



Invitation to attend the KPN Extraordinary General Meeting of Shareholders

Koninklijke KPN N.V. ("KPN") invites its Shareholders to its Extraordinary General Meeting of Shareholders to be held at the head office of KPN, Maanplein 55, The Hague, The Netherlands, on Friday January 9, 2015 at 11:00 AM (CET). The registration will open as of 10:00 AM (CET).

Agenda

1. Opening and announcements.
2. Intended appointment of Mr Frank van der Post:
 - a. Announcement of the intended appointment of Mr Frank van der Post as member of the Board of Management of KPN;
 - b. Approval of a compensation payment to Mr Frank van der Post (*Resolution*).
3. Any other business and closure of the meeting.

Under agenda item 2a of this meeting the notification required under article 17, paragraph 1 of the articles of association will be given. The meeting will not decide on the appointment. Following the meeting, the Supervisory Board will decide on the appointment of Mr Frank van der Post.

Meeting Documents

The agenda with the explanatory notes thereto, including the information regarding the intended appointment, are available free of charge at www.kpn.com/ir and can also be obtained by contacting ABN AMRO Bank N.V. ("ABN AMRO"), at (+ 31) 20 344 20 00 or by email: corporate.broking@nl.abnamro.com. The meeting documents are also available for inspection at the head office of KPN, Maanplein 55, The Hague, 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 12 December 2014, 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 to vote

Shareholders are entitled to 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.

A holder of deposit shares who wishes to attend the meeting must register with ABN AMRO (via www.abnamro.com/evoting) as of the Record Date and no later than Friday 2 January 2015, 5:30 PM (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 of the relevant holder in order to be able to verify the shareholding on the Record Date in an efficient manner. The receipt (of registration) to be supplied by ABN AMRO will serve as admission ticket to the meeting.

A holder of registered shares who wishes to attend the meeting must register no later than Friday 2 January 2015, 5:30 PM (CET), in the manner as set out in the letter of notification.

A holder of ADRs who wishes to attend the meeting in The Netherlands should contact the **American Stock Transfer & Trust Company, LLC** at phone number (+1) 866-706-0509 or via email at info@amstock.com / begonia.roberts@db.com no later than Friday 2 January 2015, 5:00 PM (US EST).

Voting by proxy

Notwithstanding the obligation to register for the meeting, the right to attend the meeting 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 Friday 2 January 2015, 5:30 PM (CET). A copy of the written proxy must be shown at registration for the meeting. 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, can do this via www.abnamro.com/evoting no later than Friday 2 January 2015, at 5:30 PM (CET).

If you intend to instruct your custodian bank/broker 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 institutions as to their cut-off dates.

Registration and identification at the meeting

Registration for admission to the meeting will take place from 10:00 AM (CET) until the commencement of the meeting at 11:00 AM (CET). After this time registration is no longer possible. Persons entitled to attend the meeting may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver's license.

For further information please refer: www.kpn.com/ir or reach out to KPN Investor Relations by telephone at (+31) 70 446 0986.

The Supervisory Board
The Board of Management

The Hague, The Netherlands
28 November 2014