Koninklijke KPN N.V.

Agenda

Koninklijke KPN N.V. (“KPN”) invites its shareholders to its Annual General Meeting of Shareholders (“AGM”) to be held at KPN Headquarters, Maanplein 55 in The Hague on Wednesday April 10, 2013.

The registration will commence at 11:30 am, the meeting will commence at 1:00 pm.

AGENDA

1. Opening and announcements
2. Review of the year 2012
3. Report by the Board of Management for the financial year 2012
4. Financial statements for the financial year 2012
5. Proposal to adopt the financial statements for the financial year 2012 (Resolution)
6. Proposal to determine the dividend over the financial year 2012 (Resolution)
7. Explanation of the financial and dividend policy
8. Discharge from liability
9. Proposal to discharge the members of the Board of Management from liability (Resolution)
10. Proposal to discharge the members of the Supervisory Board from liability (Resolution)

Composition of the Supervisory Board

11. Opportunity to make recommendations for the appointment of a member of the Supervisory Board
12. Proposal to reappoint Mr R.J. Routs as member of the Supervisory Board (Resolution)
13. Proposal to reappoint Mr D.J. Haank as member of the Supervisory Board (Resolution)
14. Proposal to reappoint Mr C.J. García Moreno Elizondo as member of the Supervisory Board (Resolution)
15. Proposal to appoint Mr O. von Hauske as member of the Supervisory Board (Resolution)
16. Proposal to appoint Mr J.F.E. Farwerck as member of the Board of Management of KPN
17. Proposal to appoint the external auditor (Resolution)
18. Proposal to authorise the Board of Management to resolve that the company may acquire its own shares (Resolution)
19. Any other business and closure of the meeting
Item 2
The Board of Management will give a presentation on the performance of the company in 2012. Subsequently, the General Meeting will be invited to discuss this performance (described in more detail in the Annual Report 2012). Under this item the Report by the Supervisory Board may also be discussed.

Item 3 - Resolution
It is proposed to the General Meeting to adopt KPN’s financial statements for the financial year 2012.

Item 4
Under this agenda item the Board of Management will give an explanation of the financial, dividend and reservation policy of KPN as outlined in the Annual Report 2012.

Item 5 - Resolution
On February 26, 2013, the Board of Management, with approval of the Supervisory Board, has allocated an amount of EUR 521 million out of the profit to the other reserves. The remaining part of the profit over 2012, amounting to EUR 170 million, was available for distribution of dividend.

In August 2012, an interim dividend of EUR 0.12 was paid to all holders of ordinary shares, amounting to a total of EUR 170 million. On December 14, 2012 KPN announced an adjustment of its dividend outlook in order to accommodate the vital strategic investment in frequency licenses obtained in the Dutch spectrum auction. KPN will not pay a final dividend over 2012.

It is proposed to the General Meeting to determine the total dividend over 2012 at an amount equal to the interim dividend and therefore at an amount of EUR 0.12 per ordinary share.

Item 6 - Resolution
It is proposed to the General Meeting to discharge the members of the Board of Management from all liability in relation to the exercise of their duties in the financial year 2012, to the extent that such exercise is apparent from the financial statements or has been otherwise disclosed to the General Meeting prior to the approval of the financial statements.

Item 7 - Resolution
It is proposed to the General Meeting to discharge the members of the Supervisory Board from all liability in relation to the exercise of their duties in the financial year 2012, to the extent that such exercise is apparent from the financial statements or has been otherwise disclosed to the General Meeting prior to the approval of the financial statements.

Item 8
At this AGM, Mr A.H.J. Risseeuw, Ms M.E. van Lier Lels, Mr D.J. Haank and Mr R.J. Routs will step down as members of the Supervisory Board, since they have reached the end of their four-year term of office. Mr M. Bischoff will also step down as a member of the Supervisory Board in connection with his other commitments.

Mr Risseeuw will not be available for reappointment, as the current four-year term of office is his third and last term.

