

## Agenda

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 on Tuesday, April 7, 2009.

Prior to the meeting, shareholders are invited to an informal event in which management will give presentations on KPN's products and services and the Company's 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

1. Opening and announcements

#### Review of the year 2008

2. Report by the Board of Management for the financial year 2008

#### Financial statements for the financial year 2008

3. Proposal to adopt the financial statements for the financial year 2008 (**Resolution**)
4. Explanation of the financial and dividend policy
5. Proposal to adopt a dividend over the financial year 2008 (**Resolution**)

#### Discharge from liability

6. Proposal to discharge the members of the Board of Management from liability (**Resolution**)
7. Proposal to discharge the members of the Supervisory Board from liability (**Resolution**)

#### Corporate matters

8. Proposal to appoint the auditor (**Resolution**)

### Composition Supervisory Board

9. Opportunity to make recommendations for the appointment of a member of the Supervisory Board
10. Proposal to appoint Mr. A.H.J. Risseuw as member of the Supervisory Board (**Resolution**)
11. Proposal to appoint Mrs. M.E. van Lier Lels as member of the Supervisory Board (**Resolution**)
12. Proposal to appoint Mr. R.J. Routs as member of the Supervisory Board (**Resolution**)
13. Proposal to appoint Mr. D.J. Haank as member of the Supervisory Board (**Resolution**)
14. Announcement concerning vacancies arising at the Annual General Meeting of Shareholders in 2010

### Shares

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**)

### Miscellaneous

17. Any other business and closure of the meeting

# Agenda

## Explanatory notes to the agenda

### Item 2

The Board of Management will give a presentation on the performance of the company in 2008. Subsequently, the General Meeting of Shareholders will be invited to discuss this performance that is described more fully in the Annual Report over 2008. Under this item the Report by the Supervisory Board may also be discussed.

### Item 3 - Resolution

It is proposed to the General Meeting of Shareholders to adopt Koninklijke KPN N.V.'s financial statements for the financial year 2008.

### Item 4

Under this agenda item the Board of Management will give an explanation of the financial, dividend and reservation policy of Koninklijke KPN N.V. as outlined in the Annual Report over the financial year 2008.

### Item 5 - Resolution

On February 23, 2009, the Board of Management, with approval of the Supervisory Board, has allocated an amount of EUR 312 million out of the profit to the other reserves. The remaining part of the profit over 2008, amounting to EUR 1,020 million, is available for distribution as dividend. In August 2008, an interim dividend of EUR 0.20 per ordinary share was paid to all holders of ordinary shares, amounting to a total of EUR 344 million. Therefore, the remaining part of the profit over 2008, which is available for distribution as final dividend, amounts to EUR 676 million.

It is proposed to the General Meeting of Shareholders to determine the total dividend over 2008 at EUR 0.60 per ordinary share. After deduction of the interim dividend of EUR 0.20 per ordinary share, the final dividend will be EUR 0.40 per ordinary share. Subject to the provisions of Article 37 of the Articles of Association, the 2008 final dividend will become payable as of April 21, 2009, which is 8 working days after the date of the General Meeting of Shareholders.

### Item 6 - Resolution

It is proposed to the General Meeting of Shareholders to discharge the members of the Board of Management from all liability in relation to the exercise of their duties in the financial year 2008, to the extent that such exercise is apparent from the financial statements or has been otherwise disclosed to the General Meeting of Shareholders prior to the approval of the financial statements.

### Item 7 - Resolution

It is proposed to the General Meeting of Shareholders to discharge the members of the Supervisory Board from all liability in relation to the exercise of their duties in the financial year 2008, to the extent that such exercise is apparent from the financial statements or has been otherwise disclosed to the General Meeting of Shareholders prior to the approval of the financial statements.

### Item 8 - Resolution

With the approval of the Supervisory Board, the Board of Management proposes to instruct PricewaterhouseCoopers Accountants N.V. to audit the financial statements for the financial year 2009.

### Item 9 - Resolution

Mr. A.H.J. Risseeuw and Mrs. M.E. van Lier Lels are due to step down from the Supervisory Board at the end of this General Meeting of Shareholders as they have reached the end of their four-year term of office. Mr. Eustace stepped down at the 2008 AGM and decided not to stand for reappointment. The Supervisory Board's intention to fill in the vacancy at this AGM was announced during last year's General Meeting of Shareholders.

