## KPN COMPLIANCE REVIEW DUTCH CORPORATE GOVERNANCE CODE

Nr	Subject	Comply or explain
CHAPTER	1. LONG-TERM VALUE CREATION	
Principle 1.1	Long-term value creation  The management board is responsible for the continuity of the company and its affiliated enterprise. The management board focuses on long-term value creation for the company and its affiliated enterprise, and takes into account the stakeholder interests that are relevant in this context. The supervisory board monitors the management board in this.	KPN agrees with the principle, which is implemented by compliance with the Best Practices as set out below. Refer also to the By-laws of the Board of Management art 1.2 and the By-laws of the Supervisory Board art 6.2 and art 7.1 sub a.
1.1.1	Long-term value creation strategy  The management board should develop a view on long-term value creation by the company and its affiliated enterprise and should formulate a strategy in line with this. Depending on market dynamics, it may be necessary to make short-term adjustments to the strategy.  When developing the strategy, attention should in any event be paid to the following:  i. the strategy's implementation and feasibility;	Current practice at KPN; Refer to By-laws of the Board of Management art 2.1.
	ii. the business model applied by the company and the market in which the company and its affiliated enterprise operate; iii. opportunities and risks for the company; iv. the company's operational and financial goals and their impact on its future position in relevant markets; v. the interests of the stakeholders; and vi. any other aspects relevant to the company and its affiliated enterprise, such as the environment, social and employee-related matters, the chain within which the enterprise operates, respect for human rights, and fighting corruption and bribery.	
1.1.2	Involvement of the supervisory board  The management board should engage the supervisory board early on in formulating the strategy for realising long-term value creation. The management board renders account to the supervisory board of the strategy and the explanatory notes to that strategy.	Current practice at KPN; Refer to By-laws of the Board of Management art 2.2 and By-laws of the Supervisory Board art 6.5 and art 7.1 sub a.
1.1.3	Role of the supervisory board  The supervisory board should supervise the manner in which the management board implements the long-term value creation strategy. The supervisory board should regularly discuss the strategy, the implementation of the strategy and	Current practice at KPN; Refer to By-laws of the Supervisory Board art 6.5. Refer also to the

Nr	Subject	Comply or explain
	the principal risks associated with it. In the report drawn up by the supervisory board, an account is given of its	Supervisory Board Report in the
	involvement in the establishment of the strategy, and the way in which it monitors its implementation.	Integrated Annual Report 2022.
1.1.4	Accountability of the management board	Current practice at KPN;
	In the management report, the management board should give a more detailed explanation of its view on long-term	Refer to the Integrated Annual
	value creation and the strategy for its realisation, as well as describing which contributions were made to long-term value	Report 2022, section 'Strategy and
	creation in the past financial year. The management board should report on both the short-term and long-term	key performances' and 'Value
	developments.	creation model'.
Principle	Risk management	KPN agrees with the principle,
1.2	The company should have adequate internal risk management and control systems in place. The management board is	which is implemented by
	responsible for identifying and managing the risks associated with the company's strategy and activities.	compliance with the Best Practices
404		as set out below.
1.2.1	Risk assessment	Current practice at KPN;
	The management board should identify and analyse the risks associated with the strategy and activities of the company	Refer to By-laws of the Board of
	and its affiliated enterprise. It is responsible for establishing the risk appetite, and also the measures that are put in place	Management art 3.1 and 3.2 and the Integrated Annual Report 2022,
	in order to counter the risks being taken.	chapter 'Compliance and risk'.
1.2.2	Implementation	Current practice at KPN;
1.2.2	Based on the risk assessment, the management board should design, implement and maintain adequate internal risk	Refer to By-laws of the Board of
	management and control systems. To the extent relevant, these systems should be integrated into the work processes	Management art 5.3 and the
	within the company and its affiliated enterprise it, and should be familiar to those whose work they are relevant to.	Integrated Annual Report 2022,
	Within the company and its anniated enterprise it, and should be furniful to those whose work they are relevant to.	chapter 'Compliance and risk'.
1.2.3	Monitoring of effectiveness	Current practice at KPN;
-	The management board should monitor the operation of the internal risk management and control systems and should	Refer to By-laws of the Board of
	carry out a systematic assessment of their design and effectiveness at least once a year. This monitoring should cover all	Management art 3.3 and the
	material control measures relating to strategic, operational, compliance and reporting risks. Attention should be given to	Integrated Annual Report 2022,
	observed weaknesses, instances of misconduct and irregularities, indications from whistleblowers, lessons learned and	chapter 'Compliance and risk'.
	findings from the internal audit function and the external auditor. Where necessary, improvements should be made to	
	internal risk management and control systems.	
Principle	Internal audit function	KPN agrees with the principle,
1.3	The duty of the internal audit function is to assess the design and the operation of the internal risk management and	which is implemented by
	control systems. The management board is responsible for the internal audit function. The supervisory board oversees	compliance with the Best Practices
	the internal audit function and maintains regular contact with the person fulfilling this function.	as set out below.
		Refer also to By-laws of the Board
		of Management art 5.1 and By-laws
		of the Supervisory Board art 7.1

Nr	Subject	Comply or explain
		sub c. Refer also to Integrated the Annual Report 2022, chapter 'Compliance and risk', Internal Audit.
1.3.1	Appointment and dismissal  The management board both appoints and dismisses the senior internal auditor. Both the appointment and the dismissal of the senior internal auditor should be submitted to the supervisory board for approval, along with the recommendation issued by the audit committee.	Current practice at KPN; Refer to By-laws of the Board of Management art 5.2 and By-laws of the Supervisory Board Annex 2 sub (o). Refer also to Terms of Reference of the Audit Committee art 3.1 sub (f) (iii).
1.3.2	Assessment of the internal audit function  The management board should assess the way in which the internal audit function fulfils its responsibility annually, taking into account the audit committee's opinion.	Current practice at KPN; Refer to By-laws of the Board of Management art 5.6.
1.3.3	Internal audit plan  The internal audit function should draw up an audit plan, involving the management board, the audit committee and the external auditor in this process. The audit plan should be submitted to the management board, and then to the supervisory board, for approval. In this internal audit plan, attention should be paid to the interaction with the external auditor.	Current practice at KPN; Refer to By-laws of the Board of Management art 5.4. Refer also to Terms of Reference of the Audit Committee art 3.1 sub (f) (i).
1.3.4	Performance of work  The internal audit function should have sufficient resources to execute the internal audit plan and have access to information that is important for the performance of its work. The internal audit function should have direct access to the audit committee and the external auditor. Records should be kept of how the audit committee is informed by the internal audit function.	Current practice at KPN; Refer to By-laws of the Board of Management art 5.5.
1.3.5	Reports of findings  The internal audit function should report its audit results to the management board and the essence of its audit results to the audit committee and should inform the external auditor. The research findings of the internal audit function should, at least, include the following:  i. any flaws in the effectiveness of the internal risk management and control systems;  ii. any findings and observations with a material impact on the risk profile of the company and its affiliated enterprise; and  iii. any failings in the follow-up of recommendations made by the internal audit function.	Current practice at KPN; Refer to Terms of Reference of the Audit Committee art 3.1 sub (f) (ii). Refer also to Integrated the Annual Report 2022, chapter 'Compliance and risk', Internal Audit.
1.3.6	Absence of an internal audit department  If there is no separate department for the internal audit function, the supervisory board will assess annually whether adequate alternative measures have been taken, partly on the basis of a recommendation issued by the audit	N.A.  KPN has an internal audit department; Refer also to Terms of

