



# Invitation to attend the KPN N.V. General Meeting of Shareholders, 2009

*Koninklijke KPN N.V. invites its shareholders to its Annual General Meeting of Shareholders to be held at KPN Telehouse, La Gardiaweg 5 in Amsterdam, The Netherlands, on Tuesday, April 7, 2009, at 2:00 pm CET.*

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

## **Agenda and Meeting documents**

The full agenda and the explanatory notes thereto, including the information regarding the nominated members of the Supervisory Board as referred to in article 142 (3) of Book 2 of the Dutch Civil Code and the Annual Report 2008 including the financial statements and the information as referred to in article 392 (1) of Book 2 of the Dutch Civil Code are all available via:

- the internet on [www.kpn.com/ir](http://www.kpn.com/ir)
- and can also be obtained by calling ABN AMRO Bank N.V., an authorised agent of RBS ('RBS'), at (+31) 20 383 67 07
- or by email: [corporate.actions@rbs.com](mailto:corporate.actions@rbs.com).

The meeting documents are available free of charge. The meeting documents are also available for inspection at the head office of Koninklijke KPN N.V., Maanplein 55 in The Hague, The Netherlands and at RBS, p/a ABN AMRO Bank N.V., Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands. For further information please refer to the company at (+31) 70 446 09 86.

## **Record Date**

The Board of Management has determined that for this meeting, those holders of ordinary shares who on March 16, 2009, at the closure of trading of Euronext Amsterdam ('Record Date'), are registered as such in a (sub)register designated by the Board of Management will be considered as entitled to vote and/or attend the general meeting. The (sub)registers for bearer shares are the share positions held at the Record Date by the banks and brokers which are according to the Dutch Securities Depository Act ('Wet giraal effectenverkeer') participating institutions ('aangesloten instelling') of the Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V. ('Participating Institution'). The (sub)registers for registered ordinary shares are mentioned in the notice letters.

## **Registering to vote at the AGM**

Shareholders are entitled to vote up to the total number of shares that they held at the end of the 'Record Date', March 16, 2009. There then follows a two step process of registering to vote and then executing your vote.

### *Registered ordinary shares*

Holders of registered ordinary shares who wish to participate in the meeting must notify the Board of Management in writing no later than Thursday April 2, 2009, 5:30 pm CET.

## **Bearer shares**

Holders of bearer shares who wish to attend the meeting must notify ABN AMRO Bank N.V. – as of tomorrow, March 10, 2009 – in writing (via their own bank) and not later than Wednesday April 2, 2009, 5:30 pm CET. A confirmation must be submitted by the Participating Institution, in which administration those holders are registered as holders of the shares, stating that such shares were registered in their name at the Record Date, whereupon the holder will receive an admission ticket for the general meeting.

## **Holders of ADRs**

Holders of ADRs who wish to vote can do so through JPMorgan, the US depository. Such holders must return their completed proxy form to JPMorgan prior to 3:00 pm EST March 31, 2009. ADR holders wishing to attend the Annual General Meeting in the Netherlands should contact the JPMorgan Service Center at phone number 1-302-552-0268 no later than March 31, 2009. A holder of ADRs will be entitled to attend the meeting and to exercise voting rights with respect to the number of shares held at the close of business on March 10, 2009.

## **Voting by proxy**

The right to attend the meeting may be exercised by a written proxy, for which purpose forms can be obtained free of charge as set out in the paragraph above entitled 'Agenda and Meeting Documents'. The shareholders who wish to exercise their proxy electronically are referred to [www.rbs.com/evoting](http://www.rbs.com/evoting). The proxy must be received by the Board of Management no later than April 3, 2009 at 6:00 pm CET. A copy of the written proxy must be shown at the registration for the meeting.

A full overview of possibilities to exercise rights to attend the meeting and to vote, either written or electronically, is available on the internet: [www.kpn.com/ir](http://www.kpn.com/ir).

**If you intend to send voting instructions via a custodian bank/broker their deadlines will be a number of days before those mentioned above. Please check with the individual institutions as to their cut-off dates.**

## **No share blocking**

As a consequence of the Record Date as set out above, the Admitted Institutions of Euroclear Nederland (Dutch custodians) will not block shares.

## **Webcast**

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

The Board of Management  
The Hague, The Netherlands  
March 9, 2009

For more information [www.kpn.com/ir](http://www.kpn.com/ir)