

- plan, to identify and prioritize risks, assign ownership, and implement appropriate risk responses. Risk workshops are conducted with senior management across the company to facilitate these risk assessments, and during 2022 several risk workshops were held.
- Senior management discusses and monitors the risk profile and risk response effectiveness at least quarterly in its performance reviews and during Audit & Risk Committees, which cover all Businesses, Markets and selected Functions and at Group level.
 - Developments in the enterprise risk profile and management's initiatives to improve risk responses are discussed and monitored during the quarterly meeting of the Audit Committee of the Supervisory Board.
 - As an integral part of the strategy review, each year the Executive Committee assesses the enterprise risk profile and the potential risk impact versus Group risk appetite. The assessment also covers the effectiveness of the risk management framework and potential improvements thereto.
 - The Philips risk profile and the risk management framework are discussed at least once a year with the Supervisory Board.

Examples of measures taken during 2022 to further strengthen risk management:

- In addition to the continuous improvement of our QMS we run an enterprise-wide program Accelerating Patient Safety and Quality. This program was initiated in 2021 following the Respirationics voluntary recall to evaluate and further improve our QMS, our oversight & performance management and our culture where necessary. For more information, refer to the [Quality & Regulatory and patient safety](#).
- An enterprise-wide analysis is conducted regarding detection and reporting of product defects/failures, applying the lessons learned from the Respirationics field action to each Philips business.
- Various improvements to our risk management process standards in several risk areas, for example enterprise risk, product risk, and supplier- and supply-chain-related risk.
- Further standardization and alignment of controls and the embedding in the global Philips standard process framework.
- Risk & Compliance (R&C) community building to drive continuous improvement, knowledge sharing, capability building and risk transparency across various R&C areas.
- Strengthening the risk dialogue as an integrated part of regular performance and strategy execution dialogues.
- Continued improvement of our risk management capabilities in security (including cyber, product and supply chain).
- Extension of our supplier risk management to deeper tiers, and diversified sourcing of high-risk components to further reduce supply dependencies.
- Analysis of global warming and weather scenarios on the geographical footprint of our facilities as well as suppliers', in line with the recommendations of the Task Force on Climate-Related Financial Disclosures.
- Ongoing exploration and capturing of opportunities to use data analytics and automation in controls monitoring, and the ongoing deployment of our governance, risk and compliance IT solutions.

Philips Business Control Framework

The Philips Business Control Framework (PBCF) sets the standard for internal control at Philips. The objective of the PBCF is to maintain integrated management control of the company's operations and reporting, as well as safeguard compliance with applicable laws and regulations. Philips has designed its PBCF based on the COSO Internal Control-Integrated Framework (2013).

As part of the PBCF, Philips has implemented a standard set of Internal Controls over Financial Reporting (ICFR). Together with Philips' established accounting procedures, this standard set of internal controls is designed to provide reasonable assurance that assets are safeguarded, that the books and records properly reflect transactions necessary to permit preparation of financial statements, that policies and procedures are carried out by qualified personnel, and that published financial statements are properly prepared and do not contain any material misstatements. In each reporting unit, management is responsible for customizing the controls set for their business, risk profile and operations.

Each year, management's accountability for ICFR is evidenced through the formal certification statement sign-off. Any deficiencies noted in the design and operating effectiveness of ICFR that were not completely remediated are evaluated at year-end by the Board of Management. The Board of Management's report, including its conclusions regarding the effectiveness of ICFR, can be found in this report in the section [Management's annual report on internal control over financial reporting](#).

Philips General Business Principles (GBP)

The GBP – part of the Philips Business System – incorporate and represent the fundamental principles by which all Philips businesses and employees around the globe must abide. They set the minimum standard for our business conduct as a health technology company, for our individual employees and for our subsidiaries. The GBP form an integral part of labor contracts in virtually every country in which Philips operates, and translations are available in 30 languages. Each year, employees reconfirm their commitment to the code of conduct after completing their GBP e-learning, and there is an additional annual sign-off for Executives. A similar sign-off is in place for Finance and Procurement staff for their respective codes of conduct. Detailed underlying policies, manuals, training, and tools are in place to give employees practical guidance on how to apply and uphold the GBP in their daily work.

The GBP Review Committee is responsible for the effective deployment of the GBP and for generally promoting a culture of compliance and ethics within the company. The Committee is chaired by the Chief ESG & Legal Officer, and its members include the Chief Financial Officer, Chief Human Resources Officer and the Chief of International Markets. Furthermore, each quarter all our key markets convene market compliance committees, which act as local satellites of the GBP Review Committee, dealing with GBP-related matters in the local context. They are also responsible for the design and execution of localized compliance plans that are tailored to their market-specific risks and organizational set-up, and regularly review the relevant compliance metrics for their respective market through dashboards delivered by the legal compliance monitoring team. The Secretariat of the GBP Review Committee, together with a worldwide network of GBP Compliance Officers, supports the organization with the implementation of GBP initiatives.

As part of our continuous effort to raise GBP awareness and foster dialogue throughout the organization, each year a global GBP communications and training plan is deployed, including structured dialogues led by managers where quality, integrity and speaking up are discussed. This is part of a company-wide initiative aimed at reinforcing a culture of dialogue using ethical dilemma case studies that are relevant to our workforce. A key control to measure implementation of our GBP is the GBP monitoring and reporting program, which is part of our Internal Control framework. In addition we continue to expand the capabilities of our legal compliance monitoring team, serving our business customers as well as compliance networks with actionable data, thus further improving our compliance control framework.

The GBP are supported by established mechanisms with the aim of ensuring standardized reporting and enable employees and third parties to escalate concerns 24/7. Concerns raised are registered consistently in a single database hosted outside of Philips servers to ensure confidentiality and security of identity and information. Encouraging people to speak up through the available channels if they have a concern will continue to be a cornerstone of our GBP communications and awareness campaigns. At least twice a year, the GBP Review Committee, as well as the Executive Committee and Audit Committee of the Supervisory Board, are informed on relevant GBP metrics, cases, trends and learnings.

Through the Audit Committee of the Supervisory Board, the company also has procedures in place for the receipt, retention and treatment of complaints specifically relating to accounting, internal accounting controls or auditing matters, which enable the confidential, anonymous submission of complaints.

More information on the Philips GBP can be found in [Environmental, Social and Governance](#). The GBP and underlying policies, including the Financial and Procurement Code of Ethics, are published on the company website, at <https://www.philips.com/a-w/about/investor-relations/governance/business-principles.html> .

9.2 Risk factors

Philips believes the risks set out below are the material risks that, individually or in combination, could impact our ability to achieve our objectives and to live up to the expectations of our customers and stakeholders. These risk factors may not, however, include all the risks that ultimately may affect Philips. Some risks not yet known to Philips, or currently believed not to be material, may ultimately have a major impact on Philips' business, revenue, income, assets, liquidity, capital resources, reputation and/or ability to achieve its business and ESG objectives. Please note that this section is not intended to describe risk that have materialized, as these are addressed in other sections and referenced to where relevant. Philips defines risks in four main categories: Strategic, Operational, Compliance and Financial. Philips presents the risk factors within each category in order of our current view of their expected significance. Compared to the previous year we have prioritized risk factors relating to patient safety and quality management, addressing the Respirationics voluntary recall and the regulatory and legal processes connected to this, geopolitical and macro-economic factors, and to our supply chain operations. Although still relevant, we have de-emphasized risk factors related to pandemics. This does not mean that a lower-listed risk factor may not have a material and adverse impact on Philips' business, revenue, income, assets, liquidity, capital resources, reputation, and/or ability to achieve its business and ESG objectives. Furthermore, other risk factors not listed below may ultimately prove to have more significant adverse consequences than the listed risk factors.

Risks related to our strategy

Driving value creation with sustainable impact	Geopolitics and Macroeconomics Health technology solutions shift Health informatics Acquisition ESG expectations Intellectual property Patient and Product safety quality and security Supply chain Business operating model change People Cybersecurity Innovation excellence Pandemic Treasury and financing Tax Accounting and reporting Global inflation Product regulations GDP and regulations (incl. ESG and privacy)																
	Strategic					Operational					Financial			Compliance			
Focused strategy to accelerate organic growth and improve profitability	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
Deliver scalable people and patient-centric innovation	●	●	●	●	●	●	●	●		●		●	●		●	●	●
Execution priorities: 1) Patient Safety & Quality 2) Supply chain reliability 3) Simplification of how we work	●	●	●		●		●	●	●	●	●	●			●	●	●
● Marks main connection(s) of risks with our strategy																	

9.3 Strategic risks

Philips' global operations are exposed to geopolitical and macroeconomic changes

Philips' business environment can be adversely impacted by macroeconomic and geopolitical conditions in global and individual markets. Mature economies are currently the main source of Philips' revenues, while growth economies are an increasing source of revenues. Philips produces, sources, and designs its products and services mainly from the United States (US), the European Union (EU) (primarily the Netherlands) and China, and the majority of Philips' assets are located in these geographies. Changes in politics and monetary, trade and tax policies in the US, the EU and China may trigger reactions and countermeasures and may also have an adverse impact on other economies and international markets in which Philips is active. Philips continues to expect global market conditions to remain highly uncertain and volatile due to geopolitical and macroeconomic factors, whether or not related to or caused by the Russia-Ukraine war.

Philips observes a trend of geopolitical tensions and deglobalization which intensifies protectionism. Examples of protectionism measures are policies on trade, tariffs, sanctions, local value creation and production requirements to obtain market access, custom duties, taxation, technology and data restrictions, cyberattacks, import or export controls, talent mobility restrictions, nationalization of assets, restrictions on repatriation of returns from foreign investments, and general uncertainty on the development of local regulations and compliance thereto. Philips observes this trend in the major markets in which it operates and has a particular concern on the development of the US-China relationship and China's drive to expand its global political footprint and become self-sufficient in critical technologies, including health-related ones. If this trend continues, geopolitical relations deteriorate and economies decouple, it is expected that existing global trade and investment restrictions will remain, and further regulatory and compliance challenges for doing business globally may emerge, resulting in continued pressure on market growth and investments.

Uncertainty and challenges regarding various global macroeconomic factors continue to persist. Examples of general factors are an overall weakening economy, declines in economic growth projections in the US, the EU and China (which collectively account for around two-thirds of Philips' sales), reduced government spending, declining customer and consumer confidence and spending, rising inflation and interest rates, and the emergence of economic impacts related to the climate crisis. Examples of healthcare-specific potential factors include rising uncertainty over the future direction of public healthcare policy and the risk of declining public investment in healthcare ecosystems.

The Russia-Ukraine war has increased global economic and political uncertainty. Governments in the US, UK, EU, Canada, and Japan have each imposed export controls on certain products and sanctions on certain industry sectors and institutions in Russia, and additional controls and sanctions could be enacted in the future.

The Russia-Ukraine war may heighten the impact of other risks factors described herein, including but not limited to: volatility in prices for transportation, energy, commodities and other raw materials; disruptions in the global supply chain; decreased customer and consumer confidence and spending; increased cyberattacks; intensified protectionism; political and social instability; increased exposure to foreign currency fluctuations; rising inflation and interest rates; and constraints, volatility or disruptions in the credit and capital markets. It is possible that the conflict in Ukraine may escalate or expand and current or future sanctions and resulting geopolitical and macroeconomic disruptions could be significant. We cannot predict the impact the conflict may have on the global economy in the future.

Changes in geopolitical and macroeconomic conditions are difficult to predict, and the factors described above, or other factors, may lead to adverse impacts on global trade levels and flows, economic growth, and financial market and political stability, all of which could adversely affect the demand for, and supply of, Philips' products and services. This may result in a material adverse impact on Philips' business, financial condition, and operating results. These factors could also make it more difficult to budget and to make reliable financial forecasts or could have a negative impact on Philips' access to funding.

Philips may be unable to shift to the health technology solutions and services business model

With Philips' focus on health technology, our business model is transforming from transactional, product-focused business models to outcome-oriented, multi-year customer partnerships enabled by solutions and value-added services. If this transformation is made too slowly or is not successful, Philips may not meet the expectations of patients and other stakeholders in the Health Technology business environment. It may face a loss of customer relevance, fail to capture growth, and lose market share. In addition, because of our health technology focus, Philips may have a reduced ability to offset potential negative impacts (including, but not limited to, impacts on sales, operating results, liabilities, compliance, financing) on its health technology business by other businesses through a more diversified portfolio. As a result of the shift to a solutions and services business model, Philips is becoming more dependent on a number of key customers for long-term recurring revenues, thus increasing the risk that the loss of, or a significant reduction in, orders from one or more of our key customers could cause a significant decline in our revenues. Any of these factors may have a material adverse impact on Philips' brand value and reputation, business, financial condition, and operating results. More specific Health Technology risks and their potential impacts are included in the Operational, Financial and Compliance risk sections below as well as in the Note [Contingencies](#).

Philips may be unable to gain leadership in health informatics

New digital technologies and ways of conducting business are fundamentally changing the health technology industry, and thus our competitive business environment. A key trend, started in radiology, is the application of artificial intelligence (AI) and machine learning (ML) to drive quality and efficiency in clinical and operational workflows. Another trend, accelerated by the pandemic, is the shift toward cloud-based Software as a Service (SaaS) business models and remotely upgradable and serviceable systems with suites of apps. These new types of offerings are enabled by hybrid cloud/on-premise digital platforms. Our informatics and systems businesses may fall behind established and new 'born digital' competitors if Philips fails to, in a timely way, develop the requisite capabilities, adjust its business models, and find ways to globally commercialize new products and services at scale. This could result in an inability to satisfy customer and patient needs, thereby missing out on revenue and margin growth opportunities, which may have a material adverse impact on Philips' business, financial condition and operating results.

Acquisitions could fail to deliver on Philips' business plans and value creation expectations, and we may not be able to successfully integrate acquired operations

Selected acquisitions have been, and are expected to remain, part of Philips' growth strategy. We may not be able to successfully or efficiently integrate new acquisitions with our existing operations, culture and systems, which may expose Philips to risks in areas such as sales and service, logistics, quality, regulatory compliance, legal claims, information technology and finance. Integration challenges may adversely impact the realization of value creation expectations. Transactions may incur significant costs, result in unforeseen operating difficulties, divert management attention from other business priorities, and may ultimately be unsuccessful. Cost savings expected to be implemented, or other assumptions underlying the business case relating to a particular acquisition, may not be realized. If we are unable to accomplish any of our objectives in respect of any of our new acquisitions, we may not realize the anticipated benefits of such acquisitions and we may experience lower than anticipated profits, or even incur losses. Acquisitions may also lead to a substantial increase in long-lived assets, including goodwill, which may later be subject to write-down if an acquired business does not perform as expected, which may have a material adverse effect on Philips' earnings.

Philips may be unable to meet internal or external aims or expectations with respect to ESG-related matters

Environmental, Social and Governance (ESG) factors may directly and indirectly impact the business environment in which Philips operates. Philips may, from time to time, disclose ESG-related initiatives or aims in connection with the conduct of its business and operations (for example, with respect to reducing greenhouse gas emissions in its supply chain). However, there is no guarantee that Philips will be able to implement such initiatives or meet such aims within anticipated timeframes, or at all. In addition, there is an increasing focus from Philips' stakeholders - including customers, employees, regulators, and investors - on ESG matters, and those stakeholders may also have ESG-related expectations with respect to Philips' business and operations. For example, customers may focus on ESG-related criteria in buying our products, and any inability by Philips to address concerns about ESG-related matters could negatively impact sentiment towards Philips and our products and brands. There are an increasing number of regulatory and legislative initiatives in the EU and other jurisdictions to address ESG issues, which will or may (if implemented) require Philips to significantly increase the scope of mandatory ESG disclosures. They will or may (if implemented) require Philips to identify and act on adverse environmental and human rights impacts across the organization and potentially the entire value chain, beyond our current efforts. These regulatory and legislative initiatives, in turn, could also affect how customers or other stakeholders perceive our products or business operations. If our products or business operations do not meet the criteria for sustainability according to, for example, the EU Taxonomy Regulation (including the related delegated regulations) or any other similar regulations, this may negatively affect how customers or other stakeholders view Philips. Philips may fail to fulfill internal or external ESG-related initiatives, aims or expectations, or be perceived to do so, or we may fail adequately or accurately to report performance or developments with respect to such initiatives, aims or expectations. In addition, Philips could be criticized or held responsible for the scope of its initiatives or goals regarding ESG matters. Any of these factors may have an adverse impact on Philips' reputation and brand value, or on Philips' business, financial condition and operating results.

Philips may be unable to secure and maintain intellectual property rights for its products and services or may infringe others' intellectual property rights

Philips is dependent on its ability to obtain and maintain licenses and other intellectual property (IP) rights covering its products and services and its design and manufacturing processes. The IP portfolio is the result of an extensive IP generation process that could be influenced by a number of factors, including innovation and acquisitions. The value of the IP portfolio is dependent on the successful promotion and market acceptance of standards (co-)developed by Philips. This is particularly applicable to the segment 'Other', where licenses from Philips to third parties generate IP royalties and are important to Philips' results of operations. The timing of licenses from Philips to third parties and associated revenues from IP royalties are uncertain and may vary significantly from period to period. Additionally, royalties are often based on sales by third parties, creating an exposure to macroeconomic effects and continuity of these third parties. A loss or impairment in connection with such licenses to third parties could have a material adverse impact on Philips' financial condition and operating results. Philips is also exposed to the risk that a third party may claim to own IP rights to technology applied in Philips' products and services. If any such claims of infringement of these IP rights are successful, Philips may be required to pay damages to such third parties or may incur other costs or losses.

9.4 Operational risks

Products and services may fail quality or security standards, which may adversely affect patient safety and customer operations

The safety of patients and our reputation depends on the safety and quality of our products and services. Our products and services, either new and/or in field use by our customers, may fail to meet product quality or product security standards. In particular, Philips is exposed to the ongoing impact of the Resprionics voluntary recall and related matters. Please refer to the section [Quality & Regulatory and patient safety](#) and the Note [Contingencies](#). If products fail to meet product quality and/or security standards, this may cause (patient) harm, negatively impact customer operations and their ability to provide healthcare, provide unauthorized access to patient records and medical devices through cybersecurity incidents or generally cause customer dissatisfaction. Given Philips' focus on health technology, products and services often require regulatory approvals, including approval of quality and benefit/risk prior to market introduction. Many of our products also have multiple software components, which may be exposed to security threats, including potentially in the event of obsolescence or insufficient maintenance. Issues with the quality or security of our products and services can occur as a result of various factors, including product design, production, suppliers, materials used, installation, or newly emerging and rapidly evolving cybersecurity threats. These (and other) issues could cause events that need to be actively addressed, which may lead to (amongst others) higher costs of design, market de-activation, stop use, field recalls and repairs, financial claims and liabilities, damage to our brand reputation, competitive disadvantage, regulatory non-compliance (refer to the section [Compliance risks](#)), consent decrees or losing our license to operate for products or access to markets. Any of these may have a material adverse impact on Philips' business, financial condition and operating results.

Notwithstanding the proliferation of technology and technology-based control systems to detect defects or other errors in our products before they are released, our business ultimately relies on people as our greatest resource, and, from time to time, they make mistakes or engage in violations of applicable policies, laws, rules or procedures. These events are not always caught immediately by our technological processes or by our controls and other procedures, which are intended to prevent and detect such errors or violations. In addition to human error, our quality controls are also subject to overriding, as well as resource or technical constraints. As such, these quality controls and preventative measures may not be effective in detecting all defects or errors in our products before they have been released into the marketplace. In such an event, the technological reliability and safety of our products could be below our standards, and our reputation, brand and sales could be adversely affected. In addition, we could be required to, or may find it necessary to, offer a refund for the product or service, suspend the availability or sale of the product or service, or expend significant resources to cure the defect or error. Any of these factors may have an adverse impact on Philips' reputation and brand value, or on Philips' business, financial condition and operating results.

Philips may be unable to ensure a resilient supply chain

Most of Philips' operations are conducted internationally, which exposes Philips to supply chain challenges and uncertainties. Philips produces and procures products and parts in various countries globally, including Asian countries. Disruption to production in, and shipping from, Asian countries could have a disproportionate impact on our business compared to disruptions in other markets. The production and shipping of products and parts, whether from Philips or from third parties, could be interrupted by various external factors, such as geopolitics (for example, US-China relations and protectionist measures taken in other markets), regional conflicts, natural disasters or extreme weather events (the effects of which may be exacerbated by climate change), container imbalances, port congestions, and continued uncertainty related to COVID-19 measures (particularly in China). Throughout 2022 we experienced supply chain headwinds and expect these to continue throughout 2023. Currently, components are scarce. Global supply constraints and cost impacts as a result of worldwide economic disruptions, electronic component shortages, fear of future or ongoing pandemics, inflation, and geopolitical events, including the war in Ukraine, are impacting our ability to procure components. Obtaining alternative sources of components could involve significant costs and regulatory challenges and may not be available to us on reasonable terms, if at all. As a health technology company, Philips is dependent on the availability of components, including semiconductors. Semiconductors have been subject to an ongoing global supply shortage. At the same time our product design may include obsolescent semiconductors and other components. If semiconductor shortage continues, we may experience delays, production interruptions, increased costs, the need to make engineering design changes or the inability to fulfill customer demand, any of which could adversely affect our business and financial performance. Philips, our customers, our suppliers, and our third-party service providers may also be exposed to labor shortages, potentially as a result of COVID-19. These factors may cause increased lead times and adversely impact our production capacity, which may negatively impact the delivery of products and services to customers, for example the postponement of equipment installations in hospitals. If Philips is not able to respond swiftly to those factors, this may result in an inability to deliver on customer needs, ultimately resulting in loss of revenue and margin.

A general shortage of energy, materials, (sub-)components or means of transportation may drive fluctuations in price. Philips purchases raw materials, including rare-earth metals, copper, steel, aluminum, noble gases and oil-related products. There is no assurance that these raw materials will be available for purchase in the future. The actions by the governments in the US, UK, and the EU in response to the war between Russia and Ukraine, among other factors, have had an adverse impact on the cost of the raw materials that we purchase. Commodities have been subject to volatile markets, and such volatility is expected to continue and costs to increase. Costs may also increase as a result of stricter climate-change-related laws and regulations. Such legislation could require investments in technology to reduce energy use and greenhouse gas emissions, beyond what we expect in our existing plans, or could result in additional and increased carbon pricing. If Philips is not able to compensate for increased costs of energy, (sub-)components, (raw) materials and transportation - either by reducing reliance thereon or passing on increased costs to customers - then price increases could have a material adverse impact on Philips' business, financial condition, and operating results.

Philips may increase its dependency on a concentration of external suppliers, as a result of the continuing process of creating a leaner supply base and launching initiatives to replace internal capabilities with less costly outsourced products and services. These initiatives also need to be balanced with local-market value-creation requirements, including those relating to local manufacturing and data storage. Although Philips works closely with its suppliers to avoid supply discontinuities, there can be no assurance that Philips will not encounter future supply issues, causing disruptions or unfavorable conditions.

Philips may face challenges in connection with its strategy to improve execution and other business performance initiatives

As announced in January 2023, Philips has prioritized the further strengthening of our patient safety and quality management, our supply chain operations, and the simplification of the organization and the ways we work. If we do not effectively manage the necessary changes, including any upgrades to Philips' IT architecture, this may result in us not realizing our business ambitions with respect to growth, safety, quality, operational excellence, productivity and solutions delivery, amongst others, and/or may cause business discontinuities. There can be no assurance that the recently announced changes in operating model will be successful in supporting Philips' strategy or improving Philips' results of operations, and Philips may need to undertake further restructurings in the future. If the recently announced restructuring or any future restructurings ultimately prove unsuccessful or have a material adverse effect on Philips' reputation and brand value, Philips' business, financial condition, and operating results could be materially adversely affected.

Philips continually seeks to create a more open, standardized, and cost-effective IT landscape. Approaches include further outsourcing, offshoring, commoditization, and ongoing reduction in the number of IT systems. These changes create third-party dependency risks regarding the delivery of IT services, the availability of IT systems, and the functionality offered by IT systems. Although Philips has sought to strengthen security measures and quality controls relating to these systems, these measures may prove to be insufficient or unsuccessful, which may lead to a material adverse impact on Philips' business, financial condition, and operating results.

Philips is dependent on its people for leadership and specialized skills and may be unable to attract and retain such personnel

In October 2022 and January 2023, Philips announced a series of reductions in workforce. These restructuring measures may negatively impact Philips' reputation and its ability to attract and retain employees whose skills and experience are important for its business. Layoffs of skilled employees may subject Philips to potential employment lawsuits and benefit Philips' competitors. Philips' restructuring measures may also pose operational challenges and place a substantial strain on remaining management and employees. The reduction in workforce may adversely affect the pace and breadth of Philips' research and development efforts. The diversion of management time to planning and implementing any restructuring measures may also cause disruptions to Philips' business.

The attraction and retention of talented employees is critical to Philips' success, and the loss of employees with specialized skills could result in business interruptions. There is fierce competition for talent in key capability segments, and there is a heightened expectation of attrition post-pandemic. The announced organizational restructuring may also impact employee engagement. These factors may affect Philips' ability to attract and retain critical talent. Post-COVID-19 adjustments such as hybrid working may continue to present challenges to team interactions and the onboarding of new people. If employees perceive our post-COVID-19 approach to working to be inadequate, overly burdensome, or prefer the safety or convenience of working from home, employees may choose to terminate their employment with us, productivity may decline, or we may experience employee unrest, slowdowns, stoppages or other demands. Philips is competing for the best talent and most sought-after skills, and there is no assurance of succeeding compared to other companies in attracting and retaining the highly qualified employees needed in the future. Wage inflation is increasing the competition for talent and the cost of labor. This may negatively impact our ability to deliver on our strategic imperatives, and if we are unable to offset the increased costs of labor through higher selling prices, then rising costs could also have a material adverse impact on Philips' business, financial condition and operating results.

Philips could be exposed to a significant enterprise cybersecurity breach

Philips relies on information technology to operate and manage its businesses and store and process confidential data (relating to patients, employees, customers, intellectual property, suppliers and other partners). Philips' products, solutions and services increasingly contain sophisticated and complex information technology. The healthcare industry is subject to strict privacy, security and safety regulations with regard to a wide range of health information. At the same time, geopolitical conflicts and criminal activity continue to drive increases in the number, severity, and sophistication of cyberattacks globally. Considering the general increase in cybercrime, our customers and other stakeholders are becoming more demanding regarding the cybersecurity of our products and services. As a global health technology company, Philips is inherently and increasingly exposed to the risk of cyberattacks and potential impact of attacks on our suppliers. Information systems may be damaged, disrupted (including the provision of services to customers), or shut down due to cyberattacks. In addition, breaches in the security of our systems (or the systems of our customers, suppliers, or other partners) could result in the misappropriation, destruction or unauthorized disclosure of confidential information (including intellectual property) or personal data belonging to us or our employees, customers, suppliers or other partners. These risks are particularly significant with respect to patient medical records. Cyberattacks may result in substantial costs and other negative consequences, which may include, but are not limited to, lost revenues, reputational damage, remediation and enhancement costs, penalties, and other liabilities to regulators, customers and other partners. Philips has not encountered any material breaches or other cybersecurity incidents in 2022. While Philips deals with the operational threat of cybercrime on a continuous basis and has so far been able to prevent significant damage or significant monetary cost in taking corrective action, there can be no assurance that future cyberattacks will not result in significant or other consequences than as described above, which may result in a material adverse impact on Philips' business, financial condition and operating results.

Philips may face challenges to drive excellence and speed in bringing innovations to market

To gain sustainable competitive advantage and to deliver on our purpose and the Quadruple Aim (better health outcomes, improved patient experience, improved staff experience and lower cost of care), it is important that Philips continues to innovate and delivers these innovations to the market on a timely basis. The emergence of new low-cost competitors, particularly in Asia, further underlines the importance of improvements in the innovation process. Success in launching innovations depends on a number of factors, including development of value propositions, architecture and platform creation, product development, market acceptance, production, and delivery ramp-up. It is also dependent on addressing potential quality issues or other defects in the early stages of introduction, and on attracting and retaining skilled employees. Costs of developing new products and solutions may partially be reflected on Philips' balance sheet and may be subject to write-down or impairment depending on the performance of such products or services. The significance and timing of such write-downs or impairments are uncertain, as is the ultimate commercial success of new product introductions. Accordingly, Philips cannot determine in advance the ultimate effect that innovations will have on its financial condition and operating results. If Philips fails to create and commercialize its innovations at scale, it may lose market share and competitiveness, which could have a material adverse effect on its financial condition and operating results.

Pandemics could have an adverse effect on Philips' operations and employees

Although the ability to manage pandemics (for example, resurgences of COVID-19 or mutations thereof) has improved, pandemics may continue to affect Philips' operations and results in 2023 and Philips expects uncertainty and volatility related to the impact of pandemics and the local response policies thereto, in China in particular given our footprint in China and recent developments in China to loosen restrictions and countervailing measures imposed by other countries. This

is driven by, among other things, the extent and depth of government policies to restrict the spread of viruses, the effectiveness of vaccination programs, the appearance of mutations, and the emergence of new viruses that may cause new pandemics. COVID-19 and other pandemics may continue to impact delivery on our triple duty of care in various ways: the health and safety of our employees (in our various working environments); meeting critical customer needs (for example, our production capacity and our ability to deliver, install and provide services); and business continuity (for example, our functional operations, supply chain, and commercial processes). In 2022, we have gradually reopened our offices mostly applying a hybrid schedule. For further discussion of the risks related to hybrid working, see the risk factor "Philips is dependent on its people for leadership and specialized skills and may be unable to attract and retain such personnel". The expectation remains that responses to the risks of COVID-19 continue to require effort and expense and may negatively affect Philips' business, financial conditions, and results of operations. In addition, Philips' customers may not yet be fully focused on making new investments in medical equipment while recovering from COVID-19 disruptions, or they may be facing liquidity issues caused by COVID-19, which may adversely impact Philips' revenue and cash flow generation.

9.5 Financial risks

Philips is exposed to a variety of treasury and financing risks, including liquidity, currency, credit and country risk

Negative developments impacting the liquidity of global capital markets could affect Philips' ability to raise or re-finance debt in the capital markets or could lead to significant increases in the cost of such borrowing in the future. If the markets expect a downgrade by the rating agencies, or if such a downgrade has actually taken place, this could increase the cost of borrowing, reduce our potential investor base and adversely affect our business.

Philips' financing and liquidity position may also impact its ability to implement or complete any share-buyback program or distribute any dividends in accordance with its dividend policy or at all. Any announced share-buyback program or dividend policy may also be amended, suspended or terminated at any time, including at Philips' discretion or as a result of applicable law, regulation or regulatory guidance, and any such amendment, suspension or termination could negatively affect the trading price of, increase trading price volatility of, or reduce the market liquidity of Philips' shares or other securities. Additionally, any share-buyback program or distribution of dividend could diminish Philips' cash or other reserves, which may impact its ability to finance future growth and to pursue potential future strategic opportunities. Any share-buyback program or dividend payment will depend on factors such as availability of financing, liquidity position, business outlook, cash flow requirements and financial performance, the state of the market and the general economic climate, and other factors, including tax and other regulatory considerations. Philips and its subsidiaries may also be subject to limitations on the distribution of shareholders' equity under applicable law.

Philips operates in over 100 countries and its reported earnings and equity are therefore inevitably exposed to fluctuations in exchange rates of foreign currencies against the euro. Philips' sales and net investments in its foreign subsidiaries are sensitive in particular to movements in the US dollar, Japanese yen, Chinese renminbi, and a wide range of other currencies from developed and emerging economies. Philips' sourcing and manufacturing spend is concentrated in the EU, the US and China. Income from operations is particularly sensitive to movements in currencies of countries where Philips has no or very small-scale manufacturing/local sourcing activities but significant sales of its products or services, such as Japan, Canada, Australia, the United Kingdom, and a range of emerging markets, such as South Korea, Indonesia, India and Brazil. Philips' operations in all segments were scaled back in Russia and Ukraine in 2022, which together represented less than 2% of group sales in 2021 and in 2022. The asset value of the activities in Russia and Ukraine were less than 1% of the consolidated total assets of the group as of December 31, 2022. While there have been no significant asset write-downs to date in Russia and Ukraine, we continue to closely monitor developments in this regard.

In view of the long lifecycle of health technology solution sales and long-term strategic partnerships, the financial risk of counterparties with outstanding payment obligations creates exposure risks for Philips, particularly in relation to accounts receivable from customers, liquid assets, and the fair value of derivatives and insurance contracts with financial counterparties. A default by counterparties in such transactions can have a material adverse effect on Philips' financial condition and operating results.

Contingent liabilities may have a significant impact on the company's consolidated financial position, results of operations and cash flows. For an overview of current cases please refer to the Note **Contingencies**.

Philips is exposed to tax risks which could have a significant adverse financial impact

Philips is exposed to tax risks which could result in double taxation, penalties and interest payments. The source of the risks could originate from local tax rules and regulations as well as international and EU regulatory frameworks. These include transfer pricing risks on internal cross-border deliveries of goods and services, as well as tax risks relating to changes in the transfer pricing model. Examples of initiatives that may result in changing tax rules and regulations include, but are not limited to, the OECD/G20 Inclusive Framework to address the allocation of income to user markets ("Pillar One") and a 15 per cent. minimum income tax rate ("Pillar Two"). The formal adoption of Directive (EU) 2022/2523 (the "Pillar Two Directive") per December 2022 aims to achieve a coordinated implementation of Pillar Two in EU Member States, which is expected to have an effect on the draft Dutch legislative proposal for the proposed Minimum Tax Rate Act 2024 (the "MTR Act"). Philips is closely monitoring these developments, but does not currently expect that it will be affected by Pillar One implementing measures (subject to clarity on final regulations). However, Philips may be affected by the "MTR Act" following its implementation, which is expected to occur on 1 January 2024, and other regulations and rules that have been, or will be, enacted to implement Pillar Two (for example, any implementing acts in EU Member States in respect of the "Pillar Two Directive"). This may impose an additional tax burden and increase Philips' tax compliance requirements. Furthermore, Philips is exposed to tax risks related to acquisitions and divestments, permanent establishments, tax loss, interest and tax credits carried forward, and potential changes in tax law that could result in higher tax expenses and payments. The risks may have a significant impact on local financial tax results, which, in turn, could adversely affect Philips' financial condition and operating results. The value of the deferred tax assets, such as tax losses carried forward, is subject to the availability of sufficient taxable income within the tax loss-carry-forward period. It is also subject to the availability of sufficient taxable income within the foreseeable future, in the case of tax losses carried forward with an indefinite carry-forward period. The ultimate realization of the company's deferred tax assets is uncertain. Accordingly, there can be no absolute assurance that all deferred tax assets, such as (net) tax losses and credits carried forward, will be realized.

Flaws in internal controls could adversely affect our financial reporting and management process

Accurate disclosures provide investors and other market professionals with significant information for a better understanding of Philips' businesses. Failures in internal controls or other issues with respect to Philips' public disclosures, including disclosures with respect to cybersecurity risks and incidents, could create market uncertainty regarding the reliability of the information (including financial data) presented. This could have a negative impact on the price of Philips securities. In addition, the reliability of revenue and expenditure data is key for steering the businesses and for managing top-line and bottom-line growth. The long lifecycle of health technology solution sales, from order acceptance to accepted installation and servicing, together with the complexity of the accounting rules recognizing revenue in the accounts, presents a challenge in terms of ensuring consistent and correct application of the accounting rules throughout Philips' global business. Significant changes in the way of working, such as hybrid working and shifting processes to remote Global Business Services locations, may have an adverse impact on the control environment under which controls are executed, monitored, reviewed and tested. Any flaws in internal controls, or regulatory or investor actions in connection with flaws in internal controls, could have a material adverse effect on Philips' business, financial condition, operation results, and reputation and brand.

Global inflation could materially adversely impact our business and results of operations

Changes in macroeconomic conditions, supply chain constraints, labor shortages, the conflict in Ukraine, and steps taken by governments and central banks, particularly in response to the COVID-19 pandemic as well as other stimulus and spending programs, have led to higher inflation, which is likely, in turn, to lead to increased interest rates and adverse changes in the availability and cost of capital. These inflationary pressures could affect our manufacturing costs, operating expenses (including wages), and other expenses. We may not be able to compensate for increased costs by driving productivity to reduce costs and by passing these cost increases on through price measures in a timely manner, if at all, which could have an impact on our gross margins and profitability. Inflation may also cause our customers to reduce or delay orders for our products, which could have a material adverse effect on our business, results of operations, and cash flows.

9.6 Compliance risks

Philips is exposed to risks of non-compliance of its products and services with various regulations and standards, including quality, product safety and security

Our reputation and license to operate depends on our compliance with global regulations and standards. In particular, Philips is exposed to the ongoing impact of the Respironics voluntary recall and related matters. Please refer to the section **Quality & Regulatory and patient safety** and the Note **Contingencies**. Philips operates in a highly regulated health-technology product safety and quality environment and its products and services, including parts or materials from suppliers, are subject to regulation by various government and regulatory agencies, e.g., FDA (US), EMA (Europe), NMPA (China), MHRA (UK), ASNM (France), BfArM (Germany), and IGZ (the Netherlands). In the EU, the Medical Device Regulation (EU MDR) became effective in May 2021 and imposes significant additional pre-market and post-market requirements. Examples of other product-related regulations are the EU's Waste from Electrical and Electronic Equipment (WEEE), Restriction of Hazardous Substances (RoHS), Registration, Evaluation, Authorization and Restriction of Chemicals (REACH) and Energy-using Products (EuP) regulations. We are subject to various domestic, EU, US and foreign environmental laws and regulations, which are continuing to develop. Any failure to comply with such laws and regulations could jeopardize product quality, safety and security and/or expose us to lawsuits, administrative penalties and civil remedies, which may have a material adverse impact on Philips' business, financial condition and operating results.

Philips has observed an increase in safety and security requirements in a variety of new and upcoming legislation dealing with market access of consumer goods, medical devices, information and communication technology products, (cloud) services, and specific areas such as data protection, AI, and supply chain. Both regulators and customers require us to demonstrate legal compliance and adequate security management using national and international standards and associated certifications. Non-compliance with conditions imposed by regulatory authorities could result in product recalls, a temporary ban on products, stoppages at production facilities, remediation costs, fines, disgorgements of profits, and/or claims for damages. Product safety incidents or user concerns could jeopardize patient safety and/or trigger inspections by the FDA or other regulatory agencies, which, if failed, could trigger the impacts described above, as well as other consequences. These issues could adversely impact Philips' financial condition or operating result through lost revenue and cost of any required remedial actions, penalties or claims for damages. They could also negatively impact Philips' reputation, brand, relationship with customers and market share.

Philips is exposed to the risks of non-compliance with business conduct rules and regulations, including privacy and upcoming ESG disclosure and due diligence requirements.

In the execution of its strategy, Philips could be exposed to the risk of non-compliance with business conduct rules and regulations and our General Business Principles, including, but not limited to, patient safety, quality, anti-bribery, healthcare compliance, privacy and data protection, as well as upcoming ESG disclosure requirements and due diligence requirements. This risk is heightened in growth geographies, as the legal and regulatory environment is less developed

compared to mature geographies. Examples of compliance risk areas include commission payments to third parties and remuneration payments to agents, distributors, consultants and similar entities, as well as the acceptance of gifts, which may be considered in some markets to be normal local business practice. The ongoing digitalization of Philips' products and services, including its processing of personal data, increases the importance of compliance with privacy, data protection and similar laws. These risks could adversely affect Philips' financial condition, reputation and brand and trigger the additional risk of exposure to governmental investigations, inquiries and legal proceedings and fines. In various jurisdictions, ESG disclosure requirements are currently being drafted. In Europe, the Corporate Sustainability Reporting Directive has been approved. European Sustainability Reporting Standards (ESRS) will be adopted in 2023 and will significantly increase the scope of mandatory ESG disclosures. Also, the proposed European Corporate Sustainability Due Diligence Directive will (if implemented) require companies to identify and act on adverse environmental and human rights impacts across their organization – and potentially their entire value chain. Failure to meet these requirements could trigger the additional risk of exposure to inquiries from supervisory bodies and adversely affect Philips' reputation and brand, or could adversely impact Philips' financial condition or operating result through lost revenue and cost of any required remedial actions, penalties or claims for damages.

For further details, please refer to the sub-section Legal proceedings within the Note [Contingencies](#).

10 Supervisory Board

In the two-tier corporate structure under Dutch law, the Supervisory Board is a separate body that is independent of the Board of Management and the company. The Supervisory Board supervises the policies, management and general affairs of Philips, and assists the Board of Management and the Executive Committee with advice. Please also refer to [Supervisory Board](#) within the chapter Corporate governance.

Feike Sijbesma^{2) 3)}

Born 1959, Dutch

Chairman of the Supervisory Board since May 2021

Chairman of the Corporate Governance and Nomination & Selection Committee

Member of the Supervisory Board since 2020; first term expires in 2024

Former CEO and member of the Managing Board of Koninklijke DSM NV. Currently Honorary Chairman of Koninklijke DSM NV, member of the Supervisory Board of Dutch Central Bank (DNB), non-executive Director of Unilever NV, Co-Chair of the Global Climate Adaptation Center and Member of the Board of Trustees of the World Economic Forum.

Chua Sock Koong¹⁾

Born 1957, Singaporean

Member of the Supervisory Board since 2021; first term expires in 2025

Former Group CEO of Singapore Telecommunications Limited and currently member of the Board of Directors of Prudential plc, Bharti Airtel Limited, Bharti Telecom Limited and Ayala Corporation. Member of the Council of Presidential Advisors of Singapore, Deputy Chairman of the Public Service Commission of Singapore.

Liz Doherty¹⁾

Born 1957, British/Irish

Chairwoman of the Audit Committee

Member of the Supervisory Board since 2019; first term expires in 2023

Former CFO and board member of Reckitt Benckiser Group PLC, former CFO of Brambles Ltd, former non-executive director and audit committee member at Delhaize Group, Nokia Corp., SABMiller PLC and Dunelm Group PLC. Currently, member of the Supervisory Board and Chairwoman of the audit committee of Novartis AG and of Corbion N.V. Fellow of the Chartered Institute of Management Accountants. Former non-executive board member of the UK Ministry of Justice and of Her Majesty's Courts and Tribunals Service (UK). Currently advisor to GBfoods SA and Affinity Petcare SA, subsidiaries of Agrolimen SA.

Marc Harrison⁴⁾

Born 1964, American

Member of the Supervisory Board since 2018; second term expires in 2026

Former President and Chief Executive Officer of Intermountain Healthcare and former Chief of International Business Development for Cleveland Clinic and Chief Executive Officer of Cleveland Clinic Abu Dhabi. Currently Executive Leading Health Assurance at General Catalyst.

Peter Löscher^{1) 4)}

Born 1957, Austrian

Member of the Supervisory Board since 2020; first term expires in 2024

Former President and CEO of Siemens AG, President of Global Human Health and Member of the Executive Board of Merck & Co., President and CEO of GE Healthcare Bio-Sciences and member of GE's Corporate Executive Council, CEO and Delegate of the Board of Directors of Renova Management AG. Currently member of the Board of Directors of Telefónica S.A. and Chairman of the Supervisory Board of Telefónica Deutschland Holding AG, Non-Executive Director of Thyssen-Bornemisza Group AG and Doha Venture Capital LLC and Senior Advisor at Bain Capital Private Equity.

Indra Nooyi³⁾

Born 1955, American

Member of the Supervisory Board since 2021; first term expires in 2025

Former CFO and Chairman and CEO of PepsiCo. Currently member of the Board of Directors and Chair of the Audit Committee of Amazon, Inc. Member of the International Board of Advisors of Temasek, member of the Board of Trustees of the Memorial Sloan Kettering Hospital.

Sanjay Poonen¹⁾

Born 1969, American

Member of the Supervisory Board since 2022; first term expires in 2026

Former Chief Operating Officer at VMware and President at SAP. Currently CEO and President of Cohesity and member of the Board of Directors of Snyc.

David Pyott^{2) 4)}

Born 1953, British/American

Chairman of the Quality & Regulatory Committee

Member of the Supervisory Board since 2015; second term expires in 2023

Former Chairman and Chief Executive Officer of Allergan, Inc. and former Lead Director of Avery Dennison Corporation. Currently member of the Board of Directors of Alnylam Pharmaceuticals Inc., BioMarin Pharmaceutical Inc. and Pliant Therapeutics. Deputy Chairman of the Governing Board of London Business School, member of the Board of Trustees and Executive Committee of the California Institute of Technology, President of the Ophthalmology Foundation and President of the Advisory Board of the Foundation of the American Academy of Ophthalmology.

Paul Stoffels^{2) 3)}

Born 1962, Belgian

Vice-Chairman and Secretary

Chairman of the Remuneration Committee

Member of the Supervisory Board since 2018; second term expires in 2026

Former CEO of Virco, Chairman of Tibotec, worldwide Chair of Pharmaceuticals at Johnson & Johnson and Chief Scientific Officer & member of the Executive Committee at Johnson & Johnson. Currently CEO and Chairman of the Board of Directors of Galapagos NV.

Herna Verhagen²⁾

Born 1966, Dutch

Member of the Supervisory Board since 2022; first term expires in 2026

Currently CEO of PostNL, member of the Supervisory Board of ING Groep N.V., member of the Supervisory Board of Het Concertgebouw N.V., member of the Advisory Board of Goldschmeding Foundation and member of the executive committee and general board of VNO/NCW (Confederation of Netherlands Industry and Employers).

For a current overview of the Supervisory Board members, see also <https://www.philips.com/a-w/about/supervisory-board.html>

¹⁾ member of the Audit Committee

²⁾ member of the Remuneration Committee

³⁾ member of the Corporate Governance and Nomination & Selection Committee

⁴⁾ member of the Quality & Regulatory Committee

11 Supervisory Board report

Letter from the Chairman of the Supervisory Board

Dear Stakeholder,

2022 was an extremely challenging year for Philips, which was reflected in a disappointing set of results. The company faced significant issues, including the consequences of the Philips Respironics recall, supply chain and inflationary pressures, the war in Ukraine and the COVID situation in China, which all contributed to the below-par business and financial performance. These developments had a significant impact on our shareholders and employees. In that context, we greatly appreciate the trust our customers show in us, as reflected in our order book.

Mindful of the seriousness of the situation, the Supervisory Board is fully committed to supporting management in leading the company out of its current difficulties and towards a future of progressive value creation with sustainable impact. As we explain in our Report, the Supervisory Board spent many sessions in 2022 engaging with the Board of Management and closely and actively reviewing key priority issues and actions to put Philips back on a value creation track for its stakeholders.

In the course of the year, our succession planning – during which we extensively evaluated internal and external candidates – resulted in the appointment of Roy Jacobs as CEO of Philips. The Board recognizes the portfolio transformation of Philips over the last decade into a focused, global solutions leader in health technology, which needs further performance improvement on several aspects. Our Board is convinced that Roy is the right CEO to take Philips to the next level of performance, by driving execution of the strategic plan and the firm measures announced in the October and January releases. Our Board focus is fully aligned with the company's priorities: driving quality, completing the recall, improving supply chain and business performance, and simplifying the organization. We continue to offer the leadership team our support wherever applicable.

The Supervisory Board knows that addressing the Philips Respironics recall and strengthening patient safety and quality is Philips' first priority. We feel encouraged by the most recent update around the recall, as the company strives to finalize remediation and testing. We fully understand the impact this issue has had on patients, clinicians, care givers, as well on regulators and investors. We are pleased to note that by year-end 2022, following the substantial ramp-up of capacity, Philips Respironics had completed around 98% of the production required for the delivery of replacement devices to patients. We are also encouraged by the complete set of test results for the first-generation DreamStation (DS1), which accounts for over two thirds of the sleep therapy devices subjected to the recall.

The Supervisory Board also discussed the supply chain situation frequently and in depth in 2022 – both the external situation and the improvements needed internally to improve business and financial performance.

The Supervisory Board supports the simplification of Philips' organizational structure, where the businesses are leading, supported by the regions and global functions, with more focused KPIs. The workforce reductions announced in October 2022 and January 2023 were difficult, yet necessary measures as the company as drives a major step-up in productivity, including focusing its R&D activities on fewer, yet more impactful projects. Philips will strive to implement these reductions with due respect for every employee affected and in line with all local rules and regulations.

Changes to the composition of the Supervisory Board

At the Annual General Meeting of Shareholders held in May 2022, the Supervisory Board was strengthened by the addition of Herna Verhagen and Sanjay Poonen as new members. With her proven track record in driving a customer-first company culture and a background in e-commerce logistics, Herna Verhagen has brought valued and new perspectives to the Supervisory Board, while Sanjay Poonen's extensive experience in enterprise IT and cloud-enabled business models has further strengthened the Supervisory Board's digital competencies. I also wish to thank Neelam Dhawan, who stepped down at the end of the 2022 AGM, for her long-term counsel and support.

Together with my fellow Supervisory Board members, I look forward to providing further oversight of Philips as the company addresses the key priorities for its recovery and at the same time continues to deliver on its purpose of improving people's health and well-being through meaningful innovation.

Feike Sijbesma

Chairman of the Supervisory Board

Introduction Supervisory Board report

The Supervisory Board supervises, advises and challenges the Board of Management in performing their management tasks, as well as setting and executing the strategy of the Philips Group. As members of the Supervisory Board, we act in the interests of Royal Philips, its businesses and all its stakeholders. This report includes a more specific description of the Supervisory Board's activities during the financial year 2022 and other relevant information on its functioning.

2022 focus areas and activities of the Supervisory Board

In 2022, Philips' performance continued to be impacted by the Philips Respironics voluntary recall and operational and supply challenges, such as a shortage of electronic components, longer shipping timelines, and disruptions at suppliers caused by the COVID-19 pandemic, which also affected Philips' manufacturing sites in China. The company also faced other headwinds, such as inflationary pressure and the Russia-Ukraine war. These headwinds negatively impacted the conversion of the company's strong order book into sales and the 2022 margin. Furthermore, performance continued to be negatively impacted by the consequences of the Philips Respironics voluntary recall notification in the Sleep & Respiratory Care business in June 2021.

Against this background, the Supervisory Board was regularly updated by management on the company's performance and outlook, and the Supervisory Board engaged in discussions with management on improving performance, among others by addressing the patient safety and accelerating our focus on quality, resilience and quality of the supply chain operations and simplifying the ways of working at Philips to improve performance and increase productivity and agility. Near term and longer-term actions to strengthen the supply chain resilience, as proposed by management, were reviewed by the Supervisory Board.

In this context, the Supervisory Board and management also discussed the external environment in which the company operates, and the impact that the macro-economic outlook has on its performance.

In 2022, the Supervisory Board devoted considerable time to the Philips Respironics voluntary recall, as a recurring agenda item for each of its (regular) meetings. The Supervisory Board discussed and tracked the progress made with the repair and replacement program, as well as the comprehensive test and research approach for the CPAP, BiPAP and mechanical ventilator devices affected. Putting the interest of patients first, the Supervisory Board asked management to keep patients regularly updated on the status of the repair or replacement of their devices and to accelerate the repair and replacement program where possible, despite operational and supply challenges. The Supervisory Board was also regularly updated on other aspects of the recall, such as the ongoing engagements with the US Food and Drug Administration (FDA) and other competent authorities globally, discussions with the US Department of Justice (DOJ), acting on behalf of the FDA regarding the consent decree, as well as the criminal and civil investigation opened by the DOJ's Consumer Protection Branch and Civil Fraud Section, and the US Attorney's Office for the Eastern District of Pennsylvania to which Philips Respironics is subject and the ongoing class-action lawsuits and individual personal injury claims in which Philips Respironics is a defendant.

Recognizing the importance of patient safety and quality of products and solutions sold by the Philips Group generally, significant time was spent in 2022 on reviewing and tracking progress of the company-wide program launched in 2021 ('Accelerating Patient Safety and Quality') to improve and foster a culture, behaviors and a mindset that puts quality and patient safety first. In the context of this program, the Supervisory Board also discussed the process framework for product design and production controls in the company.

The Supervisory Board carefully considered the CEO succession planning and ran an extensive selection and evaluation process, supported by an external executive search firm, during which various scenarios were considered to ensure the best outcome. Following the completion of this process in which both internal and external candidates were considered and evaluated, the Supervisory Board unanimously concluded that Mr Roy Jacobs was the best candidate. The Supervisory Board subsequently nominated Mr Jacobs as the new CEO/President of the company effective October 15, 2022, to allow for him to take full ownership of the 2023 budget and business plan. The Supervisory Board is very pleased that Philips' shareholders appointed Mr Jacobs at the Extraordinary General Meeting of Shareholders (with 99.77% of our shareholders voting favor) held on September 30, 2022. Since the appointment of Mr Jacobs, the Supervisory Board has been working closely with him on his key priorities to further improve and strengthen Philips' performance as a leading health technology company, which priorities include: (i) further deepening the patient safety and quality capability across the company, which includes the completion of the Philips Respironics voluntary recall; (ii) leading the Philips Group to resume its profitable growth trajectory by addressing current headwinds, including strengthening the supply chain resilience as noted above; and (iii) simplification of the organization to improve performance and productivity.

Following Mr Jacobs' appointment, the Supervisory Board and the Board of Management interacted on the company's overall strategy to extend its leadership as a health technology company and its plan to create value with sustainable impact towards 2025 and beyond, based on focused organic growth and scalable innovation with improved execution as the key value driver, as presented on January 30, 2023. This plan is designed to restore sales growth and improvement of profitability, including the strategic plans and priorities of each of the segments Diagnosis & Treatment, Connected Care and Personal Health. These interactions led to the company's ambition and productivity initiatives, restructuring and other actions designed to improve its supply operations and performance, as well as its plans to invest in quality, simplify ways of working, remove organizational complexity by putting businesses with single accountability in the lead, enabled by strong regions and lean functions, and reduce operating expenses, as publicly announced by management on October 24, 2022 and January 30, 2023. Furthermore, the number of key performance indicators that is used to track the company's performance will be significantly reduced. In this context, the Supervisory Board is also pleased with the strengthening of the Executive Committee with the appointments of Steve C. de Baca and Jeff DiLullo as members of the Executive Committee, in their roles as Chief Patient Safety & Quality Officer and Chief Market Leader of Philips North America respectively. This includes the immediate reduction of around 4,000 roles globally across the organization announced on October 24, 2022 and the further reduction of the company's workforce by around 6,000 roles globally by 2025 announced on January 30, 2023.

The overview below indicates other key matters that were reviewed and/or discussed during one or more meetings in the course of 2022:

- Capital allocation, including the dividend policy and pay-out and the M&A framework, and specifically the company's flexibility under its capital structure and credit ratings to pay dividends and to fund capital investments, including share repurchases and other corporate finance initiatives.
- The company's liquidity position and leverage, including the measures taken to strengthen it in light of the financial underperformance of the company. These measures include securing a EUR 1 billion credit facility and executing the settlement of the forward contracts (entered into as part of the share repurchase program announced on July 26, 2021) at the original settlement dates in 2023 and 2024 instead of in 2022 as announced on April 28, 2022.
- Geopolitical developments and their impact on Philips' business, in particular the impact of the Russia-Ukraine war on Philips' employees and the (potential) implications on continuity of Philips' business in these countries.
- Regular review of the dashboard tracking the performance of the 2022 key performance indicators for the Executive Committee versus target.
- Philips' annual management commitments, including the 2023 key performance indicators for the Executive Committee, the 2023 targets for such key performance indicators, and the annual operating plan for 2023.
- Quality & Regulatory compliance, systems and processes. The Supervisory Board was regularly updated on past and upcoming FDA inspections at various company sites, including the preparations for and outcomes of such inspections. Also, refer to the Report of the Quality & Regulatory Committee.
- Oversight of the adequacy of the company's Internal Control over Financial Reporting.
- Enterprise risk management, including updates on and improvements to the relevant processes; the outcome of the annual risk assessment dialog with the Executive Committee; and an update of the top risks faced by the Philips Group, including the possible impact of such risks, as well as control and mitigation measures. Refer to Our approach to risk management.
- Engagement with shareholders on the remuneration for the Board of Management following the negative advisory shareholder vote against the 2021 Remuneration Report at the 2022 Annual General Meeting of Shareholders. See the [Letter from the Remuneration Committee Chair](#) below for more information.
- Succession planning for the Supervisory Board, as well as for the Board of Management and Executive Committee, including the appointments of Wim Appelo, Steve C. de Baca and Jeff DiLullo as members of the Executive Committee.
- The company's People strategy and priorities, employee engagement and retention of employees, review of talent management, leadership and talent development, leadership culture, inclusion and diversity.
- Following best practices, an evaluation of the CEO succession process, with a satisfactory outcome.
- Evaluation of the Board of Management and the Executive Committee based on the achievement of specific group and individual targets approved by the Supervisory Board at the beginning of the year.
- Significant civil litigation claims against, and public investigations into, Philips.
- Philips' Environmental, Social and Governance (ESG) approach, comprising an update on progress made with respect to the 2025 ESG key programs and sustainability commitments and aims (including circular revenues) and Philips' aim to improve the health and well-being of 2.5 billion people per year by 2030 through meaningful innovation. The Supervisory Board was also educated on sustainability reporting requirements and requirements related to sustainability-related financial disclosures, as well as European Union regulatory developments in this context. These include but are not limited to education on the European Union Corporate Sustainability Reporting Directive and European Union Sustainability Reporting Standards and the impact thereof on reporting by the Philips Group.
- The agenda for the 2022 Annual General Meeting of Shareholders (held on May 10, 2022) and the Extraordinary General Meeting of Shareholders (held on September 30, 2022) and the proposed agenda for the 2023 Annual General Meeting of Shareholders (to be held on May 9, 2023).
- The re-appointment, at the 2022 Annual General Meeting of Shareholders, of Ernst & Young Accountants LLP as the company's external auditor for a term of one year, starting on January 1, 2023.
- The proposed re-appointment of Ernst & Young Accountants LLP as the company's external auditor for a term of one year, starting on January 1, 2024, and the proposed appointment of PricewaterhouseCoopers Accountants N.V. as the company's new external accountant, starting on January 1, 2025 for a term of four years. Both proposals will be submitted to the shareholders for their approval at the 2023 Annual General Meeting of Shareholders.
- The market environment for global M&A activities that has slowed down in the second half of 2022 driven by growing macro-economic challenges, inflationary pressure and rising interest rates, as well as the company's selective approach towards M&A going forward and the (business) performance of companies previously acquired by the company.

The Supervisory Board also conducted 'deep dives' into the strategy and performance of:

- The Image Guided Therapy businesses; and
- Philips North America and Philips International Markets, including market trends, business performance and key strategic and transformation initiatives and priorities.

The Supervisory Board also reviewed Philips' annual and interim financial statements, including information related to ESG, prior to publication.

Supervisory Board meetings and attendance

In 2022, the members of the Supervisory Board convened for seven regular meetings and four extraordinary meetings. Moreover, the Supervisory Board members collectively and individually interacted with members of the Board of Management, with members of the Executive Committee and with senior management outside the formal Supervisory Board meetings. The Chairman of the Supervisory Board and the CEO met regularly for bilateral discussions about the company's progress on a variety of matters. Herna Verhagen and Sanjay Poonen were appointed to the Supervisory Board with effect from May 10, 2022. They followed an induction program and interacted with the members of the Board of Management and various Executive Committee members for deep dives on strategy, finance and investor relations, governance and legal affairs.

The Supervisory Board meetings were well attended in 2022. All Supervisory Board members were present during the Supervisory Board meetings in 2022. The committees of the Supervisory Board also convened regularly (see the separate reports of the committees below) and the committees reported back on their activities to the full Supervisory Board. In addition to the formal meetings of the Board and its committees, the Board and Committee members held private meetings. The members of the Supervisory Board concluded that they devoted sufficient time to engage (proactively if the circumstances so required) in their supervisory responsibilities.

