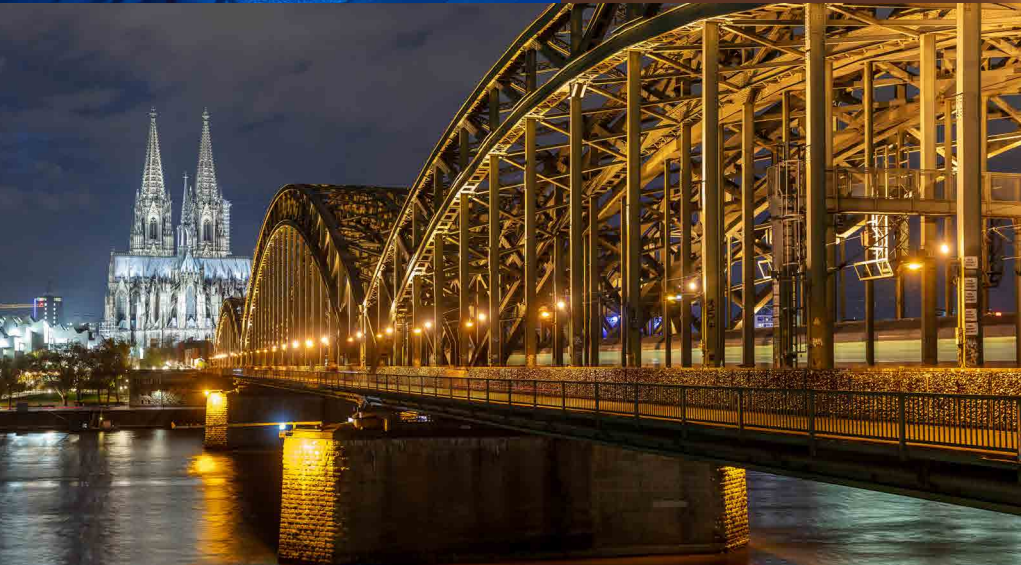
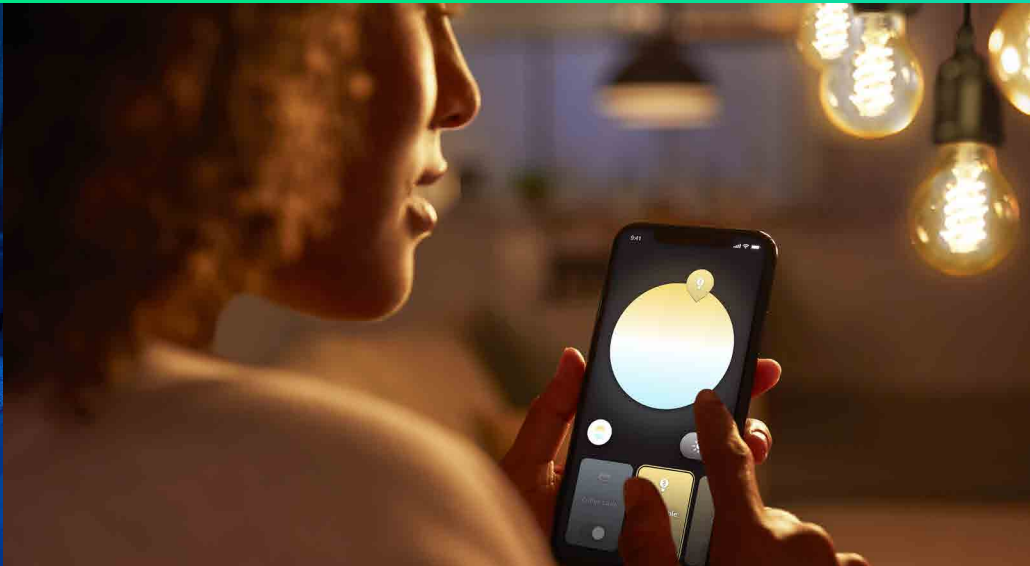


Invitation

Annual General Meeting of Shareholders 2021



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 18, 2021 at 14:00 CET

Agenda

- 1 Presentation by CEO Eric Rondolat**
- 2 Remuneration report 2020**
Advisory vote on the remuneration report 2020 (voting item)
- 3 Explanation of the policy on additions to reserves and dividends**
- 4 Financial statements 2020**
Proposal to adopt the financial statements for the financial year 2020 (voting item)
- 5 Dividend**
 - a. Proposal to declare an extraordinary cash dividend of EUR 1.35 per ordinary share against the freely distributable reserves (voting item)
 - b. Proposal to adopt a cash dividend of EUR 1.40 per ordinary share from the 2020 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 2020 (voting item)
 - b. Proposal to discharge the members of the Supervisory Board in respect of their duties performed in 2020 (voting item)
- 7 Composition of the Supervisory Board**
Proposal to re-appoint Gerard van de Aast as member of the Supervisory Board (voting item)
- 8 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)
- 9 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)
- 10 Cancellation of shares**
Proposal to cancel shares in one or more tranches as to be determined by the Board of Management (voting item)
- 11 Any other business**

Explanation agenda

1 Presentation by CEO Eric Rondolat

CEO Eric Rondolat will give a presentation on the performance of Signify in 2020.

2 Remuneration report 2020

The remuneration report 2020 is included in chapter 9 of the Annual Report 2020, 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 2020.

In accordance with Dutch law, the remuneration report 2020 will be discussed and shareholders will have the opportunity to cast an advisory vote on the remuneration report 2020. It is proposed to approve the remuneration report 2020.

3 Explanation of the policy on additions to reserves and dividends

CFO Javier van Engelen will explain Signify's policy on additions to reserves and dividends.

See also section 11.4 (Capital allocation) of the Annual Report 2020.

4 Financial statements 2020

Proposal to adopt Signify's financial statements for the financial year 2020.

