

## Voting results and resolutions 2017 AGM Royal Philips

Voting results of, and summary of the resolutions taken at the **Annual General Meeting of Shareholders** of Koninklijke Philips N.V. held on May 11, 2017.

On the record date for the 2017 AGM (April 13, 2017) the total number of issued shares in Koninklijke Philips N.V. was 929,644,864 ordinary shares. Considering the number of shares held in treasury, which amounted to 9,265,027 on such record date, the number of voting rights amounted to 920,379,837.

Percentages have been rounded

### Agenda item 2c

The General Meeting of Shareholders adopted the financial statements 2016.

Overview votes		
For	535,010,554	99.27%
Against	3,943,218	0.73%
Abstain	148,328	
<b>Total shares voted / votes cast (i.e. excluding abstentions)</b>	538,953,772	
58.56% of issued and outstanding share capital		

### Agenda item 2d

The General Meeting of Shareholders adopted a dividend of EUR 0.80 per common share, in cash or in shares at the option of the shareholder, against the net income for 2016.

Overview votes		
For	538,960,995	100%
Against	9,564	0%
Abstain	127,373	
<b>Total shares voted / votes cast (i.e. excluding abstentions)</b>	538,970,559	
58.56% of issued and outstanding share capital		

## Agenda item 2e

The General Meeting of Shareholders discharged the members of the Board of Management.

Overview votes		
For	517,993,398	96.48%
Against	18,870,914	3.52%
Abstain	2,239,074	
Total shares voted / votes cast (i.e. excluding abstentions)	536,864,312	
58.33% of issued and outstanding share capital		

## Agenda item 2f

The General Meeting of Shareholders discharged the members of the Supervisory Board.

Overview votes		
For	517,957,300	96.48%
Against	18,903,692	3.52%
Abstain	2,239,223	
Total shares voted / votes cast (i.e. excluding abstentions)	536,860,992	
58.33% of issued and outstanding share capital		

## Agenda item 3a

The General Meeting of Shareholders amended the Remuneration Policy.

Overview votes		
For	404,466,865	75.20%
Against	133,403,896	24.80%
Abstain	1,232,696	
Total shares voted / votes cast (i.e. excluding abstentions)	537,870,761	
58.44% of issued and outstanding share capital		

## Agenda item 3b

The General Meeting of Shareholders approved the revised Long-Term Incentive Plan.

Overview votes		
For	390,663,637	72.49%
Against	148,274,350	27.51%
Abstain	165,470	
Total shares voted / votes cast (i.e. excluding abstentions)	538,937,987	
58.56% of issued and outstanding share capital		

## Agenda item 4a

The General Meeting of Shareholders re-appointed Mr J. van der Veer as member of the Supervisory Board with effect from May 11, 2017.

Overview votes		
For	427,558,300	79.68%
Against	109,047,213	20.32%
Abstain	2,497,544	
Total shares voted / votes cast (i.e. excluding abstentions)	536,605,513	
58.30% of issued and outstanding share capital		

## Agenda item 4b

The General Meeting of Shareholders re-appointed Mrs C.A. Poon as member of the Supervisory Board with effect from May 11, 2017.

Overview votes		
For	468,775,512	87.34%
Against	67,924,741	12.66%
Abstain	2,392,068	
Total shares voted / votes cast (i.e. excluding abstentions)	536,700,253	
58.31% of issued and outstanding share capital		

## Agenda item 5

Philips announced May 8, 2017 that the Supervisory Board has withdrawn the proposal included under this agenda item.

## Agenda item 6a

The General Meeting of Shareholders authorized the Board of Management for a period of 18 months, effective May 11, 2017, as the body which is authorized, with the approval of the Supervisory Board, to issue shares or grant rights to acquire shares within the limits laid down in the Articles of Association.

Overview votes		
For	458,202,541	85.02%
Against	80,761,803	14.98%
Abstain	136,898	
Total shares voted / votes cast (i.e. excluding abstentions)	538,964,344	
58.56% of issued and outstanding share capital		

## Agenda item 6b

The General Meeting of Shareholders authorized the Board of Management for a period of 18 months, effective May 11, 2017, as the body which is authorized, with the approval of the Supervisory Board, to restrict or exclude the pre-emption rights accruing to shareholders.

### Overview votes

<b>For</b>	419,087,330	77.76%
<b>Against</b>	119,886,438	22.24%
<b>Abstain</b>	128,529	
<b>Total shares voted / votes cast (i.e. excluding abstentions)</b>	538,973,768	
	58.56% of issued and outstanding share capital	

## Agenda item 7

The General Meeting of Shareholders authorized the Board of Management for a period of 18 months, effective May 11, 2017, within the limits of the law and the Articles of Association, to acquire, with the approval of the Supervisory Board, for valuable consideration, on the stock exchange or otherwise, shares in the company at a price between, on the one hand, an amount equal to the par value of the shares and, on the other hand, an amount equal to 110% of the market price of these shares on Euronext Amsterdam; the market price being the average of the highest price on each of the five days of trading prior to the date on which the agreement to acquire the shares is entered into, as shown in the Official Price List of Euronext Amsterdam.

### Overview votes

<b>For</b>	517,711,349	96.10%
<b>Against</b>	20,982,519	3.90%
<b>Abstain</b>	405,477	
<b>Total shares voted / votes cast (i.e. excluding abstentions)</b>	538,693,868	
	58.53% of issued and outstanding share capital	

## Agenda item 8

The General Meeting of Shareholders adopted the proposal to cancel common shares in the share capital of the company held or to be acquired by the company. The number of shares that will be cancelled shall be determined by the Board of Management.

### Overview votes

<b>For</b>	536,980,951	99.63%
<b>Against</b>	1,975,360	0.37%
<b>Abstain</b>	145,099	
<b>Total shares voted / votes cast (i.e. excluding abstentions)</b>	538,956,311	
	58.56% of issued and outstanding share capital	