The vacancies arising must be filled in accordance with the profile of the Supervisory Board. In particular, candidates should either have extensive knowledge of and expertise in financial and auditing matters, on relevant technology, and/or on public policy. Furthermore, candidates should have sufficient experience in (inter)national business.

Mr. Risseeuw and Mrs. van Lier Lels have both indicated their availability for reappointment.

The General Meeting of Shareholders has the opportunity to put forward recommendations for the vacancies.

### Item 10 - Resolution

Under the condition precedent that no recommendations for another person have been made by the General Meeting of Shareholders under item 9, the Supervisory Board nominates Mr. A.H.J. Risseeuw for reappointment as a member of the Supervisory Board. The Board of Management and the Central Works Council support the nomination. Mr. Risseeuw complies with the requirements of the profile of the Supervisory Board and the specific requirements as set out under item 9, in particular as to his extensive experience in- and knowledge of telecommunications / ICT industries.

It is therefore proposed to the General Meeting of Shareholders to appoint Mr. Risseeuw in accordance with this nomination.

The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these notes.

### Item 11 - Resolution

Under the condition precedent that no recommendations for another person have been made by the General Meeting of Shareholders under item 9, the Supervisory Board nominates Mrs. M.E. van Lier Lels for reappointment as a member of the Supervisory Board. The nomination for this position was subject to the enhanced right of recommendation of the Central Works Council, which recommended Mrs. van Lier Lels' nomination. The Board of Management also supports the nomination. Mrs. van Lier Lels complies with the requirements of the profile of the Supervisory Board and the specific requirements as set out under item 9, in particular as to her extensive knowledge of- and experience with relations between all stakeholders within large companies and her involvement in major developments in Dutch society from both a social economic and a political perspective.

It is therefore proposed to the General Meeting of Shareholders to appoint Mrs. van Lier Lels in accordance with this nomination.

The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these notes.

### Item 12 - Resolution

Under the condition precedent that no recommendations for another person have been made by the General Meeting of Shareholders under item 9, the Supervisory Board nominates Mr. R.J. Routs, former executive board member at Royal Dutch Shell PLC, for appointment as a member of the Supervisory Board. The Board of Management and the Central Works Council support the nomination. Mr. Routs complies with the requirements of the profile of the Supervisory Board and the specific requirements as set out under item 9, in particular as to his technical background and his broad experience in managing a leading international company. It is therefore proposed to the General Meeting of Shareholders to appoint Mr. Routs in accordance with this nomination.

The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these notes.

### Item 13 - Resolution

Under the condition precedent that no recommendations for another person have been made by the General Meeting of Shareholders under item 9, the Supervisory Board nominates Mr. D.J. Haank, CEO of Springer Science+Business Media, for appointment as a member of the Supervisory Board. The Board of Management and the Central Works Council support the nomination. Mr. Haank complies with the requirements of the profile of the Supervisory Board and the specific requirements as set out under item 9, in particular as to his knowledge of and experience with the application of ICT/Internet in the international publishing business.

It is therefore proposed to the General Meeting of Shareholders to appoint Mr. Haank in accordance with this nomination.

The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these notes.

### Item 14

At the closure of the Annual General Meeting of Shareholders in 2010, Mr. D.I. Jager will step down since he has then reached the end of his four-year term of office.

### Item 15 - Resolution

It is proposed to authorize the Board of Management to acquire the company's own ordinary shares for a period of 18 months until October 7, 2010<sup>1</sup>. The number of shares to be acquired shall be limited by the maximum percentage of shares that the company – by law or by virtue of its articles of association – may hold in its own capital at any moment, taking into account the possibility to cancel the acquired shares as proposed under agenda item 16. In practice, this will mean that the company may acquire up to 10% of its own issued shares, cancel these shares, and acquire a further 10%.

The shares may be acquired on the stock exchange or through other means at a price per share of at least EUR 0.01 and at most the highest of (i) the Quoted Share Price plus 10% and (ii), if purchases are made on the basis of a programme entered into with a single counterparty or using a financial intermediary, the average of the Volume Weighted Average Share Prices during the course of the programme. The Quoted Share Price is defined as the average of the closing prices of KPN shares as reported in the official price list of Euronext Amsterdam N.V. over the five trading days prior to the acquisition date. The Volume Weighted Average Share Price is defined as the volume weighted average price of trades in KPN shares on Euronext Amsterdam N.V. between 9:00 am (CET) and 5:30 pm (CET) adjusted for block, cross and auction trades. Resolutions to acquire the company's own shares are subject to the approval of the Supervisory Board.

