

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 <div style="font-size: 24pt; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information												
1a Name of plan AKZONOBEL RETIREMENT SAVINGS PLAN 2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) AKZONOBEL, INC. AKZONOBEL HR SHARED SERVICES 525 WEST VAN BUREN ST CHICAGO, IL 60607	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:70%;">1b Three-digit plan number (PN) ▶</td> <td style="width:30%; text-align: center;">076</td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>09/01/1984</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>56-1349341</u></td> </tr> <tr> <td colspan="2">2c Plan Sponsor's telephone number <u>312-544-7000</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>325100</u></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table>	1b Three-digit plan number (PN) ▶	076	1c Effective date of plan <u>09/01/1984</u>		2b Employer Identification Number (EIN) <u>56-1349341</u>		2c Plan Sponsor's telephone number <u>312-544-7000</u>		2d Business code (see instructions) <u>325100</u>			
1b Three-digit plan number (PN) ▶	076												
1c Effective date of plan <u>09/01/1984</u>													
2b Employer Identification Number (EIN) <u>56-1349341</u>													
2c Plan Sponsor's telephone number <u>312-544-7000</u>													
2d Business code (see instructions) <u>325100</u>													

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2015	YVETTE WILLIGER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2015	YVETTE WILLIGER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 8925
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 4206
a(2) Total number of active participants at the end of the plan year	6a(2) 4009
b Retired or separated participants receiving benefits	6b 340
c Other retired or separated participants entitled to future benefits.....	6c 3871
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 8220
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 18
f Total. Add lines 6d and 6e	6f 8238
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 8174
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 186
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3F 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>AKZONOBEL RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>076</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AKZONOBEL, INC.</u>	D Employer Identification Number (EIN) <u>56-1349341</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS OP COMPANY

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FINANCIAL ENGINES

77-0473565

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	1038300	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 64 65 71 50 26	NONE	523751	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

THOMPSON AND HINE LLP

34-0575300

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	11588	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

GRANT THORNTON LLP

36-6055558

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	28514	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

TOWERS WATSON INVESTMENT SERVICES

52-1868818

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 70 15 50	NONE	132165	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

PHILIP RADTKE

156 HERRICK ROAD
RIVERSIDE, IL 60546

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
20 50	NONE	13566	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MARVIN DAMSMA

65393 E. ROCKY MESA DRIVE
TUCSON, AZ 85739

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
20 50	NONE	12187	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;">2014</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

<p>A Name of plan AKZONOBEL RETIREMENT SAVINGS PLAN</p>	<p>B Three-digit plan number (PN) ▶ 076</p>	
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 AKZONOBEL, INC.</p>	<p>D Employer Identification Number (EIN) 56-1349341</p>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: AKZONOBEL, INC. SAVINGS PLAN MASTER

b Name of sponsor of entity listed in (a): AKZO NOBEL, INC.

c EIN-PN 04-3500520-001	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1221616299
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>AKZONOBEL RETIREMENT SAVINGS PLAN</u>		B Three-digit plan number (PN) ▶ <u>076</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AKZONOBEL, INC.</u>		D Employer Identification Number (EIN) <u>56-1349341</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	918366	735596
	(2) Participant contributions.....	1b(2)	0	0
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property).....	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans.....	1c(8)	21812862	20014119
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)	1219799438	1221616299
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1242530666	1242366014

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1242530666	1242366014
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	32385855	
(B) Participants	2a(1)(B)	28736714	
(C) Others (including rollovers)	2a(1)(C)	4860287	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		65982856

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	879592	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		879592

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		62317158
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		129179606

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	127861422	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		127861422
f Corrective distributions (see instructions).....	2f		1371
g Certain deemed distributions of participant loans (see instructions).....	2g		8182
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	172267	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	1562051	
(4) Other.....	2i(4)	26833	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1761151
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		129632126

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-452520
l Transfers of assets:			
(1) To this plan.....	2l(1)		287868
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **BAKER TILLY VIRCHOW KRAUSE, LLP**

(2) EIN: **39-0859910**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		5000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014					
A Name of plan AKZONOBEL RETIREMENT SAVINGS PLAN				B Three-digit plan number (PN) ▶	076
C Plan sponsor's name as shown on line 2a of Form 5500 AKZONOBEL, INC.				D Employer Identification Number (EIN) 56-1349341	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2014 v. 140124					

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



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INDEPENDENT AUDITORS' REPORT

Savings Plan Committee
AkzoNobel Retirement Savings Plan
Chicago, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of AkzoNobel Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee, as of December 31, 2014 and 2013 and for the year ended December 31, 2014, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of Schedule H, Line 4(i), Schedule of Assets (Held at End of Year) , as of December 31, 2014, is required by the DOL's Rules and Regulations for Reporting and Disclosure under the ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under the ERISA.

