



## Invitation to attend the KPN Annual General Meeting of Shareholders, 2015

*Koninklijke KPN N.V. ("KPN") invites its Shareholders to its Annual General Meeting of Shareholders to be held at the head office of KPN, Maanplein 55, in The Hague, The Netherlands, on Wednesday 15 April 2015 at 14:00 hours (CET), registration will open at 12.00 hours (CET).*

### Agenda

1. Opening and announcements.
2. Report by the Board of Management for the financial year 2014.
3. Remuneration in the financial year 2014.
4. Proposal to adopt the financial statements for the financial year 2014 (*Resolution*).
5. Explanation of the financial and dividend policy.
6. Proposal to determine the dividend over the financial year 2014 (*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 financial year 2016 (*Resolution*).
10. Opportunity to make recommendations for the appointment of a member of the Supervisory Board.
11. Proposal to appoint Ms J.C.M. Sap as member of the Supervisory Board (*Resolution*).
12. Proposal to appoint Mr P.F. Hartman as member of the Supervisory Board (*Resolution*).
13. Announcement concerning vacancies in the Supervisory Board in 2016.
14. Proposal for the remuneration of the members of the Strategy & Organization Committee (*Resolution*).
15. Proposal to authorize the Board of Management to resolve that the company may acquire its own shares (*Resolution*).
16. Proposal to reduce the capital through cancellation of own shares (*Resolution*).
17. Proposal to designate the Board of Management as the competent body to issue ordinary shares (*Resolution*).
18. Proposal to designate the Board of Management as the competent body to restrict or exclude pre-emptive rights upon issuing ordinary shares (*Resolution*).
19. Any other business and closure of the meeting.

### Meeting Documents

The agenda with the explanatory notes thereto (including the information regarding the nominated members for the Supervisory Board as referred to in article 142 (3) of Book 2 of the Dutch Civil Code), the Integrated Annual Report 2014 (including the financial statements, the remuneration report and the information as referred to in article 392 (1) of Book 2 of the Dutch Civil Code) are available free of charge on the internet at [www.kpn.com/ir](http://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](mailto:corporate.broking@nl.abnamro.com). The meeting documents are also available for inspection at the head office of KPN, Maanplein 55 in 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 18 March 2015, 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](http://www.abnamro.com/evoting)) as of the Record Date and no later than Wednesday 8 April 2015, 17:30 hours (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 Wednesday 8 April 2015, 17:30 hours (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](mailto:info@amstock.com) / [begonia.roberts@db.com](mailto:begonia.roberts@db.com) no later than Wednesday 8 April 2015, 17:00 hours (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 8 April 2015, 17:30 hours (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](http://www.abnamro.com/evoting) no later than Wednesday 8 April 2015, at 17:30 hours (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 12:00 hours (CET) until the commencement of the meeting at 14:00 hours (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.

**Webcast**

The meeting will be broadcasted live and in full through the internet at [www.kpn.com/ir](http://www.kpn.com/ir).

For further information please refer to the internet: [www.kpn.com/ir](http://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  
4 March 2015