

# Invitation

## Annual General Meeting of Shareholders 2026





# To the shareholders of Signify N.V.

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

**Friday April 24, 2026 at 13:30 CET**

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

## Agenda

### Annual Report

- 1 **Presentation by CEO As Tempelman**
- 2 **Remuneration report 2025**  
Advisory vote on the remuneration report 2025 (voting item)
- 3 **Explanation of the policy on additions to reserves and dividends**
- 4 **Implementation of the new Dutch corporate governance code in the company's governance structure**
- 5 **Financial statements 2025**  
Proposal to adopt the financial statements for the financial year 2025 (voting item)
- 6 **Dividend**  
Proposal to adopt a cash dividend of EUR 1.57 per ordinary share from the 2025 net income (voting item)
- 7 **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 2025 (voting item)
  - b. Proposal to discharge the members of the Supervisory Board in respect of their duties performed in 2025 (voting item)

### Board composition

- 8 **Composition of the Supervisory Board**
  - a. Proposal to re-appoint Bram Schot as member of the Supervisory Board (voting item)
  - b. Proposal to appoint Barbara Holzapfel as member of the Supervisory Board (voting item)
  - c. Proposal to appoint Jeroen Hoencamp as member of the Supervisory Board (voting item)

### Share capital

- 9 **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)
- 10 **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)
- 11 **Cancellation of shares**  
Proposal to cancel shares in one or more tranches as to be determined by the Board of Management (voting item)

### Closing

- 12 **Any other business**

# Explanation agenda

## Annual Report

### 1 Presentation by CEO As Tempelman

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CEO As Tempelman will give a presentation on the performance of Signify in 2025.

### 2 Remuneration report 2025

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The remuneration report 2025 is included in chapter 10 of the Annual Report 2025, which is available on the company's website. The remuneration report explains the remuneration policies for the Board of Management and the Supervisory Board, and the implementation of these policies in 2025.

In accordance with Dutch law, the remuneration report 2025 will be discussed and shareholders will have the opportunity to cast an advisory vote on this report. It is proposed to approve the remuneration report 2025.

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

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CFO Željko Kosanović will explain Signify's policy on additions to reserves and dividends.

See also section 12.4 (Capital allocation) of the Annual Report 2025.

### 4 Implementation of the new Dutch corporate governance code in the company's governance structure

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Explanation of the implementation of the new Dutch corporate governance code in the company's governance structure.

See also chapter 11 (Corporate governance) of the Annual Report 2025.

### 5 Financial statements 2025

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Proposal to adopt Signify's financial statements for the financial year 2025.

## 6 Dividend

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Proposal to adopt a cash dividend of EUR 1.57 per ordinary share from the 2025 net income. This represents an increase of 1 cent per share compared with the dividend for 2024. If this dividend proposal is adopted by the General Meeting, the shares will be traded ex-dividend as of April 30, 2026, and the dividend record date will be May 4, 2026. The dividend payment date will be May 11, 2026.

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.

## 7 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 2025**  
Proposal to discharge the members of the Board of Management in office during the financial year 2025 from liability in respect of the performance of their respective duties in the financial year 2025. The proposed discharge only extends to matters set forth in the Annual Report 2025 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 2025**  
Proposal to discharge the members of the Supervisory Board in office during the financial year 2025 from liability in respect of the performance of their respective duties in the financial year 2025. The proposed discharge only extends to matters set forth in the Annual Report 2025 or otherwise disclosed to the General Meeting prior to the adoption of the resolution to discharge.

## Board composition

## 8 Composition of the Supervisory Board

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In accordance with the articles of association of the company, the Supervisory Board has made a binding nomination regarding the (re-)appointment of three members of the Supervisory Board. The Supervisory Board proposes to re-appoint Bram Schot and proposes to appoint Barbara Holzapfel and Jeroen Hoencamp as member of the Supervisory Board as from April 24, 2026. The term of the (re-)appointments will end at the closing of the Annual General Meeting to be held in 2030.



### a) Proposal to re-appoint Bram Schot as member of the Supervisory Board

#### **Bram Schot (Dutch, 64)**

Bram Schot has been a member of the Supervisory Board since May 2022. He is also the Vice Chair of the Supervisory Board, Chair of the Remuneration Committee and member of the Digital Committee.