In May 2022, some Supervisory Board members visited Philips' Personal Health site in Drachten, the Netherlands and some Supervisory Board members participated in an innovation tour at the Philips site at the High Tech Campus in Eindhoven. In the course of 2022, various Supervisory Board members visited Philips' Diagnosis & Treatment manufacturing site in Best, the Netherlands, including a visit to the Customer Experience Center. Furthermore, in June 2022, the Supervisory Board visited the headquarters of Philips North America in Cambridge, Massachusetts, US, where the North American Research & Development Center of the company is based and met with several key members of the North American management team.

Supervisory Board: composition, diversity and self-evaluation

The Supervisory Board is a separate corporate body that is independent of the Board of Management and the company. Its independent character is also reflected in the requirement that members of the Supervisory Board can be neither a member of the Board of Management nor an employee of the company. The Supervisory Board considers all its members to be independent under the Dutch Corporate Governance Code. Furthermore, the members of its Audit Committee are independent under the rules of the US Securities and Exchange Commission, applicable to the Audit Committee.

The Supervisory Board currently consists of 10 members. In 2022, there were a number of changes to the composition of the Supervisory Board, all effective as per (the end of) the 2022 Annual General Meeting of Shareholders. Herna Verhagen and Sanjay Poonen were each appointed to the Supervisory Board for a term of four years. Paul Stoffels and Marc Harrison were each re-appointed for a term of four years. The term of appointment of Neelam Dhawan expired.

The Supervisory Board attaches great value to diversity in its composition and has adopted a Diversity Policy for the Supervisory Board, Board of Management and Executive Committee. For more information on the Diversity Policy, please refer to [Report of the Corporate Governance and Nomination & Selection Committee](#). The Supervisory Board spent time in 2022 considering its composition, as well as the composition of the Executive Committee (including the Board of Management), taking into account the criteria set forth in the Diversity Policy.

The composition of the Supervisory Board furthermore follows its profile (which was updated in early 2023), as included in the Rules of Procedure of the Supervisory Board. The profile which aims for an appropriate combination of knowledge and experience among the members of the Supervisory Board, encompassing general management, international business, environmental, social and governance (ESG) and sustainability, (consumer) health and medical technology, quality and regulatory, finance and accounting, human resources, manufacturing and supply chain, information technology and digital, marketing, and governmental and public affairs, all in relation to the global character of Philips' businesses. The Supervisory Board also aims for having members with different nationalities and (cultural) backgrounds, working experiences or otherwise diverse qualities, as well as one or more members with an executive or similar position in business or society no more than five years ago. The composition of the Supervisory Board shall furthermore be in accordance with the Dutch Corporate Governance Code best practice provisions on independence, and each member of the Supervisory Board shall be capable of assessing the broad outline of the overall policy of the company. The size of the Supervisory Board may vary as it considers appropriate to support its profile.

Effective 2022, (re-)appointments of members of the Supervisory Board must meet the gender quota, in accordance with Dutch law, requiring that at least one-third of the supervisory board members are women and at least one-third are men. (For calculation purposes, a total number of board members that cannot be divided by three, must be rounded up to the next number that can be divided by three.) Currently, the statutory quota is met, as out of ten Supervisory Board members, four members are female and six members are male.

In 2022, each member of the Supervisory Board completed a questionnaire to verify compliance with the applicable corporate governance rules and the Rules of Procedure of the Supervisory Board. The outcome of this survey was satisfactory.

An independent external party facilitated the 2022 self-evaluation process for the Supervisory Board and its committees. This included drafting and submitting relevant questionnaires, interviewing members of the Supervisory Board and aggregating and reporting on the results. The members of the Board of Management also provided their input. The questionnaires covered topics such as the composition, size, skills and experience, geographical coverage and diversity of the Supervisory Board, stakeholder oversight, strategic oversight, the management, dynamics and focus of the meetings of the Supervisory Board, the effectiveness of the Supervisory Board's oversight of various aspects of the company's business, risk management, succession planning and people oversight, the CEO succession process, the engagement with management and recommendations to improve the Supervisory Board's functioning and ways of working going forward. Furthermore, the performance of the Chairman, the other Supervisory Board members individually, and of the Supervisory Board's committees was evaluated separately.

The reports on the results of the evaluation were discussed in a meeting of the Supervisory Board. The results of the evaluation indicated that the Supervisory Board continues to be a well-functioning team, as also demonstrated during the expedited CEO succession process in 2022. The results demonstrated that the Supervisory Board is of appropriate size and benefits from different expertise, diversity, and international geographical representation. Suggestions were made to further strengthen the functioning of the Supervisory Board and its Committees going forward. The Supervisory Board stresses the importance of going deep in some important matters, in which the Committees play a key role too. This is in full alignment with the current focus of management on patient safety and quality, supply chain reliability, and performance and simplification of the organization, with the aim to enhance organic growth and people and patient centric innovation. Early 2023, the Chairman of the Supervisory Board also discussed the results of the self-evaluation with each of the individual members of the Supervisory Board; the Chairman also discussed the evaluation of his own functioning with the Vice -Chairman.

Key topics that the Supervisory Board and its Committees will focus on in 2023 include tracking progress on certain aspects of the Philips Respironics voluntary recall notification (including but not limited to the repair and replace program and the testing program), the internal Accelerating Patient Safety and Quality program launched in 2021, with respect to improving the resilience of the supply chain and the company's performance and cash flow generation. Furthermore, in 2023, the Supervisory Board will focus on the company's liquidity position and financial headroom and prepare updates to the remuneration policies for the Supervisory Board and the Board of Management that will be submitted

to the 2024 Annual General Meeting of Shareholders, and track the progress made with the simplification of the company’s operating model with the aim of reducing complexity and clarifying accountabilities and tracking the reduction of roles as announced by the company on October 24, 2022 and January 30, 2023 respectively.

The periodic use of an external facilitator to measure the functioning of the Supervisory Board will continue to be considered in the future.

Supervisory Board composition

	Feike Sijbesma	Paul Stoffels	Chua Sock Koong	Liz Doherty	Marc Harrison	Peter Löschner	Indra Nooyi	Sanjay Poonen ¹⁾	David Pyott	Herna Verhagen ¹⁾
Year of birth	1959	1962	1957	1957	1964	1957	1955	1969	1953	1966
Gender	Male	Male	Female	Female	Male	Male	Female	Male	Male	Female
Nationality	Dutch	Belgian	Singaporean	British/Irish	American	Austrian	American	American	British/American	Dutch
Initial appointment date	2020	2018	2021	2019	2018	2020	2021	2022	2015	2022
Date of (last) (re-)appointment	n/a	2022	n/a	n/a	2022	n/a	n/a	n/a	2019	n/a
End of current term	2024	2026	2025	2023	2026	2024	2025	2026	2023	2026
Independent	yes	yes	yes	yes	yes	yes	yes	yes	yes	yes
Committee memberships ²⁾	RC & CGNSC	RC & CGNSC	AC	AC	QRC	AC & QRC	CGNSC	AC ³⁾	RC & QRC	RC ⁴⁾
Attendance at Supervisory Board meetings	(11/11)	(11/11)	(11/11)	(11/11)	(11/11)	(11/11)	(11/11)	(8/8)	(11/11)	(8/8)
Attendance at committee meetings	RC (7/7) CGNS (9/9)	RC (7/7) CGNSC (9/9)	AC (7/7)	AC (7/7)	QRC (6/6)	AC (7/7) QRC (6/6)	CGNSC (8/9)	AC (4/4)	RC (7/7) QRC (6/6)	RC (5/5)
General management	yes	yes	yes	yes	yes	yes	yes	yes	yes	yes
International business	yes	yes	yes	yes	yes	yes	yes	yes	yes	yes
ESG & sustainability	yes					yes	yes			yes
(Consumer) health and medical technology	yes	yes		yes	yes	yes			yes	
Patient safety, quality & regulatory and product development		yes			yes	yes			yes	
Finance and accounting	yes	yes	yes	yes	yes	yes	yes	yes	yes	yes
Human Resources	yes	yes	yes		yes	yes	yes	yes	yes	yes
Manufacturing and supply chain	yes	yes		yes		yes	yes			
Information technology and digital	yes	yes	yes	yes	yes	yes	yes	yes		yes
Marketing	yes	yes				yes	yes	yes	yes	yes
Governmental and public affairs	yes	yes	yes	yes	yes	yes	yes			yes

¹⁾ Appointed as member of the Supervisory Board with effect from May 10, 2022
²⁾ CGNSC: Corporate Governance & Nomination and Selection Committee; AC: Audit Committee; RC: Remuneration Committee; QRC: Quality & Regulatory Committee
³⁾ Sanjay Poonen joined the Audit Committee in the course of 2022
⁴⁾ Herna Verhagen joined the Remuneration Committee in the course of 2022

Supervisory Board committees

While retaining overall responsibility, the Supervisory Board has assigned certain of its tasks to the three long-standing committees, also referred to in the Dutch Corporate Governance Code: the Corporate Governance and Nomination & Selection Committee, the Remuneration Committee and the Audit Committee. In 2015, the Supervisory Board also established the Quality & Regulatory Committee. The separate reports of these committees are part of this Supervisory Board report and are published below.

The function of all of the Supervisory Board’s committees is to prepare the decision-making of the full Supervisory Board, and the committees currently have no independent or assigned powers. The full Supervisory Board retains overall responsibility for the activities of its committees.

Financial statements 2022

The financial statements of the company for 2022, as presented by the Board of Management, have been audited by Ernst & Young Accountants LLP, the independent external auditor appointed by the General Meeting of Shareholders. We have approved these financial statements, and all individual members of the Supervisory Board have signed these documents (as did the members of the Board of Management).

We recommend to shareholders that they adopt the 2022 financial statements. We likewise recommend to shareholders that they adopt the proposal of the Board of Management to make a distribution of declare a dividend of EUR 0.85 per common share, against retained earnings, and to distribute such dividend in shares.

Finally, we would like to express our thanks to the members of the Board of Management, the Executive Committee and all other employees for their continued contribution throughout 2022.

February 21, 2023

The Supervisory Board

Feike Sijbesma
Paul Stoffels
Chua Sock Koong
Liz Doherty
Marc Harrison
Peter Löschner
Indra Nooyi
Sanjay Poonen
David Pyott
Herna Verhagen

Further information

To gain a better understanding of the responsibilities of the Supervisory Board and the internal regulations and procedures governing its functioning and that of its committees, please refer to [Corporate governance](#) and to the following documents published on the company’s website:

- Articles of Association
- Rules of Procedure of the Supervisory Board, including the Charters of the Supervisory Board committees
- Diversity Policy for the Supervisory Board, Board of Management and Executive Committee

11.1 Report of the Corporate Governance and Nomination & Selection Committee

The Corporate Governance and Nomination & Selection Committee is chaired by Feike Sijbesma. Its other members are Paul Stoffels and Indra Nooyi. The Committee is responsible for the review of selection criteria and appointment procedures for the Board of Management, the Executive Committee, certain other key management positions, as well as the Supervisory Board.

In 2022, the Corporate Governance and Nomination & Selection Committee held nine meetings and all Committee members attended these meetings, with the exception of one member unable to attend the meeting in August 2022. Furthermore, the Committee had numerous additional special meetings in 2022, in particular on the topic of the CEO succession process, which were attended by all Committee members.

The Committee devoted time to the appointment or reappointment of candidates to fill current and future vacancies on the Supervisory Board. Following those consultations, it prepared decisions and advised the Supervisory Board on candidates for appointment. This resulted in the appointment of Herna Verhagen and Sanjay Poonen as members of the Supervisory Board at the 2022 Annual General Meeting of Shareholders.

Under its responsibility for the selection criteria and appointment procedures for Philips’ senior management, the Committee reviewed the functioning of the Board of Management and its individual members, the Executive Committee succession plans and emergency candidates for key roles in the company. The conclusions from these reviews were taken into account in the performance evaluation of the Board of Management and Executive Committee members and the selection of succession candidates. Reference is made to 2022 Annual Incentive, setting out the performance review of the Board of Management and the Executive Committee members by the Remuneration Committee.

In 2022, the Committee devoted ample time to the selection and appointment of the new CEO/President of the company as discussed above in the report of the Supervisory Board. This resulted in the appointment of Mr Roy Jakobs as President/CEO and member of the Board of Management at the Extraordinary General Meeting of Shareholders on September 30, 2022. Furthermore, the Committee devoted time in 2022 to the selection and/or appointment of candidates to fill other current and future vacancies on the Board of Management and the Executive Committee. This resulted in: the appointment of Willem Appelo as a member of the Executive Committee in his role as Chief Operations Officer (succeeding Sophie Bechu who stepped down from the Executive Committee), effective September 2022; the appointment of Steve C. de Baca as a member of the Executive Committee in his role as Chief Patient Safety & Quality Officer, effective February 6, 2023; and the appointment of Jeff DiLullo as a member of the Executive Committee in his role as Chief Market Leader of Philips North America (succeeding Vitor Rocha who left the company), also effective February 6, 2023. As announced on December 8, 2022, Kees Wesdorp left the company on January 1, 2023, with Bert van Meurs (Chief Business Leader for the Image Guided Therapy businesses) temporarily expanding his role to include the leadership of the Precision Diagnosis businesses.

With respect to corporate governance matters, the Committee discussed relevant developments and legislative changes, including the revised Dutch Corporate Governance Code and the regulatory regimes around disclosure requirements related to ESG. Finally, the Committee reviewed the Charter of the Corporate Governance and Nomination and Selection Committee and concluded it remains appropriate.

With respect to the productivity initiatives and other actions to improve the company’s performance (including the unfortunate but necessary reduction of roles), the Committee was updated by management on the impact on employees and the phased deployment approach and reviewed the simplification of the organization.

Diversity

The Diversity Policy for the Supervisory Board, Board of Management and Executive Committee was adopted in 2017 and revised in early 2023, and is published on the company website. The Committee periodically assesses the Diversity Policy and the size and composition of the Supervisory Board and makes recommendations, if relevant, relating to the profile for the Supervisory Board.

The criteria in the Diversity Policy aim to ensure that the Supervisory Board, the Board of Management and the Executive Committee have a sufficient diversity of views and the expertise needed for a good understanding of current affairs and longer-term risks and opportunities related to the company’s business. The nature and complexity of the company’s business

is taken into account when assessing optimal diversity, as well as the social and environmental context in which the company operates.

Pursuant to the Diversity Policy, the selection of candidates for appointment to the Supervisory Board, Board of Management and Executive Committee is based on merit. With due regard to the criteria set forth in the Diversity Policy, the company shall seek to fill vacancies by considering candidates that represent a diversity of (among others) ages, gender, identities and educational and professional backgrounds. Please refer to the [Supervisory Board report](#) for more information on the diversity of the Supervisory Board.

The Diversity Policy includes the Supervisory Board's aim that the Board of Management and the Executive Committee comprise members with different nationalities and (cultural) backgrounds, working experiences or otherwise diverse qualities. Effective 2022, Dutch law requires listed companies to set appropriate and ambitious gender diversity targets for the Board of Management and for a management level of a seniority to be determined by the company. To this end, the Diversity Policy includes the Supervisory Board's aim that at least one-third of the members of each of the Board of Management and the Executive Committee are women and at least one-third are men. For more information, please refer to [Inclusion & Diversity](#).

11.2 Report of the Remuneration Committee

11.2.1 Letter from the Remuneration Committee Chair

Dear Stakeholder,

On behalf of the Remuneration Committee, I am pleased to report on the Committee's activities in 2022 and to present the 2022 Remuneration Report on behalf of the Board of Management and the Supervisory Board.

The Remuneration Committee has been very mindful of the fact that during the Annual General Meeting of Shareholders (AGM) held in 2022, a majority of the advisory votes were cast against the 2021 Remuneration Report. We have taken this negative advisory vote very seriously and that is why we reached out to the company's shareholders immediately after the 2022 AGM, and further engaged with our shareholders in the second half of 2022. I, as the Chairman of the Remuneration Committee, together with Investor Relations, held discussions with thirteen of our larger shareholders (in aggregate representing approximately 45% of the issued share capital) and with three of the most representative institutional advisory organizations.

Feedback received from our shareholders

Most of our shareholders understand that under certain circumstances the Supervisory Board should be able to adjust the Annual Incentive (AI) and Long-Term Incentive (LTI) payouts, but they did express their specific concern regarding the adjustments made for the members of the Board of Management over 2021 also in view of the impact the year had on our shareholders. Our shareholders, however, did understand the discretionary adjustments made for the wider employee workforce, particularly to address retention risks. Furthermore, they requested us to be more transparent in the way we disclose our individual performance realization, especially given the above-target realization over 2021 for the CEO. Finally, they requested us to be transparent about the way the 2021 adjustments would be reflected in the company performance targets set for the 2022 AI.

How have we addressed this feedback

Naturally the AI and LTI pay-out was impacted by the low company performance. As explained in our 2021 Remuneration Report and during our engagements ahead of the 2022 AGM we have applied the adjustments in the best interest of the company and employees to address retention risks in view of the challenging circumstances our people had and still have to work in. However, in discussions with our shareholders after the 2022 AGM, we concluded that in making adjustments for the members of the Board of Management, a stronger alignment with the interest of our shareholders should be applied. Therefore, the Supervisory Board reconsidered the company's long standing practice, and decided to no longer automatically apply a uniform AI and LTI adjustment methodology for the entire company and effectively de-couple the remuneration approaches for the members of the Board of Management and for the broader workforce.

We still have the opinion that it is good to have a strong alignment in remuneration between members of the Board of Management and our broader workforce, but we realize that in certain circumstances addressing the retention risks of our own people can result in a disalignment between the remuneration of the members of the Board of Management and the interest of the shareholders. Therefore we have adjusted our approach.

A decision we have taken – already prior to the 2022 AGM – to increase clarity on potential adjustments and reward for performance, is to set targets going forward, starting with the 2022 AI based on our adjusted EBITA^{*)} metric reported externally and as such apply a well-defined and disclosed set of adjustments (please refer to [Reconciliation of non-IFRS information](#) for an exact definition of the performance metric).

In the context of our company's performance in 2022 and to align with the shareholder experience, the Supervisory Board and Board of Management have jointly concluded that it was appropriate to waive any 2022 AI pay-out and any vesting of the 2020 LTI grant of the current members of the Board of Management. Specifically, this means that an amount of EUR 236,957 of the AI and an amount of EUR 188,994 of the LTI was waived.

For transparency purposes, we provided an enhanced disclosure of the individual performance realization. While there would have been a payout based on the individual performance realization, there was no AI payout for the financial performance criteria because the realized performance is below the respective thresholds. For the avoidance of doubt we confirm that the financial targets that were set for 2022 took into account the adjustments made in relation to the 2021 remuneration in a way that the members of the Board of Management would not benefit twice from these adjustments.

Other feedback received during these (and future) shareholder engagements will also be taken into account when preparing for a renewal of our shareholders' mandate on our remuneration policies (to be voted on during our 2024 AGM). As I have mentioned in my letter last year, it is our purpose at Philips to improve people's health and well-being through meaningful innovation. As a Remuneration Committee we want to assure that our remuneration policy supports this purpose.

CEO remuneration

Per October 15, 2022, Roy Jakobs was appointed as CEO of the company. The annual base compensation of Mr Jakobs was set at EUR 1,200,000, below the base salary of his predecessor, and in line with Philips' remuneration policy, but just below the median of our Quantum Peer Group. Upon his appointment, Mr Jakobs received performance shares with a grant value of EUR 314,137, which equals his 2022 CEO LTI grant value pro-rated for the time in role in 2022. The 2022 LTI grant that Mr Jakobs received as part of the remuneration, in his previous role, was likewise pro-rated for the time in role and until he took over the role as CEO. Our 2022 Remuneration Report also includes a description of the remuneration (to be) received by the former CEO after his succession under his services agreement terminating on April 30, 2023. All payments are in line with contractual obligations.

The composition of the Remuneration Committee and its activities

The Remuneration Committee is chaired by Paul Stoffels. Its other members are David Pyott, Herna Verhagen and Feike Sijbesma. The Committee is responsible for preparing decisions of the Supervisory Board on the remuneration of individual members of the Board of Management and the Executive Committee, as well as the policies governing this remuneration. In performing its duties and responsibilities, the Remuneration Committee is assisted by an external consultant and an in-house remuneration expert. For a full overview of the responsibilities of the Committee, please refer to the Charter of the Remuneration Committee, as set forth in Chapter 3 of the Rules of Procedure of the Supervisory Board (which are published on the company's website). Our annual Remuneration Committee cycle enables us to have an effective decision-making process supporting the determination, review and implementation of the Remuneration Policy. The Committee met seven times in 2022. All Committee members were present during these meetings.

I look forward to presenting this Remuneration report at our annual General Meeting of Shareholders.

On behalf of the Remuneration Committee,

Paul Stoffels

Chairman of the Remuneration Committee

^{*)} Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to [Reconciliation of non-IFRS information](#).

11.2.2 Remuneration report 2022

In this Remuneration Report, the Supervisory Board provides a comprehensive overview, in accordance with article 2:135b of the Dutch Civil Code, of the remuneration paid and owed to the individual members of the Board of Management and the Supervisory Board respectively in the financial year 2022. The report will also be published as a stand-alone document on the company's website after the 2023 Annual General Meeting of Shareholders, the agenda of which will include an advisory vote on this Remuneration Report.

Board of Management

Summary of 2020 Remuneration Policy

The Remuneration Policy and Long-Term Incentive Plan for the Board of Management have been adopted and approved respectively by the Annual General Meeting of Shareholders 2020, which took place on April 30, 2020.

The objectives of the Remuneration Policy for the Board of Management are: to focus them on delivering on our purpose and strategy, to motivate and retain them, and to create stakeholder value.

Thus, the Remuneration Policy:

- Supports improving the company's overall performance and enhancing the long-term value of the company;
- Directly supports our purpose by:
 - a) linking a part of remuneration to achieving our strategic imperatives through the criteria and targets included in the Annual and Long-Term Incentives;
 - b) offering market competitive compensation compared to a peer group of business competitors and companies we compete with for executive talent;
 - c) enabling us to motivate, retain and attract world-class talent in order to support our purpose of improving people's health and well-being through meaningful innovation and our goal of addressing our customers' healthcare challenges (delivering on the Quadruple Aim);
 - d) stimulating share ownership to create alignment with shareholders and encourage employees to act as stewards and ambassadors of the company;
- Encourages the company and its employees to act responsibly and sustainably;
- Delivers value for our stakeholders, such as shareholders, customers, consumers and employees, by continuously engaging with them

- and make a positive contribution to society at large;
- Leads to fair and internally consistent pay levels by taking into account internal pay ratios.

Main elements of the Remuneration Policy

Compensation element	Purpose and link to strategy	Operation	Policy Level
Total Direct Compensation	To support the Remuneration Policy's objectives, the Total Direct Compensation includes a significant variable part in the form of an Annual Incentive (cash bonus) and Long-Term Incentive in the form of performance shares. As a result, a significant proportion of pay is 'at risk'.	The Supervisory Board ensures that a competitive remuneration package for Board-level executive talent is maintained and benchmarked. The positioning of Total Direct Compensation is reviewed against benchmark data on an annual basis and is recalibrated if and when required. To establish this benchmark, data research is carried out each year on the compensation levels in the Quantum Peer Group.	Total direct remuneration is aimed at or close to, the median of the Quantum Peer Group.
Annual Base Compensation	Fixed cash payments intended to attract and retain executives of the highest caliber and to reflect their experience and scope of responsibilities.	Annual Base Compensation levels and any adjustments made by the Supervisory Board are based on factors including the median of Quantum Peer Group data and performance and experience of the individual member. The annual review date for the base salary is typically before April 1.	The individual salary levels are shown in this Remuneration Report.
Annual Incentive	Variable cash bonus incentive of which achievement is tied to specific financial and non-financial targets derived from the company's annual strategic plan. These targets are set at challenging levels and are partly linked to the results of the company (80% weighting) and partly to the contribution of the individual member (20% weighting).	The payout in any year relates to the achievements of the preceding year. Metrics are disclosed ex-ante in the Remuneration Report and there will be no retroactive changes to the selection of metrics used in any given year once approved by the Supervisory Board and disclosed.	President & CEO On-target: 100% Maximum: 200% of Annual Base Compensation. Other BOM members On-target: 80% Maximum: 160% of Annual Base Compensation.
Long-Term Incentive	Our Long-Term Incentives form a substantial part of total remuneration, with payouts contingent on achievement of challenging EPS targets, relative TSR performance against a high performing peer group and sustainability objectives that are directly aligned with our purpose to make the world healthier and more sustainable through innovation.	The annual award size is set by reference to a multiple of base salary. The actual number of performance shares to be awarded is determined by reference to the average of the closing price of the Royal Philips share on the day of publication of the first quarterly results and the four subsequent trading days. Dependent upon the achievement of the performance conditions, cliff-vesting applies three years after the date of grant. During the vesting period, the value of dividends will be added to the performance shares in the form of shares. These dividend-equivalent shares will only be delivered to the extent that the award actually vests.	President & CEO Annual grant size: 200% of Annual Base Compensation. Other BOM members Annual grant size: 150% of Annual Base Compensation. Maximum vesting opportunity is 200% of the number of performance shares granted.
Mandatory share ownership and holding requirement	To further align the interests of executives to those of stakeholders and to motivate the achievement of sustained performance.	The guideline for members of the Board of Management is to hold at least a minimum shareholding in the company. Until this level has been reached the members of the Board of Management are required to retain all after-tax shares derived from any Long-Term Incentive Plan. All Board of Management members have reached the required share ownership level. The shares granted under the Long-Term Incentive Plan shall be retained for a period of at least 5 years or until at least the end of their contract period if this period is shorter. The guideline does not require members of the Board of Management to purchase shares in order to reach the required share ownership level.	The minimum shareholding requirement is 400% of annual base compensation for the CEO and 300% for other members of the Board of Management.
Pension	Pension plan and pension contribution intended to result into an appropriate level at retirement.	1. Defined Contribution plan with fixed contribution (applicable to all executives in the Netherlands – capped at EUR 114,866). 2. Gross allowance of 25% of annual base compensation exceeding EUR 114,866. 3. Temporary gross transition allowance offsetting historical plan changes.	
Additional arrangements	To aid retention and remain competitive within the marketplace	Additional arrangements include expense and relocation allowances, medical insurance, accident insurance and company car arrangements, which are in line with other Philips executives in the Netherlands. The members of the Board of Management also benefit from coverage under the company's Directors & Officers (D&O) liability insurance. The company does not grant personal loans to members of the Board of Management.	

Peer Groups

We use a Quantum Peer Group for remuneration benchmarking purposes, and therefore we aim to ensure that it includes business competitors, with an emphasis on companies in the healthcare, technology-related or consumer products area, and other companies we compete with for executive talent. The Quantum Peer Group consists of predominantly Dutch and other European companies, plus a minority (up to 25%) of US-based global companies, of comparable size, complexity and international scope. As of 2023, the Supervisory Board has decided to replace Atos with Baxter in the Quantum Peer Group.

Philips Group Quantum Peer Group 2022

European companies	Dutch companies	US companies
Alcon	Reckitt Benckiser	Ahold Delhaize
Atos	Roche	AkzoNobel
BAE Systems	Rolls-Royce	ASML
Capgemini	Safran	Heineken
Ericsson	Siemens Healthineers	
Fresenius Medical Care	Smith & Nephew	Medtronic
GlaxoSmithKline	Thales	Stryker
Nokia		

In addition, we use a TSR Performance Peer Group to benchmark our relative Total Shareholder Return performance for LTI purposes and against our business peers in the health technology market and other markets in which we compete. The companies we have selected for this peer group include predominantly US-based healthcare companies. Given that a substantial number of relevant competitors are US-headquartered, the weighting of US-based healthcare companies is more notable than for the Quantum Peer Group.

Philips Group TSR Performance Peer Group 2022

US companies	European companies	Japanese companies
Becton Dickinson	Alcon	Canon
Boston Scientific	Elekta	Terumo
Cerner	Fresenius Medical Care	
Danaher	Getinge	
General Electric	Siemens Healthineers	
Hologic	Smith & Nephew	
Johnson & Johnson	Reckitt Benckiser	
Medtronic		
Resmed		
Stryker		

The Remuneration Policy and the LTI Plan allow changes to the peer groups to be made by the Supervisory Board without further approval from the General Meeting of Shareholders in respect of up to three companies on an annual basis (for instance: following a delisting of a company or, a merger of two peer companies), or six companies in total during the four years following adoption and approval of the Remuneration Policy and the LTI Plan respectively (or, if earlier, until the adoption or approval of a revised Remuneration Policy or revised LTI Plan). Since the adoption of the current Remuneration Policy in 2020, the divestment of the Domestic Appliances business in 2021 led to the decision of the Supervisory Board to remove Electrolux, Essity and Henkel from the Quantum Performance Peer Group and replace them with Alcon, GlaxoSmithKline and Stryker. No changes were made to the TSR Peer Group during 2022. However, as Cerner has been delisted after its acquisition by Oracle in 2022, the Supervisory Board has selected Baxter to replace Cerner for the 2023 LTI grant. In addition, following the initial public offering of GE Healthcare, GE Healthcare is included in the TSR Performance Peer Group for the 2023 LTI grant, replacing General Electric.

Services agreements

The members of the Board of Management are engaged by means of a services agreement (*overeenkomst van opdracht*). Termination of the contract by either party is subject to six months' notice period. The severance payment is set at a maximum of one year's annual base compensation. No severance payment is due if the agreement is terminated early on behalf of the Board of Management member or in the case of urgent cause (*dringende reden*) as defined in article 7:678 and further of the Dutch Civil Code. The term of the services agreement is aligned with the term for which the relevant member has been appointed by the General Meeting of Shareholders (which is a maximum period of four years, it being understood that this period expires no later than at the end of the Annual General Meeting of Shareholders (AGM) held in the fourth year after the year of appointment).

Philips Group Contract terms for current members 2022

	end of term
Roy Jacobs	AGM 2026
Abhijit Bhattacharya	AGM 2023
Marnix van Ginneken	AGM 2025

11.2.3 Remuneration of the Board of Management in 2022

The Supervisory Board has determined the 2022 pay-outs and awards to the members of the Board of Management, upon the proposal of the Remuneration Committee, in accordance with the 2020 Remuneration Policy and the 2020 LTI Plan. In addition, the Supervisory Board has determined the 2022 pay-out of the 2020 LTI Plan, of which the performance period

ended on December 31, 2022. This was done in accordance with the LTI Plan as approved during the 2020 Annual General Meeting of Shareholders.

The Remuneration Committee annually conducts a scenario analysis. This includes the calculation of remuneration under different scenarios, whereby different Philips performance assumptions and corporate actions are examined. The Supervisory Board concluded that the relationship between the strategic objectives and the chosen performance criteria for the 2022 Annual Incentive, as well as for the 2020 LTI, were adequate.

However, in the context of our company’s performance in 2022 and to align with the shareholder experience, the Supervisory Board and Board of Management have jointly concluded that it was appropriate to waive any 2022 AI pay-out and any vesting of the 2020 LTI grant of the members of the Board of Management. The partial 2022 AI pay-out and partial vesting of the 2020 LTI grant was not waived by the former CEO, consequently the company will comply with its contractual obligations in this regard.

This 2022 Remuneration Report also includes a description of the remuneration (to be) received by the former CEO of the company in respect of the period after October 15, 2022 (the date on which he was succeeded by Mr Jakobs) pursuant to and in line with the terms of his services agreement that was concluded and published on the company’s website and presented to the AGM in view of his appointment in 2019 and which will terminate on April 30, 2023 (reference is made to ‘Remuneration former CEO’).

Annual Base Compensation

The annual base compensation of Roy Jakobs as new CEO was set at EUR 1,200,000 (below the base salary of his predecessor of EUR 1,325,000), in line with Philips’ remuneration policy, following market practice and considering the complexity of the role. The annual base compensation of the other members of the Board of Management has been reviewed as part of the regular remuneration review. As a result, the annual base compensation of Abhijit Bhattacharya and Marnix van Ginneken has been increased per April 1, 2022, from EUR 795,000 to EUR 810,000 and EUR 615,000 to EUR 630,000, respectively. This increase was made to move the total compensation level closer to the market median level, as well as to reflect internal relativities.

2022 Annual Incentive

The Annual Incentive performance has been assessed based on company financial results as well as individual results. Details are as follows:

Company financial results (80% weighting)

In line with the Remuneration Policy, the company sets financial targets in advance of the year for all members of the Board of Management. For the year 2022, the financial targets set at Group level cover Comparable Sales Growth¹⁾, Adjusted EBITA¹⁾ and Free Cash Flow¹⁾. The realized performance regrettably did not reach the threshold performance target on any of these three criteria.

Financial performance criteria	Weighting as % of target Annual Incentive	Assessment of performance					resulting payout as % of target	Weighted pay-out as % of target Annual Incentive
		threshold performance	target performance	maximum performance	realized performance			
Comparable Sales Growth ¹⁾	30%	1.8%	4.8%	6.8%	(2.8)%		0.0%	0%
Adjusted EBITA ¹⁾	30%	9.7%	12.7%	14.7%	7.4%		0.0%	0%
Free Cash Flow ¹⁾	20%	400	700	1,000	(961)		0.0%	0%
Total	80%							0%

¹⁾ Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to [Reconciliation of non-IFRS information](#).

Individual targets based on area of responsibility (20% weighting)

In the context of our company’s performance in 2022 and to align with the shareholder experience, the members of the Supervisory Board and Board of Management jointly concluded that it was appropriate to waive any 2022 AI pay-out of the current members of the Board of Management, despite a positive realization on their individual performance criteria. Specifically, this means that aggregately an amount of EUR 236,957 (including an amount of EUR 35,881 related to the AI for Roy Jakobs in his role as Chief Business Leader Connected Care for the period January 1, 2022 up and until October 14, 2022) was waived.

For the sake of transparency, the individual performance criteria and assessment targets set at the beginning of the year, have been disclosed in the table below. To determine the payout levels for the individual goals, the Supervisory Board typically applies a holistic assessment as to the performance against the set goals as well as the relative weighting of the goal categories. These relative weightings are not in all cases equal, but such that any goal category remains relevant and aligned with the strategic priorities for the year.

Board of Management Member	Individual Performance criteria	Assessment of performance	Weighted pay-out as % of target Annual Incentive
Roy Jakobs	Strategy execution	• CEO and company transition plan completed before year end. Creating Value with Sustainable Impact plan, including interventions required, released on January 30, 2023	14% (fully waived)
	Quality & operational excellence	• S&RC recall progressed to 90% production of remediation, DSI testing data released in December • Patient Safety and Quality assessment done, plan formulated and released. New leader hired to join the Executive Committee • Customer delivery in Personal Health improved strongly. Health Systems without delivery still under continued pressure with significant inventory build as a result	
	People & organization	• Progress on improving gender balance in leadership positions, leadership hires, whilst employee engagement slightly behind on high-performance norms	
	Customer results	• Good progress on customer satisfaction, customer NPS and Ratings & Reviews ahead on target	
Abhijit Bhattacharya	Strategy execution	• Progress made on value delivery from past Mergers & Acquisitions • Further strengthened sustaining engineering team in India • Progress made on China localization plan. Growth plan India on track for long term ambition, but slightly behind in the year	13% (fully waived)
	Quality & operational excellence	• Patient Safety and Quality key investments and support ensured to further accelerate our transformation to enhance quality and regulatory capabilities • Productivity results not enough to close the margin gaps experienced, and inventory levels significantly increased on the back of unfinished products	
	People & organization	• Progress on improving gender balance in leadership positions. Employee engagement slightly behind on high-performance norms	
Marnix van Ginneken	Strategy execution	• License income above target • Significant order growth intake from large government deals, above target	17% (fully waived)
	Quality & operational excellence	• Key foundational elements set to accelerate transformation to enhance quality and regulatory capabilities • Progress made on S&RC remediation • Further progress on consolidation and simplification of legal manufacturers and quality management systems in line with plan	
	People & organization	• Progress on improving gender balance in leadership positions. Employee engagement slightly behind on high-performance norms	
	Environmental, Social & Governance / Sustainability	• ESG performance objectives above targets, including strong performance on Lives Improved, circular revenues and total emissions from operational carbon footprint	

Overall this leads to the following total Annual Incentive realization and no payout:

Annual Incentive realization 2022 in EUR unless otherwise stated

	Annual incentive opportunity			Realized annual incentive			Realized Payout of annual incentive
	Target as a % of base compensation	Target Annual Incentive	Financial performance (weighted pay-out %)	Individual performance (weighted pay-out %)	Payout as % of target Annual Incentive ¹⁾		
Roy Jakobs ²⁾	100%	256,438	0%	69%	14%	35,260	0
Abhijit Bhattacharya	80%	648,000	0%	63%	13%	81,648	0
Marnix van Ginneken	80%	504,000	0%	84%	17%	84,168	0

¹⁾ Note that figures may not add up due to rounding.
²⁾ As per October 15, 2022, Roy Jakobs was appointed as CEO of the company.

2023 Annual Incentive

The Annual Incentive criteria consist of:

Financial criteria (80% weighting):

For the year 2023, the following financial indicators of the company’s results are selected to ensure alignment with the key (strategic) priorities in the year:

- Profit/margin
- Revenue/growth
- Cash flow

Individual criteria (20% weighting):

The contribution of the individual member is assessed based on areas of responsibility, for which annually two to a maximum of five performance categories are selected for each Board of Management member from the following list:

- Customer results
- Quality & operational excellence
- Strategy execution
- People & organization
- ESG/Sustainability

For the year 2023, the following performance categories are selected to ensure alignment with the key (strategic) priorities in the year:

Board of Management Member	Selected performance categories
Roy Jakobs	<ul style="list-style-type: none"> Customer Results Quality & operational excellence Strategy execution People & organization ESG/Sustainability
Abhijit Bhattacharya	<ul style="list-style-type: none"> Customer Results Quality & operational excellence Strategy execution People & organization ESG/Sustainability
Marnix van Ginneken	<ul style="list-style-type: none"> Customer Results Quality & operational excellence Strategy execution People & organization ESG/Sustainability

2020 Long-Term Incentive

The 3-year performance period of the 2020 LTI grant, consisting of performance shares, ended on December 31, 2022. The realization of this grant is based on TSR achievement, adjusted EPS growth and sustainability objectives.

In the context of our company’s performance in 2022 and to align with the shareholder experience, the Supervisory Board and Board of Management jointly concluded that it was appropriate to waive any vesting of the 2020 LTI grant of the current members of the Board of Management, despite a positive performance achievement of the sustainability objectives. Specifically, this means that an amount of EUR 188,994 was waived.

Philips Group
Performance achievement and vesting levels

	achievement	weighting	vesting level	adjusted vesting level (waived)
TSR	0%	50%	0%	0%
EPS	0%	40%	0%	0%
Sustainability objectives	100%	10%	10%	0%
Total			10%	0%

TSR (50% weighting)

A ranking approach to TSR applies with Philips itself included in the TSR Performance Peer Group. TSR scores are calculated based on a local currency approach and by taking a 3-month averaging period prior to the start and end of the 3-year performance period. The performance incentive pay-out zone is outlined in the following table, which results in zero vesting for performance below the 40th percentile and 200% vesting for performance levels above the 75th percentile. The incentive zone range has been constructed such that the average pay-out over time is expected to be approximately 100%.

Philips Group Performance-incentive zone for TSR in %									
Position	20-14	13	12	11	10	9	8	7	6-1
Payout	0	60	80	100	120	140	160	180	190 200

The TSR achieved by Philips during the performance period was -63.66%, using a start date of October 2019 and end date of December 2022. This resulted in Philips being positioned at rank 20 in the TSR performance peer group shown in the following table, resulting in a TSR achievement of 0%.

Following Oracle’s acquisition of Cerner (completed June 2022), the Supervisory Board adopted the approach of recognizing Cerner’s performance through the delisting date. As a proxy for future performance, reinvestment in an index of the remaining 19 peer companies was assumed (effectively retaining a peer group of 20 companies).

TSR results LTI Plan 2020 grant: (63.66%)		total return	rank number
Danaher		85.47%	1
Hitachi		74.64%	2
ResMed		56.08%	3
Getinge		44.14%	4
Hologic		43.04%	5
Johnson & Johnson		37.70%	6
Siemens Healthineers		24.07%	7
De Longhi		15.22%	8
Terumo		14.05%	9
Stryker		13.15%	10
Cerner		7.70%	11
Boston Scientific		3.48%	12
Becton Dickinson		(1.36)%	13
General Electric		(3.63)%	14
Medtronic		(20.68)%	15
Smith & Nephew		(35.25)%	16
Groupe SEB		(39.46)%	17
Elekta		(48.80)%	18
Fresenius Medical		(51.91)%	19
Philips		(63.66)%	20

Adjusted EPS growth (40% weighting)

The LTI Plan EPS payouts and targets set at the beginning of the performance period were as follows:

Philips Group LTI Plan EPS payouts					
	Below threshold	Threshold	Target	Maximum	Actual
LTI plan EPS (euro)	<1.28	1.28	1.50	1.71	(1.43)
Payout	0%	40%	100%	200%	0%

In respect of the 2020 LTI grant, the LTI plan EPS is calculated based on a reported net income attributable to shareholders divided by the number of common shares outstanding (after deduction of treasury shares) on the day prior to the beginning of the performance period (to eliminate the impact of any share buyback, stock dividend, etc.), resulting in an EPS of EUR (1.82). Furthermore, as per the 2020 LTI Plan, the LTI Plan EPS includes adjustments to account for events that were not planned when targets were set or were outside management’s control such as the profit and loss impact of acquisitions and divestitures (positive adjustment), the profit and loss impact of portfolio restructuring (positive impact), the profit and loss impact of legal charges (positive impact) and impact of foreign exchange variations versus plan (positive adjustment). Overall, this resulted in an LTI Plan EPS of EUR (1.43) based on adjusted net income from continuing operations, leading to a realization of 0% of target.

Sustainability objectives (10% weighting)

In order to further align the remuneration package for the Board of Management with our purpose and our ESG commitment, a sustainability criterion was introduced in the 2020 LTI Plan. Philips believes that ESG performance will improve the company’s performance as a whole and, therefore, that it should be explicitly linked to (long-term) remuneration. The criteria are based on three Sustainable Development Goals (SDGs) as defined by the United Nations that are included in Philips’ strategy on sustainability (no. 3, 12 and 13). These three SDGs are translated in five underlying objectives, which are measured against a specific target range.

At the beginning of the performance period, challenging target ranges are set for each of the five objectives. Based on a point-to-point method, performance achievement is measured at the end of the performance period (i.e. 3 years) versus the beginning of the performance period. The pay-out is determined based on the following scheme:

No. of measures achieved within or above target zone	Pay-out %
1	0%
2	0%
3	50%-100%
4	100%-150%
5	150%-200%

The realized performance is described in the following table. As five out of five objectives are achieved within or above target zone, the payout % lies between 150% and 200% of target. Based on the overall performance of the five objectives, the Supervisory Board has assessed that a vesting level of 100% would reflect an appropriate positioning within the target range. However, as explained above, any vesting of the 2020 LTI grant of the Board of Management was waived, including vesting relating to the achieved sustainability objectives. While the strong performance on the sustainability objectives is therefore not resulting in any vesting for the current members of the Board of Management, it is celebrated by the company as it contributes to our purpose and our ESG commitment.

For more information on the realized performance on all five objectives please refer to our [Environmental, Social and Governance](#).

Sustainability category	Underlying objective	Target range		realized performance	
Ensure healthy lives and promote well-being for all at all ages (SDG3) <i>Lives Improved</i>	Targeted # of Lives Improved in year 3 ¹⁾	1,467 – 1,667 million	1,810 million	Above target zone	
Ensure sustainable consumption and production patterns (SDG12) <i>Circularity</i>	Targeted circular revenue in year 3 ²⁾	12.2% – 16.2%	18.1%	Above target zone	
	Targeted waste to landfill in year 3 ³⁾	4.7% – 0.1%	<0.1%	Within target zone	
	Targeted closing the loop in year 3 ⁴⁾	14.5 – 23.0%	35.2%	Above target zone	
Take urgent action to combat climate change and its impacts (SDG13) <i>Carbon footprint</i>	Targeted CO ₂ equivalent (in Kilo Tonnes) in year 3	661 – 589 KTonnes CO ₂	438 Ktonnes CO ₂	"Above" target zone	

¹⁾ Lives Improved by Philips products, solutions and services and care to those in underserved markets.

²⁾ Revenue from circular products (re-using materials).

³⁾ Avoiding production of waste materials.

⁴⁾ Taking back healthcare equipment.

2023 Long-Term Incentive

The vesting of the 2023 Long-Term Incentive grant consisting of performance shares is subject to performance over a period of 3 years and based on two financial criteria and one non-financial criterion:

- 50% weighting: Relative Total Shareholder Return ('TSR')
- 40% weighting: Adjusted Earnings per Share growth' ('EPS')
- 10% weighting: Sustainability objectives

Please refer to the Long-Term Incentive Plan published on the company's website for more information.

^{*)} Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to [Reconciliation of non-IFRS information](#).

Pension

The following pension arrangement is in place for the members of the Board of Management working under a services agreement governed by Dutch law:

- Flex ES Pension Plan in the Netherlands, which is a Collective Defined Contribution plan with a fixed contribution of (currently) 30.3% (including an own contribution of 2%) of the maximum pensionable salary of EUR 114,866 (effective January 1, 2022) minus the offset. The Flex ES Plan has a target retirement age of 68 and a target accrual rate of 1.85%;
- A gross Pension Allowance equal to 25% of the base compensation exceeding EUR 114,866;
- A temporary gross Transition Allowance, for a maximum period of 8 years (first 5 years in full; year 6: 75%; year 7: 50%, year 8: 25%) for members of the Board of Management who were participants of the former Executive Pension Plan. The level of the allowance is based on the age and salary of the Board member on December 31, 2014.

Total remuneration costs in 2022

The following table gives an overview of the costs incurred by the company in 2022 and 2021 in relation to the remuneration of the Board of Management. Costs related to performance shares are based on accounting standards (IFRS), which prescribe that costs for each LTI grant are recognized over the full (multi-year) vesting period, proportionate to the relevant fiscal year. Therefore, the costs for any year reflect costs of multiple LTI grants, as opposed to the actual value for the holder of an LTI grant at the vesting date. Hence, the waiving of the 2020 LTI grant by the current members of the Board of Management is not apparent in this table. Please refer to section [2020 Long-Term Incentive](#) for more details on the actual vesting of the performance shares.

Philips Group
Remuneration Board of Management¹⁾ in EUR

		Accounting costs in the year								
	reported year	annual base compensation ²⁾	base compensation	realized annual incentive	performance shares ³⁾	pension allowances ⁴⁾	pension scheme costs	other compensation ⁵⁾	total cost	Fixed-variable remuneration ⁶⁾
R. Jakobs ⁷⁾	2022	1,200,000	256,438	waived	112,737 ⁸⁾	57,973	6,012	11,507	444,667	75%-25%
F.A. van Houten ⁷⁾	2022	1,325,000	1,041,849	208,370	2,930,968	444,051	22,121	42,533	4,688,992	33%-67%
	2021	1,325,000	1,325,000	850,915	2,626,295	565,403	27,462	57,224	5,452,299	36%-64%
A. Bhattacharya	2022	810,000	806,250	waived	763,140 ⁸⁾	237,250	28,133	61,308	1,806,081	60%-40%
	2021	795,000	790,000	360,103	1,172,533	233,857	27,462	68,908	2,652,864	42%-58%
M.J. van Ginneken	2022	630,000	626,250	waived	585,490 ⁸⁾	141,622	28,133	35,343	1,416,837	59%-41%
	2021	615,000	605,000	317,192	886,835	150,755	27,462	42,610	2,029,054	41%-59%
Total	2022		2,730,788	208,370	4,391,434	880,896	84,398	150,691	8,446,577	46%-54%
	2021		2,720,000	1,528,210	4,684,863	950,015	82,386	168,742	10,134,217	39%-61%

¹⁾ Reference date for board membership is December 31, 2022.

²⁾ Annual base compensation as incurred in the year, base compensation increases are reflected proportionally.

³⁾ Costs of performance shares are based on accounting standards (IFRS) and do not reflect the value of performance shares at the vesting/release date. For Mr. van Houten, the accounting costs for 2022 include additional costs for the accelerated accrual of the 2021 and 2022 LTI grant.

⁴⁾ The Pension Transition Allowances were maintained at the current level for Messrs van Houten and Bhattacharya for the term of their services agreements. The total pension cost of the company related to the pension arrangement (including the aforementioned Transition Allowance) is at a comparable level over a period of time to the pension costs under the former Executive Pension Plan.

⁵⁾ The stated amounts mainly concern (share of) allowances to members of the Board of Management that can be considered as remuneration. In a situation where such a share of an allowance can be considered as (indirect) remuneration (for example, private use of the company car), then the share is both valued and accounted for here. The method employed by the fiscal authorities is the starting point for the value stated.

⁶⁾ Fixed remuneration is determined as the sum of base compensation, pension allowances, pension scheme costs and other compensation. Variable remuneration is determined as the sum of realized annual incentive and performance shares.

⁷⁾ As per October 15, 2022, Roy Jakobs was appointed as CEO of the company. The table includes actual costs incurred in respect of the remuneration received by Mr Van Houten and Mr Jakobs, respectively, as CEO.

⁸⁾ Despite the waiving of the 2020 LTI grant, these amounts are not nil as they reflect accounting costs according to IFRS.

Remuneration former CEO

Per October 15, 2022, Frans van Houten, the former CEO, was succeeded by Roy Jakobs as CEO of the company.

In view of a proper handover, and pursuant to the contractual obligations of his services agreement (published on the company's website at the time of his re-appointment in 2019 and filed as Exhibit 4(e) hereto), the former CEO's services agreement will terminate on April 30, 2023 in line with the applicable conditions as laid down in such services agreement. Until this time, the former CEO remains available for advisory services.

Up to the termination date of April 30, 2023, the former CEO will be receiving the base compensation, pension arrangement and other allowances following from the termination of his 2019 services agreement. For the period October 15, 2022 up and until December 31, 2022, the base compensation, pension expenditures and other compensation represent a value of EUR 283,151, EUR 126,695 and EUR 11,774 respectively. The former CEO did not waive the partial 2022 AI pay-out and partial vesting of the 2020 LTI grant, consequently the Company will comply with its contractual obligations in this regard. Therefore, the former CEO received an AI payment of EUR 265,000 for the year 2022 and his 2020 LTI grant vested at 18% of target in line with the 2020 LTI plan realization.

For the year 2023, the base compensation, pension expenditures and other compensation represent a value of EUR 435,616, EUR 194,986 and EUR 18,087 (expected) respectively. In respect of the remainder of his services agreement during 2023, the former CEO will be eligible for a prorated AI payment based on the actual 2023 financial performance and his individual performance at target according to the contractual obligations. At target this prorated AI represents a value of EUR 435,616. The former CEO will not receive an LTI grant for the year 2023. In accordance with the relevant provisions of his services agreement, the former CEO will receive a severance payment equal to one-year annual base compensation (amounting to EUR 1,325,000).

The former CEO's LTI grants with a vesting date after April 30, 2023 (granted in 2021 and 2022) will continue to vest at their regular vesting dates (April 30, 2024, and April 29, 2025 respectively) subject to the predetermined performance conditions. The termination of the services agreement with the former CEO did not trigger a tax expense for the company based on Article 32bb of the Dutch Wage Tax Act.

5-year development of CEO and BoM versus average employee remuneration costs compared to company performance

Internal pay ratios are a relevant input factor for determining the appropriateness of the implementation of the Remuneration Policy, as recognized in the Dutch Corporate Governance Code. For the 2022 financial year, the ratio between the annual total compensation for the CEO and the average annual total compensation for an employee was 55:1. The ratio decreased from 63:1 in 2021. Further details on the development of these amounts and ratios over time can be found in the following table. The average employee remuneration costs and company financial performance have been adjusted retroactively such that the Domestic Appliances business is excluded from the figures. Please note that the amounts presented in the following table reflect total remuneration costs to the company which differ from the actual payout to the members of the Board of Management.

Philips Group
Remuneration cost in EUR

	2018	2019	2020	2021	2022
Remuneration					
CEO Total Remuneration Costs (A) ¹⁾	5,391,265	5,260,111	6,153,067	5,452,299	5,133,659
CFO Total Remuneration Costs	2,595,688	2,602,606	3,007,990	2,652,864	1,896,081
CLO Total Remuneration Costs	1,861,200	1,856,426	2,203,160	2,029,054	1,416,837
Average Employee (FTE) Total Remuneration Costs (B) ²⁾	89,843	92,645	91,455	86,053	93,373
Ratio A versus B ³⁾	60:1	57:1	67:1	63:1	55:1
Company performance					
Annual TSR ⁴⁾	1.2%	25.6%	6.2%	(14.5)%	(60.0)%
Comparable Sales Growth ⁵⁾	4.9%	4.5%	2.9%	(1.2)%	(2.8)%
Adjusted EBITA ⁵⁾	13.2%	13.2%	13.2%	12.0%	7.4%
Free Cash Flow ⁵⁾	990	923	1,635	900	(961)

¹⁾ For 2022, CEO refers to Frans van Houten for the period up to October 15, 2022, and to Roy Jakobs for the period from October 15, 2022, onwards. For 2018 through 2021, CEO refers to Frans van Houten.

²⁾ Based on Employee benefit expenses (EUR 7.0 billion) divided by the average number of employees (74,451 FTE) as reported in Income from operations. This results in an average annual total compensation cost of EUR 93,373 per employee.

³⁾ A consideration when interpreting the ratios between CEO and average employee remuneration is that the remuneration of the CEO is more heavily dependent on variable compensation than the remuneration of the average employee at Philips. Furthermore, the costs of performance shares are based on accounting standards (IFRS) and the specific allocation of these costs to the year. As such, the total remuneration level and costs applicable to the CEO will vary more with Philips' financial performance than the remuneration level and costs applicable to the average employee. As a consequence, the ratio will increase when financial performance is strong and conversely decrease when financial performance is not as strong.

⁴⁾ Annual TSR was calculated in line with the method as used for the LTI plan (i.e. based on reinvested dividends and 3 month averaging)

⁵⁾ Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to [Reconciliation of non-IFRS information](#).

Historical LTI grants and holdings

Number of performance shares (holdings)
Under the LTI Plan the current members of the Board of Management were granted 153,891 performance shares in 2022. The following table provides an overview at end December 2022 of performance share grants.

Philips Group
Number of performance shares (holdings) in number of shares unless otherwise stated

	grant date	number of shares originally granted	value at grant date	vesting date	end of holding period	unvested opening balance at Jan. 1, 2022	number of shares awarded in 2022	(dividend) shares awarded	number of shares vested in 2022	value at vesting date in 2022	unvested closing balance at Dec. 31, 2022
	5/6/2019	21,592 ²⁾	810,000	06/05/2022	06/05/2022	22,979	-	-	8,717	216,060	-
R. Jakobs	4/30/2020	17,704 ²⁾	706,250	30/04/2023	30/04/2025	18,399	-	674	-	-	19,073
	4/30/2021	15,812 ²⁾	750,000	30/04/2024	30/04/2026	16,105	-	590	-	-	16,696
	4/29/2022	37,630 ²⁾	930,000	29/04/2025	29/04/2027	-	37,630	1,379	-	-	39,009
	10/28/2022	24,279	314,137	28/10/2025	28/10/2027	-	24,279	-	-	-	24,279
	5/6/2019	70,640	2,650,000	06/05/2022	06/05/2024	75,177	-	-	28,567	708,078	-
F.A. van Houten ¹⁾	4/30/2020	66,431	2,650,000	30/04/2023	30/04/2025	69,037	-	2,530	-	-	71,567
	4/30/2021	55,868	2,650,000	30/04/2024	30/04/2026	56,905	-	2,086	-	-	58,991
	4/29/2022	107,227	2,650,000	29/04/2025	29/04/2027	-	107,227	3,930	-	-	111,157
A. Bhattacharya	5/6/2019	31,380	1,177,500	06/05/2022	06/05/2024	33,404	-	-	12,693	314,626	-
	4/30/2020	29,518	1,177,500	30/04/2023	30/04/2025	30,676	-	1,124	-	-	31,800
	4/30/2021	25,141	1,192,500	30/04/2024	30/04/2026	25,608	-	930	-	-	26,547
	4/29/2022	49,162	1,215,000	29/04/2025	29/04/2027	-	49,162	1,802	-	-	50,964
	5/6/2019	22,991 ²⁾	862,500	06/05/2022	06/05/2024	24,467	-	-	9,298	230,456	-
M.J. van Ginneken	4/30/2020	22,373	892,500	30/04/2023	30/04/2025	23,251	-	852	-	-	24,103
	4/30/2021	19,448	922,500	30/04/2024	30/04/2026	19,809	-	726	-	-	20,535
	4/29/2022	38,237	945,000	29/04/2025	29/04/2027	-	38,237	1,401	-	-	39,638

¹⁾ The shares vested in 2022 are subject to a 2-year holding

²⁾ Awarded before date of appointment as a member of the Board of Management

³⁾ Mr. Van Houten was not a member of the Board of Management on December 31, 2022. However for transparency purposes he is shown in this table

Number of stock options (holdings)
The tables below give an overview of the stock options held by the members of the Board of Management.

Philips Group
Stock options (holdings) in number of shares unless otherwise stated

	grant date	vesting date	exercise price (in EUR)	expiry date	opening balance at January 1, 2022	number of stock options awarded in 2021	number of stock options exercised on exercise date in 2021	share price on exercise date	number of stock options expired in 2021	closing balance at December 31, 2022
F.A. van Houten ¹⁾	23/04/2012	23/04/2015	14.82	23/04/2022	75,000	-	-	-	-	-
	29/01/2013	29/01/2014	22.43	29/01/2023	55,000	-	-	-	-	55,000
	30/01/2012	30/01/2014	15.24	30/01/2022	20,000	-	-	-	-	-
A. Bhattacharya	23/04/2012	23/04/2015	14.82	23/04/2022	16,500	-	-	-	-	-
	30/01/2012	30/01/2014	15.24	30/01/2022	10,000	-	10,000	28.35	-	-
M.J. van Ginneken	23/04/2012	23/04/2015	14.82	23/04/2022	8,400	-	-	-	-	-

¹⁾ Mr. Van Houten was not a member of the Board of Management on December 31, 2022. However for transparency purposes he is shown in this table

Share ownership guidelines

To further align the interests to those of stakeholders and to motivate the achievement of sustained performance, the members of the Board of Management are bound to a minimum shareholding requirement. The table below shows the minimum shareholding requirement, annual base compensation, (vested) shares held and share ownership ratio of each Board of Management member as per December 31, 2022. Until the minimum shareholding requirement is reached, the members of the Board of Management are required to retain all after-tax performance shares that have vested, but they are not required to make additional share purchases.

Philips Group
Share ownership Board of Management

	Minimum shareholding requirement ¹⁾	Annual Base Compensation	(Vested) shares held	Ownership ratio ²⁾
R. Jakobs	4.0x	1,200,000	109,423	1.3x
A. Bhattacharya	3.0x	810,000	169,517	2.9x
M.J. van Ginneken	3.0x	630,000	123,914	2.8x

¹⁾ As ratio of Annual Base Compensation

²⁾ The Ownership ratio is calculated by multiplying the total shares held by the share price of EUR 14.00 (based on the closing share price of December 31, 2022) and dividing this by the base compensation.

Remuneration of the Supervisory Board in 2022

Summary of the Remuneration Policy
Please find below a brief summary of the Remuneration Policy for the Supervisory Board, as adopted at the Annual General Meeting of Shareholders 2020. The fee levels in this Remuneration Policy are the same as the Supervisory Board fee levels as determined by our shareholders at the 2018 Extraordinary General Meeting of Shareholders.

The overarching objective of the 2020 Remuneration Policy for the Supervisory Board is to enable its members to fulfill their duties, acting independently: supervising the policies, management and the general affairs of Philips, and supporting the Board of Management and the Executive Committee with advice. Also, the members of the Supervisory Board are guided by the company's long-term interests, with due observance of the company's purpose and strategy, taking into account the interests of shareholders and all other stakeholders.

