

By-laws of the Board of Management

of Royal KPN N.V.

Adopted in the meeting of the Board of Management

Approved in the meeting of the Supervisory Board of
15 December 2005, amended 21 October 2008,
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INTRODUCTION

- 0.1 These By-Laws are established pursuant to article 19.3 of the Articles of Association.
- 0.2 In its resolution adopted on December 8, 2005, the Board of Management unanimously declared that:
 - (a) it will comply with and be bound by the obligations arising from these By-Laws to the extent that they apply to it and its members;
 - (b) on appointment of new members of the Board of Management it will cause such members to issue a declaration as referred to in (a) above.
- 0.3 These By-Laws are complementary to the provisions regarding the Board of Management and the Members of the Board of Management contained in applicable law and regulations, the Articles of Association and the rules pertaining to the relationship between the Supervisory Board and the Board of Management contained in the By-Laws of the Supervisory Board.
- 0.4 These By-Laws are posted on the Company's website.
- 0.5 The meaning of certain capitalized or uncapitalized terms used in these By-Laws are set forth in the List of Definitions attached as **Annex 1**.

CHAPTER I COMPOSITION OF THE BOARD OF MANAGEMENT; POSITIONS

1. Composition; Division of Tasks

- 1.1 The members of the Board of Management are appointed by the Supervisory Board in the manner as provided in the Articles of Association.
- 1.2 Members of the Board of Management are appointed for a maximum of four years per term.¹
- 1.3 The Board of Management shall consist of a number of two or more members to be fixed by the Supervisory Board.²
- 1.4 If a member of the Board of Management is absent or is unable to perform his duties, the remaining members of the Board of Management shall be temporarily entrusted with the entire management of the Company. If all members of the Board of Management are absent or unable to perform their duties, the management of the Company shall be temporarily entrusted to the Supervisory Board, which shall then be authorized to delegate the management of the Company temporarily to one or more persons, whether or not from among its members.³
- 1.5 Individual members of the Board of Management may be charged with specific parts of the managerial tasks, without prejudice to the collective responsibility of the Board of Management as a whole. The Board of Management remains collectively responsible for decisions, even if they are prepared by individual members of the Board of Management or by the Executive Committee as further described in clause 2 below. An individual member of the Board of Management may only exercise such powers as are explicitly attributed or delegated to him and he may never exercise powers beyond those exercisable by the Board of Management as a whole.
- 1.6 The division of tasks within the Board of Management is determined (and amended, if necessary) by the Board of Management, subject to the approval of the Supervisory Board⁴. Members of the Board of Management especially charged with particular managerial tasks are primarily responsible for the risk control and monitoring of the managerial tasks concerned. The current division of tasks between the members of the Board of Management, which for the Chairman of the Board of Management and CFO are in addition to their respective tasks described in clauses 3 and 4 below, is set out in **Annex 2**.

¹ Dutch Corporate Governance Code, best practice provision II.1.1.

² Article 16 paragraph 1 Articles of Association

³ Article 22 of the Articles of Association

⁴ Article 19 paragraph 4 of the Articles of Association

- 1.7 Each member of the Board of Management must, in accordance with rules to be determined by the Board of Management, inform the other members of the Board of Management in a clear and timely manner about the way in which he has used delegated powers and about the progress and special developments in the area of his responsibilities.
- 1.8 The Board of Management and the Executive Committee shall ensure that resolutions regarding a Division or an Operating Company as specified in **Annex 3** shall require the approval of the Board of Management.

2. Executive Committee

- 2.1 The Board of Management may appoint a committee entrusted with the task to support the Board of Management in managing the affairs of the company, hereinafter referred to as ‘the Executive Committee’.
- 2.2 The members of the Executive Committee other than the members of the Board of Management are appointed by the Board of Management after consultation with the Supervisory Board. These members of the Executive Committee can be suspended or dismissed from the Executive Committee by the Board of Management.
- 2.3 The Executive Committee consists of the members of the Board of Management, directors of the key business Divisions and certain key staff officers, as further defined in **Annex 5**.
- 2.4 Notwithstanding clause 2.1 and 5, the rights and obligations of the Board of Management under the Dutch law, Articles of Association and the Dutch Corporate Governance Code remain in full force and effect. The responsibility for the fulfillment of their responsibilities is vested collectively in the Board of Management.
- 2.5 The Board of Management shall remain accountable for all actions and decisions of the Executive Committee.

3. Chairman of the Board; CEO

- 3.1 The Supervisory Board appoints one of the members of the Board of Management as CEO who shall also act as Chairman of the Board of Management.
- 3.2 Within the Board of Management, the Chairman of the Board of Management is primarily responsible for:
- (a) preparing an agenda and chairing meetings of the Board of Management;
 - (b) ensuring that the Board of Management functions and makes decisions in a collective manner;
 - (c) determining whether a proposed resolution should be brought to the Board of Management for a vote;
 - (d) ensuring that passed resolutions are in accordance with the strategy that should lead to the realization of the objectives of the Company as referred to in clause 6.1 of these By-Laws;
 - (e) supervising the implementation of passed resolutions and determining if further consultation with the Board of Management on their implementation is required; and
 - (f) consulting on an ad hoc basis with members of the Board of Management regarding their respective tasks.
- 3.3 Within the Board of Management, the Chairman of the Board of Management is also responsible for the following matters regarding the relationship between the Board of Management and the Supervisory Board:
- (a) designating Members of the Board of Management who consult on behalf of the Board of Management with Committees of the Supervisory Board;
 - (b) submitting a proposed agenda and preparing meetings of the Supervisory Board in consultation with the Chairman of the Supervisory Board and supported by the Company secretary;
 - (c) ensuring that the Supervisory Board is provided with all information necessary for the proper performance of its duties;
 - (d) overseeing and ensuring communications of the Board of Management with the Supervisory Board;

- (e) consulting regularly with the Chairman of the Supervisory Board and consulting other members of the Supervisory Board if deemed necessary or advisable;
 - (f) considering requests of Members of the Board of Management to consult with particular members of the Supervisory Board regarding an area of expertise; and
 - (g) if requested, participating in meetings with the Audit Committee and the CFO as described in clause 3.3 of these By-Laws.
- 3.4 The Chairman of the Board of Management is assisted in the organization of the matters set out in clauses 2.2 and 2.3 by the Company secretary.

