

Rules of conduct with respect to Trading in Philips Lighting Securities

Chapter 1: General Rules applicable to all Philips Lighting Employees

1.1 Insider dealing prohibition

Every Philips Lighting Employee is prohibited from Trading if he or she has Inside Information.

1.2. Tipping prohibition

Every Philips Lighting Employee who has Inside Information is prohibited from disclosing any Inside Information to another person. This prohibition does not apply if the Inside Information is disclosed in the ordinary execution of their professional or functional tasks to persons who are subject to an obligation of confidentiality and restrictions on trading on the basis of that information. Every Philips Lighting Employee who has Inside Information is prohibited from recommending or inducing another person to Trade.

1.3 Additional rules for Insiders

In addition to the rules referred to in 1.1 and 1.2, additional rules apply to designated Insiders as further explained in Chapter 2.

1.4 Additional rules for Qualified Insiders

In addition to the rules referred to in 1.1 and 1.2, additional rules apply to designated Qualified Insiders as further explained in Chapter 3.

1.5 Special Insiders, Compliance Officer and Review Committee

Information about Special Insiders and the role of the Compliance Officer and Review Committee can be found in Chapter 4 and Chapter 5. An explanation of capitalized terms is available in Chapter 6.

1.6 Exemptions from insider dealing prohibition

Certain transactions in Philips Lighting Securities may qualify for an exemption; please refer to the Philips Lighting intranet for more information. Please note that these exemptions may change from time to time, due for example to new legislation coming into force or due to changes in guidance from governmental authorities; therefore please check the intranet on a regular basis and in any event each time you consider a Trade.

Chapter 2: Additional Rules for Insiders

2.1 Insiders

Insiders are all Philips Lighting Employees or other persons designated as such by the Compliance Officer. The Compliance Officer may designate a person, for a definite or indefinite period, as an Insider, and may terminate such designation. The Compliance Officer will keep a list of the persons so designated and will duly inform the persons concerned.

2.2 No Trading outside open windows

- a. Every Insider is prohibited from Trading on any dates other than during the period of twenty (20) business days as from the publication of Philips Lighting's annual or quarterly financial results and only then when not in possession of Inside Information.
- b. The exemptions from the insider dealing prohibition referred to in Chapter 1 paragraph 6 also apply to any Trade outside open windows as referred to above in a.

2.3 No Trading in options or derivatives

Every Insider is prohibited from writing call and put options or similar derivatives of Philips Lighting Securities at any time.

2.4 Compulsory notification of transactions by Insiders

All transactions in Philips Lighting Securities by Insiders must be reported within ten (10) business days to the Compliance Officer by means of a notification form, unless:

- a. the notification form published on the Philips Lighting intranet indicates that the relevant transaction shall be reported on behalf of Insiders to the Compliance Officer, or
- b. their interest in Philips Lighting Securities is managed by an independent portfolio manager having full and exclusive discretionary power to take and execute investment decision for the account of such Insider, provided that the portfolio manager and the discretionary management agreement have been approved by the Compliance Officer.

2.5 Termination of function

The Additional Rules for Insiders will remain applicable to these persons during a period of four months after the termination of their function. Under specific circumstances, this rule may be waived by the Compliance Officer.

Chapter 3: Additional Rules for Qualified Insiders

3.1 Qualified Insiders

Qualified Insiders are all members of the Board of Management, the Supervisory Board as well as certain Heads of Group functions and persons as designated by the Compliance Officer. The Compliance Officer will keep a list of the persons so designated and will duly inform the persons concerned.

3.2 No Trading outside open windows

- a. Every Qualified Insider is prohibited from Trading on any dates other than during the period of twenty (20) business days as from the publication of Philips Lighting's annual or quarterly financial results and only then when not in possession of Inside Information.
- b. The exemptions from the insider dealing prohibition referred to in Chapter 1 paragraph 6 apply to any Trade outside open windows as referred to above in a.

3.3 No Trading in options or derivatives

Every Qualified Insider is prohibited from writing call and put options or similar derivatives of Philips Lighting Securities at any time.