To support the objectives mentioned above, the 2020 Remuneration Policy is aimed at attracting and retaining international Supervisory Board members of the highest caliber and with experience and expertise relevant to our health technology businesses.

In compliance with the Dutch Corporate Governance Code, the 2020 Remuneration Policy provides that the remuneration for the members of the Supervisory Board is not dependent on the results of the company and does not include any shares (or rights to shares). Nevertheless, members of the Supervisory Board are encouraged to hold shares in the company for the purpose of long-term investment to reflect their confidence in the future course of the company. The company does not grant personal loans to members of the Supervisory Board.

The Supervisory Board reviews fee levels in principle every three years in order to monitor and take account of market developments and manage expectations of our key stakeholders. The levels are aimed at broadly median market levels (and around the 25th percentile market level for the Chairman) paid in the Quantum Peer Group (as used in the 2020 Remuneration Policy for the Board of Management).

The following table provides an overview of the current remuneration structure:

Philips Group
Remuneration Supervisory Board in EUR

	Chair	Vice Chair	Member
Supervisory Board	155,000	115,000	100,000
Audit Committee	27,000	n.a.	18,000
Remuneration Committee	21,000	n.a.	14,000
Corporate Governance and Nomination & Selection Committee	21,000	n.a.	14,000
Quality & Regulatory Committee	21,000	n.a.	14,000
Attendance fee per inter-European trip	2,500	2,500	2,500
Attendance fee per intercontinental trip	5,000	5,000	5,000
Entitlement to Philips product arrangement	2,000	2,000	2,000
Annual fixed net expense allowance	11,345	2,269	2,269
Other travel expenses	As reasonably incurred		

The members of the Supervisory Board benefit from coverage under the company's Directors and Officers (D&O) liability insurance.

Remuneration of the Supervisory Board in 2022

The individual members of the Supervisory Board received, by virtue of the positions they held, the following remuneration in 2022:

	membership	committees	other compensation ¹⁾	total
F. Sijbesma	155,000	35,000	16,345	206,345
P.A.M. Stoffels	115,000	35,000	27,269	177,269
N. Dhawan	35,616	6,411	5,808	47,836
D.E.I. Pyott	100,000	35,000	17,269	152,269
A.M. Harrison	100,000	14,000	12,269	126,269
M.E. Doherty	100,000	27,000	24,769	151,769
P. Löscher	100,000	32,000	24,769	156,769
I. Nooyl	100,000	14,000	17,269	131,269
S.K. Chua	100,000	18,000	22,269	140,269
H. Verhagen	100,000	14,000	7,269	121,269
S. Poonen	100,000	18,000	17,269	135,269
Total	1,105,616	248,411	192,574	1,546,602

¹⁾ The amounts mentioned under other compensation relate to the fee for intercontinental travel, inter-European travel, the entitlement of EUR 2,000 under the Philips product arrangement and the annual fixed net expense allowance.

11.3 Report of the Audit Committee

The Audit Committee is chaired by Liz Doherty. Its other members are Peter Löscher, Chua Sock Koong and Sanjay Poonen (who joined in the course of 2022). Felke Sijbesma also regularly attends Audit Committee meetings. The Committee assists the Supervisory Board in fulfilling its supervisory responsibilities, including ensuring the integrity of the company's financial statements, reviewing the company's internal controls and overseeing the enterprise risk management process.

In 2022, the Audit Committee held five regular meetings and two extraordinary meetings, which all Audit Committee members attended.

The CEO, CFO, Chief ESG & Legal Officer, Head of Internal Audit, Chief Accounting Officer and external auditor (Ernst & Young Accountants LLP) were invited to and attended all regular meetings.

The Committee, together with the Chief ESG & Legal Officer, also met separately in private sessions with the CEO, CFO, Head of Internal Audit and external auditor after every regular quarterly meeting of the Committee. Prior to the Committee meetings, the Audit Committee chair met one-on-one with the Group Treasurer as well as with each of the management who regularly attend the Audit Committee meetings (as set out in the previous paragraph) and with the external auditor (Ernst & Young Accountants LLP).

The following overview highlights matters that were reviewed and/or discussed during Committee meetings in the course of, or in respect of, the financial year 2022:

- The company's 2022 annual and interim financial statements and non-financial information, prior to publication. This review included the increase of EUR 165 million in the field action provision recorded in Q1 2022 in connection with the Philips Respiroics voluntary recall notification related to the sound abatement foam in certain sleep and respiratory care products (announced on June 14, 2021), to cater for the higher expected volume of devices eligible for remediation, higher communication costs and potential higher cost of execution and to ensure the speed of the program in a volatile environment. The Committee also reviewed the increase of EUR 85 million in such provision recorded in Q4 2022, resulting from the increased proportion of new replacement devices in order to expedite the completion of the Philips Respiroics voluntary recall. In each of the regular quarterly meetings of the Committee, the Committee reviewed the draft of the press release on the company's annual or interim financial statements.
- Matters relating to accounting policies, financial risks, reporting and compliance with accounting standards. Key accounting judgments were discussed in-depth, and treatments were challenged, as were quality of earnings. Compliance with statutory and legal requirements and regulations, particularly in the financial domain, was also reviewed. Important findings, Philips' top and emerging areas of risk (including the internal auditor's reporting thereon, and the Chief ESG & Legal Officer's review of litigation and other claims, as well as material investigations), and follow-up actions and appropriate measures were examined thoroughly.
- The company's cash flow generation, liquidity and financing headroom, and its ability under its capital structure and credit ratings to pay dividends and to fund capital investments, including share repurchases and other corporate finance initiatives. The Committee also monitored ongoing goodwill impairment indicators, in particular in the Sleep & Respiratory Care business, which resulted in a EUR 1.3 billion non-cash charge in Q3 2022 for the impairment of goodwill of this business. The non-cash charge of EUR 168 million that was recorded in Q3 2022 in connection with the initiative to enhance the productivity in Research & Development (among others, by discontinuing certain Research & Development projects) has also been reviewed by the Committee. Furthermore, the Committee reviewed the goodwill impairment tests performed in the fourth quarter, risk management, legal compliance, and developments in regulatory investigations, as well as legal proceedings, including antitrust investigations and related provisions.
- The quarterly Internal Audit reports in which the Head of Internal Audit highlighted key findings of internal audits and fraud investigations by the Internal Audit Function in the previous quarter. The Committee discussed the adequacy of the remediation actions agreed with management and accountabilities for executing on these actions. In each meeting the Head of Internal Audit also presented the audit schedule for the upcoming quarter.
- Specific finance topics, share repurchases, and in particular the settlement of forward contracts entered into as part of the share repurchase program announced on July 26, 2021, (at the original settlement dates in 2023 and 2024, instead of in 2022 as earlier announced), capital spending and the company's debt financing strategy (including the EUR 1 billion credit facility the company entered into as announced on October 24, 2022).
- A post-investment review of projects in the areas of Information Technology, Research & Development, Real Estate, Operations and Restructuring, and assessment of the actual spend and timing of such projects against the original budget and timing.
- Review and approval of the revised Internal Audit charter, annual audit plan and budget, audit scope, and its coverage in relation to the scope of the external audit, as well as the staffing, independence, performance and organizational structure of the Internal Audit Function.
- The performance of the external auditor in conducting the group and statutory audits as required by the Auditor Policy and the results of the 2021 EY service quality review program for Philips. Taking into account this performance review, the Committee evaluated the proposal for re-appointment of Ernst & Young Accountants LLP. Subsequently, Ernst & Young Accountants LLP was re-appointed at the 2022 Annual General Meeting of Shareholders as external auditor for a term of one year, starting on January 1, 2023.
- Later in the year, the Committee also evaluated the auditor tender process which resulted in the Committee's recommendation to the Supervisory Board to submit to the 2023 Annual General Meeting of Shareholders proposals to re-appoint Ernst & Young Accountants LLP as the company's external auditor for a term of one year, starting on January 1, 2024 and to appoint PricewaterhouseCoopers Accountants N.V. as the company's new external auditor, starting on January 1, 2025 for a term of four years.
- The proposed 2022 external audit scope, including key audit areas, approach and fees, and non-audit services provided by the external auditor in conformity with the Philips Auditor Policy.
- Review and challenge of the independence as well as the professional fitness and good standing of the external auditor and its engagement partners. For information on the fees of the Group auditor, please refer to Audit fees in the note **Income from operations**.
- The company's policy on business controls, legal compliance and the General Business Principles (including deployment). The Committee reviewed, discussed and monitored closely the company's internal control certification processes, and in particular, compliance with section 404 of the US Sarbanes-Oxley Act and its requirements regarding assessment, review and monitoring of internal controls. The Committee also reviewed the status of previously reported significant deficiencies and progress made with respect to the remediation thereof. It also discussed on a regular basis the developments in, and findings relating to, conduct resulting from investigations into alleged violations of the General Business Principles and, if required, any measures taken.
- The company's structure and system on export controls and sanctions for compliance with the international sanctions and export controls.

Furthermore, the Committee received a report from the company's Head of Tax, updating the Committee on several tax aspects, including the company's effective tax rate, tax transparency and tax assets and liabilities.

In February 2023, the Committee reviewed, together with the other members of the Supervisory Board, the key audit matters and the critical audit matters identified by the auditor in relation to the 2022 financial statements included in the Annual Report 2022 and the Annual Report on Form 20-F respectively as well as the draft of the Annual Report 2022. In February 2023, the Committee also reviewed the draft of the company's 2022 Country Activity and Tax Report.

During each regular quarterly Audit Committee meeting, the Committee reviewed the quarterly report from the external auditor, in which the auditor set forth its findings and attention points during the relevant period. Apart from the Audit Committee meetings, the external auditor also attended all private sessions with the Audit Committee, where their observations were, if necessary, further discussed. The Annual Audit Letter was circulated to the full Supervisory Board, and planned actions to address the items raised were discussed with management in the subsequent Audit Committee meetings as well as in private sessions with management.

Finally, the Committee reviewed the Audit Committee Charter and concluded it remains appropriate.

11.4 Report of the Quality & Regulatory Committee

The Quality & Regulatory Committee was established in view of the importance of patient safety and the quality of the company's products, systems, services and solutions. The Committee provides broad oversight of compliance with the regulatory requirements that govern the development, manufacturing, marketing and servicing of the company's products, systems, services and solutions. The Quality & Regulatory Committee assists the Supervisory Board in fulfilling its oversight responsibilities in these areas. It is chaired by David Pyott and its members are Marc Harrison and Peter Löscher.

In 2022, the Quality & Regulatory Committee held six meetings and all Committee members attended these meetings. The Chief Executive Officer, the Chief ESG & Legal Officer, the Chief Operations Officer and the Chief Quality & Regulatory Officer were present during these meetings.

The following overview indicates some of the matters that were discussed during meetings in the course of 2022:

- The company's Quality & Regulatory strategy, focusing on patients and customers to ensure the safety and efficacy of the company's products and solutions and the status and progress of the company's Accelerating Patient Safety and Quality program. For more information, please refer to **Quality & Regulatory and patient safety**.
- The Philips Respiroics voluntary recall notification related to the sound abatement foam in certain sleep and respiratory care products (announced on June 14, 2021) in the company's Sleep & Respiratory Care business. Management regularly updated the Committee on the trend of the number of devices registered for remediation and on the progress of the repair and replace program for the affected devices, as well as actions taken to accelerate the remediation. The Committee reviewed aspects of this issue, such as the program governance to enable effective execution, ongoing engagements with the FDA and DOJ, among others, with respect to the 518(a) Notification order issued by the FDA on March 10, 2022, the investigation initiated by the DOJ to which Philips Respiroics is subject, and the consent decree that is currently under discussion with the US Department of Justice (DOJ), acting on behalf of the FDA and engagements with other regulatory authorities globally. Furthermore, the Committee reviewed and discussed with management the engagement with and communication efforts to patients, physicians, customers and durable medical equipment providers, the testing program and its outcomes, and health hazard evaluations. The Committee also discussed the increases in the field action provision of EUR 165 million and EUR 85 million, respectively, as set out in more detail in the report of the Audit Committee above. Finally, management updated the Committee on two problems detected in corrected Trilogy 100/200 ventilators that had already been repaired, as announced by the company on November 21, 2022; the potential root causes of these issues were discussed between the Committee and management.
- Management updated the Committee regularly with respect to other quality issues (other than the Philips Respiroics voluntary recall notification mentioned in the previous bullet) and the Committee reviewed the progress made with solving and closing such other issues, including but not limited to the quality issue with respect to the pads of the HeartStart 1 devices (for which the company issued a Field Safety Notice on February 21, 2022).
- Review of progress in the transformation of the company's Quality & Regulatory function, aimed at further strengthening expertise and capabilities within the company's Quality & Regulatory function.
- Review of the progress made with global initiatives around the transformation, standardization and simplification of the company's structure and organizational processes relating to Quality Management Systems, Management Systems and regulated manufacturing sites (Legal Manufacturers).
- The status and outcome of Quality & Regulatory-related investigations and inspections by regulatory authorities and Notified Bodies globally across the organization. This in particular covered findings, related matters and follow-up actions taken by the

company to address these findings and includes the progress made with respect to closing the open warning letter from the FDA in relation to the company's Hospital Respiratory Care business. Management also regularly provided the Committee with an overview of upcoming scheduled inspections across company sites by the FDA, other regulatory authorities and Notified Bodies, and the actions taken to prepare such inspections.

- Review of the 2022 dashboard of Quality & Regulatory key performance indicators, showing the trend of performance. The Committee also reviewed the Quality & Regulatory key performance indicators for 2023.

12 Corporate governance

12.1 Introduction

Koninklijke Philips N.V. (Royal Philips), a company organized under Dutch law, is the parent company of the Philips group. Its shares have been listed on the Amsterdam stock exchange (Euronext Amsterdam) since 1912. Furthermore, its shares have been traded in the United States since 1962 and have been listed on the New York Stock Exchange since 1987.

Royal Philips has a two-tier board structure consisting of a Board of Management and a Supervisory Board, each of which is accountable to the General Meeting of Shareholders for the fulfillment of its respective duties.

The company is governed by Dutch corporate and securities laws, its Articles of Association, and the Rules of Procedure of the Board of Management and the Executive Committee and of the Supervisory Board respectively. Its corporate governance framework is also based on the Dutch Corporate Governance Code (dated December 8, 2016) and US laws and regulations applicable to Foreign Private Issuers. Additionally, the Board of Management has implemented the Philips General Business Principles (GBP) and underlying policies, as well as separate codes of ethics that apply to employees working in specific areas of our business, i.e., the Financial Code of Ethics and the Procurement Code of Ethics. Many of the documents referred to are published on the company's website and more information can be found in [Our approach to risk management](#).

In this section of the Annual Report, the company addresses the main elements of its corporate governance structure, reports on how it applies the principles and best practices of the Dutch Corporate Governance Code and provides the information required by the Dutch governmental Decree on Corporate Governance (*Besluit inhoud bestuursverslag*) and governmental Decree on Article 10 Takeover Directive (*Besluit artikel 10 overnamerichtlijn*). When deemed necessary in the interests of the company, the company may deviate from aspects of the company's corporate governance structure, and any such deviations will be disclosed in the company's corporate governance report.

In compliance with the Dutch Corporate Governance Code, other parts of the management report (within the meaning of article 2:391 of the Dutch Civil Code) included in the Annual Report address the strategy and culture of Philips aimed at long-term value creation. Philips' strategy is driven by our purpose to improve people's health and well-being through meaningful innovation, as described in more detail in [Strategy and Businesses](#). The [Message from the CEO](#) explains how the company's strategy was executed in 2022; in this regard, please refer also to [Financial performance](#). Furthermore, reference is made to the Philips Business System, an interdependent, collaborative operating model that covers all aspects of how we operate – strategy, governance, processes, people, culture and performance management. As set out in [Our culture](#), we set standards for behaviors, quality and integrity within Philips that will help achieve operational excellence and extend our solutions capability to address our customers' unmet needs. Finally, refer to [Environmental, Social and Governance](#) for more information on our approach to doing business responsibly and sustainably and our overall societal impact.

12.2 Board of Management and Executive Committee

Introduction

The Board of Management is entrusted with the management of the company. Certain key officers have been appointed to support the Board of Management in the fulfillment of its managerial duties. The members of the Board of Management and these key officers together constitute the Executive Committee. In this Corporate governance report, wherever the Executive Committee is mentioned, this also includes the members of the Board of Management, unless the context requires otherwise. Please refer to [Board of Management and Executive Committee](#) for an overview of the current members of the Board of Management and the Executive Committee.

Under the chairmanship of the President/Chief Executive Officer (CEO), and supported by the other members of the Executive Committee, the members of the Board of Management drive the company's management agenda and share responsibility for the continuity of the Philips group, focusing on long-term value creation. Please refer to the Rules of Procedure of the Board of Management and the Executive Committee, which are published on the company's website, for a description of further responsibilities and tasks, as well as procedures for meetings, resolutions and minutes.

In fulfilling their duties, the members of the Board of Management and Executive Committee shall be guided by the interests of the company and its affiliated enterprise, taking into account the interests of its stakeholders. The Board of Management and the Executive Committee have adopted a division of responsibilities based on the functional and business areas, each of which is monitored and reviewed by the individual members. The Board of Management is accountable for the actions and decisions of the Executive Committee and has ultimate responsibility for the company's external reporting (including reporting to the shareholders of the company).

The Board of Management and the Executive Committee are supervised by the Supervisory Board. Members of the Board of Management and the Executive Committee will be present in the meetings of the Supervisory Board if so invited. In addition, the CEO and other members of the Board of Management (and if needed, the other members of the Executive Committee) meet on a regular basis with the Chairman and other members of the Supervisory Board. The Board of Management and the Executive Committee are required to keep the Supervisory Board informed of all facts and developments concerning Philips that the Supervisory Board may need to be aware of in order to function as required and to properly carry out its duties.

Certain important decisions of the Board of Management require Supervisory Board approval, including decisions concerning: the operational and financial objectives of the company and the strategy designed to achieve these objectives; the issue, repurchase or cancellation of shares; and major acquisitions or divestments.

Appointment and composition

Members of the Board of Management, including the CEO, are appointed by the General Meeting of Shareholders upon a binding recommendation drawn up by the Supervisory Board after consultation with the CEO. This binding recommendation may be overruled by a resolution of the General Meeting of Shareholders adopted by a simple majority of the votes cast and representing at least one-third of the issued share capital. If a simple majority of the votes cast is in favor of the resolution to overrule the binding recommendation, but such majority does not represent at least one-third of the issued share capital, a new meeting may be convened, at which the resolution may be passed by a simple majority of the votes cast, regardless of the portion of the issued share capital represented by such majority. In the event that a binding recommendation has been overruled, a new binding recommendation shall be submitted to the General Meeting of Shareholders. If such second binding recommendation has been overruled, the General Meeting of Shareholders shall be free to appoint a board member.

The CEO and the other members of the Board of Management are appointed for a term of four years, it being understood that this term expires at the closing of the General Meeting of Shareholders to be held in the fourth calendar year after the year of their appointment or, if applicable, at a later retirement date or other contractual termination date in the fourth year, unless the General Meeting of Shareholders resolves otherwise. The same applies in the case of re-appointment, which is possible for consecutive terms of four years. A (re-)appointment schedule for the Board of Management is published on the company's website.

Pursuant to Dutch law, the members of the Board of Management are engaged by means of a services agreement (*overeenkomst van opdracht*). The term of the services agreement is aligned with the term for which the relevant member has been appointed by the General Meeting of Shareholders. In case of termination of the services agreement by the company, severance payment is limited to a maximum of one year's base salary. The services agreements provide no additional termination benefits.

Members of the Board of Management may be suspended by the Supervisory Board and by the General Meeting of Shareholders, and members of the Board of Management may be dismissed by the General Meeting of Shareholders (in each case in accordance with the Articles of Association). The other members of the Executive Committee are appointed, suspended and dismissed by the CEO, subject to approval by the Supervisory Board.

12.3 Supervisory Board

Introduction

The Supervisory Board supervises the policies, management and general affairs of Philips, and assists the Board of Management and the Executive Committee with advice on general policies related to the activities of the company. In fulfilling their duties, the members of the Supervisory Board shall be guided by the interests of the company and its affiliated enterprise, taking into account the interests of its stakeholders.

In the two-tier corporate structure under Dutch law, the Supervisory Board is a separate body that is independent of the Board of Management and the company. Its independent character is also reflected in the requirement that members of the Supervisory Board can be neither a member of the Board of Management nor an employee of the company. The Supervisory Board considers all its members to be independent under the Dutch Corporate Governance Code. Furthermore, the members of its Audit Committee are independent under the rules of the US Securities and Exchange Commission, applicable to the Audit Committee.

The Supervisory Board must approve certain important decisions of the Board of Management, including decisions concerning the operational, business and financial objectives of the company and the strategy designed to achieve these objectives, the issue, repurchase or cancellation of shares and major acquisitions or divestments. The Supervisory Board and its individual members each have a responsibility to request from the Board of Management, the Executive Committee and the external auditor all information that the Supervisory Board needs in order to be able to carry out its duties properly as a supervisory body.

Please refer to the Rules of Procedure of the Supervisory Board, which are published on the company's website, for a description of further responsibilities and tasks, as well as procedures for meetings, resolutions and minutes.

In its report (included in the company's Annual Report), the Supervisory Board describes the composition and functioning of the Supervisory Board and its committees, their activities in the financial year, the number of committee meetings held and the main items discussed. Please refer to [Supervisory Board report](#). Please also refer to [Supervisory Board](#) for an overview of the current members of the Supervisory Board.

Appointment and composition

Members of the Supervisory Board are appointed by the General Meeting of Shareholders upon a binding recommendation drawn up by the Supervisory Board. This binding recommendation may be overruled by a resolution of the General Meeting of Shareholders adopted by a simple majority of the votes cast and representing at least one-third of the issued share capital. If a simple majority of the votes cast is in favor of the resolution to overrule the binding recommendation, but such majority does not represent at least one-third of the issued share capital, a new meeting may be convened. At this new meeting the resolution may be passed by a simple majority of the votes cast, regardless of the portion of the issued share capital represented by such majority. In the event that a binding recommendation has been overruled, a new binding recommendation shall be submitted to the General Meeting of Shareholders. If such second binding recommendation has been overruled, the General Meeting of Shareholders shall be free to appoint a board member.

The term of appointment of members of the Supervisory Board expires at the closing of the General Meeting of Shareholders to be held after a period of four years following their appointment. There is no age limit requiring the retirement of board members.

In line with the Dutch Corporate Governance Code, members of the Supervisory Board are eligible for re-appointment for a fixed term of four years once, and may subsequently be re-appointed for a period of two years, which appointment may be extended by at most two years. The report of the Supervisory Board must state the reasons for any re-appointment beyond an eight-year period.

A (re-)appointment schedule for the Supervisory Board is published on the company's website.

Members of the Supervisory Board may be suspended or dismissed by the General Meeting of Shareholders in accordance with the Articles of Association.

Candidates for appointment to the Supervisory Board are selected taking into account the company's Diversity Policy, which is published on the company's website. The Supervisory Board's composition furthermore follows the profile included in the Rules of Procedure of the Supervisory Board, and the size of the board may vary as it considers appropriate to support its profile. Please refer to [Supervisory Board report](#) by the [Supervisory Board](#).

Effective 2022, Dutch law provides a mandatory gender quota, requiring that least one-third of the Supervisory Board members are women and at least one-third men (for calculation purposes, a total number of board members that cannot be divided by three, must be rounded up to the next number that can be divided by three). The quota is applicable to (i) the appointment of new Supervisory Board members, and (ii) the re-appointment of acting board members after eight years following their initial appointment. Except in certain exceptional circumstances, any appointment or re-appointment resulting in a Supervisory Board composition which does not meet (or no longer meets) the quota, will be invalid (null and void).

Supervisory Board committees

The Supervisory Board, while retaining overall responsibility, has assigned certain tasks to four committees: the Corporate Governance and Nomination & Selection Committee, the Remuneration Committee, the Audit Committee, and the Quality & Regulatory Committee. Each committee reports to the full Supervisory Board. Please refer to the charters of the respective committees, which are published on the company's website as part of the Rules of Procedure of the Supervisory Board, for a description of their responsibilities, composition, meetings and working procedures.

The *Corporate Governance and Nomination & Selection Committee* is responsible for preparing selection criteria and appointment procedures for members of the Supervisory Board, the Board of Management and the Executive Committee. The Committee makes proposals to the Supervisory Board for the (re)appointment of such members, and periodically assesses their functioning. The Committee also periodically assesses the Executive Committee succession planning, and the Diversity Policy, and supervises the policy of the Executive Committee on the selection criteria and appointment procedures for Philips executives. At least once a year, the Committee reviews the corporate governance principles applicable to the company, and advises the Supervisory Board on any changes to these principles that it deems appropriate.

The *Remuneration Committee* is responsible for preparing decisions of the Supervisory Board on the remuneration of individual members of the Board of Management and the Executive Committee. The Committee prepares an annual remuneration report, which is published on the company's website by the Supervisory Board ahead of the Annual General Meeting of Shareholders. In performing its duties and responsibilities, the Remuneration Committee is assisted by an external consultant and an in-house remuneration expert.

The *Audit Committee* assists the Supervisory Board in fulfilling its oversight responsibilities for: the integrity of the company's financial statements; the financial reporting process; the effectiveness (also in respect of the financial reporting process) of the system of internal controls and risk management; the internal and external audit process; the internal and external auditor's qualifications, independence and performance; as well as the company's process for monitoring compliance with laws and regulations and the GBP (including related manuals, training and tools). It reviews the company's annual and interim financial statements, including non-financial information, prior to publication and advises the Supervisory Board on the adequacy and appropriateness of internal control policies and internal audit programs and their findings. The Committee furthermore supervises the internal audit function, maintains contact with and supervises the external auditor and prepares the nomination of the external auditor for appointment by the General Meeting of Shareholders.

The composition of the Audit Committee meets the relevant requirements under Dutch law and the applicable US rules. All of the members are considered to be independent and financially literate, and the Audit Committee as a whole has the competence relevant to the sector in which the company is operating. In addition, Liz Doherty is designated as an Audit Committee financial expert, as defined under the regulations of the US Securities and Exchange Commission. The Supervisory Board considers the expertise and experience available in the Audit Committee, in conjunction with the possibility to take advice from internal and external experts and advisors, to be sufficient for the fulfillment of the tasks and responsibilities of the Audit Committee.

The *Quality & Regulatory Committee* has been established by the Supervisory Board in view of the central importance of the quality and (patient) safety of the company's products, systems, services and software as well as the development, testing, manufacturing, marketing and servicing thereof, and the regulatory requirements relating thereto. The Quality & Regulatory Committee assists the Supervisory Board in fulfilling its oversight responsibilities in this area, whilst recognizing that the Audit Committee assists the Supervisory Board in its oversight of other areas of regulatory, compliance and legal matters.

12.4 Other Board-related matters

Remuneration and share ownership

The remuneration of the individual members of the Board of Management is determined by the Supervisory Board, taking into account the remuneration policy adopted by the General Meeting of Shareholders. The remuneration of the individual members of the Supervisory Board is determined by the General Meeting of Shareholders, also on the basis of a remuneration policy.

The current remuneration policies for the Board of Management and the Supervisory Board, respectively, were adopted in 2020 and are published on the company's website. Pursuant to Dutch law, the shareholders are entitled to vote on the adoption of the separate remuneration policies for the Board of Management and the Supervisory Board at the Annual General Meeting of Shareholders (at least) every four years. The adoption of a remuneration policy will require a special majority of three-quarters of the votes cast (as the Articles of Association do not provide for a lower majority).

A description of the composition of the remuneration paid and owed to the individual members of the Board of Management and the Supervisory Board is included in the annual remuneration report (as prepared by the Remuneration Committee, adopted by the Supervisory Board and published on the company's website). Shareholders have an advisory vote at each Annual General Meeting of Shareholders on the remuneration report relating to the preceding financial year.

Pursuant to Dutch law, the Supervisory Board is authorized to reduce or eliminate unpaid bonuses awarded to members of the Board of Management if payment or delivery of the bonus would be unacceptable according to the principles of reasonableness and fairness. The company, which in this respect may also be represented by the Supervisory Board or a special representative appointed for this purpose by the General Meeting of Shareholders, may also request return of bonuses already paid or delivered insofar as these have been granted on the basis of incorrect information on the fulfillment of the relevant performance criteria or other conditions. Bonuses are broadly defined as 'non-fixed' (variable) remuneration – either in cash or in the form of share-based compensation – that is conditional in whole or in part on the achievement of certain targets or the occurrence of certain circumstances. The explanatory notes to the balance sheet shall report on any moderation and/or claim for repayment of Board of Management remuneration. No such reduction of unpaid bonuses or requests for repayment occurred during the financial year 2022.

In compliance with the Dutch Corporate Governance Code, the company does not grant personal loans to and guarantees on behalf of members of the Board of Management or the Supervisory Board. No such loans were granted and no such guarantees were issued in 2022, nor were any loans or guarantees outstanding as of December 31, 2022.

Also in compliance with the Dutch Corporate Governance Code, the Articles of Association provide that shares or rights to shares shall not be granted to members of the Supervisory Board.

Members of the Board of Management and the Supervisory Board may only hold shares in the company for the purpose of long-term investment and must refrain from short-term transactions in Philips securities. According to Philips' internal rules of conduct with respect to inside information, members of the Board of Management and the Supervisory Board are only allowed to trade in Philips securities (including the exercise of stock options) during 'windows' of 20 business days following the publication of annual and quarterly results (provided further the person involved has no inside information regarding Philips at that time, unless an exemption is available). Furthermore, members of the Board of Management and the Supervisory Board are prohibited from trading, directly or indirectly, in securities of any of the companies belonging to Philips' peer group (as determined by the Supervisory Board) during one week preceding the disclosure of Philips' annual or quarterly results.

Transactions in Philips shares carried out by members of the Board of Management and the Supervisory Board are reported to the Dutch Authority for the Financial Markets (AFM) in accordance with the EU Market Abuse Regulation and, if necessary, to other relevant authorities.

Indemnification

Unless Dutch law provides otherwise, the members of the Board of Management and of the Supervisory Board shall be reimbursed by the company for various costs and expenses, such as the reasonable costs of defending claims, as formalized in the Articles of Association. Under certain circumstances, described in the Articles of Association, such as an act or failure to act by a member of the Board of Management or a member of the Supervisory Board that can be characterized as intentional (*opzettelijk*), intentionally reckless (*bewust roekeloos*) or seriously culpable (*ernstig verwijtbaar*), there

will be no entitlement to this reimbursement unless the law or the principles of reasonableness and fairness require otherwise. The company has also taken out liability insurance (D&O – Directors & Officers) for the persons concerned.

Diversity

Candidates for appointment to the Supervisory Board, the Board of Management and the Executive Committee are selected taking into account the company's Diversity Policy, which is published on the company's website. Effective 2022, Dutch law provides that (re-)appointments for members of the Supervisory Board must be in accordance with a mandatory gender quota, requiring that at least one-third of the supervisory board members are women (and at least one-third are men). There are certain exceptions where the gender quota does not apply, such as the re-appointments within eight years of the initial appointment and (re-)appointments made in exceptional circumstances.

For more details on the Diversity Policy and board diversity, please refer to [Report of the Corporate Governance and Nomination & Selection Committee](#). For more details on the Diversity Policy, the profile of the Supervisory Board and board diversity please refer to [Supervisory Board report](#), to [Report of the Corporate Governance and Nomination & Selection Committee](#) and to [Inclusion & Diversity](#).

Conflicts of interest

Dutch law on conflicts of interest provides that a member of the Board of Management or Supervisory Board may not participate in the adoption of resolutions if he or she has a direct or indirect personal conflict of interest with the company or related enterprise. If all members of the Board of Management have a conflict of interest, the resolution concerned will be considered by the Supervisory Board. If all members of the Supervisory Board have a conflict of interest, the resolution concerned must be considered by the General Meeting of Shareholders.

In compliance with the Dutch Corporate Governance Code, the company's corporate governance includes rules to specify situations in which a potential or actual conflict may exist, procedures to avoid such conflicts of interest as much as possible, and procedures to deal with such conflicts should they arise. Relevant matters relating to conflicts of interest, if any, must be mentioned in the Annual Report (specifically the management report) for the financial year in question. No decisions to enter into material transactions in which there are conflicts of interest with members of the Board of Management or the Supervisory Board were taken during the financial year 2022.

Outside directorships

In compliance with the Dutch Corporate Governance Code, members of the Board of Management require the approval of the Supervisory Board before they can accept a position as a member of a supervisory board or a position as a non-executive director on a one-tier board (Non-Executive Directorship) at another company. The Supervisory Board must be notified of other important positions (to be) held by a member of the Board of Management.

Dutch law provides for certain limitations on the number of Non-Executive Directorships a member of the Board of Management or Supervisory Board may hold. No member of the Board of Management shall hold more than two Non-Executive Directorships at 'large' companies (*naamloze vennootschappen* or *besloten vennootschappen*) or 'large' foundations (*stichtingen*), as defined under Dutch law, and no member of the Board of Management shall hold the position of chairman of another one-tier board or the position of chairman of another supervisory board. No member of the Supervisory Board shall hold more than five Non-Executive Directorships at such companies or foundations, with a position as chairman counting for two. During the financial year 2022 all members of the Board of Management and the Supervisory Board complied with the limitations described above in this paragraph.

12.5 General Meeting of Shareholders

Meetings

The Annual General Meeting of Shareholders shall be held no later than six months after the end of the financial year. The agenda for the meeting typically includes: an advisory vote on the remuneration report; discussion of the Annual Report; the adoption of the financial statements; policy on additions to reserves and dividends; any proposed dividends or other distributions; discharge of the members of the Board of Management and the Supervisory Board; any other matters proposed by the Supervisory Board, the Board of Management or shareholders in accordance with Dutch law and the Articles of Association.

Shareholders' meetings are convened by public notice via the company's website, and registered shareholders are notified by letter or by electronic means of communication at least 42 days prior to the day of the relevant meeting. Shareholders who wish to exercise the rights attached to their shares in respect of a shareholders' meeting are required to register for such meeting. Shareholders may attend a meeting in person, vote by proxy (via an independent third party) or grant a power of attorney to a third party to attend the meeting and vote on their behalf. Details on registration for meetings, attendance and proxy voting will be included in the notice convening the relevant meeting.

Pursuant to Dutch law, the record date for the exercise of voting rights and rights relating to shareholders' meetings is set at the 28th day prior to the day of the relevant meeting. Shareholders registered on such date are entitled to attend the meeting and to exercise the other shareholder rights (at the relevant meeting) notwithstanding any subsequent sale of their shares after the record date.

In accordance with the Articles of Association and Dutch law, requests from shareholders for items to be included on the agenda will generally be honored, subject to the company's rights to refuse to include the requested agenda item under Dutch law, provided that such requests are made in writing at least 60 days before a General Meeting of Shareholders to the Board of Management and the Supervisory Board by shareholders representing at least 1% of the company's outstanding capital or, according to the official price list of Euronext Amsterdam, representing a value of at least EUR 50 million. Written requests may be submitted electronically and shall comply with the procedure stipulated by the Board of Management, which procedure is posted on the company's website.

Pursuant to Dutch law, shareholders requesting an item to be included on the agenda of a meeting have an obligation to disclose their full economic interest (i.e., long position and short position) to the company. The company has the obligation to publish such disclosures on its website.

Main powers of the General Meeting of Shareholders

The main powers of the General Meeting of Shareholders are:

- to appoint, suspend and dismiss members of the Board of Management and the Supervisory Board;
- to adopt resolutions for the Board of Management and the Supervisory Board, to determine the remuneration of the individual members of the Supervisory Board and to approve long-term incentive (equity-based) plans for the Board of Management;
- to adopt the annual accounts, to declare dividends and to discharge the Board of Management and the Supervisory Board from any liability in respect of the performance of their respective duties for the previous financial year;
- to appoint the company's external auditor;
- to adopt amendments to the Articles of Association and proposals to dissolve or liquidate the company;
- to issue shares or rights to shares;
- to restrict or exclude pre-emptive rights of shareholders and to repurchase or cancel outstanding shares; and
- in accordance with Dutch law, to approve decisions of the Board of Management that are so far-reaching that they would greatly change the identity or nature of the company or the business.

The company applies principle 4.1 of the Dutch Corporate Governance Code within the framework of the Articles of Association and Dutch law and in the manner described in this corporate governance report. All issued and outstanding shares carry voting rights and each share confers the right to cast one vote in a shareholders' meeting. Pursuant to Dutch law, no votes may be cast at a General Meeting of Shareholders in respect of shares which are held by the company. There are no special statutory rights attached to the shares of the company and no restrictions on the voting rights of the company's shares exist. Subject to certain exceptions provided by Dutch law and/or the Articles of Association, resolutions of the General Meeting of Shareholders are passed by an absolute majority of votes cast and do not require a quorum.

Share capital; issue and repurchase of (rights to) shares

The authorized share capital of the company amounts to EUR 800 million, divided into 2 billion common shares with a nominal value of 20 eurocents each and 2 billion preference shares also with a nominal value of 20 eurocents each. On December 31, 2022, the issued share capital amounted to EUR 177,863,016.40 divided into 889,315,082 common shares and no preference shares. All shares are fully paid-up. There are currently no limitations, either under Dutch law or the Articles of Association, to the transfer of the common shares.

Only Euroclear shares are traded on Euronext Amsterdam. Only New York Registry Shares are traded on the New York Stock Exchange. Pursuant to article 10:138(2) of the Dutch Civil Code, the laws of the State of New York are applicable to the proprietary regime with respect to the New York Registry Shares, which proprietary regime includes the requirements for a transfer of, or the creation of an in rem right in, such New York Registry Shares. Euroclear shares and New York Registry Shares may be exchanged for each other.

As per December 31, 2022, approximately 89% of the common shares were held through the system of Euroclear Nederland (Euroclear shares) and approximately 11% of the common shares were represented by New York Registry Shares issued in the name of approximately 843 holders of record. The latter include Cede & Co. Cede & Co acts as nominee for The Depository Trust Company, which holds the shares (indirectly) for individual investors as beneficiaries. Deutsche Bank Trust Company Americas is acting as New York transfer agent, registrar and dividend disbursing agent. Since certain shares are held by brokers and other nominees, these numbers may not be representative of the actual number of United States beneficial holders or the number of New York Registry Shares beneficially held by US residents.

At the 2022 Annual General Meeting of Shareholders, it was resolved to authorize the Board of Management, subject to the approval of the Supervisory Board, to issue shares or to grant rights to acquire shares in the company as well as to restrict or exclude the pre-emption right accruing to shareholders up to and including November 9, 2023. This authorization is limited to a maximum of 10% of the number of shares issued as of May 10, 2022.

In addition, at the 2022 Annual General Meeting of Shareholders, it was resolved to authorize the Board of Management, subject to the approval of the Supervisory Board, to acquire shares in the company within the limits of the Articles of Association and within a certain price range up to and including November 9, 2023. The maximum number of shares the company may hold will not exceed 10% of the issued share capital as of May 10, 2022. The number of shares may be increased by 10% of the issued capital as of that same date in connection with the execution of share repurchase programs for capital reduction programs.

12.6 Annual financial statements and external audit

The annual financial statements are prepared by the Board of Management and reviewed by the Supervisory Board upon the advice of its Audit Committee, taking into account the report of the external auditor. Upon approval by the Supervisory Board, the accounts are signed by all members of both the Board of Management and the Supervisory Board and are published together with the opinion of the external auditor. The Board of Management is responsible, under the supervision of the Supervisory Board, for the quality and completeness of such publicly disclosed financial reports. The annual financial

statements are presented for discussion and adoption at the Annual General Meeting of Shareholders, to be convened subsequently.

The external auditor is appointed by the General Meeting of Shareholders in accordance with the Articles of Association. Philips' current external auditor, Ernst & Young Accountants LLP, was appointed by the General Meeting of Shareholders held on May 7, 2015, for a term of four years starting January 1, 2016, was re-appointed at the Annual General Meeting of Shareholders held on May 9, 2019 for a term of three years starting January 1, 2020 and was re-appointed at the Annual General Meeting of Shareholders held on May 10, 2022 for a term of one year starting January 1, 2023.

European and Dutch law requires the separation of audit and certain non-audit services. The external auditor may only provide audit and audit-related services and is prohibited from providing any other services. This is reflected in the Auditor Policy, which is published on the company's website. The policy is also in line with (and in some ways stricter than) applicable US rules, under which the appointed external auditor must be independent from the company both in fact and appearance.

The Auditor Policy specifies certain audit services and audit-related services (also known as assurance services) that will or may be provided by the external auditor, and includes rules for the pre-approval by the Audit Committee of such services. Audit services must be pre-approved on the basis of the annual audit services engagement agreed with the external auditor. Proposed audit-related services may be pre-approved at the beginning of the year by the Audit Committee (annual pre-approval) or may be pre-approved during the year by the Audit Committee in respect of a particular engagement (specific pre-approval). The annual pre-approval is based on a detailed, itemized list of services to be provided, which is designed to ensure that there is no management discretion in determining whether a service has been approved, and to ensure that the Audit Committee is informed of each of the services it is pre-approving. Unless pre-approval with respect to a specific service has been given at the beginning of the year, each proposed service requires specific pre-approval during the year. Any annually pre-approved services where the fee for the engagement is expected to exceed pre-approved cost levels or budgeted amounts will also require specific pre-approval. The term of any annual pre-approval is 12 months from the date of the pre-approval unless the Audit Committee states otherwise. During 2022, there were no services provided to the company by the external auditor which were not pre-approved by the Audit Committee.

12.7 Stichting Preferente Aandelen Philips

Stichting Preferente Aandelen Philips, a Foundation (*stichting*) organized under Dutch law, has been granted the right to acquire preference shares in the capital of Royal Philips, as stated in the company's Articles of Association. In addition, the Foundation has the right to file a petition with the Enterprise Chamber of the Amsterdam Court of Appeal to commence an inquiry procedure within the meaning of article 2:344 of the Dutch Civil Code.

The object of the Foundation is to represent the interests of Royal Philips, the enterprises maintained by the company and its affiliated companies within the company's group, in such a way that the interests of the company, these enterprises and all parties involved with them are safeguarded as effectively as possible, and that they are afforded maximum protection against influences which, in conflict with those interests, may undermine the autonomy and identity of Philips and those enterprises, and also to do anything related to the above ends or conducive to them. This object includes the protection of Philips against (an attempt at) an unsolicited takeover or other attempt to exert (de facto) control of the company. The arrangement will allow Philips to determine its position in relation to the relevant third party (or parties) and its (their) plans, to seek alternatives and to defend the company's interests and those of its stakeholders.

The mere notification that the Foundation exercises its right to acquire preference shares will result in such shares being effectively issued. The Foundation may exercise this right for as many preference shares as there are common shares in the company outstanding at that time. No preference shares have been issued as of December 31, 2022.

The members of the self-electing Board of the Foundation are Messrs J.P. de Kreij, J.V. Timmermans, J. van der Veer and P.N. Wakkie. No Philips Supervisory Board or Board of Management members or Philips officers are represented on the board of the Foundation.

Other than the arrangements made with the Foundation referred to above, the company does not have any measures which exclusively or almost exclusively have the purpose of defending against unsolicited public offers for shares in the capital of the company. It should be noted that the Board of Management and the Supervisory Board remain under all circumstances authorized to exercise all powers vested in them to promote the interests of Philips.

The company has issued certain corporate bonds, the provisions of which contain a 'Change of Control Triggering Event' or a 'Change of Control Put Event'. Upon the occurrence of such events, the company might be required to offer to redeem or purchase any outstanding bonds at certain pre-determined prices. Please also refer to [Debt](#).

12.8 Major shareholders

The Dutch Act on Financial Supervision imposes an obligation on persons holding certain interests to disclose (*inter alia*) percentage holdings in the capital and/or voting rights in the company when such holdings reach, exceed or fall below 3, 5, 10, 15, 20, 25, 30, 40, 50, 60, 75 and 95 percent (as a result of an acquisition or disposal by a person, or as a result of a change in the company's total number of voting rights or capital issued). Certain derivatives (settled in kind or in cash) are also taken into account when calculating the capital interest. The statutory obligation to disclose capital interest relates not only to gross long positions, but also to gross short positions. Required disclosures must be made to the Dutch Authority for the Financial Markets (AFM) without delay. The AFM then notifies the company of such disclosures and includes them in a register, which is published on the AFM's website. Furthermore, an obligation to disclose (net) short positions is set out in the EU Regulation on Short Selling.

The AFM register shows the following notifications of substantial holdings and/or voting rights at or above the 3% threshold: BlackRock, Inc.: substantial holding of 5.75% and 7.45% of the voting rights (May 13, 2022); T. Rowe Price Group, Inc.: substantial holding of 4.98% and 4.96% of the voting rights (February 2, 2023); Artisan Investments GP LLC: substantial holding of 5.13% and 5.13% of the voting rights (May 5, 2022).

12.9 Corporate information

The company began as a limited partnership with the name Philips & Co in Eindhoven, the Netherlands, in 1891, and was converted into the company with limited liability N.V. Philips' Gloeilampenfabrieken on September 11, 1912. The company's name was changed to Philips Electronics N.V. on May 6, 1994, to Koninklijke Philips Electronics N.V. on April 1, 1998, and to Koninklijke Philips N.V. on May 15, 2013.

The majority of the shares in Royal Philips are held through the system maintained by the Dutch Central Securities Depository (Euroclear Nederland). In the past, Philips has also issued (physical) bearer share certificates ('Share Certificates'). A limited number of Share Certificates have not been surrendered yet, although the holders of Share Certificates are still entitled to a corresponding number of shares in Royal Philips. It is noted that, as a result of Dutch legislation that became effective per July 2019, the relevant shares were registered in the name of Royal Philips by operation of law per January 1, 2021. Owners of Share Certificates will continue to be entitled to a corresponding number of shares, but may not exercise the rights attached to such shares until they surrender their Share Certificates. Owners of Share Certificates may come forward to do so and to receive a corresponding number of shares until January 1, 2026, at the latest. As per January 2, 2026, entitlements attached to the Share Certificates not surrendered, will expire by operation of law. For more information, please contact the Investor Relations department by email (investor.relations@philips.com) or telephone (+31-20-59 77222).

The statutory seat of the company is Eindhoven, the Netherlands, and the statutory list of all subsidiaries and affiliated companies, prepared in accordance with the relevant legal requirements (Dutch Civil Code, Book 2, articles 379 and 414), forms part of the notes to the consolidated financial statements and is deposited at the office of the Commercial Register in Eindhoven, the Netherlands (file no. 17001910). The executive offices of the company are located at the Philips Center, Amstelplein 2, 1096 BC Amsterdam, the Netherlands, telephone +31-20-59 77777.

12.10 Additional information

Articles of association

Set forth below is a summary of certain provisions of the Articles of Association of the company, applicable Dutch law and related company policies. This summary does not constitute legal advice regarding those matters and should not be regarded as such.

Object and purpose

The objects of the company are to establish, participate in, administer and finance legal entities, companies and other legal forms for the purpose of the manufacture and trading of electrical, electronic, mechanical or chemical products, the development and exploitation of technical and other expertise, including software, or for the purpose of other activities, and to do everything pertaining thereto or connected therewith, including the provision of security in particular for commitments of business undertakings which belong to its group, all this in the widest sense, as may also be conducive to the proper continuity of the collectivity of business undertakings, in the Netherlands and abroad, which are carried on by the company and the companies in which it directly or indirectly participates. These objects can be found in Article 2 of the Articles of Association.

Share Capital

On December 31, 2022, the issued share capital amounted to EUR 177,863,016.40 divided into 889,315,082 common shares and no preference shares.

Voting rights

All issued and outstanding shares carry voting rights and each share confers the right to cast one vote in a shareholders' meeting. Pursuant to Dutch law, no votes may be cast at a General Meeting of Shareholders in respect of shares which are held by the company. There are no special statutory rights attached to the shares of the company and no restrictions on the voting rights of the company's shares exist. Major shareholders do not have different voting rights than other shareholders.

Dividends

A dividend will first be declared on preference shares out of net income. The Board of Management has the power to determine what portion of the net income shall be retained by way of reserve, subject to the approval of the Supervisory Board. The remainder of the net income, after reservations made, shall be available for distribution to holders of common shares subject to shareholder approval after year-end.

Liquidation rights

In the event of the dissolution and liquidation of the company, the assets remaining after payment of all debts and liquidation expenses are to be distributed in the following order of priority: to the holders of preference shares, the amount paid thereon; and the remainder to the holders of the common shares.

Preemptive rights

Shareholders have a pro rata preferential right of subscription to any common share issuance unless the right is restricted or excluded. If designated by the General Meeting of Shareholders, the Board of Management has the power to restrict or exclude the preferential subscription rights. A designation of the Board of Management will be effective for a specified period of up to five years and may be renewed. Currently, the Board of Management has been granted the power to restrict or exclude the preferential right of subscription up to and including November 9, 2023. If the Board of Management has not been designated, the General Meeting of Shareholders has the power to restrict or exclude such rights, upon the proposal of the Board of Management, which proposal must be approved by the Supervisory Board. Resolutions by the General Meeting of Shareholders referred to in this paragraph require approval of at least two-thirds of the votes cast if less than half of the issued share capital is represented at the meeting.

The foregoing provisions also apply to the issuance of rights to subscribe for shares.

General Meeting of Shareholders

The Annual General Meeting of Shareholders shall be held each year not later than the thirtieth day of June and, at the Board of Management's option, in Eindhoven, Amsterdam, The Hague, Rotterdam, Utrecht or Haarlemmermeer (including Schiphol airport); the notice convening the meeting shall inform the shareholders accordingly. Without prejudice to applicable laws and regulations, the Board of Management may resolve to give notice to holders of its listed and traded via a stock exchange shares via the company's website and/or by other electronic means representing a public announcement, which announcement remains directly and permanently accessible until the General Meeting of Shareholders. Holders of registered shares shall be notified by letter, unless the Board of Management resolves to give notice to holders of registered shares by electronic means of communication by sending a legible and reproducible message to the address indicated by the shareholder to the company for such purpose provided the relevant shareholder has agreed hereto.

In principle, all shareholders are entitled to attend a General Meeting of Shareholders, to address the meeting and to vote, except for shares held in treasury by the company. They may exercise the aforementioned rights at a meeting only for the common shares which on the record date are registered in their name. The record date is published in the above announcement and is, pursuant to Dutch law, set as the 28th day prior to the day of the relevant meeting. Holders of registered shares must advise the company in writing of their intention to attend the General Meeting of Shareholders. Holders of shares listed and traded via a stock exchange who either in person or by proxy wish to attend the General Meeting of Shareholders, should notify ABN AMRO Bank N.V., which is acting as agent for the company. They must submit a confirmation by a participating institution, in which administration they are registered as holders of the shares, that such shares are registered and will remain registered in its administration up to and including the record date, whereupon the holder will receive an admission ticket for the general Meeting of Shareholders. Holders of shares who wish to attend by proxy have to submit the proxy at the same time. A participating institution is a bank or broker which, according to the Dutch Securities Depository Act (*Wet giraal effectenverkeer*), is an intermediary (*intermediair*) of the Dutch Central Securities Depository (Euroclear Nederland).

In connection with the General Meeting of Shareholders, the company does not solicit proxies within the United States.

The Articles of Association of the company provide that there are no quorum requirements to hold a General Meeting of Shareholders. Subject to certain exceptions provided by Dutch law and/or the Articles of Association, resolutions of the General Meeting of Shareholders are passed by an absolute majority of votes cast and do not require a quorum.

Limitations on right to hold or vote Common Shares

There are no limitations imposed by Dutch law or by the Articles of Association on the right of non-resident owners to hold or vote the Common Shares.

Exchange controls

Cash dividends paid in euros on Dutch registered shares and bearer shares may be officially transferred from the Netherlands and converted into any other currency without Dutch legal restrictions, except that for statistical purposes such payments and transactions must be reported to the Dutch Central Bank. Furthermore, no payments, including dividend payments, may be made to jurisdictions subject to sanctions adopted by the government of the Netherlands and implementing resolutions of the Security Council of the United Nations.

The Articles of Association of the company provide that cash distributions on New York Registry Shares shall be paid in US dollars, converted at the rate of exchange on the stock market of Euronext Amsterdam at the close of business on the day fixed and announced for that purpose by the Board of Management.

Significant differences in corporate governance practices

The corporate governance rules established by the New York Stock Exchange (NYSE) allow Foreign Private Issuers, like Royal Philips, to follow home country practices on most corporate governance matters instead of those that apply to US domestic issuers, provided that they disclose any significant ways in which their corporate governance practices differ from those applying to listed US domestic issuers under the NYSE listing standards. The following paragraphs summarize what we believe to be the significant differences between certain Dutch practices on corporate governance matters and the corporate governance provisions applicable to US domestic issuers under the NYSE listing standards.

Dutch corporate governance code

The company is a company organized under Dutch law, with its Common Shares listed on Euronext Amsterdam, and is subject to the Dutch Corporate Governance Code of December 8, 2016 (the Dutch Corporate Governance Code). Philips' New York Registry Shares, representing Common Shares of the company, are listed on the NYSE.

Board structure

The NYSE listing standards prescribe regularly scheduled executive sessions of non-executive directors. The company has a two-tier corporate structure consisting of a Board of Management consisting of executive directors under the supervision of a Supervisory Board consisting exclusively of non-executive directors. Members of the Board of Management and other officers and employees cannot simultaneously act as member of the Supervisory Board. The Supervisory Board must approve specified decisions of the Board of Management.

Independence of members of our Supervisory Board

The Dutch Corporate Governance Code sets forth certain best practices limiting the number of non-independent members of the Supervisory Board, and its committees. The Supervisory Board considers all its members to be independent under the Dutch Corporate Governance Code. The definitions of independence under the Dutch Corporate Governance Code, however, differ in their details from the definitions of independence under the NYSE listing standards. In some cases the Dutch requirements are stricter than the NYSE listing standards, and in other cases the NYSE listing standards are the stricter of the two. The members of the Audit Committee of the Supervisory Board are also independent under the NYSE listing standards.

Committees of our Supervisory Board

The company has established four committees, consisting of members of the Supervisory Board only: the Audit Committee, the Remuneration Committee, the Corporate Governance and Nomination & Selection Committee and the Quality & Regulatory Committee. The roles, responsibilities and composition of these committees reflect the requirements of the Dutch Corporate Governance Code, the company's Articles of Association and Dutch law, which differ from the NYSE listing standards in these respects. The role of each committee is to advise the Supervisory Board and to prepare the decision-making of the Supervisory Board. In principle, the entire Supervisory Board remains responsible for its decisions even if such decisions were prepared by one of the Supervisory Board's committees.

The NYSE requires that, when an audit committee member of a listed US domestic issuer serves on four or more audit committees of public companies, the listed company should disclose (either on its website or in its Annual Report on Form 10-K) that the board of directors has determined that this simultaneous service would not impair the director's service to the listed company. Dutch law does not require the company to make such a determination.

In accordance with the procedures laid down in the Philips Auditor Policy and as mandatorily required by Dutch law, the external auditor of the company is appointed by the General Meeting of Shareholders on the proposal of the Supervisory Board, after the latter has been advised by the Audit Committee and the Board of Management.

Equity compensation plans

The company complies with Dutch legal requirements regarding shareholder approval of equity compensation plans for the members of the Board of Management. Dutch law does not require shareholder approval of certain equity compensation plans for which the NYSE listing standards would require such approval. The company is subject to a Dutch requirement to seek shareholder approval for equity compensation plans for its members of the Board of Management.

Code of business conduct

The listing standards of the NYSE prescribe certain parameters for listed company codes of business conduct and ethics. The company has implemented the Philips General Business Principles, which are applicable to all employees, and a Financial Code of Ethics, which is applicable to all employees performing an accounting or financial function. Waivers granted to Senior (Financial) Officers (as defined in our Financial Code of Ethics) must be disclosed. In 2022 the company did not grant any waivers of the Financial Code of Ethics.

Related party transactions

The NYSE listing standards require certain transactions with related parties to be reviewed by a company's audit committee or another independent body of the board of directors for potential conflicts of interest, and for the audit committee or other independent body to prohibit such a transaction if it determines it to be inconsistent with the interests of the company and its shareholders. However, foreign private issuers can rely on home country practice with respect to review and approval of related party transactions. Philips has internal procedures in place to confirm that related party transactions are entered into at arm's length and, if and to the extent required under Dutch law, to enable the Supervisory Board to assess the terms of significant related party transactions.

New York Registry Shares

Certain common shares of the company are registered in the register maintained by Deutsche Bank Trust Company Americas, as the New York transfer agent, registrar and dividend disbursing agent (the "New York Transfer Agent"), pursuant to a Transfer Agent Agreement, dated July 16, 2018, between the New York Transfer Agent and the company (such common shares, "New York Registry Shares"). As soon as practicable after receipt from the company, the New York Transfer Agent will provide holders of New York Registry Shares with a notice of any meeting or solicitation of consents or proxies with a notice prepared by the company stating (a) such information as is contained in such notice of meeting and any solicitation materials (or a summary thereof in English provided by the company), (b) that each registered holder at the close of business on the record date set by the company therefor will be entitled, subject to any applicable provisions of Dutch law and the Articles of Association, to exercise the voting rights pertaining to the New York Registry Shares, and (c) the manner in which such voting rights may be exercised. The New York Transfer Agent may, to the extent not prohibited by applicable law or by the requirements of the New York Stock Exchange, in lieu of distribution of the materials provided to it in connection with any meeting of, or solicitation of consents or proxies from, holders of common shares, distribute to

the registered holders of New York Registry Shares a notice that provides such holders with, or otherwise publicizes to such holders, instructions on how to retrieve such materials or receive such materials upon request (i.e. by reference to a website containing the materials for retrieval or a contact for requesting copies of the materials).

Major shareholders as filed with SEC

On February 5, 2020, BlackRock Inc. filed a Schedule 13G with the SEC indicating that, as of December 31, 2019, it beneficially owned 9.2% (82,571,656 shares) of the company's common shares. On January 27, 2020, Wellington Management Group LLP, Wellington Group Holdings LLP, Wellington Investment Advisors Holdings LLP and Wellington Management Company LLP jointly filed a Schedule 13G with the SEC indicating that, as of December 31, 2019, Wellington Management Group LLP, Wellington Group Holdings LLP and Wellington Investment Advisors Holdings LLP each beneficially owned 7.17% (64,327,165 shares) of the company's common shares and Wellington Management Company LLP beneficially owned 6.86% (60,988,928 shares) of the company's common shares.

On January 29, 2021, BlackRock Inc. filed a Schedule 13G with the SEC indicating that, as of December 31, 2020, it beneficially owned 8.5% (77,552,149 shares) of the company's common shares. On February 3, 2021, Wellington Management Group LLP, Wellington Group Holdings LLP, and Wellington Investment Advisors Holdings LLP jointly filed a Schedule 13G with the SEC indicating that, as of December 31, 2020, Wellington Management Group LLP, Wellington Group Holdings LLP and Wellington Investment Advisors Holdings LLP each beneficially owned 1.85% (16,883,298 shares) of the company's common shares.

On January 28, 2022, Blackrock Inc. filed a Schedule 13G with the SEC indicating that, as of December 31, 2021, it beneficially owned 7.2% (63,499,693 shares) of the company's common shares.

On January 25, 2023, Blackrock Inc. filed a Schedule 13G with the SEC indicating that, as of December 31, 2022, it beneficially owned 8.8% (78,533,739 shares) of the company's common shares.

Please also refer to [Major shareholders](#).

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13 Group financial statements

Introduction

Statutory financial statements

This section 'Group financial statements' and the section 'Company Financial Statements' together contain the statutory financial statements of the company. These statements are subject to adoption by the company's shareholders at the upcoming 2023 Annual General Meeting of Shareholders.