Nr	Subject	Comply or explain
	committee, and will consider whether it is necessary to establish an internal audit department. The supervisory board should include the conclusions, along with any resulting recommendations and alternative measures, in the report of the supervisory board.	Reference of the Audit Committee Annex 2 sub (8).
Principle 1.4	Risk management accountability  The management board should render account of the effectiveness of the design and the operation of the internal risk management and control systems.	KPN agrees with the principle, which is implemented by compliance with the Best Practices as set out below.
1.4.1	Accountability to the supervisory board  The management board should discuss the effectiveness of the design and operation of the internal risk management and control systems referred to in best practice provisions 1.2.1 to 1.2.3 inclusive with the audit committee, and render account of this to the supervisory board.	Current practice at KPN; Refer to By-laws of the Board of Management art 3.4 and By-laws of the Supervisory Board art 7.1 sub d.
1.4.2	Accountability in the management report In the management report, the management board should render account of: i. the execution of the risk assessment, with a description of the principal risks facing the company in relation to its risk appetite. These risks may include strategic, operational, compliance and reporting risks; ii. the design and operation of the internal risk management and control systems during the past financial year; iii. any major failings in the internal risk management and control systems which have been observed in the financial year, any significant changes made to these systems and any major improvements planned, along with a confirmation that these issues have been discussed with the audit committee and the supervisory board; and iv. the sensitivity of the results of the company to material changes in external factors.	Current practice at KPN; Refer to the Integrated Annual Report 2022, chapter 'Compliance and risk'. Refer also to the sensitivity analyses in the Consolidated Financial Statements of 2022, note 11, 13.4 and 17.
1.4.3	Statement by the management board  The management board should state in the management report, with clear substantiation, that: i. the report provides sufficient insights into any failings in the effectiveness of the internal risk management and control systems; ii. the aforementioned systems provide reasonable assurance that the financial reporting does not contain any material inaccuracies; iii. based on the current state of affairs, it is justified that the financial reporting is prepared on a going concern basis; and iv. the report states those material risks and uncertainties that are relevant to the expectation of the company's continuity for the period of twelve months after the preparation of the report.	Current practice at KPN; Refer to the 'Statement by the Board of Management' in the Integrated Annual Report 2022, chapter 'Compliance and risk'.
Principle 1.5	Role of the supervisory board  The supervisory board should supervise the policies carried out by the management board and the general affairs of the company and its affiliated enterprise. In so doing, the supervisory board should also focus on the effectiveness of the company's internal risk management and control systems and the integrity and quality of the financial reporting.	KPN agrees with the principle, which is implemented by compliance with the Best Practices as set out below.

Nr	Subject	Comply or explain
		Refer also to By-laws of the
		Supervisory Board art 7.1 sub d and
		e.
1.5.1	Duties and responsibilities of the audit committee	Current practice at KPN;
	The audit committee undertakes preparatory work for the supervisory board's decision-making regarding the supervision	Refer to Terms of Reference of the
	of the integrity and quality of the company's financial reporting and the effectiveness of the company's internal risk	Audit Committee art 3.1. sub (e) up
	management and control systems. Among other things, it focuses on monitoring the management board with regard to:	to and including (i).
	i. relations with, and compliance with recommendations and following up of comments by, the internal and external	
	auditors; ii. the funding of the company;	
	iii. the application of information and communication technology by the company, including risks relating to	
	cybersecurity; and	
	iv. the company's tax policy.	
1.5.2	Attendance of the management board, internal auditor and external auditor at audit committee consultations	Current practice at KPN;
	The chief financial officer, the internal auditor and the external auditor should attend the audit committee meetings,	Refer to Terms of Reference of the
	unless the audit committee determines otherwise. The audit committee should decide whether and, if so, when the	Audit Committee art 4.3.
	chairman of the management board should attend its meetings.	Refer also to the By-laws of the
		Board of Management art 13.3 sub
		g and art 14.3.
1.5.3	Audit committee report	Current practice at KPN;
	The audit committee should report to the supervisory board on its deliberations and findings. This report must, at least,	Refer to Terms of Reference of the
	include the following information:	Audit Committee art 5.1.
	i. the methods used to assess the effectiveness of the design and operation of the internal risk management and control	
	systems referred to in best practice provisions 1.2.1 to 1.2.3, inclusive;	
	ii. the methods used to assess the effectiveness of the internal and external audit processes;	
	iii. material considerations regarding financial reporting; iv. the way material risks and uncertainties referred to in best practice provision 1.4.3 have been analysed and discussed,	
	along with a description of the most important findings of the audit committee.	
1.5.4	Supervisory board	Current practice at KPN;
1.5.⊣	The supervisory board should discuss the items reported on by the audit committee as per of best practice provision	Refer to By-laws of the Supervisory
	1.5.3.	Board art 5.3.
Principle	Appointment and assessment of the functioning of the external auditor	KPN agrees with the principle,
1.6	The supervisory board should submit the nomination for the appointment of the external auditor to the general meeting,	which is implemented by
	and should supervise the external auditor's functioning.	compliance with the Best Practices
		as set out below.

Nr	Subject	Comply or explain
		Refer also to By-laws of the
		Supervisory Board art 11.1.
1.6.1	Functioning and appointment	Current practice at KPN;
	The audit committee should report annually to the supervisory board on the functioning of, and the developments in, the	Refer to By-laws of the Supervisory
	relationship with the external auditor. The audit committee should advise the supervisory board regarding the external	Board art 11.2 and Terms of
	auditor's nomination for appointment/reappointment or dismissal and should prepare the selection of the external	Reference of the Audit Committee
	auditor. The audit committee should give due consideration to the management board's observations during the	art 3.1 sub e (ii).
	aforementioned work. Also on this basis, the supervisory board should determine its nomination for the appointment of	Refer also to By-laws of the Board
	the external auditor to the general meeting.	of Management art 6.5.
1.6.2	Informing the external auditor about their functioning	Current practice at KPN;
	The supervisory board should give the external auditor a general idea of the content of the reports relating to their	Refer to By-laws of the Supervisory
	functioning.	Board art 11.2.
1.6.3	Engagement	Current practice at KPN;
	The audit committee should submit a proposal to the supervisory board for the external auditor's engagement to audit	Refer to By-laws of the Supervisory
	the financial statements. The management board should play a facilitating role in this process. In formulating the terms	Board art 11.4 and By-laws of the
	of engagement, attention should be paid to the scope of the audit, the materiality to be used and remuneration for the	Board of Management art 6.5.
	audit. The supervisory board should resolve on the engagement.	
1.6.4	Accountability	Current practice at KPN;
	The main conclusions of the supervisory board regarding the external auditor's nomination and the outcomes of the	Refer to By-laws of the Supervisory
	external auditor selection process should be communicated to the general meeting.	Board art 11.3.
1.6.5	Departure of the external auditor	Current practice at KPN as soon as
	The company should publish a press release in the event of the early termination of the relationship with the external	an early termination would apply.
	audit firm. The press release should explain the reasons for this early termination.	Refer to By-laws of the Board of
		Management art 6.6.
Principle	Performance of the external auditor's work	KPN agrees with the principle,
1.7	The audit committee and the external auditor should discuss the audit plan and the findings of the external auditor based	which is implemented by
	on the work the external auditor has undertaken. The management board and the supervisory board should maintain	compliance with the Best Practices
	regular contact with the external auditor.	as set out below.
		Refer to the Terms of Reference of
		the Audit Committee art 3.1 sub (d)
		and (e) (iii) and Annex 2 sub (9).
		Refer also to By-laws of the
		Supervisory Board art 10.4 and
		10.5 and By-laws of the Board of
		Management art 6.3.

