



Agenda and explanatory note for the Extraordinary General Meeting of Shareholders 2015

To be held at the **Hilton Amsterdam hotel**, Apollolaan 138, Amsterdam on **Friday December 18, 2015, beginning at 9.30 hours**.

Agenda item

Proposal to appoint Mr A. Bhattacharya as member of the Board of Management with effect from December 18, 2015

This is a voting item

Explanatory note

The only agenda item is the proposed appointment of Abhijit Bhattacharya as member of the Board of Management, as announced on October 12, 2015. Mr Bhattacharya will fulfill the role of Chief Financial Officer (CFO) of Royal Philips.

The Supervisory Board is very pleased that Mr Bhattacharya is available as member of the Board of Management. In accordance with the Articles of Association of the company, the Supervisory Board has made a binding recommendation regarding his appointment as member of the Board of Management. The binding recommendation is available at the offices of the company and at ABN AMRO Bank N.V. (Gustav Mahlerlaan 10 (HQ 7050), 1082 PP Amsterdam) as well as on the company's website (www.philips.com/egm) and will be available at the meeting.

Mr Bhattacharya was born in India in 1961. He first joined Philips in 1987 and has held various senior leadership roles in the company in Asia Pacific, Europe and the United States. He chaired the team responsible for the overall planning and execution of the separation process to create two companies focused on the HealthTech and Lighting opportunities, reporting directly to CEO Mr Van Houten, and was recently appointed CFO of Philips Lighting. In 2014, he was the CFO of Philips Healthcare, Philips' largest sector, and he headed Philips Investor Relations from 2010 to 2013. Prior to this, he was Head of Operations and Quality of the ST Microelectronics and Ericsson joint venture, and CFO of NXP Semiconductors' largest business group.

In line with the Dutch Corporate Governance Code, members of the Board of Management are (re-)appointed for the term of four years as laid down in the Articles of Association. This effectively means that Mr Bhattacharya's term of appointment will expire at the end of the Annual General Meeting to be held in 2019. The services agreement (*overeenkomst van opdracht*) between the company and Mr Bhattacharya (which agreement is subject to his appointment), has been published on the company's website.

This agenda and explanatory note and other documents relevant for the Extraordinary General Meeting of Shareholders 2015 have been published on the company's website (www.philips.com/egm). The meeting documents are also available at the offices of the company and at ABN AMRO Bank N.V. (Gustav Mahlerlaan 10 (HQ 7050), 1082 PP Amsterdam) and will be available at the meeting.

