



Notice convening the Extraordinary General Meeting of Shareholders 2015

To be held at the **Hilton Amsterdam hotel**, Apollolaan 138, Amsterdam on **Friday December 18, 2015, beginning at 9.30 hours**.

The only agenda item for this Extraordinary General Meeting of Shareholders is the appointment of Mr A. Bhattacharya as member of the Board of Management with effect from December 18, 2015.

The agenda and explanatory note, and the binding recommendation are available on the corporate website (www.philips.com/egm) and at the company's offices (Amstelplein 2, 1096 BC Amsterdam). The meeting documents can be obtained as well, free of charge, from ABN AMRO Bank N.V. (ABN AMRO), Corporate Broking, tel +31 (0)20 344 2000 or by email: corporate.broking@nl.abnamro.com.

Persons who will be considered as entitled to vote and/or attend this Extraordinary General Meeting of Shareholders, are those holders of common shares who on November 20, 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 wish to attend this Extraordinary General Meeting of Shareholders either in person or by proxy, have to register for the meeting as follows:

- Holders of bearer shares who wish to attend the meeting either in person or by proxy (other than by proxy via www.abnamro.com/evoting), should notify ABN AMRO (tel +31 (0)20 344 2000 or by email: corporate.broking@nl.abnamro.com) via www.abnamro.com/evoting or through their intermediary in which administration they are registered as holders of the shares, no later than December 11, 2015, 5 p.m. CET. They must submit to ABN AMRO a confirmation that such shares were registered in the intermediary's administration on the Registration Time, whereupon the holder will receive an admission ticket for this meeting. Holders of shares who wish to attend by proxy have to submit the proxy at the same time (available on <http://www.philips.com/egm>).

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- Holders of bearer shares can also give voting instructions via internet, www.abnamro.com/evoting. Upon casting their vote on this website, the holders give proxy to SGG Financial Services B.V. in Amsterdam, to vote on their shares at this meeting. Voting instructions have to be received no later than December 11, 2015, 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, November 6, 2015

The Board of Management

