



# **Notice** convening the Annual General Meeting of Shareholders 2017 of Koninklijke Philips N.V. (Royal Philips)

To be held at the **Hilton Amsterdam hotel**, Apollolaan 138, Amsterdam on **Thursday, May 11, 2017**, beginning at **14.00 hours CET**.

In short, the following agenda items are scheduled for the Annual Meeting of Shareholders 2017:

1. Speech of the President
2. Annual Report 2016
  - a. Explanation of the implementation of the Remuneration Policy
  - b. Explanation of the policy on additions to reserves and dividends
  - c. Proposal to adopt the financial statements
  - d. Proposal to adopt dividend
  - e. Proposal to discharge the members of the Board of Management
  - f. Proposal to discharge the members of the Supervisory Board
3. Remuneration of the Board of Management
  - a. Proposal to amend the Remuneration Policy
  - b. Proposal to approve the revised Long-Term Incentive Plan
4. Composition of the Supervisory Board
  - a. Proposal to re-appoint Mr J. van der Veer as member of the Supervisory Board
  - b. Proposal to re-appoint Mrs C.A. Poon as member of the Supervisory Board
5. Proposal to determine the remuneration of the Supervisory Board
6. Proposal to authorize the Board of Management to
  - a. issue shares or grant rights to acquire shares; and
  - b. restrict or exclude preemption rights
7. Proposal to authorize the Board of Management to acquire shares in the company
8. Proposal to cancel shares
9. Any other business

Agenda items indicated as “proposal” are voting items.

The full agenda with the explanatory notes, the annual report, the financial statements, the binding nominations and other documents relevant for the Annual General Meeting of Shareholders 2017 have been published on the company's website ([www.philips.com/agm](http://www.philips.com/agm)). The meeting documents are also available at the offices of the company (Amstelplein 2, 1096 BC Amsterdam), at ABN AMRO Bank N.V., Corporate Broking (Gustav Mahlerlaan 10 (HQ 7050), 1082 PP Amsterdam, tel +31 20 344 2000 or email: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)), on [www.abnamro.com/evoting](http://www.abnamro.com/evoting), and will be available at the meeting.

Persons who will be considered as entitled to vote and/or attend the Annual General Meeting of Shareholders 2017, are those holders of common shares who on April 13, 2017, after processing of all settlements per this date (the Registration Date) 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 on the Registration Date 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 (sub)registers which apply for 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 wish to attend the Annual General Meeting of Shareholders 2017 either in person or by proxy, have to register for the meeting as follows:

- Holders of bearer shares who wish to attend this meeting either in person or by proxy (other than by giving voting instructions via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)), should notify ABN AMRO (tel +31 20 344 2000, email [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)) 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, no later than May 5, 2017, 5 p.m. CET. They must submit to ABN AMRO a confirmation that such shares were registered in the relevant intermediary's administration on the Registration Date, whereupon the holder will receive an admission ticket for this meeting. Holders of bearer shares who wish to attend the meeting by proxy have to submit a power of attorney at the same time (available on [www.philips.com/agm](http://www.philips.com/agm)).
- 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 power of attorney to SGG Financial Services B.V. in Amsterdam, to vote on their shares at this meeting in accordance with the instructions. Voting instructions have to be received no later than May 5, 2017, 5 p.m. CET.
- Holders of registered shares who either in person or by proxy wish to attend this meeting, have to notify the company in the manner set forth in the letters sent to them.

*Amsterdam, March 27, 2017*

*The Board of Management*

