



Invitation to attend the Annual General Meeting of Shareholders 2013

Koninklijke KPN N.V. ("KPN") invites its Shareholders to its Annual General Meeting of Shareholders to be held at the head office of KPN, Maanplein 55, in The Hague, The Netherlands, on 10 April 2013 at 1:00 PM (CET).

Agenda

1. Opening and announcements
2. Report by the Board of Management for the financial year 2012
3. Proposal to adopt the financial statements for the financial year 2012 (*Resolution*)
4. Explanation of the financial and dividend policy
5. Proposal to determine the dividend over the financial year 2012 (*Resolution*)
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*)
8. Opportunity to make recommendations for the appointment of a member of the Supervisory Board
9. Proposal to reappoint Ms M.E. van Lier Lels as member of the Supervisory Board (*Resolution*)
10. Proposal to reappoint Mr R.J. Routs as member of the Supervisory Board (*Resolution*)
11. Proposal to reappoint Mr D.J. Haank as member of the Supervisory Board (*Resolution*)
12. Proposal to appoint Mr C.J. García Moreno Elizondo as member of the Supervisory Board (*Resolution*)
13. Proposal to appoint Mr O. von Hauske as member of the Supervisory Board (*Resolution*)
14. Announcement concerning vacancies in the Supervisory Board in 2014
15. Capital raise by KPN
 - a. Explanation of the capital raise
 - b. Designation of the Board of Management as the body authorised to issue ordinary shares, to grant rights to subscribe for ordinary shares and to exclude statutory pre-emptive rights and proposal to amend the articles of association of KPN (*Resolution*)
16. Announcement of the intended appointment of Mr J.F.E. Farwerck as member of the Board of Management of KPN
17. Proposal to appoint the external auditor (*Resolution*)
18. Proposal to authorise the Board of Management to resolve that the company may acquire its own shares (*Resolution*)
19. Any other business and closure of the meeting

Meeting documents

The agenda with the explanatory notes thereto, including the information regarding the nominated members for the Supervisory Board as referred to in article 142 (3) of Book 2 of the Dutch Civil Code, the Annual Report 2012 (including the financial statements and the information as referred to in article 392 (1) of Book 2 of the Dutch Civil Code), and the proposed amendment of the articles of association with separate explanatory notes thereto, are available free of charge on the internet at www.kpn.com/ir and can also be obtained by contacting ABN AMRO Bank N.V. ("ABN AMRO"), at (+31) 20 344 20 00 or by email: corporate.broking@nl.abnamro.com. The meeting documents are also available for inspection at the head office of KPN, Maanplein 55 in The Hague, The Netherlands and at the office of ABN AMRO, Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands.

Record Date

The Board of Management has determined that for this meeting, the persons who will be considered as entitled to attend the general meeting, are those holders of shares who on 13 March 2013, after close of trading on NYSE Euronext Amsterdam (the "Record Date") hold those rights and are registered as such in one of the following (sub)registers:

- For holders of deposit shares: the administrations of the banks and brokers which are intermediaries according to the Dutch Securities Giro Transactions Act ('*Wet giraal effectenverkeer*');
- For holders of registered 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 close of trading at the Record Date, provided they have registered their shares timely.

A holder of deposit shares who wishes to attend the meeting must register with ABN AMRO (via www.abnamro.com/evoting) as of the Record Date and no later than 3 April 2013, 5:30 PM (CET). A confirmation by the intermediary in which administration the holder is registered for the deposit shares must be submitted to ABN AMRO, stating that such shares were registered in his/her name at the Record Date. With this confirmation, intermediaries are furthermore requested to include the full address details of the relevant holder in order to be able to verify the shareholding on the Record Date in an efficient manner. The receipt (of registration) supplied by ABN AMRO will serve as admission ticket to the meeting.

A holder of registered shares who wishes to attend the meeting must register no later than 3 April 2013, 5:30 PM (CET), in the manner as set out in the letter of notification.

A holder of ADRs who wishes to attend the meeting in The Netherlands should contact the JPMorgan Service Center at phone number (+1) 800 900 1135 or via email at adr@jpmorgan.com no later than 3 April 2013, 5:00 PM (US EST).

Voting by proxy

The right to attend and to vote at the meeting may be exercised by a holder of 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 3 April 2013, 5:30 PM (CET). A copy of the written proxy must be shown at registration for the meeting. Shareholders who wish to exercise their voting rights by an electronic proxy, which entails a voting instruction to a civil law notary of Allen & Overy LLP, can do this via www.abnamro.com/evoting no later than 3 April 2013, 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 11:30 AM (CET) until the commencement of the meeting at 1:00 PM (CET). 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

For further information please refer to the internet: www.kpn.com/ir or reach out to KPN Investor Relations by telephone at (+31) 70 446 0986.

The Supervisory Board
The Board of Management
The Hague, The Netherlands
27 February 2013