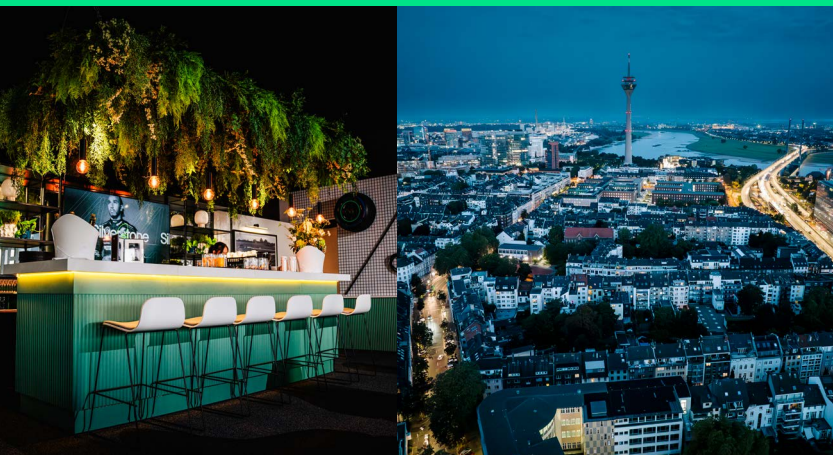


# Invitation

## Annual General Meeting of Shareholders 2025





# 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 25, 2025 at 15:00 CET**

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

## Agenda

- 1 Presentation by CEO Eric Rondolat**
- 2 Remuneration report 2024**  
Advisory vote on the remuneration report 2024 (voting item)
- 3 Explanation of the policy on additions to reserves and dividends**
- 4 Financial statements 2024**  
Proposal to adopt the financial statements for the financial year 2024 (voting item)
- 5 Dividend**  
Proposal to adopt a cash dividend of EUR 1.56 per ordinary share from the 2024 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 2024 (voting item)
  - b. Proposal to discharge the members of the Supervisory Board in respect of their duties performed in 2024 (voting item)
- 7 Composition of the Board of Management**  
Proposal to appoint Željko Kosanović as member of the Board of Management (voting item)
- 8 Composition of the Supervisory Board**  
Proposal to re-appoint Gerard van de Aast as member of the Supervisory Board (voting item)
- 9 Appointment of assurance provider of the company**  
Proposal to appoint PricewaterhouseCoopers as assurance provider of the company for 2026-2028 (voting item)
- 10 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)
- 11 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)
- 12 Cancellation of shares**  
Proposal to cancel shares in one or more tranches as to be determined by the Board of Management (voting item)
- 13 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 2024.

## 2 Remuneration report 2024

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The remuneration report 2024 is included in chapter 10 of the Annual Report 2024, 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 2024.

In accordance with Dutch law, the remuneration report 2024 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 2024.

## 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 2024.

## 4 Financial statements 2024

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Proposal to adopt Signify's financial statements for the financial year 2024.

## 5 Dividend

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Proposal to adopt a cash dividend of EUR 1.56 per ordinary share from the 2024 net income. This represents an increase of 1 cent per share compared with the dividend for 2023. If this dividend proposal is adopted by the General Meeting, the shares will be traded ex-dividend as of April 29, 2025, and the dividend record date will be April 30, 2025. The dividend payment date will be May 7, 2025.

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 2024**  
Proposal to discharge the members of the Board of Management in office during the financial year 2024 from liability in respect of the performance of their respective duties in the financial year 2024. The proposed discharge only extends to matters set forth in the Annual Report 2024 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 2024**  
Proposal to discharge the members of the Supervisory Board in office during the financial year 2024 from liability in respect of the performance of their respective duties in the financial year 2024. The proposed discharge only extends to matters set forth in the Annual Report 2024 or otherwise disclosed to the General Meeting prior to the adoption of the resolution to discharge.

## 7 Composition of the Board of Management

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The Supervisory Board is very pleased to propose the appointment of Mr. Željko Kosanović as member of the Board of Management, as announced on October 25, 2024. Željko Kosanović will continue to fulfill the role of Chief Financial Officer (CFO) of Signify.

In accordance with the articles of association of the company, the Supervisory Board has made a binding nomination to appoint Željko Kosanović as member of the Board of Management as from April 25, 2025. The term of the appointment will end at the closing of the Annual General Meeting to be held in 2029. The services agreement (which is subject to his appointment) is available on the company's website.

### Proposal to appoint Željko Kosanović as member of the Board of Management



#### Željko Kosanović (French, 54)

Mr. Željko Kosanović joined Signify in 2017 as the CFO of Signify's Digital Solutions Division, and was the company's group controller since 2021. Željko Kosanović was appointed acting CFO with effect from April 1, 2024, replacing the former CFO Javier van Engelen who stepped down from the Board of Management on that date. With effect from October 25, 2024, Željko Kosanović was appointed CFO.

Before joining Signify, Željko Kosanović spent over 20 years in CFO and senior leadership roles at Schneider Electric, specializing in M&A, general management, and organizational transformation across China, Brazil, and Europe.

A French native, Željko Kosanović holds a Bachelor of Arts from Nottingham Trent University, a Master's in International Business from Grenoble University, an Executive MBA from Kellogg School of Management and Hong-Kong University of Science & Technology.

## 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 Mr. Gerard van de Aast as member of the Supervisory Board as from April 25, 2025. As Gerard van de Aast already served for two four-year terms, and in accordance with the Dutch corporate governance code, the term of his appointment will end at the closing of the Annual General Meeting to be held in 2027.

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

#### Gerard van de Aast (Dutch, 67)



Mr. Gerard van de Aast has been a member of the Supervisory Board since 2017 and was appointed Chair of the Supervisory Board in May 2024. He is also the Chair of the Nomination & Governance Committee and a member of the Remuneration Committee.

Previously, Gerard van de Aast was on the Executive Board of Reed Elsevier (later: RELX), CEO of construction company VolkerWessels and CEO of technical services company Imtech. Currently, he is Chair of the Supervisory Board of Royal KPN N.V. Before, he was Chair of NS (Dutch Railways) and member of the Supervisory Boards of Witteveen+Bos, Océ and Heisterkamp Transport Services.

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, for continuity and the way he has fulfilled his role as Chair of the Supervisory Board and as Vice Chair in the past two terms.

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.

## 9 Appointment of the assurance provider of the company

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The Supervisory Board proposes to appoint PricewaterhouseCoopers Accountants N.V. (“PwC”) as the company’s assurance provider for a term of three years starting January 1, 2026, with a possible extension after the initial period.

The European Corporate Sustainability Reporting Directive (CSRD) requires the separate appointment of an assurance provider in relation to the company’s CSRD sustainability reporting. The selection of PwC as assurance provider was part of the extensive tender process under leadership of the Audit Committee, resulting in the appointment of PwC as the company’s new external auditor for the financial years 2026 through 2028 by the General Meeting held on May 14, 2024. The Supervisory Board now proposes to appoint PwC as the company’s assurance provider for the same period.

## **I** 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 25, 2025, 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 25, 2025.

### **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 25, 2025, 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 14, 2024.

## **II** 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 25, 2025, 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 25, 2025, 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 May 14, 2024.

## 12 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 11, 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 11. 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 11, to the extent that such shares shall not be used to cover obligations under share-based remuneration or other obligations.



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