remain outstanding, AkzoNobel's creditors will be structurally subordinated following completion of the merger transaction. What are your views on this?**

- The size of Axalta's outstanding senior notes at that point in time will be relatively limited compared to the size of AkzoNobel's debt funding
  - If preferred to maintain the envisaged ratings or from other perspectives, AkzoNobel and Axalta may consider mitigating structural subordination for AkzoNobel's creditors arising from the unsecured Axalta notes expected to remain in place
-

## General restrictions

This communication is not for release, publication, or distribution, in whole or in part, in or into, directly or indirectly, any jurisdiction in which such release, publication, or distribution would be unlawful.

This communication is not a prospectus and the information in this communication is not intended to be complete. This communication is for informational purposes only and is not intended to be and shall not constitute a solicitation of any vote or approval, or an offer to buy or sell, or the solicitation of an offer to buy or sell, any securities, or an invitation or recommendation to subscribe for, acquire or buy securities of AkzoNobel or Axalta or any other financial products or securities, in any place or jurisdiction, nor shall there be any offer, solicitation or sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended (the "Securities Act").

Any decision to purchase, subscribe for, otherwise acquire, sell or otherwise dispose of any securities must be made only on the basis of the information contained in and incorporated by reference into the prospectus with respect to the shares to be allotted by AkzoNobel in the proposed transaction once published. A prospectus in relation to the proposed transaction described in this communication is expected to be published in due course.

The distribution of this communication may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, AkzoNobel and Axalta disclaim any responsibility or liability for the violation of any such restrictions by any person. Neither AkzoNobel, nor Axalta, nor any of their advisors assume any responsibility for any violation by any person of any of these restrictions. Shareholders of AkzoNobel and Axalta, respectively, with any doubt as to their position should consult an appropriate professional advisor without delay.

This communication is addressed to and directed only at, persons who are outside the United Kingdom or, in the United Kingdom, at persons who are: (i) persons having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), (ii) persons falling within Article 49(2)(a) to (d) of the Order, or (iii) persons to whom it may otherwise lawfully be communicated pursuant to the Order (all such persons together being referred to as, "Relevant Persons"). This communication is directed only at Relevant Persons. Other persons should not act or rely on this communication or any of its contents. Any investment or investment activity to which this communication relates is available only to Relevant Persons and will be engaged in only with such persons. Solicitations resulting from this communication will only be responded to if the person concerned is a Relevant Person.

---



## Cautionary Statement Concerning Forward-Looking Statements

This communication contains forward-looking statements as that term is defined in Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995, regarding, among other things, statements about management's expectations of AkzoNobel's and Axalta's future operating and financial performance, product development, market position, and business strategy. Such forward-looking statements can sometimes be identified by the use of forward-looking terms such as "believes," "expects," "may," "will," "shall," "should," "would," "could," "potential," "seeks," "aims," "projects," "predicts," "is optimistic," "intends," "plans," "estimates," "targets," "anticipates," "continues" or other comparable terms or negatives of these terms, but not all forward-looking statements include such identifying words. You are cautioned not to rely on these forward-looking statements. Forward-looking statements are based upon current plans, estimates and expectations that are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. We can give no assurance that such plans, estimates or expectations will be achieved and therefore, actual results may differ materially from any plans, estimates or expectations in such forward-looking statements. Important factors that could cause actual results to differ materially from such plans, estimates or expectations include: a condition to the closing of the proposed transaction may not be satisfied; the occurrence of any event that can give rise to termination of the proposed transaction; a regulatory approval that may be required for the proposed transaction is delayed, is not obtained or is obtained subject to conditions that are not anticipated; AkzoNobel and Axalta are unable to promptly and effectively integrate their businesses; management's time and attention is diverted on transaction related issues; the possibility that competing offers or acquisition proposals may be made; disruption from the proposed transaction makes it more difficult to maintain business, contractual and operational relationships; the credit ratings of AkzoNobel or Axalta decline following the proposed transaction; legal proceedings are instituted against AkzoNobel or Axalta, including resulting expense or delay; AkzoNobel or Axalta is unable to retain or hire key personnel; the communication or the consummation of the proposed acquisition has a negative effect on the market price of the capital stock of AkzoNobel or Axalta or on AkzoNobel's or Axalta's operating results; evolving legal, regulatory and tax regimes; changes in economic, financial, political and regulatory conditions, in the Netherlands, the United States and elsewhere, and other factors that contribute to uncertainty and volatility, natural and man-made disasters, civil unrest, pandemics (e.g., the coronavirus (COVID-19) pandemic), geopolitical uncertainty, and conditions that may result from legislative, regulatory, trade and policy changes associated with the current or subsequent United States or Netherlands administration; the ability of AkzoNobel or Axalta to successfully recover from a disaster or other business continuity problem due to a hurricane, flood, earthquake, terrorist attack, war, pandemic, security breach, cyber-attack, power loss, telecommunications failure or other natural or man-made event, including the ability to function remotely during long-term disruptions; the impact of public health crises, such as pandemics and epidemics and any related company or governmental policies and actions to protect the health and safety of individuals or governmental policies or actions to maintain the functioning of national or global economies and markets, including any quarantine, "shelter in place," "stay at home," workforce reduction, social distancing, shut down or similar actions and policies; actions by third parties, including government agencies; the risk that disruptions from the proposed transaction will harm AkzoNobel's or Axalta's business, including current plans and operations and/or divert management's attention from AkzoNobel's or Axalta's ongoing business operations; certain restrictions during the pendency of the acquisition that may impact AkzoNobel's or Axalta's ability to pursue certain business opportunities or strategic transactions; AkzoNobel's or Axalta's ability to meet expectations regarding the accounting and tax treatments of the proposed transaction; the risks and uncertainties discussed in AkzoNobel's latest annual report as filed with the AFM, the Dutch trader register and on its website at <https://www.akzonobel.com/en/investors/results-center>; and the risks and uncertainties discussed in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections in Axalta's reports filed with the SEC. These risks, as well as other risks associated with the proposed transaction, will be more fully discussed in the proxy statement/prospectus. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. We caution you not to place undue reliance on any of these forward-looking statements as they are not guarantees of future performance or outcomes and that actual performance and outcomes, including, without limitation, our actual results of operations, financial condition and liquidity, and the development of new markets or market segments in which we operate, may differ materially from those made in or suggested by the forward-looking statements contained in this communication. Except as required by law, neither AkzoNobel nor Axalta assumes any obligation to update or revise the information contained herein, which speaks only as of the date hereof.

---

## **Non-GAAP and Non-IFRS Financial Measures**

This communication contains certain non-GAAP financial measures and/or non-IFRS financial measures that AkzoNobel and Axalta believe are helpful in understanding the anticipated strategic and financial benefits of the proposed transaction. AkzoNobel's and Axalta's management regularly use a variety of financial measures that are not in accordance with GAAP or IFRS for forecasting, budgeting and measuring financial performance. The non-GAAP financial measures and/or non-IFRS financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP or IFRS measures. While AkzoNobel and Axalta believe that these non-GAAP financial measures and/or non-IFRS financial measures provide meaningful information to help shareholders understand the anticipated strategic and financial benefits of the proposed transaction, there are limitations associated with the use of these non-GAAP financial measures and/or non-IFRS financial measures. These non-GAAP financial measures and/or non-IFRS financial measures are not prepared in accordance with GAAP or IFRS, are not reported by all of AkzoNobel's or Axalta's competitors and may not be directly comparable to similarly titled measures of AkzoNobel's or Axalta's competitors due to potential differences in the exact method of calculation.

---