

Agenda

Koninklijke KPN N.V. invites its shareholders to its Annual General Meeting of Shareholders to be held at the head office of KPN, Maanplein 55 in The Hague on Wednesday April 6, 2011.

Prior to the meeting, shareholders are invited to an informal event in which management will give presentations on KPN's products and services. Presentations will be given from 1:00 pm. Shareholders are therefore invited to KPN Headquarters from 12:30 pm onwards. The meeting will commence at 2:00 pm.

AGENDA

1. Opening and announcements

Review of the year 2010

2. Report by the Board of Management for the financial year 2010

Financial statements for the financial year 2010

3. Proposal to adopt the financial statements for the financial year 2010 **(Resolution)**
4. Explanation of the financial and dividend policy
5. Proposal to adopt a dividend over the financial year 2010 **(Resolution)**

Discharge from liability

6. Proposal to discharge the members of the Board of Management from liability **(Resolution)**
7. Proposal to discharge the members of the Supervisory Board from liability **(Resolution)**

Corporate matters

8. Proposal to appoint the auditor **(Resolution)**

Remuneration

9. Proposal to amend the remuneration policy for the Board of Management **(Resolution)**

10. Proposal to amend the remuneration of the Supervisory Board **(Resolution)**

Composition Supervisory Board

11. Opportunity to make recommendations for the appointment of a member of the Supervisory Board
12. Proposal to appoint Mr J.B.M. Streppel as member of the Supervisory Board **(Resolution)**
13. Proposal to appoint Mr M. Bischoff as member of the Supervisory Board **(Resolution)**
14. Proposal to appoint Ms C.M. Hooymans as member of the Supervisory Board **(Resolution)**
15. Information on the composition of the Supervisory Board going forward

Shares

16. Proposal to authorize the Board of Management to resolve that the company may acquire its own shares **(Resolution)**
17. Proposal to reduce the capital through cancellation of own shares **(Resolution)**

Miscellaneous

18. Any other business and closure of the meeting

Agenda

Explanatory notes to the agenda

Item 2	<p>The Board of Management will give a presentation on the performance of the company in 2010. Subsequently, the General Meeting of Shareholders will be invited to discuss this performance that is described more fully in the Annual Report over 2010. Under this item the Report by the Supervisory Board may also be discussed.</p>
Item 3 - Resolution	<p>It is proposed to the General Meeting of Shareholders to adopt Koninklijke KPN N.V.'s financial statements for the financial year 2010.</p>
Item 4	<p>Under this agenda item the Board of Management will give an explanation of the financial, dividend and reservation policy of Koninklijke KPN N.V. as outlined in the Annual Report over the financial year 2010.</p>
Item 5 - Resolution	<p>On February 21, 2011, the Board of Management, with approval of the Supervisory Board, has allocated an amount of EUR 579 million out of the profit to the other reserves. The remaining part of the profit over 2010, amounting to EUR 1,214 million, is available for distribution as dividend.</p> <p>In August 2010, an interim dividend of EUR 0.27 was paid to all holders of ordinary shares, amounting to a total of EUR 419 million. Therefore, the remaining part of the profit over 2010, which is available for distribution as final dividend, amounts to EUR 795 million.</p> <p>It is proposed to the General Meeting of Shareholders to determine the total dividend over 2010 at EUR 0.80 per ordinary share. After deduction of the interim dividend of EUR 0.27 per ordinary share, the final dividend will be EUR 0.53 per ordinary share. Subject to the provisions of Article 37 of the Articles of Association, the 2010 final dividend will become payable as of April 18, 2011, which is 8 working days after the date of the General Meeting of Shareholders. The pay-out ratio of this dividend amounts to 68% of the net profit for 2010.</p>
Item 6 - Resolution	<p>It is proposed to the General Meeting of Shareholders to discharge the members of the Board of Management from all liability in relation to the exercise of their duties in the financial year 2010, to the extent that such exercise is apparent from the financial statements or has been otherwise disclosed to the General Meeting of Shareholders prior to the approval of the financial statements.</p>
Item 7 - Resolution	<p>It is proposed to the General Meeting of Shareholders to discharge the members of the Supervisory Board from all liability in relation to the exercise of their duties in the financial year 2010, to the extent that such exercise is apparent from the financial statements or has been otherwise disclosed to the General Meeting of Shareholders prior to the approval of the financial statements.</p>
Item 8 - Resolution	<p>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 2011.</p>
Item 9 - Resolution	<p>On April 15, 2004, the General Meeting of Shareholders approved the remuneration policy for members of the Board of Management. Amendments related to the Long Term Incentive Scheme ('LTI') of the members of the Board of Management were adopted by the General Meeting in the years 2006, 2007 and 2008. In 2010, an amendment to the remuneration of the members of the Board of Management in case of a change of control was adopted by the General Meeting. During 2010, the company's remuneration policy has been re-assessed, leading to a proposal for a number of amendments. With the proposed changes, the Supervisory Board wishes to shift the emphasis of the incentives towards the longer term, to simplify the LTI grant policy and to add non-financial elements to the LTI, such as energy reduction and reputation related targets. The remuneration policy is described in the remuneration report, which is included in the Annual Report. It is proposed to amend this policy on the following points:</p> <ul style="list-style-type: none">• Shift the LTI grant policy from a percentage where the participant is given an entitlement based on a percentage of fixed compensation, to a fixed number of performance shares, the latter approach being simpler and more transparent.• Shift the weight of the short and the long term incentives towards the long term incentives leading to:<ul style="list-style-type: none">◦ Adjustment of the on-target short term incentive ('STI') opportunity from 75% of fixed compensation to 60% of fixed compensation for ordinary members and from 100% to 90% of fixed compensation for the CEO.◦ Adjustment of the on-target LTI opportunity from 75% of fixed compensation to a number of 66,000 shares with deferred dividend

