

Annual General Meeting of Shareholders

1. Presentation by CEO Eric Rondolat





Full year 2019

A year of strengthening our industry leadership

- Increased our LED-based sales to 78% (Q4 18: 71%)
- Increased connected light points to 56m (Q4 18: 44m)
- Total CSG -4.6%; LED-based comparable sales +1.4%
- Lowered indirect cost base by EUR 125m
- Operational profitability increased to 10.4%
- Free cash flow of EUR 529m highest since IPO
- Acquisitions of Cooper Lighting Solutions, Klite, WiZ, Once & iLox
- Ahead of sustainability targets in 2019



Brighter lives, better world

Sustainable revenues and Sustainable operations



On track for carbon neutrality in 2020

2017, 2018, 2019

#1 Industry leader, 'Electrical Components and Equipment' category, Dow Jones Sustainability Index

Since 2016

2019 "A" Rating by Carbon Disclosure Project for 'Climate' and 'Supply Chain'



82.5% sustainable revenues (2020 target 80%)



99% sustainable supply chain (2020 target 90%)



90% of industrial waste recycled



94% electricity from renewables; carbon neutral in 15 markets

Sound progress made on our strategic priorities in 2019

Strategic priorities	Proof points in 2019
Create segmented and differentiated LED offers to increase our share	Increased LED lighting share from 71% to 78% of total sales
Drive systems growth to increase our connected installed base	 Installed light points using our connected lighting products increased by more than 25% to 56m connected light points
Develop recurring data-enabled services revenues	Further enhanced Interact Indoor Navigation and launched Interact Smart Workspaces and Interact Asset Tracking
Invest in growth, organically and inorganically	 WiZ Connected extends our leadership in the smart home Once Inc. and iLOX increase our exposure to animal-centric lighting Klite strengthens LED lamps and luminaires supply chain Cooper Lighting strengthens North American position
Grow a leading market share in conventional	Continued strong free cash flow of Lamps at 19% of sales
Digitalize and improve our commercial and supply chain processes for our customers	Our average DRM (Delivery Reliability Metric) improved by 160 basis points
Achieve world-class operational excellence	Adjusted EBITA margin improved by 30 basis points to 10.4%

Signify is the world leader in lighting

We provide high-quality energy efficient lighting products, systems and services

Systems and Services Light sources Luminaires €6.2bn No. 1 No. 1 4.5% Connected, LED, sales in 2019, of sales reinvested Industry Leader Conventional ~ 75% professional **Dow Jones Sustainability** in R&D Index



We are continuously transforming our business

Transition from conventional to LED-based sales (in % of total sales)



Development of Adj. EBITA margin



10.4%





First quarter 2020

- Installed base of connected light points increased to 60m in Q1 2020 (Q4 19: 56m)
- Adjusted indirect costs decreased by EUR 56m, or -11.1%
- Improved Adjusted EBITA margin by 10 bps to 7.9%, with a neutral effect from currencies, despite 15.3% decrease in CSG
- Doubled free cash flow to EUR 112m
- Acquisition of Cooper Lighting completed; integration is well underway and achievement of synergies on track



Completed acquisition of Cooper Lighting Solutions

- Acquired Cooper Lighting for USD 1.4bn on a cash and debt-free basis
- Provides scale and operational efficiencies to make our offerings even more competitive
- In 2019 Cooper generated EUR 1.5bn of sales, of which 84% LED-based
- An adjusted EBITA of EUR 150m and EBITA of EUR 165m
- Increases our Professional revenues from 43% to 53% of total sales, based on 2019 figures





COVID-19 update Q1 and actions

Employee health and safety is our highest priority

- Activated global and local crisis response teams
- Restored global manufacturing capacity to more than 80%
- Took broad range of mitigating actions to preserve profitability and cash flow
- Now accelerating and extending mitigating measures
- Liquidity remains strong; cash position of EUR 924m at the end of Q1 2020
- Supported local partners and communities



Outlook 2020

Considering the uncertainty about the future course of the pandemic, and the length and depth of the impact on the global economy, Signify does not provide financial guidance at this point in time.