3.4 Prohibition on reverse transactions

In order to avoid any impression of speculation, every Qualified Insider is prohibited from Trading within six (6) months after a Trade if the second Trade is the opposite of the first Trade or otherwise results in undoing or limiting the effect of the first Trade. This prohibition does not apply if the first Trade is the exercise of stock options and the conversion of convertible personnel debentures under any Philips Long-Term Incentive Plan or Philips employee equity or share plan and the second Trade is a sale of Philips shares acquired by exercising such right.

3.5 Compulsory prior notification by Qualified Insiders

Qualified Insiders may only proceed with a transaction in Philips Lighting Securities after the person concerned has notified the CEO and the Chief Financial Officer of Philips Lighting of his or her intention to do so by means of a pre-notification form and has received written acknowledgement of receipt of this notification. If such intended transaction has not been executed within twenty (20) business days after receipt of the written acknowledgement, the afore-mentioned notification will no longer be valid and, before any transaction may be executed, the Compliance Officer must again be notified of such an intention in the manner described above.

3.6 Compulsory post notification by Qualified Insiders

All transactions in Philips Lighting Securities by Qualified Insiders must be reported within ten (10) business days to the Compliance Officer by means of a notification form, unless:

- a. the notification form published on the Philips Lighting intranet indicates that the relevant transaction shall be reported on behalf of Qualified Insiders to the Compliance Officer, or

- b. their interest in Philips Lighting Securities is managed by an independent portfolio manager having full and exclusive discretionary power to take and execute investment decision for the account of such Qualified Insider, provided that the portfolio manager and the discretionary management agreement have been approved by the Compliance Officer.

Members of the Board of Management and the Supervisory Board must notify the Compliance Officer without delay of each change in their share and/or voting interest in Philips Lighting and every transaction in Philips Lighting Securities conducted by them or on their account by means of a notification form so that the Compliance Officer can notify the Netherlands Authority for the Financial Markets (AFM) of these changes and transactions on their behalf. This paragraph also applies in case their interest in Philips Lighting is managed by an independent portfolio manager as referred to above under b.

3.7 Termination of function

The Additional Rules for Qualified Insiders will remain applicable to these persons during a period of four months after the termination of their function. Under specific circumstances, this rule may be waived by the Compliance Officer.

Chapter 4: Special Insiders and Special Insider Lists

4.1 Introduction

Under European and Dutch law Philips Lighting is required to maintain a list of all persons who, on a regular or incidental basis, may have access to Inside Information. Persons who on a regular basis (may) have access to Inside Information are placed on a permanent list of Insiders. Persons who on an incidental basis (may) have access to Inside Information are placed on a Special Insider List in accordance with the procedure set out below.

4.2 Role of Disclosure Committee

The Disclosure Committee advises the Board of Management on timely review, publication and filing of periodic and current (financial) reports and press releases. In particular the Disclosure Committee is involved in the identification of projects which could potentially generate Inside Information and the process around the disclosure of such projects. The Disclosure Committee assesses on a regular basis the status of such projects and decides whether or not a project could potentially generate Inside Information, in the (near) future.

4.3 Special Insider List

- a. If the Disclosure Committee determines a project could potentially generate Inside Information, the Disclosure Committee notifies the Compliance Officer and the Project Owner.
- b. In that case the Project Owner sends the list of persons involved in the relevant project to the Compliance Officer. Based on that list the Compliance Officer informs the persons concerned that they are now considered Special Insiders and are placed on a Special Insider List for the relevant project and informs them of the consequences thereof.
- c. The Project Owner is responsible for keeping the Special Insider List up to date and must inform the Compliance Officer of any changes immediately.
- d. Depending on the status of the project, the Disclosure Committee may decide that it is desirable to have the Compliance Officer send a reminder email before each upcoming open window to all Special Insiders with the advice not to Trade.
- e. In the event Philips Lighting discloses the project via a press release or the Disclosure Committee determines that a project no longer is considered a project which could potentially generate Inside Information, the Disclosure Committee notifies the Compliance Officer thereof. Subsequently, the Compliance Officer notifies the Special Insiders concerned by email that they are no longer considered a Special Insider for that particular project.