The Supervisory Board firmly believes that it is in the best interest of the company to ensure continuity in the Supervisory Board. In that light, Ms Van Lier Lels, Mr Routs and Mr Haank have indicated that they are available for reappointment. In spite of the fact that Ms Van Lier Lels already served three terms, Ms Van Lier Lels has indicated her availability for reappointment for a period of one year. Mr Routs also indicated his availability for reappointment, but in the light of other commitments, Mr Routs will be available for a limited period of one year. Mr Haank has indicated his availability for reappointment for a full term.

The Supervisory Board has the intention to fill in the vacancies that arise by nominating candidates for appointment at this AGM.

The vacancies must be filled in accordance with the profile of the Supervisory Board. In particular, the Supervisory Board aims for a diverse composition in terms of age and gender. Furthermore, candidates should have extensive knowledge of and expertise in financial, accounting and auditing matters, on relevant technology and/or on public policy and the candidates should have sufficient experience in (inter)national business.
In view of the relationship agreement with América Móvil S.A.B. de C.V. ("AMX") - which has resulted in the support of AMX for the capital raise as referred to in item 15 - the General Meeting is asked under the Items 12 and 13 to appoint - in deviation of Article III.2.1 of the Dutch Corporate Governance Code - two Supervisory Board members who are not independent.

The General Meeting has the opportunity to put forward recommendations for the vacancies.

**Item 9 - Resolution**

Under the condition precedent that no recommendations for another person have been made by the General Meeting under item 8, the Supervisory Board nominate Ms M.E. van Lier Lels for reappointment as a member of the Supervisory Board (in deviation of article III.3.5 of the Dutch Corporate Governance Code as Ms Van Lier Lels already served three terms) for a period of one year. The nomination for this position was subject to the enhanced right of recommendation of the Central Works Council, which recommended Ms Van Lier Lels' nomination. The Board of Management also supports the nomination. Ms Van Lier Lels complies with the requirements of the profile of the Supervisory Board and the specific requirements as set out under item 8, in particular as to her extensive knowledge of and experience in managing large companies and her involvement in major developments in Dutch society from both a social and economic perspective.

It is therefore proposed to the General Meeting to appoint Ms Van Lier Lels in accordance with this nomination for a period of one year. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these notes.

**Item 10 - Resolution**

Under the condition precedent that no recommendations for another person have been made by the General Meeting under item 8, the Supervisory Board nominate Mr R.J. Routs for reappointment as a member of the Supervisory Board for a period of one year. The Board of Management supports the nomination, as well as the Central Works Council. Mr Routs complies with the requirements of the profile of the Supervisory Board and the specific requirements as set out under item 8, in particular as to his technical background and his broad experience in managing a leading international company.

It is therefore proposed to the General Meeting to appoint Mr Routs in accordance with this nomination for a period of one year. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these notes.

**Item 11 - Resolution**

Under the condition precedent that no recommendations for another person have been made by the General Meeting under item 8, the Supervisory Board nominate Mr D.J. Haank for reappointment as a member of the Supervisory Board. The Board of Management supports the nomination, as well as the Central Works Council. Mr Haank complies with the requirements of the profile of the Supervisory Board and the specific requirements as set out under item 8, in particular as to his knowledge and experience with the application of ICT /Internet in the international publishing business.

It is therefore proposed to the General Meeting to appoint Mr Haank in accordance with this nomination. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these notes.

**Item 12 - Resolution**

Under the condition precedent that no recommendations for another person have been made by the General Meeting under item 8, the Supervisory Board nominate Mr C.J. García Moreno Elizondo, CFO of AMX, for appointment as a member of the Supervisory Board. The Board of Management supports the nomination. The Central Works Council has been given the opportunity to determine its position in relation to the nomination. The position of the Central Works Council, if any, will be made available on the company's website in due course.

Mr García Moreno Elizondo complies with the requirements of the profile of the Supervisory Board and the specific requirements as set out under item 8, in particular as to his knowledge of and experience within international business matters and financial markets, drawing on his expertise as CFO of one of the major global telecommunication companies. Mr García Moreno Elizondo is not considered independent within the meaning of the Dutch Corporate Governance Code and has been designated by AMX pursuant to the terms of the relationship agreement between AMX and KPN signed on 20 February 2013.