Nr	Subject	Comply or explain
1.7.1	Provision of information to the external auditor	Current practice at KPN;
	The management board should ensure that the external auditor will receive all information that is necessary for the	Refer to By-laws of the Board of
	performance of his work in a timely fashion. The management board should give the external auditor the opportunity to	Management art 6.2.
	respond to the information that has been provided.	
1.7.2	Audit plan and external auditor's findings	Current practice at KPN;
	The external auditor should discuss the draft audit plan with the management board before presenting it to the audit	Refer to By-laws of the Board of
	committee. The audit committee should annually discuss with the external auditor:	Management art 6.3 and Terms of
	i. the scope and materiality of the audit plan and the principal risks of the annual reporting identified by the external	Reference of the Audit Committee
	auditor in the audit plan; and	Annex 2 sub (9).
	ii. based also on the documents from which the audit plan was developed, the findings and outcomes of	
	the audit work on the financial statements and the management letter.	
1.7.3	Publication of financial reports	Current practice at KPN;
	The audit committee should determine whether and, if so, how the external auditor should be involved in the content	Refer to Terms of Reference of the
	and publication of financial reports other than the financial statements.	Audit Committee Annex 1 sub (3).
1.7.4	Consultations with the external auditor outside the management board's presence	Current practice at KPN;
	The audit committee should meet with the external auditor as often as it considers necessary, but at least once per year,	Refer to Terms of Reference of the
	outside the presence of the management board.	Audit Committee art 4.6.
1.7.5	Examination of discussion points arising between the external auditor and the management board	Current practice at KPN;
	The supervisory board should be permitted to examine the most important points of discussion arising between the	Refer to By-laws of the Board of
	external auditor and the management board based on the draft management letter or the draft audit report.	Management art 6.4 and By-laws of
476		the Supervisory Board art 10.5.
1.7.6	External auditor's attendance of supervisory board meetings	Current practice at KPN;
	The external auditor should in any event attend the meeting of the supervisory board at which the report of the external	Refer to By-laws of the Supervisory
CUARTER	auditor on the audit of the financial statements is discussed.	Board art 10.5.
	2. EFFECTIVE MANAGEMENT AND SUPERVISION	KDN agrees with the grain sinds
Principle	Composition and size	KPN agrees with the principle,
2.1	The management board and the supervisory board should be composed such that the requisite expertise, background, competencies and – as regards the supervisory board – independence are present for them to carry out their duties	which is implemented by compliance with the Best Practices
	properly. The size of these two bodies reflects these requirements.	as set out below.
	property. The size of these two bodies reflects these requirements.	Refer also to By-laws of the
		Supervisory Board art 1.4 sub c.
2.1.1	Profile	Current practice at KPN;
2.1.1	The supervisory board should prepare a profile, taking account of the nature and the activities of the enterprise affiliated	Refer to By-laws of the Supervisory
	with the company. The profile should address:	Board art 1.1.
	i. the desired expertise and background of the supervisory board members;	board art 1.1.
	i. the desired expertise and suchground of the supervisory board members,	

Nr	Subject	Comply or explain
	ii. the desired diverse composition of the supervisory board, referred to in best practice provision 2.1.5;	The profile is published on KPN's
	iii. the size of the supervisory board; and	website.
	iv. the independence of the supervisory board members.	
	The profile should be posted on the company's website.	
2.1.2	Personal information	Current practice at KPN;
	The following information about each supervisory board member should be included in the report of the supervisory	Refer to chapter 'Composition of
	board:	the Supervisory Board' in the
	i. gender;	Integrated Annual Report 2022.
	ii. age;	
	iii. nationality;	
	iv. principal position;	
	v. other positions, in so far as they are relevant to the performance of the duties of the supervisory board member;	
	vi. date of initial appointment; and	
	vii. current term of office.	
2.1.3	Executive committee	N.A.
	If the management board works with an executive committee, the management board should take account of the checks	
	and balances that are part of the two-tier system. This means, among other things, that the management board's	
	expertise and responsibilities are safeguarded and the supervisory board is informed adequately. The supervisory board	
	should supervise this whilst paying specific attention to the dynamics and the relationship between the management	
	board and the executive committee.	
	In the management report, account should be rendered of:	
	i. the choice to work with an executive committee;	
	ii. the role, duty and composition of the executive committee; and	
	iii. how the contacts between the supervisory board and the executive committee have been given shape.	
2.1.4	Expertise	Current practice at KPN;
	Each supervisory board member and each management board member should have the specific expertise required for	Refer to By-laws of the Supervisory
	the fulfilment of his duties. Each supervisory board member should be capable of assessing the broad outline of the	Board art 1.4 sub a and b.
	overall management.	
2.1.5	Diversity policy	Current practice at KPN;
	The supervisory board should draw up a diversity policy for the composition of the management board, the supervisory	Refer to By-laws of the Supervisory
	board and, if applicable, the executive committee. The policy should address the concrete targets relating to diversity	Board art 1.2 and the By-laws of
	and the diversity aspects relevant to the company, such as nationality, age, gender, and education and work background.	the Board of Management art 11.4.

Nr	Subject	Comply or explain
		Also refer to the Profile of the Supervisory Board, published on KPN's website.
2.1.6	Accountability about diversity  The corporate governance statement should explain the diversity policy and the way that it is implemented in practice, addressing:  i. the policy objectives;  ii. how the policy has been implemented; and  iii. the results of the policy in the past financial year.	Current practice at KPN; Refer to the Integrated Annual Report 2022, chapter 'Sustainable employability' and the Supervisory Board Report.
	If the composition of the management board and the supervisory board diverges from the targets stipulated in the company's diversity policy and/or the statutory target for the male/female ratio, if and to the extent that this is provided under or pursuant to the law, the current state of affairs should be outlined in the corporate governance statement, long with an explanation as to which measures are being taken to attain the intended target, and by when this is likely to be achieved.	
2.1.7	Independence of the supervisory board  The composition of the supervisory board is such that the members are able to operate independently and critically vis-à-vis one another, the management board, and any particular interests involved.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 1.4 sub e.
	In order to safeguard its independence, the supervisory board is composed in accordance with the following criteria: i. any one of the criteria referred to in best practice provision 2.1.8, sections i. to v. inclusive should be applicable to at most one supervisory board member; ii. the total number of supervisory board members to whom the criteria referred to in best practice provision 2.1.8 are applicable should account for less than half of the total number of supervisory board members; and iii. for each shareholder, or group of affiliated shareholders, who directly or indirectly hold more than ten percent of the shares in the company, there is at most one supervisory board member who can be considered to be affiliated with or representing them as stipulated in best practice provision 2.1.8, sections vi. and vii.	All supervisory board members, with the exception of Mr. Plater, are independent. Mr. Plater is a representative of KPN's major shareholder, América Móvil, and is therefore not independent within the meaning of the Dutch Corporate Governance Code (2.1.8, sub vii).
2.1.8	Independence of supervisory board members A supervisory board member is not independent if they or their spouse, registered partner or life companion, foster child or relative by blood or marriage up to the second degree:	Current practice at KPN; Refer to By-laws of the Supervisory Board art 1.5.

