

# Invitation

## Annual General Meeting of Shareholders 2019



# To the shareholders of Signify N.V.

The Board of Management is pleased to invite you to the company's Annual General Meeting on

**Tuesday May 14, 2019 at 14:00 CET**

at High Tech Campus 48, 5656 AE Eindhoven, the Netherlands

## Agenda

- 1 Presentation by CEO Eric Rondolat**
- 2 Implementation of the remuneration policy in 2018**
- 3 Explanation of the policy on additions to reserves and dividends**
- 4 Financial statements 2018**  
Proposal to adopt the financial statements for the financial year 2018 (voting item)
- 5 Dividend**  
Proposal to adopt a cash dividend of EUR 1.30 per ordinary share from the 2018 net income (voting item)
- 6 Discharge members of the Board of Management and the Supervisory Board**
  - a. Proposal to discharge the members of the Board of Management in respect of their duties performed in 2018 (voting item)
  - b. Proposal to discharge the members of the Supervisory Board in respect of their duties performed in 2018 (voting item)
- 7 Authorizations of the Board of Management to (a) issue shares or grant rights to acquire shares, and (b) restrict or exclude pre-emptive rights**
  - a. Proposal to authorize the Board of Management to issue shares or grant rights to acquire shares (voting item)
  - b. Proposal to authorize the Board of Management to restrict or exclude pre-emptive rights (voting item)
- 8 Authorization of the Board of Management to acquire shares in the company**  
Proposal to authorize the Board of Management to acquire shares in the company (voting item)
- 9 Cancellation of shares**  
Proposal to cancel shares in one or more tranches as to be determined by the Board of Management (voting item)
- 10 Any other business**

# Explanation agenda

## 1 Presentation by CEO Eric Rondolat

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CEO Eric Rondolat will give a presentation on the performance of Signify in 2018.

## 2 Implementation of the remuneration policy in 2018

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Explanation of the implementation of the remuneration policy for the Board of Management in 2018.

See also chapter 9 (Remuneration report) and notes 29 and 30 to the Consolidated financial statements of the Annual Report 2018.

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

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CFO Stéphane Rougeot will explain Signify's policy on additions to reserves and dividends.

See also section 11.4 (Capital allocation) of the Annual Report 2018.

## 4 Financial statements 2018

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Proposal to adopt Signify's financial statements for the financial year 2018.

## 5 Dividend

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Proposal to adopt a cash dividend of EUR 1.30 per ordinary share from the 2018 net income. This represents an increase of 4% compared with last year and a pay-out ratio of 46% of continuing net income, which is in accordance with the company's target of 40% to 50% of continuing net income.

If this dividend proposal is adopted by the General Meeting, the shares will be traded ex-dividend as of May 16, 2019 and the dividend record date will be May 17, 2019. The dividend payment date will be May 28, 2019.



A cash dividend is, in principle, subject to 15% Dutch dividend withholding tax, which will be deducted from the cash dividend paid to the shareholders. Some shareholders may be eligible to claim a tax credit for, or a refund of, the tax withheld, if certain conditions are met. Shareholders are advised to consult their tax advisor on the applicable situation both with respect to withholding tax and the possibility to claim a tax credit for, or a refund of, the tax withheld, as well as the tax due (such as corporate income tax, personal income tax) on the dividend received.

## 6 Discharge members of the Board of Management and the Supervisory Board

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- a) **Proposal to discharge the members of the Board of Management in respect of their duties performed in 2018**  
Proposal to discharge the members of the Board of Management in office during the financial year 2018 from liability in respect of the performance of their respective duties in the financial year 2018. The proposed discharge only extends to matters set forth in the Annual Report 2018 or otherwise disclosed to the General Meeting prior to the adoption of the resolution to discharge.
- b) **Proposal to discharge the members of the Supervisory Board in respect of their duties performed in 2018**  
Proposal to discharge the members of the Supervisory Board in office during the financial year 2018 from liability in respect of the performance of their respective duties in the financial year 2018. The proposed discharge only extends to matters set forth in the Annual Report 2018 or otherwise disclosed to the General Meeting prior to the adoption of the resolution to discharge.