4. Chief Financial Officer

- 4.1 The Supervisory Board appoints one of the members of the Board of Management as CFO.
- 4.2 Within the Board of Management, the CFO is primarily responsible for:
- (a) formulating and communicating the Company's financial strategy;
 - (b) overseeing and ensuring the integrity of the Company's accounts;
 - (c) the financial reporting of the Company; and
 - (d) performing any other related duties as may be prescribed from time to time by the Board of Management.
- 4.3 Within the Board of Management, the CFO is also primarily responsible for taking part in meetings, when requested, of the Audit Committee to discuss:
- (a) the effect of internal risk management (including fraud management) and control systems , including supervision of the enforcement of the relevant legislation and regulations, and supervising the effect of codes of conduct ;
 - (b) the submission of financial information by the Company (choice of accounting policies, application and assessment of the effects of new legislation in this area, information on the treatment of estimated entries (schattingsposten) in the annual accounts, forecasts, etc.) and the monitoring of the integrity of KPN's financial statements;
 - (c) the Company's annual audited financial statements and any interim statements (including any disclosures by management relating to KPN's results) and KPN's earnings press releases and other financial information and earnings guidance provided to analysts and rating agencies.

- (d) compliance with recommendations and observations of internal and external auditors ;
- (e) the functioning of the internal audit department, which falls under the CEO's responsibility; in particular regarding the plan of action (werkplan) for the internal audit department and the findings and considerations of the internal audit department;
- (f) the Company's tax planning
- (g) the financing of the Company and finance-related strategies;
- (h) the application of information and communication technology (ICT) in financial processes; and
- (i) the annual written report of the external audit firm describing
 - (i) the external auditor's internal quality-control procedures,
 - (ii) any material issues raised by the most recent internal quality-control review or peer review of the external auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to any independent audit carried out by the external auditors, and any steps taken to deal with any such issues; and
 - (iii) all relationships between the external auditor and the Company, including the matters covered by Independence Standards Board Standard number 1 and any services that may impact the objectivity and independence of the external auditors.

5. Company secretary⁵

- 5.1 The Board of Management is assisted by the Company secretary, who is appointed by the Board of Management, subject to the approval of the Supervisory Board. The Company secretary may be removed by the Board of Management after approval is obtained from the Supervisory Board.
- 5.2 All Members of the Board of Management have access to the advice and services of the Company secretary.
- 5.3 The Company secretary sees to it that correct Board of Management procedures are followed and that the obligations of the Board of Management under the law, as well as the Articles of Association are complied with. The Company secretary shall assist the Chairman of the Board of Management in the organization of the affairs of the Board of Management (the preparing and reporting of meetings, information etc.).

⁵ Compare clause 4 of the By-Laws of the Supervisory Board and Dutch Corporate Governance Code, best practice provision III.4.3.

- 5.4 The Company secretary may delegate his duties under these By-Laws, or parts thereof, to a corporate secretary appointed by him in consultation with the Chairman of the Board of Management.
- 5.5 The Company secretary also performs tasks for the Supervisory Board, as provided for in the By-Laws of the Supervisory Board.

CHAPTER II DUTIES AND POWERS

6. General Duties and Powers

- 6.1. The Board of Management is charged with the management of the Company, which means, among other things, that it is responsible for setting and achieving the Company's objectives, strategy and associated risk profile, the development of results and corporate social responsibility issues that are relevant to the enterprise. The Board of Management is accountable for these matters to the Supervisory Board and the General Meeting.⁶ The responsibility for the management of the Company is vested collectively in the Board of Management.
- 6.2. The Board of Management is responsible for compliance with all relevant laws and regulations, for managing the risks attached to the Company's activities and for financing the Company. The Board of Management reports on these issues and discusses the internal risk management and control systems with the Supervisory Board and the Audit Committee.⁷
- 6.3. Without prejudice to clause 6.1, the Executive Committee is entrusted with providing support, expertise and recommendations to the Board of Management regarding;
 - a) ensuring that business issues and practices are shared across the Company;
 - b) setting, implementing and achieving the Company's objectives and strategy;
 - c) discussing, sponsoring and implementing KPN policies, particularly related to risks;
 - d) preparation of annual accounts, the annual budget and important capital investments of the Company.
- 6.4. The Executive Committee members are collectively responsible for the management of the Company's leadership development.
- 6.5. When discharging its duties the Board of Management shall act in accordance with the interests of the Company and the business connected with it, taking into consideration the interests of the Company's stakeholders.⁸
- 6.6. The Board of Management is itself responsible for the quality of its performance.

⁶ Dutch Corporate Governance Code, Principle II.1.

⁷ Dutch Corporate Governance Code, Principle II.1.

⁸ Dutch Corporate Governance Code, Principle II.1

- 6.7. The members of the Board of Management shall externally express uniform views with respect to important affairs, matters of principle and matters of general interest, with due observance of the responsibilities of its individual members.
- 6.8. The Board of Management is, together with the Supervisory Board and supported by the Company secretary, responsible for the corporate governance structure of the Company, compliance with the Dutch Corporate Governance Code and any other applicable corporate governance legislation and regulations.⁹
- 6.9. The Board of Management shall ensure that employees have the possibility of reporting alleged irregularities of a general, operational and financial nature in the Company to the Chairman of the Board of Management or an official designated by him, without jeopardizing their legal position. Alleged irregularities concerning the functioning of Members of the Board of Management are reported to the Chairman of the Supervisory Board. The whistleblowers' policy is posted on the Company's website.¹⁰
- 6.10. All transactions between the Company and individuals or legal entities who hold at least 10% of the shares in the Company must be agreed on terms that are customary for arm's-length transactions in the branch of business in which the Company and its Subsidiaries operate. Decisions to enter into transactions in which there are conflicts of interest with such persons that are of material significance to the Company and/or to such persons require the approval of the Supervisory Board.¹¹
- 6.11. The Board of Management shall perform its activities under the supervision of the Supervisory Board.

⁹ Dutch Corporate Governance Code, Principle I.

¹⁰ Dutch Corporate Governance Code, best practice provision II.1.7.

¹¹ Dutch Corporate Governance Code, best practice provision III.6.4.