payment for ordinary members and from 150% to a number of 95,000 shares with deferred dividend payment for the CEO. The number of shares is based on an on-target performance (position 7 in the peer group) for the performance period of three years. The current vesting table, as approved by the General Meeting of Shareholders in 2008, remains applicable. The maximum vesting percentage of 200% also remains applicable. At the General Meeting of Shareholders on April 6, 2011, an example will further explain the determination of the number of shares.

- Adjustment of the STI payout methodology from a matrix approach (payout based on the achievement of a combination of financial targets) to a payout approach for each of the financial- and non-financial targets. The key difference is that in the former approach non-performance of one of the targets would resolve in non-payment, whilst in the new approach payment takes place for each individual target, if achieved. The range for the discretionary factor, currently ranging from 0.5 to 1.5, is brought back to a range of 0.7 to 1.3. With this discretionary factor, the Supervisory Board is enabled to express the assessment of the overall individual performance of each Board of Management member. The purpose of this change is to encourage entrepreneurial behaviour whilst avoiding any incentives to sail too close to the wind.
- Introduction of a share ownership recommendation whereby the members of the Board of Management are encouraged to acquire company shares equal to one times the annual fixed compensation for members of the Board of Management (excluding CEO) and two times the annual fixed compensation for the CEO. Retained shares as part of the LTI will be included in the share ownership recommendation.
- Introduction of a non-financial component for vesting of shares as part of the LTI plan. The number of vested shares is currently solely based on the extent to which the returns to KPN shareholders outperform the returns of shareholders of a peer group of companies. It is proposed to continuously align 75% of the on-target LTI incentive opportunity to the existing Total Shareholder Return (TSR) methodology and to align the remaining 25% of the on-target LTI incentive opportunity to non-financial parameters, i.e. energy reduction targets and a reputation dashboard.
- Integration of the Dutch employment peer group and the European employment peer group into one peer group of 14 Dutch- and European companies.