It is therefore proposed to the General Meeting to appoint Mr García Moreno Elizondo...
in accordance with this nomination. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these notes.

**Item 13 - Resolution**

Under the condition precedent that no recommendations for another person have been made by the General Meeting under item 8, the Supervisory Board nominates Mr O. von Hauske, COO and board member of AMX, for appointment as a member of the Supervisory Board. The Board of Management supports the nomination. The Central Works Council has been given the opportunity to determine its position in relation to the nomination. The position of the Central Works Council, if any, will be made available on the company's website in due course.

Mr Von Hauske complies with the requirements of the profile of the Supervisory Board and the specific requirements as set out under item 8, in particular as to his knowledge and experience that are the result of a lifelong career in senior business and strategic positions in telecommunications. Mr Von Hauske is not considered independent within the meaning of the Dutch Corporate Governance Code and has been designated by AMX pursuant to the terms of the relationship agreement between AMX and KPN signed on 20 February 2013.

It is proposed to the General Meeting to appoint Mr Von Hauske in accordance with this nomination. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these notes.

**Item 14**

Assuming the General Meeting approves the proposed Supervisory Board appointments, two vacancies arise at the closure of the Annual General Meeting of Shareholders in 2014. Mr Routs and Ms Van Lier Lels will step down as they then have reached the end of their one-year term.

**Item 15a**

On 5 February 2013, KPN announced its intention to raise EUR 4 billion in equity capital. Furthermore, on 20 February 2013, KPN announced that the capital raise is supported by AMX, being KPN's largest shareholder, and that the capital raise is intended to be completed through a rights issue with proceeds of up to EUR 3 billion (the "Rights Issue") and, in addition, issuance of hybrid capital instruments which are expected to receive partial equity recognition. Through the combination of these instruments KPN intends to raise the targeted EUR 4 billion equity equivalent capital.

The aim of the announced capital raise is to align KPN's financial position with its strategy. The transaction will strengthen KPN's balance sheet and is intended to provide a stable financial position in the coming years. The proceeds of the capital raise will increase KPN's financial and strategic flexibility and will enable KPN to continue to invest in its operations and reduce its net debt level. KPN's Board of Management and Supervisory Board believe that the capital raise will support KPN's commitment to maintain an investment grade credit profile and are convinced that it is in KPN's shareholders' and its other stakeholders' best interests to strengthen the capital structure substantially.

**Item 15b - Resolution**

The General Meeting is requested to designate the Board of Management as the corporate body authorised to issue ordinary shares, to grant rights to subscribe for ordinary shares and to exclude statutory pre-emptive rights of holders of ordinary shares, with a view to enable the Board of Management, subject to approval of the Supervisory Board, to raise aggregate proceeds of up to EUR 3 billion by means of the Rights Issue.

At the time of convening the AGM, the number of ordinary shares to be issued and rights to be granted cannot yet be determined and therefore the authorisation is requested for such number of ordinary shares and rights to subscribe for ordinary shares as will raise aggregate proceeds of up to EUR 3 billion.

The authorisation to exclude statutory pre-emptive rights of holders of ordinary shares is requested because certain shareholders resident outside The Netherlands may not be eligible to participate in the Rights Issue.

The authorisation to issue ordinary shares in relation to the Rights Issue (which for this purpose includes the authority to grant rights to subscribe for ordinary shares and to exclude statutory pre-emptive rights) is requested to give full effect to the Rights Issue. The launch of the Rights Issue is envisaged to take place following the Q1 2013 results; the authorisation to issue ordinary shares in relation to the Rights Issue (which
for this purpose includes the authority to grant rights to subscribe for ordinary shares and to exclude statutory pre-emptive rights) is therefore requested for a period until June 30, 2013.

Furthermore, to allow for the Rights Issue, the authorised share capital of KPN must be increased. The size of the increase depends on the number of ordinary shares to be issued pursuant to the Rights Issue.

