

## **Agenda**

Royal KPN N.V. ("KPN") invites its shareholders to its Extraordinary General Meeting of Shareholders ('EGM') to be held at the head office of KPN, Wilhelminakade 123 in Rotterdam, the Netherlands, on Tuesday 1 October 2024. The registration will be open as of 12:00 (CEST), the meeting will commence at 13:00 (CEST). The livestream of the meeting can also be followed via [ir.kpn.com](https://ir.kpn.com).

1. Opening and announcements
  2. Opportunity to make recommendations for the appointment of a member of the Supervisory Board of KPN
  3. Proposal to appoint Mr. Rob Shuter as member of the Supervisory Board (*Resolution*)
  4. Closing
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## **Explanatory notes to the agenda**

### **Item 2**

The Supervisory Board has the intention to fill in the vacancy that arose following the stepdown of Mr. Plater in February 2024 and has nominated Mr. Shuter as successor for appointment to the Supervisory Board at this EGM as of the 1<sup>st</sup> of October 2024.

KPN's articles of association dictate that, prior to doing so, the General Meeting of Shareholders has the opportunity to put forward recommendations for the appointment of a member of the Supervisory Board.

Appointing a member of the Supervisory Board must be in accordance with the profile of the Supervisory Board. In particular, the Supervisory Board aims for a diverse composition in terms of age, gender, experience and expertise. Furthermore, candidates should have knowledge of or experience with, e.g. managing a large organization, (inter)national business matters, financial matters and/or relations between a company and society, and have affinity with telecommunications and ICT industries.

## **Explanatory notes to the agenda**

### **Item 3**

Under the condition precedent that no recommendations for another person have been made by the General Meeting of Shareholders under item 2, the Supervisory Board nominates Mr. Shuter for appointment as member of the Supervisory Board. The Board of Management supports this nomination, as does the Central Works Council. The complete position of the Central Works Council in relation to this nomination is available on [ir.kpn.com](https://ir.kpn.com).

Mr. Shuter complies with the requirements of the profile of the Supervisory Board. Mr. Shuter is a seasoned executive who has spent his career in the telecommunications and financial services industries. He was CEO Enterprise at BT between 2021 and 2023, Group CEO of MTN Group (South Africa) from 2017 to 2020, CEO of Vodafone Europe Cluster (2015-2016) and Vodafone Netherlands (2012-2016) and Group CFO of Vodacom Group (South Africa) (2009-2011). Prior to that, Mr. Shuter spent several years in executive roles in the financial services industry. Currently Mr. Shuter serves as a non-executive director of Drax Group Plc, Sir Fruit (Pty) Ltd and is member of the board of trustees of the Duke of Edinburgh's Award. Mr. Shuter is considered independent within the meaning of the Dutch Corporate Governance Code.

It is therefore proposed to the General Meeting of Shareholders to appoint Mr. Shuter in accordance with this nomination for a period of three and a half years (ending at the closure of the annual general meeting of shareholders to be held in 2028). The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these notes.



**Further information required under article 142 (3) of Book 2 of the Dutch Civil Code**

**Mr. Rob Shuter**

Year of birth: 1967  
Current position: Non-executive director of Drax Group Plc, Sir Fruit (Pty) Ltd

Nationality: British / South African  
KPN shares: None

**Other ancillary positions:**

Mr. Shuter is a member of the board of trustees of the Duke of Edinburgh's Award.

**Reason for nomination for appointment:**

Mr. Shuter brings an extensive track record with experience gained in several telecom executive roles and knowledge of digital transformation in the industry. Hence, Mr Shuter is believed to bring valuable knowledge and expertise to the Supervisory Board.