Baker Tilly Virchow Krause, LLP

Chicago, Illinois
October 15, 2015

AKZONOBEL RETIREMENT SAVINGS PLAN

Chicago, Illinois

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

Including Independent Auditors' Report

As of December 31, 2014 and 2013
and for the Year Ended December 31, 2014

AKZONOBEL RETIREMENT SAVINGS PLAN

TABLE OF CONTENTS

Independent Auditors' Report	1 - 2
Financial Statements	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 20
Supplemental Information	
Schedule H, Line 4(i), Schedule of Assets (Held at End of Year)	21

Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 not included as part of these statements are not applicable to AkzoNobel Retirement Savings Plan.



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INDEPENDENT AUDITORS' REPORT

Savings Plan Committee
AkzoNobel Retirement Savings Plan
Chicago, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of AkzoNobel Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee, as of December 31, 2014 and 2013 and for the year ended December 31, 2014, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of Schedule H, Line 4(i), Schedule of Assets (Held at End of Year) , as of December 31, 2014, is required by the DOL's Rules and Regulations for Reporting and Disclosure under the ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under the ERISA.

Baker Tilly Virchow Krause, LLP

Chicago, Illinois
October 15, 2015

AKZONOBEL RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS As of December 31, 2014 and 2013

ASSETS		
	<u>2014</u>	<u>2013</u>
Investments, at fair value		
Plan interest in Akzo Nobel, Inc. Savings Plan Master Trust	\$ 1,221,616,299	\$ 1,219,799,438
Receivables		
Company contributions	735,596	918,366
Notes receivable from participants	<u>20,014,119</u>	<u>21,812,862</u>
Total receivables	<u>20,749,715</u>	<u>22,731,228</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	<u>\$ 1,242,366,014</u>	<u>\$ 1,242,530,666</u>
Adjustment from fair value to contract value for interest in Master Trust Relating to fully benefit-responsive investment contracts	<u>(4,004,982)</u>	<u>(4,530,434)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 1,238,361,032</u>	<u>\$ 1,238,000,232</u>

See accompanying notes to financial statements.

AKZONOBEL RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS For the Year Ended December 31, 2014

ADDITIONS

Additions to net assets attributed to:

Plan interest income from AkzoNobel, Inc. Savings Plan Master Trust \$ 62,842,610

Interest income on notes receivable from participants 879,592

Contributions

Participant 28,736,714

Company 32,385,855

Rollovers 4,860,287

Total contributions 65,982,856

Total additions 129,705,058

DEDUCTIONS

Deductions from net assets attributed to:

Benefits paid to participants 127,870,975

Administrative expenses 1,761,151

Total deductions 129,632,126

Net increase before transfers 72,932

Transfers in 287,868

Increase 360,800

NET ASSETS AVAILABLE FOR BENEFITS - Beginning of Year 1,238,000,232

NET ASSETS AVAILABLE FOR BENEFITS - End of Year \$ 1,238,361,032

See accompanying notes to financial statements.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 1 - Description of the Plan

The following description of the AkzoNobel Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering salaried and nonunion hourly paid employees of AkzoNobel, Inc. (the "Company"), the plan sponsor. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Effective March 21, 2013, the Plan was amended in anticipation of the sale of AkzoNobel Paints LLC to PPG Industries, Inc. As of the date of the sales, AkzoNobel Paints LLC will no longer be an employer participating in the Plan. In addition, all participants employed by AkzoNobel Paints LLC at the date of the sale were terminated and fully vested.

