



Koninklijke KPN N.V.

Agenda

Koninklijke KPN N.V. (“KPN”) invites its shareholders to its Extraordinary General Meeting of Shareholders (“EGM”) to be held at the head office of KPN, Maanplein 55, The Hague, The Netherlands, on Friday September 26, 2014 at 11:00 AM (CET). The registration will open as of 10:00 AM (CET).

AGENDA

1. Opening and announcements.
 2. Announcement of the intended appointment of Mr Jan Kees de Jager as member of the Board of Management of KPN.
 3. Any other business and closure of the meeting.
-

Explanatory notes to the agenda

Item 2

The Supervisory Board intends to appoint Mr Jan Kees de Jager as member of the Board of Management and Chief Financial Officer. During the EGM a notification of the intended appointment will be provided, as required under Article 17 of the Articles of Association of KPN. Following the EGM, the Supervisory Board will decide on the appointment of Mr Jan Kees de Jager.

Profile Mr Jan Kees de Jager

In the period 2007-2012, Mr De Jager was a member of the Dutch Cabinet, firstly as State Secretary for Finance (2007-2010), thereafter as Minister of Finance (2010-2012). In the period 1992-2007 Mr De Jager founded and was Managing Partner at ISM eCompany, an eBusiness solutions company. Since his resignation from the Dutch Cabinet, he acted as special advisor to this company. See also below under ‘Further Information’.

Remuneration

The remuneration package of Mr De Jager fits within KPN’s remuneration policy as approved by the General Meeting of Shareholders. The service contract with Mr De Jager will provide for a base salary of EUR 625,000 per year. Furthermore, he is eligible to a short-term variable cash incentive and a long-term variable incentive (based on conditional shares), which are dependent on financial and/or non-financial targets of the company. For full details of KPN’s remuneration policy, reference is made to the remuneration report on page 88 and onwards of KPN’s Integrated Annual Report 2013 and the related LTI amendments (as approved in the Annual Shareholders’ Meeting of 9 April 2014). The contractual severance pay is in line with the Dutch Corporate Governance Code and amounts to one year base salary. A defined contribution pension plan is part of the other (additional) arrangements.



Further Information:

Mr J.C. de Jager

Year of birth: 1969
Current position: ISM eCompany, founding partner and shareholder
Nationality: Dutch
KPN shares: 32,000

Education:

Mr De Jager obtained academic degrees in Law, Business Economics and Sociological Economics (Erasmus University, Rotterdam) and a degree in Business Administration (Nyenrode Business University, Breukelen).

Previous positions:

In the period 2007-2012, Mr De Jager was a member of the Dutch Cabinet, firstly as State Secretary for Finance (2007-2010), thereafter as Minister of Finance (2010-2012). As Minister of Finance, Mr De Jager was responsible for, among others, the budget, general financial and economic policy, supervision of financial markets and co-operation with international financial institutions. As State Secretary for Finance, Mr De Jager was responsible for many change processes, among others within the Dutch Tax Administration. In these functions, Mr De Jager gained a lot of experience with financial markets and financial management of a large organisation.

In the period 1992-2007 and also since his resignation from the Cabinet, Mr De Jager founded and held leading positions at ISM eCompany. ISM eCompany is an eBusiness solutions company, active in the fields of Web solutions, eCommerce applications, eLearning tools, financial/logistical solutions and creative concepts. As Managing Partner Mr De Jager was responsible for overall management, innovation, internet technology development, commercial and financial aspects, large accounts consultancy, new business development, new products development and markets, product innovation strategies and overall company strategy.

Besides above mentioned positions, Mr De Jager was a member of the Supervisory Board of the University of applied sciences in Vlissingen (Hogeschool Zeeland) (January 2006 – February 2007), member of the Advisory Board of the National Organisation for Work and Income (September 2004 – February 2007), member of the Dutch National Innovation Platform (September 2003 – November 2006) and Member of the National Executive Board and Treasurer of the Dutch political party CDA (June 2000 – February 2007).

The Supervisory Board is confident that the extensive experience gained by Mr De Jager during his career in both the private and public sector, his operational leadership in the technology sector, his financial expertise and his entrepreneurial experience will be of great added value for KPN. The appointment of Mr De Jager as CFO will strengthen the Board of Management of KPN.