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

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- a) **Proposal to authorize the Board of Management to issue shares or grant rights to acquire shares**  
Proposal to authorize the Board of Management for a period of 18 months, effective as from May 14, 2019, to issue ordinary shares or grant rights to acquire ordinary shares, subject to the approval of the Supervisory Board, up to a maximum of 10% of the issued capital as at May 14, 2019.
- b) **Proposal to authorize the Board of Management to restrict or exclude pre-emptive rights**  
Proposal to authorize the Board of Management for a period of 18 months, effective as from May 14, 2019, to restrict or exclude pre-emptive rights accruing to shareholders, subject to the approval of the Supervisory Board, in connection with ordinary share issues pursuant to the authorization described under a) of this agenda item above.

The proposals under a) and b) are intended to give the Board of Management flexibility in financing the company in the most efficient manner, in covering obligations arising from the company's long-term incentive performance share plan and other employee share plans, and in the context of mergers, acquisitions and/or strategic alliances.

Adoption of these proposals by the General Meeting will replace the current authorizations of the Board of Management to (i) issue ordinary shares or grant rights to acquire ordinary shares, and (ii) restrict or exclude pre-emptive rights, which were granted by the General Meeting on May 15, 2018.

## **8 Authorization of the Board of Management to acquire shares in the company**

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Proposal to authorize the Board of Management for a period of 18 months, effective as from May 14, 2019, to cause the company to acquire ordinary shares on the stock exchange or otherwise, subject to the approval of the Supervisory Board, at a price between the nominal value of the ordinary shares and 110% of the market price of the ordinary shares on Euronext Amsterdam (the market price being the average of the highest price on each of the five days of trading prior to the date of acquisition, as shown in the Official Price List of Euronext Amsterdam), provided that the maximum number of ordinary shares the company may acquire and hold, does not exceed 10% of the issued share capital as at May 14, 2019, plus an additional 10% of the issued capital as of that same date in connection with the execution of share repurchases for capital reduction purposes.

The purpose of this proposal is to give the Board of Management flexibility in repurchasing ordinary shares in the company for, amongst others, the return of capital to its shareholders and/or, to the extent such authorization is required, to fulfill the company's obligations under its long-term incentive performance share plan and other employee share plans.

Adoption of this proposal by the General Meeting will replace the current authorization of the Board of Management to repurchase shares which was granted by the General Meeting on May 15, 2018.

## **9 Cancellation of shares**

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Proposal to cancel any or all ordinary shares in the share capital of the company held or to be acquired by the company under the authorization referred to under agenda item 8, resulting in a reduction of the company's issued ordinary shares. The cancellation may be executed in one or more tranches. The number of shares that will be cancelled shall be determined by the Board of Management, with a maximum of the number of shares that may be acquired in accordance with the authorization referred to under agenda item 8. Pursuant to the relevant statutory provisions, cancellation may not be effected until two months after the resolution to cancel shares is adopted and publicly announced; this will apply for each tranche.

The purpose of this proposal is cancellation of ordinary shares held by the company or that will be acquired in accordance with the authorization referred to under agenda item 8, to the extent that such shares shall not be used to cover obligations under share-based remuneration or other obligations.

# Attending the meeting and voting

The procedures for registration, representation and voting at the Annual General Meeting of Shareholders of Signify N.V. on Tuesday May 14, 2019 (the “AGM”) are described below. The AGM will be held at High Tech Campus 48, 5656 AE Eindhoven, the Netherlands.

## AGM documents

The following meeting documents are available on the company’s website:

- The AGM agenda and the explanatory notes to the agenda
- A document containing instructions on attending the AGM and voting
- Signify N.V.’s Annual Report 2018, including the financial statements for the financial year 2018, other information required by the Dutch Civil Code and the reports of the Board of Management and the Supervisory Board
- A form of power of attorney to vote shares in the company’s share capital in respect of the items on the agenda for the AGM

These documents are also available for inspection and can be obtained free of charge at the office of the company, Herikerbergweg 102, 1101 CM Amsterdam and at the office of ING Bank N.V., Foppingadreef 7, 1102 BD Amsterdam (“ING”).