Contributions

Each year, participants may contribute up to 25% of pretax annual compensation and up to 6% of after-tax eligible compensation, as defined in the Plan. Participants, who are age 50 or older during the calendar year, can also contribute on a catch-up basis from 1% to 75% of eligible compensation. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. New employees have 60 days from their date of hire to make an election regarding deferment of eligible compensation. If no such election is made, the employee will be deemed to have elected to defer 3% of his or her eligible compensation, until such election is modified or revoked. This assumption of deferral is facilitated through the Plan's automatic enrollment feature. Participants may elect to opt out of deferring compensation by revoking the automatic enrollment option on the Fidelity Workplace Services LLC website. The Company makes matching and service-based contributions based on the elective contributions made by the participants or based on participant compensation, as defined by Plan provisions. Contributions are subject to certain Internal Revenue Service ("IRS") limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) the Plan's earnings, and charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested in their contributions and any company matching contributions plus actual earnings thereon. Company service based contributions are fully vested after three years with no incremental vesting. However, for any employees who are employed past normal retirement date, then they are immediately vested in the Company contributions.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 1 - Description of the Plan (cont.)

Forfeited Accounts

Forfeitures may be used to reduce Company contributions, pay Plan expenses or be reallocated to certain participants as defined by the Plan document. At December 31, 2014 and 2013, forfeited nonvested accounts totaled approximately \$146,500 and \$179,000, respectively. These accounts will be used to reduce future Company contributions. During 2014, approximately \$360,000, in forfeitures were used to reduce Company contributions and pay Plan expenses.

Notes Receivable From Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance, excluding certain Company contributions (if applicable) as defined by Plan provisions, or 50%, reduced by their highest outstanding loan balance in the preceding 12 months and certain Company contributions (if applicable) as defined by Plan provisions. The loans are secured by the balance in the participant's account and bear interest at the prime rate based on Reuters Prime Rate on the first business day of the month in which a participant loan becomes effective, plus 1% as defined by the Plan. Principal and interest is paid ratably through payroll deductions. Terms range from one to five years or greater for the purpose of a primary residence.

Payment of Benefits

On termination of service including due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in their account, or periodic partial distributions, as defined by the Plan document. In addition, the Plan allows for hardship distributions if certain criteria are met.

Fund Transfers

During 2014, due to participant job transfers and business unit divestitures certain assets were transferred between the Plan and other plans sponsored by the Company.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 2 - Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis for fully benefit-responsive investment contracts.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("US GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. The fair value of the Plan's interest in the AkzoNobel, Inc. Savings Plan Master Trust (the Master Trust) is based on the undivided interest that each Plan has in the underlying participant-directed investment options. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the Master Trust. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by investment advisors. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Investment income and losses relating to the Master Trust are allocated to individual plans based upon each Plan's undivided interest in the Master Trust Plan's.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 2 - Summary of Significant Accounting Policies (cont.)

Fixed Income Fund

At December 31, 2014 and 2013, the Plan invested in AkzoNobel Fixed Income Fund (the "Fund") through the Master Trust. The Fund was managed by Galliard Capital Management (the "Fund Manager") and principally invested in synthetic guaranteed investment contracts ("GICs") and GICs. The underlying investments associated with the synthetic GICs are held within Wells Fargo-managed fixed income funds. The Fund is stated at contract value as all contracts (both synthetic GICs and GICs) within the Fund are considered benefit responsive. Contract value represents contributions made under the contract, plus interest accrue at the contract rate, less any withdrawals. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the Plan's interest in the Master Trust as well as the adjustment of its interest in the Master Trust from fair value to contract value relating to the underlying investments of the Fund. The statement of changes in net assets available for benefits is prepared on a contract-value basis.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. Related fees are recorded as administrative expenses and are expensed when incurred. Interest income is recorded on the accrual basis. No allowance for credit losses has been recorded as of December 31, 2014 or 2013.

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants and benefit payments are charged directly to the participant's account and are included in administrative expenses. Certain investment related expenses are included in net appreciation of fair value of investments.

Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board issued Accounting Standards Update No. 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* ("ASU 2015-07"). ASU 2015-07 removes the requirement to include investments in the fair value hierarchy for which fair value is measured using the net asset value per share practical expedient under Accounting Standards Codification 820. ASU 2015-07 is effective for the Plan for years beginning after December 15, 2016 with early adoption permitted. Management is currently evaluating the impact of the pending adoption of ASU 2015-07 on the Plan's financial statements.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 2 - Summary of Significant Accounting Policies (cont.)