Six platforms for growth



Professional systems



Solar



Consumer systems



3D Printing





LiFi

Growth platform: Professional systems More than 2,000 Interact City projects in 58 countries since 2012

Growth platform: Consumer systems Release of Philips Hue Play HDMI Sync Box and Philips Hue Bluetooth expands range of features for users

Growth platform: Agriculture 150+ recipes for horticultural light 100+ sites for aquaculture lighting

Growth platform: Solar Expanded to new markets in Europe, Latin America and the Pacific

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Growth platform: 3D Printing Already printed 250k luminaires, rapid growth expected

Growth platform: LiFi 100+ pilots worldwide; continually expanding into new segment





Thank you



2. Remuneration report 2019



Remuneration Board of Management 2019

Board of Management	Base Salary 2019 ¹⁾		al (Cash) Ince of Base Sala		Long-term Equity-based Incentive at target (% of Base Salary) ²⁾
		Min.	Target	Max.	
E.H.E. Rondolat	€ 871,000	0	80	160	100
S.L.A. Rougeot	€ 570,000	0	60	120	80
C.L. van Schooten	€ 569,000	0	60	120	80

1) Base Salaries BoM members increased with 2.5% for 2019

2) Shares are granted conditionally and governed by the Signify Long-term Incentive Plan for the Board of Management



Annual Incentive 2019

The Annual Incentive 2019 consists of two major components:

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Financial Component Three performance measures (80%)

- CSG Comparable Sales Growth (ext. reported)
- Adj. EBITA Adjusted Earnings Before Interest, Tax and Amortization (ext. reported)
- FCF Free Cash Flow (ext. reported)

Long-term Incentive 2019

Long-term Incentive 2019 performance measures:



Personal Component (20%)

As agreed with and approved by the Supervisory Board

Performance-incentive zone for TSR in % of grant value

Ranking	15	14	13	12	11	10	9	8	7	6	5	4	3	2	1
Payout	0	0	0	0	0	60	80	100	120	140	160	180	200	200	200

Signify

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					on-target % of annual		realized % of annual base	realized annual incentive
	Performance Measures	Weighting	Realized %		base		(2019)	(in EUR)
	Comparable Sales Growth	30%	0%					
E.H.E. Rondolat	Adj. EBITA	30%	50%					
E.H.E. KONUOIAL	Free Cash Flow	20%	200%					
	Team and individual performance measures	20%	100%					
	Multiple achieved		75%	х	80%	=	60%	522.600
	Comparable Sales Growth	30%	0%					
	Adj. EBITA	30%	50%					
S.L.A. Rougeot	Free Cash Flow	20%	200%					
	Team and individual performance measures	20%	100%					
	Multiple achieved		75%	х	60%	=	45%	256.500
	Comparable Sales Growth	30%	0%					
	Adj. EBITA	30%	50%					
C.L. van Schooten	Free Cash Flow	20%	200%					
	Team and individual performance measures	20%	100%					
	Multiple achieved		75%	х	60%	=	45%	256.050



Long-Term Incentive grant performance achievement and vesting levels

	Achievement	Weighting	Vesting level
TSR	100%	40%	40%
Free Cash Flow	80%	40%	32%
Sustainability	200%	20%	40%
Total			<u>112%</u>



Remuneration Supervisory Board 2019

Supervisory Board	Membership	Committees	Other compensation ¹⁾	Total
A.P.M. van der Poel	€ 110,000	€ 25,000	€ 2,500	€ 137,500
G. van der Aast	€ 85,000	€ 28,000	€ -	€ 113,000
E. Blok	€ 75,000	€ 20,500	€ -	€ 95,500
R.S. Lane	€ 75,000	€ 17,500	€ 29,189	€ 121,689
J. Lee	€ 75,000	€ 22,500	€ 17,500	€ 115,000

1) Allowance for continental and intercontinental travel



3. Explanation of the policy on additions to reserves and dividends



Signify continues to exercise strict financial discipline in the generation and use of cash

Cash available

- Free cash flow generation
- Signify's focus remains on maintaining a robust capital structure and on its policy to prioritize future deleveraging to support its commitment to an investment grade credit rating.

Cash usage

- Continue to pay a stable to increased dividend per share*
- Deleveraging strategy aiming to drive down net debt/EBITDA to below 1x within three years
- Continue to invest in R&D and other organic growth opportunities**
- Disciplined management of the balance sheet

*Signify has decided to withdraw the proposal to pay a dividend of EUR 1.35 per share to ensure resilience during this period of market uncertainty and to further strengthen the company's financial position. Once market conditions have stabilized, Signify will revisit its capital allocation to shareholders.