Because Dutch law limits the nominal value of the authorised share capital to a maximum of five times the nominal value of the issued share capital, it is proposed to implement the increase of the authorised share capital in two steps. The first step will be an increase of the authorised share capital to an amount equal to approximately five times the nominal value of the currently issued share capital. No issuance of shares is necessary for this increase. The second step is a further increase of the authorised share capital. Three alternatives are proposed to effectuate this step. Which alternative will be used depends on the number of ordinary shares and rights to subscribe for ordinary shares that will be issued and/or granted as part of the Rights Issue, and will be decided by the Board of Management. Reference is made to the text of the proposed amendment of the articles of association and the explanatory notes thereto, both of which have been made available in print at KPN’s offices and are available on KPN’s website.

Proposal

It is proposed to the General Meeting to resolve to:

- Designate the Board of Management as the body authorised to, subject to the approval of the Supervisory Board, grant rights to subscribe for ordinary shares and/or issue ordinary shares in the context of the Rights Issue as described herein;
- Designate the Board of Management as the body authorised to, subject to the approval of the Supervisory Board, exclude statutory pre-emptive rights of holders of ordinary shares in the context of the Rights Issue as described herein; and
- Amend the articles of association of KPN as proposed in the proposal to amend the articles as explained above and in the explanatory notes to that proposal.

These three proposals are inextricably linked together and will therefore be put to a vote collectively.

The designations and authorisations set out above are to be used to issue such number of ordinary shares and/or grant such number of rights to subscribe for ordinary shares as are required to allow the raise of aggregate proceeds of up to EUR 3 billion in the Rights Issue.

For the avoidance of doubt, if this proposal is adopted, the Board of Management will, subject to approval of the Supervisory Board, have the authority under this designation to issue ordinary shares and/or grant rights to subscribe for ordinary shares while excluding all statutory pre-emptive rights in relation thereto, whether it be ordinary shares underlying unexercised rights in the Rights Issue or otherwise, but always only in the context of the Rights Issue.

The proposed amendment of the articles also includes granting a power of attorney to every member of the Board of Management, KPN’s secretary, and every civil law notary (and deputy civil law notary), paralegal and notarial assistant at Allen & Overy LLP, Attorneys at Law, Civil Law Notaries and Tax Consultants, in Amsterdam, The Netherlands to have the deed of amendment of the articles of association executed.

Item 16 - Notification

The Supervisory Board intends to appoint Mr J.F.E. (Joost) Farwerck as member of the Board of Management effective April 10, 2013.

Mr Farwerck joined KPN in 1994 where he has held various senior management positions across a number of segments of KPN in The Netherlands. Per 15 February 2012 Mr Farwerck was appointed Managing Director KPN The Netherlands and given responsibility for all of KPN’s activities in The Netherlands. He will henceforth maintain this responsibility for The Netherlands at Board of Management level.

The remuneration package of Mr Farwerck fits within KPN’s remuneration policy
as approved by the General Meeting. Based on new legislation effective January 1, 2013, a service provision agreement will be agreed for an initial period of four years, which provides for a base compensation of EUR 575,000 per year. Furthermore, Mr Farwerck will be eligible to a short term variable cash incentive and a long term variable incentive (based on conditional shares), both related to the performance of KPN, in line with KPN’s remuneration policy. For full details of this remuneration policy, reference is made to the remuneration report on page 72 onwards of KPN’s Annual Report 2012. The contractual severance pay is in line with the Dutch Corporate Governance Code and amounts to two year’s base compensation during the first initial term of four years. If and after the agreement is continued after the first initial period of four years, the contractual severance pay amounts to one year’s base compensation. A defined contribution pension plan is part of the other (additional) arrangements. Mr Farwerck remains eligible for 15,000 restricted shares that were granted to him prior to his nomination as member of the Board of Management. These shares will become unconditional if Mr Farwerck’s service provision agreement is not terminated prior to 1 January 2015.

During this AGM and under this agenda item, a notification of the intended appointment will be provided, as required under Article 17, paragraph 1 of the articles of association of KPN. The General Meeting will not decide on the appointment. Following the AGM, the Supervisory Board will decide on the appointment of Mr Farwerck.

Further details regarding Mr Farwerck are attached to these notes.

