



Charter of the Digital Committee

Signify N.V.

Definitions

Board of Management	:	the board of management of the Company;
Company	:	Signify N.V.;
Digital Committee	:	the digital committee of the Supervisory Board;
Digital Committee Rules	:	these rules of the Digital Committee;
Supervisory Board	:	the supervisory board of the Company; and
Supervisory Board Rules	:	the supervisory board rules of the Company.

Responsibilities of the Digital Committee

Article 1

- 1.1 The Digital Committee shall advise the Supervisory Board and prepare the decision-making of the Supervisory Board in relation to the committee's responsibilities.
- 1.2 The specific responsibilities of the Digital Committee are the following:
 - a. reviewing the company's digital strategy, roadmap, resourcing and any changes thereto, and reporting its findings and recommendations to the Supervisory Board relating thereto;
 - b. supervising the company's policy on digital marketing strategies, tools and operations and reporting its findings and recommendations to the Supervisory Board;
 - c. reviewing the company's digital objectives and performance, and reporting its findings and recommendations to the Supervisory Board relating thereto;
 - d. periodically assessing the effectiveness and results of the digital initiatives; and management skills, capabilities and training, and reporting its findings and recommendations to the Supervisory Board relating thereto; and
 - e. at least once a year, reviewing the governance for deciding on digital prioritization and spending within Company and reporting its findings and recommendations to the Supervisory Board.
- 1.3 The Digital Committee will consult with the CFO (*chief financial officer*) of the Company and, if it so desires, other members of the Board of Management from time to time on the matters referred to in article 1.2.

Composition of the Digital Committee

Article 2

- 2.1. The members of the Digital Committee, its chair and secretary shall be appointed by the Supervisory Board. The secretary does not need to be a member of the Supervisory Board.
- 2.2. The chair is primarily responsible for the proper functioning of the Digital Committee. He/she shall act as the spokesperson of the Digital Committee and shall be the main contact for the Supervisory Board.

- 2.3. Rules regarding the independence of members of the Digital Committee must be complied with, unless they apply on a comply or explain basis and the non-compliance is explained.
- 2.4. All the members of the Digital Committee must be independent within the meaning of article 9.4 of the Supervisory Board Rules, with the exception of no more than one member.
- 2.5. If a member of the Digital Committee is or becomes aware of any circumstance which may reasonably impair or affect his/her independence or the perception of his/her independence, that member will inform the Digital Committee promptly. The Digital Committee will then consult with the Supervisory Board to determine whether there is sufficient cause for that member to resign from, or terminate his/her membership of the Digital Committee.
- 2.6. In absence or inability of the chair, the members of the Digital Committee may appoint another member from their midst to act as the chair.

Meetings

Article 3

- 3.1. The Digital Committee meets whenever one or more of its members have requested such meeting and at least four times a year.
- 3.2. Meetings of the Digital Committee are called in writing by or on behalf of the chair or in his/her absence or inability by another member of the Digital Committee. The invitation to meetings must contain the agenda. Every member can suggest items for the agenda. The agenda and accompanying materials for the meeting must be sent to the members in good time before any meeting.
- 3.3. The Digital Committee and/or its chair may request officers, external advisors of the Company's group or other parties to be present at a meeting of the Digital Committee.
- 3.4. Meetings of the Digital Committee are chaired by the chair and in his/her absence by another member of the Digital Committee.
- 3.5. If a member of the Digital Committee is frequently absent during meetings of the Digital Committee, the chair of the Digital Committee will discuss this with that member. If the chair of the Digital Committee is frequently absent during meetings, another member of the Digital Committee will discuss this with the chair.
- 3.6. The minutes of the meeting are prepared by the secretary of the Digital Committee or any other person designated by the chair or in his/her absence or inability by another member of the Digital Committee. The minutes will be adopted either in a following meeting of the Digital Committee or by signing by the chair and the secretary or deputy secretary of the relevant meeting.
- 3.7. The Digital Committee shall provide the Supervisory Board with a report of its deliberations and findings.

Resolutions of the Digital Committee

Article 4

- 4.1. The provisions of the Supervisory Board Rules regarding the adoption of resolutions by the Supervisory Board apply mutatis mutandis to the adoption of resolutions by the Digital Committee.
- 4.2. In deviation of article 4.1, if no resolution can be adopted by the Digital Committee as a consequence of a Conflict of Interest (as defined in the Supervisory Board Rules) of all members of the Digital Committee, the relevant resolution will be referred to the Supervisory Board.

Status and contents of the Digital Committee Rules

Article 5

- 5.1. The Digital Committee Rules have been adopted by the Supervisory Board pursuant to article 4.3 of the Supervisory Board Rules.
- 5.2. The Digital Committee Rules are complementary to the rules and regulations (from time to time) applicable to the members of the Supervisory Board under Dutch law, the articles of association of the Company and the Supervisory Board Rules. If and to the extent these Digital Committee Rules are inconsistent with Dutch law, the articles of association or the Supervisory Board Rules, these Digital Committee Rules shall not apply.
- 5.3. The Digital Committee may in exceptional cases, as the circumstances may require, at its discretion decide to deviate from the Digital Committee Rules.

Governing law

Article 6

These Rules are governed by and to be construed in accordance with Dutch law.