**Signify will focus on integrating Cooper Lighting; M&A will have a lower priority



Signify's Net Debt increased mainly due to the (non-cash) impact of IFRS16 on leases

Characteristics at the end of 2019

- Total cash of EUR 847 million
- Debt of EUR 740 million and USD 500 million as per Refinancing Term Loans with 3- and 5-years maturity (2023 and 2025)
- Total net debt position of EUR 618 million
- Net leverage of 0.9x Net Debt to EBITDA
- Unutilized revolving credit facility of EUR 500 million





*Other includes FX effect on cash, cash equivalents and debt, lease liabilities adjustments following the application of IFRS 16 and shares buy-back for LTI.

s)ignify

We have subsequently restructured our core debt profile



Current term loans and bonds debt profile



Key comments

As at 31st December 2019:

- Our IPO debt was structured as EUR 740m and USD 500m and was maturing in May 2021
- In addition we had an unutilized EUR 500m RCF in place maturing May 2021

Since the year-end we have restructured our debt:

- New term loans split between 3 and 5 year with approx. EUR 645m 3 year and EUR 541m 5 year were put in place
- Renewed our RCF for EUR 500m for 5 years with two extension options
- We accessed the Eurobond market to repay the bridge financing for the Cooper Lighting acquisition with a 4 year bond for EUR 675m and a 7 year bond for EUR 600m



4. Financial statements 2019

5. Discharge members of the Board of Management and the Supervisory Board



Triodos Investment Management, also representing Eumedion (Triodos/Eumedion)

1. The closure of the Cooper acquisition unfortunately coincided with global outbreak of the COVID-19 virus. While the increased leverage following the acquisition looked manageable in the pre-COVID-19 world, it could bring challenges in the current environment.

We therefore have two questions:

- a. Will you need to take additional measures to lower leverage (further to the ones announced concurrent with the release of the 1Q20 results)?
- b. What level of leverage do you feel comfortable with at this point and how long do you think you need to get to this level?



Triodos/Eumedion

2. Secondly, as a result of the higher leverage, it may be more difficult to obtain additional liquidity. What's your take on this (both the need for potential additional liquidity and access to it)?



Vereniging van Effectenbezitters (VEB)

3. Has Signify performed scenarios and stress-tests as a result of the coronaviruspandemic? If so, what is the expected impact on adjusted EBITA, free cash flow, liquidity, and solvability?





4. Net debt amounts to 1,8 billion euros, or 2.7x EBITDA. Signify needs to maintain a net leverage ratio of no higher than 3.5x (or up to 4x in the 12 months after acquiring Cooper).

- a. Are you worried that Signify might breach its bank covenants given the deterioration in EBITDA?
- b. Would in a worst-case scenario perceived by Signify the covenants be breached?



5. The valuation of goodwill is a key audit matter. The key assumptions for the Professional- segment were downwardly adjusted (initial, extrapolation and terminal value period). These adjustments however did not result in an impairment of goodwill.

- a. Can you explain why the adjustments did not result in an impairment of goodwill. Are you for example assuming return on new invested capital (RONIC) equalling WACC in the terminal stage, whereby the terminal growth rate does not impact the valuation?
- b. With the current adverse market conditions initial growth will likely be lower in the next year(s). Should investors be prepared for an impairment due to the worsening market conditions? And what size would that impairment have?
- c. Signify notes that for the Professional segment 'a reasonably possible change in key assumptions' will not lead to a recoverable amount below the carrying value. What exactly is meant by 'a reasonably possible change'?





6. Signify has a number of defined-benefit pension plan (Germany, United States and other countries). As a consequence of increasing liabilities and lower assets returns due to market turmoil, the funding status is likely deteriorating. Can you update shareholders on the expected cash outflows given the market changes in 2020?


