



Koninklijke KPN N.V.

Agenda

Koninklijke KPN N.V. ('KPN') invites its shareholders to its Extraordinary General Meeting of Shareholders ('EGM') to be held at the head office of KPN, Wilhelminakade 123, Rotterdam, The Netherlands, on Monday 28 October 2019 at 15:00 CET. The registration will open as of 14:00 CET.

AGENDA

1. Opening and announcements
 2. Announcement of the intended appointment of Mrs. Dominique Leroy as member of the Board of Management of KPN (non voting topic)
 3. Any other business and closure of the meeting
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Explanatory notes to the agenda

Item 2

The Supervisory Board intends to appoint Mrs. Dominique Leroy as member and chairman of the Board of Management of KPN as of 1 December 2019. Mrs. Dominique Leroy will assume the role and responsibility of Chief Executive Officer ('CEO'). During the EGM a notification of the intended appointment will be provided, as required under Article 17 of the Articles of Association of KPN.

Following the EGM, the Supervisory Board will decide on the appointment of Mrs. Leroy. The Central Works Council has rendered a positive advice regarding the intended appointment. The advice is available on the website of KPN.

Profile Mrs. Dominique Leroy

Dominique Leroy is currently CEO at Proximus Group (formerly Belgacom), a position she has successfully fulfilled since 2014 and during which she has transformed the company from a connectivity player into a leading and customer focused digital services- and communication provider. Prior to joining Proximus, she fulfilled various management positions at Belgacom and Unilever. Mrs. Leroy is known as a customer-focused and engaging leader with a wealth of experience in both telecommunications and fast moving consumer goods. She has a strong track record in transforming organizations to position them for future success. Mrs. Leroy is a people focused leader, with a strong believe in connecting teams.

The Supervisory Board is confident that it has found in Mrs. Leroy a very strong and respected successor for the position of CEO. The extensive experience gained by Mrs. Leroy within the sector, as well as beyond, will be of great value to KPN. Her dynamic and customer focus leadership is expected to bring fresh insights to KPN.

Remuneration

The terms and conditions of Mrs Leroy's agreement are in accordance with KPN's remuneration policy, as approved by the General Meeting of Shareholders. Mrs Leroy will earn a base salary of EUR 935,000 per year. Mrs Leroy is also eligible for a short-term variable cash incentive to a value of 90% of the base salary on target performance and a long-term variable incentive, based on conditional shares, to a value of 135% of the base salary on target performance. Both incentives are dependent on financial and/or non-financial targets of KPN.

The contractual severance pay is in line with the Dutch Corporate Governance Code and amounts to one year base salary. A defined contribution pension plan is part of the other (additional) arrangements. For full details of KPN's remuneration policy, reference is made to the remuneration report in KPN's Integrated Annual Report 2018.



Further information:

Mrs. Dominique Leroy

Year of birth:	1964
Current position:	CEO Proximus Group (until appointment with KPN)
Nationality:	Belgian
KPN shares:	None

Education:

Mrs. Leroy has a Master degree in Business Engineering from the Solvay Business School.

Previous positions:

Dominique Leroy joined Belgacom in 2011. From 2012 onwards she was a member of the management committee with responsibility for the consumer business. Prior to joining Proximus, she worked for 24 years at Unilever, ultimately as Managing Director of Unilever BeLux and member of the Unilever Benelux management committee.

Extracurricular activities:

Alongside her executive role at Proximus, Dominique Leroy is also member of the Supervisory Board at Ahold Delhaize Group, non-executive director at Compagnie de Saint Gobain and Chairwoman of the Solvay School of Management and Economics International Advisory Council. She is also member of Women on Board in Belgium and of the International Business Council of the World Economic Forum.

CV Dominique Leroy

2014 to date	CEO Proximus Group
2012 – 2014	EVP Consumer Business Unit and Member of the Management Committee, Belgacom
2011 – 2012	VP Sales Consumer Business Unit, Belgacom
2007 – 2011	Managing Director, Unilever Belgium
2006 – 2007	National Customer Development Director, Unilever Belgium
2003 – 2006	Customer Development & Logistics Director, Unilever Belgium
1997 – 2003	Various functions at Unilever Belgium (accountancy, product management, finance and marketing)