

POWER OF ATTORNEY

For the Annual General Meeting of Shareholders of Philips Lighting N.V. (the “**Company**”) to be held on Tuesday May 9, 2017 (the “**AGM 2017**”),

the undersigned,

Name:	
Address:	
Postal code and town:	
Country:	
Number of shares held in the Company on the Record Date*:	

* The Record Date is on Tuesday April 11, 2017, after processing of all settlements of that date.

(the “**Shareholder**”),

- has instructed his or her intermediary on the registration of the AGM 2017 for the number of shares set forth above, and
- hereby grants a power of attorney to (*tick appropriate box*):

<input type="checkbox"/>	Civil-law notary Cindy Smid (or her substitute) from Zuidbroek Corporate Law Notaries
<input type="checkbox"/>	
Name:	
Address:	
Postal code and town:	
Country:	

to represent the Shareholder at the AGM 2017 and to vote on the shares in respect of the items on the AGM 2017 agenda, in the manner as set forth below (*for a valid vote, only mark one box per voting item*).

No.	Agenda	For	Against	Abstain
1	Presentation by CEO Eric Rondolat	N/A	N/A	N/A
2	Implementation of the remuneration policy in 2016	N/A	N/A	N/A
3	Explanation of the policy on additions to reserves and dividends	N/A	N/A	N/A

No.	Agenda	For	Against	Abstain
4	Proposal to adopt the financial statements for the financial year 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Proposal to adopt a cash dividend of EUR 1.10 per ordinary share over the financial year 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6a	Proposal to discharge the members of the Board of Management in respect of their duties performed in 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6b	Proposal to discharge the members of the Supervisory Board in respect of their duties performed in 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Proposal to appoint Stéphane Rougeot as member of the Board of Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8a	Proposal to appoint Jill Lee as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8b	Proposal to appoint Gerard van de Aast as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9a	Proposal to amend the annual cash incentive as included in the remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9b	Proposal to approve the long-term incentive plan for the Board of Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10a	Proposal to authorize the Board of Management to issue shares or grant rights to acquire shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10b	Proposal to authorize the Board of Management to restrict or exclude pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Proposal to authorize the Board of Management to acquire shares in the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	Proposal to authorize the Board of Management to cancel shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	Any other business	N/A	N/A	N/A

This power of attorney can only be revoked in writing, which must be received by ING Bank N.V. no later than May 2, 2017 before 17:00 CET. This power of attorney is governed by Dutch law.

Signature:	
Place:	
Date:	

This power of attorney must be received by ING Bank N.V. for the attention of Issuer Services, location TRC 02.039, Foppingadreef 7, 1102 BD Amsterdam (email: iss.pas@ing.nl, fax: +31 20 5636959) no later than Tuesday May 2, 2017 before 17:00 CET.