

Agenda

Royal KPN N.V. (“KPN”) invites its shareholders to its Extraordinary General Meeting of Shareholders to be held at the head office of KPN, Wilhelminakade 123 in Rotterdam, the Netherlands, on Wednesday 31 May 2023. The registration will be open as of 10:00 (CEST), the meeting will commence at 11:00 (CEST). The livestream of the meeting can also be followed via ir.kpn.com.

1. Opening and announcements
2. Announcement of the intended appointments as members of the Board of Management of KPN of:
 - (a) Ms. Chantal Vergouw
 - (b) Mr. Wouter Stammeijer
3. Opportunity to make recommendations for the appointment of a member of the Supervisory Board of KPN
4. Proposal to appoint Ms. Marga de Jager as member of the Supervisory Board (*Resolution*)
5. Any other business and closure of the meeting

For the sake of clarity, only a vote will be taken on agenda item 4 on the agenda.

Explanatory notes to the agenda

Item 2

The Supervisory Board intends to appoint two members of the Board of Management as of 1 June 2023, further to the recent announcement made public by the company that Mr. Fouladi (Chief Technology & Digital Officer) and Mr. Van Overbeke (Chief Consumer Market) will step down as members of the Board of Management of KPN, effective as per 1 May 2023. Mr. Van Overbeke will be succeeded by Ms. Snoep in the role of Chief Consumer Market. Ms. Snoep is currently Chief Business Market at KPN, and her current term runs until the AGM to be held in 2024.

Further to the above, the Supervisory Board intends to appoint the following two persons as successors in the Board of Management for a period of four years as from 1 June 2023, i.e. up to and including the AGM to be held in 2027. The Central Works Council has been requested to give its advice on the proposed appointments, which advice – after release of it – will be published on the website of KPN. During this EGM, the notification of the intended appointments will be provided, as required under Article 17 of the Articles of Association of KPN. Following this EGM, the Supervisory Board will resolve on the appointments.

a) Ms. Chantal Vergouw – member of the Board of Management and Chief Business Market as from 1 June 2023

Ms. Vergouw is currently the CEO of Dutch insurer Interpolis. She is also a member of the Supervisory Board of KPN and will step down from that role when she will assume the role and responsibility in KPN’s Board of Management. Ms. Vergouw is a passionate leader with a wealth of experience in managing a large organization and has extensive knowledge and experience in areas such as digitalization, customer service, operations, marketing, branding and omnichannel sales towards B2C and B2B markets.

Profile of Ms. Chantal Vergouw

Ms. Vergouw studied law at the University of Amsterdam. She has been CEO of Dutch insurer Interpolis (part of Achmea) since 2016, from which role she will resign before joining the Board of Management (in the role of Chief Business Market) at KPN. Prior to joining Interpolis, she held various management positions in various divisions at ING for more than fifteen years. She also holds presiding supervisory positions at the Animal Protection Association and the National Inspection Body for Animal Welfare (LID) in the Netherlands, from which roles she will resign, effective as of 1 June 2023.

Remuneration

Ms. Vergouw's remuneration package is in accordance with the remuneration policy of KPN as adopted by the AGM. Ms. Vergouw will earn a base salary of EUR 663,000 per year. She is also eligible for a variable short-term cash incentive to a value of 60% of her base salary at on-target performance and a variable long-term incentive, based on conditional shares, to a value of 90% of his base salary at on-target performance. Both incentives are dependent on financial and non-financial targets of KPN as yearly set by the Supervisory Board.

b) Mr Wouter Stammeijer - member of the Board of Management and Chief Technology and Digital Officer as from 1 June 2023

Mr. Stammeijer will assume the role and responsibility of Chief Technology & Digital Officer. The Supervisory Board intends to appoint Mr. Stammeijer as a member of the Board of Management because of his experience gained within KPN and broader the telecom industry as well as his proven decisiveness and support and commitment to KPN's current strategy.

Profile of Mr Wouter Stammeijer

Mr. Stammeijer studied International Business Studies at Maastricht University and is a Chartered Financial Analyst (CFA). Mr. Stammeijer currently is KPN's Chief Strategy & Development Officer and prior to that headed KPN's Investor Relations department. Prior to joining KPN in 2010, he held various (senior) finance positions within ING.

Remuneration

Mr. Stammeijer's remuneration package is in accordance with the remuneration policy of KPN as adopted by the AGM. Mr. Stammeijer will earn a base salary of EUR 663,000 per year. He is also eligible for a variable short-term cash incentive to a value of 60% of his base salary on-target performance and a variable long-term incentive, based on conditional shares, to a value of 90% of his base salary on-target performance. Both incentives are dependent on financial and non-financial targets of KPN as yearly set by the Supervisory Board.

