



# Invitation to attend the KPN Annual General Meeting of Shareholders, 2012

*Koninklijke KPN N.V. ("KPN") invites its shareholders to its Annual General Meeting of Shareholders ("AGM") to be held at the head office of KPN, Maanplein 55, in The Hague, The Netherlands, on Thursday, April 12, 2012, at 2:00 pm CET.*

*Prior to the meeting, shareholders are invited to an informal event in which management will give presentations on KPN's products and services. Shareholders are therefore invited to KPN Headquarters 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
2. Report by the Board of Management for the financial year 2011
3. Proposal to adopt the financial statements for the financial year 2011
4. Explanation of the financial and dividend policy
5. Proposal to adopt a dividend over the financial year 2011
6. Proposal to discharge the members of the Board of Management from liability
7. Proposal to discharge the members of the Supervisory Board from liability
8. Proposal to appoint the external auditor
9. Proposal to amend the Articles of Association
10. Opportunity to make recommendations for the appointment of a member of the Supervisory Board
11. Proposal to appoint Mr P.A.M. van Bommel as member of the Supervisory Board
12. Announcement concerning vacancies in the Supervisory Board arising in 2013
13. Proposal to authorize the Board of Management to resolve that the company may acquire its own shares
14. Proposal to reduce the capital through cancellation of own shares
15. Any other business and closure of the meeting

## Meeting documents

The full agenda and the explanatory notes thereto, including the information regarding the nominated member for the Supervisory Board as referred to in article 142 (3) of Book 2 of the Dutch Civil Code, the Annual Report 2011 (including the financial statements and the information as referred to in article 392 (1) of Book 2 of the Dutch Civil Code), the proposed amendment of the Articles of Association of the company together with the explanatory notes thereto and the proposed reduction of capital are all available via:

- the internet on [www.kpn.com/ir](http://www.kpn.com/ir)
- and can also be obtained by calling The Royal Bank of Scotland N.V. ("RBS"), at (+ 31) 20 464 37 07 or by email: [corporate.actions@rbs.com](mailto:corporate.actions@rbs.com)

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 at RBS, Gustav Mahlerlaan 350, 1082 ME Amsterdam, The Netherlands. For further information please refer to the company at (+31) 70 446 09 86.

## Record Date

The Board of Management has determined that for this meeting, the persons who will be considered as entitled to attend the AGM, are those holders of ordinary shares who on March 15, 2012, after close of trading ('Record Date'), are registered as such in one of the following (sub)registers:

- For holders of bearer shares: the administrations of the banks and brokers which are intermediaries according to the Securities Giro Transactions Act ('Wet giraal effectenverkeer');
- For holders of registered ordinary shares: the shareholders register of the company.

## Registration to vote

Shareholders are entitled to vote up to the total number of shares that they held at the end of the Record Date. There then follows a two step process of registering to vote and then executing your vote.

*A holder of bearer shares* who wishes to attend the meeting must register with RBS (via [www.rbs.com/evoting](http://www.rbs.com/evoting)) as of the Record Date and not later than April 5, 2012, 5:30 PM CET. A confirmation by the intermediaries, in which administration the holder is registered for the shares must be submitted to RBS, stating that such shares were registered in his/her name at the Record Date. With this confirmation, intermediaries are requested to include the full address details of the relevant holders in order to be able to verify the shareholding on the Record Date in an efficient manner. The receipt supplied by RBS will serve as admission ticket to the meeting.

*A holder of the registered ordinary shares* who wishes to participate in the meeting must notify the Board of Management in writing no later than April 5, 2012, 5:30 PM CET.

*A holder of ADRs* who wishes to vote can do so through JPMorgan, the US depositary. Such holders must return their completed proxy form to JPMorgan. It is estimated that the deadline to receive votes is 12:00 PM US EST April 5, 2012. A holder of ADRs who wishes to attend the meeting in The Netherlands should contact the JPMorgan Service Center at phone number 1-302-552-0268 or by e-mail at [adr@jpmorgan.com](mailto:adr@jpmorgan.com) no later than April 5, 2012, 5:00 PM US EST. A holder of ADRs will be entitled to attend the meeting and to exercise voting rights with respect to the number of ADRs held at the close of business on the Record Date.

## Voting by proxy

The right to attend and to vote at the meeting may be exercised by a written proxy, for which purpose forms can be obtained free of charge as set out in the paragraph above entitled 'Meeting documents'. The written proxy must be received by the Board of Management no later than April 5, 2012 at 5:30 PM CET. A copy of the written proxy must be shown at the registration for the meeting. The shareholders who wish to exercise their proxy electronically are advised to do this via [www.rbs.com/evoting](http://www.rbs.com/evoting) no later than April 5, 2012 at 5:30 PM CET.

**If you intend to instruct your custodian bank/broker for any of the above, please be aware that their deadlines could be a number of days before those mentioned above. Please check with the individual institutions as to their cut-off dates.**

## Registration and identification at the meeting

Registration for admission to the meeting will take place from 12:30 PM until the commencement of the meeting at 2:00 PM. After this time registration is no longer possible. Persons entitled to attend the meeting may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver's license.

## Webcast

The meeting will be broadcasted live and in full through the internet at [www.kpn.com/ir](http://www.kpn.com/ir)

For further information please refer to the company's internet site [www.kpn.com](http://www.kpn.com) ("About KPN", "Investor Relations") or by telephone at (+31) 70 446 0986.

The Board of Management  
The Hague, The Netherlands  
March 1, 2012