7. Strategy and Risks

- 7.1 The Board of Management shall, at least once a year, formulate, record and submit to the Supervisory Board for approval: (i) the operational and financial objectives of the Company; (ii) the strategy designed to achieve the objectives; (iii) the parameters to be applied in relation to the strategy, for example in respect of the financial ratios; and (iv) corporate social responsibility issues that are relevant to the enterprise.
The main elements shall be mentioned in the annual report.¹²
- 7.2 The Board of Management shall be responsible for ensuring that the Company has internal risk management and control systems that are suitable for the Company. The Board of Management shall in any event employ as instruments of the internal risk management and control systems:
- (a) risk analyses of the operational and financial objectives of the Company;
 - (b) a code of conduct, which is posted on the Company's website;
 - (c) guides for the layout of financial reports and the procedures to be followed in drawing up the reports; and
 - (d) a system of monitoring and reporting.¹³

8. Financial Reporting; Annual Accounts and Annual Report

- 8.1 The Board of Management is responsible for the quality and completeness of publicly disclosed financial reports.¹⁴ The preparation and publication of the Annual Report, the Annual Accounts, the quarterly and half-yearly figures and ad hoc financial information require careful internal procedures.¹⁵ The Board of Management is responsible for establishing and maintaining internal procedures that ensure that all major financial information is known to the Board of Management, so that the timeliness, completeness and accuracy of the external financial reporting are assured. For this purpose the Board of Management shall ensure that financial information from business Divisions and/or subsidiaries is reported directly to itself and that the integrity of that information is not compromised.¹⁶
- 8.2 The Board of Management shall release the Annual Report and the Annual Accounts within five months of the end of the financial year.

¹² Dutch Corporate Governance Code, best practice provision II.1.2

¹³ Dutch Corporate Governance Code, best practice provision II.1.3.

¹⁴ Dutch Corporate Governance Code, Principle V.1.

¹⁵ Dutch Corporate Governance Code, best practice provision V.1.1.

¹⁶ Dutch Corporate Governance Code, best practice provision V.1.3.

- 8.3 The internal auditor operates under the responsibility of the Board of Management.¹⁷ The Board of Management shall consult with the External Auditor and the Audit Committee in drawing up the work schedule of the internal auditor. The Board of Management shall ensure that the Audit Committee and the External Auditor take cognizance of the findings of the internal auditor.¹⁸

9. Relation with the External Auditor

- 9.1 The Board of Management shall ensure that the External Auditor can properly perform his audit work, and it shall encourage both the External Auditor and the Company to properly perform and pursue the role and the policy of the Company regarding the External Auditor, as provided for by agreement with the External Auditor, these By-Laws, the By-Laws of the Supervisory Board and the Terms of Reference of the Audit Committee.
- 9.2 The Board of Management shall annually, and on an interim basis if necessary, together with the Audit Committee report to the Supervisory Board on its dealings with the External Auditor, particularly on his independence (including the desirability of rotation of the responsible partners of the External Auditor's firm and the desirability of non-audit work for the Company by the External Auditor who also performs the audit).¹⁹
- 9.3 At least once every four years, the Board of Management shall, together with the Audit Committee conduct a thorough assessment of the functioning of the External Auditor within the various entities and in the different capacities in which the External Auditor operates, against measurable criteria laid down in a formal service level agreement. The main conclusions of this assessment shall be communicated to the General Meeting for the purposes of assessing the nomination for the appointment of the External Auditor.²⁰

10. Relation with the Supervisory Board

- 10.1 The Chairman of the Board of Management shall be the first contact for the Chairman of the Supervisory Board.
- 10.2 In relation to the provision of information and the exercise of duties and powers by the Supervisory Board and its members and Committees, the Board of Management and its members shall act in accordance with the provisions applying to the Board of Management and its members under or pursuant to these By-Laws, the By-Laws of the Supervisory Board, the Terms of Reference of the Committees, the Articles of Association and the applicable laws and regulations.

¹⁷ Dutch Corporate Governance Code Principle V.3.

¹⁸ Dutch Corporate Governance Code, best practice provision V.3.1.

¹⁹ Dutch Corporate Governance Code, best practice provision V.2.2.

²⁰ Dutch Corporate Governance Code, best practice provision V.2.3

- 10.3 The Board of Management shall draw up an annual plan, which it shall submit, on a yearly basis ultimately by December to the Supervisory Board for its approval. The annual plan shall be drafted in the format agreed upon from time to time between the Board of Management and the Supervisory Board and shall contain at least the following:
- (i) management summary, introduction, business objectives, strategy and core activities;
 - (ii) key performance indicators, driver-information;
 - (iii) budget of revenues and expenditure and contemplated investments;
 - (iv) financial surveys including criteria, assumptions and analyses for information profiles; and
 - (v) client information as regards market developments.
- 10.4 Once a year the Board of Management shall provide the Supervisory Board with a long-range plan for discussion. The plan shall be drafted in the format agreed upon from time to time between the Board of Management and the Supervisory Board and shall include the business cases of the Divisions and a review of the portfolios of the Divisions. The Board of Management shall report the risks attached to the determined policy and strategy to the Supervisory Board, to be drafted in the format agreed upon from time to time between the Board of Management and the Supervisory Board.
- 10.5 The Board of Management shall provide the Supervisory Board in good time with the information the Supervisory Board requires for the proper performance of its duties. The information to be provided includes, inter alia:
- (i) a report with detailed information on, among other things, mergers and acquisitions, material investments, major organizational issues, regulatory developments and any other major developments regarding a Division or an Operating Company, to be provided on a regular basis;
 - (ii) by the end of each quarter, an interim balance sheet and a profit and loss account and a short report on the policy conducted and the development of the Company and its Subsidiaries, to be drafted in the format agreed upon from time to time between the Board of Management and the Supervisory Board; and
 - (iii) the annual report and accounts provided with the auditor's statement, to be drafted in the format agreed upon from time to time between the Board of Management and the Supervisory Board.

- 10.6 The Chairman of the Board of Management shall co-ordinate with the Chairman of the Supervisory Board the subjects and/or participations on which the Supervisory Board is to receive updated information on a regular basis, the frequency with which the information is to be supplied and the accompanying financial reports.
- 10.7 Members of the Executive Committee other than the members of the Board of Management will, under the co-ordination of the Chairman of the Board of Management with the Chairman of the Supervisory Board, regularly provide the Supervisory Board with an update on relevant developments in the business Divisions.
- 10.8 The Board of Management shall involve the Supervisory Board in the appointment of managing directors of Operating Companies. The Board of Management shall procure that someone who acts as a supervisory board member or a representative of the shareholder at an Operating Company shall resign the moment his employment with the Company or a group company of the Company is terminated or the moment he is suspended.

