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

4 July 2012

as it will be presented at the Company's extraordinary general meeting of
shareholders to be held on 11 September 2012 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 text of the Article from the current Articles of Association to be changed is stated in the first column and the text of the proposed new text is stated in the second column. In addition, general explanatory notes explaining the key issues of the proposed changes are available separately.

Current text:

Article 36. Notice convening a meeting. Agenda.

(...)

6. Shareholders who, alone or jointly, represent at least one percent (1%) of the issued capital and otherwise meet the requirements set forth in section 114a paragraph 2 of Book 2 of the Dutch Civil Code will have the right to request the Board of Management or the Supervisory Board to place items on the agenda of the general meeting of shareholders, provided the reasons for the request are stated therein and the request or a proposed resolution is received by the chairman of the Board of Management or the chairman of the Supervisory Board in writing at least sixty (60) days before the date of the general meeting of shareholders.

(...)

Proposed new text:

(...)

6. Shareholders who, alone or jointly, represent at least one percent (1%) of the issued capital, **or who, according to the Official Price List of NYSE Euronext Amsterdam represent at least a value of fifty million euro (EUR 50,000,000),** will have the right to request the Board of Management or the Supervisory Board to place items on the agenda of the general meeting of shareholders, provided the reasons for the request are stated therein and the request or a proposed resolution is received by the chairman of the Board of Management or the chairman of the Supervisory Board in writing at least sixty (60) days before the date of the general meeting of shareholders.

(...)

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