

KONINKLIJKE (ROYAL) PHILIPS NV

MEETING DATE	Thu, 03 May 2018 14:00	TYPE	AGM	ISSUE DATE	Mon, 16 Apr 2018
MEETING LOCATION	The Hotel Okura Amsterdam, Ferdinand, Bolstraat 333, Amsterdam				
CURRENT INDICES	FTSE EuroFirst				
SECTOR	Electrical Components & Equipment				

PROPOSALS		ADVICE
1	President's Speech Non-voting agenda item.	Non-Voting
2.A	Discuss Remuneration Policy Non-voting agenda item.	Non-Voting
2.B	Discussion on Company's Corporate Governance Structure Non-voting agenda item.	Non-Voting
2.C	Receive Explanation on Company's Reserves and Dividend Policy Non-voting agenda item.	Non-Voting
2.D	Approve Financial Statements Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. No serious governance concerns have been identified.	For
2.E	Approve the Dividend The Board proposes a dividend of EUR 0.80 per share. The dividend is covered by earnings. Acceptable proposal.	For
2.F	Discharge of Management Board Standard proposal.	For
2.G	Discharge of Supervisory Board Standard proposal.	For
3.A	Re-elect Orit Gadiesh to Supervisory Board Independent Non-Executive Director.	For
3.B	Elect Paul Stoffels to Supervisory Board Independent Non-Executive Director.	For
4.A	Issue Shares with Pre-emption Rights It is proposed to issue new shares with pre-emptive rights for up to 10% of the share capital for 18 months. The proposed amount is less than 50% of the current share capital. Triodos supports this resolution.	For
4.B	Authorise the Board to Waive Pre-emptive Rights The Board requests shareholder approval to exclude pre-emption rights on shares issued over a period of 18 months or until next AGM, proposed in the previous resolution. The corresponding authority for issuing shares without pre-emptive rights, requested in the previous proposal, does not exceed guidelines (10%).	For
5	Authorise Share Repurchase Authority sought to allow the Board to repurchase and use capital stock within legal boundaries. The authority exceeds 5% of the share capital. The Company has not duly provided an explanation regarding the rationale behind the proposal. Triodos opposes this resolution.	Oppose

6 Authorise Cancellation of Treasury Shares

For

The Board requests authorisation to cancel repurchased shares for up to 10% of the share capital over a period of 24 months. It is not considered that this has a negative effect on shareholder rights.

Triodos supports this resolution.

7 Other Business

Non-Voting

Non-voting agenda item.

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 2.F - Discharge of Management Board

The General Data Protection Regulation (GDPR), regulation number 2016/679, was introduced on 25th May 2016 and will become effective from 25th May 2018. The GDPR affects all member states and will require the transposition into national legislation once binding. The aim of the directive is to unify various data protection laws in the EU. It is suggested that in order to establish a framework for accountability, a Data Protection Officer (DPO) is appointed by the Board. The DPO is expected to have sufficient expert knowledge depending on the sector.

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