Management report and statement

13.1 Controls and Procedures

13.1.1 Disclosure controls and procedures

The Company's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the design and operation of the company's disclosure controls and procedures (as defined in Rules 13a15(e) and 15d15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by the Annual Report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective as of December 31, 2022.

13.1.2 Management's annual report on internal control over financial reporting

The Board of Management of Koninklijke Philips N.V. (Royal Philips) is responsible for establishing and maintaining an adequate system of internal control over financial reporting (as such term is defined in Rule 13a-15 (f) under the US Securities Exchange Act). Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of our financial reporting for external purposes in accordance with IFRS as issued by the IASB.

Internal control over financial reporting includes maintaining records that, in reasonable detail, accurately and fairly reflect our transactions; providing reasonable assurance that transactions are recorded as necessary for preparation of our financial statements; providing reasonable assurance that receipts and expenditures of company assets are made in accordance with management authorization; and providing reasonable assurance that unauthorized acquisition, use or disposition of company assets that could have a material effect on our financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected. Also, projections of any evaluation of the effectiveness of internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Board of Management conducted an assessment of Royal Philips' internal control over financial reporting based on the "Internal Control Integrated Framework (2013)" established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Based on the Board of Management's assessment of the effectiveness of Royal Philips' internal control over financial reporting as of December 31, 2022, it has concluded that, as of December 31, 2022, Royal Philips' internal control over Group financial reporting is considered effective.

13.1.3 Attestation report of the registered public accounting firm

The effectiveness of the Royal Philips' internal control over financial reporting as of December 31, 2022, as included in this section Group financial statements, has been audited by Ernst & Young Accountants LLP, an independent registered public accounting firm, as stated in their report which follows hereafter.

13.1.4 Changes in internal control over financial reporting

There were no changes in our internal control over financial reporting during 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

13.2 Reports of the independent auditor

Management's report on internal control over financial reporting is set out on [Management's annual report on internal control over financial reporting](#). The report set out on [Independent auditor's report on internal control over financial reporting](#), is provided in compliance with standards of the Public Company Accounting Oversight Board in the US and includes an opinion on the effectiveness of internal control over financial reporting as at December 31, 2022, based on COSO criteria.

Ernst & Young Accountants LLP (PCAOB ID: 1396) has also issued a report on the consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board in the US, which is set out on [Independent auditor's report on the consolidated financial statements](#).

13.3 Independent auditor's report on internal control over financial reporting

Report of Independent Registered Public Accounting Firm

To: The Supervisory Board and Shareholders of Koninklijke Philips N.V.

Opinion on Internal Control over Financial Reporting

We have audited Koninklijke Philips N.V.'s internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Koninklijke Philips N.V. (the company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the company as of December 31, 2022 and 2021, the related consolidated statements of income, comprehensive income, cash flows and changes in equity for each of the three years in the period ended December 31, 2022, and the related notes and our report dated February 21, 2023 expressed an unqualified opinion thereon.

Basis for Opinion

The company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying section 'Management's report on internal control', of this Annual Report. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young Accountants LLP

Amsterdam, the Netherlands
February 21, 2023

13.4 Independent auditor’s report on the consolidated financial statements

Report of Independent Registered Public Accounting Firm

To: The Supervisory Board and Shareholders of Koninklijke Philips N.V.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Koninklijke Philips N.V. (Philips or the Company) as of December 31, 2022 and 2021, the related consolidated statements of income, comprehensive income, cash flows and changes in equity for each of the three years in the period ended December 31, 2022, and the related notes (collectively referred to as the group financial statements). In our opinion, the group financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 21, 2023 expressed an unqualified opinion thereon.

Basis for Opinion

These group financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s group financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the US federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the group financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the group financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the group financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the group financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical audit matters

The critical audit matters communicated below are matters arising from the current period audit of the group financial statements that were communicated or required to be communicated to the Audit Committee of the Supervisory Board and that: (1) relate to accounts or disclosures that are material to the group financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the group financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Revenue recognition – Sales related accruals	
Description of the Matter	Primarily in the Personal Health businesses, the Company has sales promotion-related agreements with distributors and retailers whereby discounts and rebates are provided according to the quantity of goods sold and promotional and marketing activities performed by distributors and retailers. The estimation of the sales related accruals involve subjective management assumptions based on a combination of historical patterns and future expectations regarding which promotional targets are expected to be met by distributors and retailers. We identified a fraud risk related to the estimation of the sales related accruals through inappropriate estimations. Further reference is made to Note 6, Income from operations, section Sales composition and disaggregation, as included in the group financial statements.
	Auditing the Company’s measurement of sales related accruals is complex because the calculation involves subjective management assumptions around the extent to which promotional or marketing targets will be met by distributors and retailers and the related rebates that will be owed.
How We Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design and tested the operating effectiveness of the Company’s controls that address the risks of material misstatement relating to measurement for sales related accruals. This included testing controls relating to management’s verification that sales related accruals have been reviewed and underlying assumptions were based on management’s best estimate.
	We evaluated management’s assumptions by performing, among other procedures, a retrospective review of actual settlements of prior period sales related accruals, confirm the agreed upon terms and conditions for a sample of contracts and performed cut off testing through assessing the sales promotions obligations around year-end.
	We also assessed the adequacy of the sales related accruals disclosures as included in the group financial statements.

Valuation of Goodwill for Cash Generating Unit Sleep & Respiratory Care	
Description of the Matter	Goodwill is allocated to Cash Generating Units (CGUs) which management tests for impairment annually and whenever impairment indicators require. Further reference is made to Note 11, Goodwill, as included in the group financial statements. In 2022, an impairment of EUR 1,331 million was recorded on the Goodwill of CGU Sleep & Respiratory Care (S&RC). Management revised the expected future cashflows of CGU S&RC to reflect assumptions related to the consent decree that is currently under discussion on the S&RC business in the upcoming years, along with updates to expected business performance to the pre-tax discount rate following macro-economic developments. As of December 31, 2022, the total carrying value of goodwill allocated to CGU S&RC amounted to EUR 731 million.
	Auditing the calculation of the recoverable amount for CGU S&RC is complex, given the significant judgment and estimation uncertainty related to assumptions in the model used to determine whether the recoverable amount of the CGU S&RC is appropriate. The most significant assumptions used within the model to support the recoverable amount of the CGU S&RC are sales growth rates, EBITA in the terminal value, pre-tax discount rate, and the scope and duration of the consent decree that is currently under discussion.
How We Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over management’s goodwill impairment review process related to the CGU S&RC. This includes controls over management’s review and approval of the significant assumptions, controls over the mathematical accuracy of the calculation and the appropriateness of the valuation models used. For example, we tested controls over management’s review and determination of sales growth, EBITA, pre-tax discount rate, and the scope and duration of the consent decree that is currently under discussion.
	We assessed and tested the assumptions used by management in its valuation model for the CGU S&RC by comparing the assumptions to external data such as industrial sales growth rates and discount rates, and we performed sensitivity analyses over these key assumptions. We were assisted in our evaluation of the discount rate by EY valuation specialists. Further, we corroborated the assumptions of the consent decree that is currently under discussion, including the scope and duration to the underlying legal documentation. Additionally, to test the data used by management, we compared the cash flow projections used in the valuation model of the recoverable amount to the information approved by the Executive Committee and have evaluated the historical accuracy of management’s estimates that drive the assessment, such as business plans and expected growth rates. We gained an understanding of the developments of the performance and corroborated if they are in line with forecasted figures.
	We also assessed the adequacy of management’s disclosure around goodwill as included in the group financial statements.

Measurement of provisions and disclosures for legal claims, litigations and contingent liabilities	
Description of the Matter	The Company and certain of its group companies and former group companies are involved as a party in legal proceedings, including regulatory and other governmental proceedings, as well as being investigated by governmental authorities for alleged non-compliance with laws and regulations. As more fully described in Note 19, Provisions, and Note 24, Contingencies, this includes legal claims and litigation related to the Respironics field action, and discussions with information provided to the Securities and Exchange Commission (SEC) and Department of Justice (DOJ) regarding alleged tender irregularities in China, Bulgaria and Brazil. The Company recognizes provisions for legal claims and litigation when it has a present obligation, it is probable that an outflow of economic benefits will be required to settle the obligation and the amount can be estimated reliably. The Company has disclosed in Note 24 present obligations with a probable outflow of economic resources where the amount cannot be reliably estimated, as well as certain possible obligations arising from past events.
	Auditing the provisions for legal claims and litigation, and the disclosure for provisions and contingent liabilities, is complex and judgmental due to the difficulty in predicting the outcome of the matters and estimating the potential impact if the outcomes are unfavorable and the amounts involved are, or can be, material to the financial statements as a whole.
How We Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design and tested the effectiveness of the Company’s internal controls around the identification and evaluation of legal claims, litigation and investigations, and the recording and continuous re-assessment of the related provisions, contingent liabilities and disclosures. To evaluate the allegations and test the Company’s estimate of provisions for legal claims and litigation and the disclosure for provisions and contingent liabilities, we discussed the allegations with both internal and external legal counsel and requested confirmation letters from in-house legal counsel and external legal counsel involved in these matters. We also discussed the allegations with the Company’s finance department, inspected relevant correspondence with authorities, and inspected the minutes of the meetings of the Audit Committee, Supervisory Board, Board of Management and Executive Committee. For claims settled during the year, we read the related settlement agreements and agreed the cash payments, as appropriate. Specifically related to ongoing investigations into alleged non-compliance with laws and regulations, we were supported by forensic specialists and legal specialists to assist us in assessing certain technical aspects of the legal claims and litigation.
	We also assessed the adequacy of the Company’s disclosure for provisions for legal claims and litigation, and contingent liabilities, as included in the group financial statements.

Measurement and disclosure of the Respireonics field action provision related to Sleep & Respiratory Care products	
Description of the Matter	As more fully described in Note 19, Provisions, the Respireonics field action provision amounted to EUR 399 million as of December 31, 2022. Determining the Respireonics field action provision is complex and requires significant judgment by management. Significant assumptions used to determine the provision relate to the estimated total quantity of devices remaining and the replacement share.
How We Addressed the Matter in Our Audit	<p>We obtained an understanding, evaluated the design and tested the operating effectiveness of the Company's controls relating to the Field Action provision calculation and utilization. This included testing controls relating to management's review of the provision, including the determination of significant assumptions. Further, we tested the controls over the completeness, the utilization and mathematical accuracy of the provision.</p> <p>Our audit procedures included, among others, the assessment of the significant assumptions and data used by management in its calculation model for the Respireonics field action provision. For example, we assessed the estimated quantities of the devices through obtaining third party confirmations for quantities already registered for remediation as of December 31, 2022, as well as corroborated the remaining quantity estimate by evaluating the trend analysis of registrations over time. We corroborated the reasonability of the replacement share and performed procedures over historical accuracy. In our assessment we considered the contracted repair capacity, the upgraded in-house production capacity, and management's internal and external communication. We also performed an analysis of the significant assumptions to evaluate the sensitivity of the provision. In addition, we inspected the communication with regulatory authorities regarding the identified quality issues and held discussions with management on the recall process, capacity considerations as well as the ongoing cooperation with the United States Food and Drug Administration. We have audited the utilization of the Respireonics field action provision through a combination of analytical procedures and detailed testing procedures.</p> <p>We further assessed the adequacy of the disclosures as included in the group financial statements.</p>

/s/ Ernst & Young Accountants LLP

We have served as the Company's auditor since 2016.

Amsterdam, the Netherlands
February 21, 2023

13.5 Consolidated statements of income

Philips Group
Consolidated statements of income in millions of EUR
For the year ended December 31

	2020	2021	2022
6 Sales	17,313	17,156	17,827
Cost of sales	(9,493)	(9,988)	(10,633)
Gross margin	7,820	7,168	7,194
Selling expenses	(4,054)	(4,258)	(4,609)
General and administrative expenses	(630)	(599)	(671)
Research and development expenses	(1,822)	(1,806)	(2,103)
11 Impairment of goodwill	(144)	(15)	(1,357)
4 Other business income	122	166	127
4 Other business expenses	(29)	(123)	(109)
Income from operations	1,264	553	(1,529)
7 Financial income	158	149	58
7 Financial expenses	(202)	(188)	(258)
Investments in associates, net of income taxes	(9)	(4)	(2)
Income before taxes	1,211	509	(1,731)
8 Income tax expenses	(212)	103	113
Income from continuing operations	999	612	(1,618)
3 Discontinued operations, net of income taxes	196	2,711	13
Net income	1,195	3,323	(1,605)
Attribution of net income:			
Net income attributable to shareholders of Koninklijke Philips N.V.	1,187	3,319	(1,608)
Net income attributable to non-controlling interests	8	4	3

Philips Group
Earnings per common share attributable to shareholders of Koninklijke Philips N.V. in EUR

	2020	2021	2022
Basic earnings per common share attributable to shareholders of Koninklijke Philips N.V.			
Income from continuing operations	1.09	0.67	(1.84)
Net income	1.31	3.67	(1.82)
Diluted earnings per common share attributable to shareholders of Koninklijke Philips N.V.			
Income from continuing operations	1.08	0.67	(1.84)
Net income	1.29	3.65	(1.82)

Amounts may not add up due to rounding.

13.6 Consolidated statements of comprehensive income

Philips Group
Consolidated statements of comprehensive income in millions of EUR
For the year ended December 31

	2020	2021	2022
Net income for the period	1,195	3,323	(1,605)
20 Pensions and other post-employment plans:			
Remeasurement, before tax	51	134	101
8 Income tax effect on remeasurements	(12)	(21)	(20)
Financial assets fair value through OCI:			
Net current-period change, before tax	-	(39)	(32)
Income tax effect on net current-period change	-	1	1
Total of items that will not be reclassified to Income Statement	39	74	49
Currency translation differences:			
Net current period change, before tax	(1,040)	1,078	748
8 Income tax effect on net current-period change	1	(5)	2
Reclassification adjustment for (gain) loss realized		36	-
Reclassification adjustment for (gain) loss realized, in discontinued operations		69	
Cash flow hedges:			
Net current-period change, before tax	69	(52)	(29)
8 Income tax effect on net current-period change	(17)	10	(10)
Reclassification adjustment for (gain) loss realized	(6)	(14)	63
Total of items that are or may be reclassified to Income Statement	(992)	1,129	774
Other comprehensive income for the period	(953)	1,203	823
Total comprehensive income for the period	242	4,527	(782)
Total comprehensive income attributable to:			
Shareholders of Koninklijke Philips N.V.	235	4,520	(786)
Non-controlling interests	6	7	4

Amounts may not add up due to rounding.

13.7 Consolidated balance sheets

Amounts may not add up due to rounding.

Philips Group
Consolidated balance sheets in millions of EUR unless otherwise stated
As of December 31

	2021	2022
Non-current assets		
² ¹⁰ Property, plant and equipment	2,699	2,638
² ¹¹ Goodwill	10,637	10,238
² ¹² Intangible assets excluding goodwill	3,650	3,526
¹⁶ Non-current receivables	224	279
⁸ Investments in associates	426	537
¹⁸ Other non-current financial assets	630	660
²⁰ Non-current derivative financial assets	2	4
⁸ Deferred tax assets	2,216	2,449
¹⁴ Other non-current assets	129	98
Total non-current assets	20,613	20,429
Current assets		
¹⁵ Inventories	3,450	4,049
¹⁵ Other current financial assets	2	11
¹⁴ Other current assets	493	498
²³ Current derivative financial assets	61	123
Income tax receivable	180	222
¹⁶ ²⁵ Current receivables	3,787	4,115
⁸ Assets classified as held for sale	71	77
²⁰ Cash and cash equivalents	2,383	1,172
Total current assets	10,347	10,259
Total assets	30,961	30,688
Equity		
Shareholders' equity	14,438	13,249
Common shares	177	178
Capital in excess of par value	4,646	5,029
Reserves	748	1,486
Other	8,868	6,558
¹⁷ Non-controlling interests	36	34
Group equity	14,475	13,283
Non-current liabilities		
¹⁸ Long-term debt	6,473	7,278
²⁰ Non-current derivative financial liabilities	119	4
¹⁰ ²⁰ Long-term provisions	1,315	1,097
⁸ Deferred tax liabilities	83	91
²² Non-current contract liabilities	446	515
⁸ Non-current tax liabilities	544	435
²⁰ Other non-current liabilities	56	69
Total non-current liabilities	9,037	9,471
Current liabilities		
¹⁸ Short-term debt	506	931
²⁰ Current derivative financial liabilities	83	207
Income tax payable	128	48
²⁵ Accounts payable	1,872	1,968
²¹ Accrued liabilities	1,784	1,626
²⁴ Current contract liabilities	1,491	1,696
¹⁰ ²⁰ Short-term provisions	998	1,018
Liabilities directly associated with assets held for sale	1	-
²² Other current liabilities	587	448
Total current liabilities	7,450	7,934
Total liabilities and group equity	30,961	30,688

13.8 Consolidated statements of cash flows

Amounts may not add up due to rounding.

Philips Group
Consolidated statements of cash flows in millions of EUR
For the year ended December 31

	2020	2021	2022
Cash flows from operating activities			
Net income (loss)	1,195	3,323	(1,605)
Results of discontinued operations, net of income tax	(196)	(2,711)	(13)
Adjustments to reconcile net income to net cash provided by (used for) operating activities:			
Depreciation, amortization, and impairment of assets	1,462	1,323	1,602
Impairment of goodwill	144	15	1,357
Share-based compensation	112	108	95
Net loss (gain) on sale of assets	(1)	55	(115)
Interest income	(13)	(18)	(25)
Interest expense on debt, borrowings, and other liabilities	159	152	226
Investments in associates, net of income taxes	9	4	112
Income taxes	212	(103)	(113)
Decrease (increase) in working capital	(98)	(401)	(862)
Decrease (increase) in receivables and other current assets	92	(39)	(342)
Decrease (increase) in inventories	(578)	(581)	(572)
Increase (decrease) in accounts payable, accrued and other current liabilities	387	219	52
Decrease (increase) in non-current receivables and other assets	(9)	(46)	1
Increase (decrease) in other liabilities	50	33	(64)
Increase (decrease) in provisions	(91)	427	(199)
Other items	96	(164)	(39)
Interest received	13	17	15
Interest paid	(148)	(151)	(205)
Dividends received from investments in associates	4	14	12
Income taxes paid	(390)	(249)	(333)
Net cash provided by (used for) operating activities	2,511	1,629	(173)
Cash flows from investing activities			
Net capital expenditures	(876)	(729)	(788)
Purchase of intangible assets	(114)	(107)	(105)
Expenditures on development assets	(296)	(259)	(257)
Capital expenditures on property, plant and equipment	(485)	(397)	(444)
Proceeds from sales of property, plant and equipment	19	33	19
Net proceeds from (cash used for) derivatives and current financial assets	(13)	48	(72)
Purchase of other non-current financial assets	(131)	(124)	(116)
Proceeds from other non-current financial assets	65	124	78
Purchase of businesses, net of cash acquired	(317)	(3,098)	(712)
Net proceeds from sale of interests in businesses, net of cash disposed	4	107	124
Net cash provided by (used for) investing activities	(1,267)	(3,672)	(1,487)
Cash flows from financing activities			
Proceeds from issuance (payments on) short-term debt	16	(25)	47
Principal payments on current portion of long-term debt	(298)	(302)	(1,472)
Proceeds from issuance of long-term debt	1,065	76	2,516
Re-issuance of treasury shares	46	23	12
Purchase of treasury shares	(343)	(1,636)	(187)
Dividends paid to shareholders of Koninklijke Philips N.V.	(1)	(482)	(412)
Dividends paid to shareholders of non-controlling interests	(2)	(2)	(6)
Net cash provided by (used for) financing activities	483	(2,347)	500
Net cash provided by (used for) continuing operations	1,727	(4,390)	(1,160)
Net cash provided by (used for) discontinued operations	129	3,403	(12)
Net cash provided by (used for) continuing and discontinued operations	1,856	(986)	(1,172)
Effect of changes in exchange rates on cash and cash equivalents	(55)	65	41
Cash and cash equivalents at the beginning of the period	1,425	3,226	2,803
Cash and cash equivalents at the end of the period	3,226	2,303	1,172

Philips Group
Consolidated statements of changes in equity in millions of EUR
For the year ended December 31

Amounts may not add up due to rounding.

① General information to the Consolidated financial statements

Koninklijke Philips N.V., ("Royal Philips"), incorporated and domiciled in the Netherlands, is a public limited liability company organized under Dutch Law. Philips is headquartered in Amsterdam, the Netherlands and has its registered address at High Tech Campus 52, 5656 AG Eindhoven, the Netherlands. The consolidated financial statements of Royal Philips as of December 31, 2022 comprise Royal Philips and its subsidiaries (together referred to as the 'company' or 'Philips' or the 'Group'). Philips is a leading health technology company primarily involved in diagnostic imaging, image-guided therapy, patient monitoring and health informatics, as well as in consumer health and home care.

The Consolidated financial statements are:

- prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) and comply with the statutory provisions of Part 9, Book 2 of the Dutch Civil Code. All standards and interpretations issued by the International Accounting Standards Board (IASB) and the IFRS Interpretations Committee effective 2022 have been endorsed by the Netherlands Tax Authority. Consequently, the accounting policies applied by Philips also comply with IFRS as issued by the IASB. These accounting policies have been applied by group entities;
- authorized for issue by the Board of Management of Royal Philips on February 21, 2023;
- prepared under the historical cost convention, unless otherwise indicated;
- prepared on a going concern basis;
- presented in euro, which is the presentation currency;
- rounded to the nearest million euro unless stated otherwise;
- subject to rounding, whereby amounts may not add up precisely to the totals provided.

The preparation of financial statements requires management to make a number of estimates and judgments that affect the application of accounting policies and the reporting amounts of assets and liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities. Amounts recognized are based on factors that are by default associated with uncertainty. Actual results may therefore differ from estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to estimates are recognized prospectively. Where applicable, the estimates and judgments of specific financial statement items are described in the respective note to the consolidated financial statements.

The areas involving a higher degree of judgment and complexity in applying accounting principles and for which changes in the assumptions and estimates could result in significantly different results than those recorded in the consolidated financial statements are the following:

- Assessment of control (below paragraph Basis of consolidation and **Interests in entities**)
- Revenue recognition (**Income from operations**)
- For acquisitions, the identification and valuation of acquired assets and liabilities including contingent considerations provisions (**Acquisitions and divestments, Provisions**)
- Determination of deferred tax assets for losses carried forward and uncertain tax positions (**Income taxes**)
- Assumptions used for impairment testing (**Property, plant and equipment, Goodwill, Intangible assets excluding goodwill**)
- Assessments of exposure to credit risk of financial instruments (**Note other financial assets, Receivables, Debt, Fair value of financial assets and liabilities, Available-for-sale securities, Derivatives**)
- Assumptions used to determine the net realizable value of inventories (**Inventories**)
- Actuarial assumptions of future events that are used in calculating post-employment benefit expenses and liabilities (**Post-employment benefits**)
- Factors relating to the likelihood of a potential outflow of resources, as well as the ability to make a reliable estimate of the obligation relating to provisions and contingent liabilities (**Provisions, Contingencies**)

The company regularly updates its significant assumptions and estimates to support the reported amounts of assets, liabilities, income and expenses. In relation to areas of judgment and estimates as disclosed in the accounting policies, those which are primarily impacted by the macroeconomic environment include impairment testing, valuation of inventories, valuation of deferred tax balances, measurement of financial instruments and the determination of fair values (for example fair values of acquired identifiable intangible assets, contingent considerations and certain investments).

In preparing the consolidated financial statements management has considered the impact of climate change, specifically the financial impact of Philips meeting its internal and external climate related aims, the potential impact of climate related risks and the costs incurred to pro-actively manage such risks. These considerations did not have a material impact on the financial reporting judgments, estimates or assumptions. The specific financial impacts considered include, for example: specific climate mitigation measures, such as the use of lower carbon energy sources, the costs of developing more sustainable product offerings and expenses incurred to mitigate against the impact of extreme weather conditions.

The general accounting policies as applied throughout the financial statements are described below. Accounting policies relating to specific financial statement items are included in the respective notes to the financial statements.

The Consolidated financial statements comprise the financial statements of Koninklijke Philips N.V. and all subsidiaries that the company controls on a consolidated basis. Control exists when the company is exposed or has rights to variable returns from its involvement with the investee and the company has the ability to affect those returns through its power over the investee. Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and in cases where Philips has less than a majority of the voting or similar rights of an investee, Philips considers all relevant facts and circumstances in assessing whether it has power over an investee, including the contractual arrangement(s) with the other vote holders of the investee, rights arising from other contractual arrangements and the company's voting rights and potential voting rights. Subsidiaries are fully consolidated on the date that they come under the control of Philips. All intercompany balances and transactions have been eliminated in the Consolidated financial statements. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

Foreign currency transactions

The financial statements of all group entities are measured using the currency of the primary economic environment in which the entity operates (functional currency). The euro (EUR) is the functional currency of the company and the presentation currency of the consolidated financial statements. Foreign currency transactions are converted into the functional currency using the exchange rates prevailing at transaction date or the valuation date in cases where items are remeasured. Gains and losses resulting from the settlement of foreign currency transactions and those resulting from the conversion of foreign currency denominated monetary assets and liabilities at period-end exchange rates are recognized in the Consolidated statements of income, except for qualifying cash flow hedges, qualifying net investment hedges and equity investments measured at fair value through OCI which are recognized in other comprehensive income.

All foreign exchange differences are presented as part of Cost of sales, apart from tax items and financial income and expense, which are recognized in the same line item as they relate to in the Consolidated statements of income.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency using the exchange rate at the date the fair value was determined. Non-monetary items in a foreign currency that are measured based on historical cost are translated using the exchange rate at the transaction date.

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to euros at the exchange rates prevailing at the reporting date. The income and expenses of foreign operations are translated to euros at the exchange rates prevailing at the dates of the transactions.

Foreign currency differences arising upon translation of foreign operations into euros are recognized in Other comprehensive income and presented as part of Currency translation differences in Equity. However, if the operation is not a wholly-owned subsidiary, the proportionate share of the translation difference is allocated to Non-controlling interests.

When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the Currency translation differences related to the foreign operation is reclassified to the Consolidated statements of income as part of the gain or loss on disposal. When the company disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the respective proportion of the cumulative amount is reattributed to Non-controlling interests. When the company disposes of only part of its investment in an associate or joint venture that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to the Consolidated statements of income.

Philips operates in two economies that are considered hyperinflationary, Argentina and Turkey. The impact of the application of IAS 29, Financial Reporting in Hyperinflationary Economies, is not material for the consolidated financial statements.

New accounting policies effective in 2022

No new IFRS accounting standards or amendments to existing standards, effective in 2022, had a significant impact on the consolidated financial statements. The company has not early adopted any standards or amendments to existing standards.

New accounting policies effective after 2022

The IASB has issued several IFRS accounting standards, or amendments to standards, with an effective date after 2022. The company does not anticipate that the application of these standards, or amendments to standards, will have a significant effect on the consolidated financial statements upon adoption.

Changes in presentation from the prior year

Accounting policies have been applied consistently for all periods presented in these consolidated financial statements. Certain prior-year amounts have been reclassified to conform to the current year presentation due to immaterial organizational changes.

3 Information by segment and main country

Accounting policies

Segment accounting policies are the same as the accounting policies applied by the company. Operating segments are components of the company's business activities about which separate financial information is available that is evaluated regularly by the chief operating decision maker (the Executive Committee of the company). The Executive Committee decides how to allocate resources and assesses performance. Reportable segments comprise the operating segments Diagnosis & Treatment businesses, Connected Care businesses and Personal Health businesses. Additionally, besides these reportable segments, segment Other contains the items Innovation & Strategy, IP Royalties, Central costs, and other small items.

The Philips operating segments are Diagnosis & Treatment businesses, Connected Care businesses and Personal Health businesses, each being responsible for the management of its business worldwide. As of the first quarter of 2021 the Domestic Appliances business was presented as a discontinued operation and therefore no longer part of the Personal Health segment. The comparative results prior to that were restated to reflect the treatment of the Domestic Appliances business as a discontinued operation. Refer to [Discontinued operations and assets classified as held for sale](#).

Philips focuses on improving people's lives through meaningful innovation. The Diagnosis & Treatment segment unites the businesses related to the goal of precision diagnosis and disease pathway selection, and the businesses related to image-guided, minimally invasive treatment. The Connected Care segment focuses on patient care solutions, advanced informatics and analytics, and patient and workflow optimization inside and outside the hospital, and aims to unlock synergies from integrating and optimizing patient care pathways, and leveraging provider-payer-patient business models. The Personal Health segment focuses on healthy living and preventative care.

The Executive Committee of Philips is deemed to be the chief operating decision maker (CODM) for segment reporting purposes pursuant to IFRS 8 'Operating Segments'. The key segmental performance measure is Adjusted EBITA, which Management believes is the most relevant measure to evaluate the results of the segments.

Philips Group

Information on income statements in millions of EUR

	sales	sales including intercompany	depreciation and amortization ¹⁾	Adjusted EBITA
2022				
Diagnosis & Treatment	9,168	9,471	(559)	774
Connected Care	4,493	4,441	(514)	95
Personal Health	3,626	3,684	(132)	538
Other	629	596	(397)	(89)
Inter-segment eliminations		(366)		
Philips Group	17,827	17,827	(1,602)	1,318
2021				
Diagnosis & Treatment	8,635	8,846	(459)	1,071
Connected Care	4,573	4,617	(382)	497
Personal Health	3,429	3,462	(131)	596
Other	519	531	(350)	(105)
Inter-segment eliminations		(299)		
Philips Group	17,156	17,156	(1,323)	2,054
2020				
Diagnosis & Treatment	8,175	8,289	(536)	819
Connected Care	5,543	5,629	(414)	1,191
Personal Health	3,190	3,198	(145)	433
Other	396	481	(368)	(165)
Inter-segment eliminations		(275)		
Philips Group	17,313	17,313	(1,462)	2,277

¹⁾ Includes impairments (excluding goodwill impairment); for impairment values please refer to [Property, plant and equipment](#) and [Intangible assets excluding goodwill](#)

The term Adjusted EBITA is used to evaluate the performance of Philips and its segments. EBITA represents Income from operations excluding amortization and impairment of acquired intangible assets and impairment of goodwill. Adjusted EBITA represents EBITA excluding gains or losses from restructuring costs, acquisition-related charges and other items.

Adjusted EBITA is not a recognized measure of financial performance under IFRS. Presented in the following table is a reconciliation of Adjusted EBITA to the most directly comparable IFRS measure, Net income, for the years indicated. Net income is not allocated to segments as certain income and expense line items are monitored on a centralized basis, resulting in them being shown on a Philips Group level only.

Philips Group

Reconciliation from net income to Adjusted EBITA in millions of EUR

	Philips Group	Diagnosis & Treatment	Connected Care	Personal Health	Other
2022					
Net Income	(1,605)				
Discontinued operations, net of income taxes	(13)				
Income tax expense	(113)				
Investments in associates, net of income taxes	2				
Financial expenses	258				
Financial income	(58)				
Income from operations	(1,529)	404	(2,246)	515	(202)
Amortization and impairment of acquired intangible assets	363	143	199	15	7
Impairment of goodwill	1,357	27	1,331		
EBITA	192	573	(716)	531	(196)
Restructuring and acquisition-related charges	202	21	108	11	61
Other items:	925	180	703	(4)	46
Respironics field-action provision	250		250		
Respironics field-action running remediation costs	210		210		
R&D project impairments	134	120		3	
Portfolio realignment charges	109		109		
Impairment of assets in S&RC	39		39		
Provision for public investigations tender irregularities	60	60			
Provisions for quality actions in Connected Care	59		59		
Remaining items	63	-	24	(6)	46
Adjusted EBITA	1,318	774	95	538	(89)

Philips Group
Reconciliation from net income to Adjusted EBITA In millions of EUR

	Philips Group	Diagnosis & Treatment	Connected Care	Personal Health	Other
2021					
Net Income	3,323				
Discontinued operations, net of income taxes	(2,711)				
Income tax expense	(103)				
Investments in associates, net of income taxes	4				
Financial expenses	188				
Financial income	(149)				
Income from operations	553	941	(722)	576	(242)
Amortization and impairment of acquired intangible assets	322	153	148	15	6
Impairment of goodwill	15	2	13		
EBITA	890	1,097	(562)	591	(236)
Restructuring and acquisition-related charges	95	7	93	(1)	(5)
Other items:	1,069	(32)	965	-	136
<i>Respironics field-action provision</i>	719	-	719		-
<i>Respironics field-action running remediation costs</i>	94		94		
<i>Provisions for quality actions in Connected Care</i>	94		94		
<i>Loss on divestment of business</i>	76				76
<i>Remaining items</i>	87	(32)	58	-	61
Adjusted EBITA	2,054	1,071	497	590	(105)

Philips Group
Reconciliation from net income to Adjusted EBITA In millions of EUR

	Philips Group	Diagnosis & Treatment	Connected Care	Personal Health	Other
2020					
Net Income	1,195				
Discontinued operations, net of income taxes	(196)				
Income tax expense	212				
Investments in associates, net of income taxes	9				
Financial expenses	202				
Financial income	(158)				
Income from operations	1,264	497	704	362	(300)
Amortization and impairment of intangible assets	377	209	134	16	18
Impairment of goodwill	144	-	144		
EBITA	1,784	706	982	378	(282)
Restructuring and acquisition-related charges	195	29	97	31	37
Other items	299	83	112	24	81
Adjusted EBITA	2,277	818	1,191	433	(165)

Transactions between the segments are mainly related to components and parts included in the product portfolio of the other segments. The pricing of such transactions was at cost or determined on an arm's length basis. Philips has no single external customer that represents 10% or more of sales.

Philips Group
Main countries in millions of EUR

	sales ¹⁾	tangible and intangible assets ²⁾
2022		
Netherlands	540	1,746
United States	7,246	12,087
China	2,193	298
Japan	1,077	436
Germany	821	323
United Kingdom	463	527
France	490	249
Other countries	5,085	744
Total main countries	17,827	16,402
2021		
Netherlands	570	1,934
United States	6,420	12,615
China	2,335	293
Japan	1,073	480
Germany	839	305
United Kingdom	481	567
France	397	49
Other countries	5,040	753
Total main countries	17,156	16,086
2020		
Netherlands	484	1,926
United States	6,580	9,888
China	2,319	313
Japan	1,113	511
Germany	990	302
United Kingdom	509	545
Italy	383	111
Other countries	5,024	906
Total main countries	17,313	13,694

¹⁾ The sales are reported based on country of destination.
²⁾ Consists of Property plant and equipment, Intangible assets excluding goodwill and Goodwill

Discontinued operations and assets classified as held for sale

Accounting policies

Assets classified as held-for-sale

Non-current assets (or disposal groups) are classified as held-for-sale if their carrying amounts are expected be recovered through a sale transaction rather than through continuing use. Non-current assets (or disposal groups) classified as held-for-sale are measured at the lower of their carrying amount or the fair value less costs of disposal. Depreciation or amortization of an asset ceases when it is classified as held-for-sale. When non-current assets (or disposal groups) are classified as held-for-sale, comparative balances prior to such date are not represented in the Consolidated balance sheets.

Discontinued operations

A discontinued operation is a component of the company that has either been disposed of or is classified as held-for-sale and represents a separate major line of business or geographical area of operations or is a part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations. Any gain or loss from disposal, together with the results of these operations until the date of disposal, are reported separately as discontinued operations in the Consolidated statements of income.

The financial information of discontinued operations is excluded from the respective captions in the Consolidated financial statements and related notes for all periods presented. Comparatives are re-presented for presentation of discontinued operations in the Consolidated statements of income and Consolidated statements of cash flows.

Accounting estimates and judgments

The determination of the fair value less costs of disposal involves the use of estimates and assumptions that tend to be uncertain. Circumstances to which these adjustments may relate include resolution of uncertainties that arise from the terms of the disposal transaction, such as the resolution of purchase price adjustments and indemnifications, resolution of uncertainties that arise from and are directly related to the operations of the component before its disposal, such as environmental and assurance-type product warranty obligations retained by the company, and the settlement of employee benefit plan obligations provided that the settlement is directly related to the disposal transaction.

In 2020, 2021 and 2022 Discontinued operations consist primarily of the Domestic Appliances business. The following table summarizes the results of discontinued operations, net of income taxes, reported in the consolidated statements of income.

Philips Group
Discontinued operations, net of income taxes in millions of EUR

	2020	2021	2022
Domestic Appliances	206	2,698	3
Other	(10)	13	10
Discontinued operations, net of income taxes	196	2,711	13

Discontinued operations: Domestic Appliances

In 2022, net results from discontinued operations for Domestic Appliances was EUR 3 million.

On March 25, 2021, Philips signed an agreement to sell its Domestic Appliances business to global investment firm Hillhouse Investment. Since the first quarter of 2021, the Domestic Appliances business is presented as a discontinued operation, and comparative results have been restated to reflect the treatment of the Domestic Appliances business as a discontinued operation, because the sale of the Domestic Appliances business constitutes the discontinuance of a major line of business from the Personal Health segment.

The following table summarizes the results of Domestic Appliances included in the Consolidated statements of income as a discontinued operation.

	2020	2021	2022
Sales	2,222	1,516	6
Costs and expenses	(1,944)	(1,322)	(2)
Income from operations	279	194	4
Result on the sale of discontinued operations		3,241	1
Income before tax	279	3,435	5
Income tax expense ¹⁾	(72)	6	(2)
Income tax related the sale of discontinued operations		(743)	15
Results from discontinued operations	206	2,698	3

¹⁾ The income tax expense from discontinued operations is calculated based on the separate return method, as if Domestic Appliances was filing its own separate tax returns.

Costs of EUR 64 million incurred in relation to the separation of the Domestic Appliances business in 2021 have been accounted for in continuing operations, because these costs reflect expenses incurred by Royal Philips in the divestment process and are not considered representative of the core business results of the Domestic Appliances business.

On September 1, 2021, the company completed the sale of the Domestic Appliances business and recognized a transaction gain before tax of EUR 3,241 million. Philips received consideration of EUR 4,041 million, which is based on an enterprise value of EUR 3,850 million, increased by an amount of EUR 191 million for closing adjustments related to working capital and net indebtedness. The transaction gain before tax is the net effect of (i) the EUR 4,041 million consideration (ii) less the derecognition of net assets employed of EUR 715 million (iii) less transaction related costs of EUR 16 million, (iv) less the release of cumulative translation losses of EUR 69 million included in Other comprehensive income. The income tax charges related to the divestment process was EUR 743 million, resulting in an after-tax transaction gain of EUR 2,499 million. The income tax charge represents the consolidated tax expense resulting from asset transactions completed as part of the disentanglement of the business in anticipation of its sale, a significant portion of which relates to taxes payable in the Netherlands. In addition, Philips and the buyer entered into a 15-year brand license agreement with future annual payments that represents an estimated net present value of approximately EUR 0.7 billion, which will be received and recognized over time.

Discontinued operations: Other

Certain costs related to other divestments, which were previously reported as discontinued operations, resulted in a net gain of EUR 10 million in 2022, a net gain of EUR 13 million in 2021 and a net loss of EUR 10 million in 2020.

Discontinued operations cash flows

The following table presents the net cash provided by (used for) discontinued operations reported in the Consolidated statements of cash flows.

Net cash provided by (used for) discontinued operations in millions of EUR

	2020	2021	2022
Net cash provided by (used for) operating activities	129	85	(27)
Net cash provided by (used for) investing activities		3,319	15
Net cash provided by (used for) discontinued operations	129	3,403	(12)

In 2022, net cash used for discontinued operations was EUR (12) million and consisted primarily of cash flows related to the tax claims from the previously divested business.

In 2021, net cash provided for discontinued operations was EUR 3,403 million and consisted primarily of the net cash inflow of EUR 3,319 million from the sale of the Domestic Appliances business on September 1, 2021.

In 2020, net cash provided for discontinued operations was EUR 129 million and consisted primarily of cash flows provided by operating activities of the Domestic Appliances business, partly offset by advance income tax payments amounting to EUR 78 million

Assets classified as held for sale

As of December 31, 2022, assets held for sale consists of property, plant and equipment mainly related to the APAC Center Singapore building. The sale was finalized in January 2023.

As of December 31, 2021, assets held for sale consists of property, plant and equipment mainly related to the APAC Center Singapore building.

1 Acquisitions and divestments

Accounting policies

Acquisitions

The company accounts for business combinations using the acquisition method when control is transferred to the group. The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired and the liabilities assumed. Transaction costs are expensed as incurred. Any contingent consideration is measured at fair value at the acquisition date and is initially presented in long-term provisions. When the timing and amount of the consideration become more certain, it is reclassified to Accrued liabilities. If the contingent consideration that meets the definition of a financial instrument is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes in the fair value of the contingent consideration are recognized in the Consolidated statements of income.

Changes to the initial fair value of the acquired assets and liabilities, based on new information about the circumstances at the acquisition date, can be made up to twelve months after the acquisition date.

Divestments

Upon loss of control, the company derecognizes the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising from the loss of control is recognized in the Consolidated statements of income. If the company retains any interest in the previous subsidiary, such interest is measured at fair value at the date the control is lost. Subsequently it is accounted for as either an equity-accounted investee (associate) or as a financial asset, depending on the level of influence retained. Further information on loss of control can be found in **Discontinued operations and assets classified as held for sale**.

Accounting estimates and judgments

Intangible assets acquired in a business acquisition and the financial liability related to non-controlling interest are measured at fair value at the date of the acquisition.

To determine the fair value of intangible assets at the acquisition date, estimates and assumptions are required. The valuation of the identifiable intangible assets involves estimates of expected sales, earnings and/or future cash flows and require use of key assumptions such as discount rate, royalty rate and growth rates.

Estimates are also applied when determining the fair value of legal cases and tax positions in the acquired entity. The fair value is based on estimates of the likelihood, the expected timing and the amount of the potential cash outflow. Provisions for legal cases and non-income tax positions are recognized at fair value even if it is not probable that an outflow will be required to settle the obligation. After initial recognition and until the liability is settled, cancelled or expired, the liability is measured at the higher of the amount that would be recognized in accordance with IAS 37 'Provisions, contingent liabilities and contingent assets' and the initial liability amount. For income tax positions, the company applies IAS 12 'Income Taxes', which requires recognition of provisions only when the likelihood of cash outflow is considered probable.

2022

Acquisitions

In 2022 Philips completed three acquisitions. The acquisitions involved aggregated net cash outflow of EUR 359 million and contingent consideration of EUR 96 million measured at fair value. Upon acquisition, the company recognized aggregated Goodwill of EUR 307 million, Other intangible assets of EUR 179 million, Deferred tax assets of EUR 20 million and Deferred tax liabilities generated from the intangible assets of EUR 43 million.

Vesper Medical Inc. (Vesper) was the most notable acquisition and is discussed below. The remaining two acquisitions involved aggregated net cash outflow of EUR 130 million and contingent consideration of EUR 61 million measured at fair value. The two acquisitions resulted in aggregated Goodwill of EUR 130 million, Other intangible assets of EUR 95 million and Deferred tax liabilities of EUR 23 million.

The opening balance sheet positions reflect the preliminary determination of the fair value of identifiable assets acquired and liabilities assumed with the acquisitions. The final determination of the fair values will be completed in 2023. As of December 31, 2022, the valuation studies necessary to determine the fair value of the intangible assets and the valuation of goodwill are preliminary.

Since the respective acquisition dates through December 31, 2022, the contribution to sales to third parties and net income of the three acquired entities was not material. The sales and net income of the combined entities would not differ materially from these amounts if the acquisition date had been January 1, 2022. Acquisition-related costs were not material.

Vesper

On January 11, 2022, Philips acquired all shares of Vesper for an amount of EUR 227 million in cash and EUR 34 million contingent consideration at fair value. Vesper, headquartered in Wayne, Pennsylvania, US, is a medical technology company that develops minimally-invasive peripheral vascular devices. The company is developing the Vesper DUO Venous Stent System®, commercialization of which is estimated to start after approval by the US Food and Drug Administration (FDA), expected in 2024. The Vesper DUO Venous Stent System® consists of venous stents intended to treat deep venous obstruction. It provides physicians with a modular portfolio to customize therapy, restore venous flow, and resolve the painful symptoms of deep venous disease for the broad range of patients suffering from chronic venous insufficiency. As of the acquisition date, Vesper forms part of the Image-Guided Therapy business portfolio of the Diagnosis & Treatment segment.

The condensed opening balance sheet of Vesper was as follows:

	At acquisition date Vesper Medical Inc,
Assets	
Intangible assets excluding goodwill	84
Deferred tax assets	15
Cash	7
Total Assets	106
Liabilities	
Accounts payable and other payables	(1)
Deferred tax liabilities	(20)
Total Liabilities	(21)
Total identifiable net assets at fair value	85
Goodwill arising on acquisition	177
Total purchase consideration	262
Of which:	
Purchase consideration transferred	227
Contingent consideration	34

Goodwill recognized in the amount of EUR 177 million mainly represents revenue synergies expected from the combination of Philips' peripheral vascular portfolio and Vesper's venous stenting solution to address the root cause of chronic deep venous disease (DVD). Strong clinical synergies between Vesper's innovative stenting solution and Philips' existing peripheral vascular offering will help to better support clinicians to decide, guide, treat and confirm during the procedure, thereby enhancing patient care. Vesper Goodwill is not tax-deductible.

The majority of the Intangible assets balance relates to capitalized development costs, the fair value of which is determined using the multi-period excess earnings method, which is a valuation technique that estimates the fair value of an asset based on market participants' expectations of the cash flows associated with that asset over its remaining useful life. The fair value of capitalized development costs is based on an estimate of positive future cash flows associated with incremental profits related to excess earnings, discounted at a rate of 12.0%. Capitalized development costs are tested for impairment on an annual basis until FDA approval is obtained and the asset is reclassified to an intangible asset that is depreciated over its economical useful life.

The contingent consideration arrangement requires Philips to pay the former owners of Vesper up to a maximum undiscounted amount of EUR 44 million contingent upon FDA approval of the Vesper DUO Venous Stent System. The fair value of the contingent consideration arrangement of EUR 34 million has been estimated by calculating the present value of the future expected cash flows. The estimate is based on a discount rate of 12% and assumed probability adjusted likelihood of FDA approval at a certain point in time.

Divestments

During 2022 Philips completed two divestments that were not material.

2021

Acquisitions

In 2021 Philips completed two acquisitions, BioTelemetry, Inc. and Capsule Technologies, Inc., that involved aggregated net cash outflow of EUR 2,824 million. Including final purchase price adjustment processed in the course of 2022, the company recognized aggregated Goodwill of EUR 2,113 million, Other intangible assets of EUR 840 million and related Deferred tax liabilities of EUR 206 million.

The condensed opening balance sheets of BioTelemetry and Capsule Technologies were as follows:

Opening balance sheet in millions of EUR

	At acquisition date BioTelemetry	Capsule Technologies
Assets		
Intangible assets excluding goodwill	623	217
Property, plant and equipment	42	11
Other non-current assets	48	-
Deferred tax assets	77	17
Inventories	11	11
Receivables and other current assets	75	97
Cash	285	19
Total Assets	1,082	371
Liabilities		
Accounts payable and other payables	(278)	(98)
Deferred tax liabilities	(160)	(46)
Long-term liabilities	(82)	(11)
Acquired provision for contingent considerations	(16)	-
Total Liabilities	(536)	(155)
Total identifiable net assets at fair value	547	217
Goodwill arising on acquisition	1,790	322
Purchase consideration transferred	2,337	539

BioTelemetry

On February 9, 2021, Philips successfully completed a tender offer to acquire all issued and outstanding shares of BioTelemetry, Inc. for USD 72 per share. As a result, BioTelemetry shares were delisted from NASDAQ. The total equity purchase price and the settlement of stock option rights, including BioTelemetry's cash and debt, involved an amount of EUR 2,132 million and EUR 172 million equity awards consideration paid to employees after the acquisition day.

BioTelemetry, headquartered in Malvern, Pennsylvania, is a leading US-based provider of remote cardiac diagnostics and monitoring solutions. BioTelemetry offers a complete range of clinically validated ambulatory cardiac diagnostics and monitoring services: Short term Holter monitoring services, Long-term Holter monitoring services, Event recorder services, and Mobile Cardiac Outpatient Telemetry (MCOT) services. The acquisition of BioTelemetry is a strong fit with Philips' cardiac care portfolio, and its strategy to transform the delivery of care along the health continuum with integrated solutions. BioTelemetry, forms part of the Connected Care segment.

Goodwill recognized in the amount of EUR 1,790 million mainly represents revenue synergies expected from the combination of Philips' cardiac care portfolio and its strategy to transform the delivery of care along the health continuum with integrated solutions, and BioTelemetry complete range of clinically validated ambulatory cardiac diagnostics and monitoring services. BioTelemetry Goodwill is not tax-deductible.

The majority of the Intangible assets balance relates to the Customer relationships asset, the fair value of which is determined using the multi-period excess earnings method, which is a valuation technique that estimates the fair value of an asset based on market participants' expectations of the cash flows associated with that asset over its remaining useful life. The fair value of the Customer relationships asset is based on an estimate of positive future cash flows associated with incremental profits related to excess earnings, discounted at a rate of 10.0%. The amortization period of the Customer relationships asset is 14 years. Receivables and other current assets reflect the best estimate at the acquisition date of the contractual cash flows expected to be received.

Since the acquisition date through December 31, 2021, the contribution to sales to third parties and net income of BioTelemetry was EUR 387 million and EUR 32 million loss, respectively. The sales and net income would not differ materially from these amounts if the acquisition date had been on January 1, 2021.

In 2021, acquisition-related costs of EUR 40 million were mainly recognized in General and administrative expenses.

Capsule Technologies

On March 4, 2021, Philips acquired all shares of Capsule Technologies, Inc. for an amount of EUR 520 million in cash. Capsule Technologies, headquartered in Andover, Massachusetts, is a leading provider of medical device integration and data technologies for hospitals and healthcare organizations. Capsule Technologies offers a leading vendor-neutral Medical Device Information Platform with a software-as-a-service business model. The acquisition of Capsule Technologies is a strong fit with Philips' strategy to transform the delivery of care along the health continuum with integrated solutions. Capsule Technologies, forms part of the Connected Care segment.

Goodwill recognized in the amount of EUR 322 million mainly represents revenue synergies expected from the combination of Philips' industry-leading portfolio of real-time patient monitoring, therapeutic devices, telehealth, informatics and interoperability solutions and Capsule's leading Medical Device Information Platform, connected through Philips' secure vendor-neutral cloud-based HealthSuite digital platform. Capsule Technologies Goodwill is not tax-deductible.

The majority of the Intangible assets balance relates to the Customer relationships asset, the fair value of which is determined using the multi-period excess earnings method, which is a valuation technique that estimates the fair value of an asset based on market participants' expectations of the cash flows associated with that asset over its remaining useful life. The fair value of the Customer relationships asset is based on an estimate of positive future cash flows associated with incremental profits related to excess earnings, discounted at a rate of 12.0%. The amortization period of the Customer relationships asset is 17 years.

Receivables and other current assets reflect the best estimate at the acquisition date of the contractual cash flows expected to be received.

Since the acquisition date through December 31, 2021, the contribution to sales to third parties and net income of Capsule was EUR 75 million and EUR 10 million loss, respectively. The sales and net income would not differ materially from these amounts if the acquisition date had been on January 1, 2021.

In 2021, acquisition-related costs of EUR 11 million were mainly recognized in General and administrative expenses.

Divestments

During 2021 Philips completed three divestments. On September 1, 2021, Philips sold its Domestic Appliances business to global investment firm Hillhouse Investment. For further details on this transaction, refer to note **Discontinued operations and assets classified as held for sale**.

In addition, the company completed the divestment of the PERS business on June 30, 2021 and completed the divestment of a small business of segment Other on September 17, 2021. As part of PERS divestment, Philips acquired shares in the buyer Connect America Investment Holdings, LLC with a value of EUR 40 million. The investment is classified as a financial asset measured at Fair Value through Other Comprehensive Income (FVTOCI) and is reported as part of Other non-current financial assets. The divestment resulted in a loss of EUR 75 million, which is included in Other Business Expenses in the Statement of Income.

● **Interests in entities**

Accounting policies

Associates are all entities over which the company has significant influence, but not control or joint control. Significant influence is presumed with a shareholding of between 20% and 50% of the voting rights.

Investments in associates are accounted for using the equity method of accounting and are initially recognized at cost. The carrying amount of an investment in associate includes the carrying amount of goodwill identified on acquisition. An impairment loss on such investment is allocated to the investment as a whole.

The company's share of the net income of these associates is included in Investments in associates, net of income taxes, in the Consolidated statements of income, after adjustments to align the accounting policies with those of the company. Dilution gains and losses arising from investments in associates are recognized in the Consolidated statements of income as part of Investments in associates, net of income taxes. Impairment losses and gains or losses on sale of investments are recorded in the Consolidated statements of income, more specifically on the line item 'Investments in associates, net of income taxes'.

When the company's share of losses exceeds its interest in an associate, the carrying amount of that interest is reduced to zero and recognition of further losses is discontinued except to the extent that the company has an obligation or made payments on behalf of the associate.

The nature of the company's interests in its consolidated entities and associates, and the effects of those interests on the company's financial position and financial performance are discussed below.

Group companies

Below is a list of material subsidiaries as of December 31, 2022 representing greater than 5% of either the consolidated group Sales, Income from operations or Income from continuing operations (before any intra-group eliminations) of Group legal entities. All of the entities are fully consolidated in the group financial statements.

Philips Group
Interests in group companies in alphabetical order by country
2022

Legal entity name	Principal country of business
Philips (China) Investment Company, Ltd.	China
Philips Medizin Systeme Böblingen GmbH	Germany ¹⁾
Philips Japan, Ltd.	Japan
Philips Consumer Lifestyle B.V.	Netherlands
Philips Oral Healthcare B.V.	Netherlands
Philips Ultrasound LLC	United States
Philips North America LLC	United States
Philips USA Export Corporation	United States

¹⁾ Application of Sec. 264 (3) and Sec. 264b HGB (German Commercial Code) for fully consolidated legal entities: Philips GmbH, Hamburg; Philips Medical Systems DMC GmbH, Hamburg; Respirationics Deutschland GmbH & Co. KG, München; Philips Medizin Systeme Hofheim-Wallau GmbH, Hamburg; Philips Medizin Systeme Böblingen GmbH, Böblingen; TomTec Imaging Systems GmbH, Unterschleißheim; Forecare GmbH, Ratingen.

Information related to non-controlling interests

As of December 31, 2022, four consolidated subsidiaries are not wholly owned by Philips (December 31, 2021: four). In 2022, Sales to third parties and Net income for these subsidiaries in aggregate are EUR 472 million (December 31, 2021: EUR 522 million) and EUR 28 million (December 31, 2021: EUR 39 million), respectively.

Investments in associates

Philips has investments in a number of associates. During 2022, Philips purchased eight investments in associates for a total amount of EUR 256 million. The most notable investment was a EUR 172 million investment in B-SOFT Co, Ltd, a China-based IT supplier for the medical and health sectors, listed on the stock exchange in Shenzhen. Philips acquired only a 10% interest, but determined that it is able to exercise significant influence amongst others due to its representation on B-SOFT's Board of Directors. None of these investments are regarded as individually material from the point of view of the consolidated financial statements.

In 2022, Philips recorded an impairment of EUR 66 million in relation to its interest in Candid Care Co. As part of the acquisition of Affera, Inc. by Medtronic plc in August 2022, the company sold its investment in Affera to Medtronic and recorded a gain of EUR 84 million on the sale.

Cumulative translation adjustments related to investments in associates were EUR 22 million as of December 31, 2022 (2021: EUR 32 million).

Involvement with unconsolidated structured entities

Philips founded three Philips Medical Capital (PMC) entities, in the United States, France and Germany, in which Philips holds a minority interest. Philips Medical Capital, LLC in the United States is the most significant entity. PMC entities provide healthcare equipment financing and leasing services to Philips customers for diagnostic imaging equipment, patient monitoring equipment, and clinical IT systems.

The company concluded that it does not control, and therefore should not consolidate the PMC entities. In the United States, PMC operates as a subsidiary of De Lage Landen Financial Services, Inc. The same structure and treatment is applied to the PMC entities in the other countries, with other majority shareholders. Operating agreements are in place for all PMC entities, whereby acceptance of sales and financing transactions resides with the respective majority shareholder. After acceptance of a transaction by PMC, Philips transfers control and does not retain any obligations towards PMC or its customers, from the sales contracts.

As of December 31, 2022, Philips' shareholding in Philips Medical Capital, LLC had a carrying value of EUR 29 million (December 31, 2021: EUR 27 million).

The company does not have any material exposures to losses from interests in unconsolidated structured entities other than the invested amounts.

● **Income from operations**

Accounting policies

Revenue recognition

The company recognizes revenue when it transfers control over a good or service to a customer, in an amount that reflects the consideration (i.e., transaction price) to which the company expects to be entitled to in exchange for the good or service. The consideration expected by the company may include fixed and/or variable amounts which can be impacted by sales returns, trade discounts and volume rebates. The company adjusts the consideration for the time value of money if the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds six months.

Transfer of control varies depending on the individual terms of the contract of sale. For consumer-type products in the segment Personal Health businesses, control is transferred when the product is shipped and delivered to the customer and title and risk have passed to the customer (depending on the delivery conditions) and acceptance of the product has been obtained.

Revenues from transactions relating to distinct goods or services are accounted for separately based on their relative stand-alone selling prices. The stand-alone selling price is the price that would be charged for the goods or service in a separate transaction under similar conditions to similar customers. The transaction price is determined (considering variable considerations) and allocated to performance obligations based on their relative stand-alone selling prices. These transactions mainly occur in the segments Diagnosis & Treatment businesses and Connected Care businesses and include arrangements that require subsequent installation and training activities to make distinct goods operable for the customer. As such, the related installation and training activities are part of equipment sales rather than separate performance obligations. Revenue is recognized when the performance obligation is satisfied, i.e., when the installation has been completed and the equipment is ready to be used by the customer in the way contractually agreed.

Variable consideration is included in the transaction price to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur once associated uncertainties are resolved. Such assessment is performed on each reporting date to check whether it is constrained. For products for which a right of return exists during a defined period, revenue recognition is determined based on the historical pattern of actual returns, or in cases where such information is not available, revenue recognition is postponed until the return period has lapsed. Return policies are typically based on customary return arrangements in local markets. A provision is recognized for assurance-type product warranty at the time of revenue recognition and reflects the estimated costs of replacement and free-of-charge services that will be incurred by the company with respect to the products sold. For certain products, the customer has the option to purchase the warranty separately, which is considered a separate performance obligation on top of the assurance-type product warranty. For such warranties which provide distinct service, revenue recognition occurs on a straight-line basis over the extended warranty contract period.

In the case of loss under a sales agreement, the loss is recognized immediately.

Sale of goods

Revenues are recognized at a point in time when control of the goods passes to the buyer, based on the allocation of the transaction price to the performance obligation.

Revenue from services

Revenues are recognized over time as the company transfers control of the services to the customer which is demonstrated by the customer simultaneously receiving and consuming the benefits provided by the company. The amount of revenues is measured by reference to the progress made towards complete satisfaction of the performance obligation, which in general is evenly over time. Service revenue related to repair and maintenance activities for goods sold is recognized ratably over the service period or as services are rendered.

Income from royalties

Royalty income from brand license arrangements and from intellectual property rights, such as technology licenses or patents, is recognized on an accrual basis in accordance with the substance of the relevant agreement.

Shipping and handling

Expenses incurred for shipping and handling are mainly recorded as cost of sales. When shipping and handling are part of a project and billed to the customer, then the related expenses are recorded as cost of sales. Shipping and handling related to sales to third parties are partly recorded as selling expenses. When shipping and handling billed to customers are considered a distinct and separate performance obligation, the fees are recognized as revenue and costs included in cost of sales.