APG Asset Management

- 7. Cooper acquisition:
- a) Explanation of the Net Debt to EBITDA ratio at closing of x 2.0 which was communicated on October 15th 2019 and the Net Debt to EBITDA ratio of >2.7 after the 1Q20 results. What explains the large deterioration?
- b) With the Net Debt to EBITDA ratio targeted to fall below 1 within 3 years and with Net Debt at EUR 2bn at the end of 1Q20, this suggests free cash flow generation of > EUR 500m per annum was taken as an assumption (before the COVID out break and including pay out of regular dividend of some EUR 175m per annum)
- c) Will the around EUR 1.5bn additional sales of Cooper Lighting become eligible to the royalty payments Signify has to pay to Philips every year?



Triodos/Eumedion

8. It has been suggested by a competitor that the Cooper acquisition will create unrest among the agent networks in the US. This is because these agents fear that Signify will in the end consolidate the agent network. As a result, it has been said that employees from Cooper and Signify agents are joining agents with stronger positions at competitors. Given the importance of the agent networks for market access, this will cause Cooper and Signify to lose market share in the US. How do you look at this risk?





9. Signify commented that the acquisition of Cooper Lighting Solutions would substantially strengthen its position in the attractive U.S. market. Are you able to share some additional details on the market position (for example market share) of Signify in comparison to its competitors in the U.S.?



APG Asset Management

10. Klite acquisition:

- a) We find this acquisition was not well communicated despite the fact that it added some 5.500-6,000 employees to the company, around 17-20% more to the group at that moment. Also the fact that Klite is a large supplier to Signify, some 40% of its sales, raises additional questions like 'was this company in financial distress (Klite had EUR 174m of trade creditor position which is potentially close to 6 months of sales and alarming) and had to be rescued in order to safeguard supply to Signify?'
- b) But from the annual report, almost a half year after the acquisition was announced, we learn that the non-Signify sales of Klite in 2019 was EUR 223m with net income of EUR 25, which is rather good and implies an EBITA margin of some 14%. So profitability of Klite seems to be rather healthy. But than the question rises why did Signify paid only a modest EUR 71m in 4Q19 on acquisitions (must be Klite) which would value Klite at around EUR 140m on a 100% basis which seems way to low for a 11% net income profit company with FY19 sales of EUR 370m per annum (assuming the EUR 223m is about 60% as was commented and EUR 148m is the other 40% already within Signify's reported sales) as this would imply only 3.5 times earnings. On page 103 in the annual report we read that EUR 60m was recorded as being 'non-controlling interest' (we assume Klite) and that again points towards a valuation of Klite of EUR 122m. Lastly, we probably must add some EUR 35m, as this was the positive effect from consolidating Klite on the working capital of Signify, which brings the total valuation to EUR 157m, but still below 4 times earnings.
- c) So in conclusion we find that such a large acquisition as Klite, which in terms of employees is even similar of larger that the Cooper Lighting, should have been communicated in a better way. Also as this acquisition may have al sorts of financial implications on the FY19 reported numbers of Signify due to the fact that Klite is now being fully consolidated. The implied valuation of Klite of below 4 times earnings on our estimates based on information provided in the annual report, seems too low and would require further clarification.



11. Signify has stopped or postponed certain R&D expenses. Last year the company already spent less on R&D (283 versus 312 million euro). Innovation capabilities and investments in R&D are an important element through which Signify aims to differentiate itself from competitors.

- a. Is Signify still confident that it is spending a sufficient amount of capital on R&D to stay at the forefront of technological developments?
- b. How does Signify measure the efficiency of its 283 million euro spending on R&D, are there any specific financial metrics used?



VEB

12. Signify's Lamps-segment continues to see comparable sales growth decline by 20 percent or more per year (FY:2020 potentially over 30 percent). With its 'last company standing' strategy Signify continues to rationalize the manufacturing footprint and reduce operational costs. How much further can Signify continue the rationalization of its manufacturing footprint? When do you expect the last redundant factory to be closed?





13. How likely is it that the Signify Home-segment could continue to deliver strong growth and eventually become a meaningful profit driver for the group?





14. Signify is protecting its liquidity position by withdrawing its dividend proposal, curtailing capex, while the Supervisory Board and leadership team took a 20 percent salary reduction for Q2.

- a. 85 percent of Signify employees voluntarily supported a 20 percent working time reduction and pro rata pay adjustment for a period of three months in the second quarter. With for example labor union FNV protesting the pay adjustment, will Signify stick to its plans?
- b. Has Signify made use of the government compensation scheme called NOW? And, would Signify make a new request if and when the NOW-scheme per 1" of July is extended?