Bram Schot has over 25 years of international executive experience in the automotive industry, including senior leadership roles at DaimlerChrysler, Mercedes-Benz and Volkswagen Group. In 2018, he was appointed CEO of Audi Group and member of the Management Board of Volkswagen Group. During his tenure, he led the transition towards electrification and gained extensive experience in sustainability and energy transition.

Bram Schot is currently a non-executive member of the Board of Directors at Shell, Cognizant and Richemont and a senior advisor to different companies, including Carlyle Group. He is also Associate Professor of Practice Corporate Strategy at Bocconi University, Italy.

The Supervisory Board recommends the re-appointment of Bram Schot in view of his managerial experience, his extensive technology knowledge and his strong understanding of the importance of a customer-centric approach, taking into account his valuable contribution to the Supervisory Board and the effective manner in which he has performed his duties during his current term.

Bram Schot holds no shares in the capital of the company and is considered an independent member of the Supervisory Board pursuant to the Dutch Corporate Governance Code.



#### **b) Proposal to appoint Barbara Holzapfel as member of the Supervisory Board**

##### **Barbara Holzapfel (German/American, 57)**

Barbara Holzapfel is a US-based technology executive with extensive experience in enterprise software, digital transformation across B2B and B2C environments, and marketing and supply chain solutions. She began her career at The Coca-Cola Company and subsequently held consulting and leadership roles at New Solutions and Towers Perrin. From 2001 to 2013, she held various executive positions with SAP, across supply chain solutions, marketing and innovation, playing a key role in the company's transition to cloud and SaaS models and the acceleration of innovation strategies. From 2017 to 2022, Barbara Holzapfel was Vice President Education at Microsoft, responsible for global strategy, growth and marketing across the software and hardware portfolio. Most recently, she served as Chief Marketing Officer at Genesys, where she drove transformational growth through marketing and go-to-market strategies.

Barbara Holzapfel is currently a non-executive board member and the Chair of the Compensation Committee of hardware-enabled SaaS company Blackline Safety Corp, where she also serves on the Nominations & Governance Committee. She chairs the Board of Directors of Paris-based HR tech company Welcome to the Jungle. Barbara Holzapfel holds a degree in Business and Economics from Saarland University and a joint MBA from the University of Michigan and Saarland University. She has worked in Germany, US, UK, Switzerland and France.

The Supervisory Board recommends the appointment of Barbara Holzapfel in view of her experience in technology growth, innovation and marketing strategy and business transformation, and her strong connection to the US market.

Barbara Holzapfel holds no shares in the capital of the company and is considered an independent member of the Supervisory Board pursuant to the Dutch Corporate Governance Code.



### c) Proposal to appoint Jeroen Hoencamp as member of the Supervisory Board

#### **Jeroen Hoencamp (Dutch, 59)**

Jeroen Hoencamp is a Dutch-based telecom executive with a career in sales, marketing and general management. He spent over 25 years at telecommunications companies Vodafone and Liberty Global, where he held various executive positions. Most recently, he served as CEO of VodafoneZiggo, where he led the integration of Vodafone Netherlands and Ziggo (Liberty Global) into the integrated communications company VodafoneZiggo, serving both consumer and enterprise segments. In his prior roles, he designed and implemented turnaround strategies and led business and IT transformation initiatives.

Jeroen Hoencamp is currently a member of the Supervisory Board of PostNL and acts as an advisor to Singaporean investor GIC. He holds a degree in General Management and Marketing from Nyenrode University (the Netherlands) and an MBA from the University of Georgia (US). He has worked in the Netherlands, the UK, Ireland, the Dutch Antilles and the US.

The Supervisory Board recommends the appointment of Jeroen Hoencamp in view of his deep understanding of technology applications and his experience in business and IT transformations.

Jeroen Hoencamp holds no shares in the capital of the company and is considered an independent member of the Supervisory Board pursuant to the Dutch Corporate Governance Code.

## Share capital

### 9 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 of April 24, 2026, 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 April 24, 2026.