Other business income (expenses)

Other business income (expenses) includes gains and losses on the sale of property, plant and equipment, gains and losses on the sale of businesses as well as other gains and losses not related to the company's operating activities.

Government grants

Grants from governments are recognized at their fair value when there is a reasonable assurance that the grant will be received and the company will comply with the conditions. Grants related to costs are deferred in the consolidated balance sheet and recognized in the consolidated statement of income as a reduction of the related costs that they are intended to compensate. Grants related to assets are deducted from the cost of the asset and presented net in the consolidated balance sheets.

Accounting estimates and judgments

Sales-related accruals

The company has sales promotions-related agreements with distributors and retailers designed to promote the sale of products. Among the programs are arrangements under which rebates and discounts can be earned by the distributors and retailers by attaining agreed upon sales levels, or for participating in specific marketing programs. Management estimates the sales-related accruals associated with these arrangements based on a combination of historical patterns and future expectations regarding which promotional targets are expected to be met by distributors and retailers. Accrued customer rebates are presented as other current liabilities, unless there is a right to offset against the respective accounts receivable.

A breakdown by nature of the income (loss) from operations is as follows:

Philips Group			
Sales and costs by nature in millions of EUR			
	2020	2021	2022
Sales	17,313	17,156	17,827
Costs of materials used	(4,221)	(4,142)	(4,320)
Employee benefit expenses	(6,289)	(6,246)	(6,952)
Depreciation and amortization ¹⁾	(1,462)	(1,323)	(1,602)
Impairment of goodwill	(144)	(15)	(1,357)
Shipping and handling	(554)	(645)	(756)
Advertising and promotion	(696)	(752)	(739)
Lease expenses	(34)	(19)	(39)
Other operational costs	(2,741)	(3,524)	(3,609)
Other business income (expenses)	92	63	18
Income from operations	1,264	553	(1,529)

¹⁾ Includes impairments; for impairment values please refer to [Property, plant and equipment](#) and [Intangible assets excluding goodwill](#)

Sales composition and disaggregation

For information related to sales on a segment and geographical basis, refer to [Information by segment and main country](#).

Philips Group			
Sales composition in millions of EUR			
	2020	2021	2022
Goods	12,491	11,981	12,139
Services	4,058	4,374	4,878
Royalties	301	383	419
Total sales from contracts with customers	16,851	16,738	17,435
Sales from other sources	462	418	391
Total sales	17,313	17,156	17,827

Total sales from other sources mainly relates to leases, including sublease income from right-of-use assets and related services of EUR 258 million (2021: EUR 293 million 2020: EUR 325 million). Sales represent revenue from external customers.

As of December 31, 2022, the aggregate amount of the transaction price allocated to remaining performance obligations from a sale of goods and services was EUR 16.57 million. The company expects to recognize approximately 50% of the remaining performance obligations within 1 year. Revenue expected to be recognized beyond 1 year is mostly related to longer term customer service and software contracts.

Sales over time represent services and Other also includes royalties over time (2022: EUR 292 million 2021: EUR 220 million 2020: EUR 211 million).

Philips Group					
Disaggregation of Sales per segment in millions of EUR					
	2022				
	Sales at a point in time	Sales over time	Total sales from contracts with customers	Sales from other sources	Total sales
Diagnosis & Treatment	5,565	3,547	9,112	56	9,168
Connected Care	2,803	1,266	4,068	335	4,403
Personal Health	3,615	11	3,626	-	3,626
Other	279	348	629	-	629
Philips Group	12,263	5,172	17,435	391	17,827

Philips Group					
Disaggregation of Sales per segment in millions of EUR					
	2021				
	Sales at a point in time	Sales over time	Total sales from contracts with customers	Sales from other sources	Total sales
Diagnosis & Treatment	5,408	3,177	8,583	52	8,635
Connected Care	3,116	1,090	4,207	366	4,573
Personal Health	3,423	11	3,429	-	3,429
Other	194	323	518	-	519
Philips Group	12,142	4,596	16,738	418	17,156

Philips Group					
Disaggregation of Sales per segment in millions of EUR					
	2020				
	Sales at a point in time	Sales over time	Total sales from contracts with customers	Sales from other sources	Total sales
Diagnosis & Treatment	5,133	2,997	8,129	46	8,175
Connected Care	4,183	943	5,126	417	5,543
Personal Health	3,195	4	3,199	-	3,199
Other	69	327	396	-	396
Philips Group	12,580	4,271	16,851	462	17,313

Philips Group					
Disaggregation of Sales per geographical cluster in millions of EUR					
	2022				
	Sales at a point in time	Sales over time	Total sales from contracts with customers	Sales from other sources	Total sales
Western Europe	2,387	1,183	3,572	31	3,603
North America	4,889	2,612	7,502	86	7,588
Other mature geographies	972	399	1,369	274	1,643
Total mature geographies	8,248	4,194	12,443	390	12,833
Growth geographies	4,015	978	4,992	1	4,993
Sales	12,263	5,172	17,435	391	17,827

Philips Group					
Disaggregation of Sales per geographical cluster in millions of EUR					
	2021				
	Sales at a point in time	Sales over time	Total sales from contracts with customers	Sales from other sources	Total sales
Western Europe	2,537	1,087	3,624	21	3,645
North America	4,427	2,268	6,695	86	6,781
Other mature geographies	1,000	386	1,386	309	1,694
Total mature geographies	7,964	3,741	11,705	415	12,120
Growth geographies	4,178	856	5,033	3	5,036
Sales	12,142	4,596	16,738	418	17,156

	2020				
	Sales at a point in time	Sales over time	Total sales from contracts with customers	Sales from other sources	Total sales
Western Europe	2,747	936	3,682	19	3,702
North America	4,654	2,135	6,789	95	6,884
Other mature geographies	1,035	373	1,408	342	1,750
Total mature geographies	8,436	3,444	11,879	457	12,336
Growth geographies	4,145	828	4,972	5	4,977
Sales	12,580	4,271	16,851	462	17,313

Costs of materials used

Cost of materials used represents the inventory recognized in cost of sales.

Employee benefit expenses

Philips Group
Employee benefit expenses in millions of EUR

	2020	2021	2022
Salaries and wages excluding share-based compensation	5,085	5,014	5,594
Share-based compensation	119	115	104
Post-employment benefit costs	418	396	439
Other social security and similar charges:			
Required by law	556	529	590
Voluntary	111	192	225
Employee benefit expenses	6,289	6,246	6,952

The employee benefit expenses relate to employees who are working on the payroll of Philips, both with permanent and temporary contracts.

For further information on post-employment benefit costs, refer to [Post-employment benefits](#).

For details on the remuneration of the members of the Board of Management and the Supervisory Board, refer to [Information on remuneration](#).

Employees

The average number (full-time equivalents, or FTEs) of employees by category is summarized as follows:

Philips Group
Employees by category in FTEs

	2020	2021	2022
Production	35,482	30,616	39,742
Research & development	10,812	10,751	11,690
Other	22,474	22,543	23,819
Employees	68,769	71,912	74,451
Third party workers	4,998	4,533	4,086
Philips Group	73,767	76,445	78,538

Employees consist of those persons working on the payroll of Philips and whose costs are reflected in employee benefit expenses. Other consists of employees in commercial, general and administrative functions. Third party workers consist of personnel hired on a per-period basis, via external companies.

Philips Group
Employees by geographical location in FTEs

	2020	2021	2022
Netherlands	11,146	11,142	11,180
Other countries	62,621	65,303	67,357
Philips Group	73,767	76,445	78,538

Depreciation and amortization

Depreciation of property, plant and equipment and amortization of intangible assets, including impairments, are as follows:

Philips Group
Depreciation and amortization¹⁾ in millions of EUR

	2020	2021	2022
Depreciation of property, plant and equipment	691	630	711
Amortization of software	76	88	117
Amortization of other intangible assets	377	322	363
Amortization of development costs	319	284	411
Depreciation and amortization	1,462	1,323	1,602

¹⁾ Includes impairments; for impairment values please refer to [Property, plant and equipment](#) and [Intangible assets excluding goodwill](#)

Depreciation of property, plant and equipment is mainly included in cost of sales. Amortization of software is mainly included in general and administration expenses. Amortization of other intangible assets is included in selling expenses for brand names and customer relationships and is included in cost of sales for technology based and other intangible assets. Amortization of development costs is included in research and development expenses.

Impairment of goodwill

During 2022, EUR 1,331 million of goodwill impairment charges were recorded in the Sleep & Respiratory Care business, due to revisions to the expected future cash flows. In addition, a EUR 27 million goodwill impairment was recognized in the Precision Diagnosis Solutions business. For further information refer to note [Goodwill](#).

Shipping and handling

Shipping and handling costs are included in cost of sales and selling expenses in the [Consolidated statements of income](#).

Advertising and promotion

Advertising and promotion costs are included in selling expenses in the [Consolidated statements of income](#).

Lease expense

Lease expense relates to short-term and low value leases.

Other operational costs

Other operational costs contain items which are dissimilar in nature and individually insignificant in amount to disclose separately. These costs contain among others expenses for outsourcing services, mainly in Information Technology and Human Resources, third party workers, consultants, warranty, patents, costs for travelling and external legal service. Government grants of EUR 103 million were recognized as cost reduction in 2022 (2021: EUR 104 million 2020: EUR 98 million). The grants mainly relate to research and development activities and business development. The increase in other operational costs 2021 versus 2020 is mainly due to the Respironics field action provision. For more details refer to [Provisions](#).

Audit and audit-related fees

The following table shows the fees attributable to the fiscal years 2020, 2021 and 2022 for services rendered by the external auditors.

Philips Group
Audit and audit-related fees in millions of EUR

	2020			2021			2022		
	EY NL ¹⁾	EY Network	Total	EY NL ¹⁾	EY Network	Total	EY NL ¹⁾	EY Network	Total
Audit fees	9.0	5.6	14.6	10.3	5.4	15.7	8.9	5.5	14.4
consolidated financial statements	9.0	2.9	11.9	10.3	2.7	13.0	8.9	3.0	11.9
statutory financial statements		2.7	2.7		2.7	2.7		2.5	2.5
Audit-related fees ²⁾	2.2	0.5	2.7	0.6	0.3	0.9	0.7	0.2	0.9
divestment	1.5	0.2	1.7						
sustainability assurance	0.5		0.5	0.5		0.5	0.6		0.6
other	0.2	0.3	0.5	0.1	0.3	0.4	0.1	0.2	0.3
Tax fees									
All other fees									
Fees	11.2	6.1	17.3	10.9	5.7	16.6	9.6	5.7	15.3

¹⁾ Ernst & Young Accountants LLP

²⁾ Also known as Assurance fees

Other business income (expenses)

Other business income (expenses) consists of the following:

	2020	2021	2022
Result on disposal of businesses:			
income	-	-	4
expenses	-	(75)	-
Result on disposal of fixed assets:			
income	2	24	3
expenses	-	(5)	(1)
Result on other remaining businesses:			
income	120	161	121
expenses	(38)	(43)	(109)
Other business income (expenses)	82	83	19
Total other business income	122	186	127
Total other business expenses	(29)	(123)	(109)

The result on disposal of businesses mainly relates to divestment of non-strategic businesses. For more information refer to [Acquisitions and divestments](#).

The result on disposal of fixed assets mainly relates to the sale of real estate assets.

The result on other remaining businesses mainly relates to the revaluation of contingent consideration and various legal matters. For information on contingent consideration, refer to [Provisions](#).

1 Financial income and expenses

Accounting policies

Financial income and expenses are recognized on the accrual basis in the consolidated statements of income. Interest income and expense are measured using the effective interest method. Dividend income is recognized in the consolidated statements of income on the date that the company's right to receive payment is established, which in the case of quoted securities is normally the ex-dividend date.

	2020	2021	2022
Interest income	13	18	25
Interest income from loans and receivables	8	7	7
Interest income from cash and cash equivalents	5	11	18
Dividend income from financial assets	3	2	3
Net gains from disposal of financial assets	2	-	-
Net change in fair value of financial assets through profit or loss	129	95	9
Other financial income	12	33	20
Financial income	158	149	58
Interest expense	(173)	(159)	(235)
Interest expense on debt and borrowings	(138)	(126)	(200)
Finance charges under lease contract	(29)	(25)	(25)
Interest expense on pensions	(33)	(8)	(10)
Provision-related accretion expenses	(10)	(5)	(9)
Net foreign exchange gains (losses)	-	4	9
Other financial expenses	(23)	(24)	(24)
Financial expenses	(202)	(188)	(258)
Financial income and expenses	(44)	(39)	(200)

In 2022, Financial income and expenses increased by EUR 161 million year-on-year, mainly due to higher interest expense and lower fair value gains. The lower fair value gains are mainly from investments in limited-life funds (mainly Gilde Healthcare) and other investments recognized at fair value through profit or loss compared with in 2021. Net interest expense in 2022 was EUR 69 million higher than in 2021, mainly due to the financial charges related to early redemption of EUR and USD bonds and issuance of new EUR bonds issued in 2022. The decrease in other financial income is mainly due to higher interest income on tax in 2021.

In 2021, Financial income and expenses decreased by EUR 5 million year-on-year, mainly due to higher other financial income and lower interest expense, offset by lower fair value gain. Fair value gains of EUR 95 million are from investments in limited-life funds (mainly Gilde Healthcare) and other investments recognized at fair value through profit or loss. Net interest expense in 2021 was EUR 19 million lower than in 2020, mainly due to lower interest expense on borrowings and provisions, and interest expense on pensions. The increase in other financial income is mainly due to higher interest income on tax.

3 Income taxes

Accounting policies

Income taxes comprise current, non-current and deferred tax. Income tax is recognized in the Consolidated statements of income except to the extent that it relates to items recognized directly within equity or in other comprehensive income. Current tax is the expected taxes payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

In cases where it is concluded it is not probable that tax authorities will accept a tax treatment, the effect of the uncertainty is reflected in the recognition and measurement of tax assets and liabilities or, alternatively, a provision is made for the amount that is expected to be settled, where this can be reasonably estimated. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the company to change its judgment regarding the adequacy of existing tax assets and liabilities. Such changes to tax assets and liabilities will impact the income tax expense in the period during which such a determination is made.

Deferred tax assets and liabilities are recognized, using the consolidated balance sheets method, for the expected tax consequences of temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit; and differences relating to investments in subsidiaries, joint ventures and associates where the reversal of the respective temporary difference can be controlled by the company and it is probable that it will not reverse in the foreseeable future. Deferred taxes are measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity or on different taxable entities, but the company intends to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that there will be future taxable profits against which they can be utilized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income in the countries where the deferred tax assets originated and during the periods when the deferred tax assets become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment.

Deferred tax liabilities for withholding taxes are recognized for subsidiaries in situations where the income is to be paid out as dividend in the foreseeable future and for undistributed earnings of unconsolidated companies to the extent that these withholding taxes are not expected to be refundable or deductible. Changes in tax rates and tax laws are reflected in the period when the change was enacted or substantively enacted by the reporting date.

Any subsequent adjustment to a tax asset or liability that originated in discontinued operations and for which no specific arrangements were made at the time of divestment, due to a change in the tax base or its measurement, is allocated to discontinued operations (i.e. backwards tracing). Examples are a tax rate change or change in retained assets or liabilities directly relating to the discontinued operation. Any subsequent change to the recognition of deferred tax assets is allocated to the component in which the taxable gain is or will be recognized. The above principles are applied to the extent the 'discontinued operations' are sufficiently separable from continuing operations.

Accounting estimates and judgments

Deferred tax recoverability

Deferred tax assets are recognized to the extent that it is probable that there will be future taxable profits against which these can be utilized. Significant judgment is involved in determining whether such profits are probable. Management determines this on the basis of expected taxable profits arising from the reversal of recognized deferred tax liabilities, appropriate tax planning opportunities to support business goals and on the basis of forecasts.

Uncertain tax positions

Uncertain tax positions are recognized as liabilities if and to the extent it is probable that additional tax will be due and the amount can be reliably measured. Significant judgment is involved in determining these positions.

The income tax benefit of continuing operations amounts to EUR 113 million (2021: EUR 103 million tax benefit, 2020: EUR 212 million tax expense).

The components of income before taxes and income tax expense are as follows:

Philips Group
Income tax expense in millions of EUR

	2020	2021	2022
Income before taxes	1,211	509	(1,731)
Investments in associates, net of income taxes	(9)	(4)	(2)
Income before taxes and investment in associates	1,220	513	(1,729)
Current tax (expense) benefit	(380)	(298)	(97)
Deferred tax (expense) benefit	167	401	210
Income tax (expense) of continuing operations	(212)	103	113

Income tax benefit of continuing operations excludes the tax benefit of the discontinued operations of EUR 18 million (2021: EUR 737 million expense, 2020: EUR 81 million expense), mainly related to the release of provisions.

The components of income tax expense of continuing operations are as follows:

Philips Group
Current income tax expense in millions of EUR

	2020	2021	2022
Current year tax (expense) benefit	(390)	(291)	(111)
Prior year tax (expense) benefit	10	(7)	14
Current tax (expense) benefit	(380)	(298)	(97)

Philips Group
Deferred income tax expense in millions of EUR

	2020	2021	2022
Recognition of previously unrecognized tax loss and credit carryforwards	6	138	2
Unrecognized tax loss and credit carryforwards	-	(10)	(13)
Changes to recognition of temporary differences	19	(1)	(4)
Prior year tax (expense) benefit	(8)	20	(1)
Tax rate changes	12	10	(18)
Origination and reversal of temporary differences, tax losses and tax credits	137	245	244
Deferred tax (expense) benefit	167	401	210

Philips' operations are subject to income taxes in various foreign jurisdictions. The statutory income tax rate varies per country, which results in a difference between the weighted average statutory income tax rate and the Netherlands' statutory income tax rate of 25.8% (2021: 25.0% 2020: 25.0%).

A reconciliation of the weighted average statutory income tax rate to the effective income tax rate of continuing operations is as follows:

Philips Group
Effective income tax rate in %

	2020	2021	2022
Weighted average statutory income tax rate in %	25.2	22.7	23.6
Recognition of previously unrecognized tax loss and credit carryforwards	(0.5)	(26.9)	0.1
Unrecognized tax loss and credit carryforwards	0.0	1.9	(0.7)
Changes to recognition of temporary differences	(1.6)	0.3	(0.2)
Non-taxable income and tax incentives	(12.9)	(40.6)	5.0
Non-deductible expenses	7.0	19.3	(22.9)
Withholding and other taxes	0.6	7.2	(1.4)
Tax rate changes	(1.0)	(1.9)	(1.0)
Prior year tax	(0.2)	(2.4)	0.7
Tax expense (benefit) due to change in uncertain tax treatments	1.2	4.4	2.8
Others, net	(0.2)	(4.0)	(0.2)
Effective income tax rate	17.6	(20.0)	6.5

The effective income tax rate is lower than the weighted average statutory income tax rate in 2022 mainly due to a non-deductible goodwill impairment in the Sleep & Respiratory Care business and other non-deductible expenses such as share based compensation expenses, partly offset by recurring favorable tax incentives related to R&D investments, the innovation box regime in the Netherlands and export activities.

Due to the loss position in 2022, items such as non-deductible expense lead to a decrease of the effective income tax rate and items such as tax incentives lead to an increase in the effective income tax rate.

Deferred tax assets and liabilities

Deferred tax assets are recognized for temporary differences, unused tax losses, and unused tax credits to the extent that realization of the related tax benefits is probable. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income in the countries where the deferred tax assets originated and during the periods when the deferred tax assets become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment.

Net deferred tax assets relate to the following underlying assets and liabilities and tax loss carryforwards (including tax credit carryforwards) and their movements during the years 2022 and 2021 respectively are presented in the following tables.

The net deferred tax assets of EUR 2,358 million (2021: EUR 2,134 million) consist of deferred tax assets of EUR 2,449 million (2021: EUR 2,216 million) and deferred tax liabilities of EUR 91 million (2021: EUR 83 million). Of the total deferred tax assets of EUR 2,449 million as of December 31, 2022 (2021: EUR 2,216 million), EUR 1,453 million (2021: EUR 12 million) is recognized in respect of entities in various countries where there have been tax losses in the current or preceding period. The increase is mainly related to the United States where there has been a tax loss in 2022, among others due to the consequences of the Respironics field action. Management's projections support the assumption that it is probable that the results of future operations will generate sufficient taxable income to utilize the tax losses as well the deductible temporary differences. The projections include forward-looking assumptions whereby the most recent available information was used to determine the expected period of recovery of the deferred tax assets. Relevant developments potentially impacting the period and probability of recovery will be monitored closely.

As of December 31, 2022 the temporary differences associated with investments, including potential income tax consequences on dividends, for which no deferred tax liabilities are recognized, aggregate to EUR 355 million (2021: EUR 298 million).

Philips Group
Deferred tax assets and liabilities in millions of EUR

	Balance as of January 1, 2022	recognized in income statement	other ¹⁾	Balance as of December 31, 2022	Assets	Liabilities
Intangible assets	587	63	(20)	630	783	(152)
Property, plant and equipment	29	(33)	2	(2)	49	(52)
Inventories	372	75	17	464	473	(8)
Other assets	68	(16)	(8)	44	98	(55)
Pensions and other employee benefits	180	6	(32)	153	175	(22)
Other liabilities	499	(34)	17	483	560	(77)
Deferred tax assets on tax loss carryforwards	398	149	38	586	586	-
Set-off deferred tax positions	-	-	-	-	(275)	275
Net deferred tax assets	2,134	210	14	2,358	2,449	(91)

¹⁾ Other includes the movements of assets and liabilities recognized in equity and OCI, which includes foreign currency translation differences, acquisitions and divestments.

Philips Group
Deferred tax assets and liabilities in millions of EUR

	Balance as of January 1, 2021	recognized in income statement	other ¹⁾	Balance as of December 31, 2021	Assets	Liabilities
Intangible assets	240	535	(188)	587	716	(130)
Property, plant and equipment	32	13	(16)	29	55	(26)
Inventories	313	31	28	372	381	(9)
Other assets	97	(30)	-1	68	112	(43)
Pensions and other employee benefits	245	(45)	(21)	180	182	(2)
Other liabilities	384	91	25	499	584	(64)
Deferred tax assets on tax loss carryforwards	449	(194)	143	398	398	-
Set-off deferred tax positions	-	-	-	-	(211)	211
Net deferred tax assets	1,761	401	(28)	2,134	2,216	(83)

¹⁾ Other includes the movements of assets and liabilities recognized in equity and OCI, which includes foreign currency translation differences, acquisitions and divestments.

The company has available tax loss and credit carryforwards, which expire as follows:

Philips Group
Expiry years of net operating loss and credit carryforwards in millions of EUR

	Total Balance as of December 31, 2021	Unrecognized balance as of December 31, 2022	Total Balance as of December 31, 2022	Unrecognized balance as of December 31, 2022
Within 1 year	1,593	1,592	4	3
1 to 2 years	6	-	10	5
2 to 3 years	9	-	9	3
3 to 4 years	7	-	13	4
4 to 5 years	18	-	38	3
Later	751	21	812	93
Unlimited	1,567	934	2,301	920
Total	3,951	2,547	3,187	1,032

As of December 31, 2022, the amount of deductible temporary differences for which no deferred tax asset has been recognized in the balance sheet was EUR 45 million (2021: EUR 33 million). The unrecognized balance as of December 31, 2021 (expiring within 1 year, EUR 1,592 million) which were partly utilized and the remainder expired unutilized.

Tax risks

Philips is exposed to tax risks and uncertainty over tax treatments. For particular tax treatments that are not expected to be accepted by tax authorities, Philips either recognizes a liability or reflects the uncertainty in the recognition and measurement of its current and deferred tax assets and tax attributes. For the measurement of the uncertainty, Philips uses the most likely amount or the expected value of the tax treatment. The expected liabilities resulting from the uncertain tax treatments are included in non-current tax liabilities (2022: EUR 435 million, 2021: EUR 544 million, decrease due to release of liabilities, in combination with higher tax losses or similar tax carryforwards that can be used if uncertain tax treatments were settled for the presumed amount at balance sheet date). The positions include, among others, the following:

Transfer pricing risks

Philips has issued transfer pricing directives, which are in accordance with international guidelines such as those of the Organization of Economic Co-operation and Development. In order to reduce the transfer pricing uncertainties, monitoring procedures are carried out by Group Tax to safeguard the correct implementation of the transfer pricing directives. However, tax disputes can arise due to inconsistent transfer pricing regimes and different views on "at arm's length" pricing.

Tax risks on general and specific service agreements and licensing agreements

Due to the centralization of certain activities (such as research and development, IT and group functions), costs are also centralized. As a consequence, these costs and/or revenues must be allocated to the beneficiaries, i.e. the various Philips entities. For that purpose, service contracts such as intra-group service agreements and licensing agreements are signed with a large number of group entities. Tax authorities review these intra-group service and licensing agreements, and may reject the implemented intra-group charges. Furthermore, buy in/out situations in the case of (de)mergers could affect the cost allocation resulting from the intragroup service agreements between countries. The same applies to the specific service agreements.

Tax risks due to disentanglements and acquisitions

When a subsidiary of Philips is disentangled, or a new company is acquired, tax risks may arise. Philips creates merger and acquisition (M&A) teams for these disentanglements or acquisitions. In addition to representatives from the involved business, these teams consist of specialists from various group functions and are formed, among other things, to identify tax risks and to reduce potential tax claims.

Tax risks due to permanent establishments

A permanent establishment may arise when a Philips entity has activities in another country, tax claims could arise in both countries on the same income.

Earnings per share

Accounting policies

The company presents basic and diluted earnings per share (EPS) data for its common shares. Basic EPS is calculated by dividing the Net income (loss) attributable to shareholders by the weighted average number of common shares outstanding (after deduction of treasury shares) during the period. Diluted EPS is determined by adjusting the Net income (loss) attributable to shareholders and the weighted average number of common shares outstanding (after deduction of treasury shares) during the period, for the effects of all dilutive potential common shares, which comprise performance shares, restricted shares and share options granted under share-based compensation plans as well as forward contracts to repurchase shares.

Philips Group

Earnings per share in millions of EUR unless otherwise stated¹⁾

	2020	2021	2022
Income from continuing operations	999	612	(1,618)
Income from continuing operations attributable to shareholders	991	608	(1,622)
Income from continuing operations attributable to non-controlling interests	8	4	3
Income from discontinued operations	106	2,711	13
Income from discontinued operations attributable to shareholders	196	2,711	13
Net income	1,195	3,323	(1,605)
Net income attributable to shareholders	1,187	3,319	(1,608)
Net income attributable to non-controlling interests	8	4	3
Weighted average number of common shares outstanding (after deduction of treasury shares) during the period	907,721,150	904,271,675	881,615,862
Plus incremental shares from assumed conversions of:			
Share options	757,622	387,125	25,506
Performance shares	5,561,501	2,548,891	1,147,790
Restricted shares	2,584,728	2,376,736	1,986,538
Forward contracts to repurchase shares		70,329	17,611,920
Dilutive potential common shares ²⁾	8,903,851	5,383,080	20,771,753
Diluted weighted average number of shares outstanding (after deduction of treasury shares) during the period	916,625,001	909,654,754	881,615,862
Basic earnings per common share in EUR			
Income from continuing operations attributable to shareholders	1.09	0.67	(1.84)
Income from discontinued operations attributable to shareholders	0.22	3.00	0.02
Net income attributable to shareholders	1.31	3.67	(1.82)
Diluted earnings per common share in EUR ²⁾			
Income from continuing operations attributable to shareholders	1.08	0.67	(1.84)
Income from discontinued operations attributable to shareholders	0.21	2.98	0.02
Net income attributable to shareholders	1.29	3.65	(1.82)
Dividend distributed per common share in EUR	0.85	0.85	0.85

¹⁾ Shareholders in this table refers to shareholders of Koninklijke Philips N.V.

²⁾ The dilutive potential common shares are not taken into account in the periods for which there is a loss, as the effect would be antidilutive

Property, plant and equipment

Accounting policies

Owned assets

The cost of property, plant and equipment comprise all directly attributable costs (including the cost of material and direct labor).

Depreciation is generally calculated using the straight-line method over the useful life of the asset. Land and assets under construction are not depreciated. When assets under construction are ready for their intended use, they are transferred to the relevant asset category and depreciation starts. All other property, plant and equipment items are depreciated over their estimated useful lives to their estimated residual values.

The estimated useful lives of property, plant and equipment are as follows:

Philips Group

Useful lives of property, plant and equipment

Buildings	from 5 to 50 years
Machinery and installations	from 3 to 20 years
Other equipment	from 1 to 10 years

Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the book value of the assets concerned may not be recoverable. An impairment loss is recognized for the amount by which the asset's book value exceeds their recoverable amount. Impairments are reversed if and to the extent that the impairment no longer exists. The recoverable amount is defined as the higher of the asset's fair value less costs of disposal and its value in use.

Gains and losses on the sale of property, plant and equipment are included in other business income. Costs related to repair and maintenance activities are expensed in the period in which they are incurred unless they extend the asset's original lifetime or capacity.

Right-of-use assets

The company leases various items of real estate, vehicles and other equipment. The company determines whether an arrangement constitutes or contains a lease based on the substance of the arrangement at the lease inception. The arrangement constitutes or contains a lease if fulfillment is dependent on the use of a specific asset and the arrangement conveys a right to use the asset, even if that asset is not explicitly specified in the arrangement.

Company as a lessee

The company recognizes right-of-use assets and lease liabilities for leases with a term of more than twelve months if the underlying asset is not of low value. Payments for short-term and low-value leases are expensed over the lease term. Extension options are included in the lease term if their exercise is reasonably certain. Right-of-use assets are measured at cost less accumulated depreciation and impairment losses, adjusted for any remeasurements. Right-of-use assets are depreciated using the straight-line method over the shorter of the lease term and the useful life of the underlying assets.

Company as a lessor

When the company acts as a lessor, it determines at lease inception whether a lease is a finance lease or an operating lease. Leases in which the company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. The company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term in the Consolidated statement of income.

Accounting estimates and judgments

Impairment of owned and right-of-use assets

Judgments are required, not only to determine whether there is an indication that an asset may be impaired, but also whether indications exist that impairment losses previously recognized may no longer exist or may have decreased (impairment reversal). After indications of impairment have been identified, estimates and assumptions are used in the determination of the recoverable amount of a fixed asset. These involve estimates of expected future cash flows (based on future growth rates and remaining useful life) and residual value assumptions, as well as discount rates to calculate the present value of the future cash flows.

Owned assets

Estimates are required to determine the (remaining) useful lives of fixed assets. Useful lives are determined based on an asset's age, the frequency of its use, repair and maintenance policy, technology changes in production and expected restructuring. The company estimates the expected residual value per asset item. The residual value is the higher of the asset's expected sales price (based on recent market transactions of similar sold items) and its material scrap value.

Right-of-use assets

Significant judgment is required to determine the lease term. The assessment of whether the company is reasonably certain to exercise extension options impacts the lease term, which could affect the amount of lease liabilities and right-of-use assets recognized.

Property, plant and equipment are fixed assets that are owned or right-of-use assets under a lease agreement. Owned and right-of-use assets are held for use in Philips' operating activities.

Philips Group

Property, plant and equipment in millions of EUR

	2021	2022
Owned assets	1,641	1,718
Right-of-use assets	1,058	919
Total	2,699	2,638

Philips Group

Property, plant and equipment - owned assets in millions of EUR

	Land and buildings	Machinery and installations	Other equipment	Assets under construction	Total
Balance as of January 1, 2022					
Cost	1,097	1,585	1,382	208	4,273
Accumulated depreciation	(591)	(1,074)	(967)	-	(2,632)
Book value	506	511	415	208	1,641
Additions	1	102	77	314	494
Assets available for use	34	69	111	(220)	(6)
Depreciation	(56)	(215)	(176)	-	(447)
Impairments	(3)	(20)	(18)	(1)	(42)
Transfer (to) from AHFS	(3)	-	-	-	(3)
Reclassifications	18	14	(5)	2	29
Translation differences and other	16	26	2	5	50
Total change	8	(23)	(8)	100	78
Balance as of December 31, 2022					
Cost	1,135	1,779	1,454	309	4,676
Accumulated depreciation	(621)	(1,291)	(1,046)	-	(2,958)
Book value	514	488	408	309	1,718

Philips Group

Property, plant and equipment - right-of-use assets in millions of EUR

	Land and buildings	Machinery and installations	Other equipment	Total
Balance as of January 1, 2022				
Cost	1,332	176	216	1,724
Accumulated depreciation	(418)	(139)	(109)	(666)
Book value	914	37	107	1,058
Additions	52	-	54	106
Assets available for use	5	-	1	6
Depreciation	(155)	(2)	(50)	(214)
Impairments	(8)	-	-	(9)
Transfer (to) from AHFS	3	-	-	3
Reclassifications	(19)	(13)	-	(32)
Translation differences and other	31	(23)	(6)	1
Total change	(92)	(37)	(9)	(139)
Balance as of December 31, 2022				
Cost	1,365	-	206	1,571
Accumulated depreciation	(543)	-	(108)	(651)
Book value	822	-	98	919

Philips Group

Property, plant and equipment - owned assets in millions of EUR

	Land and buildings	Machinery and installations	Other equipment	Assets under construction	Total
Balance as of January 1, 2021					
Cost	1,076	1,506	1,572	261	4,415
Accumulated depreciation	(539)	(1,028)	(1,185)	-	(2,752)
Book value	537	478	387	261	1,663
Additions	9	62	77	261	409
Assets available for use	72	110	117	(305)	(5)
Acquisitions	-	9	43	-	53
Depreciation	(53)	(144)	(158)	-	(355)
Impairments	(1)	(6)	(11)	-	(18)
Transfer (to) from AHFS	(87)	(10)	(46)	(20)	(170)
Reclassifications	6	2	(10)	1	-
Translation differences and other	23	14	16	10	65
Total change	(31)	33	29	(53)	(22)
Balance as of December 31, 2021					
Cost	1,097	1,585	1,382	208	4,273
Accumulated depreciation	(591)	(1,074)	(967)	-	(2,632)
Book value	506	511	415	208	1,641

Philips Group

Property, plant and equipment - right-of-use assets in millions of EUR

	Land and buildings	Machinery and installations	Other equipment	Assets under construction	Total
Balance as of January 1, 2021					
Cost	1,147	199	213	1	1,560
Accumulated depreciation	(310)	(144)	(86)	-	(540)
Book value	837	55	126	1	1,020
Additions	150	21	44	-	215
Assets available for use	2	-	3	-	5
Acquisitions	43	-	-	-	43
Depreciation	(157)	(32)	(63)	-	(252)
Impairments	1	(5)	-	-	(4)
Transfer (to) from AHFS	(7)	-	(1)	-	(8)
Reclassifications	-	-	2	(1)	1
Translation differences and other	44	(2)	(4)	-	39
Total change	77	(10)	(20)	(1)	38
Balance as of December 31, 2021					
Cost	1,332	176	216	-	1,724
Accumulated depreciation	(418)	(139)	(109)	-	(666)
Book value	914	37	107	-	1,058

Lease related notes

Below are the references with respect to year-end disclosures as lessee:

- Short-term and low-value leases, are disclosed in [Income from operations](#);
- Disclosures regarding interest expenses on lease liabilities, are disclosed in [Financial income and expenses](#);
- For disclosure on leasing related cash outflow and the split between interest and principal payments, refer to [Cash flow statement supplementary information](#);
- For disclosure on sale and leaseback transactions, refer to [Details of treasury and other financial risks](#);
- For disclosure on lease liabilities and maturity analysis, refer to [Debt](#);
- Other qualitative and quantitative disclosures regarding the nature of lessee's leasing activities and future lease obligations, refer to [Debt](#).

Below are the references with respect to year-end disclosures as lessor:

- For disclosures on lease income and sublease income, refer to [Details of treasury and other financial risks](#);
- Other qualitative disclosures regarding the nature of lessors leasing activities and risk management, refer to [Details of treasury and other financial risks](#).

4 Goodwill

Accounting policies

The measurement of goodwill at initial recognition is described in the Acquisitions and divestments note. Goodwill is subsequently measured at cost less accumulated impairment losses.

Goodwill is not amortized but tested for impairment annually and whenever impairment indicators require. Internal or external sources of information are considered to assess if there are indicators that an asset or a CGU may be impaired. In most cases the company identifies its cash-generating units for goodwill at one level below that of an operating segment. Cash flows at this level are substantially independent from other cash flows and this is the lowest level at which goodwill is monitored by the Executive Committee. An impairment loss is recognized in the Consolidated statements of income whenever and to the extent that the carrying amount of a cash-generating unit exceeds the unit's recoverable amount, whichever is the greater, its value in use or its fair value less cost of disposal. Value in use is measured as the present value of future cash flows expected to be generated by the asset. Fair value less cost of disposal is measured as the amount obtained from the sale of an asset in an arm's length transaction, less costs of disposal.

Accounting estimates and judgments

The cash flow projections used in the value in use calculations for goodwill impairment testing contain various judgments and estimations as described in the key assumptions sections below.
The changes in 2021 and 2022 were as follows:

Philips Group
Goodwill in millions of EUR

	2021	2022
Balance as of January 1		
Cost	9,094	11,793
Impairments	(1,080)	(1,156)
Book value	8,014	10,637
Acquisitions	2,095	317
Impairments	(15)	(1,357)
Divestments and transfers to assets classified as held for sale	(189)	
Translation differences and other	732	641
Total change	2,622	(399)
Balance as of December 31		
Cost	11,793	12,747
Impairments	(1,156)	(2,509)
Book value	10,637	10,238

In 2022, goodwill decreased by EUR 399 million, primarily as a result of goodwill impairments of EUR 1,357 million partially offset by translation differences of EUR 641 million and acquisitions of EUR 317 million (which includes changes in the provisional opening balance sheet position for certain 2021 acquisitions, refer to [Acquisitions and divestments](#)).

In 2021, goodwill increased by EUR 2,622 million, primarily as a result of provisional goodwill recognized on new acquisitions of BioTelemetry (EUR 1,776 million) and Capsule Technologies of (EUR 325 million), and translation differences of EUR 732 million. This was partially offset by EUR 15 million of impairment losses primarily related to the PERS CGU and EUR 189 million divested in the period, mostly relating to the Domestic Appliances business. For details on the impact of new acquisitions and the divestment of the Domestic Appliances business, refer to [Acquisitions and divestments](#).

Goodwill reallocations in 2022 and 2021

In 2022 and 2021 there were changes to the CGU structure following internal reorganizations. These resulted in a goodwill reallocation across certain CGUs, none of which had a significant impact on headroom or led to goodwill impairments. These reallocations were performed using a relative value approach. In addition there were also certain CGU movements and/or combinations within businesses that did not result in a reallocation of goodwill, but resulted in changes to the business structure. This did not have a significant impact on headroom or lead to goodwill impairments.

Impairments

During 2022 goodwill impairment charges of EUR 1,357 million were recognized. This relates to the third quarter impairment charge of EUR 1,331 million in the Sleep & Respiratory Care (S&RC) CGU of the Connected Care segment. In addition, as a result of the annual impairment testing a goodwill impairment charge of EUR 27 million was recognized in relation to the Precision Diagnosis Solutions (PDS) CGU which is part of the Diagnosis & Treatment segment. The value in use methodology was used to estimate the recoverable amount for the PDS CGU.

During 2021 an impairment charge of EUR 15 million was recognized. The majority of this related to the PERS CGU which was classified as an asset held for sale as of Q4 2020. The PERS CGU was divested as of June 30, 2021. Prior to the divestment a goodwill impairment of EUR 13 million was recorded to reflect a decrease in the recoverable amount of the CGU, this reduced the goodwill balance of the CGU to zero. The fair value less cost of disposal methodology was used to estimate the recoverable amount for the PERS CGU, this was based on Level 3 inputs. Key assumptions and inputs used in the calculation included the signed purchase agreement for the PERS divestment. The impairment of EUR 13 million was recorded in the Connected Care segment.

Interim goodwill impairment testing

As explained in the accounting policy above, goodwill is tested for impairment annually and whenever impairment indicators require. In the third quarter of 2022, an impairment indicator was noted in relation to the S&RC CGU as a consequence of revisions to the expected future cashflows of the CGU. The drivers of the revised forecast (which form the basis for the future cashflow assumptions) were current assumptions regarding the estimated impact of a consent decree that is currently under discussion with the US Department of Justice (DOJ), acting on behalf of the FDA, along with updates to expected business performance and changes to the pre-tax discount rate. An impairment test was performed in order to determine if the carrying amount of the cash-generating unit exceeded the unit's recoverable amount, which was determined on a value in use basis. As a result of this test a goodwill impairment charge of EUR 1,331 million was recognized. Following the impairment charge, the estimated recoverable amount, based on the CGU's value in use, for the S&RC CGU was EUR 1,001 million and equal to its carrying value.

The assumptions used to determine the recoverable amount of the CGU at the interim testing date are presented below:

Philips Group
Key assumptions - Interim impairment testing

	compound sales growth rate ¹⁾				pre-tax discount rates
	initial forecast period	extrapolation period ²⁾	used to calculate terminal value ³⁾		
Sleep & Respiratory Care	1.5%	4.3%	2.5%		9.5%

¹⁾Compound sales growth rate is the annualized steady nominal growth rate over the forecast period

²⁾Also referred to later in the text as compound long-term sales growth rate

³⁾The historical long-term growth rate is only applied to the first year after the extrapolation period, after which no further growth is assumed for the terminal value calculation

In addition to the above assumptions, assumptions were made regarding the estimated impact of a consent decree on the business. These assumptions included the expected financial impact of the scope and duration of a consent decree, as well as expected additional costs. These assumptions were determined by management based on discussions held in relation to the consent decree and other available sources of information.

Annual goodwill impairment testing

For impairment testing, goodwill is allocated to cash generating units (typically one level below segment level, i.e. at the business level), which represent the lowest level at which the goodwill is monitored internally for management purposes.

Goodwill allocated to the cash generating units Ambulatory Monitoring & Diagnostics, Hospital Patient Monitoring and Image-Guided Therapy is considered to be significant in comparison to the total book value of goodwill for the Group as of December 31, 2022. The amounts associated as of December 31, 2022 are presented in the following table:

Philips Group
Goodwill allocated to the cash-generating units in millions of EUR

	2021	2022
Ambulatory Monitoring & Diagnostics	1,897	2,215
Hospital Patient Monitoring	1,663	1,806
Image-Guided Therapy	2,802	3,154
Sleep & Respiratory Care	2,031	731
Other (units carrying a non-significant goodwill balance)	2,245	2,332
Book value	10,637	10,238

Unless otherwise noted, the basis of the recoverable amount used in the annual impairment tests for the units disclosed further in this note is the value in use. The fair value less cost of disposal methodology was used as a basis for the recoverable amount in the annual impairment test when greater than the value-in-use test. Refer to the 'key assumptions-general' section for further detail on the methodology.

Key assumptions - general

Key assumptions used in the value-in-use impairment tests for the units were sales growth rates, EBITA¹⁾ in the terminal value and the rates used for discounting the projected cash flows. These cash flow projections were determined using Royal Philips managements' internal forecasts that cover an initial forecast period from 2023 to 2025. Projections were extrapolated with stable or declining growth rates for an extrapolation period of 4 years (2026-2029), after which a terminal value was calculated per 2030. For the terminal value calculation, growth rates were capped at a historical long-term average growth rate. In the case of the Ambulatory Monitoring & Diagnostics CGU management's internal forecasts were used in the value in use test for a period of 5 years (2023-2027).

The sales growth rates and EBITA¹⁾ used to estimate cash flows are based on past performance, external market growth assumptions and industry long-term growth averages. EBITA¹⁾ in all units mentioned in this note is expected to increase over the projection period as a result of volume growth and cost efficiencies.

In 2022 there continued to be uncertainty and volatility related to global, industry-wide macroeconomic challenges including global supply chain constraints, COVID lockdown measures in China, inflationary pressures and the Russia-Ukraine war. Where relevant, and to the extent possible, the estimated impact of these factors and the resulting uncertainties have been reflected in the forecasts used for the value-in-use calculations. As was the case in 2021, the company uses scenarios in the business forecasting process and the most reasonable and supportable assumptions which represent management's best estimate are used as the basis for the value-in-use tests.

The rates used for discounting the projected cash flows in goodwill impairment testing is based on a business weighted cost of capital (WACC), which in turn is based on business-specific inputs along with other inputs as mentioned below. The WACC is based on post-tax cost of equity and cost of debt, and is further calculated based on market data and inputs to accurately capture changes to the time value of money, such as the risk-free interest rate, the beta factor and country risk premium. In order to properly reflect the different risk-profiles of different businesses, a WACC is determined for each business. As such, the beta factor is determined based on a selection of peer companies, which can differ per business. Different businesses have different geographical footprints, resulting in business-specific inputs for variables like country risk. Philips performs the value in use calculation using post-tax cashflows and discount rate, the implicit pre-tax rate discount rate is derived from an iterative calculation for disclosure purposes.

In 2022 the pre-tax discount rates increased for all CGUs primarily due to the impact on the WACC of higher interest rates. As explained above, for S&RC this increased pre-tax discount rate contributed to the impairment charge recognized in the third quarter of 2022.

Key assumptions and sensitivity analysis relating to cash-generating units to which a significant amount of goodwill is allocated

In 2022 cash flow projections of Ambulatory Monitoring & Diagnostics, Hospital Patient Monitoring, Image-Guided Therapy and Sleep & Respiratory Care are based on the key assumptions included in the following table, which were used in the annual impairment test performed in the fourth quarter.

Philips Group
Key assumptions 2022

	compound sales growth rate ¹⁾		used to calculate terminal value ³⁾	pre-tax discount rates
	initial forecast period	extrapolation period ²⁾		
Ambulatory Monitoring & Diagnostics	15.4%	9.5%	2.5%	8.5%
Hospital Patient Monitoring	4.0%	3.4%	2.5%	8.5%
Image-Guided Therapy	8.7%	5.0%	2.5%	10.6%
Sleep & Respiratory Care	10.0%	5.0%	2.5%	9.9%

¹⁾Compound sales growth rate is the annualized steady nominal growth rate over the forecast period
²⁾Also referred to later in the text as compound long-term sales growth rate
³⁾The historical long-term growth rate is only applied to the first year after the extrapolation period, after which no further growth is assumed for the terminal value calculation

The assumptions used for the 2021 cash flow projections were as follows:

Philips Group
Key assumptions 2021

	compound sales growth rate ¹⁾		used to calculate terminal value ³⁾	pre-tax discount rates
	initial forecast period	extrapolation period ²⁾		
Ambulatory Monitoring & Diagnostics	24.5%	11.9%	2.5%	7.3%
Hospital Patient Monitoring	5.4%	3.4%	2.5%	7.8%
Image-Guided Therapy	10.2%	5.4%	2.5%	8.9%
Sleep & Respiratory Care	9.2%	5.0%	2.5%	9.2%

¹⁾Compound sales growth rate is the annualized steady nominal growth rate over the forecast period
²⁾Also referred to later in the text as compound long-term sales growth rate
³⁾The historical long-term growth rate is only applied to the first year after the extrapolation period, after which no further growth is assumed for the terminal value calculation

Impairment tests are performed based on forward looking assumptions, using the most recent available information. By their nature, these assumptions involve risk and uncertainty because they relate to future events and circumstances and there are many factors that could cause actual results and developments to differ materially from the plans, goals and expectations set forth in these assumptions.

In performing the value-in-use test for the S&RC CGU it was necessary for management to make assumptions regarding the estimated impact of a consent decree on the business. These assumptions included the expected financial impact of the scope and duration of a consent decree, as well as expected additional costs. These assumptions were determined by management based on discussions held in relation to the consent decree and other available sources of information. There have been no significant changes to these assumptions since the interim goodwill testing in the third quarter of 2022 (see Interim Goodwill impairment testing section above).

For the Sleep & Respiratory Care CGU, based on the annual goodwill impairment testing performed by management during the fourth quarter of 2022 in accordance with the methodology discussed above, no additional impairment charge was warranted. However, following the interim impairment charge, the annual impairment test indicates that the value in use of the CGU remains sensitive to the assumptions set out above. This means that there is a higher risk that deviations in the mentioned key assumptions could cause the recoverable amount to fall below the level of its carrying value. There continues to be significant uncertainty associated with the initiated voluntary recall notification in the United States and field safety notice outside the United States for certain sleep and respiratory care products, the associated legal matters and the outcome of a consent decree. The legal matters are described in further detail in Contingencies.

Based on the annual impairment test of Sleep & Respiratory Care, it was noted that an increase of 40 basis points in the pre-tax discount rate, a 160 basis points decline in the compound long-term sales growth rate or a 7% decrease in terminal value would, individually, cause its recoverable amount to fall to the level of its carrying value. Additionally, any significant adverse changes to the assumptions related to the expected financial impact of a consent decree could cause the recoverable amount of the CGU to fall below its carrying value, resulting in impairment.

The results of the annual impairment tests of the Ambulatory Monitoring & Diagnostics CGU indicate that the value in use of the CGUs is sensitive to the assumptions set out above. This means that there is a higher risk that deviations in the mentioned key assumptions could cause the recoverable amount to fall below the level of its carrying value. Based on the annual impairment test of Ambulatory Monitoring & Diagnostics, it was noted that an increase of 40 basis points in the pre-tax discount rate, a 210 basis points decline in the compound long-term sales growth rate or a 8% decrease in terminal value would, individually, cause its recoverable amount to fall to the level of its carrying value.

The results of the annual impairment test of Hospital Patient Monitoring and Image-Guided Therapy indicate that a reasonably possible change in key assumptions would not cause the value in use to fall to the level of the carrying value.

Additional information relating to cash-generating units to which a non-significant amount relative to the total goodwill is allocated

The results of the annual impairment tests of the Emergency Care CGU indicate that the value in use of the CGU is sensitive to the assumptions set out above. This means that there is a higher risk that deviations in the mentioned key assumptions could cause the recoverable amount to fall below the level of its carrying value. Based on the annual impairment test of Emergency Care, it was noted that an increase of 190 basis points in the pre-tax discount rate, a 900 basis points decline in the compound long-term sales growth rate or a 26% decrease in terminal value would, individually, cause its recoverable amount to fall to the level of its carrying value.

With the exception of those described above, for the cash generating units to which a non-significant amount relative to the total goodwill is allocated, any reasonable change in assumptions would not cause the value in use to fall to the level of the carrying value.

^{*)}The definition of this non-IFRS measure and a reconciliation to the IFRS measure is included in Information by segment and main country

2 Intangible assets excluding goodwill

Accounting policies

Acquired finite-lived intangible assets are amortized using the straight-line method over their estimated useful life. The useful lives are evaluated annually. Intangible assets are initially capitalized at cost, with the exception of intangible assets acquired as part of a business combination, which are capitalized at their acquisition date fair value.

The company expenses all research costs as incurred. Expenditure on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalized as an intangible asset if the product or process is technically and commercially feasible, the company has sufficient resources and the intention to complete development and can measure the attributable expenditure reliably.

The capitalized development expenditure comprises of all directly attributable costs (including the cost of materials and direct labor). Other development expenditures and expenditures on research activities are recognized in the Consolidated statements of income. Capitalized development expenditure is stated at cost less accumulated amortization and impairment losses. Amortization of capitalized development expenditure is charged to the Consolidated statements of income on a straight-line basis over the estimated useful lives of the intangible assets.

The expected useful lives of the intangible assets excluding goodwill are as follows:

Philips Group
Expected useful lives of intangible assets excluding goodwill in years

Brand names	2-20
Customer relationships	2-25
Technology	3-20
Other	1-10
Software	1-10
Product development	3-10

The weighted average expected remaining life of brand names, customer relationships, technology and other intangible assets is 9.4 years as of December 31, 2022 (2021: 9.6 years).

Impairment of intangible assets not yet ready for use

Intangible assets not yet ready for use are not amortized but are tested for impairment annually and whenever impairment indicators require. In the case of intangible assets not yet ready for use, either internal or external sources of information are considered to assess if there are indicators that an asset or a CGU may be impaired.

Impairment of non-financial assets other than goodwill, intangible assets not yet ready for use, inventories and deferred tax assets

Non-financial assets other than goodwill, intangible assets not yet ready for use, inventories and deferred tax assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is assessed by a comparison of the carrying amount of an asset with the greater of its value in use and fair value less cost of disposal. Value in use is measured as the present value of future cash flows expected to be generated by the asset. Fair value less cost of disposal is measured as the

amount obtained from a sale of an asset in an arm’s length transaction, less costs of disposal. If the carrying amount of an asset is deemed not recoverable, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds the recoverable amount. The review for impairment is carried out at the level where cash flows occur that are independent of other cash flows.

Impairment losses recognized in prior periods for Intangible assets other than goodwill are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if and to the extent that there has been a change in the estimates used to determine the recoverable amount. The loss is reversed only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Reversals of impairment are recognized in the Consolidated statements of income.

Accounting estimates and judgments

The cash flow projections used in the value in use calculations for intangible assets excluding goodwill contain various judgments and estimations. For intangible assets excluding goodwill, estimates are required to determine the (remaining) useful lives.

Philips Group
Intangible assets excluding goodwill in millions of EUR

	brand names	customer relationships	technology	product development	product development construction in progress	software	other	total
Balance as of January 1, 2022								
Cost	644	2,590	2,605	2,701	505	754	146	9,944
Amortization / impairments	(481)	(1,447)	(1,605)	(2,102)	(91)	(467)	(101)	(6,294)
Book value	162	1,143	1,000	599	414	287	44	3,650
Additions	(3)	-	51	-	257	109	1	416
Assets available for use				118	(118)			
Acquisitions	1	3	177	-		-		180
Amortization	(24)	(141)	(140)	(206)	(1)	(100)	(3)	(614)
Impairments	-	(6)	(46)	(123)	(81)	(17)	(2)	(276)
Translation differences and other	4	71	59	5	31	1	(2)	0
Total change	(22)	(74)	102	(206)	88	(7)	(6)	(125)
Balance as of December 31, 2022								
Cost	647	2,735	2,947	2,605	648	869	152	10,602
Amortization / impairments	(507)	(1,665)	(1,845)	(2,212)	(146)	(589)	(113)	(7,077)
Book Value	140	1,070	1,102	393	502	280	39	3,526

Philips Group
Intangible assets excluding goodwill in millions of EUR

	brand names	customer relationships	technology	product development	product development construction in progress	software	other	total
Balance as of January 1, 2021								
Cost	556	2,036	2,434	2,519	480	723	135	8,883
Amortization / impairments	(437)	(1,385)	(1,565)	(1,897)	(83)	(427)	(91)	(5,886)
Book value	120	651	869	622	398	295	44	2,997
Additions			9	1	261	117	2	392
Assets available for use				247	(247)	-	-	-
Acquisitions	62	544	235			-	-	841
Amortization	(21)	(126)	(114)	(219)	-	(85)	(3)	(568)
Impairments		(3)	(57)	(51)	(15)	-	-	(126)
Transfers to assets classified as held for sale	(10)	(3)	(11)	(17)	(6)	(34)		(82)
Translation differences and other	12	80	69	17	23	(7)	1	195
Total change	42	492	131	(22)	17	(8)	1	653
Balance as of December 31, 2021								
Cost	644	2,590	2,605	2,701	505	754	146	9,944
Amortization / impairments	(481)	(1,447)	(1,605)	(2,102)	(91)	(467)	(101)	(6,294)
Book Value	162	1,143	1,000	599	414	287	44	3,650

Acquisitions in 2022 involved Intangible assets of EUR 180 million in aggregate (2021: EUR 841 million). For more information, refer to [Acquisitions and divestments](#).

Impairments in 2022 were EUR 276 million (2021: EUR 126 million) and mainly relate to technology (EUR 46 million) and product development (EUR 204 million), including product development construction in progress. In the third quarter of 2022 an initiative was undertaken to enhance productivity in R&D, specifically to shift the focus to fewer, high-impact projects in the innovation pipeline. As a result of this initiative EUR 132 million of product development (including product development construction in progress) asset impairments were recognized.

The most notable impairments in 2022, recognized as part of the above productivity initiative, were in the Diagnosis & Treatment segment, for product development assets in Precision Diagnosis (PD) of EUR 36 million and Image Guided Therapy-Systems (IGT Systems) of EUR 41 million (EUR 16 million of which was product development construction in progress). The basis of the recoverable amount used in these tests was the value-in-use. After the impairment charge the recoverable amount of the related intangible assets is EUR 0 million.

In 2022 there continued to be uncertainty and volatility related to by global, industry-wide macroeconomic challenges including global supply chain constraints, COVID lockdown measures in China, inflationary pressures and the Russia-Ukraine war. Where relevant, and to the extent possible, the estimated impact of these factors and the resulting uncertainties have been reflected in the forecasts used for the VIU calculations. As was the case in 2021, the company uses scenarios in the business forecasting process and the most reasonable and supportable assumptions which represent management’s best estimate are used as the basis for the value-in-use tests

The amortization of intangible assets is specified in [Income from operations](#).

The most notable intangible assets as of December 31, 2022 relate to the BioTelemetry customer relationships and technology with a carrying value of EUR 385 million and EUR 150 million and a remaining amortization period of 14 years and 10 years, respectively and Spectranetics customer relationships and technology with a carrying value of EUR 291 million and EUR 203 million and a remaining amortization period of 15 years and 10 years, respectively. The most notable intangible assets as of December 31, 2021 relate to the BioTelemetry customer relationships and technology with value of EUR 391 million and EUR 162 million and a remaining amortization period of 15 years and 11 years, respectively and Spectranetics customer relationships and technology with a carrying value of EUR 292 million and EUR 210 million and a remaining amortization period of 16 years and 11 years, respectively.

19 Other financial assets

Accounting policies

Classification and measurement of financial assets

The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the company’s business model for managing them.

The company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

For the purposes of subsequent measurement, financial assets are classified into four categories:

- Financial assets at amortized cost (debt instruments).
- Financial assets at fair value through other comprehensive income (OCI) with recycling of cumulative gains and losses (debt instruments).
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments).
- Financial assets at fair value through profit or loss (debt instruments and equity instruments).

Impairment of financial assets

The company recognizes a loss allowance for expected credit losses for trade receivables, contract assets, lease receivables, debt investments carried at amortized cost and fair value through other comprehensive income (FVTOCI).

At each balance sheet date, the company assesses whether there is objective evidence that a financial asset or a group of financial assets is impaired and recognizes a loss allowance for expected credit losses for financial assets measured at either amortized costs or at fair value through other comprehensive income. If, at the reporting date, the credit risk on a financial instrument has not increased significantly since initial recognition, the company measures the loss allowance for the financial instrument at an amount equal to 12 months of expected credit losses. If, at the reporting date, the credit risk on a financial instrument has increased significantly since initial recognition, the company measures the loss allowance for the financial instrument at an amount equal to the lifetime-expected credit losses. For all trade receivables, contract assets and lease receivables the company measures the loss allowance at an amount equal to lifetime-expected credit losses.

Accounting estimates and judgments

The determination of fair value is subject to estimates for investments that are not publicly traded. Refer to [Fair value of financial assets and liabilities](#)

Financial assets classified at amortized cost and at fair value through OCI are subject to impairment assessment. The calculation of expected credit losses requires the company to apply significant judgment and make estimates and assumptions that involve significant uncertainty at the time they are made. Changes to these estimates and assumptions can result in significant changes to the timing and amount of expected credit losses to be recognized.

Other current financial assets

In 2022, Other current financial assets increased from EUR 2 million to EUR 11 million (2021: increased from EUR nil million to EUR 2 million).