In July 2015, the FASB issued Accounting Standards Update No. 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), and Health and Welfare Benefit Plans (Topic 965) - I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures, and III. Measurement Date Practical Expedient* ("ASU 2015-12"). Part I of the accounting standards update requires fully-benefit responsive investment contracts to be measured, presented, and disclosed only at contract value. Part II of this update requires that investments (both participant-directed and nonparticipant-directed investments) be grouped only by general type, eliminating the need to disaggregate the investments in multiple ways. Part II also eliminates the disclosure of individual investments that represent 5 percent or more of net assets available for benefits and the disclosure of net appreciation or depreciation for investments by general type, requiring only presentation of net appreciation (depreciation) in investments in the aggregate. Additionally, if an investment is measured using the net asset value per share (or its equivalent) practical expedient in Topic 820 and that investment is a fund that files a U.S. Department of Labor Form 5500, as a direct filing entity, disclosure of that investment's strategy is no longer required. Part III of the update permits plans to measure investments and investment-related accounts (e.g., a liability for a pending trade with a broker) as of a month-end date that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with month-end. The amendments in ASU 2015-12 are effective for fiscal years beginning after December 15, 2015, with early application permitted. The amendments within Parts I and II require retrospective application; whereas, the amendments within Part III should be applied prospectively. Management is currently evaluating the impact of the pending adoption of ASU 2015-12 on the Plan's financial statements.

NOTE 3 - Plan's Interest in Master Trust

The Plan's assets are in the Master Trust, which was established for the investment of assets of the Plan and other Company-sponsored retirement plans. Each participating retirement Plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by the Trustee. At December 31, 2014 and 2013, the Plan's interest in the net assets of the Master Trust was approximately 96%. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon the Plan's interest in the Master Trust unless fees are directly related to the Plan.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 3 - Plan's Interest in Master Trust (cont.)

The Plan's interest in the net assets of the Master Trust is included in the accompanying statements of assets available for benefits. A summary of the net assets of the Master Trust as of December 31, 2014 and 2013, is as follows:

	2014	2013
Net Assets of Master Trust, at fair value		
Shares of registered investment companies	\$ 469,916,358	\$ 428,967,615
Money market fund	23,704,362	28,125,334
AkzoNobel fixed income fund	263,858,119	292,119,326
Units of common/collective trusts	<u>512,594,950</u>	<u>515,750,528</u>
	1,270,073,789	1,264,962,803
Adjustments from fair value to contract value for interest in Master Trust relating to fully benefit-responsive investment contracts	<u>(4,175,846)</u>	<u>(4,713,943)</u>
Net Assets of Master Trust	<u>\$ 1,265,897,943</u>	<u>\$ 1,260,248,860</u>

The following presents master trust investments that represent 5 percent or more of the Plan's net assets for December 31, 2014 and 2013:

	2014	2013
Investments		
AkzoNobel Fixed Income Fund	\$ 263,858,119	\$ 292,119,326
Shares of registered investment companies:		
Vanguard Institutional Index Fund	194,680,869	171,942,058
Spartan Extended Market Index Fund	80,603,106	80,557,811
Spartan International Index Fund	81,622,399	82,586,328
Vanguard Total Bond Market Institutional Fund	75,431,923	60,018,793 *
Units of common/collective trusts:		
BGI Lifepath Retirement Fund	79,960,426	30,451,914 *
BTC Lifepath 2020 Fund	101,329,431	103,454,153
BTC Lifepath 2025 Fund	108,957,414	107,230,136
BTC Lifepath 2030 Fund	95,695,618	93,004,962

* Investment does not that represent 5% or more of the Plan's net assets available for benefits

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 3 - Plan's Interest in Master Trust (cont.)

Investment income for the Master Trust is as follows for the year ended December 31, 2014:

Net appreciation in fair value of investments	
Shares of registered investment companies	\$ 19,360,461
Units of common/collective trusts	34,092,469
Interest and dividends	<u>11,629,570</u>
Total	<u>\$ 65,082,500</u>

NOTE 4 - Information Certified by the Trustee - Unaudited

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's trustee, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Plan interest in AkzoNobel, Inc. Savings Plan Master Trust and notes receivable from participants as shown in the statements of net assets available for benefits as of December 31, 2014 and 2013, except for the adjustment from fair value to contract value for interest in the Master Trust relating to fully benefit-responsive investment contracts.
- Plan interest income from AkzoNobel, Inc. Savings Plan Master Trust and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2014.
- Schedule H, line 4 - schedule of assets (held at year end) as of December 31, 2014 (contract value certified for AkzoNobel Fixed Income Fund).
- Investment information included in Master Trust (Note 3).

The Plan's independent accountants did not perform audited procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE 5 - Fair Value of Financial Instruments

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under authoritative guidance are described as follows:

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 5 - Fair Value of Financial Instruments (cont.)