Chapter 5: The Compliance Officer and the Review Committee

5.1 Appointment Compliance Officer

The Board of Management appoints a Compliance Officer. The name of the Compliance Officer and where he or she can be reached will be published on the Philips Lighting intranet. The name of the person appointed by the Board of Management to replace the Compliance Officer in his or her absence will be announced in the same manner.

5.2 Compliance Officer's tasks

The Compliance Officer's tasks are:

- a. to keep a list of Insiders and Qualified Insiders and to duly inform the persons concerned as referred to in paragraph 1 of Chapters 2 and 3;
- b. to designate a person as (Qualified) Insider and to terminate such designation;
- c. to designate additional financial instruments as "Philips Lighting Securities" and to announce such designation;
- d. to establish, in consultation with the Board of Management, Blocked Periods;
- e. to register any transactions in and any holdings of Philips Lighting Securities reported to him by Insiders and Qualified Insiders as referred to in Chapters 2 and 3;
- f. to notify the Netherlands Authority for the Financial Markets (AFM) of transactions in Philips Lighting Securities by Qualified Insiders as referred to in Chapter 3, if and insofar as required by law;
- g. to report quarterly to the Review Committee on all transactions of Insiders and Qualified Insiders as referred to in Chapters 2 and 3. This report is available for inspection by any member of the Board of Management or Supervisory Board;
- h. to review the terms of the written mandate of a portfolio manager's assignment as referred to in Chapters 2 and 3;
- i. to keep Special Insider lists and to designate (additional) persons to be included on such lists and update - in consultation with the Project Owner - such lists and, further to paragraph 3(e) of Chapter 4, inform the Special Insiders included on any Special Insider List by email when they are no longer considered a Special Insider for that particular project;
- j. in exceptional circumstances, to grant dispensation from the notification requirements as well as the additional trading restrictions for Insiders and Qualified Insiders with respect to Philips Lighting Securities as referred to in Chapters 2 and 3 to the extent permitted by law;
- k. under specific circumstances, to decide to waive paragraph 5 of Chapter 2 and/or paragraph 7 of Chapter 3, and

- I. any additional duties or powers granted to him or her by the Board of Management.

5.3 Composition of Review Committee

The Review Committee consists of the Compliance Officer and any other officers or employees with relevant interest and expertise, as determined from time to time by the Board of Management. The Review Committee appoints one or two secretaries.

5.4 Review Committee's tasks

The Review Committee's tasks are:

- a. to promote compliance with these Rules;
- b. to recommend to the CEO measures against persons who have infringed these Rules, and
- c. to propose any changes to these Rules.

5.5 Review Committee procedure

- a. If the data on transactions by Insiders or Qualified Insiders or the absence thereof give grounds to presume that these Rules have been infringed, the secretary of the Review Committee will obtain information and/or documents containing data relevant to an assessment of the infringement.
- b. The secretary of the Review Committee will inform the person in question regarding the presumed infringement and invite him or her to provide the Review Committee with an explanation and/or all documentation that such person deems relevant to the assessment of the case by the Review Committee.
- c. If the Review Committee, having reviewed all data and the response of the person involved, is of the opinion that these Rules have been infringed, it may resolve the issue itself. In serious cases, however, it will notify the CEO of the infringement and recommend possible measures against the person concerned.
- d. The Review Committee will report to the CEO and the Chairman of the Supervisory Board on all matters which it feels should be brought to their knowledge.

5.6 Information Requests from stock exchanges or regulatory authorities

Requests from the Amsterdam or any other stock exchange, the Netherlands Authority for the Financial Markets (AFM), the Economic Surveillance Department (ECD) or the Public Prosecutions Department or similar authority outside of The Netherlands including the U.S. Securities and Exchange Commission for information or for cooperation in a criminal enquiry will be dealt with by the Compliance Officer in consultation with the Review Committee.