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	i. has been an employee or member of the management board of the company (including associated companies as referred to in Section 5:48 of the Financial Supervision Act (Wet op het financiael toezicht/Wft)) in the five years prior to the appointment; ii. receives personal financial compensation from the company, or a company associated with it, other than the compensation received for the work performed as a supervisory board member and in so far as this is not in keeping with the normal course of business; iii. has had an important business relationship with the company or a company associated with it in the year prior to the appointment. This includes in any event the case where the supervisory board member, or the firm of which he is a shareholder, partner, associate or adviser, has acted as adviser to the company (consultant, external auditor, civil notary or lawyer) and the case where the supervisory board member is a management board member or an employee of a bank with which the company has a lasting and significant relationship; iv. is a member of the management board of a company in which a member of the management board of the company which he supervises is a supervisory board member; v. has temporarily performed management duties during the previous twelve months in the absence or incapacity of management board members; vi. has a shareholding in the company of at least ten percent, taking into account the shareholding of natural persons or legal entities cooperating with him or her on the basis of an express or tacit, verbal or written agreement; vii. is a member of the management board or supervisory board — or is a representative in some other way — of a legal entity which holds at least ten percent of the shares in the company, unless the entity is a group company.	
2.1.9	Independence of the chairman of the supervisory board  The chairman of the supervisory board should not be a former member of the management board of the company and should be independent within the meaning of best practice provision 2.1.8.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 3.1.
2.1.10	Accountability regarding supervisory board member independence  The report of the supervisory board should state that, in the opinion of the supervisory board, the independence requirements referred to in best practice provisions 2.1.7 to 2.1.9 inclusive have been fulfilled and, if applicable, should also state which supervisory board member(s), if any, it does not consider to be independent.	Current practice at KPN; Refer to the Supervisory Board Report in the Integrated Annual Report 2022.
Principle 2.2	Appointment, succession and evaluation  The supervisory board should ensure that a formal and transparent procedure is in place for the appointment and reappointment of management board and supervisory board members, as well as a sound plan for the succession of management board and supervisory board members, with due regard to the diversity policy. The functioning of the management board and the supervisory board as a collective and the functioning of individual members should be evaluated on a regular basis.	KPN agrees with the principle, which is implemented by compliance with the Best Practices as set out below.
2.2.1	Appointment and reappointment periods – management board members  A management board member is appointed for a maximum period of four years. A member may be reappointed for a term of not more than four years at a time, which reappointment should be prepared in a timely fashion. The diversity	Current practice at KPN; Refer to By-laws of the Board of Management art 11.2.

Nr	Subject	Comply or explain
	objectives from best practice provision 2.1.5 should be considered in the preparation of the appointment or	
	reappointment.	
2.2.2	Appointment and reappointment periods – supervisory board members	Current practice at KPN;
	A supervisory board member is appointed for a period of four years and may then be reappointed once for another four-	Refer to By-laws of the Supervisory
	year period. The supervisory board member may then subsequently be reappointed again for a period of two years,	Board art 2.4.
	which appointment may be extended by at most two years. In the event of a reappointment after an eight-year period,	
	reasons should be given in the report of the supervisory board. In any appointment or reappointment, the profile	
2.2.2	referred to in best practice provision 2.1.1 should be observed.	Command and the at KDN
2.2.3	Early retirement	Current practice at KPN;
	A member of the supervisory board or the management board should retire early in the event of inadequate functioning, structural incompatibility of interests, and in other instances in which this is deemed necessary by the supervisory board.	Refer to By-laws of the Supervisory Board art 2.7 and By-laws of the
	In the event of the early retirement of a member of the management board or the supervisory board, the company	Board of Management art 11.7.
	should issue a press release mentioning the reasons for the departure.	Board of Management art 11.7.
2.2.4	Succession	Current practice at KPN;
	The supervisory board should ensure that the company has a sound plan in place for the succession of management	Refer to By-laws of the Supervisory
	board and supervisory board members that is aimed at retaining the balance in the requisite expertise, experience and	Board art 2.6 and 8.1 sub a and By-
	diversity. Due regard should be given to the profile referred to in best practice provision 2.1.1 in drawing up the plan for	laws of the Board of Management
	supervisory board members. The supervisory board should also draw up a retirement schedule in order to avoid, as much	art 11.6.
	as possible, supervisory board members retiring simultaneously. The retirement schedule should be published on the	The retirement schedule is
	company's website.	published on KPN's <u>website</u> .
2.2.5	Duties of the selection and appointment committee	Current practice at KPN;
	The selection and appointment committee should prepare the supervisory board's decision-making and report to the	Refer to Terms of Reference of the
	supervisory board on its deliberations and findings.	Nomination & Corporate Governance Committee art 3.1.
	The selection and appointment committee should in any event focus on:	Governance committee art 3.1.
	i. drawing up selection criteria and appointment procedures for management board members and supervisory board	
	members;	
	ii. periodically assessing the size and composition of the management board and the supervisory board, and making a	
	proposal for a composition profile of the supervisory board;	
	iii. periodically assessing the functioning of individual management board members and supervisory board members, and	
	reporting on this to the supervisory board;	
	iv. drawing up a plan for the succession of management board members and supervisory board members;	
	v. making proposals for appointments and reappointments; and	
	vi. supervising the policy of the management board regarding the selection criteria and appointment procedures for	
	senior management.	