Triodos/Eumedion

15. We learned from the publication of your 1Q20 results that the COVID-19 virus has led to both employees and the board of management taking a (temporary) cut in pay. We appreciate this gesture, but also have several questions about this:

- a. How will you decide about potential prolonging of these pay cuts after 2Q20?
- b. Will the (temporary) pay cuts have an impact on variable compensation (both on the targets and the level)?
- c. You have suggested that you may apply for state aid. If you will do this, will all variable compensation for the board of management be waived?
- d. For the 2019 LTIP, which share price will be used to calculate the number of shares members of the board of management are entitled to? Given the volatile development of the share price, we would recommend using an average value instead of the value on a certain date.



Triodos/Eumedion

16. The report from the audit committee is quite similar to last year, so we would welcome more disclosure about the insights from its activities. For 2019 specifically, we'd like to know the key findings from the evaluation of the functioning of the external auditor.





17. During fiscal year 2019 the Supervisory Board had in-depth sessions to review and discuss developments in specific markets such as the Kingdom of Saudi Arabia and India. Can you share some background on these specific discussions in Saudi Arabia and India?





18. In previous years following an internal review, weaknesses were identified with respect to the operations in Saudi Arabia. In 2017 the auditor even included a key audit matter on the Saudi operations. Are there any improvements yet to be made in this area? What remediations were effectuated during 2019, if any?



Vereniging van Beleggers voor Duurzame Ontwikkeling (VBDO)

19. VBDO would like to compliment Signify as being one of the first companies committing to 1.5°C-aligned emission reduction targets, and also with its efforts to reduce its own carbon footprint and the carbon footprint of its suppliers as well. Next to the important goals for CO2 emissions, recycling and renewable sources, Signify describes various technologies and tools for climate adaptation. For example, lighting used for horti- and aquaculture, animal centric lighting and lighting in water and air purification products (AR, 7 & 148). Food and water availability depends heavily on the global warming trajectory that the world faces in the years to come. Is Signify willing to commit to provide additional insight and disclose more information on the potential contribution of the company's products on the availability of food and water?



VBDO

20. VBDO recognises Signify as a best practice in supply chain management and compliments the company on transparently disclosing information to its stakeholders. Additionally, VBDO is pleased to read that Signify reached its set target, by maintaining a Supplier Sustainability Performance (99% in 2019) target of 90% in 2020 (AR, 15). VBDO is very interested in innovative and pro-active measures for improving labour conditions in the supply chain. Can Signify, in next year's annual report, explain in more detail how collaboration with other companies, e.g. that are member of the Responsible Business Alliance (RBA), contributes to improving labour conditions in the supply chain, especially in the deepest tiers? Is Signify planning to communicate new targets to further improve labour conditions of the company's supply chain?



VBDO

21. Signify created a Diversity and Inclusion Board to discuss current policies as well as to implement new initiatives and review progress. Signify recognises the global need for a better balance in diversity in two specific areas: generational diversity and gender diversity (AR, 139). The implementation of more of women in leadership roles is however progressing slowly. What are the measures to realize the target of at least 30% women in leadership roles in 2025? Another important aspect contributing to gender diversity is 'equal pay for work of equal value', which Signify applies in all countries in which the company operates (AR, 140). However, women are often still disadvantaged compared to men. On average, women in the European Union earn approximately 16% less than men. Would Signify be willing to analyse the gender pay gap (mean and adjusted) for the company's workforce, management as well as executive levels and report on this matter in the annual report of 2020?



VEB: "General points of attention in times of crisis"

- 1. Waive variable remuneration
- 2. Extra review accountant
- 3. Decrease number of board positions
- 4. Climate responsibilities



Triodos/Eumedion

In general, we continue to be pleased with the extensiveness of reporting, both from a financial and sustainability perspective. Regarding sustainability specifically, we are happy to read that your carbon footprint continues to decline and that you're also taking an active role in limiting the carbon footprint of your suppliers.