11. Relation with the Shareholders

- 11.1 The Board of Management and the Supervisory Board shall provide the General Meeting with all information required to exercise its powers.²¹
- 11.2 The Board of Management and the Supervisory Board shall provide the General Meeting with all requested information, unless this would be contrary to an overriding interest of the Company. If the Board of Management and the Supervisory Board invoke an overriding interest, it shall state the reasons.²²
- 11.3 If the Board of Management invokes a response time within the meaning of the Dutch Corporate Governance Code's best practice provision IV.4.4, such period may not exceed 180 days from the moment the Board of Management is informed by one or more shareholders of their intention to put an item on the agenda to the day of the General Meeting at which the item is to be dealt with. The Board of Management shall use the response time for further deliberation and constructive consultation. This shall be monitored by the Supervisory Board. The response time may be invoked only once for any given General Meeting and may not apply to an item in respect of which the response time has been previously invoked or meetings where a shareholder holds at least three quarters of the issued capital as a consequence of a successful public bid.²³

²¹ Dutch Corporate Governance Code, Principle IV.3.

²² Dutch Corporate Governance Code, best practice provision IV.3.5.

²³ Dutch Corporate Governance Code, best practice provision II.1.9.

- 11.4 A resolution for approval or authorization to be passed by the General Meeting shall be explained in writing. In its explanation the Board of Management shall deal with all facts and circumstances relevant to the approval or authorization to be granted. The notes to the agenda shall be posted on the Company's website.²⁴
- 11.5 The members of the Board of Management shall be present at the General Meeting, unless they are unable to attend for important reasons.
- 11.6 The Board of Management and the Supervisory Board shall procure that each substantial change in the corporate governance structure of the Company or in the Company's compliance with the Dutch Corporate Governance Code is submitted to the General Meeting for discussion under a separate agenda item.²⁵
- 11.7 The policy of the Company on reserves and on dividends (the level and purpose of the reserves, the amount of the dividend and the type of dividend) and any changes to this policy shall be dealt with and explained as a separate agenda item at the General Meeting.²⁶
- 11.8 A proposal to distribute a dividend shall be dealt with as a separate agenda item at the General Meeting.²⁷
- 11.9 The Company shall determine a registration date for the exercise of the voting rights and the rights attached to meetings.²⁸
- 11.10 The Board of Management and the Supervisory Board shall ensure compliance with all applicable laws and regulations related to the rights of the General Meeting and the rights of individual shareholders with respect thereto.
- 11.11 If a serious private bid is made for a business unit or a participating interest and the value of the bid exceeds the threshold referred to in Article 2:107a, paragraph 1(c), of the Dutch Civil Code, and the bid is made public, the Board of Management shall, at its earliest convenience, make public its position on the bid and the reasons for this position.²⁹
- 11.12 If a takeover bid for the Company's shares or for the depositary receipts for the Company's shares is being prepared, the Board of Management shall ensure that the Supervisory Board is closely involved in the takeover process in good time.³⁰

²⁴ Dutch Corporate Governance Code, best practice provision IV 3.8.

²⁵ Dutch Corporate Governance Code, best practice provision I.2.

²⁶ Dutch Corporate Governance Code, best practice provision IV.1.4.

²⁷ Dutch Corporate Governance Code, best practice provision IV.1.5.

²⁸ Dutch Corporate Governance Code, best practice provision IV.1.7.

²⁹ Dutch Corporate Governance Code, best practice provision IV.1.3.

³⁰ Dutch Corporate Governance Code, best practice provision II.1.10.

11.13 If the Board of Management of the Company receives a request from a competing bidder to inspect the Company's records, for which a takeover bid has been announced or made, the Board of Management shall discuss this request with the Supervisory Board without delay.³¹

12. Relation with Analysts, the Financial Press and Institutional and Other Investors

12.1 The Board of Management or, where appropriate, the Supervisory Board shall inform all shareholders and other parties in the financial markets equally and simultaneously about matters that may affect the share price. The contacts between the Board of Management on the one hand and press and financial analysts on the other shall be carefully handled and structured and the Company shall not engage in any acts that compromise the independence of analysts in relation to the Company and vice versa.³²

12.2 Meetings with and presentations to analysts, presentations to (institutional) investors and press conferences shall be announced in advance on the Company's website and by means of press releases. Provisions shall be made for all shareholders to follow these meetings and presentations in real time, by means of web casting, telephone or by other means.³³ Guidelines on contacts between Board of Management- and Supervisory Board members and shareholders are set out in **Annex 4**.

12.3 The Company shall not in advance assess, comment on or correct (other than factually), analysts' reports and valuations.³⁴

12.4 The Company shall not pay any fee to any party for the carrying out of research for analysts' reports or for the production or publication of analysts' reports on the Company, with the exception of credit rating agencies.³⁵

12.5 Analysts' meetings, presentations to institutional or other investors and direct discussions with those investors shall not take place shortly before the publication of the regular financial information (quarterly, half-yearly or annual reports).³⁶

13. Website of the Company

The Board of Management shall post and update information which is relevant to the shareholders and which the Company is required to publish or deposit pursuant to the applicable provisions of company law or securities law and regulation on a separate part of the Company's website.³⁷

³¹ Dutch Corporate Governance Code, best practice provision II.1.11.

³² Dutch Corporate Governance Code, Principle IV.3.

³³ Dutch Corporate Governance Code, best practice provision IV 3.1.

³⁴ Dutch Corporate Governance Code, best practice provision IV.3.2.

³⁵ Dutch Corporate Governance Code, best practice provision IV.3.3.

³⁶ Dutch Corporate Governance Code, best practice provision IV.3.4.

³⁷ Dutch Corporate Governance Code, best practice provision IV.3.6.