Nr	Subject	Comply or explain
2.2.6	Evaluation by the supervisory board	Current practice at KPN;
	At least once per year, outside the presence of the management board, the supervisory board should evaluate its own	Refer to By-laws of the Supervisory
	functioning, the functioning of the various committees of the supervisory board and that of the individual supervisory	Board art 8.4.
	board members, and should discuss the conclusions that are attached to the evaluation. In doing so, attention should be	Refer also to Terms of Reference of
	paid to:	the Nomination & Corporate
	i. substantive aspects, the mutual interaction and the interaction with the management board;	Governance Committee art 3.5.
	ii. events that occurred in practice from which lessons may be learned; and	
	iii. the desired profile, composition, competencies and expertise of the supervisory board.	
2.2.7	Evaluation of the management board	Current practice at KPN;
	At least once per year, outside the presence of the management board, the supervisory board should evaluate both the	Refer to By-laws of the Supervisory
	functioning of the management board as a whole and that of the individual management board members, and should	Board art 8.5 and By-laws of the
	discuss the conclusions that must be attached to the evaluation, such also in light of the succession of management	Board of Management art 13.2 sub
	board members. At least once annually, the management board, too, should evaluate its own functioning as a whole and	g.
	that of the individual management board members.	Refer also to Terms of Reference of
		the Nomination & Corporate
		Governance Committee art 3.5.
2.2.8	Evaluation accountability	Current practice at KPN. In 2022,
	The supervisory board's report should state:	the evaluation was performed by
	i. how the evaluation of the supervisory board, the various committees and the individual supervisory board members	the incoming chair, supported by
	has been carried out;	the company secretary. The evaluation was based on a
	ii. how the evaluation of the management board and the individual management board members has been carried out; and	questionnaire, followed by
	iii. what has been or will be done with the conclusions from the evaluations.	interviews with all members of the
	iii. What has been of will be done with the conclusions from the evaluations.	Supervisory Board, and selected
		members of the Board of
		Management. The findings were
		discussed in a board meeting in
		which the Supervisory Board
		concluded that the board overall
		functioned in an effective and
		efficient way, while noting areas
		for further improvement. Refer to
		the Supervisory Board Report in
		the Integrated Annual Report 2022,
		page 86.

Nr	Subject	Comply or explain
Principle	Organisation of the supervisory board and reports	KPN agrees with the principle,
2.3	The supervisory board should ensure that it functions effectively. The supervisory board should establish committees to	which is implemented by
	prepare the supervisory board's decision-making. The foregoing does not affect the responsibility of the supervisory	compliance with the Best Practices
	board as an organ and of the individual members of the supervisory board for obtaining information and forming an	as set out below.
	independent opinion.	Refer also to By-laws of the
		Supervisory Board art 5.1, art 5.2 and art 6.6.
2.3.1	Supervisory board's terms of reference	Current practice at KPN;
	The division of duties within the supervisory board and the procedure of the supervisory board should be laid down in terms of reference. The supervisory board's terms of reference should include a paragraph dealing with its relations with	Refer to By-laws of the Supervisory Board art. 15.
	the management board, the general meeting, the employee participation body (if any) and the executive committee (if	The By-laws are published on KPN's
	any). The terms of reference should be posted on the company's website.	website.
2.3.2	Establishment of committees	Current practice at KPN;
	If the supervisory board consists of more than four members, it should appoint from among its members an audit	Refer to By-laws of the Supervisory
	committee, a remuneration committee and a selection and appointment committee. Without prejudice to the collegiate responsibility of the supervisory board, the duty of these committees is to prepare the decisionmaking of the supervisory	Board art 5.1 and 5.2.
	board. If the supervisory board decides not to establish an audit committee, a remuneration committee or a selection	The Supervisory Board has four
	and appointment committee, the best practice provisions applicable to such committee(s) should apply to the entire supervisory board.	Committees: Audit Committee, Remuneration Committee,
		Nomination & Corporate
		Governance Committee and the
		Strategy & Organization
		Committee.
2.3.3	Committees' terms of reference	Current practice at KPN;
	The supervisory board should draw up terms of reference for the audit committee, the remuneration committee and the	Refer to By-laws of the Supervisory
	selection and appointment committee. The terms of reference should indicate the role and responsibility of the	Board art 5.4 and the Terms of
	committee concerned, its composition and the manner in which it discharges its duties.	Reference of the respective Committees.
	The terms of reference should be posted on the company's website.	The Terms of Reference are
		published on KPN's <u>website</u> .
2.3.4	Composition of the committees	Current practice at KPN;
	The audit committee or the remuneration committee should not be chaired by the chairman of the supervisory	Refer to Terms of Reference of the
	board or by a former member of the management board of the company. More than half of the members of	Audit Committee art 2.3 and Terms
	the committees should be independent within the meaning of best practice provision 2.1.8.	

Nr	Subject	Comply or explain
		of Reference of the Remuneration Committee art 2.3.
		Regarding the independence of Committee members refer to art 2.1 in the Terms of Reference of the respective Committees.
		Refer also to chapter 'Composition of the Supervisory Board' and the Supervisory Board Report in the Integrated Annual Report 2022.
2.3.5	Committee reports  The supervisory board should receive from each of the committees a report of their deliberations and findings. In the report of the supervisory board it should comment on how the duties of the committees were carried out in the financial year. In this report, the composition of the committees, the number of committee meetings and the main items discussed at the meetings should be mentioned.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 5.3. Refer to art 5.1 in the Terms of Reference of the respective Committees.
		Refer also to the Supervisory Board Report in the Integrated Annual Report 2022.
2.3.6	Chairman of the supervisory board  The chairman of the supervisory board should in any case ensure that:  i. the supervisory board has proper contact with the management board, the employee participation body (if any) and the general meeting;	Current practice at KPN; Refer to By-laws of the Supervisory Board art 3.3 and 3.4.
	<ul><li>ii. the supervisory board elects a vice-chairman;</li><li>iii. there is sufficient time for deliberation and decision-making by the supervisory board;</li><li>iv. the supervisory board members receive all information that is necessary for the proper performance of their duties in a timely fashion;</li></ul>	
	v. the supervisory board and its committees function properly; vi. the functioning of individual management board members and supervisory board members is assessed at least annually;	
	vii. the supervisory board members and management board members follow their induction programme; viii. the supervisory board members and management board members follow their education or training programme;	

Nr	Subject	Comply or explain
	ix. the management board performs activities in respect of culture; x. the supervisory board recognises signs from the enterprise affiliated with the company and ensures that any (suspicion of) material misconduct and irregularities are reported to the supervisory board without delay; xi. the general meeting proceeds in an orderly and efficient manner; xii. effective communication with shareholders is assured; and xiii. the supervisory board is involved closely, and at an early stage, in any merger or takeover processes.	
	The chairman of the supervisory board should consult regularly with the chairman of the management board.	
2.3.7	Vice-chairman of the supervisory board  The vice-chairman of the supervisory board should deputise for the chairman when the occasion arises.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 3.2.
2.3.8	Delegated supervisory board member  A delegated supervisory board member is a supervisory board member who has a special task. The delegation may not extend beyond the responsibilities of the supervisory board itself and may not include the management of the company. Its purpose is more intensive supervision and advice and more regular consultation with the management board. The delegation should be of a temporary nature only. The delegation may not detract from the duties and powers of the supervisory board. The delegated supervisory board member continues to be a member of the supervisory board and should report regularly on the execution of his special duty to the plenary supervisory board.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 2.9. The Supervisory Board does not have a delegated Supervisory Board member.
2.3.9	Temporary management board function of a supervisory board member A supervisory board member who temporarily takes on the management of the company, where the management board members are absent or unable to fulfil their duties, should resign from the supervisory board.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 2.8.
2.3.10	Company secretary  The supervisory board should be supported by the company secretary. The secretary:  i. should ensure that the proper procedures are followed and that the statutory obligations and obligations under the articles of association are complied with;  ii. should facilitate the provision of information of the management board and the supervisory board; and iii. should support the chairman of the supervisory board in the organisation of the affairs of the supervisory board, including the provision of information, meeting agendas, evaluations and training programmes.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 4 and Annex 2 sub (o). Refer also to By-laws of the Board of Management art 15.  Mr J. Spanbroek (General Counsel) is Company Secretary since
	The company secretary should, either on the motion of the supervisory board or otherwise, be appointed and dismissed by the management board, after the approval of the supervisory board has been obtained.	February 2013.