6. Composition of the Board of Management



7. Composition of the Supervisory Board



8. Remuneration policies Board of Management and Supervisory Board



Proposed remuneration policy for the Board of Management

Labor market peer group

Companies in the labor market peer group									
Aalberts	BAM	KPN	Osram	Rheinmetall Group					
AkzoNobel	Boskalis	Legrand	Prysmian	Siemens Gamesa					
ASML	DSM	Nexans	Rexel						



Proposed remuneration policy for the Board of Management Long-Term Incentive

Current policy:



Performa	nce-in	centiv	/e zon	e for	TSR in	% of	grant	t value	•						
Ranking	15	14	13	12	11	10	9	8	7	6	5	4	3	2	1
Payout	0	0	0	0	0	60	80	100	120	140	160	180	200	200	200

Proposed new policy:



Performance-incentive zone for TSR in % of grant value

Ranking	15	14	13	12	11	10	9	8	7	6	5	4	3	2	1
Payout	0	0	0	0	0	0	0	75	100	125	150	175	200	200	200

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Proposed Remuneration policy for the Supervisory Board

SB fixed annual fee	In EUR
Chairman	110,000
Vice Chairman	85,000
Member	75,000
Committee fees	
Audit Committee	
Chairman	22,500
Member	13,000
Remuneration Committee	
Chairman	15,000
Member	10,000
Nomination Committee	
Chairman	15,000
Member	7,500
Travel allowance	
Intercontinental	5,000
Continental	2,500



Remuneration Board of Management - Outlook 2020



Overview of Total Direct Compensation for the Board of Management

Outlook 2020 total direct compensation for members of the Board of Management

In EUR	Base Salary Jan 1, 2020 (+2.5%)	Base Salary April 1, 2020 (+1%)	Short-Term Incentive ³⁾	Long-Term Incentive ³⁾	Total Direct Compensation ³⁾
E.H.E. Rondolat	892,775	901,703 ¹⁾	80%	100%	2,542,768
C.L. van Schooten	583,225	589,057 ¹⁾	60%	80%	1,413,737
M.L. Mariani		570,000 ²⁾	60%	80%	1,368,000

1) Note: The BoM agreed with a voluntary 20% reduction in their base salary for Q2 2020. The SB also agreed to a 20% reduction of their fees

2) Base salary as per date of appointment: May 20

3) Short-Term Incentive, Long-Term Incentive and Total Disclosure Compensation shown as at target level





22. Is the Supervisory Board considering using its discretionary power to further reduce or slash all variable payment components for 2020, for instance, because the pay-for-performance relation is weaker than ever in the current turbulence?





23. The labor market peer group among others consists of a number of Dutch companies. Why has Signify chosen companies like ASML, Aalberts, AkzoNobel, DSM, and KPN, that are active in vastly different sectors and on average a lot larger? Why did Signify not add more Dutch Midcap companies that are overall more comparable in terms of their market cap?



24. Signify proposes to add the return on capital employed to its financial measures in the long- term incentive plan (LTIP).

- a. Will Signify also report on as well as publish a detailed calculation of its return on capital employed (RoCE) to give investors more insight in its realized returns going forward?
- b. Will RoCE be calculated including or excluding goodwill and other acquired intangibles?
- c. Why was RoCE not included in the STI-plan of 2019? Would the Supervisory Board be willing to include it going forward given the Cooper Lighting Solutions acquisition is expected to generate RoCE above WACC within one year?





25. Signify announced several acquisitions in 2019. How does the Supervisory Board take this into account in the remuneration policy? For example, regarding the realization of expected cost synergies?





26. With the acquisition of Cooper Lighting Solutions, the net debt level increased significantly (2.7x EBITDA). Signify aims to reduce the net leverage ratio to below 1x net debt/EBITDA within three years. Why hasn't the Supervisory Board chosen to explicitly include the leverage ratio as a separate target in the remuneration policy?



Triodos/Eumedion

We welcome the increased weight of sustainability in the targets for long-term equity-based incentives and are also pleased to see that you will include return on invested capital as a (potential) target.



9. Re-appointment of the external auditor of the company



10. Authorizations of the Board of Management to (a) issue shares or grant rights to acquire shares, and(b) restrict or exclude pre-emptive rights



11. Authorization of the Board of Management to acquire shares in the company



12. Cancellation of shares



13. Any other business / additional questions



Voting results



Signify