



KONINKLIJKE KPN N.V.

PROFILE OF THE SUPERVISORY BOARD

Adopted by the Supervisory Board on 28 April 2022



Introduction

Members of the Supervisory Board of Royal KPN N.V. ('KPN') are appointed by the General Meeting of Shareholders, at the proposal of the Supervisory Board. The Central Works Council has an enhanced right of recommendation for the appointment of one third of the members of the Supervisory Board. In addition, both the General Meeting of Shareholders and the Central Works Council may recommend persons for appointment.

It is important for all parties involved to be guided by a uniform vision when proposing or recommending persons for appointment to the Supervisory Board. This profile aims to provide this uniform vision. The Supervisory Board will use this profile for all proposed appointments, and will examine all nominations against conformity with the profile. The profile is publicly available via KPN's website.

The current profile builds on earlier versions thereof, but has been redrafted to best reflect today's thinking, best practices and standards. It finds its basis in art. 2:158, par. 2 of the Dutch Civil Code, best practice provision 2.1.1 of the Dutch Corporate Governance Code and art. 23, par. 2 of KPN's Articles of Association. The profile was prepared by the Supervisory Board in consultation with the Board of Management. It has been discussed with the Central Works Council and the General Meeting of Shareholders in April 2022, and was subsequently established by the Supervisory Board.

Tasks and responsibilities of the Supervisory Board

The Supervisory Board is charged with the supervision over management as executed by the Board of Management, and over the general course of affairs of the company and its affiliated enterprise. The Supervisory Board assists the Board of Management with advice. In performing their duties, members of the Supervisory Board shall be guided by the interests of the company and its affiliated enterprise, and shall take into account the interests of the company's stakeholders.

The Supervisory Board is made up of independent members, all bringing their own expertise and background. While each member may – and should - contribute is own specific expertise and background, and may devote special attention to certain interests, members must always make such interests subordinate to those of the company and all of its stakeholders members.

The tasks and responsibilities of the Supervisory Board are further detailed in the By-Laws of the Supervisory Board.

Composition and profile

Under KPN's Articles of Association, the Supervisory Board shall have at least five members and at most nine members. The exact number will be determined by the Supervisory Board, based on the division of expertise amongst its members. Any change to the number of members will be substantiated.

To be properly composed, both the individual members and the Supervisory Board as a whole should possess certain qualities and comply with certain requirements.

Requirements for individual members of the Supervisory Board

Each member of the Supervisory Board must be **capable** of assessing the broad outline of the company's strategy, policy and performance, its main risks, and the overall functioning of the Board of Management.

Furthermore, each member of the Supervisory Board must possess the following **qualities**:

- Be of undisputed integrity and high ethical standards;
- Have sufficient authority with company stakeholders;
- Be conscious of and attain high standards of corporate governance;
- Have an open eye to developments in society, including social, economic and political developments;
- Have knowledge, feeling and/or affinity with the telecommunications industry;
- Be able to operate critically and independently from the other members of the Supervisory Board and the Board of Management.

Finally, each member of the Supervisory Board should be both **able and willing** to:

- devote such time and attention to the company as required for the proper performance of the tasks of the Supervisory Board, acknowledging that the time required may vary from time to time;
- accept and adhere to KPN's Articles of Association, By-Laws and company code.

Requirements for the Supervisory Board as a whole

As a group, the Supervisory Board should possess all qualities and expertise required for the performance of its overall supervisory task. Such qualities and expertise may be spread over, or combined in, its individual members, who each contribute to the group. Over time, the relative weighting of the various elements may shift, based on the specific needs of the Supervisory Board and the company at that time.

The following **qualities and expertise** should be available in the Supervisory Board:

- Experience in managing a large business organization, on both commercial and operational aspects of business, and in both national and international settings;
- Experience in listed companies and financial markets;
- Knowledge of and/or experience in the telecommunications industry, digitization and cyber security;
- Extensive financial expertise to properly evaluate the company's reported and underlying performance, as well as the financial impact of the company's strategy and the risks associated with it;
- Insight into and/or experience with relations between a company and society, including government relations and regulation;
- Knowledge of and/or experience in environmental, social and governance (ESG) matters;

In addition, the following **specific profiles** should be available in the Supervisory Board:

- At least one, but preferably more members should possess the qualities to preside over the Supervisory Board and chair the General Meeting of Shareholders;
- At least one, but preferably more members should have specific competence and experience in accounting and auditing ('financial expert').

A **diverse** composition enables the Supervisory Board to perform its tasks and responsibilities in the best possible way, and adds value to the company. The Supervisory Board therefore aims for such a diverse composition, not just in expertise, but in various relevant aspects, including most notably in terms of:

- Gender – with at least one third male and at least one third female members (compliant with applicable legislation)
- Nationality and/or cultural background – given KPN's current geographical scope the majority of the members should be Dutch, whereas some members should have other nationalities or cultural backgrounds;
- Executive experience – some members should hold a current executive position, whereas other members should not hold such positions (anymore);
- Age – with a fair spread of different age groups.

The Supervisory Board as a whole must be composed in line with the best practices on **independence** as set out in the Dutch Corporate Governance Code. Furthermore, any binding requirements as to the Supervisory Board and its members (e.g. diversity, number of positions, conflicting positions), will be complied with.