Nr	Subject	Comply or explain
	If the secretary also undertakes work for the management board and notes that the interests of the management board and the supervisory board diverge, as a result of which it is unclear which interests the secretary should represent, the secretary should report this to the chairman of the supervisory board.	
2.3.11	Report of the supervisory board  The annual statements of the company include a report by the supervisory board. In this report, the supervisory board should render account of the supervision conducted in the past financial year, reporting in any event on the items referred to in best practice provisions 1.1.3, 2.1.2, 2.1.10, 2.2.8, 2.3.5 and 2.4.4 and, if applicable, the items referred to in best practice provisions 1.3.6 and 2.2.2.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 9.2 and the Supervisory Board Report in the Integrated Annual Report 2022. With respect to reporting on evaluation accountability, please refer to comments on best practice provision 2.2.8.
Principle 2.4	Decision-making and functioning  The management board and the supervisory board should ensure that decisions are made in a balanced and effective manner whilst taking account of the interests of stakeholders. The management board should ensure that information is provided in a timely and sound manner. The management board and the supervisory board should keep their knowledge and skills up to date and spend sufficient time on their duties and responsibilities. They should ensure that, in performing their duties, they have the information that is required for effective decision-making.	KPN agrees with the principle, which is implemented by compliance with the Best Practices as set out below.
2.4.1	Stimulating openness and accountability  The management board and the supervisory board are each responsible for stimulating openness and accountability within the organ of which they form part, and between the different organs within the company.	Current practice at KPN; Refer to By-laws of the Board of Management art 4.4 and By-laws of the Supervisory Board art 6.3.
2.4.2	Other positions  Management board members and supervisory board members should report any other positions they may have to the supervisory board in advance and, at least annually, the other positions should be discussed at the supervisory board meeting. The acceptance of membership of a supervisory board by a management board member requires the approval of the supervisory board.	Current practice at KPN; Refer to By-laws of the Board of Management art 21.1 and By-laws of the Supervisory Board art 8.1 sub c and art 23.1.
2.4.3	Point of contact for the functioning of supervisory board and management board members  The chairman of the supervisory board should act on behalf of the supervisory board as the main contact for the management board, supervisory board members and shareholders regarding the functioning of management board members and supervisory board members. The vice-chairman should act as contact for individual supervisory board members and management board members regarding the functioning of the chairman.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 3.2 and 3.3.
2.4.4	Attendance at supervisory board meetings Supervisory board members should attend supervisory board meetings and the meetings of the committees of which they are a part. If supervisory board members are frequently absent from these meetings, they should be held to account	Current practice at KPN; Refer to By-laws of the Supervisory Board art 18.4.

Nr	Subject	Comply or explain
	on this. The report of the supervisory board should state the absenteeism rate from supervisory board and committee meetings of each supervisory board member.	Refer to art 6.5 in the Terms of Reference of the respective Committees.
		Refer also to the Supervisory Board Report in the Integrated Annual Report 2022 for an overview of attendance per member.
2.4.5	Induction programme for supervisory board members  All supervisory board members should follow an induction programme geared to their role. The induction programme should in any event cover general financial, social and legal affairs, financial reporting by the company, any specific aspects that are unique to the relevant company and its business activities, the company culture and the relationship with the employee participation body (if any), and the responsibilities of a supervisory board member.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 25.1 and art 3.4 sub h.
2.4.6	<b>Development</b> The management board and the supervisory board should each conduct an annual review for their own organ to identify any aspects with regard to which the supervisory board members and management board members require training or education.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 25.2.
2.4.7	Information safeguards The management board should ensure that internal procedures are established and maintained which safeguard that all relevant information is known to the management board and the supervisory board in a timely fashion. The supervisory board should supervise the establishment and implementation of these procedures.	Current practice at KPN; Refer to By-laws of the Board of Management art 3.3 and By-laws of the Supervisory Board art 4.3, art 7.1 sub f and art 7.3.
2.4.8	Supervisory board members' responsibility for obtaining information  The supervisory board and each individual supervisory board member have their own responsibility for obtaining the information from the management board, the internal audit function, the external auditor and the employee participation body (if any) that the supervisory board needs in order to be able to carry out its duties as a supervisory organ properly.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 6.6.
2.4.9	Obtaining information from officers and external parties  If the supervisory board considers it necessary, it may obtain information from officers and external advisers of the company. The company should provide the necessary means to this end. The supervisory board may require that certain officers and external advisers attend its meetings.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 6.6, 6.7 and 6.8.

Nr	Subject	Comply or explain
Principle	Culture	KPN agrees with the principle,
2.5	The management board is responsible for creating a culture aimed at long-term value creation for the company and its	which is implemented by
	affiliated enterprise. The supervisory board should supervise the activities of the management board in this regard.	compliance with the Best Practices
		as set out below.
		Refer also to By-laws of the Board
		of Management art 4.3 and By-laws
		of the Supervisory Board art 7.1
		sub b.
2.5.1	Management board's responsibility for culture	Current practice at KPN;
	The management board should adopt values for the company and its affiliated enterprise that contribute to a culture	Refer to By-laws of the Board of
	focused on long-term value creation, and discuss these with the supervisory board. The management board is responsible for the incorporation and maintenance of the values within the company and its affiliated enterprise.	Management art 4.3.
	Attention must be paid to the following, among other things:	
	i. the strategy and the business model;	
	ii. the environment in which the enterprise operates; and	
	iii. the existing culture within the enterprise, and whether it is desirable to implement any changes in this.	
	The management board encourages behaviour that is in keeping with the values, and propagates these values through leading by example.	
2.5.2	Code of Conduct	Current practice at KPN;
	The management board should draw up a code of conduct and monitor its effectiveness and compliance with this code,	Refer to By-laws of the Board of
	both on the part of itself and of the employees of the company. The management board should inform the supervisory	Management art 4.3.
	board of its findings and observations relating to the effectiveness of, and compliance with, the code. The code of	The Code of Conduct is published
	conduct will be published on the company's website.	on KPN's <u>website</u> .
2.5.3	Employee participation	Current practice at KPN,
	If the company has established an employee participation body, the conduct and culture in the company and its affiliated	Refer to By-laws of the Board of
	enterprise should also be discussed in the consultations between the management board, the supervisory board and	Management art 4.3 sub e and art
	such employee participation body.	8.
2.5.4	Accountability regarding culture	Current practice at KPN;
	In the management report, the management board should explain:	Refer to the Integrated Annual
	i. the values and the way in which they are incorporated in the company and its affiliate enterprise; and	Report 2022, chapter 'Compliance
5	ii. the effectiveness of, and compliance with, the code of conduct.	and risk'.
Principle	Misconduct and irregularities	KPN agrees with the principle,
2.6	The management board and the supervisory board should be alert to indications of actual or suspected misconduct or irregularities. The management board should establish a procedure for reporting actual or suspicion of misconduct or	which is implemented by