5 Dividend

a) Proposal to declare an extraordinary cash dividend of EUR 1.35 per share against the freely distributable reserves

The proposed amount of this distribution is in line with the dividend proposal of EUR 1.35 for 2019, which was withdrawn in March 2020 to ensure the company's resilience and to strengthen its financial position during the COVID-19 crisis.

b) Proposal to adopt a cash dividend of EUR 1.40 per ordinary share from the 2020 net income

This represents an increase of 4% compared with the dividend proposal of EUR 1.35 for 2019 that was subsequently withdrawn (see above).

For each of these proposed dividends, if adopted by the General Meeting, the shares will be traded ex-dividend as of May 20, 2021 and the dividend record date for both dividends will be May 21, 2021. The payment date for both dividends will be June 1, 2021.

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

a) Proposal to discharge the members of the Board of Management in respect of their duties performed in 2020

Proposal to discharge the members of the Board of Management in office during the financial year 2020 from liability in respect of the performance of their respective duties in the financial year 2020. The proposed discharge only extends to matters set forth in the Annual Report 2020 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 2020

Proposal to discharge the members of the Supervisory Board in office during the financial year 2020 from liability in respect of the performance of their respective duties in the financial year 2020. The proposed discharge only extends to matters set forth in the Annual Report 2020 or otherwise disclosed to the General Meeting prior to the adoption of the resolution to discharge.

7 Composition of the Supervisory Board

Proposal to re-appoint Gerard van de Aast as member of the Supervisory Board

In accordance with the articles of association of the company, the Supervisory Board has made a binding nomination regarding the re-appointment of Gerard van de Aast as member of the Supervisory Board as from May 18, 2021. The term of the appointment will end at the closing of the Annual General Meeting to be held in 2025.

Gerard van de Aast (Dutch, 63)



Gerard van de Aast was appointed as member of the Supervisory Board in May 2017 and has held the position of Vice Chair of the Supervisory Board since January 2018. Previously, he was Chair of the Boards of Management of Imtech and VolkerWessels. Currently, he is Chair of the Supervisory Board of Nederlandse Spoorwegen (Dutch Railways) and member of the Supervisory Board of Witteveen+Bos, and he is nominated to be appointed as a member of the Supervisory Board of Royal KPN N.V. as of April 14, 2021.

The Supervisory Board recommends the re-appointment of Gerard van de Aast in view of his extensive managerial experience with technical services providers and construction services businesses, his experience in international business and the way he fulfils his role as Vice Chair of the Supervisory Board and Chair of the Remuneration Committee.

Gerard van de Aast 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.

8 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

Proposal to authorize the Board of Management for a period of 18 months, effective as from May 18, 2021, 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 18, 2021.

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 18, 2021, 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 19, 2020.

9 **Authorization of the Board of Management to acquire shares in the company**

Proposal to authorize the Board of Management for a period of 18 months, effective as from May 18, 2021, 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 18, 2021, 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, amongst 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 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 19, 2020.

10 **Cancellation of shares**

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 9, 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 9. 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 9, 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 of Signify N.V. on Tuesday May 18, 2021 (the 'AGM') are described below.

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 2020, including the financial statements for the financial year 2020, other information required by the Dutch Civil Code, the reports of the Board of Management and the Supervisory Board and the remuneration report 2020

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 or at ABN AMRO via e-mail ava@nl.abnmro.com.

Virtual Meeting – COVID-19

To protect the health and safety of all participants in connection with the COVID-19 pandemic and considering the temporary legislative measures from the Dutch government, the AGM will be held virtually. Signify invites its shareholders to vote by proxy prior to the meeting, to ask questions as much as possible prior to the meeting, and to follow the meeting via the live video webcast on the company's website (www.signify.com/agm). More details can be found below.

Live video webcast of the AGM

The meeting can be followed via a live video webcast that will be available via the company's website (www.signify.com/agm). The webcast will start May 18, 2021, at 14:00 CET.

Record Date

Persons will be entitled to vote and to virtually attend the AGM, provided they (1) are registered as a shareholder of Signify N.V. on Tuesday April 20, 2021, 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 can register for the AGM from Wednesday April 21, 2021 up to and including Tuesday May 11, 2021, before 17:00 CET as follows. Shareholders can register via www.abnamro.com/shareholder or via the intermediary where their shares are administered.

The intermediaries must provide ABN AMRO no later than Wednesday May 12, 2021, at 13:00 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, ABN AMRO 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 from Zuidbroek Corporate Law Notaries. Shareholders can do so via www.abnamro.com/shareholder (available as from April 21, 2021) no later than Tuesday May 11, 2021 before 17:00 CET. The civil law notary will cast such votes electronically or in writing ahead of the meeting.

Questions prior to and during the AGM

Shareholders who registered and provided voting instructions for the meeting may submit questions on the agenda items to the company via e-mail, preferably in English, at IR@signify.com. We kindly request shareholders to submit questions by Tuesday May 11, 2021, before 17:00 CET though ultimately three days before the start of the meeting (with a possibility of follow-up questions during the meeting via chat).

Shareholders who registered and provided voting instructions for the meeting may also ask live questions on the agenda items to the company, preferably in English, during the meeting via chat if they have submitted a request to this end by email to IR@signify.com before Tuesday May 11, 2021, before 17:00 CET. Upon receipt of such request, Signify will provide a link and instructions on how to use the chat.

When submitting questions prior to the meeting or submitting a request to ask live questions during the meeting, shareholders are kindly requested to state the unique registration number stated on their registration certificate. Shareholders who registered and provided voting instructions for the meeting though who did not receive such number can reach out to ABN AMRO via ava@nl.abnamro.com.

April 1, 2021

Signify N.V.
Board of Management

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