Item 10 - Resolution

The remuneration of the Supervisory Board was lastly amended at the General Meeting of Shareholders in April 2008. In view of the competitive remuneration developments in the market combined with an increased workload and responsibility for Supervisory Board members, it is proposed to the General Meeting of Shareholders to adjust the current remuneration levels for members of the Supervisory Board in the following way:

	Current in EUR*	Proposal in EUR*
Chairman of the Supervisory Board	80,000	100,000
Vice Chairman of the Supervisory Board	-	70,000
Member of the Supervisory Board	55,000	60,000
Chairman of Audit Committee	20,000	unaltered
Member of the Audit Committee	10,000	unaltered
Chairman of the Remuneration & Organization Development Committee	10,000	unaltered
Member of the Remuneration & Organization Development Committee	5,000	unaltered
Chairman of the Nominating & Corporate Governance Committee	10,000	unaltered
Member of the Nominating & Corporate Governance Committee	5,000	unaltered
If the Supervisory Board and/or its Committees meet in a country different than the country of residence of a member of the Supervisory Board, that member shall receive an additional fee of EUR 1,500 per meeting		unaltered

* All amounts per year

Item 11

Mr J.B.M. Streppel, Mr M. Bischoff and Ms C.M. Hooymans are due to step down from the Supervisory Board at the end of this General Meeting of Shareholders as they have reached the end of their four-year term of office. The vacancies arising 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 either have extensive knowledge of and expertise in financial and auditing matters, on relevant technology and/or on public policy and the candidates should have sufficient experience in (inter)national business. Mr Streppel, Bischoff and Ms Hooymans have indicated their availability for reappointment. The General Meeting of Shareholders has the opportunity to put forward recommendations for the vacancies.

Item 12 - Resolution

Under the condition precedent that no recommendations for another person have been made by the General Meeting of Shareholders under item 11, the Supervisory Board nominates Mr J.B.M. Streppel for reappointment as a member of the Supervisory Board. The Board of Management and the Central Works Council support the nomination. Mr Streppel complies with the requirements of the profile of the Supervisory Board and the specific requirements as set out under item 11, in particular as to his involvement in Dutch corporate governance matters and his extensive knowledge of financial and accounting matters. It is therefore proposed to the General Meeting of Shareholders to appoint Mr Streppel 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 of Shareholders under item 11, the Supervisory Board nominates Mr M. Bischoff for reappointment as a member of the Supervisory Board. The Board of Management and the Central Works Council support the nomination. Mr Bischoff complies with the requirements of the profile of the Supervisory Board and the specific requirements as set out under item 11, in particular as to his extensive knowledge of financial and accounting matters and his broad experience in international business. It is therefore proposed to the General Meeting of Shareholders to appoint Mr Bischoff 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 - Resolution

Under the condition precedent that no recommendations for another person have been made by the General Meeting of Shareholders under item 11, the Supervisory Board nominates Ms C.M. Hooymans for reappointment as a member of the Supervisory Board. The nomination for this position was subject to the enhanced right of recommendation of the Central Works Council, which recommended Ms Hooymans' nomination. The Board of Management supports the nomination. Ms Hooymans complies with the requirements of the profile of the Supervisory Board and the specific requirements as set out under item 11, in particular as to her knowledge of the technology relevant for KPN and her experience in the Dutch public sector. It is therefore proposed to the General Meeting of Shareholders to appoint Ms Hooymans 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 15

The Supervisory Board has the intention to fill in the vacancy that arose when Mr D.I. Jager decided to step down in 2010, by nominating a candidate for appointment after the 2011 Annual General Meeting of Shareholders. Currently, the Supervisory Board is well balanced in its composition regarding expertise, diversity and knowledge. However, the Supervisory Board always looks for opportunities to reinforce, particularly with reference to strong financial expertise. Furthermore, at the closure of the Annual General Meeting of Shareholders in 2013, Mr Risseeuw and Ms Van Lier Lels will step down since they have then reached the end of their four-year term of office and no renewal is possible.

