



Invitation to attend the KPN Annual General Meeting of Shareholders 2019

Koninklijke KPN N.V. ("KPN") invites its Shareholders to its Annual General Meeting of Shareholders to be held at the head office of KPN, Wilhelminakade 123, 3072 AP Rotterdam, The Netherlands, on Wednesday 10 April 2019 at 14:00 (CET), in-person registration will open at 12:00 (CET). Shareholders may also attend the meeting virtually via the internet at www.abnamro.com/evoting where they will be able to vote real time online.

Agenda

1. Opening and announcements.
2. Report by the Board of Management for the fiscal year 2018.
3. Remuneration in the fiscal year 2018.
4. Proposal to amend the remuneration policy (*Resolution*).
5. Proposal to adopt the financial statements for the fiscal year 2018 (*Resolution*).
6. Explanation of the financial and dividend policy.
7. Proposal to determine the dividend over the fiscal year 2018 (*Resolution*).
8. Proposal to discharge the members of the Board of Management from liability (*Resolution*).
9. Proposal to discharge the members of the Supervisory Board from liability (*Resolution*).
10. Proposal to appoint the external auditor for the fiscal year 2020 (*Resolution*).
11. Opportunity to make recommendations for the appointment of a member of the Supervisory Board.
12. Proposal to reappoint Mrs. J.C.M. Sap as member of the Supervisory Board (*Resolution*).
13. Proposal to reappoint Mr. P.F. Hartman as member of the Supervisory Board (*Resolution*).
14. Announcement concerning vacancies in the Supervisory Board arising in 2020.
15. Proposal to authorize the Board of Management to resolve that the company may acquire its own shares (*Resolution*).
16. Proposal to reduce the capital through cancellation of own shares (*Resolution*).
17. Proposal to designate the Board of Management as the competent body to issue ordinary shares (*Resolution*).
18. Proposal to designate the Board of Management as the competent body to restrict or exclude preemptive rights upon issuing ordinary shares (*Resolution*).
19. Any other business.
20. Voting results and closure of the meeting.

The chairman may decide at the beginning of the meeting that the polls for all items will be open during the meeting and closed after the agenda item 18. The voting results will be announced shortly before the close of the meeting.

Meeting Documents

The (i) agenda with the explanatory notes thereto (including the information regarding the nominated members for the Supervisory Board as referred to in article 142 (3) of Book 2 of the Dutch Civil Code), (ii) the Integrated Annual Report 2018 (including the financial statements, the remuneration report and information as referred to in article 392 (1) of Book 2 of the Dutch Civil Code), (iii) the proposal to amend the remuneration policy and (iv) the position of the Central Works Council in relation to the Supervisory Board nominations and the proposal for the amendment of the remuneration policy, are available free of charge on the internet at ir.kpn.com and can also be obtained by contacting ABN AMRO Bank N.V. ("ABN AMRO"), at (+ 31) 20 344 20 00 or by email: corporate.broking@nl.abnamro.com. The Meeting Documents are also available for inspection at the head office of KPN, Wilhelminakade 123, 3072 AP Rotterdam, The Netherlands.

Record Date

The Board of Management has determined that for this meeting the persons who will be considered as entitled to attend the general meeting, are those holders of shares who on 13 March 2019, after close of trading on Euronext Amsterdam (the "Record Date"), hold those rights and are registered as such in one of the following (sub)registers:

- for holders of deposit shares: the administrations of the banks and brokers which are intermediaries according to the Dutch Securities Giro Transactions Act ('Wet giraal effectenverkeer');
- for holders of registered shares: the Shareholders' register of the company.

Registration to vote

Shareholders are entitled to vote up to the total number of shares that they held at the close of trading at the Record Date, provided they have registered their shares timely.

Upon registration via ABN AMRO (via www.abnamro.com/evoting) Shareholders will be requested to choose whether they attend the meeting in-person or virtually. Alternatively, Shareholders may also grant a proxy to vote as referred to below.

A holder of deposit shares who wishes to attend the meeting in-person or virtually must register with ABN AMRO (via www.abnamro.com/evoting) as of the Record Date and no later than Wednesday 3 April 2019, 17:30 (CET). A confirmation by the intermediary in which administration the holder is registered for the deposit shares (the "Intermediary") must be submitted to ABN AMRO, stating that such shares were registered in his/her name at the Record Date. With this confirmation, Intermediaries are furthermore requested to include the full address details of the relevant holder in order to be able to verify the shareholding on the Record Date in an efficient manner. If a holder wishes to attend the meeting virtually, his valid email address, securities account and mobile phone number are required for authentication purposes in order to provide virtual access. The receipt (of registration) to be supplied by ABN AMRO will serve as admission ticket to the meeting for those attending the meeting in-person, or will contain log-in details for those attending the meeting virtually.

