



Invitation to attend the KPN Annual General Meeting of Shareholders 2021

Royal KPN N.V. ("KPN") invites its shareholders to its Annual General Meeting of Shareholders formally held at the head office of KPN, Wilhelminakade 123 in Rotterdam, The Netherlands, on Wednesday 14 April 2021.

In accordance with the Temporary Act COVID-19 Justice and Safety, shareholders can only 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. The meeting will commence at 14:00 (CET).

Agenda

1. Opening and announcements.
2. Report by the Board of Management for the fiscal year 2020.
3. Proposal to adopt the financial statements for the fiscal year 2020 (*Resolution*).
4. Remuneration report in the fiscal year 2020 (*Advisory vote*).
5. Explanation of the financial and dividend policy.
6. Proposal to determine the dividend over the fiscal year 2020 (*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 2022 (*Resolution*).
10. Opportunity to make recommendations for the appointment of members of the Supervisory Board.
11. Proposal to appoint Mr. E.J.C. Overbeek as member of the Supervisory Board (*Resolution*).
12. Proposal to appoint Mr. G.J.A. van de Aast as member of the Supervisory Board (*Resolution*).
13. Announcement concerning vacancies in the Supervisory Board arising in 2022.
14. Proposal to authorize the Board of Management to resolve that the company may acquire its own shares (*Resolution*).
15. Proposal to reduce the capital by cancelling own shares (*Resolution*).
16. Proposal to designate the Board of Management as the competent body to issue ordinary shares (*Resolution*).
17. Proposal to designate the Board of Management as the competent body to restrict or exclude preemptive rights upon issuing ordinary shares (*Resolution*).
18. Any other business.
19. 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 17. 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 2020 (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, are available at ir.kpn.com and can also be obtained by contacting ABN AMRO Bank N.V. ("ABN AMRO") at (+ 31) 20 344 20 00 or by email: ava@nl.abnamro.com. 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 17 March 2021, 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');
- For holders of registered shares: the Shareholders' register of the company.

Registration

In accordance with the Temporary Act COVID-19 Justice and Safety, shareholders can only attend the meeting virtually. Shareholders are entitled to virtually 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. Shareholders may also grant a proxy to vote as referred to below.

A holder of deposit shares who wishes to attend the meeting virtually must register with ABN AMRO (via www.abnamro.com/evoting) as of the Record Date and no later than Wednesday 7 April 2021, 17:30 (CET). 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, a valid email address, the number of the securities account and a mobile phone number of the relevant holder required for authentication and verification purposes and in order to provide virtual access to the meeting. The receipt (of registration) to be supplied by ABN AMRO will contain the log-in details for attending the meeting virtually.

A holder of registered shares can attend the meeting via the live stream and has to cast its vote in the manner as set out in the letter of notification.

A holder of ADRs can attend the meeting via the live stream. For issuing voting instructions the ADR holder should contact the American Stock Transfer & Trust Company, LLC at phone number (+1) 866-706-0509 or via email at db@astfinancial.com/ adrproxy@db.com no later than 2 April 2021, 13:00 (US EST).

Voting by proxy

Notwithstanding the obligation to register for the meeting, the right to attend 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 7 April 2021, 17:30 (CET).

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 7 April 2021, 17:30 (CET). 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 7 April 2021 (17:30 CET).

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 KPN online voting platform.

You will be able to login for virtual admission to the meeting on Wednesday 14 April 2021 via www.abnamro.com/evoting from 13:00 (CET) until the commencement of the meeting at 14:00 (CET). You must log in and complete the admission procedure for the meeting before 14:00 (CET). After this time registration is no longer possible; 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 to 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 the Virtual General Meeting of Shareholders can be found at ir.kpn.com.

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

Asking questions

- Questions on the topics mentioned on the agenda, may be submitted per e-mail prior to the meeting until Sunday 11 April 2021, 14:00 CET, 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 be possible to raise follow-up questions in response to the answers on the questions raised prior to the meeting, via the provided chat system or if desired via a separate video connection.
If you wish to make use of the possibility to raise follow-up questions via the video connection you have to explicitly mention that when submitting your questions prior to the meeting. You will then receive a link for this video connection.
In order to raise questions it is required that you have registered as Shareholder 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.

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

Rotterdam, the Netherlands
2 March 2021