

Voting results and resolutions 2019 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 9, 2019.

On the record date for the 2019 AGM (April 11, 2019) the total number of issued shares in Koninklijke Philips N.V. was 926,195,539 ordinary shares. Considering the number of shares held in treasury, which amounted to 15,634,273 on such record date, the number of voting rights amounted to 910,561,266.

Percentages have been rounded.

Agenda item 2c

The General Meeting of Shareholders adopted the financial statements 2018.

Overview votes		
For	575,000,378	99.45%
Against	3,188,150	0.55%
Abstain	976,981	
Total shares voted / votes cast (i.e. excluding abstentions)	578,188,528	
63.50% of issued and outstanding share capital		

Agenda item 2d

The General Meeting of Shareholders adopted a dividend of EUR 0.85 per common share, in cash or in shares at the option of the shareholder, against the net income for 2018.

Overview votes		
For	578,645,012	99.95%
Against	295,290	0.05%
Abstain	229,957	
Total shares voted / votes cast (i.e. excluding abstentions)	578,940,302	
63.58% 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	557,943,112	96.81%
Against	18,375,128	3.19%
Abstain	2,853,336	
Total shares voted / votes cast (i.e. excluding abstentions)	576,318,240	
63.29% of issued and outstanding share capital		

Agenda item 2f

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

Overview votes

For	559,516,777	97.09%
Against	16,790,937	2.91%
Abstain	2,857,328	
Total shares voted / votes cast (i.e. excluding abstentions)	576,307,714	
63.29% of issued and outstanding share capital		

Agenda item 3a

The General Meeting of Shareholders re-appointed Mr. F.A. van Houten as President/Chief Executive Officer and member of the Board of Management with effect from May 9, 2019.

Overview votes

For	572,594,020	99.13%
Against	5,054,322	0.87%
Abstain	1,526,227	
Total shares voted / votes cast (i.e. excluding abstentions)	577,648,342	
63.44% of issued and outstanding share capital		

Agenda item 3b

The General Meeting of Shareholders re-appointed Mr A. Bhattacharya as member of the Board of Management with effect from May 9, 2019.

Overview votes

For	572,624,439	99.19%
Against	4,650,145	0.81%
Abstain	1,900,082	
Total shares voted / votes cast (i.e. excluding abstentions)	577,274,584	
63.40% of issued and outstanding share capital		

Agenda item 4a

The General Meeting of Shareholders re-appointed Mr D.E.I. Pyott as member of the Supervisory Board with effect from May 9, 2019.

Overview votes

For	567,121,706	98.19%
Against	10,435,791	1.81%
Abstain	1,602,809	
Total shares voted / votes cast (i.e. excluding abstentions)	577,557,497	
63.43% of issued and outstanding share capital		

Agenda item 4b

The General Meeting of Shareholders appointed Ms E. Doherty as member of the Supervisory Board with effect from August 1, 2019.

Overview votes

For	553,832,930	95.89%
Against	23,743,504	4.11%
Abstain	1,597,787	
Total shares voted / votes cast (i.e. excluding abstentions)	577,576,434	
63.43% of issued and outstanding share capital		

Agenda item 5

The General Meeting of Shareholders re-appointed Ernst & Young Accountants LLP as the external auditor of the Company for a term of three years starting January 1, 2020.

Overview votes

For	577,078,530	99.70%
Against	1,747,487	0.30%
Abstain	348,251	
Total shares voted / votes cast (i.e. excluding abstentions)	578,826,017	
63.57% of issued and outstanding share capital		

Agenda item 6a

The General Meeting of Shareholders authorized the Board of Management for a period of 18 months, effective May 9, 2019, 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	564,686,647	97.56%
Against	14,112,512	2.44%
Abstain	373,599	
Total shares voted / votes cast (i.e. excluding abstentions)	578,799,159	
63.57% 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 9, 2019, 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

For	528,504,487	91.33%
Against	50,179,010	8.67%
Abstain	480,344	
Total shares voted / votes cast (i.e. excluding abstentions)	578,683,497	
	63.55% 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 9, 2018, 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

For	560,556,783	96.88%
Against	18,055,923	3.12%
Abstain	557,248	
Total shares voted / votes cast (i.e. excluding abstentions)	578,612,706	
	63.54% 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

For	576,299,207	99.59%
Against	2,345,752	0.41%
Abstain	527,835	
Total shares voted / votes cast (i.e. excluding abstentions)	578,644,959	
	63.55% of issued and outstanding share capital	