Nr	Subject	Comply or explain
	irregularities, and take appropriate follow-up action on the basis of these reports. The supervisory board monitors the management board in this.	compliance with the Best Practices as set out below.
2.6.1	Procedure for reporting actual or suspicion of misconduct or irregularities  The management board should establish a procedure for reporting actual or suspected irregularities within the company and its affiliated enterprise. The procedure will be published on the company's homepage. The management board should ensure that employees have the opportunity to file a report without jeopardising their legal position.	Current practice at KPN; Refer to By-laws of the Board of Management art 4.5. The procedure for reporting actual or suspicion of misconduct or irregularities is published on KPN's website.
2.6.2	Informing the chairman of the supervisory board  The management board should inform the chairman of the supervisory board without delay of any signs of actual or suspected material misconduct or irregularities within the company and its affiliated enterprise. If the actual or suspected misconduct or irregularity pertains to the functioning of a management board member, employees can report this directly to the chairman of the supervisory board.	Current practice at KPN; Refer to By-laws of the Board of Management art 4.5 and By-laws of the Supervisory Board art 9.1 sub b.
2.6.3	Notification by the external auditor  The external auditor should inform the chairman of the audit committee without delay if, during the performance of his duties, he discovers or suspect an instance of misconduct or irregularity. If the actual or suspected misconduct or irregularity pertains to the functioning of a management board member, the external auditor should report this directly to the chairman of the supervisory board.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 10.7.
2.6.4	Oversight by the supervisory board  The supervisory board monitors the operation of the procedure for reporting actual or suspected misconduct or irregularities, appropriate and independent investigations into signs of misconduct or irregularities, and, if an instance of misconduct or irregularity has been discovered, an adequate follow-up of any recommendations for remedial actions.  In order to safeguard the independence of the investigation in cases where the management board itself is involved, the supervisory board should have the option of initiating its own investigation into any irregularities that have been discovered and to coordinate this investigation.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 9.1 sub c.
Principle 2.7	Preventing conflicts of interest  Any form of conflict of interest between the company and the members of its management board or supervisory board should be prevented. To avoid conflicts of interest, adequate measures should be taken. The supervisory board is responsible for the decision-making on dealing with conflicts of interest regarding management board members, supervisory board members and majority shareholders in relation to the company.	KPN agrees with the principle, which is implemented by compliance with the Best Practices as set out below. Refer also to By-laws of the Board of Management art 20.1 and By-

Nr	Subject	Comply or explain
		laws of the Supervisory Board art 8.1 sub d.
2.7.1	Preventing conflicts of interest  Management board members and supervisory board members are alert to conflicts of interest and should in any case refrain from the following:  i. competing with the company;  ii. demanding or accepting substantial gifts from the company for themselves or their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree;  iii. providing unjustified advantages to third parties at the company's expense;  iv. taking advantage of business opportunities to which the company is entitled for themselves or for their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree.	Current practice at KPN; Refer to By-laws of the Board of Management art 20.2 and By-laws of the Supervisory Board art 22.2.
2.7.2	Terms of reference The terms of reference of the supervisory board should contain rules on dealing with conflicts of interest, including conflicting interests between management board members and supervisory board members on the one hand and the company on the other. The terms of reference should also stipulate which transactions require the approval of the supervisory board. The company should draw up regulations governing ownership of, and transactions in, securities by management or supervisory board members, other than securities issued, by the company.	Current practice at KPN; Refer to By-laws of the Board of Management art 22 and By-laws of the Supervisory Board art 20. Refer also to the KPN Inside Information Code of Conduct, that is published on KPN's website.
2.7.3	Reporting  A conflict of interest may exist if the company intends to enter into a transaction with a legal entity:  i. in which a member of the management board or the supervisory board personally has a material financial interest; or  ii. which has a member of the management board or the supervisory board who is related under family law to a member of the management board or the supervisory board of the company.	Current practice at KPN; Refer to By-laws of the Board of Management art 20.3 and 20.4 and By-laws of the Supervisory Board art 22.3and 22.4.
	A management board member should report any potential conflict of interest in a transaction that is of material significance to the company and/or to such management board member to the chairman of the supervisory board and to the other members of the management board without delay. The management board member should provide all relevant information in that regard, including the information relevant to the situation concerning his spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree.  A supervisory board member should report any conflict of interest or potential conflict of interest in a transaction that is of material significance to the company and/or to such supervisory board member to the chairman of the supervisory board without delay and should provide all relevant information in that regard, including the relevant information pertaining to his spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. If the chairman of the supervisory board has a conflict of interest or potential conflict of interest, he should report this to the vice-chairman of the supervisory board without delay.	

Nr	Subject	Comply or explain
	The supervisory board should decide, outside the presence of the management board member or supervisory board member concerned, whether there is a conflict of interest.	
2.7.4	Accountability regarding transactions: management board and supervisory board members  All transactions in which there are conflicts of interest with management board members or supervisory board members should be agreed on terms that are customary in the market. Decisions to enter into transactions in which there are conflicts of interest with management board members or supervisory board members that are of material significance to the company and/or to the relevant management board members or supervisory board members should require the approval of the supervisory board. Such transactions should be published in the management report, together with a statement of the conflict of interest and a declaration that best practice provisions 2.7.3 and 2.7.4 have been complied with.	Current practice at KPN; Refer to By-laws of the Board of Management art 20.5 and By-laws of the Supervisory Board art 22.6 and Annex 2 sub (r) and (s). Refer also to note 23 'Related-party transactions' in the Integrated Annual Report 2022.
2.7.5	Accountability regarding transactions: majority shareholders  All transactions between the company and legal or natural persons who hold at least ten percent of the shares in the company should be agreed on terms that are customary in the market. Decisions to enter into transactions with such persons that are of material significance to the company and/or to such persons should require the approval of the supervisory board. Such transactions should be published in the management report, together with a declaration that best practice provision 2.7.5 has been complied with.	Current practice at KPN; Refer to By-laws of the Board of Management art 20.6 and By-laws of the Supervisory Board Annex 2 sub (q). Refer also to note 23 'Related-party transactions' in the Integrated Annual Report 2022.
2.7.6	Personal loans The company should not grant its management board members and supervisory board members any personal loans, guarantees or the like unless in the normal course of business and on terms applicable to the personnel as a whole, and after approval of the supervisory board. No remission of loans should be granted.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 12.4 and art 21.4.
Principle 2.8	Takeover situations In the event of a takeover bid for the company's shares or for the depositary receipts for the company's shares, in the event of a private bid for a business unit or a participating interest, where the value of the bid exceeds the threshold referred to in Section 2:107a(1)(c) of the Dutch Civil Code, and/or in the event of other substantial changes in the structure of the organisation, both the management board and the supervisory board should ensure that the stakeholder interests concerned are carefully weighed and any conflict of interest for supervisory board members or management board members is avoided. The management board and the supervisory board should be guided in their actions by the interests of the company and its affiliated enterprise.	KPN agrees with the principle, which is implemented by compliance with the Best Practices as set out below.
2.8.1	Supervisory board involvement When a takeover bid for the company's shares or for the depositary receipts for the company's shares is being prepared, in the event of a private bid for a business unit or a participating interest, where the value of the bid exceeds the threshold referred to in Section 2:107a(1)(c) of the Dutch Civil Code, and/or in the event of other substantial changes in	Current practice at KPN; Refer to By-laws of the Board of Management art 10.1 and By-laws of the Supervisory Board art 14.1.

