



# Invitation to attend the General Meeting of Shareholders

Koninklijke KPN N.V. invites its shareholders to its Annual General Meeting of Shareholders to be held at KPN Telehouse, La Guardiaweg 5 in Amsterdam, at 2.30 PM on Tuesday, April 12, 2005.

## AGENDA

1. Opening and announcements
2. Report by the Board of Management for the financial year 2004
3. Financial statements for the financial year 2004
  - a. *Proposal to adopt the financial statements for the financial year 2004*
  - b. *Explanation of the dividend policy*
  - c. *Proposal to adopt a dividend over the financial year 2004*
4. Discharge from liability
  - a. *Proposal to discharge the members of the Board of Management from liability*
  - b. *Proposal to discharge the members of the Supervisory Board from liability*
5. Corporate Governance
  - a. *Report on Corporate Governance*
  - b. *Proposal to amend the Articles of Association*
6. Proposal to appoint the auditor
7. Composition of the Supervisory Board and the Board of Management
  - a. *Discussion on profile of the Supervisory Board*
  - b. *Opportunity to make recommendations for the appointment of two members of the Supervisory Board*
  - c. *Appointment of two members of the Supervisory Board*
    - i. *Appointment of Mr. A.H.J. Risseuw*
    - ii. *Appointment of Ms. M.E. van Lier Lels*
  - d. *Announcement concerning vacancies arising at the Annual General Meeting of Shareholders in 2006*
  - e. *Proposal to amend the remuneration of members of the Supervisory Board*
8. Acquisition, issuance and cancellation of shares, as well as the restriction or exclusion of pre-emptive rights
  - a. *Proposal to authorize the Board of Management to resolve for the company to acquire its own shares*
  - b. *Proposal to extend the designation of the Board of Management as competent body to issue shares*
  - c. *Proposal to extend the designation of the Board of Management as competent body to restrict or exclude pre-emptive rights*
  - d. *Proposal to reduce the capital through cancellation of own shares*
9. Any other business and closure of the meeting

The purpose of the proposal, made under item 8d, to reduce the issued capital is to support the company's share repurchase programme. Further information on this and the other agenda items is available in the full agenda and explanatory notes thereto, that may be inspected or obtained in the manner described below.

## Meeting documents

The agenda and the explanatory notes thereto, including the profile of the Supervisory Board and 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, as well as the proposed amendment to the articles of association and explanatory notes thereto and the Annual report and Form 20-F 2004 including the financial statements and the information as referred to in article 392 (1) of Book 2 of the Dutch Civil Code are available via the internet on [www.kpn.com](http://www.kpn.com) ('about KPN', 'Investor Relations') and can also be obtained by calling ABN AMRO Servicedesk (+31) 76 579 94 55. 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 ABN AMRO Bank N.V., Foppingadreef 22 in Amsterdam, The Netherlands. For further information please refer to the company at (+31) 70 446 15 83.

## Registration time

The Board of Management has determined that for this meeting, with respect to ordinary shares the persons who will be considered as entitled to vote and/or attend the general meeting, are those persons who on April 5, 2005 at 6.00 PM ('Registration Time') are registered as such in a (sub)register designated by the Board of Management. The (sub)registers for bearer shares are the administrations held at the Registration Time by the banks and brokers which are according to the Dutch Securities Depository Act ('Wet giraal effectenverkeer') participating institutions ('aangesloten instelling') of Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V. ('Participating Institution'). The (sub)register for registered ordinary shares are mentioned in the notice letters.

## Registered ordinary shares

Holders of registered ordinary shares who wish to attend the meeting must notify the Board of Management in writing no later than the Registration Time.

## Bearer shares

Holders of bearer shares who wish to attend the meeting must notify ABN AMRO Bank N.V. in writing (via their own bank) not later than the Registration Time. 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 are registered and will remain registered in its administration up to and including the Registration Time, whereupon the holder will receive an admission ticket for the general meeting.

## Proxy

The right to attend the meeting may be exercised by a written proxy, for which purpose forms can be obtained by calling the phone number mentioned above or from the above mentioned addresses (see 'Meeting Documents'), free of charge. The written proxy must be received by the Board of Management no later than April 10, 2005 at 6.00 PM. A copy of the written proxy needs to 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](http://www.kpn.com) ('About KPN', 'Investor Relations').

## Registration

Registration for admission to the annual general meeting will take place from 1.00 PM until the commencement of the meeting at 2.30 PM. After this time registration is no longer possible.

## Identification

Persons entitled to attend the meeting may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document such as a passport or driver's license.

The Board of Management  
The Hague, The Netherlands  
March 21, 2005