Explanatory notes to the agenda

Item 3

As a result of the intended appointment of Ms. Vergouw as new Chief Business Market, she will step down from KPN's Supervisory Board upon her appointment to the Board of Management. The Supervisory Board has the intention to nominate Ms. De Jager as successor for appointment to the Supervisory Board at this EGM as of the 1st of June 2023.

KPN's articles of association dictate that, prior to doing so, the General Meeting of Shareholders has the opportunity to put forward recommendations for the appointment of a member of the Supervisory Board.

Appointing a member of the Supervisory Board must be in accordance with the profile of the Supervisory Board. In particular, the Supervisory Board aims for a diverse composition in terms of age, gender, experience and expertise. Furthermore, candidates should have knowledge of or experience with, e.g. managing a large organization, (inter)national business matters, financial matters and/or relations between a company and society, and have affinity with telecommunications and ICT industries.

Explanatory notes to the agenda

Item 4

Under the condition precedent that no recommendations for another person have been made by the General Meeting of Shareholders under item 3, the Supervisory Board nominates Ms. De Jager for appointment as member of the Supervisory Board. The Board of Management supports this nomination, as does the Central Works Council. The complete position of the Central Works Council in relation to this nomination is available on ir.kpn.com.

Ms. De Jager complies with the requirements of the profile of the Supervisory Board. Ms. De Jager is a seasoned executive with broad experience in the private and public domain. She is currently CEO of ANWB, the Royal Dutch Touring Association, which consists of more than 5 million members, providing several services including roadside assistance. Previously she was director of ANWB's emergency center and responsible for marketing and sales of the consumer and B2B divisions for roadside assistance. Before joining the ANWB, she worked in several commercial positions at Leaseplan. Ms. De Jager is considered independent within the meaning of the Dutch Corporate Governance Code.

It is therefore proposed to the General Meeting of Shareholders to appoint Ms. De Jager in accordance with this nomination for a period of four years (ending at the closure of the annual general meeting of shareholders to be held in 2027). The details required under article 142 (3) of Section 2 of the Dutch Civil Code are attached to these notes.

Item 2: Additional Information related to Ms. Vergouw and Mr. Stammeijer

CV Chantal Vergouw

Year of birth: 1976
Nationality: Dutch
KPN-shares: None

2016 – present CEO at Interpolis (part of Achmea)
2017 – 2022 Non-executive member of the board of Eureko Sigorta
2002 – 2016 Various (senior management) positions at ING Group

Education:

Ms. Vergouw studied law at the Amsterdam University.

Ancillary positions:

In addition to her current supervisory board position at KPN, from which role she will resign upon assuming her board of management position at KPN, she also holds presiding supervisory positions at the Animal Protection Association and the National Inspection Body for Animal Welfare (LID) in the Netherlands, from which roles she will also resign, effective as of 1 June 2023.

CV Wouter Stammeijer

Year of birth: 1980
Nationality: Dutch
KPN shares: 49,361

2018/04 – present Chief Strategy & Development Officer at KPN
2021/04 – present Member of the Supervisory Board of Gaspoort
2015/01 – 2018/04 VP Investor Relations at KPN
2010/07 – 2014/12 Senior Investor Relations Officer at KPN
2006/09 – 2010/06 Various (senior) finance positions at ING Group

Education:

Mr. Stammeijer holds a degree in International Business Studies from Maastricht University and is a Chartered Financial Analyst (CFA).

Ancillary positions:

Mr. Stammeijer is currently member of the supervisory board of Gaspoort. Mr. Stammeijer intends to resign from this role upon assuming his board of management position at KPN.

Item 4: Information required under article 142 (3) of Section 2 of the Dutch Civil Code

Ms. Marga de Jager

Year of birth: 1968
Current position: CEO of ANWB (the Royal Dutch Touring Association)

Nationality: Dutch
KPN shares: None

Supervisory directorships and other positions:

Ms. De Jager chairs the supervisory board of ANWB's insurance company Unigarant, as well as the Mobility Alliance. She is a member of the advisory board at the Dutch Cancer Society (KWF).

Reason for nomination for appointment:

Ms. De Jager is a seasoned executive and has extensive knowledge of and experience in the private sector, in particular in the Dutch context, and has good insight into relations between business and society, gained in her current and previous roles at the ANWB (the Royal Dutch Touring Association).