Item 16 - Resolution

It is proposed to authorize the Board of Management to acquire the company's own ordinary shares for a period of 18 months until October 6, 2012¹. The number of shares to be acquired shall be limited by the maximum percentage of shares that the company – by law or by virtue of its articles of association – may hold in its own capital at any moment, taking into account the possibility to cancel the acquired shares as proposed under agenda item 17. In practice, this will mean that the company may acquire up to 10% of its own issued shares, cancel these shares, and acquire a further 10%.

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 Euronext Amsterdam N.V. 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 Euronext Amsterdam N.V. between 9:00 am (CET) and 5:30 pm (CET) adjusted for block, cross and auction trades. Resolutions to acquire the company's own shares are subject to the approval of the Supervisory Board.

Item 17 - Resolution

The Board of Management proposes, with the approval of the Supervisory Board, that the General Meeting of Shareholders resolves to reduce the issued capital through cancellation of shares². The number of shares that will be cancelled following this resolution, will be determined by the Board of Management. It is restricted to a maximum of 10% of the issued capital as shown in the annual accounts for the financial year 2010. Only shares held by the company may be cancelled. Each time the amount of the capital reduction will be stated in the resolution of the Board of Management that shall be filed at the Chamber of Commerce in The Hague. Furthermore, it is proposed to cancel the shares that the Company has acquired until April 5, 2011, inclusive in the context of its current share repurchase program³, which number will be reported at the meeting.

¹ In accordance with article 98(4) of Book 2 of the Dutch Civil Code and article 15 of the articles of association.

² In accordance with article 16 of the Articles of Association.

³ As announced on January 26, 2011.

Information required under article 142 (3) of Book 2 of the Dutch Civil Code

Mr J.B.M. Streppel

Year of birth:	1949
Current position:	Chairman of the Monitoring Committee of the Dutch Corporate Governance Code
Nationality:	Dutch
Shares:	0
Supervisory directorships and other positions:	Mr Streppel is Vice-President of the Supervisory Board of Van Lanschot N.V. and chairman of the shareholder communication channel.
Reason for nomination:	Mr Streppel has been a member of the Supervisory Board since 2003 and Chairman since 2010. He also serves as Chairman of the Nominating and Corporate Governance Committee and member of the Remuneration and Organizational Development Committee. His extensive financial expertise, as well as his involvement in Dutch corporate governance contributes substantially to the Supervisory Board and the company.

Dr. M. Bischoff

Year of birth:	1942
Current position:	Chairman of the Supervisory Board of Daimler AG
Nationality:	German
Shares:	9,000
Supervisory directorships and other positions:	Dr. Bischoff is Chairman of the Supervisory Boards of SMS GmbH and Voith AG, member of the Supervisory Board of Fraport AG and non-executive member of the Board of Directors of Unicredit S.p.a.
Reason for nomination:	Dr. Bischoff has been a member of the Supervisory Board since 2003. He serves as a member of the Audit Committee. His extensive financial expertise and his experience in international and particularly German business, are of great value to the Supervisory Board and the company.

Ms C.M. Hooymans

Year of birth:	1951
Current position:	Member of the Board of Management of TNO; Netherlands Organization of Applied Scientific Research
Nationality:	Dutch
Shares:	0
Supervisory directorships and other positions:	Ms Hooymans holds several supervisory and/or advisory positions, including those of member of the Advisory Council Science and Technology of the Dutch ministries of Education and Economic Affairs, member of the Board of the Radboud Foundation (Radboud University and Radboud University and Medical Center), member of the Supervisory Board of Rabobank Vallei en Rijn and a deputy crown-appointed member of the Social and Economic Council (SER).
Reason for nomination:	Ms Hooymans has been a member of the Supervisory Board since 2007. She serves as a member of the Nominating and Corporate Governance Committee and of the Remuneration and Organizational Development Committee. Ms Hooymans has extensive experience in research and science, since 2002 as member of the Board of Management of TNO. This experience is of great value to the Supervisory Board, as the company is constantly at the forefront of technological developments. Furthermore, Ms Hooymans' experience and relations in the governmental and scientific sector are deemed very useful for the company.