
**PROPOSED AMENDMENT TO THE
ARTICLES OF ASSOCIATION OF
Koninklijke KPN N.V.,
having its official seat in The Hague, The Netherlands.**

27 February 2013

as it will be presented at the Company's General Meeting of Shareholders
to be held on 10 April 2013 for its approval.

ALLEN & OVERY

Office translation

In preparing this document, an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation, and if they do, the Dutch text will govern by law.

In this document, Dutch legal concepts are expressed in English terms and not in their original Dutch terms; the concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

The following proposal contains two columns. The current text of the Articles of Association is set out in the first column and the proposed new text is set out in the second column. Explanatory notes are available separately.

Current text:

Article 5. Authorised capital. Classes of shares.

1. The authorised capital amounts to one billion four hundred forty million Euro (EUR 1,440,000,000.--).
2. The authorised capital is divided into:
 - a. three billion (3,000,000,000) ordinary shares of twenty-four Euro cent (EUR 0.24);
 - b. three billion (3,000,000,000) preference shares B of twenty-four Euro cent (EUR 0.24).

(...)

Proposed new text:

Article 5. Authorised capital. Classes of shares.

In the event more than one of the alternatives below may be applicable, the Board of Management will determine which alternative will be included in the articles of association.

Alternative A, applicable if after issuance at least 2,000,000,000 ordinary shares in total are issued.

1. The authorised capital amounts to two billion four hundred million Euro (EUR 2,400,000,000.--).
2. The authorised capital is divided into:
 - a. five billion (5,000,000,000) ordinary shares of twenty-four Euro cent (EUR 0.24);
 - b. five billion (5,000,000,000) preference shares B of twenty-four Euro cent (EUR 0.24).

(...)

Alternative B, applicable if after issuance at least 3,500,000,000 ordinary shares in total are issued.

1. The authorised capital amounts to four billion two hundred million Euro (EUR 4,200,000,000.--).
2. The authorised capital is divided into:
 - a. eight billion seven hundred and fifty million (8,750,000,000) ordinary shares of twenty-four Euro cent (EUR 0.24);
 - b. eight billion seven hundred and fifty million (8,750,000,000) preference shares B of twenty-four Euro cent (EUR 0.24).

(...)

Alternative C, applicable if after issuance at least 6,000,000,000 ordinary shares in total are issued.

1. The authorised capital amounts to seven billion two hundred million Euro (EUR 7,200,000,000.--).
2. The authorised capital is divided into:
 - a. fifteen billion (15,000,000,000) ordinary shares of twenty-four Euro cent (EUR 0.24);
 - b. fifteen billion (15,000,000,000) preference shares B of twenty-four Euro cent (EUR 0.24).

(...)

Article 20. Representation.

1. The Board of Management represents The company. Representative authority shall also vest in:
 - a. the chairman of the Board of Management, or
 - b. two other members of the Board of Management, acting jointly.
2. The Board of Management may appoint attorneys with general or restricted power to represent the company. Any such appointment may be withdrawn at any time. All such officers shall represent the company with due observance of the restrictions imposed on their powers. Their titles shall be determined by the Board of Management.
3. In the event of a conflict of interest between the company and a member of the Board of Management, the company shall be represented by a member of the Board of Management or a member of the Supervisory Board appointed by the Supervisory Board for this purpose.

Article 20. Representation.

To be deleted.

Article 45. Transitional Provision.

1. The provisions of Article 5 paragraphs 1 and 2 only become effective at the moment on which, pursuant to a resolution of the Board of Management to that effect, **subject only to the condition precedent of the execution**

by a civil-law notary (of Allen & Overy LLP) of a notarial deed of record (*akte van constatering*) of the number of ordinary shares that will be issued and, if applicable, for which of the three alternatives has been opted by the Board of Management, ordinary shares have been issued, resulting in the issued share capital being at least ● euro (EUR ●) (*amount depends on the applicable alternative; to be filled out by the civil-law notary*)

Until the execution of such notarial deed of record Article 5 paragraphs 1 and 2 will read as follows:

- "1. The authorised capital amounts to one billion six hundred eighty million Euro (EUR 1,680,000,000.--).
2. The authorised capital is divided into:
 - a. three billion five hundred million (3,500,000,000) ordinary shares of twenty-four Euro cent (EUR 0.24);
 - b. three billion five hundred million (3,500,000,000) preference shares B of twenty-four Euro cent (EUR 0.24)."
2. This Article 45 expires as soon as the notarial deed of record as referred to under paragraph 1 has been executed.

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