



## EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

*Royal KPN N.V. invites its shareholders to an Extraordinary General Meeting of Shareholders, to be held on 7 November 2011, 11:00 AM (CET) at KPN's head office, Maanplein 55, The Hague, The Netherlands.*

### Agenda

1. Opening and announcements;
2. Notification regarding the intended appointment of Mr Thorsten Dirks as member of the Board of Management;
3. Closure of the meeting.

### Explanatory notes to agenda item 2

#### ***Profile Mr Thorsten Dirks***

The Supervisory Board intends to appoint Mr Thorsten Dirks as member of the Board of Management effective 8 November 2011. Mr Dirks joined E-Plus in 1996. He has been active in various positions, both in the network/IT part of the business and in the commercial part thereof, and was *e.g.* responsible for the successful multi brand strategy. Since January 2007, he is Chairman of the Board of Management (*Geschäftsführung*) of E-Plus and since May 2011 he is also CEO of KPN Mobile International. His knowledge of and experience in the mobile telecommunications industry, and in particular the challenger approach that E-Plus has executed in the past years, as well as his outstanding knowledge of innovation, networks and IT, are of great value for KPN. The intended appointment furthermore underpins the importance of the international mobile business to the KPN Group, one of the cornerstones of the 'Strengthen, Simplify, Grow' strategy.

#### ***Remuneration***

The conditions of Mr Dirks' contract largely fit within KPN's remuneration policy as approved by the General Meeting of Shareholders. Given his current and continued position as Chairman of the Board of Management of E-Plus his aggregated remuneration package will be implemented with two contracts: his current contract with E-Plus (as amended) and a separate contract with KPN.

Mr Dirks will earn a total base salary of EUR 650.000 per year. Furthermore, he is eligible to short and long term variable incentives, which are dependent on the performance of KPN versus the company's financial and/or non-financial targets (including reputation and environmental performance). He will be subject to German social security arrangements, including retirement benefits. For full details of KPN's remuneration policy, reference is made to the remuneration report on page 58 onwards of KPN's Annual Report 2010 and the changes thereto as adopted by the Meeting of Shareholders of 6 April 2011 (as explained on agenda item 9 of such meeting).



The conditions deviate in two respects from KPN's remuneration policy:

- Given the short remaining period until the end of the year, Mr Dirks will continue to be eligible for the variable incentives for 2011 agreed under his current contract. These incentives put more focus on the shorter term, but – dependent on the level of realization of the targets – do not substantially deviate from the amounts he could receive under the incentive schemes foreseen under the remuneration policy.
- Mr Dirks' existing German contract furthermore contains a non-competition clause for which he will, as required by German law, receive a compensation equal to 50% of his (German) salary (base and short term incentive) during a maximum period of 12 months. In case of termination of his German contract he will receive this compensation on top of the severance fee of twelve months base salary as may be due in accordance with KPN's remuneration policy and the Dutch Corporate Governance Code.

#### **Notification to the meeting**

During this meeting and under this agenda item a notification of the intended appointment will be provided, as required under article 21, paragraph 1 of the articles of association. The meeting will not decide on the appointment. Following the meeting, the Supervisory Board will decide on the appointment of Mr Thorsten Dirks.

#### **Further information Mr Thorsten Dirks**

Year of birth: 1963  
Current position: CEO E-Plus, CEO KPN Mobile International  
Previous positions: Mr Dirks joined E-Plus in 1996, having previously held management positions with Orbitel Mobile Communication (Vodafone/Ericsson) and Vebacom. He joined the E-Plus board of management in 2001. In his time at E-Plus, Mr Dirks has held the posts of General Manager Business Support & Innovation Management, Executive Director Product & Process Innovation and General Manager of Innovation, IT and Operations. He has been Chief Executive Officer of E-Plus since January 2007 and Chief Executive Officer of KPN Mobile International since May 2011.

Nationality: German  
KPN-shares: None  
Education: Degree in electrical engineering / communications engineering (University of Hamburg)

Other positions: Chairman of the Board of Management of E-Plus Mobilfunk Geschäftsführungs GmbH, Chairman of the Board of KPN Group Belgium N.V./S.A. and several other managing and supervisory directorships at subsidiaries of the KPN Group.