Other non-current financial assets

The company's investments in Other non-current financial assets mainly consist of investments in common shares of companies in various industries and investments in limited life funds. The changes during 2022 and 2021 were as follows:

Philips Group

Other non-current financial assets in millions of EUR

	Non-current financial assets at FVTP&L	Non-current financial assets at FVTOCI	Non-current financial assets at Amortized cost	Total
Balance as of January 1, 2022	283	300	47	630
Changes:				
Acquisitions/additions	114	18	18	150
Sales/redemptions/reductions	(75)	(3)	(8)	(86)
Impairments	(3)	-	(1)	(5)
Value adjustment through OCI	-	(35)	-	(35)
Value adjustment through P&L	5	-	-	5
Translation differences and other	(2)	5	(1)	2
Reclassifications	1	(2)	(1)	(2)
Balance as of December 31, 2022	322	284	54	660

Philips Group

Other non-current financial assets in millions of EUR

	Non-current financial assets at FVTP&L	Non-current financial assets at FVTOCI	Non-current financial assets at Amortized cost	Total
Balance as of January 1, 2021	248	146	37	430
Changes:				
Acquisitions/additions	54	59	10	123
Sales/redemptions/reductions	(122)	-	(3)	(126)
Value adjustment through OCI	-	(43)	-	(43)
Value adjustment through P&L	95	-	-	95
Translation differences and other	8	19	2	29
Reclassifications	(1)	120	2	122
Balance as of December 31, 2021	283	300	47	630

As of December 31, 2022, equity investments of EUR 259 million (2021: EUR 273 million) are accounted under the FVTOCI category based on the company's election at initial recognition mainly because such investments are neither held for trading purposes nor primarily for their increase in value and the elected presentation is considered to reflect the nature and purpose of the investment.

14 Other assets

Accounting policies

The company recognizes contract assets for revenue earned from installation services because the receipt of consideration is conditional on successful completion of the installation. Upon completion of the installation and acceptance by the customer, the amount recognized as contract assets is reclassified to trade receivables.

Other assets are measured at amortized cost minus any impairment losses.

Other non-current assets

Other non-current assets as of December 31, 2022 were EUR 98 million (2021: EUR 129 million). These are mainly related to prepaid expenses.

Other current assets

Other current assets as of December 31, 2022 of EUR 490 million (2021: EUR 493 million) included contract assets of EUR 292 million (2021: EUR 290 million), accrued income of EUR 24 million (2021: EUR 31 million) and prepaid expenses of EUR 174 million (2021: EUR 172 million) mainly related to Diagnosis & Treatment businesses and Connected Care businesses.

15 Inventories

Accounting policies

Inventories are stated at the lower of cost or net realizable value. The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. The costs of conversion of inventories include direct labor and fixed and variable production overheads, considering the stage of completion and the normal capacity of production facilities. Costs of idle facility and abnormal waste are expensed. The cost of inventories is determined using the first-in, first-out (FIFO) method.

Accounting estimates and judgments

Inventory is reduced for the estimated losses due to obsolescence. This reduction is determined for groups of products based on sales in the recent past and/or expected future demand.

Inventories are summarized as follows:

Philips Group

Inventories in millions of EUR

	2021	2022
Raw materials and supplies	1,143	1,541
Work in process	646	648
Finished goods	1,660	1,860
Inventories	3,450	4,049

The write-down of inventories to net realizable value was EUR 215 million in 2022 (2021: EUR 177 million). The write-down is included in cost of sales.

In 2022, the limited availability and delays in the supply of certain components and products internationally, resulted in an increase in inventories compared to December 31, 2021, as work in process inventories could not be translated to finished goods available for sale due to the scarcity of certain components. While there was an increase in inventories, this has not resulted in a significant write-down of inventories, as the expectation is that such components will become available in the near future.

16 Receivables

Accounting policies

Receivables are held by the company to collect the related cash flows. These receivables are measured at fair value and subsequently measured at amortized cost minus any impairment losses.

Receivables are derecognized when the company has transferred substantially all risks and rewards, which includes transactions in which the company enters into factoring transactions, or if the company does not retain control over the receivables.

Accounting estimates

Receivables are subject to impairment assessment, which involves estimating expected credit losses. Refer to **Other financial assets** for accounting policies on impairment of financial assets.

Non-current receivables

Non-current receivables are associated mainly with customer financing in the Diagnosis & Treatment businesses amounting to EUR 70 million (2021: EUR 44 million), for Signify indemnification amounting to EUR 26 million (2021: EUR 46 million), an income tax receivable amounting to EUR 126 million (which includes an interest receivable of EUR 10 million) for which Philips expects to get a refund (2021: EUR 78 million) and insurance receivables in Other in the US amounting to EUR 30 million (2021: EUR 37 million).

Current receivables

Current receivables of EUR 4,115 million (2021: EUR 3,787 million) as of December 31, 2022 included trade accounts receivable (net of allowance) of EUR 3,832 million (2021: EUR 3,559 million), accounts receivable other of EUR 228 million (2021: EUR 188 million) and accounts receivable from investments in associates of EUR 55 million (2021: EUR 40 million).

The trade accounts receivable, net, per segment are as follows:

Philips Group

Trade accounts receivable, net in millions of EUR

	2021	2022
Diagnosis & Treatment	1,759	2,013
Connected Care	980	1,114
Personal Health	575	479
Other	245	226
Trade accounts receivable, net	3,559	3,832

The aging analysis of trade accounts receivable, net, representing current and overdue but not fully impaired receivables, is as follows:

	2021	2022
Current	3,075	3,288
Overdue 1-30 days	160	169
Overdue 31-180 days	245	282
Overdue more than 180 days	79	101
Trade accounts receivable, net	3,559	3,832

The changes in the allowance for doubtful accounts receivable are as follows:

Philips Group
Allowance for accounts receivable in millions of EUR

	2021	2022
Balance as of January 1	195	198
Additions charged to expense	4	66
Deductions from allowance ¹⁾	(17)	(51)
Transfer to assets held for sale	(8)	
Other movements	16	21
Balance as of December 31	190	226

¹⁾ Write-offs for which an allowance was previously provided.

The allowance for doubtful accounts receivable has been primarily established for receivables that are past due.

Included in the above balances as of December 31, 2022 are allowances for individually impaired receivables of EUR 222 million (2021: EUR 188 million) .

17 Equity

Accounting policies

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity. Where the company repurchases the company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental transaction costs (net of income taxes), is deducted from shareholders' equity until such treasury shares are cancelled or reissued.

Where such treasury shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in shareholders' equity.

Call options on own shares are treated as equity instruments.

Dividends are recognized as a liability in the period in which they are declared and approved by shareholders. The income tax consequences of dividends are recognized when a liability to pay the dividend is recognized.

Common shares

As of December 31, 2022, authorized common shares consist of 2 billion shares (December 31, 2021: 2 billion; December 31, 2020: 2 billion) and the issued and fully paid share capital consists of 889,315,082 common shares, each share having a par value of EUR 0.20 (December 31, 2021: 883,898,969; December 31, 2020: 911,053,001).

Preference shares

As a means to protect the company against (an attempt at) an unsolicited takeover or other attempt to exert (de facto) control of the company, the 'Stichting Preferente Aandelen Philips' has been granted the right to acquire preference shares in the company. As of December 31, 2022, no such right has been exercised and no preference shares have been issued. Authorized preference shares consist of 2 billion shares as of December 31, 2022 (December 31, 2021: 2 billion; December 31, 2020: 2 billion).

Options, restricted and performance shares

Under its share-based compensation plans, the company granted stock options on its common shares up to 2013 and other conditional rights to receive common shares in the future such as restricted shares and performance shares (refer to [Share-based compensation](#)).

Treasury shares

In connection with the company's share repurchase programs, shares which have been repurchased and are held in Treasury for the purpose of (i) delivery under share-based compensation plans upon exercise of options, or vesting of restricted or performance shares, and (ii) capital reduction, are accounted for as a reduction of shareholders' equity. Treasury shares are recorded at cost, representing the market price on the acquisition date. When treasury shares are delivered by the company under its share-based compensation plans, such shares are removed from treasury shares on a first-in, first-out (FIFO) basis.

When treasury shares are delivered by the company upon exercise of options (granted to employees up to 2013), the difference between the cost and the cash received is recorded in retained earnings. When treasury shares are delivered by the company upon vesting of restricted shares or performance shares (granted under the company's share-based compensation plans), the difference between the market price of the shares and the cost is recorded in retained earnings, and the market price is recorded in capital in excess of par value.

The following table shows the movements in the outstanding number of shares over the last three years:

Philips Group
Outstanding number of shares

	2020	2021	2022
Balance as of January 1	898,973,798	905,128,293	870,182,445
Dividend distributed	18,080,198	6,345,968	14,174,568
Purchase of treasury shares	(8,669,622)	(45,486,392)	(5,080,693)
Delivery of treasury shares	4,695,170	4,194,577	2,204,207
Issuance of new shares	48,757		
Balance as of December 31	905,128,293	870,182,445	881,480,527

The following table reflects transactions that took place in relation to former and current share-based compensation plans:

Philips Group
Transactions related to share-based compensation plans

	2020	2021	2022
Shares acquired	5,351,411	3,996,576	2,142,445
Average market price	EUR 33.81	EUR 36.15	EUR 31.76
Amount paid	EUR 181 million	EUR 144 million	EUR 68 million
Shares delivered	4,695,170	4,194,577	2,204,207
Average price (FIFO)	EUR 34.35	EUR 34.14	EUR 35.16
Cost of delivered shares	EUR 161 million	EUR 143 million	EUR 77 million
Total shares in treasury at year-end	5,924,788	5,726,708	5,664,946
Total cost	EUR 199 million	EUR 201 million	EUR 191 million

The following transactions took place for capital reduction purposes:

Philips Group
Transactions related to capital reduction

	2020	2021	2022
Shares acquired	3,318,211	41,489,816	2,938,248
Average market price	EUR 39.21	EUR 36.22	EUR 36.61
Amount paid	EUR 130 million	EUR 1,503 million	EUR 108 million
Cancellation of treasury shares (shares)	3,809,675	33,508,090	6,758,455
Cancellation of treasury shares (EUR)	EUR 152 million	EUR 1,216 million	EUR 299 million
Total shares in treasury at year-end		7,989,816	2,169,699
Total cost		EUR 287 million	EUR 83 million

Share purchase transactions related to employee option and share plans, as well as transactions related to the reduction of share capital, involved a cash outflow of EUR 187 million. A cash inflow of EUR 12 million from treasury shares mainly relates to the exercise of employee stock options (granted until 2013).

Share repurchase methods for share-based remuneration plans and capital reduction purposes

Philips uses different methods to repurchase shares in its own capital: (i) share buyback repurchases in the open market via an intermediary; (ii) repurchase of shares via forward contracts for future delivery of shares; and (iii) the unwinding of call options on own shares. During 2022, Philips used methods (i) to repurchase shares for capital reduction purposes and methods (ii) and (iii) to repurchase shares for share-based compensation plans.

Forward contracts to repurchase shares

For share-based compensation plans

On June 13, 2022, Royal Philips announced that it will repurchase up to 3.2 million shares to cover certain of its obligations arising from its long-term incentive and employee stock purchases plans. Under this program, Philips entered into one forward contract for an amount of EUR 63 million to acquire 3.2 million shares with settlement dates in November 2024 and December 2024 and a weighted average forward price of EUR 19.75.

On May 19, 2021, Royal Philips announced that it will repurchase up to 2 million shares to cover certain of its obligations arising from its long-term incentive and employee stock purchase plans. Under this program, Philips entered into one forward contract for an amount of EUR 90 million to acquire 2 million shares with settlement dates in October 2023 and November 2023 and a weighted average forward price of EUR 44.85.

On January 29, 2020, Philips announced that it will repurchase up to 6 million shares to cover certain of its obligations arising from its long-term incentive and employee stock purchase plans. Under this program, Philips entered into three forward contracts to acquire in total 5 million for an amount of EUR 174 million to acquire with settlement dates varying

between October 2021 and November 2022 and a weighted average forward price of EUR 34.85. On October 26, 2022, the original settlement date of two tranches entered into under this program (in total 1.75 million shares) has been extended from November 23, 2022 to November 2023, and November 2024, respectively. As of December 31, 2022, a total of 3.3 million shares (December 31, 2021: 1.5 million) under this program were acquired (settled in the fourth quarter of 2021 and 2022, respectively). This resulted in a EUR 57 million (December 31, 2021: EUR 61 million) increase in retained earnings against treasury shares.

As of December 31, 2022, the remaining forward contracts to cover obligations under share-based remuneration plans related to 7.0 million shares (December 31, 2021: 5.5 million) and amounted to EUR 211 million (December 31, 2021: EUR 203 million).

For capital reduction

On July 26, 2021, Philips announced a share buyback program for share cancellation purposes for an amount of up to EUR 1.5 billion. Consequently, in the third quarter of 2021 Philips entered into three forward contracts for an amount of EUR 731 million to acquire 26 million shares with settlement dates in 2022, 2023 and 2024 and a weighted average forward price of EUR 37.36. Philips executed the remainder of the program through open market purchases by an intermediary in the fourth quarter of 2021 (acquiring 21 million shares) and January 2022 (acquiring 0.8 million shares). This resulted in a EUR 781 million increase in retained earnings against treasury shares. As of December 31, 2022, a total of 2.2 million shares under this program were acquired (in the fourth quarter of 2022). This resulted in EUR 83 million increase in retained earnings against treasury shares.

As of December 31, 2022, the remaining forward contracts entered into for capital reduction purposes relate to 17.4 million shares (December 31, 2021: 19.6 million) and amounted to EUR 648 million (December 31, 2021: EUR 731 million).

Share call options

In 2016, Philips purchased EUR-denominated and USD-denominated call options on its own shares to hedge options granted to employees up to 2013.

In 2022, the company unwound 239,880 EUR-denominated and 152,565 USD-denominated call options against the transfer of the same number of its own shares (392,445 shares) and an additional EUR 6 million cash payment to the buyer of the call options.

As of December 31, 2022, the remaining EUR-denominated call options related to 55,750 shares while there are no remaining USD-denominated call options.

Shares cancellation

In June 2022, Philips completed the cancellation of 8.8 million of its common shares (with a cost price of EUR 299 million). The cancelled shares were acquired as part of the Philips' EUR 1.5 billion share repurchase programs announced on July 26, 2021.

Dividend distribution

2022

In May 2022, Philips distributed a dividend of EUR 0.85 per common share, representing a total value of EUR 741 million (including costs). Shareholders could elect for a cash dividend or a share dividend. Approximately 45% of the shareholders elected for a share dividend, resulting in the issuance of 14,174,568 new common shares. The settlement of the cash dividend involved an amount of EUR 411 million (including costs).

A proposal will be submitted to the 2023 Annual General Meeting of Shareholders to pay a dividend of EUR 0.85 per common share, in common shares only, against retained earnings for 2022.

2021

In June 2021, Philips distributed a dividend of EUR 0.85 per common share, representing a total value of EUR 773 million (including costs). Shareholders could elect for a cash dividend or a share dividend. Approximately 38% of the shareholders elected for a share dividend, resulting in the issuance of 6,345,968 new common shares. The settlement of the cash dividend involved an amount of EUR 482 million (including costs).

2020

In July 2020, Philips distributed a dividend of EUR 0.85 per common share, representing a total value of EUR 758 million (including costs). The dividend was distributed in the form of shares only resulting in the issuance of 18,080,198 new common shares.

Limitations in the distribution of shareholders' equity

As of December 31, 2022, pursuant to Dutch law, certain limitations exist relating to the distribution of shareholders' equity of EUR 3,054 million. Such limitations relate to common shares of EUR 178 million, as well as to legal reserves required by Dutch law included under retained earnings of EUR 1,010 million and unrealized currency translation differences of EUR 1,866 million. The unrealized loss related to cash flow hedges of EUR 2 million and unrealized loss related to fair value through OCI financial assets of EUR 376 million qualify as revaluation reserves and reduce the distributable amount due to the fact that these reserves are negative.

The legal reserves required by Dutch law of EUR 1,010 million included under retained earnings relates to any legal or economic restrictions on the ability of affiliated companies to transfer funds to the parent company in the form of dividends.

As of December 31, 2021, these limitations in distributable amounts were EUR 1,947 million and related to common shares of EUR 177 million, as well as to legal reserves required by Dutch law included under retained earnings of EUR 654 million and unrealized currency translation differences of EUR 1,117 million. The unrealized losses related to fair value through OCI financial assets of EUR 344 million and unrealized loss related to cash flow hedges of EUR 25 million qualify as a revaluation reserve and reduce the distributable amount due to the fact that this reserve is negative.

Non-controlling interests

Non-controlling interests relate to minority stakes held by third parties in consolidated group companies.

Capital management

Philips manages capital based upon the IFRS measures, net cash provided by operating activities and net cash used for investing activities as well as the non-IFRS measure net debt. The definition of this non-IFRS measure and a reconciliation to the IFRS measure is included below.

Net debt is defined as the sum of long and short-term debt minus cash and cash equivalents. Group equity is defined as the sum of shareholders' equity and non-controlling interests. This measure is used by Philips Treasury management and investment analysts to evaluate financial strength and funding requirements. The Philips net debt position is managed with the intention of retaining the current strong investment grade credit rating. Furthermore, Philips' aim when managing the net debt position is dividend stability and a pay-out ratio of 40% to 50% of Adjusted income from continuing operations attributable to shareholders (reconciliation to the most directly comparable IFRS measure, Net income, is provided at the end of this note).

Philips Group

Composition of net debt and group equity in millions of EUR unless otherwise stated

	2020	2021	2022
Long-term debt	5,705	6,473	7,270
Short-term debt	1,229	506	931
Total debt	6,934	6,980	8,201
Cash and cash equivalents	3,226	2,303	1,172
Net debt	3,708	4,676	7,028
Shareholders' equity	11,870	14,438	13,249
Non-controlling interests	31	36	34
Group equity	11,901	14,475	13,283
Net debt and group equity ratio	24:76	24:76	35:65

Adjusted income from continuing operations attributable to shareholders is not a recognized measure of financial performance under IFRS. The reconciliation of Adjusted income from continuing operations attributable to shareholders to the most directly comparable IFRS measure, Net income for 2022 is included in the following table.

Philips Group

Adjusted income from continuing operations attributable to shareholders ¹⁾ in millions of EUR

	2020	2021	2022
Net income	1,195	3,323	(1,605)
Discontinued operations, net of income taxes	(196)	(2,711)	(13)
Income from continuing operations	999	612	(1,618)
Income from continuing operations attributable to non-controlling interests	(8)	(4)	(3)
Income from continuing operations attributable to shareholders ¹⁾	991	608	(1,622)
Adjustments for:			
Amortization and impairment of acquired intangible assets	377	322	363
Impairment of goodwill	144	15	1,357
Restructuring costs and acquisition-related charges	195	95	202
Other items:	299	1,069	925
Respironics field-action provision		719	259
Respironics field-action running remediation cost		94	210
R&D project impairments			134
Portfolio realignment charges			109
Impairment of assets in S&RC			39
Provision for public investigations tender irregularities			60
Provisions for quality actions in Connected Care		94	59
Loss on divestment of business		76	
Remaining items	299	87	63
Net finance income/expenses	(125)	(84)	(4)
Tax impact of adjusted items and tax only adjusting items	(285)	(527)	(376)
Adjusted Income from continuing operations attributable to shareholders ¹⁾	1,504	1,497	845

¹⁾ Shareholders in this table refers to shareholders of Koninklijke Philips N.V.

Accounting policies

Debt

Debt is initially measured at fair value net of directly attributable transaction costs. Subsequently, debt is measured at amortized cost using the effective interest rate method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. Debt is derecognized when the obligation under the liability is discharged, cancelled or has expired.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments due over the lease term, generally discounted using the incremental borrowing rate. Lease liabilities are subsequently measured at amortized cost using the effective interest method. Lease liabilities are remeasured in case of modifications or reassessments of the lease.

Philips has a USD 2.5 billion Commercial Paper Program and a EUR 1 billion committed standby revolving credit facility that can be used for general group purposes, such as a backstop of its Commercial Paper Program. As of December 31, 2022, Philips did not have any loans outstanding under either facility. These facilities do not have a material adverse change clause, have no financial covenants and no credit-rating-related acceleration possibilities. Philips issued commercial paper of EUR 200 million in September 2022 and EUR 101 million in October 2022, that was repaid throughout the fourth quarter of 2022. In addition, Philips secured a EUR 1 billion credit facility in the fourth quarter of 2022 that can be used for general corporate purposes. As of December 31, 2022, Philips had EUR 500 million outstanding under the credit facility. The facility does not have a material adverse change clause, has no financial covenants and no credit-rating-related acceleration possibilities. As per March 9, 2020, Philips established a Euro Medium-Term Note (EMTN) program, a framework that facilitates the issuance of notes for a total amount up to EUR 10 billion. In 2022 Philips issued three new tranches under the program for a total of EUR 2 billion, while also redeeming its outstanding 2023 and 2024 Notes and issuing a tender offer on the outstanding 2025 and 2026 Notes.

The provisions applicable to all USD-denominated corporate bonds issued by the company in March 2008 and March 2012 (due 2038 and 2042) contain a ‘Change of Control Triggering Event’. If the company would experience such an event with respect to a series of corporate bonds the company might be required to offer to purchase the bonds that are still outstanding at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any. Furthermore, the conditions applicable to the EUR-denominated corporate bonds issued in 2018, 2019, 2020 and 2022 (due 2025, 2026, 2027, 2028, 2029, 2030 and 2033) contain a similar provision (‘Change of Control Put Event’). Upon the occurrence of such an event, the company might be required to redeem or purchase any of such bonds at their principal amount together with interest accrued. Philips’ outstanding long-term debt do not contain financial covenants.

In April 2022, Philips announced a series of Liability Management transactions to optimize its debt maturity profile. The transactions included the issuance of three series of Notes under its EMTN program for a total of EUR 2 billion with maturities in 2027, 2029 and 2033. Part of the proceeds were used to tender certain of Philips’ outstanding US Dollar denominated bonds due 2025 and 2026 and Euro-denominated bonds due 2023, 2024 and 2025, as well as make-whole and fully redeem the Euro-denominated bonds due 2023 and 2024 that were not purchased as part of the Euro tender offer. Philips issued Commercial Paper of EUR 200 million in September 2022 and EUR 101 million in October 2022. These tranches were repaid throughout the fourth quarter of 2022. In addition, in October 2022 Philips entered into a EUR 1 billion credit facility that can be used for general corporate purposes. The credit facility matures in October 2023 and has a 12-month extension option at Philips discretion. Per year-end 2022, EUR 500 million was utilized and outstanding under the credit facility. In 2022, Philips entered into a total amount of EUR 63 million forward contracts relating to the company’s long-term incentive and employee stock purchase plans. A total of EUR 57 million forward contracts relating to the long-term incentive and employee stock purchase plans as announced in 2020 and EUR 83 million of forwards related to the share buyback program announced in 2021 matured throughout 2022.

In February 2021, Philips entered into two new bilateral loans amounting to a total of EUR 500 million (EUR 250 million each) with a tenor of up to one year, that were repaid in September 2021. In 2021, Philips also entered into a total amount of EUR 731 million of forward contracts relating to the EUR 1.5 billion share buyback program announced on July 26, 2021, with maturity dates in 2022, 2023 and 2024. A total amount of EUR 745 million of forward contracts matured in 2021, which completed the settlement of the EUR 1.5 billion share buyback program announced on January 29, 2019. In addition, Philips entered into a total amount of EUR 90 million of forward contracts in 2021 relating to the long-term incentive and employee stock purchase plans announced on May 19, 2021, with maturity dates in 2023, and a total amount of EUR 123 million of forward contracts matured in 2021 relating to the company’s long-term incentive and employee stock purchase plans announced on October 22, 2018 and January 29, 2020.

Long-term debt

The following tables present information about the long-term debt outstanding, its maturity and average interest rates in 2022 and 2021.

Philips Group

Long-term debt in millions of EUR unless otherwise stated

	2022						
	amount outstanding	Current portion	Non-current portion	Between 1 and 5 years	amount due after 5 years	average remaining term (in years)	average rate of interest
USD bonds	1,378		1,378	250	1,128	14.3	6.3%
EUR bonds	4,061		4,061	1,836	2,225	5.7	1.7%
Forward contracts	858	696	252	252		1.6	
Lease liabilities	1,082	230	852	504	348	3.9	2.4%
Bank borrowings	795	2	792	792		1.9	1.7%
Other long-term debt	28	4	24	17	6	8.9	2.9%
Long-term debt	8,111	842	7,270	3,562	3,706	6.1	2.4%

Philips Group

Long-term debt in millions of EUR unless otherwise stated

	2021						
	amount outstanding	Current portion	Non-current portion	Between 1 and 5 years	amount due after 5 years	average remaining term (in years)	average rate of interest
USD bonds	1,313		1,313	255	1,058	15.1	6.3%
EUR bonds	3,233		3,233	2,242	991	4.4	1.0%
Forward contracts	934	196	738	738		1.6	
Lease liabilities	1,220	257	963	580	383	4.2	2.1%
Bank borrowings	293	1	292	292		3.2	0.1%
Other long-term debt	30	5	26	18	8	8.6	3.5%
Long-term debt	6,933	459	6,473	4,034	2,439	6.0	2.1%

Bonds

The following table presents the amount outstanding and effective rate of bonds.

Philips Group

Unsecured Bonds in millions of EUR unless otherwise stated

	effective rate	2021	2022
Unsecured EUR Bonds			
Due 06/09/2023; 1/2%	0.634%	500	
Due 02/05/2024; 3/4%	0.861%	500	
Due 22/05/2026; 1/2%	0.608%	750	750
Due 02/05/2028; 1 3/8%	1.523%	500	500
Due 30/03/2025; 1 3/8%	1.509%	500	346
Due 30/03/2030; 2%	2.128%	500	500
Due 05/05/2027; 1 7/8%	2.049%		750
Due 05/11/2029; 2 1/8%	2.441%		650
Due 05/05/2033; 2 5/8%	2.710%		600
Unsecured USD Bonds			
Due 15/05/2025; 7 3/4%	7.429%	56	51
Due 01/06/2026; 7 1/5%	6.885%	120	119
Due 15/05/2025; 7 1/8%	6.794%	74	78
Due 11/03/2038; 6 7/8%	7.210%	641	683
Due 15/03/2042; 5%	5.273%	441	478
Adjustments ¹⁾		(37)	(57)
Unsecured Bonds		4,545	5,439

¹⁾ Adjustments related to both EUR and USD bonds and concern bond discounts, premium and transaction costs.

Leases

The following table presents a reconciliation between the total of future minimum lease payments and their present value.

Philips Group

Lease liabilities in millions of EUR

	2021			2022		
	future minimum lease payments	interest	present value of minimum lease payments	future minimum lease payments	interest	present value of minimum lease payments
Less than one year	200	22	257	251	21	230
Between one and five years	636	56	580	554	49	505
More than five years	417	34	383	376	28	348
Lease liabilities	1,333	113	1,220	1,180	98	1,082

Short-term debt

Philips Group

Short-term debt in millions of EUR

	2021	2022
Short-term bank borrowings	47	89
Current portion of long-term debt	459	842
Short-term debt	506	931

During 2022, the weighted average interest rate on the bank borrowings was 5.7% (2021: 1.2%). This increase was mainly driven by financial market conditions across various countries globally.

Accounting policies

A provision is a liability of uncertain timing or amount. Provisions are recognized if, as a result of a past event, the company has a present legal or constructive obligation, it is probable that an outflow of economic benefits will be required to settle the obligation and the amount can be estimated reliably. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax discount rate that reflects current market assessments of the time value of money. The increase in the provision due to passage of time (accretion) is recognized as interest expense.

Restructuring-related provisions

Provisions for severance and termination benefits are recognized for those costs only when the company has a detailed formal plan for the restructuring and has raised a valid expectation with those affected that it will carry out the restructuring by starting to implement that plan or announcing its main features to those affected by it. Before a provision is established, the company recognizes any impairment loss on the assets associated with the restructuring.

Accounting estimates and judgments

By their nature, the recognition of provisions require estimates and assumptions regarding the timing and the amount of outflow of resources. The main estimates include:

- **Respironics field-action provision** – the provision requires management to make estimates and assumptions about items such as quantities and the portion of products to be remediated through replacement or repair.
- **Product warranty provisions** – the provisions for assurance-type product warranty reflect the estimated costs of replacement and free-of-charge services that will be incurred by the company with respect to products sold and include costs to execute field change orders.
- **Environmental provisions** – provisions for environmental remediation can change significantly due to the emergence of additional information regarding the extent or nature of the contamination, the need to utilize alternative technologies, actions by regulatory authorities as well as changes in judgments and discount rates.
- **Legal provisions** – provisions for legal claims and investigations reflect the best estimate of the outflow of resources, supported by internal and external legal counsel, when it is probable that such outflow of resources will be required to settle an obligation.
- **Contingent consideration provisions** – the provision for contingent consideration reflects the fair value of the expected payment to former shareholders of an acquired company for the exchange of control if specified future events occur or conditions are met, such as the achievement of certain regulatory milestones or the achievement of certain commercial milestones. The provision for contingent consideration can change significantly due to changes in the estimated achievement of milestones and changes in discount rates. Changes in fair value of the contingent consideration liability are reflected in other business income (expenses).

Philips Group
Provisions in millions of EUR

	2021			2022		
	long-term	short-term	total	long-term	short-term	total
Post-employment benefits ¹⁾	659		659	546		546
Respironics field-action provision	52	525	577	23	366	399
Product warranty provisions	32	267	238	57	287	344
Environmental provisions	99	26	124	83	28	104
Restructuring-related provisions	8	58	66	6	134	140
Legal provisions	53	39	91	14	74	89
Contingent consideration provisions	156	52	208	89	23	113
Other provisions	257	92	349	279	112	399
Provisions	1,315	998	2,313	1,097	1,018	2,115

¹⁾ For more details refer to [Post-employment benefits](#).

Respironics field action provision

On June 14, 2021, Philips' subsidiary, Philips Respironics initiated a voluntary recall notification in the United States and field safety notice outside the United States for certain sleep and respiratory care products related to the polyester-based polyurethane (PE-PUR) sound abatement foam in these devices.

The repair and replacement program is under way globally. Because of the prioritization of the repair and replace program, Philips is currently not taking new orders for sleep therapy systems, while masks and other consumables continue to be sold. As of December 31, 2022, approximately 90% of the production required for the delivery of replacement devices to patients has been completed. The time to complete the program is impacted by the dependency on supply of materials, including from China, and global logistics capacity. Philips Respironics is also conducting a test and research program with independent laboratories.

Philips has recognized a provision based on Philips' best estimate of the costs to repair or replace devices subject to the Respironics field action. The provision is related to the cost to repair and/or replace affected devices and includes, amongst others, the costs for the remaining production, the cost of intensified communication with physicians and patients, material costs, labor cost and logistics. The provision does not include any product liability costs or other claims. Movements during the year were as follows:

Philips Group
Respironics field-action provision in millions of EUR

	2021	2022
Balance as of January 1	-	577
Additions	719	258
Utilizations	(175)	(486)
Translation differences	33	49
Balance as of December 31	577	399

Additions for the year reflect updated expectations in relation to the volume of devices eligible for remediation as well as additional costs related to the acceleration of the program. As of December 31, 2022, Philips Respironics expects to remediate a total of around 5.6 million devices (specific CPAP, BiPAP and mechanical ventilator devices) globally, excluding certain end-of-life devices that are expected to be retired. In 2022, following Philips Respironics' comprehensive patient and customer communication outreach and based on current insights, the total expected units to be remediated have increased by approximately 0.4 million, primarily in the US. Furthermore, efforts to accelerate the program resulted in a shift towards replacement, which increased the replacement share to 60% (compared to 46% as of December 31, 2021) and as a result further reduced repair quantities. Utilizations for the year reflect the costs incurred in executing the repair and replace program during the year.

The completion of the field action continues to be subject to significant uncertainties, which require management to make estimates and assumptions about items such as quantities and the portion to be replaced or repaired. As of December 31, 2022, the impact of changes in these main assumptions and estimates, holding other assumptions constant, on the field action provision are as follows:

Philips Group
Main assumptions in millions of EUR unless otherwise stated

	Increase (decrease) in provision	
Assumption	Increase individual assumption by 10%	Decrease individual assumption by 10%
Total quantity of devices remaining	26	(26)
Replacement share	12	(12)

Actual outcomes in future periods may differ from these estimates and affect the company's results of operations, financial position and cash flows.

In addition, running remediation costs of EUR 210 million (2021: EUR 94 million) related to the remediation, such as testing, external advisory and regulatory response and additional right-of-return and warranty provisions have been incurred.

Following the FDA's inspection of certain of Philips Respironics' facilities in the US in 2021 and the subsequent inspectional observations, the US Department of Justice, acting on behalf of the FDA, in July 2022 started discussions with Philips regarding the terms of a consent decree to resolve the identified issues. At the end of December 2022, the discussions are ongoing. Furthermore, Philips is a defendant in a number of consumer class action lawsuits from users of the affected devices and a number of individual personal injury and other compensation claims. To date no provisions have been recorded for the litigation and investigations associated with the Respironics field action. For legal matters including claims refer to [Contingencies](#).

Product warranty provisions

The provisions for assurance-type product warranty reflect the estimated costs of replacement and free-of-charge services that will be incurred by the company with respect to products sold, and include costs to execute field change orders. The field action provision in connection with the Philips Respironics voluntary recall notification is shown separately above.

The company expects the provisions to be utilized mainly within the next year.

Philips Group
Provisions for assurance-type product warranty in millions of EUR

	2021	2022
Balance as of January 1	167	238
Additions	364	329
Utilizations	(265)	(224)
Transfer to liabilities associated with assets held for sale	(37)	
Translation differences and other	10	9
Balance as of December 31	239	344

Additions in 2022 include quality actions of EUR 108 million in the Connected Care segment, mainly for the following matters:

Pads Cartridges

In February 2022, Philips issued a field safety notice notifying customers of a potential issue with the Adult SMART Pads Cartridge (M5071A) and the Infant/Child SMART Pads Cartridge (M5072A) for use specifically with the HeartStart H51 Automated External Defibrillator (AED) devices. Philips has identified that for affected pads the H51 AED could deliver less effective or ineffective therapy. Philips is actively working on replacing these pads and has commenced the replacement program in 2022.

V60 35V

In March 2022, Philips Respironics issued a voluntary recall notification/field safety notice to customers of its V60, V60 Plus and V680 ventilators, regarding a potential issue that could affect the main electrical circuit ("35V Rail") powering the ventilator and alarm. This notification was updated in April 2022 with additional customer instructions. In June 2022, Philips issued a further update to this notification, regarding the projected correction for this matter. To address the issue with the 35V Rail, Philips Respironics has commenced the remediation program in 2022.

Environmental provisions

The environmental provisions include accrued costs recorded with respect to environmental remediation in various countries. In the United States, subsidiaries of the company have been named as potentially responsible parties in state and federal proceedings for the clean-up of certain sites.

Provisions for environmental remediation can change significantly due to the emergence of additional information regarding the extent or nature of the contamination, the need to utilize alternative technologies, actions by regulatory authorities as well as changes in judgments and discount rates.

Approximately EUR 73 million of the long-term provision is expected to be utilized after one to five years, with the remainder after five years. For more details on the environmental remediation refer to [Contingencies](#).

Philips Group
Environmental provisions in millions of EUR

	2021	2022
Balance as of January 1	163	124
Additions	19	15
Utilizations	(15)	(17)
Releases	(64)	(2)
Changes in discount rate	(10)	(27)
Accretion	3	4
Translation differences and other	9	7
Balance as of December 31	124	104

The additions and the releases of the provisions originate from additional insights in relation to factors like the estimated cost of remediation, changes in regulatory requirements and efficiencies in completion of various site work phases.

Based on the progressive insight with respect to site remediation experience, technological progress and risk-based clean-up strategies, the estimated remaining duration of remediation activities for environmental liabilities for infinite environmental sites was revised in 2021 from 60 years to 30 years. The resulting release was EUR 55 million of which EUR 33 million is recorded in continuing operations and EUR 22 million in discontinued operations.

Restructuring-related provisions

Philips Group
Restructuring-related provisions in millions of EUR

	January 1, 2022	additions	utilizations	releases	other changes	December 31, 2022
Diagnosis & Treatment	26	58	(27)	(8)	9	49
Connected Care	17	34	(13)	(3)	(1)	34
Personal Health	9	9	(7)	(2)	8	19
Other	14	52	(14)	(5)	8	47
Philips Group	66	154	(61)	(18)	(1)	149

In 2022, Philips initiated general productivity actions aimed at simplifying the organization to streamline the way of working and reduce operating expenses. This includes an immediate reduction of around 4,000 positions globally across the organization, subject to consultation with the relevant workers councils and social partners, with severance and termination-related costs expected to be approximately EUR 130 million in aggregate, of which EUR 80 million was recorded in 2022.

In addition, restructuring projects were executed during the year, of which the most significant impacted Diagnosis & Treatment and Other and mainly took place in the US and Netherlands. The restructuring mainly comprised product portfolio rationalization and the reorganization of global support functions. The company expects the provisions to be utilized mainly within the next year.

2021

In 2021, the most significant restructuring projects impacted Diagnostic & Treatment and Connected Care businesses and mainly took place in the Netherlands and US.

The movements in the provisions for restructuring in 2021 are presented by segment as follows:

Philips Group
Restructuring-related provisions in millions of EUR

	January 1, 2021	additions	utilizations	releases	other changes	December 31, 2021
Diagnosis & Treatment	33	23	(19)	(13)	1	26
Connected Care	17	16	(12)	(4)	-	17
Personal Health	28	6	(21)	(6)	2	9
Other	38	10	(21)	(16)	4	14
Philips Group	117	55	(73)	(39)	6	66

Legal provisions

The company and certain of its group companies and former group companies are involved as a party in legal proceedings, including regulatory and other governmental proceedings.

Philips Group
Legal provisions in millions of EUR

	2021	2022
Balance as of January 1	72	91
Additions	43	89
Acquisitions	38	4
Utilizations	(17)	(100)
Releases	(48)	(3)
Accretion	1	-
Translation differences and other	3	7
Balance as of December 31	91	89

The majority of the movements in the above schedule are: Additions mainly relate to a provision recognized for alleged tender irregularities as disclosed in note [Contingencies](#) and provisions recognized for CRT matters. Utilizations mainly relate to the settlement of investigations in the Connected Care businesses (unrelated to the Philips Respironics voluntary recall notification).

For details of other legal matters, including regulatory and other governmental proceedings, refer to [Contingencies](#).

The company expects the provisions to be utilized mainly within the next three years.

Contingent consideration provisions

Philips Group
Contingent consideration provisions in millions of EUR

	2021	2022
Balance as of January 1	318	208
Acquisitions	16	96
Utilizations	(48)	(105)
Fair value changes	(78)	(86)
Balance as of December 31	208	113

The provision for contingent consideration reflects the fair value of the expected payment to former shareholders of an acquiree for the exchange of control if specified future events occur or conditions are met, such as the achievement of certain regulatory milestones or the achievement of certain commercial milestones. The provision for contingent consideration can change significantly due to changes in the estimated achievement of milestones and changes in discount rates. Changes in fair value of the contingent consideration liability are reflected in other business income.

In 2021 and 2022, the fair value changes mainly related to EPD. In 2022, the decrease of EUR 61 million in the fair value of the contingent consideration comprised of EUR 30 million due to the revisions to EPD's forecast due to more severe short-term impacts of COVID-19 and the competitive environment, and EUR 31 million due to delays in achievement of certain milestones. In 2021, the decrease of EUR 45 million in the fair value of the contingent consideration comprised of EUR 14 million due to the revisions to EPD's forecast due to more severe short-term impacts of COVID-19 and the competitive environment, and EUR 31 million due to delays in achievement of certain milestones.

The company expects the provisions to be utilized mainly within the next three years.

Other provisions

Philips Group
Other provisions in millions of EUR

	2021	2022
Balance as of January 1	372	349
Additions	89	160
Utilizations	(87)	(95)
Releases	(29)	(35)
Accretion	(5)	(3)
Translation differences and other	9	14
Balance as of December 31	349	390

The main elements of other provisions are:

- provisions for employee jubilee funds EUR 83 million (2021: EUR 94 million);
- self-insurance provisions of EUR 57 million (2021: EUR 43 million);
- provisions for non-income taxes/social security of EUR 46 million (2021: EUR 37 million);
- provisions for rights of return of EUR 36 million (2021: EUR 40 million);
- provisions for decommissioning costs of EUR 33 million (2021: EUR 33 million);
- provisions for onerous contracts of EUR 38 million (2021: EUR 12 million), reflecting non-cancellable commitments on supplies for which no future demand or alternative usage has been identified, primarily caused by volatility in demand due to COVID-19.
- the remaining provisions relate to a variety of positions, for example provision for disability of employees and provision for royalty obligations.
- the releases in 2021 and 2022 are due to the reassessment of the positions in other provisions throughout the year.

The company expects the provisions to be utilized mainly within the next five years, except for:

- provisions for employee jubilee funds of which half is expected to be utilized after five years;
- provisions for decommissioning costs of which half is expected to be utilized after five years;
- provisions for rights of return to be utilized mainly within the next year.

Post-employment benefits

Accounting policies

Defined contribution plans

A defined contribution plan is a post-employment benefit plan for which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognized as an employee benefit expense in the Consolidated statements of income in the periods during which services are rendered by employees.

Defined Benefit plans

A defined benefit plan is a post-employment benefit plan that is not a defined contribution plan. Defined benefit plans define an amount of pension benefit that an employee will receive after retirement. That pension benefit typically depends on several factors such as years of service, age and salary.

The net pension asset or liability recognized in the Consolidated balance sheets in respect of defined benefit plans is the fair value of plan assets less the present value of the projected defined benefit obligation at the Consolidated balance sheets date. The defined benefit obligation is calculated annually by qualified actuaries using the projected unit credit method. Recognized assets are limited to the present value of any reductions in future contributions or any future refunds. The net pension liability is presented as a long-term provision; no distinction is made for the short-term portion.

For the company's major plans, a full discount rate curve of high-quality corporate bonds is used to determine the defined benefit obligation, where available. The curves are based on the Mercer Yield Curve methodology, which uses data of corporate bonds rated AA or equivalent. For the other plans the Mercer Yield Curve/Mercer Methodology has also been used taking into account the cash flows as much as possible in case there is a deep market in corporate bonds. For plans in countries without a deep corporate bond market, the discount rate is based on government bonds and the plan's maturity.

Pension costs in respect of defined benefit plans primarily represent the increase of the actuarial present value of the obligation for post-employment benefits based on employee service during the year and the interest on the net recognized asset or liability in respect of employee service in previous years.

Remeasurements of the net defined benefit asset or liability comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (excluding interest). The company recognizes all remeasurements in Other comprehensive income.

Past service costs arising from the introduction of a change to the benefit payable under a plan or a significant reduction of the number of employees covered by a plan (curtailment) are recognized in full in the Consolidated statements of income.

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. The company recognizes a liability and an expense for bonuses and incentives based on a formula that takes into consideration the profit attributable to the company's shareholders after certain adjustments.

The company's net obligation in respect of other long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods, such as jubilee entitlements. That benefit is discounted to determine its present value. Remeasurements are recognized in the Consolidated statements of income in the period in which they arise.

Further information on other employee benefits can be found in [Provisions](#) in the Other provisions section.

Accounting estimates and judgments

To make the actuarial calculations for the valuation of defined benefit obligations, assumptions are needed for interest rates, healthcare cost increases, future pension increases, life expectancy and employee turnover rates. The actuarial calculations are made by external actuaries based on inputs from observable market data, such as corporate bond returns and yield curves to determine the discount rates to apply, mortality tables to determine life expectancy and inflation rates to determine future salary and pension growth assumptions.

Employee post-employment benefit plans have been established in many countries in accordance with the legal requirements, customs and the local practice in the countries involved. The larger part of post-employment benefits are company pension plans, of which some are funded and some are unfunded. All funded post-employment benefit plans are considered to be related parties.

Most employees that take part in a company pension plan are covered by defined contribution (DC) pension plans. The main DC plans are in the Netherlands and the United States. The company also sponsors a number of defined benefit (DB) pension plans. The benefits provided by these plans are based on employees' years of service and compensation levels.

The company also sponsors a limited number of DB retiree medical plans. The benefits provided by these plans typically cover a part of the healthcare costs after retirement. None of these plans are individually significant to the company and are therefore not further separately disclosed.

The larger funded DB and DC plans are governed by independent Trustees who have a legal obligation to protect the interests of all plan members and operate under the local regulatory framework.

The DB plans in Germany and the United States make up most of the defined benefit obligation (DBO) and the net position. The company also has DB plans in the rest of the world; however these are individually not significant to the company and do not have a significantly different risk profile that would warrant separate disclosure.

The adjacent table provides a break-down of the present value of the funded and unfunded DBO, the fair value of plan assets and the net position in Germany, the United States and in Other Countries. The table also provides the value of reimbursement rights.

Philips Group

Post-employment benefits in millions of EUR

	Germany		United States		Other Countries		Total	
	2021	2022	2021	2022	2021	2022	2021	2022
Present value of funded DBO	(606)	(489)	(558)	(440)	(206)	(179)	(1,370)	(1,108)
Present value of unfunded DBO	(316)	(249)	(149)	(128)	(135)	(136)	(600)	(513)
Total present value of DBO	(921)	(738)	(708)	(568)	(341)	(315)	(1,970)	(1,621)
Fair value of plan assets	572	477	623	474	185	171	1,380	1,122
Net position	(349)	(261)	(84)	(94)	(157)	(144)	(590)	(499)
Value of reimbursement rights						6		6

The classification of the net position is as follows:

Philips Group

Classification net position in millions of EUR

	Germany		United States		Other Countries		Total	
	2021	2022	2021	2022	2021	2022	2021	2022
Total asset for plans in a surplus	3	9	65	34	1	4	69	46
Total liability for plans in a deficit	(352)	(270)	(149)	(128)	(157)	(148)	(659)	(546)
Provisions for post-employment benefit plans under ANFS								
Net position	(349)	(261)	(84)	(94)	(157)	(144)	(590)	(499)

Germany

The company has several DB plans in Germany which for the largest part are unfunded, meaning that after retirement the company is responsible for the benefit payments to retirees.

Due to the relatively high level of social security in Germany, the company's pension plans mainly provide benefits for the higher earners. The plans are open for future pension accrual. Indexation is mandatory due to legal requirements. Some of the German plans have a DC design, but are accounted for as DB plans due to a legal minimum return requirement.

Company pension commitments in Germany are partly protected against employer bankruptcy via the "Pensions-Sicherungs-Verein" which charges a fee to all German companies providing pension promises.

Philips is one of the sponsors of Philips Pensionskasse VwAG in Germany, which is a multi-employer plan. The plan is classified and accounted for as a DC plan.

The United States

The US DB pension plans are closed plans without future pension accrual. For the funding of any deficit in the US plan the Group adheres to the minimum funding requirements of the US Pension Protection Act.

The assets of the US funded pension plans are in Trusts governed by fiduciaries. The non-qualified pension plans that cover accrual above the maximum salary of the funded qualified plan are unfunded.

The company's qualified pension commitments in the United States are covered via the Pension Benefit Guaranty Corporation which charges a fee to US companies providing DB pension plans. The fee is also dependent on the amount of unfunded vested liabilities.

Risks related to DB plans

DB plans expose the company to various demographic and economic risks such as longevity risk, investment risks, currency and interest rate risk and in some cases inflation risk. The latter plays a role in the assumed wage increase but more importantly in some countries where indexation of pensions is mandatory.

The company has an active de-risking strategy in which it constantly looks for opportunities to reduce the risks associated with its DB plans. Liability-driven investment strategies, lump sum cash-out options, buy-ins, buy-outs and a change to DC are examples of the strategy.

Investment policy in the largest pension plans

Pension fund trustees are responsible for and have full discretion over the investment strategy of the plan assets. The plan assets of the Philips pension plans are invested in well diversified portfolios. The interest rate sensitivity of the fixed income portfolio is closely aligned to that of the plan's pension liabilities for most of the plans. Any contributions from the sponsoring company are used to further increase the fixed income part of the assets. As part of the investment strategy, any improvement in the funded ratio over time is used to further decrease the interest rate mismatch between the plan assets and the pension liabilities.

Summary of pre-tax costs for post-employment benefits and reconciliations

The adjacent table contains the total of current and past service costs, administration costs and settlement results as included in Income from operations and the interest cost as included in Financial expenses.

Philips Group

Pre-tax costs for post-employment benefits in millions of EUR

	2020	2021	2022
Defined benefit plans	74	36	50
- included in income from operations	59	28	39
- included in financial expense	13	8	10
- included in Discontinued operations	1	1	
Defined contribution plans	366	375	400
- included in income from operations	358	368	400
- included in Discontinued operations	8	7	
Post-employment benefits costs	440	411	449

Summary of the reconciliations for the DB0 and plan assets

The adjacent tables contain the reconciliations for the DB0 and plan assets.

Philips Group

Defined benefit obligations in millions of EUR

	2021	2022
Balance as of January 1	2,153	1,978
Service cost	36	32
Interest cost	33	36
Employee contributions	7	4
Actuarial (gains) / losses		
- demographic assumptions	3	2
- financial assumptions	(86)	(366)
- experience adjustment	(6)	12
(Negative) past service cost	(5)	16
Settlements	(98)	
Benefits paid from plan	(95)	(95)
Benefits paid directly by employer	(33)	(41)
Translation differences and other	52	52
Balance as of December 31	1,970	1,621

Philips Group

Plan assets in millions of EUR

	2021	2022
Balance as of January 1	1,403	1,380
Interest income on plan assets	25	26
Admin expenses paid	(1)	(1)
Return on plan assets excluding interest income	44	(254)
Employee contributions	7	4
Employer contributions	33	17
Settlements	(86)	0
Benefits paid from plan	(96)	(95)
Translation differences and other	50	45
Balance as of December 31	1,380	1,122

The past service cost in 2022 mainly relates to the retiree medical plans in Brazil. The settlement amounts of 2021 mainly relate to the transfer of the provident fund plan into the government provident fund in India.

Plan assets allocation

The asset allocation in the company's DB plans as of December 31 was as follows:

Philips Group

Plan assets allocation in millions of EUR

	2021	2022
Assets quoted in active markets		
- Debt securities	790	560
- Equity securities		
- Other	195	203
Assets not quoted in active markets		
- Debt securities	1	
- Equity securities	122	101
- Other	272	258
Total assets	1,380	1,122

The plan assets in 2022 contain 32% (2021: 29%) unquoted plan assets. Plan assets in 2022 do not include property occupied by or financial instruments issued by the company.

Assumptions

The mortality tables used for the company's largest DB plans are:

Germany: Heubeck-Richttafeln 2018 Generational, assuming 93% of mortality rates for male retirees between age 60 and 85
US: PRI-2012 Generational with MP2021 improvement scale + white collar adjustment

The weighted averages of the assumptions used to calculate the DB0 as of December 31 were as follows:

Philips Group

Assumptions used for defined benefit obligations in Germany, the United States and the rest of the world in %

	Germany		United States		Other Countries		Total	
	2021	2022	2021	2022	2021	2022	2021	2022
Discount rate	1.1%	4.1%	2.6%	5.2%	2.1%	4.9%	1.8%	4.7%
Inflation rate	1.8%	2.0%	2.2%	2.3%	2.0%	2.6%	2.0%	2.2%
Salary increase	2.5%	2.8%	0.0%	0.0%	2.9%	3.3%	2.6%	2.9%

Sensitivity analysis

The following table illustrates the approximate impact on the DB0 from movements in key assumptions. The DB0 was recalculated using a change in the assumptions of 1% which overall is considered a reasonably possible change. The impact on the DB0 because of changes in discount rate is normally accompanied by offsetting movements in plan assets, especially when using matching strategies.

The average duration of the DB0 of the DB plans is 8 years (Germany: 9, United States: 8, and Other countries: 8) as of December 31, 2022 (2021: 11 years).

Philips Group

Sensitivity of key assumptions in millions of EUR

	2021	2022
Increase		
Discount rate (1% movement)	(196)	(122)
Pension increase (1% movement)	99	57
Salary increase (1% movement)	19	12
Longevity ¹⁾	48	32
Decrease		
Discount rate (1% movement)	241	145
Pension increase (1% movement)	(83)	(49)
Salary increase (1% movement)	(18)	(11)

¹⁾ The mortality table (i.e. longevity) also impacts the DB0. The above sensitivity table illustrates the impact on the DB0 of a further 10% decrease in the assumed rates of mortality for the company's major plans. A 10% decrease in assumed mortality rates equals improvement of life expectancy by 0.5 - 1 year.

Cash flows and costs in 2023

Cash outflows in relation to post-employment benefits are estimated to amount to EUR 464 million in 2023, consisting of:

- EUR 19 million employer contributions to funded DB plans (Germany: EUR 7 million, United States: EUR 0 million, Other Countries:

- EUR 12 million);
- EUR 43 million cash outflows in relation to unfunded DB plans (Germany: EUR 20 million, United States: EUR 11 million, Other Countries: EUR 12 million); and
- EUR 402 million employer contributions to DC plans (Netherlands: EUR 186 million, United States: EUR 153 million, Other Countries: EUR 63 million).

The service and administration cost for 2023 is expected to amount to EUR 29 million for DB plans. The net interest cost for 2023 for the DB plans is expected to amount to EUR 21 million. The cost for DC pension plans in 2023 is equal to the expected DC cash flow.

21 Accrued liabilities

Accounting policies

Accrued liabilities are initially measured at fair value and subsequently at amortized cost and are derecognized when the obligation under the liability is discharged, cancelled or has expired.

Accrued liabilities are summarized as follows:

Philips Group

Accrued liabilities in millions of EUR

	2021	2022
Personnel-related costs:		
- Salaries and wages	566	498
- Accrued holiday entitlements	127	97
- Other personnel-related costs	108	101
Fixed-asset-related costs:		
- Gas, water, electricity, rent and other	33	46
Communication and IT costs	82	64
Distribution costs	122	118
Sales-related costs:		
- Commission payable	7	8
- Advertising and marketing-related costs	175	127
- Other sales-related costs	20	28
Material-related costs	130	132
Interest-related accruals	52	71
Other accrued liabilities	362	361
Accrued liabilities	1,784	1,626

22 Other liabilities

Accounting policies

Other liabilities are initially measured at fair value and subsequently at amortized cost and are derecognized when the obligation under the liability is discharged, cancelled or has expired.

The company recognizes contract liabilities if a payment is received or a payment is due (whichever is earlier) from a customer before the company transfers the related goods or services. Contract liabilities are recognized as revenue when the company performs under the contract (i.e., transfers control of the related goods or services to the customer).

Other non-current liabilities

Non-current liabilities were EUR 60 million as of December 31, 2022 (December 31, 2021: EUR 56 million).

Non-current liabilities are associated mainly with indemnification and non-current accruals.

Other current liabilities

Other current liabilities are summarized as follows:

Philips Group

Other current liabilities in millions of EUR

	2021	2022
Accrued customer rebates	260	213
Other taxes including social security premiums	190	115
Other liabilities	116	120
Other current liabilities	587	448

Contract liabilities

Non-current contract liabilities were EUR 515 million as of December 31, 2022 (December 31, 2021: EUR 446 million) and current contract liabilities were EUR 1,696 million as of December 31, 2022 (December 31, 2021: EUR 1,491 million).

The current contract liabilities increased by EUR 205 million, which is mainly driven by an increase in deferred balances for customer service contracts.

The current contract liabilities as of December 31, 2021 resulted in revenue recognized of EUR 1,491 million in 2022.

23 Cash flow statement supplementary information

Accounting policies

Cash and cash equivalents

Cash and cash equivalents include all cash balances, certain money market funds and short-term highly liquid investments with an original maturity of three months or less that are readily convertible into known amounts of cash. Bank overdrafts are included in borrowings in current liabilities.

Cash flow statements

The cash flow statement is prepared using the indirect method. Cash flows related to interest and tax are included in operating activities. Assets and liabilities acquired as part of a business combination are included in investing activities (net of cash acquired). Dividends paid to shareholders are included in financing activities. Dividends received are included in operating activities.

Cash flows arising from transactions in a foreign currency are translated into the company's functional currency using the exchange rate at the date of the cash flow. Cash flows from derivative instruments that are accounted for as cash flow hedges are classified in the same category as the cash flows from the hedged items. Cash flows from other derivative instruments are classified as investing cash flows.

Cash paid for leases

In 2022, gross lease payments of EUR 316 million (2021: EUR 308 million; 2020: EUR 325 million) included interest of EUR 25 million (2021: EUR 25 million; 2020: EUR 29 million).

Net cash used for derivatives and current financial assets

In 2022, a total of EUR 72 million cash was paid with respect to foreign exchange derivative contracts related to activities for liquidity management (2021: EUR 48 million inflow; 2020: EUR 13 million outflow).

Purchase and proceeds from non-current financial assets

In 2022, the net cash outflow is EUR 38 million.

In 2021, the net cash flow is EUR 0 million.

In 2020, the net cash outflow of EUR 66 million was mainly the cash outflow due to investment in DC Health amounting to EUR 45 million in China.

Reconciliation of liabilities arising from financing activities

Certain items in the statements of cash flows do not correspond to the differences between the balance sheet amounts for the respective items, principally because of the effects of translation differences and consolidation changes.

Philips Group

Reconciliation of liabilities arising from financing activities in millions of EUR

	Balance as of December 31, 2021	Cash flow	Currency effects and consolidation changes	Other ⁽¹⁾	Balance as of December 31, 2022
Long term debt ⁽²⁾	6,933	1,045	107	27	8,111
EUR bonds	3,233	827			4,061
USD bonds	1,313	(20)	85		1,378
Leases	1,220	(260)	17	105	1,082
Forward contracts ⁽³⁾	934			(76)	858
Bank borrowings	203	498	4		705
Other long-term debt	30	(1)	1	(1)	28
Short term debt ⁽²⁾	47	47	(6)	1	89
Short-term bank borrowings	47	47	(6)	1	89
Other short-term loans					
Forward contracts ⁽³⁾					
Equity	(1,410)	(503)		869	(1,133)
Dividend payable		(418)		418	
Forward contracts ⁽³⁾	(934)			76	(858)
Treasury shares	(476)	(174)		375	(275)
Total		500			

⁽¹⁾ Besides non-cash, other includes interest paid on leases, which is part of cash flows from operating activities

⁽²⁾ In this table, current portion of long-term debt is included in long-term debt (and excluded from short-term debt).

⁽³⁾ The forward contracts are related to the share buyback program and LTI plans

Philips Group Reconciliation of liabilities arising from financing activities in millions of EUR				
	Balance as of December 31, 2020	Cash flow	Currency effects and consolidation changes	Other ¹⁾
				Balance as of December 31, 2021
Long term debt ²⁾	6,857	(226)	200	6,833
EUR bonds	3,229			3,233
USD bonds	1,210		103	1,313
Leases	1,216	(239)	98	1,220
Forward contracts ³⁾	902			934
Bank borrowings	205	(1)		203
Other long-term debt	16	14		30
Short term debt ²⁾	76	(25)	(5)	47
Short-term bank borrowings	76	(24)	(5)	47
Other short-term loans	1	(1)		
Forward contracts ³⁾				
Equity	(1,181)	(2,096)		(1,410)
Dividend payable		(484)		484
Forward contracts ³⁾	(982)			48
Treasury shares	(199)			1,336
Total		(2,347)		

¹⁾ Besides non-cash, other includes interest paid on finance leases, which is part of cash flows from operating activities
²⁾ In this table, current portion of long-term debt is included in long-term debt (and excluded from short-term debt).
³⁾ The forward contracts are related to the share buyback program and LTI plans

24 Contingencies

Accounting policies

Contingent liabilities

A contingent liability is a liability of uncertain timing and amount. Contingencies are not recognized in the balance sheet because they are dependent on the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or because the risk of loss is estimated to be possible but not probable or because the amount cannot be measured reliably. Pursuant to IAS 37, Provisions, Contingent Liabilities and Contingent Assets, certain information is not disclosed for legal proceedings for which the company concludes that disclosure can be expected to seriously prejudice the outcome of the matter.