CHAPTER III
MEETINGS OF THE MANAGEMENT BOARD; DECISION-MAKING

14. Meetings of the Board of Management

- 14.1 The Board of Management shall in principle meet once a week, or more often as deemed desirable or required for a proper functioning of the Board of Management by any one or more Members of the Board of Management. Meetings of the Board of Management shall be called by the Chairman of the Board of Management. Save in urgent cases, to be determined by the Chairman of the Board of Management, the agenda for the meeting shall be sent at least two calendar days before the meeting to all Members of the Board of Management. Whenever possible, an explanation in writing and/or other related documentation should be attached for each item on the agenda.
- 14.2 Board of Management meetings are chaired by the Chairman of the Board of Management. If the Chairman of the Board of Management is absent, one of the other Members of the Board of Management, designated by a majority of votes cast by the Members of the Board of Management present and represented at the meeting, presides over the meeting, unless the Chairman of the Board of Management has appointed another member of the Board of Management to chair the meeting.
- 14.3 A Board of Management member may be represented at meetings by another Board of Management member holding a proxy in writing. The existence of such proxy must be proved satisfactorily to the Chairman of the Board of Management or, in his absence, Members of the Board of Management present at the meeting.
- 14.4 The admittance to the meeting of persons other than the Members of the Board of Management and the Company secretary or the corporate secretary shall be decided by majority vote of the Members of the Board of Management present and represented at the meeting.
- 14.5 The Company secretary or any other person designated for such purpose by the chairman of the meeting shall draw up minutes of the meeting. The minutes should provide insight into the decision-making process at the meeting. The minutes shall be adopted by the Board of Management at the same meeting or the next meeting.

15. Decision-making within the Board of Management

- 15.1 The Members of the Board of Management shall endeavor to achieve that resolutions are as much as possible adopted unanimously.
- 15.2 Each Board of Management member has the right to cast one vote.
- 15.3 Where unanimity cannot be reached and the law, the Articles of Association or these By-Laws do not prescribe a larger majority, all resolutions of the Board of Management are adopted by an absolute majority of the votes cast. In the event of a tie, the Chairman of the Board of Management shall have the deciding vote, provided that the Board of Management consists of three or more members. In the event the Board of Management consists of only two members, the proposed resolution shall be submitted for decision making to the Chairman of the Supervisory Board. At a meeting, the Board of Management may only pass resolutions if the majority of the Members of the Board of Management then in office are present or represented.
- 15.4 In general, resolutions of the Board of Management are adopted at a Board of Management meeting.
- 15.5 The Board of Management shall not pass resolutions relating to the area of expertise of a particular Board of Management member in the absence of that Board of Management member.
- 15.6 Resolutions of the Board of Management shall be submitted to the Supervisory Board for its approval if the Chairman of the Board of Management voted against the resolution in a meeting of the Board of Management.³⁸
- 15.7 Board of Management resolutions may also be adopted in writing, provided the proposal concerned is submitted to all Members of the Board of Management then in office and none of them objects to this form of adoption. Adoption of resolutions in writing shall be effected by statements in writing from all the Members of the Board of Management. A statement from a Board of Management member who wishes to abstain from voting on a particular resolution, which is adopted in writing, must reflect the fact that he does not object to this form of adoption.
- 15.8 The Board of Management may deviate from the provisions of clauses 15.3 (last sentence), 15.4, 15.5 and 15.6 if this is deemed necessary by the Chairman of the Board of Management, considering the urgent nature and other circumstances of the case, provided that all Members of the Board of Management are allowed the opportunity to participate in the decision-making process. The Chairman of the Board of Management and the Company secretary shall then prepare a report on any resolution so adopted, which shall be added to the documents for the next meeting of the Board of Management.

³⁸ Article 21 paragraph 2B of the Articles of Association

- 15.9 A resolution adopted by the Board of Management may be evidenced outside the Company through a statement from the Chairman of the Board of Management and the Company secretary or the corporate secretary.

CHAPTER IV OTHER PROVISIONS

16. Conflicts of Interests of Members of the Board of Management

16.1 A Board of Management member shall not:

- (a) enter into competition with the Company;
- (b) demand or accept (substantial) gifts from the Company for himself or for his spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree;
- (c) provide unjustified advantages to third parties to the detriment of the Company; or
- (d) take advantage of business opportunities to which the Company is entitled for himself or for his spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree.³⁹

16.2 A Board of Management member shall immediately report any conflict of interest or potential conflict of interest that is of material significance to the Company and/or to the member concerned, to the Chairman of the Supervisory Board and to the other Members of the Board of Management and shall provide all relevant information, including information concerning his spouse, registered partner or other life companion, foster child and relatives by blood or marriage upon the second degree. The Supervisory Board shall decide, without the Board of Management member concerned being present, whether there is a conflict of interest.⁴⁰

16.3 A conflict of interest exists, in any event, if the Company intends to enter into a transaction with a legal entity: (i) in which a Board of Management member personally has a material financial interest; (ii) which has a management board member who has a relationship under family law with a Board of Management member;⁴¹ or (iii) in which a Board of Management member has a management or supervisory position.⁴²

16.4 A Board of Management member shall not take part in any discussion or decision-making that involves a subject or transaction in relation to which he has a conflict of interest with the Company.⁴³

³⁹ Dutch Corporate Governance Code, best practice provision II.3.1.

⁴⁰ Dutch Corporate Governance Code, best practice provision II.3.2.

⁴¹ A relationship under family law exists between a child, its parents and their blood relatives (Section 1:197, Dutch Civil Code).

⁴² Dutch Corporate Governance Code, best practice provision II.3.2 (continued).

⁴³ Dutch Corporate Governance Code, best practice provision II.3.3.

- 16.5 All transactions in which there are conflicts of interest with Members of the Board of Management shall be agreed on terms that are customary for arm's-length transactions in the branch of business in which the Company and its Subsidiaries operate. Decisions to enter into transactions in which there are conflicts of interest with Members of the Board of Management that are of material significance to the Company and/or the relevant Members of the Board of Management require the approval of the Supervisory Board.⁴⁴
- 16.6 In the event of a conflict of interests between the Company and one or more members of the Board of Management of the Company, the Company shall be represented by the person or persons designated for such purpose by the Supervisory Board, save when one or more other persons have been designated by the General Meeting, all with due observance of the provisions of the law.

17. Remuneration of Members of the Board of Management

- 17.1 The remuneration and contractual terms of employment of Members of the Board of Management are determined by the Supervisory Board in accordance with article 18 of the Articles of Association and clause 12 of the By-Laws of the Supervisory Board, within the scope of the remuneration policy adopted by the General Meeting.
- 17.2 Members of the Board of Management shall not profit from the activities of the Company other than through remuneration as a Board of Management member or through shares in the Company held for the purpose of long-term investment.⁴⁵
- 17.3 The Company and its Subsidiaries shall not grant personal loans, guarantees or the like to Members of the Board of Management.⁴⁶
- 17.4 Apart from their remuneration, Members of the Board of Management shall be reimbursed for all reasonable costs incurred with the consent of the Chairman of the Board of Management, or, with respect to the Chairman of the Board of Management, incurred with the consent of the Chairman of the Supervisory Board.