Questions on the agenda items may be submitted via e-mail to the company at IR@signify.com.

## Record Date

Persons will be entitled to attend and vote at the AGM, provided they (1) are registered as a shareholder of Signify N.V. on Tuesday April 16, 2019, after processing

of all settlements of that date (the “Record Date”) in the register mentioned below, and (2) have submitted their application to attend the AGM in accordance with the procedure as set out below (the “Shareholders”).

The Board of Management has designated as register: the administrations at the Record Date of the banks and brokers which are intermediaries (*intermediairs*) of Euroclear Nederland within the meaning of the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*).

## Registration for attending the AGM

Shareholders who, either in person or by proxy, wish to attend the AGM have to register for the meeting from Wednesday April 17, 2019 up to and including Tuesday May 7, 2019 before 17:00 CET as follows.

Shareholders can register via <https://ing.evo-platform.com/light> or via the intermediary where their shares are administered. The intermediaries must provide ING no later than Tuesday May 7, 2019 at 17:00 CET with an electronic statement that includes the number of shares held by the relevant Shareholder on the Record Date and the number of shares which have been applied for registration. Upon registration, ING will issue a registration certificate for each Shareholder via the relevant intermediaries that serves as admission ticket for the AGM.

## Voting by proxy

Shareholders registered in accordance with the procedure stated above who wish to have themselves represented at the AGM, may give voting instructions electronically to civil-law notary Cindy Smid or her substitute from Zuidbroek Corporate Law Notaries.

Shareholders can do so via <https://ing.evo-platform.com/light> (available as of April 17, 2019) no later than Tuesday May 7, 2019 before 17:00 CET.

Shareholders registered in accordance with the procedure stated above who wish to have themselves represented at the AGM by another person, may for that purpose also use a physical form of power of attorney which can be found on the company's website. The duly completed and executed power of attorney must be received by ING for the attention of Issuer Services, location TRC 02.039, Foppingadreef 7, 1102 BD Amsterdam (e-mail: [iss.pas@ing.nl](mailto:iss.pas@ing.nl), fax: +31 20 5636959) no later than Tuesday May 7, 2019 before 17:00 CET.

## **Admission to the AGM**

Registration for admission to the AGM will take place on the day of the meeting from 12:30 CET until the start of the AGM at 14:00 CET. After this time, registration for admission is no longer possible. Persons entitled to attend the AGM must present a valid admission ticket for the AGM and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document.

**March 28, 2019**

Signify N.V.

Board of Management

## Signify High Tech Campus, building 48 5656 AE Eindhoven The Netherlands

### Visit to the Lighting Application Center

Before the meeting, registered Shareholders can visit the Lighting Application Center (“LAC”) where the latest professional indoor lighting developments and insights are demonstrated real-time. The LAC is situated at HTC 48 behind the registration desk and will be open from 12:30 CET until 13:45 CET.

### How to get there by train?

As of 12:15 CET until 13:30 CET, dedicated shuttle buses are waiting at the city center side of the Eindhoven train station to take you to High Tech Campus 48 Eindhoven. These mini vans can be recognized by the Signify logo behind the windshield. Alternatively, you can take the direct bus line 407, which is located on the other side of the station, to High Tech Campus Eindhoven and walk to building 48.

### How to get there by car?

Use the address ‘Professor Holstlaan 4’ Eindhoven in your route planner or navigation system.

### Where to park your car?

At the High Tech Campus Eindhoven please follow the sign ‘P4 Zuid’ and enter the parking at the sign ‘Visitors only Signify Lighting Application Center’. At the barrier, please use the intercom and press the button HTC 48. The parking is located behind the Signify High Tech Campus, building 48 (“HTC 48”) where the meeting will be held.



### Contact Signify

#### Investor Relations

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Parking  
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Center

