

**UNOFFICIAL ENGLISH TRANSLATION
AMENDMENT OF THE ARTICLES OF ASSOCIATION OF
KONINKLIJKE PHILIPS N.V.¹**

The triptych below contains the amendment to the articles of association of Koninklijke Philips N.V. as proposed under item 7.b of the agenda for the annual general meeting of shareholders to be held on 7 May 2015.

¹ Differences may occur in the explanation of the text due to the translation and if they do, the Dutch text is decisive.

DEED OF AMENDMENT KONINKLIJKE PHILIPS N.V.

On the [●] of [●] two thousand and fifteen appears before me, [Professor Martin van Olffen], notaris (*civil-law notary*) practising in Amsterdam:

[●].

The person appearing declares that (i) on the proposal of the board of management which proposal has been approved by the supervisory board, the general meeting of shareholders of: Koninklijke Philips N.V., a limited liability company, with corporate seat in Eindhoven, the Netherlands, and address at: 5656 AE Eindhoven, the Netherlands, High Tech Campus 5, number Trade Register 17001910, (the "**Company**"), on the seventh day of May two thousand and fifteen, resolved to amend the articles of association of the Company and that (ii) the board of management by using the authority as mentioned in section 2:124 subsection 2 second sentence of the Civil Code resolved to authorise the person appearing to execute this deed.

Pursuant to those resolutions the person appearing declares that [he] [she] amends the Company's articles of association as follows:

Article 33 paragraph 4 shall be amended and read as follows:

This concerns the preamble of the deed of amendment of the articles of association.

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED AMENDMENT</u>	<u>EXPLANATION</u>
<p>4. The auditor as referred to in clause 2 of this article shall be appointed by the General Meeting of Shareholders upon the proposal of the Board of Management and the Supervisory Board for a maximum period of three years, after which the General Meeting of Shareholders may resolve to reappoint the auditor for a new period of three years. If the General Meeting of Shareholders does not make such an appointment or reappointment, then the Supervisory Board shall have the power to do so.</p>	<p>4. The auditor as referred to in clause 2 of this article shall be appointed by the General Meeting of Shareholders upon the proposal of the Board of Management and the Supervisory Board. <u>The proposal shall include the proposed term of appointment.</u> for a maximum period of three years, after which the General Meeting of Shareholders may resolve to reappoint the auditor for a new period of three years. If the General Meeting of Shareholders does not make such an appointment or reappointment, then the Supervisory Board shall have the power to do so.</p>	<p>As set out under agenda item 7.b, it is proposed to amend the term of appointment of the external auditor in the Articles of Association.</p> <p>To provide for flexibility, after the proposed amendment the Articles of Association will no longer prescribe a fixed term of appointment.</p>
<p>A document in evidence of the resolutions and the authorisation, referred to in the head of this deed, are attached to this deed.</p> <p>In witness whereof the original of this deed which will be retained by me, notaris, is executed in Amsterdam, on the date first mentioned in the head of this deed.</p> <p>Having conveyed the substance of the deed and given an explanation thereto and following the statement of the person appearing that he has taken note of the contents of the deed and agrees with the partial reading thereof, this deed is signed, immediately after reading those parts of the deed which the law</p>	<p>This concerns the final provision of the deed of amendment of the Articles of Association.</p>	

requires to be read, by the person appearing, who is known to me, notaris, and by myself, notaris.	
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