⁴⁴ Dutch Corporate Governance Code, best practice provision II.3.4.

⁴⁵ Dutch Corporate Governance Code Principe II.2 (third paragraph)

⁴⁶ Dutch Corporate Governance Code, best practice provision II.2.9

18. Outside Positions

- 18.1 A Board of Management member may not be a member of the supervisory board of more than two listed companies. Members of the Board of Management shall not accept the position of chairman and shall in principle not accept the position of vice-chairman of the supervisory board or audit committee of other companies. Membership of the supervisory board of affiliates of the Company does not count for this purpose.⁴⁷
- 18.2 A member of the Board of Management that intends to accept an outside position shall discuss this proposal with the Board of Management. Subsequently, he shall inform the Chairman of the Supervisory Board.
- 18.3 The acceptance by a Board of Management member of membership of the supervisory board of a listed company requires the approval of the Supervisory Board. Other important positions held by a Board of Management member must be notified to the Supervisory Board.⁴⁸
- 18.4 Members of the Board of Management shall not without prior permission of the Chairman of the Board of Management (following consultation with the Chairman of the Supervisory Board) or, in the case of the Chairman of the Board of Management, prior permission of the Chairman of the Supervisory Board, accept:
- (a) any other remunerated positions, including in an advisory or supervisory capacity; or
 - (b) any non-remunerated time-consuming additional positions ensuing from his job at the Company; or
 - (c) any other time-consuming non-remunerated positions at or for third parties.
- 18.5 All elements of the remuneration resulting from the exercise of outside positions shall be reimbursed to the Company.

19. Holding and Trading Securities

Any shareholding by Members of the Board of Management is for the purpose of long-term investment.⁴⁹

⁴⁷ Dutch Corporate Governance Code, best practice provision II.1.8.

⁴⁸ Dutch Corporate Governance Code, best practice provision II.1.8.

⁴⁹ Dutch Corporate Governance Code, Principle II.2.

20. Confidentiality

No Board of Management member shall, during his membership of the Board of Management or afterwards, disclose in any way whatsoever to anyone whomsoever any information of a confidential nature regarding the business of the Company and/or companies in which it holds a stake, that came to his knowledge in the capacity of his work for the Company and which he knows or should know to be of a confidential nature, unless required by law. A Board of Management member is allowed to disclose the above information to Members of the Board of Management and Supervisory Board members as well as to staff members of the Company and of companies in which the Company holds a stake, who, in view of their activities for the Company and/or companies in which the Company holds a stake, should be informed of the information concerned. A Board of Management member shall not in any way whatsoever utilize the information referred to above for his personal benefit.

21. Miscellaneous

- 21.1 Acceptance by Members of the Board of Management.** Anyone who is appointed as a Board of Management member must, upon assuming office, declare in writing to the Company that he accepts and agrees to the contents of these By-Laws and pledge to the Company that he will comply with the provisions of these By-Laws.
- 21.2 Occasional non-compliance.** The Board of Management may occasionally decide not to comply with these By-Laws, with due observance of applicable laws and regulations and with the prior approval of the Supervisory Board.
- 21.3 Amendment.** These By-Laws may be amended by the Board of Management at any time and without any notification being made, subject only to prior Supervisory Board approval.
- 21.4 Interpretation.** In the event of lack of clarity or difference of opinion on the interpretation of any provision of these By-Laws, the opinion of the Chairman of the Supervisory Board, to be formed after consultation with the Company secretary, shall be decisive.
- 21.5 Governing law and jurisdiction.** These By-Laws are governed by the laws of the Netherlands. The courts of the Netherlands have exclusive jurisdiction to settle any dispute arising from or in connection with these By-Laws (including any dispute regarding the existence, validity or termination of these By-Laws).

- 21.6 **Complementary to Dutch law and Articles of Association.** These By-Laws are complementary to the provisions governing the Board of Management as contained in Dutch law, other applicable Dutch or foreign regulations and the Articles of Association. Where these By-Laws are inconsistent with Dutch law, other applicable Dutch or foreign regulations or the Articles of Association, the latter shall prevail. Where these By-Laws are consistent with the Articles of Association but inconsistent with Dutch law or other applicable Dutch or foreign regulations, the latter shall prevail.
- 21.7 **Partial invalidity.** If one or more provisions of these By-Laws are or become invalid, this shall not affect the validity of the remaining provisions. The Board of Management, subject to prior approval of the Supervisory Board, may replace the invalid provisions by provisions, which are valid, and the effect of which, given the contents and purpose of these By-Laws is, to the greatest extent possible, similar to that of the invalid provisions.

ANNEX 1

LIST OF DEFINITIONS

1. In these By-Laws the following terms have the following meanings:

Affiliated Company has the meaning attributed to it in Section 5:33 of the Financial Markets Supervision Act (*Wet op het financieel toezicht*).

Annual Accounts means the annual accounts of the Company as referred to in Section 2:101 of the Dutch Civil Code.

Annual Report means the annual report of the Company drawn up by the Board of Management, as referred to in Section 2:101 of the Dutch Civil Code.

Articles of Association means the Company's articles of association.

Audit Committee means the Committee designated as such in clause 5 of the By-Laws of the Supervisory Board.

Board of Management means the management board of the Company.

By-Laws means the By-Laws of the Board of Management or the By-Laws of the Supervisory Board, depending on the context, including the annexes belonging thereto.

CEO means the Chief Executive Officer of the Company.

CFO means the Chief Financial Officer of the Company.

Chairman of the Board of Management means the chairman of the Board of Management.

Chairman of the Supervisory Board means the chairman of the Supervisory Board.

Committee means, as regards the Supervisory Board, each committee of the Supervisory Board as referred to in clause 5 of the By-Laws of the Supervisory Board.

Company means Koninklijke KPN N.V., and, where appropriate, the subsidiaries and possible other group companies of the Company, whose financial information is incorporated in the consolidated annual accounts of the Company.

Division means each of the business cluster activities.

Dutch Corporate Governance Code means the Dutch corporate governance code of December 2008.

Executive Committee means members of the Board of Management and senior managers that are appointed to manage the company together with the Board of Management. Collectively.

External Auditor means the accounting and auditing firm that, in accordance with Section 2:393 of the Dutch Civil Code, is charged with the audit of the annual accounts of the Company.