Level 1 - Inputs to the valuation methodology are unadjusted quoted market prices for identical assets in active markets that the plan has the ability to access.

Level 2 - Inputs to the valuation methodology include

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There has been no changes in the methodologies used at December 31, 2014 and 2013.

Shares of registered investment companies (Level 1): Registered investment companies (mutual funds) are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Money Market (Level 1): Money market fund is valued at the quoted net asset value ("NAV") of shares held by the Plan at year end.

Units of collective trusts (Level 2) - Valued at the total of the net asset value of the underlying investments investments and cash held by the Plan at year-end. Each of the common/collective trusts invested in by the Plan holds a variety of fixed income securities, equity securities and investment contracts.

The collective trusts with portfolios focused on fixed income securities hold some investments that are classified as both Level 2 and Level 3. The fair value of Level 2 investments is derived from pricing provided by independent pricing services. Such prices are based on observable market data for the same or similar securities, including quoted prices in markets that are not active, or matrix pricing or other similar techniques that use observable inputs. The fair value of Level 3 investments is derived either from pricing provided by independent brokers who utilize a valuation technique with unobservable inputs, or internally by the common/collective trust manager. The Level 3 investments underlying certain common/collective trusts are not significant to the portfolios.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 5 - Fair Value of Financial Instruments (cont.)

AkzoNobel Fixed Income Fund (Note 6) - The fund holds a variety of securities including Guaranteed Investment Contracts ("GIC"), corporate debt securities and wrappers.

The GICs and synthetic guaranteed investment contracts (Level 2) are valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer. Inputs used in valuing the GICs are similar to those discussed above. Inputs used to value the synthetic GICs are dependent on the contract's underlying investments, but are nonetheless based on observable market inputs, which drive the Level 2 classification.

The security-backed contracts (Level 2) are valued at the net asset value provided by the administrator of the fund. The net asset value is based on the value of the underlying securities, minus liabilities, and then divided by the number of units held by the Plan at year-end.

The wrappers (Level 2) are valued based upon the terms of the individual wrapper contracts and re-bid pricing.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 5 - Fair Value of Financial Instruments (cont.)

The following table set forth by level, within the fair value hierarchy, the assets held by the Master Trust measured at fair value as of December 31, 2014:

	Total	December 31, 2014		
		Level 1	Level 2	Level 3
Shares of registered investment companies:				
Domestic corporate debt securities	\$ 78,987,262	\$ 78,987,262	\$ -	\$ -
U.S. Government debt*	897,520	897,520	-	-
Domestic equity securities	301,873,288	301,873,288	-	-
Foreign equity securities	86,673,232	86,673,232	-	-
Other**	1,485,057	1,485,057	-	-
Money Market	23,704,361	23,704,361	-	-
AkzoNobel fixed income fund				
Guaranteed investment contracts	4,539,594	-	4,539,594	-
Synthetic investment contracts (fixed income securities)	205,226,184	-	205,226,184	-
Security-backed contracts	54,092,341	-	54,092,341	-
Units of collective trusts				
Corporate debt securities	79,960,426	-	79,960,426	-
Domestic equity securities	<u>432,634,524</u>	<u>-</u>	<u>432,634,524</u>	<u>-</u>
Total Investments	<u>\$ 1,270,073,789</u>	<u>\$ 493,620,720</u>	<u>\$ 776,453,069</u>	<u>\$ -</u>

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 5 - Fair Value of Financial Instruments (cont.)

	December 31, 2013			
	Total	Level 1	Level 2	Level 3
Shares of registered investment companies:				
Domestic corporate debt securities	\$ 62,784,621	\$ 62,784,621	\$ -	\$ -
U.S. Government debt*	659,107	659,107	-	-
Domestic equity securities	276,975,188	276,975,188	-	-
Foreign equity securities	87,585,802	87,585,802	-	-
Other**	962,897	962,897	-	-
Money Market	28,125,334	28,125,334	-	-
AkzoNobel fixed income fund				
Guaranteed investment contracts	37,404,187	-	37,404,187	-
Synthetic investment contracts (fixed income securities)	212,969,062	-	212,969,062	-
Security-backed contracts	41,746,077	-	41,746,077	-
Units of collective trusts				
Corporate debt securities	30,451,914	-	30,451,914	-
Domestic equity securities	<u>485,298,614</u>	<u>-</u>	<u>485,298,614</u>	<u>-</u>
Total Investments	<u>\$ 1,264,962,803</u>	<u>\$ 457,092,949</u>	<u>\$ 807,869,854</u>	<u>\$ -</u>

* Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies.

