

# Invitation

## Annual General Meeting of Shareholders 2022



# 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 17, 2022, at 14:00 CET**

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

## Agenda

- 1 Presentation by CEO Eric Rondolat**
- 2 Remuneration report 2021**  
Advisory vote on the remuneration report 2021 (voting item)
- 3 Explanation of the policy on additions to reserves and dividends**
- 4 Financial statements 2021**  
Proposal to adopt the financial statements for the financial year 2021 (voting item)
- 5 Dividend**  
Proposal to adopt a cash dividend of EUR 1.45 per ordinary share from the 2021 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 2021 (voting item)
  - b. Proposal to discharge the members of the Supervisory Board in respect of their duties performed in 2021 (voting item)
- 7 Composition of the Supervisory Board**  
Proposal to appoint Bram Schot 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

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CEO Eric Rondolat will give a presentation on the performance of Signify in 2021.

## 2 Remuneration report 2021

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The remuneration report 2021 is included in chapter 9 of the Annual Report 2021, 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 2021.

In accordance with Dutch law, the remuneration report 2021 will be discussed and shareholders will have the opportunity to cast an advisory vote on the remuneration report 2021. It is proposed to approve the remuneration report 2021.

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

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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 2021.

## 4 Financial statements 2021

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Proposal to adopt Signify's financial statements for the financial year 2021.

## 5 Dividend

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Proposal to adopt a cash dividend of EUR 1.45 per ordinary share from the 2021 net income. This represents an increase of 4% compared with the dividend for 2020.

If this dividend proposal is adopted by the General Meeting, the shares will be traded ex-dividend as of May 19, 2022 and the dividend record date will be May 20, 2022. The dividend payment date will be May 31, 2022.

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 2021**  
Proposal to discharge the members of the Board of Management in office during the financial year 2021 from liability in respect of the performance of their respective duties in the financial year 2021. The proposed discharge only extends to matters set forth in the Annual Report 2021 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 2021**  
Proposal to discharge the members of the Supervisory Board in office during the financial year 2021 from liability in respect of the performance of their respective duties in the financial year 2021. The proposed discharge only extends to matters set forth in the Annual Report 2021 or otherwise disclosed to the General Meeting prior to the adoption of the resolution to discharge.

## 7 Composition of the Supervisory Board

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### Proposal to appoint Bram Schot as member of the Supervisory Board

In accordance with the company's articles of association, the Supervisory Board has made a binding nomination on the appointment of Bram Schot as member of the Supervisory Board as from May 17, 2022. The term of the appointment will end at the closing of the Annual General Meeting to be held in 2026.

#### Bram Schot (Dutch, 60)



Bram Schot is currently a non-executive member of the Board of Directors at Shell, a senior advisor to different companies, including Carlyle Group, and Professor Leadership & Transformation at Bocconi University. He has a longstanding career in the Automotive industry, including as CEO of Audi Group, where he initiated the transition towards electrification, and Management Board member of Volkswagen Group and Vice Chairman of Porsche Holding.

The Supervisory Board recommends the 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.

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.

As announced by the company on January 27, 2022, Eelco Blok will reach the end of his four-year term at the General Meeting 2022, and will then step down as a member of Signify's Supervisory Board at his own request.

## 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

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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 17, 2022, 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 17, 2022.

### 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 17, 2022, 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 18, 2021.

## 9 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 17, 2022, 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 17, 2022, 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 18, 2021.

## 10 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 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 17, 2022 (the “AGM”) 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 at the company’s website ([www.signify.com/agm](http://www.signify.com/agm)). The meeting and webcast will start on May 17, 2022 at 14:00 CET. The meeting will be held in English, with simultaneous translation services being available.

## 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 2021, including the financial statements for the financial year 2021, other information required by the Dutch Civil Code, the reports of the Board of Management and the Supervisory Board and the remuneration report 2021

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 or at ABN AMRO via e-mail [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com).

## 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 Tuesday April 19, 2022, 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 Wednesday April 20, 2022 up to and including Tuesday May 10, 2022, before 17:00 CET as follows. Shareholders can register via [www.abnamro.com/shareholder](http://www.abnamro.com/shareholder) or via the intermediary where their shares are administered.

The intermediaries must provide ABN AMRO no later than Wednesday May 11, 2022, 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](http://www.abnamro.com/shareholder) (available as from April 20, 2022) no later than Tuesday May 10, 2022 before 17:00 CET.

## Admission to the AGM

Registration for admission to the AGM will take place on the day of the meeting from 13:15 CET until the start of the meeting 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.

## 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, at [IR@signify.com](mailto:IR@signify.com). We kindly request shareholders to submit questions by Tuesday May 10, 2022, before 17:00 CET.

When submitting questions prior to 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](mailto:ava@nl.abnamro.com).

## COVID-19; updated information on the company's website

At the time of publication of the agenda for the AGM, we expect to be able to organize the AGM in person. To protect the health and safety of all participants in connection with the COVID-19 pandemic, Signify may take precautionary measures. Such measures may include that Signify decides to convert the AGM into a virtual meeting based on temporary Dutch legislation.

If any of the measures taken result in an organization of the AGM that is different from the above, we will publish these measures on the company's website ([www.signify.com/agm](http://www.signify.com/agm)). You can also contact the company's Investor Relations at T: +31 20 24 55340.

**March 31, 2022**

Signify N.V.

Board of Management



# Signify

High Tech Campus, building 48  
5656 AE Eindhoven  
The Netherlands

## How to get there by car?

In your navigation system, use the address “Professor Holstlaan 4”. 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.

## How to get there by public transport?

From Eindhoven train station, you can take bus line 407/408 to bus stop “HTC/The Strip”. Please check the latest information via the public transport operators.



Contact Signify  
Investor Relations

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

