



# **Notice** convening the Annual General Meeting of Shareholders 2015 of Koninklijke Philips N.V. (Royal Philips)

To be held on **Thursday, May 7, 2015, beginning at 02:00 P.M. (CET)** at **Beurs van Berlage**, Damrak 243, Amsterdam.

In short, the following agenda items are scheduled for this meeting of shareholders:

1. Speech of the President
2. Annual Report 2014
  - a. implementation of remuneration policy
  - b. dividend policy
  - c. adoption of financial statements
  - d. adoption of dividend
  - e. discharge members Board of Management
  - f. discharge members Supervisory Board
3. Separation of the Lighting business from Royal Philips
4. Composition of the Board of Management
5. Composition of the Supervisory Board
6. Remuneration of the Supervisory Board
7. Appointment external auditor
  - a. appointment Ernst & Young Accountants LLP as external auditor
  - b. amendment of the term of appointment of the external auditor in the company's Articles of Association
8. Authorization of the Board of Management to
  - a. issue shares or grant rights to acquire shares; and
  - b. restrict or exclude preemption rights
9. Authorization of the Board of Management to acquire shares in the company
10. Cancellation of shares
11. Any other business

The full agenda with the explanatory notes, the annual report, the financial statements, the draft amendment of the Articles of Association (relating to agenda item 7.b), and other supporting information, as well as the binding recommendations including personal details, are available on the corporate website ([www.philips.com/aggm](http://www.philips.com/aggm)) and at the company's offices (Amstelplein 2, 1096 BC Amsterdam). The latter documentation can be obtained as well, free of charge, from ABN AMRO Bank N.V. ('ABN AMRO'), Corporate Broking, tel +31 20 344 2000 or by email: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com).

Persons who will be considered as entitled to vote and/or attend the annual general meeting of shareholders, are those holders of common shares who on April 9, 2015, after processing of all settlements per this time (registration time) have these rights and are registered as such in a (sub)register designated by the Board of Management. The (sub) registers for bearer shares are the administrations held at the registration time by the banks and brokers which are according to the Dutch Securities Giro Transfer Act (Wet giraal effectenverkeer) intermediaries (intermediairs) of the Dutch Central Securities Depository (Euroclear Nederland). The designated registers which apply to holders of registered shares are the Company's share register at the Company's office in Eindhoven and the Company's share register at the office of Citibank in New York.

Holders of common shares who either in person or by proxy wish to attend the annual general meeting of shareholders, have to register for the meeting as follows:

- Holders of bearer shares who either in person or by proxy wish to attend the meeting (other than by proxy via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)), should notify ABN AMRO (tel +31 20 344 2000 or by email: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)) no later than May 1, 2015, 5 p.m. (Dutch time). They must submit to ABN AMRO a confirmation via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or through their intermediary, in which administration they are registered as holders of the shares, that such shares were registered in its administration on the registration time, whereupon the holder will receive an admission ticket for the general meeting. Holders of shares who wish to attend by proxy have to submit the proxy at the same time (available on [www.philips.com/aggm](http://www.philips.com/aggm)).
- Holders of bearer shares can also give voting instructions via internet, [www.abnamro.com/evoting](http://www.abnamro.com/evoting). Upon casting their vote on this website, the holders give proxy to SGG Netherlands N.V. in Amsterdam, to vote on their shares at the annual general meeting of shareholders. Voting instructions have to be received no later than May 1, 2015, 5 p.m. (Dutch time).
- Holders of registered shares who either in person or by proxy wish to attend the general meeting, have to notify the company in the manner set forth in the letters sent to them.

Amsterdam, February 24, 2015

The Board of Management