Financial guarantees

Philips’ policy is to provide guarantees and other letters of support only in writing. Philips does not stand by other forms of support. The company recognizes a liability at the fair value of the obligation at the inception of a financial guarantee contract. The guarantee is subsequently measured at the higher of the best estimate of the obligation or the amount initially recognized less, when appropriate, cumulative amortization.

Accounting estimates and judgments

Significant judgment is required to determine the likelihood of a potential outflow of resources. In addition, judgment is involved in determining whether the amount of an obligation can be measured with sufficient reliability. Contingencies involve inherent uncertainties including, but not limited to, court rulings, negotiations between affected parties, governmental actions, tax and environmental remediation.

Contingent assets

As of December 31, 2022, the company had no material contingent assets.

Guarantees

The total fair value of guarantees recognized on the balance sheet amounts to EUR nil million for both 2022 and 2021. Remaining off-balance-sheet business related guarantees on behalf of third parties and associates to EUR 2 million in 2022 (December 31, 2021: EUR 2 million).

Environmental remediation

The company and its subsidiaries are subject to environmental laws and regulations. Under these laws, the company and/or its subsidiaries may be required to remediate the effects of certain manufacturing activities on the environment.

Legal proceedings

The company and certain of its group companies and former group companies are involved as a party in legal proceedings, regulatory and other governmental proceedings, including discussions on potential remedial actions, relating to such matters as competition issues, commercial transactions, product liability, participations, and environmental pollution.

While it is not feasible to predict or determine the outcome of all pending or threatened legal proceedings, regulatory and governmental proceedings, the company is of the opinion that the cases described below may have, or have had in the recent past, a significant impact on the company’s consolidated financial position, results of operations and cash flows.

Public Investigations

The company is engaged in discussions with, and has provided information to, the US Securities and Exchange Commission (SEC) and US Department of Justice (DoJ) regarding alleged tender irregularities in the medical device industry in certain jurisdictions. These interactions are primarily focused on a number of compliance findings that the company is addressing in Brazil, China and Bulgaria. In connection with these discussions and their status, the company recorded a provision in the amount of EUR 60 million.

Given the significant uncertainty regarding the nature of the relevant events and obligations, Philips is not currently able to reliably estimate the full financial effect of a range of possible outcomes in connection with the abovementioned discussions with the SEC and DoJ beyond the recorded provision. The outcomes of these matters could have a material impact on the company’s consolidated financial position, results of operations and cash flows.

Respironics field action

On June 14, 2021, Philips’ subsidiary Philips RS North America LLC (Philips Respironics) issued a voluntary recall notification in the United States and field safety notice outside the United States for specific Philips Respironics CPAP, Bi-level PAP, and mechanical ventilator devices (the “Recalled Devices”).

Consent decree

On August 26, 2021, the US Food and Drug Administration (FDA) commenced an inspection of the Philips Respironics manufacturing facility in Murrysville, Pennsylvania and provided Philips Respironics with its preliminary inspectional observations on November 9, 2021. Philips Respironics responded to the FDA’s inspectional observations in December 2021, which described the actions already taken by the company, as well as additional planned actions. Philips Respironics is also providing periodic updates to the FDA on its progress for the planned actions. In July 2022, Philips started discussions with the DoJ acting on behalf of the FDA on a consent decree that would address compliance requirements for future sales, the resolution of the inspectional findings and the completion of the recall. At the end of December 2022, the discussions are ongoing.

DoJ investigation

On April 8, 2022, Philips Respironics and certain of Philips’ subsidiaries in the US received a subpoena from the US DoJ to provide information related to events leading to the Respironics recall. The relevant subsidiaries are cooperating with the investigation. The criminal and civil investigation is being conducted by the US DoJ’s Consumer Protection Branch and Civil Fraud Section, and the US Attorney’s Office for the Eastern District of Pennsylvania. Given the early stages of the investigation, the company is not able to reliably estimate the financial impact, if any.

Product liability claims

Following the voluntary recall notification, a number of civil complaints have been filed in several jurisdictions against Philips Respironics and certain of its affiliates (including the company) generally alleging economic loss, personal injury and/or the potential for personal injury allegedly caused by devices subject to the recall.

In the United States, consumer and commercial class action lawsuits have been filed alleging economic loss and medical monitoring claims. Individual personal injury lawsuits have also been filed. On October 8, 2021, a Multi-District Litigation (MDL) in the US District Court for the Western District of Pennsylvania was formed, and most of these class action and personal injury lawsuits have been consolidated in the MDL for pre-trial proceedings. As of December 31, 2022, plaintiffs have filed a consolidated economic loss class action complaint on behalf of device users, hospitals, and insurers and other third-party payers, a consolidated medical monitoring class action complaint on behalf of device users, and over 300 individual personal injury complaints. The company anticipates that the number of individual personal injury complaints will increase in 2023.

In September 2022, the MDL court established a voluntary, court-approved census registry, and associated tolling, for potential claimants who have not filed claims, but may file claims in the future, relating to the Recalled Devices. The census registry replaces the private tolling agreement that had been in effect before the establishment of the census registry. At the time of termination, approximately 60,000 individuals had entered into the private tolling agreement. In the event these individuals wish to pursue or preserve their claims, they will need to file a lawsuit or register on the census registry. By December 31, 2022, approximately 13,500 individuals had joined the census registry. The company anticipates that the number of individuals on the census registry will increase in 2023.

In Australia, a consumer class action lawsuit alleging personal injury was filed against the company’s subsidiary Philips Electronics Australia Ltd on October 4, 2021. In the course of 2022, the plaintiff in the case has sought leave of the court to discontinue the class action citing that there is insufficient evidence to warrant the continuation of the class action and that since the issue of proceedings, Philips Respironics has been repairing, replacing, or refunding the devices which are the subject of the recall, meaning that any compensation relating to financial loss would be relatively confined. It is expected that the case will be discontinued in the first half of 2023.

Philips Respironics and certain of its affiliates (including the company) are also defendants in consumer class action lawsuits in Canada and Israel and collective actions in Chile, France and the Netherlands alleging economic loss and/or personal injury.

While the company believes it is probable that these lawsuits will in the aggregate lead to an outflow of economic resources for Philips Respironics or other Philips entities, given the significant uncertainty regarding the nature of the relevant events and potential obligations, the company is not currently able to reliably estimate the amount of the obligation associated with these various lawsuits. The final outcome of the lawsuits and the cost to resolve them cannot currently be determined due to a number of variables, including uncertainty regarding the ultimate number of claimants and

their allegations. Moreover, Philips Respironics has not yet completed its test and research program for all of the categories of the Recalled Devices.

For the United States specifically, the relative early stage of the census registry, and lack of clarity around the nature of the specific injury each claimant is claiming, contribute to the uncertainty. In addition, the MDL court has not yet decided several significant motions, including motions to dismiss all of the complaints, and plaintiffs have not yet filed their motions for class certification in the economic loss and medical monitoring actions. Further, discovery is still in its early stages, and expert discovery has not yet begun. Moreover, Philips Respironics has not yet completed its test and research program for all of the categories of the Recalled Devices. An adverse outcome with respect to any or all of these lawsuits and/or any future claims could have a material impact on the company's consolidated financial position, results of operations and cash flows.

Securities claims

On August 16, 2021, a securities class action complaint was filed against the company, its former CEO and its CFO in the United States District Court for the Eastern District of New York alleging violations of the Securities Exchange Act of 1934 causing damage to investors. On January 3, 2022, the lead plaintiff in the case filed its amended complaint seeking to represent individuals that purchased Philips shares between February 23, 2016, through November 12, 2021. Following the filing and briefing of the company's motion to dismiss in the first half of 2022, plaintiff filed a second amended complaint on November 30, 2022, in which the alleged damage period was expanded to include certain share price declines that were allegedly based on disclosures made in 2022. The second amended complaint now focuses on share price declines that allegedly occurred as a result of various disclosures starting on April 26, 2021 through October 2022. The company's motion to dismiss the second amended complaint is due in the first quarter of 2023.

On September 11, 2022, the company received a letter from shareholders representative organization European Investors-VEB ("VEB"). The VEB holds Philips and its (former) managing and supervisory directors liable for – inter alia – allegedly failing to timely disclose price-sensitive information to shareholders regarding indications of potential (severe) health risks from the use of Recalled Devices, failing to exercise proper oversight over Philips Respironics and implement and ensure a proper information and risk management structure; providing incorrect or incomplete information in the company's financial disclosures.

It is the company's assessment that it is possible but not probable that these cases could lead to a certain outflow of economic resources. The company is not able to reliably estimate the financial impact, if any. An adverse outcome of these cases could have a material impact on the company's consolidated financial position, results of operations and cash flows.

Other claims

On October 12, 2021, SoClean, a company offering ozone-based cleaning products for sleep devices, filed a lawsuit against the company and certain of its affiliates alleging that the defendants' statements about the potential adverse effect ozone cleaning may have on the recalled devices has significantly damaged its business. Philips believes that the claim is without merit and will vigorously defend itself. Motions to dismiss the case were filed in November and December 2022.

In addition, some of Philips Respironics' business partners such as distributors and durable medical equipment providers have filed or threatened to file claims alleging economic losses suffered as a consequence of the voluntary recall. In particular, Philips Respironics is engaging with certain of its business partners on the level of compensation they allege to be entitled to under Philips Respironics' replacement program of the Recalled Devices.

It is the company's assessment that it is possible but not probable that these cases could lead to a certain outflow of economic resources. The company is not able to reliably estimate the financial impact, if any. In the event of an adverse outcome, these matters could have a material impact on the company's consolidated financial position, results of operations and cash flows.

To date no provisions have been recorded for the litigation and investigations associated with the Respironics field action.

Miscellaneous

For details on other contractual obligations, please refer to liquidity risk in [Details of treasury and other financial risks](#).

24 Related-party transactions

In the normal course of business, Philips purchases and sells goods and services from/to various related parties in which Philips typically holds between 20% and 50% equity interest and has significant influence. These transactions are generally conducted with terms comparable to transactions with third parties.

Philips Group
Related-party transactions in millions of EUR

	2020	2021	2022
Sales of goods and services	204	116	111
Purchases of goods and services	57	41	46
Receivables from related parties	37	40	55
Payables to related parties	1	2	2

In the previous table, sales transactions between Philips and PMC are included amounting to EUR 101 million in 2022 (2021: EUR 106 million; 2020: EUR 191 million), under which PMC has leased the equipment to the ultimate customer. In addition to that, as part of its S&RC operations in the US, Philips Medical Capital LLC funded durable medical equipment (DMEs) providers, through loans and leases. PMC-funded transactions these DMEs entered into with Philips amount to EUR 117 million in 2022 (2021: EUR 162 million; 2020: EUR 242 million). The associated costs of these funding transactions are borne by the ultimate customer and settled directly with Philips Medical Capital LLC.

Philips Medical Capital LLC, a Pennsylvania limited liability company, is owned 60% by De Lage Landen Financial Services, Inc. (DLL) and 40% by Philips Electronics North America Corporation (Philips).

In light of the composition of the Executive Committee, the company considers the members of the Executive Committee and the Supervisory Board to be the key management personnel as defined in IAS 24 Related Party Disclosures.

For remuneration details of the Executive Committee, the Board of Management and the Supervisory Board see [Information on remuneration](#).

For Post-employment benefit plans see [Post-employment benefits](#).

25 Share-based compensation

Accounting policies

Philips share-based compensation is an equity-settled plan comprising restricted and performance shares. The restricted shares are subject to a three-year service condition and the performance shares include both market and non-market-based performance conditions, in addition to a three-year vesting period. These shares are awarded to the Executive Committee and Senior Management.

The grant date fair value of market-based performance shares is determined through a Monte Carlo valuation model. The grant date fair value of non-market-based performance shares and restricted shares is determined as the share price at the grant date as participants are eligible to receive dividends throughout the vesting period. The costs of share-based compensation plans are revised for expected performance (non-market-based performance shares) and forfeiture and are spread evenly over the service period.

Share-based compensation is recognized over the vesting period as personnel expense in the consolidated statement of income, with a corresponding increase to equity.

Accounting estimates and judgments

The use of a valuation model to determine market-based performance share fair value requires estimates for the expected volatility of the Philips share price and correlation among input variables.

At each reporting date, Philips calculates the expected realization the of non-market-based performance targets and revises the expected share-based compensation expense. The cumulative effect is recorded in the consolidated statement of income with a corresponding adjustment in equity.

No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met.

The purpose of the share-based compensation plans is to align the interests of management with those of shareholders by providing incentives to improve the company's performance on a long-term basis, thereby increasing shareholder value.

The company has the following plans:

- performance shares: rights to receive common shares in the future based on performance and service conditions;
- restricted shares: rights to receive common shares in the future based on a service condition; and
- options on its common shares, including the 2012 and 2013 Accelerate! grant.

Since 2013 the Board of Management and other members of the Executive Committee are only granted performance shares'). Performance shares as well as restricted shares can be granted to executives, certain selected employees and new employees. Prior to 2013 options were also granted.

Under the terms of employee stock purchase plans established by the company in various countries, employees are eligible to purchase a limited number of Philips shares at discounted prices through payroll withholdings.

Share-based compensation costs were EUR 104 million (2021: EUR 115 million; 2020: EUR 119 million). This includes the employee stock purchase plan of EUR 9 million, which is not a share-based compensation that affects equity . In the Consolidated statements of changes in equity EUR 95 million is recognized in 2022 and represent the costs of the share-based compensation plans. The amount recognized as an expense is adjusted for forfeiture. USD-denominated performance shares, restricted shares and options are granted to employees in the United States only.

Performance shares

The performance is measured over a three-year performance period. The performance shares granted in 2019 have two performance conditions, relative Total Shareholders' Return ('TSR') compared to a peer group of 20 companies including Philips (2021: 20 companies; 2020: 20 companies, 2019: 20 companies) and adjusted Earnings Per Share growth¹⁾ ('EPS'). For performance shares granted in 2020 onwards, an additional non-financial criterion was added around sustainability. The introduction of the sustainability criterion reflects a further alignment of the remuneration package for the Board of Management with Philips' mission, vision and aim to act as a responsible member of society. The criterion is based on three Sustainable Development Goals ('SDG') as defined by the United Nations that are included in Philips' strategy on sustainability (refer to [Environment, Social and Governance](#)).

The performance shares vest three years after the grant date. The number of performance shares that will vest is dependent on achieving the performance conditions provided that the grantee is still employed with the company. For the performance shares with a grant date in 2019 the two financial conditions, TSR and EPS, are equally weighted, while for the performance shares with a grant date in 2020, 2021, and 2022 the TSR is weighted 50%, EPS 40% and SDG 10%.

The amount recognized as an expense is adjusted for actual performance of adjusted EPS growth¹⁾) and the actual realization of the SDGs since these are non-market performance conditions. It is not adjusted for non-vesting or extra vesting of performance shares due to a relative TSR performance that differs from the performance anticipated at the grant date, since this is a market-based performance condition.

The fair value of the performance shares is measured based on Monte-Carlo simulation, which takes into account dividend payments between the grant date and the vesting date by including reinvested dividends as well as the market conditions expected to impact relative Total Shareholders' Return performance in relation to selected peers. The following weighted-average assumptions were used for the 2022 grants:

- Risk-free rate: 0.43%
- Expected share price volatility: 32%

The assumptions were used for these calculations only and do not necessarily represent an indication of Management's expectation of future developments for other purposes. The company has based its volatility assumptions on historical experience measured over a ten-year period.

A summary of the status of the company's performance share plans as of December 31, 2022 and changes during the year are presented in the following table:

Philips Group						
Performance shares						
	2021			2022		
	shares	weighted average	grant-date fair value	shares	weighted average	grant-date fair value
EUR-denominated						
Outstanding as of January 1	3,545,312		41.31	3,097,713		45.28
Granted	1,121,001		50.73	2,323,435		20.55
Notional dividends ¹⁾	62,872		45.22	155,067		33.91
Vested/Issued	(1,466,223)		39.18	(434,329)		40.90
Forfeited	(272,873)		45.90	(233,556)		38.67
Adjusted quantity ²⁾	107,624		37.67	(522,493)		40.48
Outstanding as of December 31	3,097,713		45.28	4,385,837		33.13
USD-denominated						
Outstanding as of January 1	2,412,767		47.10	2,005,000		51.48
Granted	693,918		61.32	1,530,585		21.93
Notional dividends ¹⁾	41,324		51.42	98,883		37.15
Vested/Issued	(947,772)		47.48	(248,848)		45.23
Forfeited	(268,500)		51.29	(309,570)		44.04
Adjusted quantity ²⁾	73,264		50.06	(326,066)		45.26
Outstanding as of December 31	2,005,000		51.48	2,749,983		36.66

¹⁾ Dividend declared in 2022 on outstanding shares.

²⁾ Adjusted quantity includes the adjustments made to Performance shares outstanding due to updates on the actual TSR and EPS.

As of December 31, 2022, a total of EUR 103 million of unrecognized compensation costs relate to non-vested performance shares (as of December 31, 2021 EUR 110 million; as of December 31, 2020 EUR 116 million). These costs are expected to be recognized over a weighted-average period of 1.83 years.

Restricted shares

The fair value of restricted shares is equal to the share price at grant date. The company issues restricted shares that, in general, have a 3 year cliff-vesting period provided that the grantee is still employed with the company.

A summary of the status of the company's restricted shares as of December 31, 2022 and changes during the year are presented in the following table:

Philips Group						
Restricted shares						
	2021			2022		
	shares	weighted average grant-date fair value		shares	weighted average grant-date fair value	
EUR-denominated						
Outstanding as of January 1	1,813,385	36.20		1,618,488		39.93
Granted	631,347	44.41		1,349,003		22.03
Notional dividends ¹⁾	33,430	39.69		81,500		35.67
Vested/Issued	(671,703)	33.96		(540,930)		35.82
Forfeited	(187,648)	40.19		(186,811)		35.06
Cancelled	(323)	35.72				
Outstanding as of December 31	1,618,488	39.93		2,321,250		30.73
USD-denominated						
Outstanding as of January 1	1,640,847	41.14		1,611,021		46.26
Granted	721,469	53.42		1,463,855		23.60
Notional dividends ¹⁾	30,551	44.09		83,151		39.37
Vested/Issued	(584,833)	40.64		(541,336)		41.48
Forfeited	(206,013)	46.09		(271,427)		38.51
Outstanding as of December 31	1,611,021	46.26		2,345,263		33.87

¹⁾ Dividend declared in 2022 on outstanding shares.

As of December 31, 2022, a total of EUR 72 million of unrecognized compensation costs relate to non-vested restricted shares (as of December 31, 2021 EUR 66 million; as of December 31, 2020 EUR 62 million). These costs are expected to be recognized over a weighted-average period of 1.84 years.

Option plans

The company granted options that expire after ten years. These options vest after three years, provided that the grantee is still employed with the company. All outstanding options have vested as of December 31, 2022.

The following tables summarize information about the company's options as of December 31, 2022 and changes during the year:

Philips Group Options on EUR-denominated listed share			
	options	weighted average exercise price	
Outstanding as of January 1, 2022	239,077	14.93	
Exercised	(226,177)	14.91	
Expired	(12,150)	14.82	
Outstanding as of December 31, 2022	750	22.43	
Exercisable as of December 31, 2022	750	22.43	

The exercise prices range from EUR 14.82 to EUR 22.43. The weighted average remaining contractual term for options outstanding and options exercisable as of December 31, 2022, was 0.1 years. The aggregate intrinsic value of the options outstanding and options exercisable as of December 31, 2022, was EUR 0 million.

The total intrinsic value of options exercised during 2022 was EUR 3 million (2021: EUR 6 million, 2020: EUR 9 million).

Philips Group Options on USD-denominated listed share			
	options	weighted average exercise price	
Outstanding as of January 1, 2022	150,165	19.75	
Exercised	(136,665)	19.53	
Expired	(11,550)	20.62	
Outstanding as of December 31, 2022	1,950	30.27	
Exercisable as of December 31, 2022	1,950	30.27	

The exercise prices range from 19.50 to 30.27. The weighted average remaining contractual term for options outstanding and options exercisable as of December 31, 2022, was 0.1 years. The aggregate intrinsic value of the options outstanding and options exercisable as of December 31, 2022, was 0 million.

The total intrinsic value of options exercised during 2022 was USD2 million (2021: USD 7 million, 2020: USD 11 million).

As of December 31, 2022 there were no unrecognized compensation costs related to outstanding options. Cash received from exercises under the company's option plans amounted to EUR 6 million in 2022 (2021: EUR 9 million, 2020: EUR 21 million), The actual tax deductions realized as a result of USD option exercises totaled approximately 0.6 million in 2022 (2021: EUR 1 million, 2020: EUR 3 million).

The outstanding options as of December 31, 2022 are categorized in exercise price ranges as follows:

	options	intrinsic value in millions	weighted average remaining contractual term
EUR-denominated			
10-15			
15-20			
20-25	750		0.1
Outstanding options	750		0.1
USD-denominated			
15-20			
20-25			
25-30			
30-35	1,950		0.1
Outstanding options	1,950		0.1

The aggregate intrinsic value in the tables and text above represents the total pre-tax intrinsic value (the difference between the company's closing share price on the last trading day of 2022 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders if the options had been exercised on December 31, 2022.

The following table summarizes information about the company's Accelerate! options as of December 31, 2022 and changes during the year:

Philips Group
Accelerate! options

	options	weighted average exercise price
EUR-denominated		
Outstanding as of January 1, 2022	136,975	18.13
Exercised	(81,975)	15.24
Outstanding as of December 31, 2022	55,000	22.43
Exercisable as of December 31, 2022	55,000	22.43
USD-denominated		
Outstanding as of January 1, 2022	17,500	20.02
Exercised	(17,500)	20.02
Outstanding as of December 31, 2022		
Exercisable as of December 31, 2022		

The exercise prices of the Accelerate! options are EUR 15.24 and EUR 22.43 for EUR-denominated options and is USD 20.02 for USD-denominated options. The weighted average remaining contractual term for EUR-denominated Accelerate! options outstanding and exercisable as of December 31, 2022 was 0.1 years. The weighted average remaining contractual term for USD-Accelerate! options outstanding and exercisable as of December 31, 2022 was 0 years. The aggregate intrinsic value of the EUR-denominated Accelerate! options outstanding and exercisable as of December 31, 2022, was EUR 0 million. The aggregate intrinsic value of the USD-denominated Accelerate! options outstanding and exercisable as of December 31, 2022 was USD 0 million.

The total intrinsic value of Accelerate! options exercised during 2022 was EUR 1.1 million for EUR-denominated options (2021: EUR 0.7 million, 2020: EUR 1.6 million) and USD 0.3 million for USD-denominated options (2021: USD 0.7 million, 2020: USD 0.9 million).

Cash received from exercises for EUR-denominated and USD-denominated Accelerate! options amounted to EUR 1.6 million in 2022 (2021: EUR 0.7 million, 2020: EUR 1.4 million). The actual tax deductions realized as a result of Accelerate! USD options exercises totaled approximately EUR 0.1 million in 2022 (2021: EUR 0.1 million, 2020: EUR 0.1 million).

*) Executive Committee members can receive restricted share rights as a sign-on LTI awards upon hiring.
) The definition of this non-IFRS measure and a reconciliation to the IFRS measure is included in **Equity

20 Information on remuneration

Remuneration of the Executive Committee

In 2022, the total remuneration costs relating to the members of the Executive Committee (consisting of 14 members throughout the year, including the members of the Board of Management) amounted to EUR 25.6 million (2021: EUR 33.4 million; 2020: EUR 33.2 million) consisting of the elements in the following table.

Philips Group
Remuneration costs of the Executive Committee *) in EUR

	2020	2021	2022
Base salary/Base compensation	9,299,794	9,598,588	9,528,279
Annual incentive **)	6,726,768	5,250,408	208,370
Performance shares *)	13,153,975	12,610,073	11,242,581
Restricted share rights *)	288,372	1,380,644	1,191,529
Pension allowances *)	2,054,570	2,107,953	1,949,204
Pension scheme costs	382,513	306,694	288,179
Other compensation *)	1,264,908	2,184,044	1,216,163
Total	33,170,901	33,358,405	25,624,305

*) The Executive Committee consisted of 13 members as per December 31, 2022 (2021: 13 members; 2020: 15 members)
**) The annual incentives are related to the performance in the year reported which are paid out in the subsequent year.
*) Costs of performance shares and restricted share rights are based on accounting standards (IFRS) and do not reflect the value of performance shares at the vesting/release date
*) Pension allowances are gross taxable allowances paid to the Executive Committee members in the Netherlands. These allowances are part of the pension arrangement
*) The stated amounts mainly concern (share of) allowances to members of the Executive Committee that can be considered as remuneration. In a situation where such a share of an allowance can be considered as (indirect) remuneration (for example, private use of the company car), then the share is both valued and accounted for here. The method employed by the fiscal authorities is the starting point for the value stated

As of December 31, 2022, the members of the Executive Committee (including the members of the Board of Management) held 0 stock options (2021: 184,900; 2020: 193,300).

Remuneration of the Board of Management

In 2022, the total remuneration costs relating to the members of the Board of Management amounted to EUR 8.4 million (2021: EUR 10.3 million; 2020: EUR 11.4 million), see the following table.

Philips Group
Remuneration costs of individual members of the Board of Management in EUR

	base compen- sation/salary	annual incentive *)	performance shares *)	restricted share rights *)	pension allowances *)	pension scheme costs	other compen- sation	total costs
2022								
R. Jakobs *)	256,430		112,737	-	57,973	6,012	11,507	444,667
F.A. van Houten *)	1,041,849	208,370	2,930,060	-	444,051	22,121	42,533	4,688,992
A. Bhattacharya	896,250	-	763,140	-	237,250	28,133	61,308	1,896,081
M.J. van Ginneken	626,250	-	585,490	-	141,622	28,133	35,343	1,416,837
	2,730,788	208,370	4,391,434	-	880,896	84,398	150,691	8,446,577
2021								
F.A. van Houten	1,325,000	850,915	2,626,295	-	565,403	27,462	57,224	5,452,299
A. Bhattacharya	790,000	360,103	1,172,533	-	233,857	27,462	68,908	2,652,864
M.J. van Ginneken	605,000	317,192	886,035	-	150,755	27,462	42,610	2,029,054
	2,720,000	1,528,211	4,684,863	-	950,014	82,387	168,742	10,134,217
2020								
F.A. van Houten	1,325,000	1,298,500	2,874,467	-	565,922	27,001	62,176	6,153,067
A. Bhattacharya	765,000	596,600	1,295,996	-	233,126	27,001	70,267	3,007,990
M.J. van Ginneken	580,000	437,920	952,453	-	158,800	27,001	46,986	2,203,169
	2,690,000	2,333,020	5,122,916	-	957,849	81,004	179,428	11,364,217

*) The annual incentives are related to the performance in the year reported which are paid out in the subsequent year.
*) Costs of performance shares and restricted share rights are based on accounting standards (IFRS) and do not reflect the value of performance shares at the vesting/release date
*) The stated amounts mainly concern (share of) allowances to members of the Board of Management that can be considered as remuneration. In a situation where such a share of an allowance can be considered as (indirect) remuneration (for example, private use of the company car), then the share is both valued and accounted for here. The method employed by the fiscal authorities is the starting point for the value stated.
*) As per October 15, 2022, Roy Jakobs was appointed as CEO of the company. The table includes actual costs incurred in respect of the remuneration received by Mr Van Houten and Mr Jakobs, respectively, as CEO.

The accumulated annual pension entitlements and the pension costs of individual members of the Board of Management are as follows:

Philips Group
Accumulated annual pension entitlements and pension-related costs in EUR unless otherwise stated

	age at December 31, 2022	accumulated annual pension as of December 31, 2022	total pension related costs
R. Jakobs	48	53,175	63,985
A. Bhattacharya	61	37,446	265,383
M.J. van Ginneken	49	50,614	169,755
Pension costs			965,294

When pension rights are granted to members of the Board of Management, necessary payments (if insured) and all necessary provisions are made in accordance with the applicable accounting principles. In 2022, no (additional) pension benefits were granted to former members of the Board of Management.

Remuneration of the Supervisory Board

The remuneration of the members of the Supervisory Board amounted to EUR 1.5 million (2021: EUR 1.3 million; 2020: 1.3 million). Former members received no remuneration.

The members of the Supervisory Board do not receive any share-based remuneration. Therefore, as of December 31, 2022 the members of the Supervisory Board held no stock options, performance shares or restricted shares.

The individual members of the Supervisory Board received, by virtue of the positions they held, the following remuneration:

Philips Group Remuneration of the Supervisory Board in EUR				
	membership	committees	other compensation ¹⁾	total
2022				
F. Sijbesma	155,000	35,000	16,345	206,345
P.A.M. Stoffels	115,000	35,000	27,269	177,269
N. Dhawan	35,616	6,411	5,000	47,036
D.E.I. Pyott	100,000	35,000	17,269	152,269
A.M. Harrison	100,000	14,000	12,269	126,269
M.E. Doherty	100,000	27,000	24,769	151,769
P. Löscher	100,000	32,000	24,769	156,769
I. Nooyi	100,000	14,000	17,269	131,269
S.K. Chua	100,000	18,000	22,269	140,269
H. Verhagen	100,000	14,000	7,269	121,269
S. Poonen	100,000	18,000	17,269	135,269
	1,105,616	248,411	192,574	1,546,602
2021				
J. van der Veer	53,507	12,082	3,816	69,505
C.A. Poon	39,699	16,915	783	57,397
N. Dhawan	100,000	18,000	2,269	120,269
O. Gadiesh	34,521	4,833	783	40,137
D.E.I. Pyott	100,000	36,370	2,269	138,639
P.A.M. Stoffels	109,863	27,808	4,769	142,440
A.M. Harrison	100,000	14,000	2,269	116,269
M.E. Doherty	100,000	27,000	4,769	131,769
P. Löscher	100,000	32,000	4,769	136,769
F. Sijbesma	141,301	27,808	8,237	177,346
I. Nooyi	100,000	14,000	2,269	116,269
S.K. Chua	65,753	11,836	1,492	79,081
	1,044,644	242,652	38,595	1,325,891
2020				
J. van der Veer	155,000	35,000	11,345	201,345
C.A. Poon	115,000	49,000	7,269	171,269
P. Löscher	66,667	21,333	1,513	89,513
F. Sijbesma	76,667	9,333	1,513	87,513
N. Dhawan	100,000	18,000	7,269	125,269
O. Gadiesh	100,000	14,000	2,269	116,269
D.E.I. Pyott	100,000	42,000	12,269	154,269
P.A.M. Stoffels	100,000	9,333	9,769	119,102
A.M. Harrison	100,000	14,000	2,269	116,269
M.E. Doherty	100,000	24,000	9,769	133,769
	1,013,333	236,000	65,254	1,314,587

¹⁾ The amounts mentioned under other compensation relate to the fee for intercontinental travel, inter-European travel, the entitlement of EUR 2,000 under the Philips product arrangement and the annual fixed net expense allowance.

Supervisory Board members’ and Board of Management members’ interests in Philips shares
Members of the Supervisory Board and of the Board of Management are prohibited from writing call and put options or similar derivatives of Philips securities.

Philips Group Shares held by Board members ^{1) 2)} in number of shares			
	December 31, 2021	December 31, 2022	
R. Jakobs	101,156	109,422	
F.A. van Houten	525,761	578,840	
A. Bhattacharya	148,365	169,517	
M.J. van Ginneken	110,528	123,914	
P. Stoffels	-	17,000	
S. Poonen	-	3,000	
I. Nooyi	-	3,100	
D. Pyott	-	19,000	
S.K. Chua	-	2,000	
F. Sijbesma	-	12,500	
M. Harrison	-	1,500	
P. Löscher	-	20,732	

¹⁾ Reference date for board membership is December 31, 2022.
²⁾ The total shares held by the members of the Board of Management is less than 1% of the company's issued share capital.

20 Fair value of financial assets and liabilities

Accounting policies

Fair value hierarchy

For financial reporting purposes, financial instruments are categorized into Level 1, 2 or 3, based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are as follows:

- Level 1 - inputs are quoted prices (unadjusted) for identical assets or liabilities in active markets that the company can access at the measurement date.
- Level 2 - all significant inputs (other than quoted prices included within Level 1) are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices).
- Level 3 - one or more of the significant inputs are not based on observable market data, such as third-party pricing information without adjustments, for the asset or liability.

Transfers between levels of the fair value hierarchy are recognized at the end of the reporting period during which the change has occurred.

Offsetting and master netting agreements

Financial assets and liabilities are offset and the net amount is reported in the balance sheet when, and only when, the company has currently a legally enforceable right to set-off the amounts and the group intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

Accounting estimates and judgments

Determining the fair value of financial instruments requires the use of estimates according to the method applied for each type of financial asset of liability. The estimated fair value of financial instruments has been determined by the company using available market information and appropriate valuation methods. The estimates presented are not necessarily indicative of the amounts that will ultimately be realized by the company upon maturity or disposal. The use of different market assumptions and/or estimation methods may have a material effect on the estimated fair value amounts.

Specific valuation techniques used to value financial instruments include:

Level 1

Instruments included in level 1 are comprised primarily of listed equity investments classified as financial assets carried at fair value through profit or loss or carried at fair value through other comprehensive income. The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

Level 2

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives or convertible bond instruments) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are based on observable market data, the instrument is included in level 2. The fair value of derivatives is calculated as the present value of the estimated future cash flows based on observable interest yield curves, basis spread and foreign exchange rates. The valuation of convertible bond instruments uses observable market quoted data for the options and present value calculations using observable yield curves for the fair value of the bonds.

Level 3

If one or more of the significant inputs are not based on observable market data, such as third-party pricing information without adjustments, the instrument is included in level 3.

The fair value of debt is estimated on the basis of the quoted market prices for certain issuances, or on the basis of discounted cash flow analysis using market rates plus Philips' spread for the particular tenors of the borrowing arrangement. Accrued interest is not included within the carrying amount or estimated fair value of debt.

The fair value of contingent consideration is dependent on the terms of the respective acquisition agreement that may require Philips to pay additional consideration to former shareholders if specified future events occur or conditions are met, such as the achievement of certain regulatory milestones or the achievement of certain commercial milestones. The fair value of the contingent consideration provision is generally determined using a probability-weighted and a risk-adjusted approach to estimate the achievement of future regulatory and commercial milestones, respectively. The discount rates used in the risk adjusted approach reflect the inherent risk related to achieving the commercial milestones. Both

regulatory and commercial milestones are discounted for the time value of money at risk-free rates. The fair value measurement is based on management's estimates and assumptions and hence classified as Level 3 in the fair value hierarchy.

The following tables show the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. Fair value information for financial assets and financial liabilities not carried at fair value is not included if the carrying amount is a reasonable approximation of fair value.

Philips Group
Fair value of financial assets and liabilities in millions of EUR

	carrying amount	estimated fair value ¹⁾	Level 1	Level 2	Level 3
December 31, 2022					
Financial assets					
Carried at fair value:					
Debt instruments	232	232			232
Equity instruments	4	4	1		2
Other financial assets	86	86		35	51
Financial assets carried at FVTPL	322	322	1	35	285
Debt instruments	25	25		25	
Equity instruments	259	259	30		229
Current financial assets	9	9			9
Receivables - current	26	26			26
Financial assets carried at FVTOCI	319	319	30	25	264
Derivative financial instruments	127	127		127	
Financial assets carried at fair value	768	768	32	187	549
Carried at (amortized) cost:					
Cash and cash equivalents	1,172				
Loans and receivables:					
Current loans receivables	2				
Other non-current loans and receivables	54				
Receivables - current	4,088				
Receivables - non-current	279				
Financial assets carried at (amortized) cost	5,596				
Total financial assets	6,364				
Financial liabilities					
Carried at fair value:					
Contingent consideration	(113)	(113)			(113)
Financial liabilities carried at FVTPL	(113)	(113)			(113)
Derivative financial instruments	(211)	(211)		(211)	
Financial liabilities carried at fair value	(324)	(324)		(211)	(113)
Carried at (amortized) cost:					
Accounts payable	(1,968)				
Interest accrual	(711)				
Debt (Corporate bonds and leases)	(6,529)	(6,083)	(5,001)	(1,082)	
Debt (excluding corporate bonds and leases)	(1,689)				
Financial liabilities carried at (amortized) cost	(10,240)				
Total financial liabilities	(10,564)				

¹⁾ For Cash and cash equivalents, Loans and receivables, Accounts payable, interest accrual and Debt (excluding corporate bonds and leases), the carrying amounts approximate fair value because of the nature of these instruments (including maturity and interest conditions) and therefore fair value information is not included in the table above.

Philips Group
Fair value of financial assets and liabilities in millions of EUR

	carrying amount	estimated fair value ¹⁾	Level 1	Level 2	Level 3
December 31, 2021					
Financial assets					
Carried at fair value:					
Debt instruments	233	233			233
Equity instruments	4	4	4		
Other financial assets	46	46		34	12
Financial assets carried at FVTPL	283	283	4	34	245
Debt instruments	27	27		27	
Equity instruments	273	273	63		210
Current financial assets	-	-			
Receivables - current	68	68			68
Financial assets carried at FVTOCI	368	368	63	27	278
Derivative financial instruments	63	63		63	
Financial assets carried at fair value	714	714	67	124	523
Carried at (amortized) cost:					
Cash and cash equivalents	2,303				
Loans and receivables:					
Current loans receivables	2				
Other non-current loans and receivables	47				
Receivables - current	3,729				
Receivables - non-current	224				
Financial assets carried at (amortized) cost	6,296				
Total financial assets	7,010				
Financial liabilities					
Carried at fair value:					
Contingent consideration	(208)	(208)			(208)
Financial liabilities carried at FVTPL	(208)	(208)			(208)
Derivative financial instruments	(202)	(202)		(202)	
Financial liabilities carried at fair value	(410)	(410)		(202)	(208)
Carried at (amortized) cost:					
Accounts payable	(1,872)				
Interest accrual	(52)				
Debt (Corporate bonds and leases)	(5,765)	(6,396)	(5,177)	(1,220)	
Debt (excluding corporate bonds and leases)	(1,214)				
Financial liabilities carried at (amortized) cost	(8,994)				
Total financial liabilities	(9,314)				

¹⁾ For Cash and cash equivalents, Loans and receivables, Accounts payable, interest accrual and Debt (excluding corporate bonds and leases), the carrying amounts approximate fair value because of the nature of these instruments (including maturity and interest conditions) and therefore fair value information is not included in the table above.

The following table shows the reconciliation from the beginning balance to the end balance for Level 3 fair value measurements.

Philips Group
Reconciliation of Level 3 fair value measurements in millions of EUR

	Financial assets	Financial liabilities
Balance as of January 1, 2022		
Acquisitions	523	208
Purchase	131	96
Sales	(76)	
Utilizations		(105)
Recognized in profit and loss:		
other business income		(85)
financial income and expenses ¹⁾	7	(8)
Recognized in other comprehensive income ²⁾		8
Receivables held to collect and sell	(41)	
Reclassification	5	
Balance as of December 31, 2022	549	113

¹⁾ Refer to **Financial income and expenses** for details.
²⁾ Includes translation differences

Philips Group
Reconciliation of Level 3 fair value measurements in millions of EUR

	Financial assets	Financial liabilities
Balance as of January 1, 2021		
Acquisitions	411	318
Purchase	113	16
Sales	(122)	
Utilizations		(48)
Recognized in profit and loss:		
other business income		(87)
financial income and expenses	98	1
Recognized in other comprehensive income ¹⁾	12	9
Receivables held to collect and sell	(25)	
Reclassification from associates	36	
Balance as of December 31, 2021	523	208

¹⁾ Includes translation differences

Offsetting and master netting agreements

Transactions in derivatives are subject to master netting and set-off agreements. In the case of certain termination events, under the terms of the master agreement, Philips can terminate the outstanding transactions and aggregate their positive and negative values to arrive at a single net termination sum (or close-out amount). This contractual right is subject to the following:

- The right may be limited by local law if the counterparty is subject to bankruptcy proceedings.

- The right applies on a bilateral basis.

Philips Group		
Financial assets subject to offsetting, enforceable master netting arrangements or similar agreements in millions of EUR		
	2021	2022
Derivatives		
Gross amounts of recognized financial assets	63	127
Gross amounts of recognized financial liabilities offset in the balance sheet		
Net amounts of financial assets presented in the balance sheet	63	127
Related amounts not offset in the balance sheet		
Financial instruments	(47)	(54)
Net amount	17	73

Philips Group		
Financial liabilities subject to offsetting, enforceable master netting arrangements or similar agreements in millions of EUR		
	2021	2022
Derivatives		
Gross amounts of recognized financial liabilities	(202)	(211)
Gross amounts of recognized financial assets offset in the balance sheet		
Net amounts of financial liabilities presented in the balance sheet	(202)	(211)
Related amounts not offset in the balance sheet		
Financial instruments	47	54
Net amount	(155)	(157)

Details of treasury and other financial risks

Accounting policies

Derivative financial instruments, including hedge accounting

The company uses derivative financial instruments principally to manage its foreign currency risks and, to a more limited extent, interest rate and commodity price risks. All derivative financial instruments are accounted for at the trade date and classified as current or non-current assets or liabilities based on the maturity date or the early termination date. The company measures all derivative financial instruments at fair value that is derived from the market prices of the instruments, calculated on the basis of the present value of the estimated future cash flows based on observable interest yield curves, basis spread, credit spreads and foreign exchange rates, or derived from option pricing models, as appropriate. Gains or losses arising from changes in fair value of derivatives are recognized in the Consolidated statements of income, except for derivatives that are highly effective and qualify for cash flow or net investment hedge accounting.

Changes in the fair value of foreign exchange forward contracts attributable to forward points and changes in the time value of the option contracts are deferred in the cash flow hedges reserve within equity. The deferred amounts are recognized in the Consolidated statements of income against the related hedged transaction when it occurs.

Changes in the fair value of a derivative that is highly effective and that is designated and qualifies as a cash flow hedge are recorded in OCI until the Consolidated statements of income are affected by the variability in cash flows of the designated hedged item. To the extent that the hedge is ineffective, changes in the fair value are recognized in the Consolidated statements of income.

The company formally assesses, both at the hedge’s inception and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items. When it is established that a derivative is not highly effective as a hedge or that it has ceased to be a highly effective hedge, the company discontinues hedge accounting prospectively. When hedge accounting is discontinued because it is expected that a forecasted transaction will not occur, the company continues to carry the derivative on the Consolidated balance sheets at its fair value, and gains and losses that were accumulated in OCI are recognized immediately in the same line item as they relate to in the Consolidated statements of income.

Foreign currency differences arising upon retranslation of financial instruments designated as a hedge of a net investment in a foreign operation are recognized directly in the currency translation differences reserve through OCI, to the extent that the hedge is effective. To the extent that the hedge is ineffective, such differences are recognized in the Consolidated statements of income.

Accounting estimates and judgments

Financial assets are subject to impairment assessment, which involves estimating expected credit losses. Refer to [Other financial assets](#) for accounting policies on impairment of financial assets.

Philips is exposed to several types of financial risks which are further analyzed below. Philips does not purchase or hold derivative financial instruments for speculative purposes. Information regarding financial instruments is included in [Fair value of financial assets and liabilities](#).

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

Liquidity risk for the group is monitored through the Treasury liquidity committee, which tracks the development of the actual cash flow position for the group and uses input from a number of sources in order to forecast the overall liquidity position on both a short and longer term basis. Philips invests surplus cash in short-term deposits with appropriate maturities to ensure sufficient liquidity is available to meet liabilities when due and in money market funds.

The rating of the company’s debt by major rating agencies may improve or deteriorate. As a result, Philips’ future borrowing capacity may be influenced and its financing costs may fluctuate. Philips has various sources to mitigate the liquidity risk for the group. As of December 31, 2022, Philips had EUR 1,172 million in cash and cash equivalents (2021: EUR 2,303 million), within which short-term deposits of EUR 482 million (2021: EUR 1,357 million). Cash and cash equivalents include all cash balances, money market funds and short-term highly liquid investments with an original maturity of three months or less that are readily convertible into known amounts of cash. Philips pools cash from subsidiaries to the extent legally and economically feasible; cash not pooled remains available for the company’s operational or investment needs.

Philips faces cross-border foreign exchange controls and/or other legal restrictions in a few countries that could limit its ability to make these balances available on short notice for general use by the group.

Philips has a USD 2.5 billion Commercial Paper Program and a EUR 1 billion committed standby revolving credit facility that can be used for general group purposes, such as a backstop for its Commercial Paper Program. As of December 31, 2022, Philips did not have any loans outstanding under either facility. These facilities do not have a material adverse change clause, have no financial covenants and no credit-rating-related acceleration possibilities. Philips issued commercial paper of EUR 200 million in September 2022 and EUR 101 million in October 2022, that was repaid throughout the fourth quarter of 2022. In addition, Philips secured a EUR 1 billion credit facility in the fourth quarter of 2022 that can be used for general corporate purposes. As of December 31, 2022, Philips had EUR 500 million outstanding under the credit facility. The facility does not have a material adverse change clause, has no financial covenants and no credit-rating-related acceleration possibilities. As per March 9, 2020, Philips established a Euro Medium-Term Note (EMTN) program, a framework that facilitates the issuance of notes for a total amount up to EUR 10 billion. In 2022, Philips issued three new tranches under the program for a total of EUR 2 billion, while also redeeming its outstanding 2023 and 2024 Notes and issuing a tender offer on the outstanding 2025 and 2026 Notes. For a description of Philips’ credit facilities, refer to [Debt](#).

In addition to cash and cash equivalents, as of December 31, 2022, Philips also held EUR 32 million of listed (level 1) equity investments at fair value (classified as other non-current financial assets).

The following table presents a summary of the Group’s fixed contractual cash obligations and commitments as of December 31, 2022. These amounts are an estimate of future payments which could change as a result of various factors such as a change in interest rates, foreign exchange, contractual provisions, as well as changes in business strategy and needs. Therefore, the actual payments made in future periods may vary from those presented in the following table:

Philips Group					
Contractual cash obligations ^{1) 2)} in millions of EUR					
	total	less than 1 year	1-3 years	3-5 years	payments due by period after 5 years
Long-term debt	8,168	842	1,760	1,809	3,757
Short-term debt	89	89			
Interest on debt	1,683	159	304	264	956
Derivative liabilities	210	208	2		
Purchase obligations ³⁾	782	336	412	21	12
Trade and other payables	1,968	1,968			
Contractual cash obligations	12,901	3,603	2,478	2,094	4,725

¹⁾ Amounts in this table are undiscounted

²⁾ This table excludes post-employment benefit plan contribution commitments and income tax liabilities in respect of tax risks because it is not possible to make a reasonably reliable estimate of the actual period of cash settlement.

³⁾ Purchase obligations are agreements to purchase goods or services that are enforceable and legally binding for the Group. They specify all significant terms, including fixed or minimum quantities to be purchased, fixed, minimum or variable price provisions and the approximate timing of the transaction. They do not include open purchase orders or other commitments which do not specify all significant terms.

Philips has contracts with investment funds where it committed itself to make, under certain conditions, capital contributions to these funds of an aggregated remaining amount of EUR 127 million (2021: EUR 116 million). As of December 31, 2022 capital contributions already made to these investment funds are recorded as non-current financial assets.

Philips offers voluntary supply chain finance programs with third parties which provide participating suppliers the opportunity to factor their trade receivables at the sole discretion of both the suppliers and the third parties. Philips continues to recognize these liabilities as trade payables and settles them accordingly on the invoice maturity date based on the terms and conditions these arrangements. As of December 31, 2022 approximately EUR 151 million (2021: EUR 139 million)of the Philips account payable were transferred under these arrangements.

With respect to the Respiroics field action, please refer to [Contingencies](#). The management continues to monitor the risks associated with such potential claims and its impact on liquidity position, if any.

Leasing activities

The company leases various items of real estate, vehicles and other equipment where it acts as a lessee. The company has multiple extension and termination options in a number of lease contracts. These are used to maximize operational flexibility in terms of managing the assets used in the company's operations. The options considered reasonably certain are part of lease liabilities. However, the options not considered reasonably certain are not part of lease liability, which exposes the company to potential future cash outflows amounting to EUR 400 million. In addition, the company is committed to leases not yet commenced to EUR 93 million. The company's lease contracts do not contain financial covenants.

The company enters into sale-and-leaseback transactions primarily for its Sleep & Respiratory Care businesses. These transactions are accounted for at market value. The payments for these leases are considered in determining lease liabilities. Principal repayments are part of cash flows used for financing activities and interest payments are part of cash flows used for operating activities. The cash inflows arising from the sales transactions are part of cash flows provided by financing activities. Lease payments under sale-and-leaseback arrangements for 2022 were EUR 72 million (2021: EUR 85 million). The remaining minimum payment under sale-and-leaseback arrangements included in lease obligations above are as follows:

Philips Group Remaining minimum payments under sale-and-leaseback arrangements in millions of EUR	
2022	55
2024	38
2025	23
2026	14
2027	5
Thereafter	18

Philips has leasing activities where it acts as lessor. In such arrangements, Philips provides the customer with a right to use of medical equipment in exchange for a series of payments. Residual values of assets under lease form an insignificant part of the carrying amount of those assets. Residual values are influenced by asset market prices and are therefore subject to management estimation. Residual values are at least reassessed on an annual basis, or more often when necessary. Reassessments are based on a combination of realization of assets sold, expert knowledge and judgment of local markets. For lease receivables, the value of unguaranteed residual values as of December 31, 2022 was EUR 0.6 million (2021: EUR 0.2 million). In order to reduce residual value risk exposures there may be residual value guarantees or purchase options embedded in the customer contract. Credit risk for lease receivables is reviewed regularly and mitigated, for example, by retaining a security interest in the leased asset.

Currency risk

Currency risk is the risk that reported financial performance or the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Philips operates in many countries and currencies and therefore currency fluctuations may impact Philips' financial results. Philips is exposed to currency risk in the following areas:

- Transaction exposures, related to anticipated sales and purchases and on-balance-sheet receivables/payables resulting from such transactions
- Translation exposure of foreign-currency intercompany and external debt and deposits
- Translation exposure of net income in foreign entities
- Translation exposure of foreign-currency-denominated equity invested in consolidated companies
- Translation exposure to equity interests in non-functional-currency investments in associates and other non-current financial assets.

It is Philips' policy to reduce the potential year-on-year volatility caused by foreign-currency movements on its net earnings by hedging the anticipated net exposure of foreign currencies resulting from foreign-currency sales and purchases. In general, net anticipated exposures for the Group are hedged during a period of 15 months in layers of 20% up to a maximum hedge of 80%. Philips' policy requires significant committed foreign currency exposures to be fully hedged, generally using forwards. However, not every foreign currency can or shall be hedged as there may be regulatory barriers or prohibitive hedging cost preventing Philips from effectively and/or efficiently hedging its currency exposures. As a result, hedging activities cannot and will not eliminate all currency risks for anticipated and committed transaction exposures.

The following table outlines the estimated nominal value in millions of EUR for committed and anticipated transaction exposure and related hedges for Philips' most significant currency exposures consolidated as of December 31, 2022:

	Sales/Receivables		Purchases/Payable	
	exposure	hedges	exposure	hedges
Balance as of December 31, 2022				
Exposure currency				
USD	1,754	(1,530)	(979)	936
JPY	479	(289)	(9)	9
GBP	303	(188)	(7)	7
CNY	346	(259)	(80)	79
CAD	203	(138)		
PLN	65	(62)		
AUD	139	(92)	(1)	1
CHF	132	(56)	(3)	2
CZK	48	(50)		
SEK	55	(17)	(1)	1
RUB	192	(192)	(129)	129
Others	64	(46)	(259)	162
Total 2022	3,779	(2,920)	(1,468)	1,326
Total 2021	5,131	(3,363)	(1,559)	1,322

Philips uses foreign exchange spot and forward contracts, as well as zero cost collars in hedging the exposure. The derivatives related to transactions are, for hedge accounting purposes, split into hedges of on-balance-sheet accounts receivable/ payable and forecasted sales and purchases. Changes in the value of on-balance-sheet foreign-currency accounts receivable/payable, as well as the changes in the fair value of the hedges related to these exposures, are reported in the income statement under costs of sales. The RUB as shown in the table above was hedged for part of the year till Q2 2022. Hedges related to forecasted transactions, where hedge accounting is applied, are accounted for as cash flow hedges. The results from such hedges are deferred in other comprehensive income within equity to the extent that the hedge is effective. As of December 31, 2022, a loss of EUR 2 million was deferred in equity as a result of these hedges (2021: EUR 25 million loss). The result deferred in equity will be released to earnings mostly during 2023 at the time when the related hedged transactions affect the income statement. During 2022, EUR 1 million (2021: EUR nil million net gain) was recorded in the consolidated statement of income as a result of ineffectiveness on certain anticipated cash flow hedges. Ineffectiveness arises when anticipated exposures are no longer expected to be highly probable. During 2022, a loss of EUR 42 million included in the cash flow hedges reserve in equity pertaining to changes in fair value of foreign exchange forward contracts attributable to forward points and changes in the time value of option contracts was released to income statement.

The total net fair value of hedges related to transaction exposure as of December 31, 2022, was an unrealized gain of EUR 6 million. The estimated impact of a 10% increase of value of the EUR is estimated to be EUR 114 million. The following table contains an overview of the instantaneous 10% increase in the value of EUR against major currencies.

Philips Group Estimated impact of 10% increase of value of the EUR on the fair value of hedges in millions of EUR			
	2021	2022	
USD	78	68	
JPY	13	15	
GBP	14	16	
CHF	5	4	
PLN	3	2	
RUB	10	0	

The EUR 114 million increase includes a gain of EUR 41 million that would impact the income statement, which would largely offset the opposite revaluation effect on the underlying accounts receivable and payable, and the remaining gain of EUR 73 million would be recognized in equity to the extent that the cash flow hedges were effective.

Foreign exchange exposure also arises as a result of inter-company loans and deposits. Where the company enters into such arrangements, the financing is generally provided in the functional currency of the subsidiary entity. The currency of the company's external funding and liquid assets is matched with the required financing of subsidiaries, either directly through external foreign currency loans and deposits, or synthetically by using foreign exchange derivatives, including cross currency interest rate swaps and foreign exchange forward contracts. In certain cases where group companies may also have external foreign currency debt or liquid assets, these exposures are also hedged through the use of foreign exchange derivatives. Changes in the fair value of hedges related to this exposure are recognized within financial income and expenses in the statements of income. When such loans would be considered part of the net investment in the subsidiary, net investment hedging would be applied.

Translation exposure of foreign-currency equity invested in consolidated entities is generally not hedged. If a hedge is entered into, it is accounted for as a net investment hedge. Net current-period change, before tax, of the currency translation reserve of EUR 748 million mainly relates to the development of the USD versus the EUR. As of December 31, 2022, a weakening of USD by 10% versus the EUR would result in a decrease in the currency translation reserve in equity of approximately EUR 1,132 million, while a strengthening of USD by 10% versus the EUR would result in an increase in the currency translation reserve in equity of approximately EUR 1,384 million. Refer to the country risk paragraph for countries with significant foreign currency denominated equity invested.

As of December 31, 2022, cross-currency interest rate swaps for a nominal value of USD 500 million (liability at fair value: EUR 147 million) and external bond funding for a nominal value of USD 1,490 million (liability at book value: EUR 1,378 million) were designated as net investment hedges of financing investments in foreign operations for an equal amount. During 2022 a total loss of EUR 1.1 million was recognized in the income statement as ineffectiveness on net investment hedges, arising from counterparty and own credit risk.

The total net fair value of financing derivatives as of December 31, 2022, was a liability of EUR 147 million. An instantaneous 10% increase in the value of the EUR against all currencies would lead to an increase of EUR 192 million in the value of the derivatives, including a EUR 191 million increase related to the USD.

As of December 31, 2021, cross-currency interest rate swaps for a nominal value of USD 500 million (liability at fair value: EUR 116 million) and external bond funding for a nominal value of USD 1,473 million (liability at book value: EUR 1,313 million) were designated as net investment hedges of financing investments in foreign operations for an equal amount. During 2021 a total gain of EUR 1.1 million was recognized in the income statement as ineffectiveness on net investment hedges, arising from counterparty and own credit risk.

The total net fair value of financing derivatives as of December 31, 2021, was a liability of EUR 116 million. An instantaneous 10% increase in the value of the EUR against all currencies would lead to an increase of EUR 40 million in the value of the derivatives, including a EUR 40 million increase related to the USD.

Philips does not currently hedge the foreign exchange exposure arising from equity interests in non-functional-currency investments in associates and other non-current financial assets.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As of December 31, 2022, Philips had outstanding debt of EUR 8,201 million (2021: EUR 6,980 million), which constitutes an inherent interest rate risk with potential negative impact on financial results. At year-end, Philips held EUR 1,172 million in cash and cash equivalents (2021: EUR 2,303 million), and had total long-term debt of EUR 7,270 million (2021: EUR 6,473 million) and total short-term debt of EUR 931 million (2021: EUR 566 million). As of December 31, 2022, Philips had a ratio of fixed-rate long-term debt to total outstanding debt of approximately 80% compared to 99% one year earlier. Philips debt has a long maturity profile with an average tenor of long-term debt of 6.1 years with maturities up to 2042.

The following table provides the impact of a 1% increase/decrease of interest rates on the fair value of the debt and the annualized net interest expenses.

Philips Group

	2021	2022
Impact 1% interest increase on the fair value of the fixed-rate long-term debt ^{2) 3)}	(297)	(274)
Impact 1% interest decrease on the fair value of the fixed-rate long-term debt ^{2) 3)}	298	274
Impact 1% interest increase on the annualized net interest expense ⁴⁾	20	4

¹⁾ The definition of this non-IFRS measure and a reconciliation to the IFRS measure is included in **Equity**

²⁾ The sensitivity analysis conducted shows that if long-term interest rates were to increase/decrease instantaneously by 1% from their level of December 31, 2022, with all other variables (including foreign exchange rates) held constant.

³⁾ Fixed-rate long-term debt is excluding forward contracts

⁴⁾ The impact is based on the outstanding net cash position (after excluding fixed-rate debt) as of December 31, 2022.

Global regulators and central banks have been driving international efforts to reform key benchmark interest rates (Interbank Offered Rate or IBOR rates). The market has transitioned to alternative risk-free reference rates (RFRs) that are transaction-based. LIBOR has been discontinued for most currencies and maturities after December 31, 2021, except for the US-dollar for which certain maturities are expected to be phased out in 2023. The company has no interest rate hedging relationships which get affected by the reform and does not expect any significant impact on existing contracts due to change in the interest rates. The company implemented new alternative risk-free rates from January 1, 2022 and the impact upon transition was EUR 1 million financial expense.

Equity price risk

Equity price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in equity prices.

Philips is a shareholder in some publicly listed companies and as a result is exposed to potential financial loss through movements in their share prices. The aggregate equity price exposure in such financial assets amounted to approximately EUR 32 million as of December 31, 2022 (2021: EUR 67 million). Philips does not hold derivatives in the above-mentioned listed companies. Philips also has shareholdings in several privately-owned companies amounting to EUR 229 million, mainly consisting of minority stakes in companies in various industries. As a result, Philips is exposed to potential value adjustments.

Commodity price risk

Commodity price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in commodity prices.

Philips is a purchaser of certain base metals, precious metals and energy. Philips may hedge certain commodity price risks using derivative instruments to minimize significant, unanticipated earnings fluctuations caused by commodity price volatility. As of December 31, 2022 and 2021, respectively, Philips did not have any significant outstanding financial commodity derivatives.

Credit risk

Credit risk represents the loss that would be recognized at the reporting date, if counterparties failed completely to perform their payment obligations as contracted. Credit risk is present within Philips trade receivables and contract assets. To have better insights into the credit exposures, Philips performs ongoing evaluations of the financial and non-financial condition of its customers and adjusts credit limits when appropriate. In instances where the creditworthiness of a customer is determined not to be sufficient to grant the credit limit required, there are a number of mitigation tools that can be utilized to close the gap, including reducing payment terms, cash on delivery, pre-payments and pledges on assets.

