

RULES REGARDING SHAREHOLDER REQUESTS

Pursuant to the articles of association of Philips Lighting N.V. (the "**company**") the board of management (the "**board**") of the company stipulated that the following rules shall apply to shareholders who wish to address requests to the company.

Article 1

Status and contents of the rules

- 1.1. These rules provide further detail to article 8.2.2. and article 8.3.3. of the company's articles of association.
- 1.2. Where these rules are inconsistent with Dutch law or the company's articles of association, the law or, as the case may be, the articles of association shall prevail. Where these rules conform to the company's articles of association but are inconsistent with Dutch law, the latter shall prevail. If one or more provisions of these rules are or become invalid, this shall not affect the validity of the remaining provisions. The board shall replace the invalid provisions by those which are valid and the effect of which, given the contents and purpose of these rules, is to the greatest extent possible similar to that of the invalid provisions.

Article 2

Requests to convene a shareholders' meeting

- 2.1. Requests addressed to the board and the supervisory board to convene a shareholders' meeting as referred to in section 2:110 subsection 1 Dutch Civil Code may be submitted in writing as well as electronically.
- 2.2. Written requests as referred to in article 2 paragraph 1 should be sent to the address referred to in article 6 paragraph 1.
- 2.3. Electronic requests as referred to in article 2 paragraph 1 should be sent to the address referred to in article 6 paragraph 2.

Article 3

Requests to put items on the agenda of a shareholders' meeting

- 3.1. Requests addressed to the board and the supervisory board to put items on the agenda of a shareholders' meeting as referred to in section 2:114a subsection 1 Dutch Civil Code may be submitted both in writing as well as electronically. Such request should meet the requirements pursuant to section 5:25kbis Dutch Financial Markets Supervision Act.
- 3.2. Written requests as referred to in article 3 paragraph 1 should be sent to the address referred to in article 6 paragraph 1.
- 3.3. Electronic requests as referred to in article 3 paragraph 1 should be sent to the address referred to in article 6 paragraph 2.

Article 4

Requirements that a request must meet

- 4.1. Requests as referred to in article 2 paragraph 1 and article 3 paragraph 1 must be drawn up in the English language and should include the name, address, telephone number as well as, if applicable, the email address of the applicant.
Such requests should include a precise specification of the matters to be discussed as well as an explanation thereto in the form of a shareholders' circular.
- 4.2. Holders of ordinary shares held through Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V. ("**Euroclear Nederland**") must accompany requests as referred to in article 2 paragraph 1 and article 3 paragraph 1 by a declaration of the participating institution (*aangesloten instelling*) of Euroclear Nederland in whose administration they are registered as the holders of the ordinary shares. The declaration must include the number of ordinary shares that at the date of the request are registered in the name of the applicant.
- 4.3. Holders of a right of usufruct or a right of pledge on ordinary shares held through Euroclear Nederland who are entitled to vote, must accompany requests as referred to in article 2 paragraph 1 and article 3 paragraph 1 by a declaration of the holder of the ordinary shares that are subject to the right of usufruct or the right of pledge of the applicant as well as a declaration of the participating institution of Euroclear Nederland in which administration the holder of ordinary shares is registered. The declaration of the holder of ordinary shares must include the number of ordinary shares of such holder that at the date of the request are subject to a right of usufruct or a right of pledge with voting rights in favour of the applicant. The declaration of the

affiliated institution must include the number of ordinary shares that at the date of the request are registered in the name of the holder of ordinary shares.

- 4.4. Requests as referred to in article 2 paragraph 1 and article 3 paragraph 1 that are submitted by holders of ordinary shares who are directly included in the company's shareholders register as well as holders of a right of usufruct or a right of pledge on such shares who are entitled to vote, must include the number of shares to which the request relates. With regards to these requests, the company's shareholders register shall serve as evidence.
- 4.7. Other persons than those referred to in paragraphs 2 up to and including 4 who are entitled to submit requests as referred to in article 2 paragraph 1 and/or article 3 paragraph 1 should, with regards to the evidence to be provided in regard to their right to submit such requests, contact the person referred to in article 6 paragraph 1.

Article 5

Acknowledgement by the company

- 5.1. Within 4 business days upon receipt of a request as referred to in article 2 paragraph 1 or article 3 paragraph 1, the company shall send an acknowledgement of receipt. The acknowledgement of receipt shall be sent to the (email) address of the applicant as referred to in the request.
- 5.2. Within 10 business days upon receipt of a request, the company shall send a response. The response shall be sent to the (email) address of the applicant as referred to in the request.
- 5.3. In its response referred to in paragraph 2, the company shall state whether it shall comply with the request as referred to in article 2 paragraph 1 or article 3 paragraph 1. If the request is not to be complied with, the response shall state the grounds.

Article 6

Address of the company

6.1. Written requests as referred to in article 2 paragraph 1 and article 3 paragraph 1 must be sent to:

Philips Lighting N.V.
for the attention of:
General Secretary / Chief Legal Officer
Jupiter Plaza Arena Building, Floor 7
Herikerbergweg 102
1101 CM Amsterdam
The Netherlands

6.2. Electronic requests as referred to in article 2 paragraph 1 and article 3 paragraph 1 must be sent to the following email address:

investor.lighting@philips.com.

Article 7

Non-compliance, amendment

7.1. The board may occasionally decide at its sole discretion not to comply with and adhere to these rules.

7.2. These rules may be amended by a resolution of the board to that effect. Amendments to these rules shall be published on, and can be downloaded from, the company's website.

Article 8

Governing law

These rules shall be governed by and construed in accordance with the laws of the Netherlands.