**Item 17 - Resolution**

With the approval of the Supervisory Board, the Board of Management proposes to instruct PricewaterhouseCoopers Accountants N.V. to audit the financial statements for the financial year 2013.

**Item 18 - Resolution**

To support KPN’s management and or employee incentive plans and in accordance with article 98(4) of Book 2 of the Dutch Civil Code and Article 12 of the articles of association of KPN, it is proposed to authorise the Board of Management, with the approval of the Supervisory Board, to acquire the company’s own ordinary shares for a period of 18 months until 10 October 2014. The number of ordinary shares to be acquired shall be limited to a maximum of 10% of the issued share capital, provided that the company will hold no more shares in stock than at maximum 10% of the issued share capital.

The shares may be acquired on the stock exchange or through other means at a price per share of at least EUR 0.01 and at most the highest of (i) the Quoted Share Price plus 10% and (ii), if purchases are made on the basis of a programme entered into with a single counterparty or using a financial intermediary, the average of the Volume Weighted Average Share Prices during the course of the programme. The Quoted Share Price is defined as the average of the closing prices of KPN shares as reported in the official price list of NYSE Euronext Amsterdam over the five trading days prior to the acquisition date. The Volume Weighted Average Share Price is defined as the volume weighted average price of trades in KPN shares on NYSE Euronext Amsterdam between 9:00 am (CET) and 5:30 pm (CET) adjusted for block, cross and auction trades. Resolutions by the Board of Management to acquire the company’s own shares are subject to the approval of the Supervisory Board.

Disclaimers with regard to proposal made in agenda item 15.

KPN shareholders who may not lawfully participate in the proposed Rights Issue (including, but not limited to, shareholders who are located, subject to certain exceptions, in The United States of America, Australia, Canada and Japan) will not be deemed “Eligible Shareholders” and will not be able to participate in the Rights Issue. Subject to certain restrictions, as, among others, the aforementioned investors not being eligible to participate in the Rights Issue, these explanatory notes and other information regarding the background and the mechanics of the Rights Issue have been made available to the Eligible Shareholders in print and on KPN’s website (www.kpn.com/ir) free of charge.

This announcement does not constitute an offer to sell, or a solicitation of offers to purchase or subscribe for, securities in The United States. The securities referred to herein have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered, exercised or sold in The United States absent registration or an applicable exemption from registration requirements.
## Ms M.E. van Lier Lels

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<th>Year of birth:</th>
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<td>Current position:</td>
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<td>KPN shares:</td>
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**Supervisory directorships and other positions:**

Ms Van Lier Lels held various management positions with Dutch international companies and is the former Chief Operating Officer of Schiphol Group. She is a member of the Supervisory Boards of USG People N.V., TKH Group N.V. and Reed Elsevier N.V. She is the chairman of the Supervisory Council of The Netherlands Society for Nature and Environment, member of the Council for the Environmental Infrastructure, member of the CPB Netherlands Bureau for Economic Policy Analysis (CPB) and member of the Board of Aegon Association.

**Reason for nomination:**

Ms Van Lier Lels has been a member of the Supervisory Board since 2001. She serves as a member of the Audit Committee. Her knowledge of- and experience with relations between all stakeholders within large companies and her involvement in major developments in Dutch society from both a social economic and a political perspective are of great value to the Supervisory Board and the company. In the interest of continuity in the Supervisory Board of KPN, Ms Van Lier Lels is again nominated, in deviation of article III.3.5 of the Dutch Corporate Governance Code, for a period of one year. KPN is confident Ms Van Lier Lels is fully committed to KPN and its shareholders. In 2012, Ms Van Lier Lels attended 94% of all Supervisory Board meetings (including both regular and ad hoc meetings).

## Mr R.J. Routs

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<td>KPN shares:</td>
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**Supervisory directorships and other positions:**

Mr Routs was an Executive Board Member at Royal Dutch Shell PLC. Before that he has held various (senior) management positions at this company in The United States of America, Canada and The Netherlands. Mr Routs is Chairman of the Supervisory Board of DSM N.V., Chairman of the Supervisory Board of Aegon N.V., member of the Board of Directors of ATCO and member of the Board of AP Moller-Maersk Denmark and AECOM.

