

Attending the meeting and voting

Annual General Meeting 2017

The procedures for registration, representation and voting at the Annual General Meeting of Philips Lighting N.V. on Tuesday May 9, 2017 (the “AGM”) are described below. The AGM will be held at the Pullman Hotel Eindhoven Cocagne, Vestdijk 47, 5611 CA Eindhoven, the Netherlands.

AGM documents

The following meeting documents are available on the company’s website:

- The AGM agenda and the explanatory notes to the agenda, including information on the nominated members of the Board of Management and the Supervisory Board
- This document on attending the AGM and voting
- Service contract of Stéphane Rougeot
- Philips Lighting N.V.’s Annual Report 2016, including the financial statements for the financial year 2016, other information required by the Dutch Civil Code and the reports of the Board of Management and the Supervisory Board

These documents are also available for inspection and can be obtained free of charge at the office of the company, Herikerbergweg 102, 1101 CM Amsterdam and at the office of ING Bank N.V., Foppingadreef 7, 1102 BD Amsterdam (“ING”).

Questions on the agenda items may be submitted via e-mail to the company at investor.lighting@philips.com.

Record Date

Persons will be entitled to attend and vote at the AGM, provided they (1) are registered as a shareholder of Philips Lighting N.V. on Tuesday April 11, 2017, after processing of all settlements of that date (the “Record Date”) in one of the registers mentioned below, and (2) have submitted their application to attend the AGM in accordance with the procedure as set out below (the “Shareholders”).

The Board of Management has designated as registers: (a) for shares held through Euroclear: the administrations at the Record Date of the banks and brokers which are intermediaries (*intermediairs*) of Euroclear Nederland within the meaning of the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*), and (b) for shares held directly in the company’s shareholders register: the company’s shareholders register at the company’s office in Eindhoven at the Record Date.

Registration for attending the AGM

Shareholders who either in person or by proxy wish to attend the AGM, have to register for the meeting from Wednesday April 12, 2017 up to and

including Tuesday May 2, 2017 before 17:00 CET as follows.

Shareholders can register via <https://ing.evo-platform.com/light> or via their intermediary where their shares are administered. The intermediaries must provide ING no later than Wednesday May 3, 2017 17:00 CET with an electronic statement that includes the number of shares held by the relevant Shareholder on the Record Date and the number of shares which have been applied for registration. Upon registration, ING will issue a registration certificate for each Shareholder via the relevant intermediaries that serves as admission ticket for the AGM. Shareholders registered in the company’s shareholders register directly have to register in the manner communicated with them.

Voting by proxy

Shareholders registered in accordance with the procedure stated above, who wish to have themselves represented at the AGM may give voting instructions electronically to civil-law notary Cindy Smid, or her substitute, from Zuidbroek Corporate Law Notaries via <https://ing.evo-platform.com/light> available as of April 12, 2017, no later than Tuesday May 2, 2017 before 17:00 CET.

Shareholders registered in accordance with the procedure stated above, who wish to have themselves represented at the AGM by another person may for that purpose also use a physical form of power of attorney which can be found on the company’s website. The duly completed and executed power of attorney must be received by ING for the attention of Issuer Services, location TRC 02.039, Foppingadreef 7, 1102 BD Amsterdam (e-mail: iss.pas@ing.nl, fax: +31 20 5636959) no later than Tuesday May 2, 2017 before 17:00 CET.

Admission to the AGM

Registration for admission to the AGM will take place on the day of the meeting from 12:30 CET until the start of the AGM at 14:00 CET. After this time, registration for admission is no longer possible. Persons entitled to attend the AGM must present a valid administration ticket for the AGM and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document.

March 24, 2017

Philips Lighting N.V.
The Board of Management