### Item 16 - Resolution

The Board of Management proposes, with the approval of the Supervisory Board, that the General Meeting of Shareholders resolves to reduce the issued capital through cancellation of shares<sup>2</sup>. The number of shares that will be cancelled following this resolution, will be determined by the Board of Management. It is restricted to a maximum of 10% of the issued capital as shown in the annual accounts for the financial year 2008. Only shares held by the company may be cancelled. Each time the amount of the capital reduction will be stated in the resolution of the Board of Management that shall be filed at the Chamber of Commerce in The Hague. Furthermore, it is proposed to cancel the shares that the Company has acquired until April 3, 2009, inclusive in the context of its current share repurchase program<sup>3</sup>, which number will be reported at the meeting.

<sup>1</sup> In accordance with article 98(4) of Book 2 of the Dutch Civil Code and article 15 of the articles of association.

<sup>2</sup> In accordance with article 16 of the articles of association.

<sup>3</sup> As announced on October 22, 2008.

# Agenda

## Information required under article 142 (3) of Book 2 of the Dutch Civil Code

### Mr. A.H.J. Risseeuw

**Year of birth:**

**Current positions:**

**Nationality:**

**KPN shares:**

**Supervisory directorships  
and other positions:**

**Reason for nomination:**

1936

Chairman of the Supervisory Boards of Groeneveld Groep B.V. and Intergamma B.V.  
Dutch

46.524

Mr. Risseeuw is member of the Supervisory Board of Blokker Holding B.V. and a member of the Advisory Council of Deloitte The Netherlands.

Mr. Risseeuw has been Chairman of the Supervisory Board since 2001. He also serves as Chairman of the Nominating and Corporate Governance Committee and member of the Remuneration and Organizational Development Committee. His extensive expertise in- and knowledge of telecommunications/ICT industries as well as his broad experience in international business, contribute significantly to the Supervisory Board and the company.

### Mrs. M.E. van Lier Lels

**Year of birth:**

**Current positions:**

**Nationality:**

**KPN shares:**

**Supervisory directorships  
and other positions:**

**Reason for nomination:**

1959

Member of the Supervisory Board of USG People N.V.

Dutch

none

Mrs. van Lier Lels holds several supervisory and/or advisory positions, including those of Chairman of the Supervisory Board of Slavenburg Holdings B.V. and member of the Supervisory Boards of Connexxion Holding N.V., TKH Group N.V. and Maersk B.V. She is a member of the Audit Committee of the Algemene Rekenkamer, a member of the Advisory Council for Science and Technology and the chairman of the Supervisory Council of The Netherlands Society for Nature and Environment.

Mrs. van Lier Lels has been a member of the Supervisory Board since 2001. She serves as a member of the Nominating and Corporate Governance and the Remuneration and Organizational Development Committee. Her knowledge of- and experience with relations between all stakeholders within large companies and her involvement in major developments in Dutch society from both a social economic and a political perspective are of great value to the Supervisory Board and the company.

### Mr. R.J. Routs

**Year of birth:**

**Current positions:**

**Nationality:**

**KPN shares:**

**Supervisory directorships  
and other positions:**

**Reason for nomination:**

1946

Member of the Supervisory Board of Aegon N.V.

Dutch

none

Mr. Routs is a member of the Board of Directors of Canadian Utilities and of the business school INSEAD. He also serves as a member of the International advisory Council of the economic Development Board of Singapore. Mr. Routs was an Executive Board Member at Royal Dutch Shell PLC. Before that he has held various (senior) management positions at this company in the USA, Canada and the Netherlands.

Mr. Routs' technical background and broad managerial experience at the top of one of the world's leading international companies will add substantial value to KPN and its Supervisory Board. Mr. Routs' expertise in both consumer and business-to-business activities will also be very useful for the company.

### Mr. D.J. Haank

**Year of birth:**

**Current positions:**

**Nationality:**

**KPN shares:**

**Supervisory directorships  
and other positions:**

**Reason for nomination:**

1953

CEO of Springer Science+Business Media

Dutch

8.117

Mr. Haank holds several supervisory and advisory positions, including those of member of the Supervisory Board of NUON and the Supervisory Council of the Dutch broadcast association TROS. Before his appointment at Springer, Mr Haank was the CEO of Elsevier Science and Executive Board Member of Reed Elsevier PLC.

Mr. Haank's expertise and continued involvement in international publishing and media business where online distribution and other ICT developments have led to major shifts are deemed of great value for KPN. Mr. Haank's financial background will also contribute to the company and its Supervisory Board.