** This categorization encompasses residential-backed mortgage securities, domestic equity real estate securities, domestic equity utility securities and debt securities issued by foreign companies.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 5 - Fair Value of Financial Instruments (cont.)

The following table sets forth the fair value of investments in certain funds that calculate net asset value per share (or its equivalent):

Investment	2014 Fair Value	2013 Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
AkzoNobel Fixed Income Fund					
Fixed Income Fund B (a)	\$ -	\$ 59,912,625	\$ -	Monthly	None
Fixed Income Fund E (b)	28,634,336	28,515,622	-	Monthly	None
Fixed Income Fund F (b)	100,002,662	51,540,317	-	Monthly	None
Fixed Income Fund L (b)	10,458,060	10,035,343	-	Monthly	None
Fixed Income Fund Q (a)	28,711,924	28,136,428	-	Monthly	None
Fixed Income Fund N (b)	37,359,255	35,825,610	-	Monthly	None
Wells Fargo Stable Return Fund G (d)	44,154,076	29,297,668	-	Up to discretion of the trustee	None
Wells Fargo Short Term Investment Fund (e)	9,938,265	12,448,409	-	Daily	None
BGI Lifepath Retirement Fund - Class J (c)	79,960,426	30,415,914	-	Up to discretion of fund trustee	None
BGI Lifepath 2015 Fund - Class J (c)	-	59,140,946	-	Up to discretion of fund trustee	None
BGI Lifepath 2020 Fund - Class J (c)	101,329,431	103,454,153	-	Up to discretion of fund trustee	None
BGI Lifepath 2025 Fund - Class J (c)	108,957,414	107,230,136	-	Up to discretion of fund trustee	None
BGI Lifepath 2030 Fund - Class J (c)	95,695,618	93,004,962	-	Up to discretion of fund trustee	None
BGI Lifepath 2035 Fund - Class J (c)	53,661,918	54,614,458	-	Up to discretion of fund trustee	None
BGI Lifepath 2040 Fund - Class J (c)	32,568,087	31,069,508	-	Up to discretion of fund trustee	None
BGI Lifepath 2045 Fund - Class J (c)	20,691,268	19,396,255	-	Up to discretion of fund trustee	None
BGI Lifepath 2050 Fund - Class J (c)	10,604,069	8,748,781	-	Up to discretion of fund trustee	None
BGI Lifepath 2055 Fund - Class J (c)	9,126,719	8,639,415	-	Up to discretion of fund trustee	None

(a) The fund invests primarily in U.S. government and agency securities, municipal bonds, corporate notes and bonds, mortgage-backed securities and asset-backed securities.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 5 - Fair Value of Financial Instruments (cont.)

- (b) The funds invest primarily in U.S. government and agency securities and corporate notes and bonds.
- (c) This trust is comprised of stocks and fixed income securities that are tailored to the horizon of the fund. As of December 31, 2014, the portfolios are likely more heavily weighed towards equity securities; whereas, by the funds maturity date, the mix will be at approximately 38% equity securities and the remained in fixed income securities.
- (d) The fund primarily invests in security backed contracts and collective trust funds.
- (e) The fund primarily invests in short term fixed income securities.

NOTE 6 - Investment in AkzoNobel Fixed Income Fund

At December 31, 2014 and 2013, the Master Trust was invested in the AkzoNobel Fixed Income Fund, (the "Fund"). The Fund of the Master Trust is principally invested in synthetic GICs and GICs.

The synthetic GICs are composed of underlying assets and wrappers, which are contracts that enable withdrawals to be made at contract value rather than at the fair value of the underlying assets. The contracts have underlying assets invested in common/collective trusts. Contract crediting rates for synthetic GICs are reset at least quarterly, as specified in the respective contracts, and will have an interest crediting rate not less than zero percent.

The GICs are contracts that enable withdrawals to be made at contract value rather than at the fair value of the underlying assets. Contract crediting rates for GICs are reset at least quarterly, as specified in the respective contracts, and will have an interest crediting rate not less than zero percent.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator believes that any events that would limit the Plan's ability to transact at contract value with participants are probable of not occurring.

The yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants at December 31, 2014 and 2013, was 1.85% and 2.28%, respectively. This represents the annualized earnings credited to participants in the Fund divided by the fair value of all investments in the Fund at December 31, 2014.

The yield earned by the Fund at December 31, 2014 and 2013, was 1.54% and 1.89%, respectively. This represents the annualized earnings of all investments in the Fund divided by the fair value of all investments in the Fund.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 6 - Investment Contract with Insurance Company (cont.)

The following table details the interest crediting rates of the Fund at December 31, 2014 and 2013, for each of the synthetic GICs and GICs:

	2014		2013	
Synthetic investment contracts				
Financial institutions providing wrapper				
Prudential Insurance Company of America	2.06	%	2.05	%
New York Life Insurance	2.24	%	2.23	%
American General Life Insurance	2.08	%	2.26	%
ING Life Insurance and Annuity	2.24	%	2.27	%
	2014		2013	
Guaranteed investment contracts				
Financial Institutions				
Jackson National Life Insurance	-		5.61	%
Metropolitan Life Insurance*	-		5.74	%
Metropolitan Life Insurance*	-		5.60	%
New York Life Insurance*	-		4.26	%
Principal Life Insurance*	-		5.12	%
Principal Life Insurance*	-		5.65	%
Principal Life Insurance*	-		5.55	%
ING Life Insurance and Annuity	5.57	%	5.57	%
GE Life and Annuity Assurance*	-		5.14	%

* The investment was not included in the Master Trust at the end of the Plan year.

NOTE 7 - Plan Termination

Although it has not expressed any interest to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 8 - Parties In Interest

The Plan invests in the Master Trust, the investments of which are shares of registered investment companies and units of collective trusts which are managed by the Trustee of the Plan, and therefore, these transactions qualify as party-in-interest. Fees incurred by the Plan for the investment manager services are included in net appreciation in the fair value of the investments. Additionally, the Plan issues loans to participants, which are secured by the participant's account balances. These transactions qualify as party in interest transactions.

Certain employees of the Company provide administrative services for the Plan and are not reimbursed for their services from the Plan. Certain other administrative expenses are paid by the Company on behalf of the Plan.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 9 - Tax Status

The IRS has determined and informed the Company by a letter dated August 12, 2012, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax exempt.

US GAAP requires management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2014, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 10 - Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE 11 - Administration of Plan Assets

The Plan's assets are administered under a contract with Fidelity Management Trust Company, the trustee of the Plan. The trustee invests funds received from contributions, investment sales, interest, and dividend income and makes distribution payments to participants.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 12 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

	2014	2013
Total net assets available for benefits per the financial statements	\$ 1,238,361,032	\$ 1,238,000,232
Adjustment from contract value to fair value for interest in Master Trust relating to fully benefit-responsive investment contracts	<u>4,004,982</u>	<u>4,530,434</u>
Total net assets available for benefits per the Form 5500	<u>\$ 1,242,366,014</u>	<u>\$ 1,242,530,666</u>

The following is a reconciliation of net decrease in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2014:

Net increase in net assets available for benefits per the financial statements	\$ 72,932
Current-year adjustment from contract value to fair value for interest in Master Trust relating to fully benefit-responsive investment contracts	4,004,982
Prior-year adjustment from contract value to fair value for interest in Master Trust relating to fully benefit-responsive investment contracts	<u>(4,530,434)</u>
Net decrease in net assets available for benefits per the Form 5500	<u>\$ (452,520)</u>

NOTE 13 - Subsequent Events

The Plan has evaluated subsequent events through October 15, 2015, which is the date that the financial statements were approved and available to be issued, for events requiring recording or disclosure in the Plan's financial statements.

SUPPLEMENTAL INFORMATION

AKZONOBEL RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4(I), SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Plan 076

EIN 56-1349341

As of December 31, 2014

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Master Trust	Plan interest in AkzoNobel, Inc. Savings Plan Master Trust	**	\$ 1,221,616,299
*	Participants	Notes receivable from participants (varying maturities through 2031 with interest rates ranging from 4.25% to 10.5%)	-0-	<u>20,014,119</u>
		Total		<u>\$ 1,241,630,418</u>

* Indicates a party-in-interest investment.

** Cost omitted for participant directed investments.

This schedule has been prepared based on information certified as complete and accurate by Fidelity Management Trust Company, Trustee.

Plan Name	AkzoNobel Retirement Savings Plan
Plan Sponsor's Name	AkzoNobel, Inc.

PN: 076

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