



kpn

Invitation to attend the KPN Annual General Meeting of Shareholders 2022 – issued on the 1st of March 2022

Royal KPN N.V. (“KPN”) invites its shareholders to its Annual General Meeting of Shareholders (‘AGM’) held at the head office of KPN, Wilhelminakade 123 in Rotterdam, The Netherlands, on Wednesday 13 April 2022.

The registration will be open as of 13:00 (CEST), the meeting will commence at 14:00 (CEST). Shareholders may also attend the meeting virtually and if desired vote real-time via www.abnamro.com/evoting. The livestream of the meeting can also be followed via ir.kpn.com.

Agenda

1. Opening and announcements.
2. Report by the Board of Management for the fiscal year 2021.
3. Proposal to adopt the financial statements for the fiscal year 2021 (*Resolution*).
4. Proposal to approve the remuneration report for the fiscal year 2021 (*Advisory vote*).
5. Explanation of the financial and dividend policy.
6. Proposal to determine the dividend over the fiscal year 2021 (*Resolution*).
7. Proposal to discharge the members of the Board of Management from liability (*Resolution*).
8. Proposal to discharge the members of the Supervisory Board from liability (*Resolution*).
9. Proposal to appoint the external auditor for the fiscal year 2023 (*Resolution*).
10. Opportunity to make recommendations for the appointment of members of the Supervisory Board.
11. Proposal to appoint Ms. K. Koelemeijer as member of the Supervisory Board (*Resolution*).
12. Proposal to appoint Ms. C. Vergouw as member of the Supervisory Board (*Resolution*).
13. Announcement concerning vacancies in the Supervisory Board arising in 2023.
14. Discussion on profile of the Supervisory Board.
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 by cancelling 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 pre-emptive 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 agenda item 18. The voting results will be announced shortly before the close of the meeting.

Webcast

The meeting will be broadcasted live and in replay at ir.kpn.com.

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 Section 2:142 (3) of the Dutch Civil Code), (ii) the Integrated Annual Report 2021 (including the financial statements, the remuneration report and information as referred to in Section 2:392 (1) of the Dutch Civil Code), (iii) the position of the Central Works Council in relation to the Supervisory Board nominations, and (iv) the draft profile of the Supervisory Board, are available at ir.kpn.com and can also be obtained digitally by contacting ABN AMRO Bank N.V. ("ABN AMRO") by e-mail at ava@nl.abnamro.com or by phone at (+ 31) 20 628 6070. 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 16 March 2022, 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') (the "Intermediaries");
- For holders of registered shares: the shareholders' register of the company.

Registration

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 6 April 2022, 17:30 (CEST). A confirmation by the Intermediary in which administration the holder is registered for the deposit shares 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/her 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 an 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 can attend the meeting in-person and may cast his/her votes in the manner as set out in the letter of notification.

A holder of ADRs can follow the meeting via the webcast at ir.kpn.com or attend the meeting in-person at the head office of KPN. A holder of ADRs who wishes to attend the meeting in the Netherlands or who wishes to issue voting instructions should contact the American Stock Transfer & Trust Company, LLC at phone number (+1) 800-821-8780 or via email at db@astfinancial.com no later than 31 March 2022, 13:00 (US EST).

Voting by proxy

Notwithstanding the obligation to register for the meeting, the right to attend in-person 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 6 April 2022, 17:30 (CEST).

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 or her deputy), can do this via www.abnamro.com/evoting no later than Wednesday 6 April 2022, 17:30 (CEST). 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 6 April 2022 (17:30 CEST).

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. Shareholders can 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.

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 will be provided via www.abnamro.com/evoting and/or the online voting platform.

You will be able to login for virtual admission to the meeting on Wednesday 13 April 2022 via www.abnamro.com/evoting from 13:00 (CEST) until the commencement of the meeting at 14:00 (CEST). You must log in and complete the admission procedure for the meeting before 14:00 (CEST). 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 for 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 virtual participation in the General Meeting of Shareholders can be found at ir.kpn.com.

Virtual participation entails risks, as described in KPN's Policy regarding virtual participation in the General Meeting of Shareholders. If you wish to avoid such risks you should choose to cast your vote by proxy.

Registration and identification at the meeting

Registration for admission in-person to the meeting will take place from 13:00 (CEST) until the commencement of the meeting at 14:00 (CEST). 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

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 smartphone or tablet is sufficiently charged. Devices for voting will also be provided at the meeting.

Asking questions

- Similar to last year, questions on the topics mentioned on the agenda, may be submitted per e-mail prior to the meeting until Sunday 10 April 2022, 14:00 CEST, stating the agenda item, via ir@kpn.com. Timely received questions will be answered at the latest during the meeting – in Dutch – and possibly thematic. For verification purposes you must provide:
 - Your name, e-mail address and residence (of the registered shareholder)
 - Registration number of the receipt of registration
 - Number of shares registered for the meeting
- During the meeting it will also be possible to raise questions to the agenda, in-person for those shareholders attending the meeting physically or virtually via a separate video connection. If a shareholder wishes to make use of the possibility to raise questions via the video connection, such a shareholder will need to select the 'raise your hand' button within the video system. The shareholder in question will subsequently be connected with one of our operators that will provide further assistance. Please be informed that in the interest of the meeting order, questions may be gathered in a thematic manner and may be answered in a similar fashion. In order to raise questions via the video connection it is required that shareholders are registered for online participation via the e-voting system of ABN AMRO (www.abnamro.com/evoting), since only then the identity of the shareholder can be verified.
- In the interest of the order of the meeting, the Chairman can take further measures.

Covid-19 measures

The AGM will take place in a hybrid manner, meaning that shareholders may attend the AGM in person or virtually.

Shareholders that will attend in-person are informed that KPN during the AGM will observe all applicable Covid-19 rules and regulations at its premises. Hence, shareholders are advised to take notice, of all the applicable Covid-19 rules and regulations as communicated by the Dutch government as in force on the date of the AGM.

In the event that the Dutch government, prior to the AGM, decides to tighten the Covid-19 rules and regulations, KPN may opt to organize a fully virtual event, provided that the Temporary Act Covid-19 Justice and Safety is in force. In the absence of such legislation, KPN at its reasonable discretion, may take additional safety measures to limit the spread of the Covid-19 virus, including the limitation of the number of participants being allowed to attend the AGM in-person at its premises. In such an event, KPN will use reasonable endeavours to timely inform the shareholders of the updated meeting arrangements.

For further information please refer to 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
1st of March 2022, Rotterdam, The Netherlands