**Reason for nomination:**

Mr Routs has been a member of the Supervisory Board since 2009 and has been the Vice Chairman of the Supervisory Board since April 13, 2010. He serves as a member of the Nominating and Corporate Governance Committee and as the Chairman of the Remuneration and Organization Development Committee. Mr Routs’ technical background and broad managerial experience at the top of one of the world’s leading international companies adds substantial value to KPN and its Supervisory Board. Mr Routs’ expertise in both consumer- and business to business activities are also very useful to the company. The nomination for a period of one year also serves the continuity in the Supervisory Board. KPN is confident Mr Routs is fully committed to KPN and its shareholders. In 2012, Mr Routs attended 83% of all Supervisory Board meetings (including both regular and ad hoc meetings).

## Mr D.J. Haank

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**Supervisory directorships and other positions:**

Mr Haank holds several supervisory and advisory positions, including those of member of the Supervisory Board of NUON and MSD Netherlands B.V. and the Supervisory Council of the Dutch broadcast association TROS. Before his appointment at Springer, Mr Haank was the CEO of Elsevier Science and Executive Board Member of Reed Elsevier PLC.
Reason for nomination:
Mr Haank has been a member of the Supervisory Board since 2009. He serves as Chairman of the Audit Committee. Mr Haank’s expertise and continued involvement in international publishing- and media business where online distribution and other ICT developments have led to major shifts are deemed of great value to KPN. Mr Haank’s financial background also contributes to the company and its Supervisory Board. KPN is confident Mr Haank is fully committed to KPN and its shareholders. In 2012, Mr Haank attended every Supervisory Board meeting (attendance rate of 100%).

Mr C.J. García Moreno Elizondo
Year of birth:
1957
Current positions:
CFO of AMX
Nationality:
Mexican
KPN shares:
None
Supervisory directorships and other positions:
Mr García Moreno Elizondo holds several supervisory and advisory positions, including those of Banco Inbursa and Nacional Financiera. Prior to joining AMX, Mr García Moreno Elizondo held amongst others positions at the Mexican Ministry of Finance as the Director General of Public Credit and at the Swiss Bank Corporation Warburg as executive director and managing director.

Reason for nomination:
Mr García Moreno Elizondo has been designated by AMX pursuant to the terms of the relationship agreement between AMX and KPN signed on February 20, 2013. He will bring extensive knowledge of international business matters and financial markets, drawing on his expertise as CFO of one of the major global telecommunication companies.

Mr O. von Hauske
Year of birth:
1957
Current positions:
COO and Board Member of AMX
Nationality:
Mexican
KPN shares:
None
Supervisory directorships and other positions:
Mr Von Hauske holds several supervisory and advisory positions, including those of supervisory board member of Telekom Austria, member of the Board of Directors of Telmex, NET Servicios, Embratel Participações, Telmex Brasil, Telmex Argentina, Telmex Colombia, Telmex Perú, Telmex Ecuador, Telmex USA and Hildebrando Software.

Reason for nomination:
Mr Von Hauske has been designated by AMX pursuant to the terms of the relationship agreement between AMX and KPN signed on February 20, 2013. He will add considerable value to the work of the board, building on a lifelong career in senior business and strategic positions in telecommunications.

Item 16: Further information
Mr J.F.E. Farwerck:
Year of birth:
1965
Current position:
Managing Director KPN The Netherlands
Nationality:
Dutch
KPN shares:
9,065
Previous position:
Mr Farwerck joined KPN (PTT Telecom) in 1994 as legal counsel, having previously worked for Heineken Brewery Amsterdam. Since 1994 Mr Farwerck held various senior management positions across a number of segments of KPN in The Netherlands. Per February 15, 2012 Mr Farwerck was appointed Managing Director KPN The Netherlands and given responsibility for all of KPN’s activities in The Netherlands.

Education:
Masters in Law, University of Amsterdam
Other positions:
Member VNO-NCW, Board Member ICT Office, Board Member iBasis a KPN Group Company.