Akzo Nobel
Pakistan Limited

AkzoNobel

January 30, 2020

The General Manager
Pakistan Stock Exchange Limited.
Stock Exchange Building.
Stock Exchange Road.
Karachi

Subject: **Application for Voluntary Delisting of Akzo Nobel Pakistan Limited from Pakistan Stock Exchange Limited**

Dear Sir.

We refer to Material Information notice dated November 26, 2019 submitted at Pakistan Stock Exchange ("PSX") and submission of the majority shareholders undertaking dated December 04, 2019, whereby we have conveyed you the intention of the majority shareholder to buy back 11,232,884 ordinary shares comprising of 24.19% of the total paid up share capital of Akzo Nobel Pakistan Limited ("AKZO" or the "Company") and the decision of the Board of Directors of the Company to delist the Company from PSX under regulation 5.13 of the PSX Rule Book – Voluntary Delisting Regulations (the "Regulation").

With reference to the above, we are pleased to submit herewith a formal application under regulation 5.15.1 of the PSX Rule Book with the request to delist the Company and approve the purchase of shares from the minority shareholders of the Company under the Regulations.

We hereby submit as follows:

1. The Company is a public company limited by shares and is listed on PSX. The registered office is located at 346, Ferozepur Road, Lahore.

2. The Company has an authorized share capital of PKR 1,000,000,000 (Pak Rupees One Billion) divided into 100,000,000 (hundred million) ordinary shares of PKR 10 each of which 46,443,320 (forty six million four hundred forty three thousand three hundred and twenty) ordinary shares of the aggregate nominal value of PKR 464,433,000 (Pak Rupees four sixty four million four hundred thirty three thousand only) are issued and fully paid up. The shares of the Company are eligible for the purposes of Central Depository System of the Central Depository Company of Pakistan.

3. The following are the reasons for delisting of the Company from PSX:

    a. The majority shareholder, ICI Omicron B.V. which is a wholly owned subsidiary of AkzoNobel N.V. intends to obtain full ownership of Akzo Nobel Pakistan

346 Ferozepur Road
PO Box 273.
Lahore 54600

T +92 42 111 551 111
T +92 42 3591 8585-88
F +92 42 3583 5011
www.akzonobel.com.pk/paints

Limited (the Company) by purchasing all outstanding shares and securities held by other shareholders, in order to increase ownership and to consider the delisting of the Company from the Pakistan Stock Exchange.

b. AkzoNobel operates globally in 80 countries out of which there are listed entities in only three jurisdictions. Delisting process has been initiated for two of these jurisdictions, including Pakistan, and such delisting fits in AkzoNobel global strategy It further shows AkzoNobel's commitment to stay in Pakistan and grow and invest in its Pakistan business further.

c. The liquidity in the share of the Company at the Pakistan Stock Exchange is also relatively low, with an average daily traded volume of approximately 52,000 shares.

d. Delisting of the Company will reduce complexity and free up management time to focus on making and selling Paint & Coatings in Pakistan.

4. ICI Omicron B.V., the majority shareholder proposes to purchase 11,232,884 ordinary shares (24.19%) of the paid-up share capital of the Company) held by the minority shareholders of the Company at a minimum purchase price of PKR 194.47 per share. The proposed minimum purchase price has been determined in accordance with the requirements of the regulation 5.13.1 of PSX Rule Book.

5. Arif Habib Limited has been appointed as the Purchase Agent.

6. Further and as required by the Regulation, annexed hereto are the following documents
   a. A certified copy of the resolution of Board of Directors passed on November 28, 2019 as per regulation 5.16.1 of PSX Rule Book, as Annexure-A.
   b. Majority shareholders' undertaking as per regulation 5.16.2 of PSX Rule Book has already been shared with PSX on December 04, 2019.
   c. Consent of Purchase Agent as per regulation 5.15.6 of PSX Rule Book, as Annexure-B.
   d. Purchase Agent's undertaking as per regulation 5.15.4 of PSX Rule Book, as Annexure-C.

7. Attached hereto is a cheque of PKR 250,000 - drawn on January 29, 2020 on account of application fee under regulation 5.15.1 of PSX Rule Book.

8. The intrinsic value per share of the Company is determined on the basis of revaluation of fixed assets carried out by Joseph Lobo (Pvt) Limited who are approved valuators by Pakistan Banking Association and one of the valuators under PSX's approved valuators list. The intrinsic value per share working, duly certified by the auditors of the Company is attached hereto, as Annexure-D.

9. Attached hereto is a summary of the shares held by majority and minority shareholders along with percentage of total issued shares, as Annexure-E.

10. Attached hereto is a list majority shareholder, as Annexure-F.

11. Attached hereto is a list minority shareholder, as Annexure-G.

12. Attached hereto is the valuation report, as Annexure-H.

13. Attached hereto is a letter of confirmation from ICI Omicron B.V for not purchasing any shares of the Company in preceding one year, as Annexure-I.

You are requested to kindly process the application for delisting of the Company and purchase of shares from minority shareholders.

We shall remain available in case you need any further information or documents in this regard.

Yours sincerely,

Zunaira Dar
Company Secretary

Akzo Nobel Pakistan Limited
Company Secretary
346-Ferozepur Road, Lahore