

PRICING STATEMENT



PHILIPS LIGHTING N.V.

(a public company with limited liability (naamloze vennootschap) incorporated under the laws of the Netherlands, with its corporate seat in Eindhoven, the Netherlands)

Initial public offering of 37,500,000 ordinary shares at a price of €20.00 per Offer Share

This pricing statement (the “**Pricing Statement**”) relates to the Offering as referred to in the prospectus of Philips Lighting N.V. (at the date of this Pricing Statement still a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) named Philips Lighting Newco B.V.) (the “**Company**”) dated 16 May 2016 (the “**Prospectus**”). The Offering consists of: (i) a public offering in the Netherlands to institutional and retail investors and (ii) a private placement to certain institutional and other investors that qualify under available offering exemptions in various other jurisdictions. The Offer Shares are being offered: (i) by private placement within the United States of America (the “**US**”), to persons reasonably believed to be “qualified institutional buyers” as defined in, and in reliance on, Rule 144A under the US Securities Act of 1933, as amended (the “**US Securities Act**”), and (ii) outside the US, where all offers and sales of the Offer Shares will be made in compliance with Regulation S under the US Securities Act.

This Pricing Statement has been prepared in accordance with section 5:18(2) of the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*; the “**FMSA**”) and has been filed with the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the “**AFM**”). This Pricing Statement is being made generally available in the Netherlands in accordance with section 5:21(3) of the FMSA.

This Pricing Statement must be read in conjunction with the Prospectus. Terms used and not defined herein have the meaning ascribed to them in the Prospectus.

There is currently no public market for the Ordinary Shares. Application has been made to list the Ordinary Shares, under the symbol “**LIGHT**” on Euronext in Amsterdam, a regulated market of Euronext Amsterdam N.V. (“**Euronext Amsterdam**”). Trading on an “as-if-and-when-delivered” basis in the Ordinary Shares on Euronext Amsterdam is expected to commence on or about 27 May 2016 (the “**First Trading Date**”). Payment (in euro) for, and delivery of, the Offer Shares are expected to take place on or about 31 May 2016 (the “**Settlement Date**”).

INVESTING IN THE OFFER SHARES INVOLVES RISKS. SEE “RISK FACTORS” IN THE PROSPECTUS FOR A DESCRIPTION OF CERTAIN RISKS THAT SHOULD BE CAREFULLY CONSIDERED BEFORE INVESTING IN THE OFFER SHARES.

The Offering Period has ended today. The Offer Price has been determined at €20.00 per Offer Share taking into account the conditions described in “The Offering” in the Prospectus. The number of Offer Shares has been determined at 37,500,000. Pursuant to the Over-Allotment Option, the Stabilization Manager may require Koninklijke Philips N.V. (the “**Selling Shareholder**”) to sell at the Offer Price up to 5,625,000 additional Ordinary Shares (the additional Ordinary Shares the “**Over-Allotment Shares**”) to cover over-allotments or short positions, if any, in connection with the Offering.

Immediately following the Settlement Date, and subject to Settlement occurring, the Company will have an issued ordinary share capital of €1,500,000 divided into 150,000,000 Ordinary Shares (nominal value, €0.01 per Share); and the Selling Shareholder will hold (i) assuming no exercise of the Over-Allotment Option, 112,500,000 Ordinary Shares representing 75.0% of the issued share capital of the Company, and (ii) assuming full exercise of the Over-Allotment Option, 106,875,000 Ordinary Shares representing 71.25% of the issued share capital of the Company.¹

In connection with the Offering, Goldman Sachs International, as the Stabilization Manager, or any of its agents, on behalf of the Underwriters may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Ordinary Shares up to a maximum of 15% of the total number of Offer Shares sold in the Offering or effect other transactions with a view to supporting the market price of the Ordinary Shares at a higher level than that which might otherwise prevail in the open market. The Stabilization Manager is not required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange (including Euronext Amsterdam) or otherwise and may be undertaken at any time during the period commencing on the First Trading Date and ending no later than 30 calendar days thereafter. The Stabilization Manager or any of its agents will not be obligated to effect stabilizing transactions, and there will be no assurance that stabilizing transactions will be undertaken. Such stabilizing transactions, if commenced, may be discontinued at any time without prior notice. Save as required by law or regulation, neither the Stabilization Agent nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilizing transactions under the Offering.

The Offer Shares have not been and will not be registered under the US Securities Act. Any Offer Shares will be subject to certain selling and transfer restrictions as described in “Selling and Transfer Restrictions” in the Prospectus.

Joint Global Coordinators and Joint Bookrunners

Goldman Sachs International

J.P. Morgan

Joint Bookrunners

Citigroup

ING

Morgan Stanley

**Société Générale Corporate &
Investment Banking**

Co-Bookrunners

ABN AMRO

Rabobank

Financial Adviser to the Selling Shareholder

Rothschild

This Pricing Statement is dated 26 May 2016

¹ In each case excluding the effect of the sale of Ordinary Shares by the Selling Shareholder to the CEO and CFO of the Company as disclosed in the Prospectus.