#### **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 April 24, 2026, 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 April 25, 2025.

## **I** 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 of April 24, 2026, 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); and
- 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 April 24, 2026, plus an additional 10% of the issued capital as at 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, among others, the return of capital to its shareholders and/or, to the extent such authorization is required, to fulfil the company's obligations under its long-term incentive 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 April 25, 2025.

## **II** 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 10, 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 10. 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 10, to the extent that such shares shall not be used to cover obligations under share-based remuneration or other obligations.

## Registration for the AGM and voting

The procedures for registration and voting at the Annual General Meeting of Shareholders (“AGM”) of Signify N.V. on Friday April 24, 2026 are described below.

The AGM will be held at High Tech Campus 48, 5656 AE Eindhoven, the Netherlands. The meeting can also be followed via a live video webcast that will be available on the company’s website [www.signify.com/agm](http://www.signify.com/agm). The webcast will start on April 24, 2026 at 13:30 CEST. The meeting will be held in English.

### 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 registration for the AGM and voting
- Signify N.V.’s Annual Report 2025, including the financial statements for the financial year 2025, other information required by the Dutch Civil Code, the reports of the Board of Management and the Supervisory Board, and the remuneration report 2025

These documents are also available for inspection and can be obtained free of charge at the office of the company, Basisweg 10, 1043 AP Amsterdam, the Netherlands.

### Record Date

Persons will be entitled to vote and to attend the AGM, provided they (1) are registered as a shareholder of Signify N.V. on Friday March 27, 2026, after processing of all settlements of that date (the “Record Date”) in the register mentioned below, and (2) have registered for 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 the AGM

Shareholders who, either in person or by proxy, wish to attend the AGM must register for the AGM from Monday March 30, 2026 up to Friday April 17, 2026 before 17:00 CEST as follows. Shareholders can register via [evote.rabobank.com](http://evote.rabobank.com) or via the intermediary where their shares are administered.

The intermediaries must provide Rabobank no later than Monday April 20, 2026 at 13:00 CEST 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, Rabobank will issue a registration certificate for each Shareholder via the relevant intermediaries, including a unique registration number for each shareholder.

## Voting by proxy

Shareholders registered in accordance with the procedure stated above may give a proxy including voting instructions electronically to civil law notary Cindy Smid or her substitute at Zuidbroek Corporate Law Notaries. Shareholders can do this via [evote.rabobank.com](https://evote.rabobank.com) (available as of March 30, 2026) or via the intermediary where their shares are administered until 17:00 CEST on Friday April 17, 2026. Voting results based on the voting instructions may be shared with the company prior to the AGM.

The intermediaries must provide Rabobank no later than Monday April 20, 2026 at 13:00 CEST 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.

## Admission to the AGM

Registration for admission to the AGM will take place on the day of the meeting from 12:45 CEST until the start of the meeting at 13:30 CEST. 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. They are therefore requested to carry a valid identity document.

## Questions prior to the AGM

Shareholders who registered for the AGM may submit questions on the agenda items to the company via e-mail, preferably in English, to [IR@signify.com](mailto:IR@signify.com). We kindly request shareholders to submit questions by 17:00 CEST on Monday April 13, 2026.

When submitting questions prior to the meeting, shareholders are kindly requested to state the unique registration number on their registration certificate. Shareholders who have registered and provided voting instructions for the meeting but have not received such a number can contact Rabobank via [Corporatebrokerage@rabobank.com](mailto:Corporatebrokerage@rabobank.com).

## March 10, 2026

Signify N.V.  
Board of Management

# Signify

High Tech Campus, building 48  
5656 AE Eindhoven  
The Netherlands

## How to get there by public transport:

From Eindhoven train station, you can take bus 407/408 to bus stop 'HTC/The Strip'. Please check with public transport operators for the latest travel information.

## How to get there by car:

In your navigation system, enter High Tech Campus 1, 5656 AE Eindhoven; on arrival, follow the on-site signs to Parking P4 East or P4 West.



Contact Signify  
Investor Relations

[IR@signify.com](mailto:IR@signify.com)

[https://www.signify.com/global/  
our-company/investors](https://www.signify.com/global/our-company/investors)



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