

## RULES OF PROCEDURE REGARDING SHAREHOLDER REQUESTS

Pursuant to the articles of association of Koninklijke Philips Electronics N.V. (the "**company**") the board of management (the "**board**") of the company stipulated that the following procedural rules shall apply to shareholders who wish to address requests to the company.

### **Article 1**

#### **Status and contents of the rules**

- 1.1. These rules have been drawn up pursuant to article 24 paragraph 1 and article 25 paragraph 3 of the company's articles of association.
- 1.2. Where these rules are inconsistent with applicable Dutch laws or regulations, the laws or regulations shall prevail. If one or more provisions of these rules are or become invalid, this shall not affect the validity of the remaining provisions. The board shall replace the invalid provisions by those which are valid and the effect of which, given the contents and purpose of these rules, is to the greatest extent possible similar to that of the invalid provisions.

### **Article 2**

#### **Requests to convene a shareholders' meeting**

- 2.1. Requests addressed to the board and the supervisory board to convene a shareholders' meeting as referred to in section 2:110 subsection 1 Dutch Civil Code may be submitted in writing as well as electronically.
- 2.2. Written requests as referred to in article 2 paragraph 1 should be sent to the address referred to in article 6 paragraph 1.
- 2.3. Electronic requests as referred to in article 2 paragraph 1 should be sent to the address referred to in article 6 paragraph 2.

## Article 3

### Requests to put items on the agenda of a shareholders' meeting

- 3.1. Requests addressed to the board and the supervisory board to put items on the agenda of a shareholders' meeting as referred to in section 2:114a subsection 1 Dutch Civil Code may be submitted both in writing as well as electronically.
- 3.2. Written requests as referred to in article 3 paragraph 1 should be sent to the address referred to in article 6 paragraph 1.
- 3.3. Electronic requests as referred to in article 2 paragraph 1 should be sent to the address referred to in article 6 paragraph 2.

## Article 4

### Requirements that a request must meet

- 4.1. Requests as referred to in article 2 paragraph 1 and article 3 paragraph 1 must be drawn up in the English language and should include the name, address, telephone number as well as, if applicable, the email address of the applicant.  
Such requests should include a precise specification of the business to be transacted as well as an explanation thereto in the form of a shareholders' circular.
- 4.2. With regards to holders of common bearer shares that are listed on Eurolist by Euronext Amsterdam, requests as referred to in article 2 paragraph 1 and article 3 paragraph 1 must be accompanied by a declaration of the participating institution (*aangesloten instelling*) of Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V. ("**Euroclear Nederland**") in whose administration they are registered as the holders of the common bearer shares. The declaration must include the number of common bearer shares that at the date of the request are registered in the name of the applicant.
- 4.3. With regards to holders of a right of usufruct or a right of pledge on common bearer shares that are listed on Eurolist by Euronext Amsterdam who are entitled to vote, requests as referred to in article 2 paragraph 1 and article 3 paragraph 1 must be accompanied by a declaration of the holder of the common bearer shares that are subject to the right of usufruct or the right of pledge of the applicant as well as a declaration of the participating institution of Euroclear Nederland in which administration the holder of common bearer shares is registered. The declaration of the holder of common bearer shares must include the number of common bearer shares of such holder that at the

date of the request are subject to a right of usufruct or a right of pledge with voting rights in favour of the applicant. The declaration of the affiliated institution must include the number of common bearer shares that at the date of the request are registered in the name of the holder of common bearer shares.

- 4.4. Requests as referred to in article 2 paragraph 1 and article 3 paragraph 1 that are submitted by holders of registered shares as well as holders of a right of usufruct or a right of pledge on registered shares who are entitled to vote, who are included in the company's shareholders register, must include the number of shares to which the request relates. With regards to these requests, the company's shareholders register shall serve as evidence.
- 4.7. Other persons than those referred to in paragraphs 2 up to and including 4 who are entitled to submit requests as referred to in article 2 paragraph 1 and/or article 3 paragraph 1 should, with regards to the evidence to be provided in regard to their right to submit such requests, contact the person referred to in article 6 paragraph 1.

## **Article 5**

### **Acknowledgement by the company**

- 5.1. Within 4 business days upon receipt of a request as referred to in article 2 paragraph 1 or article 3 paragraph 1, the company shall send an acknowledgement of receipt. The acknowledgement of receipt shall be sent to the (email) address of the applicant as referred to in the request.
- 5.2. Within 10 business days upon receipt of a request, the company shall send a response. The response shall be sent to the (email) address of the applicant as referred to in the request.
- 5.3. In its response referred to in paragraph 2, the company shall state whether it shall comply with the request as referred to in article 2 paragraph 1 or article 3 paragraph 1. If the request is not to be complied with, the response shall state the grounds.

## **Article 6**

### **Address of the company**

- 6.1. Written requests as referred to in article 2 paragraph 1 and article 3 paragraph 1 must be sent to:

Koninklijke Philips Electronics N.V.  
for the attention of:  
General Secretary of the Company  
Breitner Center - HBT 14  
P.O. Box 77900  
1070 MX Amsterdam  
The Netherlands

- 6.2. Electronic requests as referred to in article 2 paragraph 1 and article 3 paragraph 1 must be sent to the following email address:

[agm@philips.com](mailto:agm@philips.com).

## **Article 7**

### **Non-compliance, amendment**

- 7.1. The board may occasionally decide at its sole discretion not to comply with and adhere to these rules.
- 7.2. These rules may be amended by a resolution of the board to that effect. Amendments to these rules shall be published on, and can be downloaded from, the company's website.

## **Article 8**

### **Governing law**

These rules shall be governed by and construed in accordance with the laws of the Netherlands.