Philips invests available cash and cash equivalents with various financial institutions and is exposed to credit risk with these counterparties. Philips is also exposed to credit risks in the event of non-performance by financial institutions with respect to financial derivative instruments. Philips actively manages concentration risk and on a daily basis measures the potential loss under certain stress scenarios, should a financial institution default. These worst-case scenario losses are monitored and limited by the company.

The company does not enter into any financial derivative instruments to protect against default by financial institutions. However, where possible the company requires all financial institutions with which it deals in derivative transactions to complete legally enforceable netting agreements under an International Swap Dealers Association master agreement or otherwise prior to trading, and whenever possible, to have a strong credit rating. Phillips also regularly monitors the development of the credit risk of its financial counterparties. Wherever possible, cash is invested and financial transactions are concluded with financial institutions with strong credit ratings or with governments or government-backed institutions.

The following table shows the number of financial institutions with credit rating A- and above with which Philips has cash at hand and short-term deposits above EUR 10 million as of December 31, 2022.

Philips Group

	10-100 million	100-500 million	500 million and above
AA- rated bank counterparties	1	0	0
A+ rated bank counterparties	3	1	0
A rated bank counterparties	0	1	0
A- rated bank counterparties	1	1	0
	5	3	0

For an overview of the overall maximum credit exposure related to debt instruments, derivatives and loans and receivables refer to **Fair value of financial assets and liabilities**.

Country risk

Country risk is the risk that political, legal, or economic developments in a single country could adversely impact performance. The country risk per country is defined as the sum of the equity of all subsidiaries and associated companies in country cross-border transactions, such as intercompany loans, accounts receivable from third parties and intercompany accounts receivable. The country risk is monitored on a regular basis.

As of December 31, 2022, the company had country risk exposure of EUR 14.0 billion in the United States, EUR 1.3 billion in China (including Hong Kong). Other countries higher than EUR 500 million are Germany EUR 808 million, United Kingdom EUR 766 million, and Japan EUR 639 million. Other country which have significant exposure is Singapore EUR 296 million. The degree of risk of a country is taken into account when new investments are considered. The company does not, however use financial derivative instruments to hedge country risk.

The impact of hyperinflation is also routinely assessed and was not material for the periods presented.

Other insurable risks

Philips is insured for a broad range of losses by global insurance policies in the areas of property damage/ business interruption, general and product liability, transport, directors' and officers' liability, employment practice liability crime and cybersecurity. The counterparty risk related to the insurance companies participating in the above-mentioned global insurance policies is actively managed. As a rule, Philips only selects insurance companies with a financial strength of at least A-. Throughout the year the counterparty risk is monitored on a regular basis.

To lower exposures and to avoid potential losses, Phillips has a global Risk Engineering program in place. The main focus of this program is on property damage and business interruption risks including company interdependencies. Regular on-site assessments take place at Phillips locations and business-critical suppliers by risk engineers of the insurer in order to provide an accurate assessment of the potential loss and its impact. The results of these assessments are shared across the company's stakeholders. On-site assessments are carried out against the predefined Risk Engineering standards, which are agreed between Phillips and the insurers. Recommendations are made in a Risk Improvement report and are monitored centrally. This is the basis for decision-making by the local management of the business as to which recommendations will be implemented.

For all policies, deductibles are in place, which vary from EUR 0.3 million to EUR 10 million per occurrence and this variance is designed to differentiate between the existing risk categories within Philips. Above a first layer of working deductibles, Philips operates its own re-insurance captive, which during 2022 retained EUR 25 million per claim and EUR 50 million per occurrence.

million in the annual aggregate for general, product, professional liability, and marine cargo claims.

New contracts were signed effective December 31, 2022, for the coming year, whereby the re-insurance captive retentions remained the same.

Subsequent events

On January 30, 2023, Philips announced plans to create value with sustainable impact, which is based on focused organic growth to deliver patient- and people-driven innovation at scale with improved execution as key value driver, prioritizing patient safety and quality, supply chain reliability and a simplified operating model. In addition to the reduction of its workforce by 4,000 roles announced in October 2022, Philips plans to reduce its workforce by an additional 6,000 roles globally by 2025, of which 3,000 will be implemented in 2023 in line with the relevant local regulations and processes. These reductions are focused on Corporate and Functions optimization and non-core activities, for which charges in 2023 are expected to be approximately EUR 470 million.

14 Further information

14.1 Reconciliation of non-IFRS information

In this Annual Report Philips presents certain financial measures when discussing Philips' performance that are not measures of financial performance or liquidity under IFRS ('non-IFRS'). These non-IFRS measures (also known as non-GAAP or alternative performance measures) are presented because management considers them important supplemental measures of Philips' performance and believes that they are widely used in the industry in which Philips operates as a means of evaluating a company's operating performance and liquidity. Philips believes that an understanding of its sales performance, profitability, financial strength and funding requirements is enhanced by reporting the following non-IFRS measures:

- Comparable sales growth;
- EBITA;
- Adjusted EBITA;
- Adjusted income from continuing operations attributable to shareholders;
- Adjusted income from continuing operations attributable to shareholders per common share (in EUR) - diluted (Adjusted EPS);
- Adjusted EBITDA;
- Free cash flow;
- Net debt : group equity ratio; and
- Organic Return on Invested Capital (ROIC)

Non-IFRS measures do not have standardized meanings under IFRS and not all companies calculate non-IFRS measures in the same manner or on a consistent basis. As a result, these measures may not be comparable to measures used by other companies that have the same or similar names. Accordingly, undue reliance should not be placed on the non-IFRS measures contained in this Annual Report and they should not be considered as substitutes for sales, net income, net cash provided by operating activities or other financial measures computed in accordance with IFRS.

This chapter contains the definitions of the non-IFRS measures used in this Annual Report as well as reconciliations from the most directly comparable IFRS measures. The non-IFRS measures discussed in this Annual Report are cross referenced to this chapter. These non-IFRS measures should not be viewed in isolation or as alternatives to equivalent IFRS measures and should be used in conjunction with the most directly comparable IFRS measures.

The non-IFRS financial measures presented are not measures of financial performance or liquidity under IFRS, but measures used by management to monitor the underlying performance of Philips' business and operations and, accordingly, they have not been audited or reviewed by Philips' external auditors.

Additionally, Philips provides forward-looking targets for comparable sales growth, adjusted EBITA margin improvement, free cash flow and organic ROIC, which are non-IFRS financial measures. Philips has not provided a quantitative reconciliation of these targets to the most directly comparable IFRS measures because certain information needed to reconcile these non-IFRS financial measures to the most comparable IFRS financial measures are dependent on specific items or impacts which are not yet determined, are subject to uncertainty and variability in timing and amount due to their nature, are outside of Philips' control, or cannot be predicted, including items and impacts such as currency exchange rates, acquisitions and disposals, legal and tax gains and losses and pension settlements, charges and costs such as impairments, restructuring and acquisition-related charges, amortization of intangible assets and net capital expenditures. Accordingly, reconciliations of these non-IFRS forward looking financial measures to the most directly comparable IFRS financial measures are not available without unreasonable effort. Such unavailable reconciling items could significantly impact the results of operations and financial condition.

Comparable sales growth

Comparable sales growth represents the period-on-period growth in sales excluding the effects of currency movements and changes in consolidation. As indicated in [General information to the Consolidated financial statements](#), foreign currency sales and costs are translated into Philips' presentation currency, the euro, at the exchange rates prevailing at the respective transaction dates. As a result of significant foreign currency sales and currency movements during the periods presented, the effects of translating foreign currency sales amounts into euros could have a material impact on the comparability of sales between periods. Therefore, these impacts are excluded when presenting comparable sales in euros by translating the foreign currency sales of the previous period and the current period into euros at the same average exchange rates. In addition, the years presented were affected by a number of acquisitions and divestments, as a result of which various activities were consolidated or deconsolidated. The effect of consolidation changes has also been excluded in arriving at the comparable sales. For the purpose of calculating comparable sales, when a previously consolidated entity is sold or control is lost, relevant sales for that entity of the corresponding prior year period are excluded. Similarly, when an entity is acquired and consolidated, relevant sales for that entity of the current year period are excluded.

Comparable sales growth is presented for the Philips Group, operating segments and geographic area. Philips' believes that the presentation of comparable sales growth is meaningful for investors to evaluate the performance of Philips' business activities over time. Comparable sales growth may be subject to limitations as an analytical tool for investors, because comparable sales growth figures are not adjusted for other effects, such as increases or decreases in prices or quantity/volume. In addition, interaction effects between currency movements and changes in consolidation are not taken into account.

Philips Group

Sales growth composition by segment in %

	nominal growth	consolidation changes	currency effects	comparable growth
2022 versus 2021				
Diagnosis & Treatment	6.2	0.0	(6.8)	(0.7)
Connected Care	(3.7)	(0.1)	(7.0)	(10.8)
Personal Health	5.7	0.0	(5.7)	0.1
Philips Group	3.9	(0.2)	(6.5)	(2.8)
2021 versus 2020				
Diagnosis & Treatment	5.6	0.0	2.5	8.1
Connected Care	(17.5)	(7.2)	2.2	(22.6)
Personal Health	7.2	0.0	1.6	8.8
Philips Group	(0.9)	(2.5)	2.2	(1.2)
2020 versus 2019				
Diagnosis & Treatment	(3.7)	(1.0)	2.3	(2.3)
Connected Care	(18.6)	0.7	2.3	(21.6)
Personal Health	(9.0)	0.0	2.8	(6.2)
Philips Group	1.0	(0.5)	2.4	2.9

Philips Group

Sales growth composition by geographic area in %

	nominal growth	consolidation changes	currency effects	comparable growth
2022 versus 2021				
Western Europe	(1.2)	(1.3)	(0.4)	(2.8)
North America	11.9	0.2	(12.4)	(0.3)
Other mature geographies	(3.0)	0.0	2.5	(0.5)
Total mature geographies	5.9	(0.3)	(6.7)	(1.1)
Growth geographies	(0.8)	-	(6.0)	(6.9)
Philips Group	3.9	(0.2)	(6.5)	(2.8)
2021 versus 2020				
Western Europe	(1.5)	(1.3)	(0.4)	(3.2)
North America	(1.5)	(5.5)	3.6	(3.4)
Other mature geographies	(3.2)	(0.1)	3.6	0.3
Total mature geographies	(1.0)	(3.5)	2.4	(2.8)
Growth geographies	1.2	-	1.8	3.0
Philips Group	(0.0)	(2.5)	2.2	(1.2)
2020 versus 2019				
Western Europe	11.2	(1.1)	0.1	10.2
North America	(0.3)	(0.3)	1.9	1.3
Other mature geographies	(3.0)	(0.5)	0.4	(3.1)
Total mature geographies	2.5	(0.6)	1.1	3.0
Growth geographies	(2.6)	(0.2)	5.4	2.6
Philips Group	1.0	(0.5)	2.4	2.9

EBITA and Adjusted EBITA

The term Adjusted EBITA is used to evaluate the performance of Philips and its segments. EBITA represents Income from operations excluding amortization and impairment of acquired intangible assets and impairment of goodwill. Adjusted EBITA represents EBITA excluding gains or losses from restructuring costs, acquisition-related charges and other items.

Restructuring costs are defined as the estimated costs of initiated reorganizations, the most significant of which have been approved by the Executive Committee, and which generally involve the realignment of certain parts of the industrial and commercial organization.

Acquisition-related charges are defined as costs that are directly triggered by the acquisition of a company, such as transaction costs, purchase accounting related costs and integration-related expenses.

Other items are defined as any individual item with an income statement impact (loss or gain) that is deemed by management to be both significant and incidental to normal business activity. This includes the following: litigation costs and settlements in favor of (or against) the company, gains (or losses) on sale of businesses or assets, remediation costs, impairment of assets, portfolio realignment charges, environmental charges and other items which are individually above an amount of EUR 20 million in a quarter, or an individual item which is above EUR 40 million across multiple quarters. Refer to Net income, Income from operations (EBIT) and Adjusted EBITA within the [Results of operations](#) section of [Financial performance](#).

Philips considers the use of Adjusted EBITA appropriate as Philips uses it as a measure of segment performance and as one of its strategic drivers to increase profitability through re-allocation of its resources towards opportunities offering more consistent and higher returns. This is done with the aim of making the underlying performance of the businesses more transparent.

EBITA excludes amortization and impairment of acquired intangible assets (and impairment of goodwill), which primarily relates to brand names, customer relationships and technology, as Philips believes that such amounts are inconsistent in amount and frequency, are significantly impacted by the timing and/or size of acquisitions and do not factor into its decisions on allocation of its resources across segments. Although we exclude amortization and impairment of acquired intangible assets from the Adjusted EBITA measure, Philips believes that it is important for investors to understand that these acquired intangible assets contribute to revenue generation.

Philips believes Adjusted EBITA is useful to evaluate financial performance on a comparable basis over time by factoring out restructuring costs, acquisition-related charges and other incidental items which are not directly related to the operational performance of Philips Group or its segments.

Adjusted EBITA may be subject to limitations as an analytical tool for investors, as it excludes restructuring costs, acquisition-related charges and other incidental items and therefore does not reflect the expense associated with such items, which may be significant and have a significant effect on Philips’ net income.

Adjusted EBITA margin refers to Adjusted EBITA divided by sales expressed as a percentage.

Adjusted EBITA is not a recognized measure of financial performance under IFRS. The reconciliation of Adjusted EBITA to the most directly comparable IFRS measure, Net income, for the years indicated is presented in the following table. Net income is not allocated to segments as certain income and expense line items are monitored on a centralized basis, resulting in them being shown on a Philips Group level only.

Philips Group

Reconciliation of Net income to Adjusted EBITA in millions of EUR

	Philips Group	Diagnosis & Treatment	Connected Care	Personal Health	Other
2022					
Net Income	(1,695)				
Discontinued operations, net of income taxes	(13)				
Income tax expense	(113)				
Investments in associates, net of income taxes	2				
Financial expenses	258				
Financial income	(58)				
Income from operations	(1,529)	404	(2,246)	515	(202)
Amortization and impairment of acquired intangible assets	363	143	199	15	7
Impairment of goodwill	1,357	27	1,331		
EBITA	192	573	(716)	531	(196)
Restructuring and acquisition-related charges	202	21	108	11	61
Other items:	925	180	703	(4)	46
Respironics field-action provision	259		250		
Respironics field-action running remediation costs	219		210		
R&D project impairments	134	120	12	3	
Portfolio realignment charges	109		109		
Impairment of assets in S&RC	39		39		
Provision for public investigations tender irregularities	60	60			
Provisions for quality actions in Connected Care	59		59		
Remaining items	63	-	24	(6)	46
Adjusted EBITA	1,318	774	95	538	(89)

Philips Group

Reconciliation of Net income to Adjusted EBITA in millions of EUR

	Philips Group	Diagnosis & Treatment	Connected Care	Personal Health	Other
2021					
Net Income	3,323				
Discontinued operations, net of income taxes	(2,711)				
Income tax expense	(183)				
Investments in associates, net of income taxes	4				
Financial expenses	188				
Financial income	(149)				
Income from operations	553	941	(722)	576	(242)
Amortization and impairment of acquired intangible assets	322	153	148	15	6
Impairment of goodwill	15	2	13		
EBITA	890	1,097	(562)	591	(236)
Restructuring and acquisition-related charges	95	7	93	(1)	(5)
Other items:	1,969	(32)	965	-	136
Respironics field-action provision	719	-	719		
Respironics field-action running remediation costs	94		94		
Provisions for quality actions in Connected Care	94		94		
Loss on divestment of business	76				76
Remaining items	87	(32)	58	-	61
Adjusted EBITA	2,054	1,071	497	590	(105)

Philips Group

Reconciliation of Net income to Adjusted EBITA in millions of EUR

	Philips Group	Diagnosis & Treatment	Connected Care	Personal Health	Other
2020					
Net Income	1,195				
Discontinued operations, net of income taxes	(196)				
Income tax expense	212				
Investments in associates, net of income taxes	9				
Financial expenses	202				
Financial income	(158)				
Income from operations	1,264	497	704	362	(300)
Amortization and impairment of acquired intangible assets	377	209	134	16	18
Impairment of goodwill	144	-	144		
EBITA	1,784	706	982	378	(282)
Restructuring and acquisition-related charges	195	29	97	31	37
Other items	299	83	112	24	81
Adjusted EBITA	2,277	818	1,191	433	(165)

Adjusted income from continuing operations attributable to shareholders

The term Adjusted income from continuing operations attributable to shareholders represents income from continuing operations less continuing operations non-controlling interests, amortization and impairment of acquired intangible assets, impairment of goodwill, excluding gains or losses from restructuring costs and acquisition-related charges, other items, adjustments to net finance expenses, adjustments to investments in associates and adjustments to tax expense. Shareholders refers to shareholders of Koninklijke Philips N.V.

Restructuring costs, acquisition-related charges and other items are all defined in the EBITA and Adjusted EBITA section above.

Net finance expenses are defined as either the financial income or expense component of an individual item already identified to be excluded as part of the Adjusted income from continuing operations, fair value movements of equity investments in limited life funds recognized at fair value through profit or loss or a financial income or expense component with an income statement impact (gain or loss) that is deemed by management to be both significant and incidental to normal business activity.

The adjustments to tax expense include the tax impact of the adjustments to income from continuing operations as well as tax only adjusting items, and uses the Weighted Average Statutory Tax Rate plus any recurring tax costs or benefits.

Philips considers the use of Adjusted income from continuing operations attributable to shareholders appropriate as Philips uses it as the basis for the Adjusted income from continuing operations attributable to shareholders per common share (in EUR) - diluted, a non-IFRS measure.

Adjusted income from continuing operations attributable to shareholders may be subject to limitations as an analytical tool for investors, as it excludes certain items and therefore does not reflect the expense associated with such items, which may be significant and have a significant effect on Philips’ net income. Net income, for the years indicated is included in the following table. Net income is not allocated to segments as certain income and expense line items are monitored on a centralized basis, resulting in them being shown on a Philips Group level only.

Adjusted income from continuing operations attributable to shareholders is not a recognized measure of financial performance under IFRS. The reconciliation of Adjusted income from continuing operations attributable to shareholders to the most directly comparable IFRS measure, Net income, for the years indicated is included in the following table.

Adjusted income from continuing operations attributable to shareholders per common share (in EUR) - diluted (Adjusted EPS)

Adjusted income from continuing operations attributable to shareholders per common share (in EUR) - diluted is calculated by dividing the Adjusted income from continuing operations attributable to shareholders by the diluted weighted average number of shares (after deduction of treasury shares) outstanding during the period, as defined in [General information to the Consolidated financial statements](#) , earnings per share section.

Philips considers the use of Adjusted income from continuing operations attributable to shareholders per common share (in EUR) - diluted appropriate as it is a measure that is useful when comparing its performance to other companies in the HealthTech industry. However, it may be subject to limitations as an analytical tool for investors, as it uses Adjusted income from continuing operations attributable to shareholders which has certain items excluded.

Adjusted income from continuing operations attributable to shareholders per common share (in EUR) - diluted is not a recognized measure of financial performance under IFRS. The most directly comparable IFRS measure, income from continuing operations attributable to shareholders per common share (in EUR) - diluted for the years indicated, is included in the

following table.

Philips Group

Adjusted income from continuing operations attributable to shareholders¹⁾ in millions of EUR unless otherwise stated

	2020	2021	2022
Net income	1,195	3,323	(1,605)
Discontinued operations, net of income taxes	(196)	(2,711)	(13)
Income from continuing operations	999	612	(1,618)
Income from continuing operations attributable to non-controlling interests	(8)	(4)	(3)
Income from continuing operations attributable to shareholders¹⁾	991	608	(1,622)
Adjustments for:			
Amortization and impairment of acquired intangible assets	377	322	363
Impairment of goodwill	144	15	1,357
Restructuring costs and acquisition-related charges	195	95	292
Other items:	299	1,069	925
<i>Respironics field-action provision</i>		719	259
<i>Respironics field-action running remediation costs</i>		94	219
<i>R&D project impairments</i>			134
<i>Portfolio realignment charges</i>			109
<i>Impairment of assets in S&RC</i>			39
<i>Provision for public investigations tender irregularities</i>			69
<i>Provisions for quality actions in Connected Care</i>		94	59
<i>Loss on divestment of business</i>		76	
<i>Remaining items</i>	299	87	63
Net finance income/expenses	(125)	(84)	(4)
Tax impact of adjusted items and tax only adjusting items	(285)	(527)	(376)
Adjusted Income from continuing operations attributable to shareholders¹⁾	1,594	1,497	845
Earnings per common share:			
Income from continuing operations attributable to shareholders ¹⁾ per common share (in EUR) - diluted	1.08	0.67	(1.84)
Adjusted income from continuing operations attributable to shareholders ¹⁾ per common share (in EUR) - diluted	1.74	1.65	0.96

¹⁾ Shareholders refers to shareholders of Koninklijke Philips N.V.

Adjusted EBITDA

Adjusted EBITDA is defined as Income from operations excluding amortization and impairment of intangible assets, impairment of goodwill, depreciation and impairment of property, plant and equipment, restructuring costs, acquisition-related charges and other items.

Philips understands that Adjusted EBITDA is broadly used by analysts, rating agencies and investors in their evaluation of different companies because it excludes certain items that can vary widely across different industries or among companies within the same industry. Philips considers Adjusted EBITDA useful when comparing its performance to other companies in the HealthTech industry. However, Adjusted EBITDA may be subject to limitations as an analytical tool because of the range of items excluded and their significance in a given reporting period. Furthermore, comparisons with other companies may be complicated due to the absence of a standardized meaning and calculation framework. Philips management compensates for the limitations of using Adjusted EBITDA by using this measure to supplement IFRS results to provide a more complete understanding of the factors and trends affecting the business rather than IFRS results alone. In addition to the limitations noted above, Adjusted EBITDA excludes items that may be recurring in nature and should not be disregarded in the evaluation of performance. However, we believe it is useful to exclude such items to provide a supplemental analysis of current results and trends compared to other periods. This is because certain excluded items can vary significantly depending on specific underlying transactions or events. Also, the variability of such items may not relate specifically to ongoing operating results or trends and certain excluded items, while potentially recurring in future periods and may not be indicative of future results. A reconciliation from net income to Adjusted EBITDA is provided in the following table. Net income, for the years indicated is included in the following table. Net income is not allocated to segments as certain income and expense line items are monitored on a centralized basis, resulting in them being shown on a Philips Group level only.

Philips Group

Reconciliation of Net income to Adjusted EBITDA in millions of EUR

	Philips Group	Diagnosis & Treatment	Connected Care	Personal Health	Other
2022					
Net Income	(1,605)				
Discontinued operations, net of income taxes	(13)				
Income tax expense	(113)				
Investments in associates, net of income taxes	2				
Financial expenses	258				
Financial income	(58)				
Income from operations	(1,529)	404	(2,246)	515	(202)
Depreciation, amortization and impairment of fixed assets	1,602	559	514	132	397
Impairment of goodwill	1,357	27	1,331		
Restructuring and acquisition-related charges	202	21	108	11	61
Other items:	925	188	703	(4)	46
<i>Respironics field-action provision</i>	259		250		
<i>Respironics field-action running remediation costs</i>	219		219		
<i>R&D project impairments</i>	134	129	12	3	
<i>Portfolio realignment charges</i>	109		109		
<i>Impairment of assets in S&RC</i>	39		39		
<i>Provision for public investigations tender irregularities</i>	69	69			
<i>Provisions for quality actions in Connected Care</i>	59		59		
<i>Remaining items</i>	63	-	24	(6)	46
Adding back impairment of fixed assets included in Restructuring and acquisition-related changes and Other items	(252)	(135)	(84)	(3)	(30)
Adjusted EBITDA	2,305	1,955	326	652	272

Philips Group

Reconciliation of Net income to Adjusted EBITDA in millions of EUR

	Philips Group	Diagnosis & Treatment	Connected Care	Personal Health	Other
2021					
Net Income	3,323				
Discontinued operations, net of income taxes	(2,711)				
Income tax expense	(103)				
Investments in associates, net of income taxes	4				
Financial expenses	188				
Financial income	(149)				
Income from operations	553	941	(722)	576	(242)
Depreciation, amortization and impairment of fixed assets	1,323	459	382	131	359
Impairment of goodwill	15	2	13		
Restructuring and acquisition-related charges	95	7	93	(1)	(5)
Other items:	1,069	(32)	965	-	136
<i>Respironics field-action provision</i>	719	-	719		-
<i>Respironics field-action running remediation costs</i>	94		94		
<i>Provisions for quality actions in Connected Care</i>	94		94		
<i>Loss on divestment of business</i>	76				76
<i>Remaining items</i>	87	(32)	58	-	61
Adding back impairment of fixed assets included in Restructuring and acquisition-related changes and Other items	(70)	(21)	(51)		2
Adjusted EBITDA	2,985	1,358	680	706	241

Philips Group

Reconciliation of Net income to Adjusted EBITDA in millions of EUR

	Philips Group	Diagnosis & Treatment	Connected Care	Personal Health	Other
2020					
Net Income	1,195				
Discontinued operations, net of income taxes	(196)				
Income tax expense	212				
Investments in associates, net of income taxes	9				
Financial expenses	202				
Financial income	(150)				
Income from operations	1,264	497	704	362	(300)
Depreciation, amortization and impairment of fixed assets	1,462	536	414	145	368
Impairment of goodwill	144	0	144		
Restructuring and acquisition-related charges	195	29	97	31	37
Other items	299	83	112	24	81
Adding back impairment of fixed assets included in Restructuring and acquisition-related changes and Other items	(102)	(35)	(64)	1	(4)
Adjusted EBITDA	3,262	1,111	1,407	563	180

Free cash flow

Free cash flow is defined as net cash flows from operating activities minus net capital expenditures. Net capital expenditures are comprised of the purchase of intangible assets, expenditures on development assets, capital expenditures on property, plant and equipment and proceeds from sales of property, plant and equipment.

Philips discloses free cash flow as a supplemental non-IFRS financial measure, as Philips believes it is a meaningful measure to evaluate the performance of its business activities over time. Philips understands that free cash flow is broadly used by analysts, rating agencies and investors in assessing its performance. Philips also believes that the presentation of free cash flow provides useful information to investors regarding the cash generated by the Philips operations after deducting cash outflows for purchases of intangible assets, capitalization of product development, expenditures on development assets, capital expenditures on property, plant and equipment and proceeds from disposal of property, plant and equipment. Therefore, the measure gives an indication of the long-term cash generating ability of the business. In addition, because free cash flow is not impacted by purchases or sales of businesses and investments, it is generally less volatile than the total of net cash provided by (used for) operating activities and net cash provided by (used for) investing activities.

Free cash flow may be subject to limitations as an analytical tool for investors, as free cash flow is not a measure of cash generated by operations available exclusively for discretionary expenditures and Philips requires funds in addition to those required for capital expenditures for a wide variety of non-discretionary expenditures, such as payments on outstanding debt, dividend payments or other investing and financing activities. In addition, free cash flow does not reflect cash payments that may be required in future for costs already incurred, such as restructuring costs.

Philips Group
Composition of free cash flow in millions of EUR

	2020	2021	2022
Net cash flows provided by operating activities	2,511	1,629	(173)
Net capital expenditures:	(876)	(729)	(788)
Purchase of intangible assets	(114)	(107)	(105)
Expenditures on development assets	(296)	(259)	(257)
Capital expenditures on property, plant and equipment	(485)	(397)	(444)
Proceeds from disposals of property, plant and equipment	19	33	18
Free cash flow	1,635	900	(961)

Net debt : group equity ratio

Net debt : group equity ratio is presented to express the financial strength of Philips. Net debt is defined as the sum of long- and short-term debt minus cash and cash equivalents. Group equity is defined as the sum of shareholders' equity and non-controlling interests. This measure is used by Philips Treasury management and investment analysts to evaluate financial strength and funding requirements. This measure may be subject to limitations because cash and cash equivalents are used for various purposes, not only debt repayment. The net debt calculation deducts all cash and cash equivalents whereas these items are not necessarily available exclusively for debt repayment at any given time.

Philips Group
Composition of net debt to group equity in millions of EUR unless otherwise stated

	2020	2021	2022
Long-term debt	5,705	6,473	7,270
Short-term debt	1,229	506	931
Total debt	6,934	6,980	8,201
Cash and cash equivalents	3,226	2,303	1,172
Net debt	3,708	4,676	7,028
Shareholders' equity	11,870	14,438	13,249
Non-controlling interests	31	36	34
Group equity	11,901	14,475	13,283
Net debt : group equity ratio	24.76	24.76	35.05

Organic Return on Invested Capital

Organic Return on Invested Capital (ROIC) is defined as organic return which includes income from operations for the year excluding the impact of: Income or Loss from operations of businesses acquired in the five year period prior to the measurement date; certain tax gains and losses determined by management to be material in nature and require separate disclosure and; certain other items; and tax effects of the other adjustments (calculated at group effective tax rate) divided by average of the Net operating capital at the end of each of the five quarters ending on the relevant measurement date excluding the average net operating capital at the end of each of the five quarters ending on the relevant measurement date of the businesses acquired in the five year period prior to the measurement date, expressed as a percentage.

Net operating capital is defined as tangible fixed assets, intangible fixed assets, including goodwill, inventories and receivable balances, minus payable balances and provisions, all as further defined below. Net operating capital is adjusted to exclude assets and liabilities of businesses acquired in the five year period prior to the relevant measurement date, and adjustments determined by management to be necessary for comparability.

Other items are defined as material in nature and require separate disclosure and have the same nature as the items excluded from Adjusted EBITA. In the years 2020-2022 these other items included legal provisions, pension settlements, results of divestments, remediation costs, impairment of assets and portfolio realignment charges. Refer to Net income, Income from operations (EBIT) and Adjusted EBITA within the [Results of operations](#) section of [Financial performance](#). Organic ROIC is calculated after taxes.

The term Organic Return on Invested Capital (ROIC) is used by management to evaluate Philips' efficiency at allocating the capital under its control to profitable investments and how well the company uses capital to generate returns. Philips believes that Organic ROIC provides useful information to investors because it excludes the impact of recently acquired businesses, giving a more accurate representation of how the Philips Business System is leveraged to drive operational excellence and removes irregularity caused by various operating models of recently acquired businesses. Philips also believes that excluding certain items determined by management to be material in nature and requiring separate disclosure enhances comparability across several periods. Organic ROIC may be subject to limitations as an analytical tool for investors, as it excludes Income or Loss from operations of acquired businesses and tax gains and losses and certain other items, which may have a significant effect on ROIC. Organic ROIC is not a recognized measure of financial performance under IFRS.

The most comparable IFRS measure to Organic ROIC is Return on total assets, calculated as Income from operations for the year divided by total assets as of the end of the year. Return on total assets as of the balance sheet date for the years ended December 31, 2020, 2021 and 2022 is included in the following table.

Philips Group
Return on total assets in millions of EUR unless otherwise stated

	2020	2021	2022
Income from operations	1,264	553	(1,529)
Total assets	27,713	30,961	30,688
Return on total assets (%)	4.6%	1.8%	(5.0)%

The reconciliation of Average Net operating capital and the reconciliation of Net income to Organic ROIC for the years ended December 31, 2020, 2021 and 2022 are included in the following tables.

Philips Group
Reconciliation of Average Net operating capital¹⁾ in millions of EUR

	2020	2021	2022
Tangible fixed assets	2,799	2,716	2,715
Intangible assets (including goodwill)	11,789	13,454	14,684
Inventories	3,056	3,248	3,999
Receivable balances ²⁾	5,010	4,648	5,043
Payable balances ³⁾	(6,520)	(6,627)	(7,129)
Provisions ⁴⁾	(2,066)	(2,178)	(2,313)
Group Average Net operating capital	14,068	15,261	16,999
Net operating capital of businesses acquired	(3,176)	(5,511)	(5,739)
Average Net operating capital	10,892	9,750	11,260

¹⁾ All line items represent the average of each of the five quarters ending before the relevant measurement date.

²⁾ Receivable balances consists of (Non-)Current receivables, Other (Non-)Current assets, (Non-)Current derivative financial assets and Income tax receivable.

³⁾ Payable balances consist of Accounts payable, Accrued liabilities, (Non-)Current contract liabilities, Other (Non-)Current liabilities, (Non-) current derivative financial liabilities and (Non-)Current tax liabilities.

⁴⁾ Provisions consist of Long-term and Short-term provisions.

Philips Group
Reconciliation of Net Income to Organic ROIC in millions of EUR unless otherwise stated

	2020	2021	2022
Net Income	1,195	3,323	(1,605)
Discontinued operations, net of income taxes	(196)	(2,711)	(13)
Income tax expense	212	(103)	(113)
Investments in associates, net of income taxes	9	4	2
Financial expenses	202	188	258
Financial income	(158)	(149)	(58)
Income from operations	1,264	953	(1,529)
Loss from operations of businesses acquired	265	124	178
Tax gains and losses	(22)	(197)	(169)
Goodwill impairment	144	15	1,357
Other items:	59	719	802
Respironics field-action provision			250
Respironics field-action running remediation costs		94	210
R&D project impairments			134
Portfolio realignment charges			109
Impairment of assets in S&RC			39
Loss on divestment of business		76	
Provision for specified legal matters	38	(17)	60
Pension liability derisking	21		
Income tax expense	(212)	103	113
Tax effects of other adjustments	30	(33)	(45)
Organic return	1,528	1,437	707
Average Net operating capital	10,892	9,750	11,260
Organic ROIC (%)	14.0%	14.7%	6.3%

14.2 Other Key Performance Indicators

In addition to monitoring the IFRS and non-IFRS financial measures discussed under [Financial performance](#), Philips' management also uses the following other key performance indicators to monitor the performance of the business and to manage the business. Comparative results have been restated to reflect the treatment of the Domestic Appliances business as a discontinued operation (for more information, please refer to [Discontinued operations and assets classified as held for sale](#)).

	2020	2021	2022
Lives improved, in billions	1.53	1.67	1.81
Operational carbon footprint, in kilotonnes CO ₂ -equivalent	518	519	438
Circular revenues	15%	16%	18%
Waste to landfill	2.6%	0.1%	0.0%
Closing the Loop ¹⁾	N/A	34%	35%
Comparable order intake	9%	4%	(3)%

¹⁾ We expanded the definition of our Closing the Loop practices to include all professional medical equipment in 2021. Complete figures are not available for 2020.

Lives Improved

The purpose of Philips is to improve people’s health and well-being through meaningful innovation and we aim to improve the lives of 2 billion people a year by 2025, including 300 million in underserved communities, rising to 2.5 billion and 400 million respectively by 2030. We use Lives Improved as a measurement of our societal impact. In the course of 2021 we changed the definition of ‘lives improved’ (effective January 2021) to align more closely with our purpose. The new definition includes only products or solutions that contribute to people’s health and well-being, and no longer includes the contribution from our Green Products and Solutions that support a healthy ecosystem. Additionally, as we discontinued our Domestic Appliances business, we have removed the impact of this business from the Lives Improved results. The combined impact of these changes resulted in an overall drop of 223 million Lives improved in 2021. We calculate Lives Improved as the number of individual interactions for each product sold (based on market intelligence and statistical data) and multiply by the number of those products delivered in a year (eliminating double counting for multiple different product touches per individual). See [Improving people’s lives](#) for more information on Lives Improved.

Operational Carbon Footprint

We aim to minimize our environmental impact and we use the Operational Carbon Footprint as one of the measurements of our impact. We define Operational Carbon Footprint as the total greenhouse gas emissions caused by an organization, event, product or person; expressed in kilotonnes CO₂-equivalent. We calculate our Operational Carbon Footprint on a monthly basis and include industrial sites (manufacturing and assembly sites), non-industrial sites (offices, warehouses, IT centers and R&D facilities), business travel (lease and rental cars and airplane travel) and logistics (air, sea and road transport) See [Sustainable Operations](#) for more information on our Operational Carbon Footprint.

Circular Revenues

As a company committed to the transition to a circular economy, we aim to decouple economic growth from the use of natural resources and ecosystems by using those resources more effectively. We define Circular Revenues as revenues generated through products and solutions that meet specific Circular Economy requirements (including performance and access-based business models, refurbished, reconditioned and remanufactured products and systems, refurbished, reconditioned and remanufactured components, upgrades or refurbishment on site or remote, and products with a recycled plastics content of >25% post-consumer recycled plastics or >30% post-industrial/postconsumer recycled plastics by total weight of eligible plastics). We calculate Circular Revenues as annual revenues attributable to products and solutions that meet the Circular Economy requirements.

Waste to Landfill

At Philips, as a responsible company, we strive to reduce our environmental impact. We define Waste to Landfill as total waste that is delivered for landfill and exclude one-time-only waste and waste delivered to landfill due to regulatory requirements. We calculate Waste to Landfill in kilotonnes per year. See [Sustainable Operations](#) for more information on Waste to Landfill.

Closing the Loop

At Philips, we are committed to offer a trade-in on all our professional medical equipment and to take care of responsible repurposing of such trade-in systems. We call this “Closing the Loop”. We calculate Closing the Loop as Process Adherence (%) multiplied by Reclaim (%). Process adherence (%) is defined as the % of won Replacement Philips deals which are associated with a trade in request in our CRM system. Reclaim (%) is defined as the % of won Replacement Philips deals with a customer accepted trade in request in our CRM system and a repurposing strategy that fulfills our reclaim requirements.

Philips believes that the five other key performance indicators described above (Lives Improved, Operational Carbon Footprint, Circular Revenues, Waste to Landfill and Closing the Loop) provide important information to investors and are important to understanding the long-term performance and prospects of the business. In addition, these other key performance indicators are also used for management compensation purposes. Members of the Board of Management are eligible for grants of performance shares under the Long-Term Incentive (LTI) Plan, and the vesting of the performance shares is subject to performance over a period of 3 years and based on certain criteria, including a 10% weighting for Sustainability Objectives, which Philips defines as the five other key performance indicators described above: Lives Improved, Carbon Footprint, Circular Revenues, Waste to Landfill and Closing the Loop. Philips believes that including these other key performance indicators in our remuneration policy encourages management to act responsibly and sustainably, supporting the company’s overall performance and enhancing the long-term value of the company. See [Remuneration of the Board of Management in 2022](#) for more information on the Philips’ Long-Term Incentive (LTI) Plan.

Comparable order intake

Comparable order intake represents the period-on-period growth, expressed as a percentage, in order intake excluding the effects of currency movements and changes in consolidation. Comparable order intake is reported for equipment and software in the Diagnoses & Treatment and Connected Care businesses, and is defined as the total contractually committed value of equipment and software to be delivered within a specified timeframe, and is an approximation of expected future revenue growth in the respective businesses. Comparable order intake does not derive from the financial statements and a quantitative reconciliation is thus not provided.

Philips has simplified its order intake policy by aligning horizons for all modalities to 18 months to revenue. Order intake for software contracts corresponds to the same 18 months to revenue horizon, meaning that only the next 18 months conversion to revenue under the contract is recognized. Philips believes this policy eliminates major variances in order intake growth and better reflects expected revenue in the short term from order intake booked in the reporting period.

Philips uses comparable order intake as an indicator of business activity and performance. Comparable order intake is not an alternative to revenue and may be subject to limitations as an analytical tool due to differences in amount and timing between booking orders and revenue recognition. Due to divergence in practice, other companies may calculate this or a similar measure (such as order backlog) differently and therefore comparisons between companies may be complicated.

14.3 Investor information

14.3.1 Share information

Philips Group Share information at year-end 2022	
Share listings	Euronext Amsterdam, New York Stock Exchange
Ticker code	PHIA, PHG
No. of shares issued	889 million
No. of shares issued and outstanding	881 million
Market capitalization	EUR 12 billion
Industry classification	
MSCI: Health Care Equipment	35101819
ICB: Medical Equipment	4535
Members of indices	AEX, NYSE, DJSI, STOXX Europe 600 Healthcare, MSCI Europe Health Care

The following information is based on a shareholder base analysis carried out for investor relations purposes by an independent provider in December 2022.

Philips Group Shareholders by region at year-end ¹⁾	
	2022
United States	44%
United Kingdom	13%
Canada	5%
France	5%
Rest of Europe	15%
Retail and Other ²⁾	18%

¹⁾ Approximate split based on shareholders identified.
²⁾ No geography identified for Retail and Other.

Philips Group Shareholders by style at year-end ¹⁾	
	2022
Value	32%
Growth	13%
GARP	18%
Index	15%
Retail	12%
Other	8%
Hedge Fund	2%

¹⁾ Approximate split based on shareholders identified.

14.3.2 Financial calendar

Financial calendar

Annual General Meeting of Shareholders

Record date 2023 AGM	April 11, 2023
2023 AGM	May 9, 2023
Quarterly reports ¹⁾	
First quarter results 2023	April 24, 2023
Second quarter results 2023	July 24, 2023
Third quarter results 2023	October 23, 2023
Fourth quarter results 2023	January 29, 2024

¹⁾ Subject to updates of the financial calendar as published on the company's website

2023 Annual General Meeting of Shareholders

The Agenda and the explanatory notes to the Agenda for the Annual General Meeting of Shareholders on May 9, 2023, will be published on the company's website.

For the 2023 Annual General Meeting of Shareholders, a record date of April 11, 2023 will apply. Those persons who, on that date, hold shares in the company, and are registered as such in one of the registers designated by the Board of Management for the Annual General Meeting of Shareholders, will be entitled to participate in, and vote at, the meeting.

14.3.3 Investor contact

Shareholder services

Shareholders and other interested parties can make inquiries about the Annual Report 2022 to:

Royal Philips
Annual Report Office
Philips Center
P.O. Box 77900
1070 MX Amsterdam, The Netherlands
E-mail: annual.report@philips.com

The Annual Report on Form 20-F is filed electronically with the US Securities and Exchange Commission.

Holders of shares listed on Euronext Amsterdam

Communications concerning share transfers, share certificates, dividends and change of address should be directed to:

ABN AMRO Bank N.V.
Department Equity Capital Markets/Corporate Broking and Issuer Services HQ7212
Gustav Mahlerlaan 10,
1082 PP Amsterdam, The Netherlands
Telephone: +31-20-628-6070

E-mail: corporate.broking@nl.abnamro.com

Holders of New York Registry shares

Communications concerning share transfers, share certificates, dividends and change of address should be directed to:

Deutsche Bank Trust Company Americas
C/O AST
6201 15th Avenue Brooklyn, NY 11219
Telephone (toll-free US): +1-866-706-8374
Telephone (outside of US): +1-718-921-8137
Website: www.astfinancial.com
E-mail: db@astfinancial.com

International direct investment program

Royal Philips offers a Dividend Reinvestment and Direct Stock Purchase Plan designed for the US market. This program provides existing shareholders and interested investors with an economical and convenient way to purchase and sell Philips New York Registry shares (listed at the New York Stock Exchange) and to reinvest cash dividends. Deutsche Bank (the registrar of Philips NY Registry shares) has been authorized to implement and administer both plans for registered shareholders of and new investors in Philips NY Registry shares. Philips does not administer or sponsor the Program and assumes no obligation or liability for the operation of the plan. For further information on this program and for enrollment forms, contact:

Deutsche Bank Global Direct Investor Services
Telephone (toll-free US): +1-866-706-8374
Telephone (outside of US): +1-718-921-8137
Monday through Friday 8:00 AM EST through 8:00 PM EST
Website www.astfinancial.com
E-mail: db@astfinancial.com

or write to:

Deutsche Bank Trust Company Americas
IC/O AST
6201 15th Avenue Brooklyn, NY 11219

Analysts' coverage

Royal Philips is covered by approximately 20 analysts. For a list of our current analysts, please refer to: www.philips.com/a-w/about/investor/stock-info/analyst-coverage.html

How to reach us

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1096 BC Amsterdam, The Netherlands
E-mail: group.communications@philips.com
For media contacts please refer to:
<https://www.philips.com/a-w/about/news/contacts.html>

Registered address

High Tech Campus 52, 5656 AG Eindhoven, The Netherlands

14.3.4 New York Registry Shares

Fees and Charges Payable by a Holder of New York Registry Shares

Deutsche Bank Trust Company Americas ("Deutsche Bank"), as the US registrar, transfer, dividend disbursement and shareholder servicing agent ("Agent") under Philips' New York Registry Share program (the "Program"), collects fees for the issuance, cancellation and/or transfer of New York Registry Shares directly from investors depositing ordinary shares or surrendering New York Registry Shares for the purpose of withdrawal or from intermediaries acting for them. The Agent collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of the distributable property to pay the fees.

The Agent may charge shareholders a fee of up to USD 5.00 per 100 shares for the exchange of New York Registry shares for shares and vice versa, for certain free distributions of shares and for shares issued upon exercise of rights, as well as for certain taxes, fees and expenses incurred in connection with issuances and cancellations. The Agent is also permitted to charge a distribution fee of USD 0.05 per share to holders of New York Registry Shares in connection with a corporate action or event unless certain fees are otherwise charged to Philips.

Fees and Payments made by the Agent to Philips

The Agent has agreed to reimburse certain expenses of Philips related to the Program and incurred by Philips in connection with the Program. The Agent has also agreed to waive certain fees for standard costs associated with the administration of the program.

The Agent has reimbursed EUR 651,311 directly to Philips in the year ended December 31, 2022. The Agent paid a total amount of EUR 213,651 directly to third parties in the year ended December 31, 2022.

Category of Expense paid directly to third parties in EUR		amount in the year ended December 31, 2022
Reimbursement of Proxy Process Expenses		128,989
Reimbursement of Scrip Dividend Expenses		
NYSE Listing Fee		84,662
Expense paid directly to third parties		213,651

Under certain circumstances, including removal of the Agent or termination of the Program by Philips, Philips is required to repay the Agent certain amounts reimbursed and/or expenses paid to or on behalf of Philips.

14.4 Definitions and abbreviations

Brominated flame retardants (BFR)
Brominated flame retardants are a group of chemicals that have an inhibitory effect on the ignition of combustible organic materials. Of the commercialized chemical flame retardants, the brominated variety are most widely used.

CO₂-equivalent
CO₂-equivalent or carbon dioxide equivalent is a quantity that describes, for a given mixture and amount of greenhouse gas, the amount of CO₂ that would have the same global warming potential (GWP), when measured over a specified timescale (generally 100 years).

Circular economy
A circular economy aims to decouple economic growth from the use of natural resources and ecosystems by using those resources more effectively. By definition it is a driver for innovation in the areas of material, component and product reuse, as well as new business models such as solutions and services. In a Circular Economy, the more effective use of materials makes it possible to create more value, both by cost savings and by developing new markets or growing existing ones.

Circular Material Management
Circular Material Management has replaced the recycling percentage at Philips, as we endeavor to reduce total material use. The Circular Material Management percentage includes circular measures such as waste prevented, reuse and other recovery, but excludes waste delivered to landfill and incineration (with and without energy recovery) due to regulatory requirements.

Circular Revenues
Circular Revenues are defined by revenues generated through products and solutions that meet specific Circular Economy requirements. These include performance and access-based business models, refurbished, reconditioned and remanufactured products and systems, refurbished, reconditioned and remanufactured components, upgrades or refurbishment on site or remote, and products with a recycled plastics content of >25% post-consumer recycled plastics or >30% post-industrial/post-consumer recycled plastics by total weight of eligible plastics.

Dividend yield
The dividend yield is the annual dividend payment divided by Philips’ market capitalization. All references to dividend yield are as of December 31 of the previous year.

EcoHeroes
Philips’ ‘EcoHeroes’ concept aims to drive innovation beyond our EcoDesign requirements, delivering solutions that are demonstrably setting the pace in terms of environmental impact. EcoHeroes outperform the relevant benchmark in at least one of the focal areas; any comparative sustainability claim is underpinned by a quantitative analysis. Our target is to have 25% of total hardware revenue coming from EcoHeroes by 2025.

Employee Engagement Index (EEI)
The Employee Engagement Index (EEI) is the single measure of the overall level of employee engagement at Philips. It is a combination of perceptions and attitudes related to employee satisfaction, commitment and advocacy.

Energy-using Products (EuP)
An energy-using product is a product that uses, generates, transfers or measures energy (electricity, gas, fossil fuel). Examples include boilers, computers, televisions, transformers, industrial fans and industrial furnaces.

Full-time equivalent employee (FTE)
Full-time equivalent is a way to measure a worker’s involvement in a project. An FTE of 1.0 means that the person is equivalent to a Full-time worker, while an FTE of 0.5 signals that the worker works half-time.

Global Reporting Initiative (GRI)
The Global Reporting Initiative (GRI) is a network-based organization that pioneered the world’s most widely used sustainability reporting framework. GRI is committed to the framework’s continuous improvement and application worldwide. GRI’s core goals include the mainstreaming of disclosure on environmental, social and governance performance.

Green/EcoDesigned Innovation
Green/EcoDesigned Innovation comprises all R&D activities directly contributing to the intended development of Green/EcoDesigned Products or Green/EcoDesigned Technologies. Innovation projects are characterized as Green/EcoDesigned based on the innovation brief; this designation is not revised during the project lifetime.

Green/EcoDesigned Products
Green/EcoDesigned Products offer a significant environmental improvement in one or more Green Focal Areas: Energy efficiency, Packaging, Hazardous substances, Weight, Circularity, and Lifetime reliability. The life cycle approach is used to determine a product’s overall environmental improvement. It calculates the environmental impact of a product over its total life cycle (raw materials, manufacturing, product use and disposal). Green/EcoDesigned Products need to prove leadership in at least one Green Focal Area compared to industry standards, which is defined by a segment-specific peer group. This is done either by outperforming reference products (which can be a competitor or predecessor product in the particular product family) by at least 10%, by outperforming product-specific eco-requirements or by being awarded with a recognized eco-performance label. Because of different product portfolios, businesses have specified additional criteria for Green/EcoDesigned Products, including product specific minimum requirements where relevant.

Green/EcoDesigned Revenues
Green/EcoDesigned Revenues are generated through products and solutions which offer a significant environmental improvement in one or more of the Green Focal Areas: Energy efficiency, Packaging, Hazardous substances, Weight, Circularity, and Lifetime reliability. Green/EcoDesigned Revenues are determined by classifying the environmental impact of the product or solution over its total life cycle. Philips uses Green/EcoDesigned Revenues as a measure of social and economic performance in addition to its environmental results. The use of this measure may be subject to limitations as it does not have a standardized meaning and similar measures could be determined differently by other companies. A product or solution that has been determined to contribute to Green/EcoDesigned Revenues will continue to do so until it is decommissioned.

Growth geographies
Growth geographies are the developing geographies comprising of Asia Pacific (excluding Japan, South Korea, Australia and New Zealand), Latin America, Central & Eastern Europe, Middle East & Turkey (excluding Israel) and Africa.

Hazardous substances
Hazardous substances are generally defined as substances posing imminent and substantial danger to public health and welfare or the environment.

Income from operations (EBIT)
Income from operations as reported on the IFRS consolidated statement of income. The term EBIT (earnings before interest and tax) has the same meaning as Income from operations.

Income from continuing operations
Income from continuing operations as reported on the IFRS consolidated statement of income, which is net income from continuing operations, or net income excluding discontinued operations.

Large medical equipment
MRI systems, CT scanners, NM systems, DXR equipment, and IGT Fixed systems. This includes all Main Article Groups (MAGs) in the portfolio of these business units, except for the MAGs that represent non-life-extending upgrades: ‘T82’, ‘Q72’, ‘I66’, ‘X19’, ‘Q71’, ‘W62’, ‘P10’, ‘S08’, ‘S14’, ‘Q74’, ‘S47’, ‘S33’, ‘Z44’, ‘S66’, ‘Q76’, ‘BI9’.

Lean
The basic insight of Lean thinking is that if every person is trained to identify wasted time and effort in their own job and to better work together to improve processes by eliminating such waste, the resulting enterprise will deliver more value at less expense.

Lives improved by Philips
To calculate how many lives we are improving, market intelligence and statistical data on the number of people touched by the products contributing to the social or ecological dimension over the lifetime of a product are multiplied by the number of those products delivered in a year. After elimination of double counts – multiple different product touches per individual are only counted once – the number of lives improved by our innovative solutions is calculated.

Long-term strategic partnership
Multi-year contractual agreement that represents a partnership to enable long-term collaboration.

Market/Market Group

A Market consists of one or more countries operating as a single organization under a Market Leader. Our 17 Market organizations are organized in three market groups: North America, Greater China and International Markets.

Mature geographies

Mature geographies are the highly developed markets comprising of Western Europe, North America, Japan, South Korea, Israel, Australia and New Zealand.

Net Promoter Score

Net Promoter Score®, or NPS®, measures customer experience and predicts business growth. NPS is calculated by taking the answer to a key question on a 0-10 scale: How likely is it that you would recommend [brand] to a friend or colleague? Respondents are grouped as follows:

- Promoters (score 9-10) are loyal enthusiasts who will keep buying and refer others, fueling growth.
- Passives (score 7-8) are satisfied but unenthusiastic customers who are vulnerable to competitive offerings.
- Detractors (score 0-6) are unhappy customers who can damage the brand and impede growth through negative word-of-mouth.

Subtracting the percentage of Detractors from the percentage of Promoters yields the Net Promoter Score, which can range from a low of -100 (if every customer is a Detractor) to a high of 100 (if every customer is a Promoter).

Operational carbon footprint

A carbon footprint is the total set of greenhouse gas emissions caused by an organization, event, product or person; usually expressed in kilotonnes CO₂-equivalent. Philips' operational carbon footprint is calculated on a monthly basis and includes industrial sites (manufacturing and assembly sites), non-industrial sites (offices, warehouses, IT centers and R&D facilities), business travel (lease and rental cars and airplane travel) and logistics (air, sea and road transport).

Philips Lighting/Signify

References to 'Signify' in this Annual Report relate to Philips' former Lighting segment (prior to deconsolidation as from the end of November 2017 and when reported as discontinued operations), Philips Lighting N.V. (before or after such deconsolidation) or Signify N.V. (after its renaming in May 2018), as the context requires.

Polyvinyl chloride (PVC)

Polyvinyl chloride, better known as PVC or vinyl, is an inexpensive plastic so versatile it has become completely pervasive in modern society.

Quadruple Aim

At Philips, we make value-based care principles actionable by addressing the Quadruple Aim - better health outcomes, improved patient experience, improved staff experience, and lower cost of care.

REACH

Registration, Evaluation, Authorization and Restriction of Chemicals (REACH) is a European Union regulation that addresses the production and use of chemical substances, and their potential impact on both human health and the environment.

Responsible Business Alliance (RBA)

The Responsible Business Alliance (formerly known as The Electronic Industry Citizenship Coalition (EICC)) was established in 2004 to promote a common code of conduct for the electronics and information and communications technology (ICT) industry. EICC now includes more than 100 global companies and their suppliers.

Restriction on Hazardous Substances (RoHS)

The RoHS Directive prohibits all new electrical and electronic equipment placed on the market in the European Economic Area from containing lead, mercury, cadmium, hexavalent chromium, poly-brominated biphenyls (PBB) or polybrominated diphenyl ethers (PBDE), except in certain specific applications, in concentrations greater than the values decided by the European Commission. These values have been established as 0.01% by weight per homogeneous material for cadmium and 0.1% for the other five substances.

Solution

A combination of Philips (and 3rd-party) systems, devices, software, consumables and services, configured and delivered in a way to solve customer (segment)-specific needs and challenges.

Sustainable Development Goals

The Sustainable Development Goals (SDGs) are a collection of 17 global goals set by the United Nations. The broad goals are interrelated though each has its own targets. The SDGs cover a broad range of social and economic development issues. These include poverty, hunger, health, education, climate change, water, sanitation, energy, environment and social justice.

Sustainable Innovation

Sustainable Innovation is the Research & Development spend related to the development of new generations of products and solutions that address the United Nations Sustainable Development Goals 3 (*Ensure healthy lives and promote well-being for all at all ages*) or 12 (*Ensure sustainable consumption and production patterns*). This includes all Diagnosis & Treatment and Connected Care innovation spend. In addition, innovation spend that contributes to Green Products and healthy living at Personal Health is included. Finally, innovation spend at Other that addresses the SDGs 3 and 1 is included.

VOC

Volatile organic compounds (VOCs) are organic chemicals that have a high vapor pressure at ordinary room temperature. Their high vapor pressure results from a low boiling point, which causes large numbers of molecules to evaporate or sublime from the liquid or solid form of the compound and enter the surrounding air, a trait known as volatility.

Voluntary turnover

Voluntary turnover covers all employees who resigned of their own volition.

Waste Electrical and Electronic Equipment (WEEE)

The Waste Electrical and Electronic Equipment Directive (WEEE Directive) is the European Community directive on waste electrical and electronic equipment setting collection, recycling and recovery targets for all types of electrical goods. The directive imposes the responsibility for the disposal of waste electrical and electronic equipment on the manufacturers of such equipment.

Weighted Average Statutory Tax Rate (WASTR)

The reconciliation of the effective tax rate is based on the applicable statutory tax rate, which is a weighted average of all applicable jurisdictions. This weighted average statutory tax rate (WASTR) is the aggregation of the result before tax multiplied by the applicable statutory tax rate without adjustment for losses, divided by the group result before tax.

15 Exhibits

Index of exhibits

Exhibit 1	English translation of the Articles of Association of the company (incorporated by reference to Exhibit 1 to the Annual Report on Form 20-F (File No. 001-05146-01) filed with the Securities and Exchange Commission on February 27, 2019)
Exhibit 2	(Incorporated by reference to Exhibit 2 to the Annual Report on Form 20-F (File No. 001-05146-01) filed with the Securities and Exchange Commission on February 25, 2020) Description of securities registered under Section 12 of the Exchange Act The total amount of long-term debt securities of the company and its subsidiaries authorized under any instrument does not exceed 10% of the total assets of Philips and its subsidiaries on a consolidated basis. Philips agrees to furnish copies of any or all such instruments to the Securities and Exchange Commission upon request.
Exhibit 4	Material Contracts.
Exhibit 4	Services contract between the company and R.W.O. Jakobs
Exhibit 4 (a)	Services contract between the company and A. Bhattacharya
Exhibit 4 (b)	(Incorporated by reference to Exhibit 4 (b) to the Annual Report on Form 20-F (File No. 001-05146-01) filed with the Securities and Exchange Commission on February 25, 2020)
Exhibit 4 (c)	Services contract between the company and M.J. van Ginneken (Incorporated by reference to Exhibit 4 (c) to the Annual Report on Form 20-F (File No. 001-05146-01) filed with the Securities and Exchange Commission on February 22, 2022)
Exhibit 4 (d)	Global Philips Performance Share Plan applicable to the Board of Management of Koninklijke Philips N.V. (Incorporated by reference to Exhibit 4(d) to the Annual Report on Form 20-F (File No. 001-05146-01) filed with the Securities and Exchange Commission on February 23, 2021)
Exhibit 4 (a)	Services contract between the company and F.A. van Houten (Incorporated by reference to Exhibit 4 (a) to the Annual Report on Form 20-F (File No. 001-05146-01) filed with the Securities and Exchange Commission on February 25, 2020)
Exhibit 8 (a)	List of Subsidiaries.
Exhibit 12 (a)	Certification of R.W.O. Jakobs filed pursuant to 17 CFR 240. 13a-14(a).
Exhibit 12 (b)	Certification of A. Bhattacharya filed pursuant to 17 CFR 240. 13a-14(a).
Exhibit 13 (a)	Certification of R.W.O. Jakobs furnished pursuant to 17 CFR 240. 13a-14(b).
Exhibit 13 (b)	Certification of A. Bhattacharya furnished pursuant to 17 CFR 240. 13a-14(b).
Exhibit 15 (a)	EY Consent of independent registered public accounting firm.
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

Signatures

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

KONINKLIJKE PHILIPS N.V.
(Registrant)

/s/ R.W.O. Jakobs
R.W.O. Jakobs
(Chief Executive Officer, Chairman of the Board of Management and the Executive Committee)

/s/ A. Bhattacharya
A. Bhattacharya
(Chief Financial Officer, Member of the Board of Management and the Executive Committee)

Date: February 21, 2023