5.7 Preservation of secrecy by the Compliance Officer and members of the Review Committee

Everyone who is involved in the implementation of these Rules and thereby has access to data whose confidential nature he/she knows or may reasonably be expected to presume is obliged to preserve the secrecy of such data, save insofar as he/she deems it appropriate to disclose confidential information or any legal obligation or regulation in these Rules obliges him/her to disclose confidential information.

5.8 Sanctions

Possible measures which may be taken against a person who has infringed these Rules are, depending on the seriousness of the infringement: a warning, a serious warning, a formal reprimand, the withdrawal of rights arising from (performance) share grants, convertible personnel debentures, restricted share rights and stock options, the transfer to Philips Lighting of the benefit that has been gained, suspension, dismissal, and reporting of the infringement to the Public Prosecutions Department and the Netherlands Authority for the Financial Markets (AFM) as well as any other relevant regulatory authority in any other jurisdiction including the U.S. Securities and Exchange Commission.

5.9 Entry into force and amendments

Provisions of these Rules may be amended and supplemented by a resolution of the Board of Management or the Review Committee or person acting on its behalf. Amendments and additions shall enter into force from the moment that they are announced, unless the announcement specifies a later date.

Chapter 6: Explanation of terms

1. **“Trading”** any sale, purchase or other act consisting of or aimed at acquiring or disposing of Philips Lighting Securities (either directly or indirectly and for one’s own account or the account of another person), including the exercise of stock options and the conversion or repayment of convertible personnel debentures under any Philips Lighting equity based compensation plan or Philips Lighting employee equity or share plan. A cancellation or amendment of an order concerning Philips Lighting Securities is also considered a Trade. A reference to **“Trade”** is to be construed in the same way.
2. **“Philips Lighting Employees”** means any person employed by, or in any other relationship of authority to, Philips Lighting or a subsidiary or group company of Philips Lighting, irrespective of the length of the employment.
3. **“Inside Information”** means any information of a precise nature relating directly or indirectly to Philips Lighting or the trade in Philips Lighting Securities, which information has not been made public and publication of which would be likely to have a significant influence on the trading price of Philips Lighting Securities or on the price of related derivative financial instruments.
4. **“Philips Lighting Securities”** are:
 - a. shares in Philips Lighting, rights to those shares (e.g. warrants, stock options, restricted share rights and other derivative securities), share swaps and similar agreements;
 - b. other securities (e.g. (convertible) bonds or notes) issued by Philips Lighting which are admitted to trading on a regulated market or for which a request for admission to trading on such a market has been made;
 - c. securities issued by Philips Lighting or others, whose value is significantly dependent of the value of securities referred to above; and
 - d. any financial instrument designated as such by the Compliance Officer from time to time.
5. **“Compliance Officer”** means the dedicated officer or officers so designated by the Board of Management.
6. **“Insiders”** shall have the meaning set forth in paragraph 1 of Chapter 2.
7. **“Qualified Insiders”** shall have the meaning set forth in paragraph 1 of Chapter 3.
8. **“Rules”** means the rules of conduct with respect to Trading in Philips Lighting Securities contained in this document.
9. **“Special Insiders”** are all Philips Lighting Employees who on an incidental basis may have knowledge of Inside Information in view of their involvement in projects which have been identified by the Disclosure Committee as projects which could potentially generate Inside Information.
10. **“Special Insider List”** a list of Special Insiders as referred to in Chapter 4.
11. **“Philips Lighting”** is Philips Lighting N.V.
12. **“Disclosure Committee”** means the disclosure committee of Philips Lighting.

13. **“Blocked Periods”** means any period so designated by the Compliance Officer for the purpose of certain internal rules and/or regulations or any other purpose during which Philips Lighting Employees, Insiders or Qualified Insiders are prohibited or restricted from trading in securities of Peer Group Companies or any other companies.

14. **“Peer Group Companies”** means the group of peer group companies as disclosed in Philips Lighting its Annual Report from time to time or as otherwise determined by the Board of Management.

15. **“Project Owner”** the Philips Lighting Employee(s) responsible for a project which could potentially generate Inside Information.

16. **“Board of Management”** the board of management of Philips Lighting.

17. **“Supervisory Board”** the supervisory board of Philips Lighting.

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