



EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Royal KPN N.V. invites its shareholders to an Extraordinary General Meeting of Shareholders, to be held on Tuesday 11 September 2012, at 11.00 AM (CET) at KPN's head office, Maanplein 55, The Hague, the Netherlands.

Agenda

1. Opening and announcements
2. Announcement of the intended appointment of Mr Eric Hageman as member of the Board of Management of Koninklijke KPN N.V.
3. Proposal to amend the articles of association regarding the right to place items on the agenda (**resolution**)
4. Any other business and closure

Explanatory notes to agenda item 2

Profile Mr Eric Hageman

The Supervisory Board intends to appoint Mr Hageman as the new Chief Financial Officer and member of the Board of Management effective 12 September 2012.

Mr Hageman worked from 1995 through 2005 as a corporate financier in London, where he advised companies in the Telecoms, Media and Technology sectors. In 2005 Mr Hageman joined KPN as head of Investor Relations. Additionally, he became head of the Mergers & Acquisitions department in 2007. In 2008 Mr Hageman was appointed CFO of the Mobile International division. In that same year he took over responsibility for KPN Spain, KPN France and Ortel Mobile. In 2011 Mr Hageman became CEO of KPN Group Belgium. Mr Hageman also made a key contribution to developing the 2011-2015 Strategy. Since January 2012 Mr Hageman has been acting as CFO ad interim. His substantial financial markets experience is of great value for KPN and Mr Hageman brings continuity in KPN's financial policy which is aimed at creating value for shareholders and other stakeholders. Continuity is also important in achieving the goals set in KPN's "Strengthen, Simplify and Grow" strategy, particularly in light of the current accelerated investment strategy in The Netherlands.

Remuneration

The remuneration package of Mr Hageman fits within KPN's remuneration policy as approved by the General Meeting of Shareholders. His employment contract provides for a base salary of EUR 575,000 per year. Furthermore, he is eligible to short and long term variable incentives, which are dependent on the performance of KPN versus the company's financial and/or non-financial targets. For full details of KPN's remuneration policy, reference is made to the remuneration report on page 66 onwards of KPN's Annual Report 2011. The contractual severance pay is in line with the Dutch Corporate Governance Code and amounts to one year's base



salary. A defined contribution pension plan is part of the other (additional) arrangements. Mr Hageman remains eligible for 15,000 restricted shares that were granted to him prior to his appointment as CFO. These shares will become unconditional if the employment contract is not terminated prior to 1st January 2015.

Notification to the meeting

During this meeting and under this agenda item a notification of the intended appointment will be provided, as required under article 17, paragraph 1 of the articles of association. The meeting will not decide on the appointment. Following the meeting, the Supervisory Board will decide on the appointment of Mr Hageman.

Further information Mr Hageman:

Year of birth:	1970
Current position:	Interim CFO KPN
Previous positions:	Mr Hageman joined KPN in 2005, as head of Investor Relations, having previously held management positions with Deutsche Bank and ABN Amro in London. Additionally, he became head of the Mergers & Acquisitions department in 2007. In 2008 he was appointed CFO of the Mobile International division. In that same year he took over responsibility for KPN Spain, KPN France and Ortel Mobile. In 2011 Mr Hageman became CEO of KPN Group Belgium. Since January 2012 Mr Hageman has been acting as interim CFO.
Nationality:	Dutch
KPN-shares:	1,315 shares and 15,000 restricted shares
Education:	Business Economics (University of Maastricht) Business Administration (London Business School)
Other positions:	None

Explanatory notes to agenda item 3

Proposal to amend the articles of association

Right to place items on the agenda

In accordance with the commitment made earlier by Royal KPN N.V. it is proposed to amend the articles of association regarding the right to place items on the agenda of the general meeting of shareholders (article 36 paragraph 6), so that



this provision will read as before the most recent amendment of the articles effected on 18 April 2012. This entails that the reference to a shareholder who (according to the Official Price List of NYSE Euronext Amsterdam) holds shares with a value of at least EUR 50 million, which reference was deleted with the most recent amendment, will be included again. Reference is made to the proposed amendment of article 36 paragraph 6.

Power of attorney

The proposed amendment of the articles also includes granting a power of attorney to every member of the Board of Management, the Company's Secretary, and every civil-law notary (and deputy civil-law notary), paralegal and notarial assistant at Allen & Overy LLP, Attorneys at Law, Civil-Law Notaries and Tax Consultants, in Amsterdam to have the deed of amendment of the articles of association executed.