General Meeting means the general meeting of shareholders of the Company.

group company has the meaning attributed to it in Section 2:24b of the Dutch Civil Code.

in writing means by letter, by telecopier, by e-mail, or by message which is transmitted via any other current means of communication and which can be received in written form.

Nominating & Corporate Governance Committee means the committee designated as such in clause 5 of the By-Laws of the Supervisory Board.

Operating Company means a company conducting the business of a Division.

Remuneration Report means the remuneration report of the Supervisory Board regarding the remuneration policy of the Company as drawn up by the Remuneration and Organization Development Committee of the Supervisory Board.

Remuneration and Organization Development Committee means the Committee designated as such in clause 5 of the By-Laws of the Supervisory Board.

Subsidiary has the meaning attributed to it in Section 2:24a of the Dutch Civil Code.

Supervisory Board means the supervisory board of the Company.

Supervisory Board Profile means the profile for the size and composition of the Supervisory Board, as designated in clause 1.1 of the By-Laws of the Supervisory Board.

2. Save where the context dictates otherwise, in these By-Laws:
 - (a) words and expressions expressed in the singular form also include the plural form, and vice versa;
 - (b) words and expressions expressed in the masculine form also include the feminine form; and
 - (c) a reference to a statutory provision counts as a reference to this statutory provision including all amendments, additions and replacing legislation that may apply from time to time.
3. Headings of articles and other headings in these By-Laws are inserted for ease of reference and do not form part of these By-Laws for the purpose of interpretation.

ANNEX 2

DIVISION OF TASKS OF THE MEMBERS OF THE BOARD OF MANAGEMENT

Name	Position	Task
E. Blok	Chairman and CEO	Responsible for the development and implementation of the Company's strategy and objectives.
T. Dirks	Member of the Board of Management	Responsible for the International activities.
W.T.J. Hageman	Member of the Board of Management and CFO	Responsible for the financial strategy and financial reporting of the Company.

ANNEX 3

LIST OF APPROVAL ITEMS SUPERVISORY BOARD

1. APPROVAL OF THE ANNUAL PLANS

1.1 Annual plans of the Divisions

Adoption by the Board of Management of the annual plan of the Company (which has incorporated the separate annual plans of the Divisions) shall require the approval of the Supervisory Board.

2. RESOLUTIONS ON OPERATIONAL MATTERS

2.1 Resolutions with a financial interest

Resolutions by the Board of Management concerning the Company or resolutions to approve a resolution of an Operating Company shall require the approval of the Supervisory Board if the resolution has a financial interest in excess of the sum of EUR 50,000,000 and it has not expressly been provided for in an approved annual plan.

2.2 Conclusion or termination of participations

Resolutions of the Board of Management concerning the Company or resolutions to approve a resolution of an Operating Company to conclude or to take over other enterprises or to take, to expand, to decrease or to terminate an interest in another enterprise shall require the approval of the Supervisory Board if the resolution is in excess of the sum of EUR 50,000,000 and it has not expressly been provided for in an approved annual plan.

2.3 Expansion business activities by Division

The resolution by the Board of Management to approve a resolution of a Division to expand its activities with a new branch shall require the approval of the Supervisory Board if the new branch may materially affect the existing business activities, the business management or the image of the KPN Group.

2.4 Closure or transfer of an enterprise by a Division

The resolution of the Board of Management to approve a resolution of a Division to close in whole or in part or to transfer the business shall require the approval of the Supervisory Board if this results in the termination of the employment or an essential change in the employment conditions of a considerable number of employees.

2.5 Joint venture agreements by a Division

A resolution by the Board of Management to approve a resolution of a Division to enter into, terminate or alter joint venture agreements shall require the approval of the Supervisory Board if the joint venture is of essential significance to the KPN Group.

2.6 Resolutions of Operating Companies

- (1) Approval of resolutions of an Operating Company by the Board of Management shall also require the approval of the Supervisory Board if they are concerned with:
 - (a) a resolution of strategic interest to the KPN Group as a whole or to the Division of which the Operating Company concerned forms a part; or
 - (b) a resolution that has a material effect on the operational result of another business unit the of KPN Group or of another Operating Company; or
 - (c) a resolution to alter the articles of association of an Operating Company that entails an essential change in the manner in which KPN exercises its rights as a shareholder or as member of the supervisory board in an Operating Company; or
 - (d) a resolution to enter into or to break off a long-lasting co-operation of an Operating Company with another company, if this is of essential significance; or
 - (e) a resolution to file for bankruptcy or suspension of payments of the Operating Company; or
 - (f) a resolution to issue or purchase shares or lower their value, or any other change in the capital structure of the Operating Company; or
 - (g) a resolution to apply for a listing of the Operating Company; or
 - (h) a resolution to terminate the employment of a considerable number of employees of the Operating Company; or
 - (i) resolutions to merge or demerge the Operating Company; or
 - (j) a resolution to start a major reorganization of and within the Operating Company; or
 - (k) a resolution to appoint managing directors under the articles of association of the Operating Company.

- (2) If a subject was already specifically referred to in a year plan approved by the Supervisory Board, the requirements set forth in the preceding paragraph of this article do not have to be met for this subject as far as it was described in the year plan.

3. FORMAL RESOLUTIONS

3.1 Article 21 articles of association

- (1) The approval of the Supervisory Board shall be required for:

A. resolutions of the Board of Management concerning:

- a. the issue and acquisition of shares of the company and debt instruments issued by the Company or of debt instruments issued by a limited partnership (commanditaire vennootschap) or a general partnership (vennootschap onder firma) in respect of which the Company is a general partner with full liability;
- b. co-operation in the issue of depositary receipts for shares in the Company;
- c. application for listing or withdrawal of listing on any stock exchange of the securities referred to under a and b;
- d. the entering into or termination of long-term co-operation of the Company or a dependent company with any other company or legal entity or as fully liable partner in a limited partnership or general partnership if such co-operation or termination is of fundamental importance to the Company;
- e. the acquisition of a participation worth at least a quarter of the value of the issued capital plus reserves according to the Company 's balance sheet plus explanatory notes, by the Company or a dependent company in the capital of another company, and any substantial increase or decrease of such participation;
- f. investments requiring an amount equal to at least a quarter of the Company 's issued capital plus reserves according to its balance sheet plus explanatory notes;
- g. a proposal to alter the articles of association;
- h. a proposal to dissolve the Company;
- i. a petition for bankruptcy or a request for suspension of payments;
- j. the termination of the employment of a considerable number of the Company 's employees or of a dependent company's employees simultaneously or within a short period of time;
- k. a significant change in the employment conditions of a considerable number of the company's employees or of a dependent company's employees;

l. a proposal to reduce the issued capital of the Company;

B. - insofar not already subject to A mentioned above - the resolutions of the Board of Management, against which the Chairman of the Board of Management has cast his vote in the voting of the Board of Management.

