

**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 2 of the agenda for the annual general meeting of shareholders to be held on Friday October 20, 2017.

DEED OF AMENDMENT KONINKLIJKE PHILIPS N.V.

On the [●] day of [●] two thousand and seventeen appears before me, [Professor Martin van Olfen], civil law notary 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, address at High Tech Campus 5, 5656 AE Eindhoven, the Netherlands and Trade Register number 17001910, (the "**Company**"), on the twentieth day of October two thousand and seventeen, 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 Dutch 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 10 paragraphs 1 and 7 shall be amended and shall read as follows:

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

¹ Differences may occur in the explanation of the text due to the translation and in that event, the Dutch text is decisive.

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED AMENDMENTS</u>	<u>EXPLANATION</u>
Article 10 paragraphs 1 and 7:		
<p>1. The Company shall be managed by a Board of Management, consisting of at least three members, under the supervision of a Supervisory Board. The Chairman of the Board of Management shall be President of the Company and shall have the title "Chief Executive Officer". The other members shall be Executive Vice-Presidents of the Company. The Supervisory Board may appoint a Chief Financial Officer from among the other members and may also grant other titles to members of the Board of Management. With due observance of the minimum of three, the number of members shall be decided by the Supervisory Board.</p>	<p>1. The Company shall be managed by a Board of Management, consisting of at least three members, under the supervision of a Supervisory Board. The Chairman of the Board of Management shall be President of the Company and shall have the title "Chief Executive Officer". The other members shall be Executive Vice-Presidents of the Company. The Supervisory Board may appoint a Chief Financial Officer from among the other members and may also grant other titles to members of the Board of Management. With due observance of the minimum of three, <u>the number of members shall be decided</u> by the Supervisory Board.</p>	<p>The requirement that the Board of Management consists of at least three members will be deleted due to flexibility.</p>
<p>7. Should the number of members of the Board of Management fall below three, the powers of the Board of Management shall remain intact. In such a case a general meeting of shareholders shall be held at the earliest opportunity to fill the vacancies on the Board of Management.</p>	<p>7. Should the number of members of the Board of Management fall below three <u>the decided number of members</u>, the powers of the Board of Management shall remain intact. In such a case a general meeting of shareholders shall be held at the earliest opportunity to fill the vacancies on the Board of Management.</p>	<p>The provision will be amended because of the proposed amendments to article 10 paragraph 1 (see explanation to article 10 paragraph 1).</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. The original copy of this deed was executed in Amsterdam, on the date mentioned at the top of this deed. I summarised and explained the substance of the deed. The individual appearing before me confirmed having taken note of the deed's contents and having agreed to a limited reading of the deed. I then read out those parts of the deed that the law requires.</p>		<p>This concerns the final provision of the deed of amendment of the articles of association.</p>

Immediately after this, the individual appearing before me, who is known to me, and I signed the deed.	
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