



# Invitation to attend the KPN Annual General Meeting of Shareholders, 2011

*Koninklijke KPN N.V. invites its shareholders to its Annual General Meeting of Shareholders ('AGM') to be held at the head office of KPN, Maanplein 55, in The Hague, The Netherlands, on Wednesday, April 6, 2011, at 2:00 pm CET.*

*Prior to the meeting, shareholders are invited to an informal event in which management will give presentations on KPN's products and services. Presentations will be given from 1:00 pm. Shareholders are therefore invited to KPN Headquarters from 12:30 pm onwards. The meeting will commence at 2:00 pm.*

## **Agenda and meeting documents**

The full agenda and the explanatory notes thereto, including the information regarding the nominated members of the Supervisory Board as referred to in article 142 (3) and the Annual Report 2010 consisting of the financial statements and the information as referred to in article 392 (1) of Book 2 of the Dutch Civil Code and the information regarding the proposed amendments to the remuneration policy for the Board of Management and the Supervisory Board members are all available via:

- the internet on [www.kpn.com/ir](http://www.kpn.com/ir)
- and can also be obtained by calling The Royal Bank of Scotland N.V. ('RBS'), at +31 (0)20 464 37 07
- or by email: [corporate.actions@rbs.com](mailto:corporate.actions@rbs.com).

The meeting documents are available free of charge. The meeting documents are also available for inspection at the head office of Koninklijke KPN N.V., Maanplein 55 in The Hague, The Netherlands and at RBS, Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands. For further information please refer to the company at +31 (0)70 446 09 86.

## **Record Date**

The Board of Management has determined that for this meeting, those holders of ordinary shares who on March 9, 2011, at the closure of trading of Euronext Amsterdam ('Record Date'), are registered as such in a (sub)register designated by the Board of Management will be considered as entitled to vote and/or attend the general meeting. The (sub)registers for bearer shares are the share positions held at the Record Date by the banks and brokers which are according to the Dutch Securities Depository Act ('Wet giraal effectenverkeer') intermediaries ('intermediairs'). The (sub)registers for registered ordinary shares are mentioned in the notice letters.

## **Registering to vote at the AGM**

Shareholders are entitled to vote up to the total number of shares that they held at the end of the Record Date, March 9, 2011. There then follows a two step process of registering to vote and then executing your vote.

### *Registered ordinary shares*

Holders of registered ordinary shares who wish to participate in the meeting must notify the Board of Management in writing no later than Thursday March 31, 2011, 5:30 pm CET.

### *Bearer shares*

Holders of bearer shares who wish to attend the meeting must notify RBS – as of the Record Date, March 9, 2011 – in writing (via their own bank) and not later than Thursday

March 31, 2011, 5:30 pm CET. A confirmation must be submitted by the intermediaries, in which administration those holders are registered as holders of the shares, stating that such shares were registered in their name at the Record Date, whereupon the holder will receive an admission ticket for the general meeting. In addition, intermediaries are requested to include the full address details of the relevant holders in order to be able to verify the shareholding on the Record Date in an efficient manner.

### *Holders of ADRs*

Holders of ADRs who wish to vote can do so through JPMorgan, the US depository. Such holders must return their completed proxy form to JPMorgan, it is estimated that the deadline to receive votes is 12:00 pm EST March 30, 2011. ADR holders wishing to attend the AGM should contact the JPMorgan Service Center by e-mail at [adr@jpmorgan.com](mailto:adr@jpmorgan.com) or by phone at +1 800 990 1135 no later than March 30, 2011. A holder of ADRs will be entitled to attend the meeting and to exercise voting rights with respect to the number of shares held at the close of business on March 9, 2011.

### **Voting by proxy**

The right to attend the meeting may be exercised by a written proxy, for which purpose forms can be obtained free of charge as set out in the paragraph above entitled 'Agenda and meeting documents'. The shareholders who wish to exercise their proxy electronically are referred to [www.rbs.com/evoting](http://www.rbs.com/evoting). The proxy must be received by the Board of Management no later than March 31, 2011 at 5:30 pm CET. A copy of the written proxy must be shown at the registration for the meeting. A power of attorney is available on the internet: [www.kpn.com/ir](http://www.kpn.com/ir)

**If you intend to send voting instructions via a custodian bank/broker, please be aware that their deadlines will be a number of days before those mentioned above. Please check with the individual institutions as to their cut-off dates.**

### **No share blocking**

As a consequence of the Record Date as set out above, the Admitted Institutions of Euroclear Nederland (Dutch custodians) will not block shares.

### **Webcast**

The meeting will be broadcasted live and in full through the internet at [www.kpn.com/ir](http://www.kpn.com/ir)

The Board of Management  
The Hague, The Netherlands  
February 23, 2011