3.2 Issue of shares (article 9 articles of association)

A resolution of the Board of Management to issue shares requires the approval of the Supervisory Board.

3.3 By-Laws and allocation of Tasks Board of Management (article 19 paragraphs 3 and 4 article of association)

The resolution to adopt the By-Laws and the allocation of tasks of Managing Directors shall require the approval of the Supervisory Board.

3.4 Distributions in shares and distributions chargeable to the reserves (article 32 articles of association)

- (1) The resolution of the Board of Management to pay all or part of the dividend on ordinary shares in shares in the company instead of cash shall require the approval of the Supervisory Board.
- (2) The proposal of the Board of Management to the general meeting to pay dividends to holders of ordinary shares chargeable to the distributable part of its equity shall require the approval of the Supervisory Board. These distributions may also be paid in whole or in part in shares in the company instead of cash.

3.5 Alteration of the articles of association, merger, demerger and dissolution (article 43 articles of association)

A proposal by the Board of Management to the general meeting of shareholders to alter the Articles of Association or to merge or demerge within the meaning of Part 7 of Book 2 of the Netherlands Civil Code or to dissolve the Company shall require the approval of the Supervisory Board.

3.6 Allocation of duties of the Board of Management

The resolution of the Board of Management to allocate the duties of the Board of Management to individual members of the Board of Management⁵⁰

3.7 Transactions between the Company and a holder of 10% of the shares in the Company

The resolution of the Board of Management to enter into transactions between the Company and natural or legal persons who hold at least 10% of the shares in the Company that are of material significance to the Company and/or such persons;⁵¹

3.8 The operational and financial aims of the Company

The resolution of the Board of Management on the operational and financial aims of the Company, the strategy designed to achieve the aims, and the parameters to be applied in relation to the strategy;⁵²

3.9 Conflicts of interest

- (1) The resolution of the Board of Management regarding a transaction in which there are conflicts of interest with Board of Management members that are of material significance to the Company and/or the relevant Board of Management members;⁵³
- (2) The resolution of the Board of Management regarding a transaction in which there are conflicts of interest with Members of the Supervisory Board that are of material significance to the Company and/or the relevant Members of the Supervisory Board;⁵⁴

3.10 Appointment and removal of Company secretary

The resolution of the Board of Management to appoint or remove the Company secretary;⁵⁵

⁵⁰ Board of Management By-Laws, clause 1.4.

⁵¹ Board of Management By-Laws, clause 5.9.

⁵² Board of Management By-Laws, clause 6.1.

⁵³ Board of Management By-Laws, clause 15.5.

⁵⁴ Supervisory Board By-Laws, clause 19.4.

⁵⁵ Board of Management By-Laws, clause 4.1.

3.11 Miscellaneous

All other acts of the Board of Management that require the approval of the Supervisory Board by legislation, the Articles of Association, the By-Laws of the Board of Management, the By-Laws of the Supervisory Board, the Dutch Corporate Governance Code or any other applicable legislation.

ANNEX 4

GUIDELINES ON CONTACTS WITH SHAREHOLDERS

In the normal course of business Management Board - and Supervisory Board members will have contacts with (major) shareholders. In general these contacts are and should be limited to subjects, which form part of the usual investor relations activities. Selective disclosures are not allowed and the only information on the company that will be provided is information that can also be obtained from the public domain.

It is however possible that a large shareholder needs to be consulted when this is necessary to let the company form an opinion about the feasibility of an intended transaction.

For both situations certain guidelines are necessary to provide clarity on do's and don'ts in relation to contacts with shareholders. This will result in avoidance of misunderstandings and prevent infringement of securities legislation (rules on disclosure of inside information).

I. Contacts from a general Investor Relations Perspective

General contacts from an IR perspective are possible, provided that no selective disclosures can be made. The following guidelines apply:

- No Board- or Supervisory Board member will have contacts on an individual basis, and each Management Board- or Supervisory Board member will be accompanied by the CEO and/or CFO or -in case of contacts between the shareholder and the CEO and/or CFO- a representative from the Investor Relations department.
- The only information about the company that will be provided is public information.
- In case of an intended disclosure by the shareholder, the latter should be made aware of the fact that the company will have to issue a press release if this disclosure would make the company privy to inside information.

II. Contacts from a governance perspective

The support of a (major) shareholder can be a prerequisite for the company to form an opinion about the feasibility of an intended (transformational) transaction. It is a legitimate concern that the Company wishes to take this into consideration in the decision-making process.

This would be the case if a transaction is subject to approval of the General Meeting. This form of contact would normally represent a disclosure of inside information. The following guidelines apply:

- No Management Board- or Supervisory Board member will have contacts on an individual basis and each member will be accompanied by the CEO and/or CFO, and the Chief Legal Officer or his representative.
- The provision of inside information to the major shareholder should be limited to the information, which is necessary for the shareholder to form its opinion about the transaction.
- The provision of inside information should be limited to a small group of people
- Both the company and shareholder should confirm in writing that the information is confidential and that the latter undertakes not to trade the relevant securities (which include relevant bonds) until announcement of the transaction or such time as the information no longer qualifies as inside information.

ANNEX 5

OVERVIEW OF DISCIPLINES REPRESENTED IN THE EXECUTIVE COMMITTEE

FUNCTION
MANAGING DIRECTOR NL
CHIEF FINANCIAL OFFICER NL
SENIOR EVP CONSUMER RESIDENTIAL
SENIOR EVP CONSUMER MOBILE
SENIOR EVP BUSINESS MARKET
SENIOR EVP CORPORATE MARKET
SENIOR EVP NETCO
SENIOR EVP E-PLUS GRUPPE
SENIOR EVP KPN BELGIUM GROUP AND REST OF WORLD
CHIEF STRATEGY, INNOVATION AND TECHNOLOGY OFFICER
CHIEF LEGAL OFFICER
SECRETARY