A holder of registered shares who wishes to attend the meeting must register no later than Wednesday 3 April 2019, 17:30 (CET), in the manner as set out in the letter of notification. A holder of registered shares cannot attend the meeting virtually.

A holder of ADRs who wishes to attend the meeting in The Netherlands should contact the American Stock Transfer & Trust Company, LLC at phone number (+1) 866-706-0509 or via email at db@amstock.com / jonathan.montanaro@db.com no later than Wednesday 3 April 2019, 17:00 (US EST). A holder of ADRs cannot attend the meeting virtually.

Voting by proxy

Notwithstanding the obligation to register for the meeting, the right to attend and to vote at the meeting may be exercised by a holder of a written proxy (for which purpose forms can be obtained free of charge as set out in the paragraph above entitled 'Meeting Documents'). The written proxy must be received by

the Board of Management no later than Wednesday 3 April 2019, 17:30 (CET). A copy of the written proxy must be shown at registration for the meeting.

Shareholders who wish to exercise their voting rights by an electronic proxy, which entails a voting instruction to a civil law notary of Allen & Overy LLP (or his deputy), can do this via www.abnamro.com/evoting no later than Wednesday 3 April 2019, at 17:30 (CET). The Intermediary must provide ABN AMRO with a statement including the number of shares registered by the Intermediary in the name of the ultimate beneficial holder at the Record Date.

Shareholders who have chosen upon registration to attend the meeting virtually will not be able to issue a proxy to vote after Wednesday 3 April 2019 (17:30 CET).

If you intend to instruct your Intermediaries for any of the above, please be aware that their deadlines could be a number of days before those mentioned above. Please check with the individual Intermediaries as to their cut-off dates. Furthermore, please be aware that some Intermediaries do not accommodate the granting of electronic proxies.

Virtual voting

KPN wishes to assist its Shareholders to attend its Annual General Meeting of Shareholders virtually by providing an adequate opportunity to follow the proceedings of the meeting and to vote electronically and real time during the meeting. This year it will be possible for Shareholders to attend and vote at the meeting on all Shareholders' resolutions via the internet, therefore online and remote with their own smartphone, tablet or personal computer, unless the Shareholder's Intermediary does not accommodate online voting. Shareholders attending the meeting virtually will however not be able to speak or otherwise comment during the meeting.

Upon registration to vote virtually, a Shareholder will receive an email with a link via www.abnamro.com/evoting to login to the KPN online voting platform. After successful login and confirmation of the login via two factor authentication (by SMS verification), the Shareholder is automatically logged into the meeting. Further instructions may be provided via www.abnamro.com/evoting and/or the KPN online voting platform.

You will be able to log in for virtual admission to the meeting on Wednesday 10 April 2019 via www.abnamro.com/evoting from 12:00 (CET) until the commencement of the meeting at 14:00 (CET). You must log in and complete the admission procedure for the meeting before 14:00 (CET). After this time registration is no longer possible; Shareholders who log in afterwards will only have access to the live stream to follow the meeting, but will not be able to vote.

Minimum requirements to the devices and systems that can be used for virtual participation as well as an overview of Q&A's regarding online voting and KPN's Policy regarding the Hybrid General Meeting of Shareholders can be found at ir.kpn.com (with the Meeting Documents).

Virtual participation entails risks, as described in KPN's Policy regarding the Hybrid General Meeting of Shareholders. If you wish to avoid such risks you should choose to attend the meeting in person or by proxy.

Registration and identification at the meeting

Registration for admission in-person to the meeting will take place from 12:00 (CET) until the commencement of the meeting at 14:00 (CET). After this time registration is no longer possible. Persons entitled to attend the meeting in-person may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver's license.

Voting at the meeting with smartphone or tablet

Similar to last year, it will be possible for those attending the meeting in-person to vote during the meeting on the various resolutions with your own iOS or Android smart phone or tablet. Thereto you should

download the 'LUMI AGM' voting app and open it. The required Meeting ID code, together with your username and password can be obtained at the registration desk prior to the meeting. Please make sure your smart phone or tablet is sufficiently charged. Devices for voting will also be provided at the meeting.

Webcast

The meeting will be broadcasted live and in full through the internet at ir.kpn.com.

For further information please refer to the internet: ir.kpn.com or reach out to KPN Investor Relations by telephone at (+31) 70 446 09 86.

The Supervisory Board
The Board of Management

Rotterdam, the Netherlands
25 February 2019