Nr	Subject	Comply or explain
	the structure of the organisation, the management board should ensure that the supervisory board is involved in the	
	takeover process and/or the change in the structure closely and in a timely fashion.	
2.8.2	Informing the supervisory board about request for inspection by competing bidder	Current practice at KPN;
	If a takeover bid has been announced for the shares, or depositary receipts for shares, in the company, and the	Refer to By-laws of the Board of
	management board receives a request from a competing bidder to inspect the company's records, the management	Management art 10.2 and By-laws
	board should discuss this request with the supervisory board without delay.	of the Supervisory Board art 14.2.
2.8.3	Management board's position on a private bid	Current practice at KPN;
	If a private bid for a business unit or a participating interest has been made public, where the value of the bid exceeds	Refer to By-laws of the Board of
	the threshold referred to in Section 2:107a(1)(c) of the Dutch Civil Code, the management board of the company should	Management art 10.3.
	as soon as possible make public its position on the bid and the reasons for this position.	
CHAPTER	3. REMUNERATION	
Principle	Remuneration policy – management board	KPN agrees with the principle,
3.1	The remuneration policy applicable to management board members should be clear and understandable, should focus	which is implemented by
	on long-term value creation for the company and its affiliated enterprise, and take into account the internal pay ratios	compliance with the Best Practices
	within the enterprise. The remuneration policy should not encourage management board members to act in their own	as set out below.
	interest, nor to take risks that are not in keeping with the strategy formulated and the risk appetite that has been	Refer also to By-laws of the
	established. The supervisory board is responsible for formulating the remuneration policy and its implementation.	Supervisory Board art 12.1.
3.1.1	Remuneration policy proposal	Current practice at KPN;
	The remuneration committee should submit a clear and understandable proposal to the supervisory board concerning	Refer to Terms of Reference of the
	the remuneration policy to be pursued with regard to the management board. The supervisory board should present the	Remuneration Committee art 3.1
	policy to the general meeting for adoption.	sub (a) and By-laws of the
		Supervisory Board art 12.1.
3.1.2	Remuneration policy	Current practice at KPN;
	The following aspects should in any event be taken into consideration when formulating the remuneration policy:	Refer to Terms of Reference of the
	i. the objectives for the strategy for the implementation of long-term value creation within the meaning of best practice	Remuneration Committee art 3.1
	provision 1.1.1;	sub (a).
	ii. the scenario analyses carried out in advance;	
	iii. the pay ratios within the company and its affiliated enterprise;	The current remuneration policy,
	iv. the development of the market price of the shares;	as approved by the Annual General
	v. an appropriate ratio between the variable and fixed remuneration components. The variable remuneration component	Meeting (AGM) of Shareholders in
	is linked to measurable performance criteria determined in advance, which are predominantly long-term in character;	2020, does not provide for the
	vi. if shares are being awarded, the terms and conditions governing this. Shares should be held for at least five years after	granting of options.
	they are awarded; and	
		The current remuneration policy is
		available on <u>KPN's website</u> .

Nr	Subject	Comply or explain
	vii. if share options are being awarded, the terms and conditions governing this and the terms and conditions subject to	
	which the share options can be exercised. Share options cannot be exercised during the first three years after they are awarded.	
3.1.3	Remuneration – executive committee	N.A.
	If the management board works with an executive committee, the management board should inform the supervisory	
	board about the remuneration of the members of the executive committee who are not management board members.	
	The management board should discuss this remuneration with the supervisory board annually.	
Principle	Determination of management board remuneration	KPN agrees with the principle,
3.2	The supervisory board should determine the remuneration of the individual members of the management board, within	which is implemented by
	the limits of the remuneration policy adopted by the general meeting. The remuneration committee should prepare the	compliance with the Best Practices
	supervisory board's decision-making regarding the determination of remuneration. The inadequate performance of	as set out below.
	duties should not be rewarded.	Refer also to By-laws of the
		Supervisory Board art 12.2.
3.2.1	Remuneration committee's proposal	Current practice at KPN;
	The remuneration committee should submit a proposal to the supervisory board concerning the remuneration of	Refer to Terms of Reference of the
	individual members of the management board. The proposal is drawn up in accordance with the remuneration policy	Remuneration Committee art 3.1
	that has been established and will, in any event, cover the remuneration structure, the amount of the fixed and variable	sub (b) and By-laws of the
	remuneration components, the performance criteria used, the scenario analyses that are carried out and the pay ratios	Supervisory Board art 12.2.
2.2.2	within the company and its affiliated enterprise.	C
3.2.2	Management board members' views on their own remuneration	Current practice at KPN;
	When drafting the proposal for the remuneration of management board members, the remuneration committee should	Refer to Terms of Reference of the
	take note of individual management board members' views with regard to the amount and structure of their own	Remuneration Committee art 3.2
	remuneration. The remuneration committee should ask the members of the management board to pay attention to the	and By-laws of the Supervisory Board art 12.2.
	aspects referred to in best practice provision 3.1.2.	Bodiu dit 12.2.
3.2.3	Severance payments	We agree to the best practice of a
	The remuneration in the event of dismissal should not exceed one year's salary (the 'fixed' remuneration component).	maximum severance payment of
	Severance pay will not be awarded if the agreement is terminated early at the initiative of the management board	one year's base salary and have
	member, or in the event of seriously culpable or negligent behaviour on the part of the management board member.	adopted that in our policies.
Principle	Remuneration – supervisory board	KPN agrees with the principle,
3.3	The supervisory board should submit a clear and understandable proposal for its own appropriate remuneration to the	which is implemented by
	general meeting. The remuneration of supervisory board members should promote an adequate performance of their	compliance with the Best Practices
	role and should not be dependent on the results of the company.	as set out below.

Nr	Subject	Comply or explain
		Refer also to By-laws of the
		Supervisory Board art 21.1 and
		21.2.
		The current remuneration policy is
		available on <u>KPN's website</u> .
3.3.1	Time spent and responsibility	Current practice at KPN.
	The remuneration of the supervisory board members should reflect the time spent and the responsibilities of their role.	
3.3.2	Remuneration of supervisory board members	Current practice at KPN;
	Supervisory board members may not be awarded remuneration in the form of shares and/or rights to shares.	Refer to By-laws of the Supervisory Board art 21.2.
3.3.3	Share ownership	Current practice at KPN.
	Shares held by a supervisory board member in the company on whose supervisory board they serve should be long-term	Refer to the KPN Inside Information
	investments.	Code of Conduct that is published
		on KPN's <u>website</u> .
Principle	Accountability for implementation of remuneration policy	KPN agrees with the principle,
3.4	In the remuneration report, the supervisory board should render account of the implementation of the remuneration	which is implemented by
	policy in a transparent manner. The report should be posted on the company's website.	compliance with the Best Practices
		as set out below.
		The Remuneration Report is
		included in the Integrated Annual
		Report 2022 and available on KPN's website
		Refer also to By-laws of the
		Supervisory Board art 12.3.
3.4.1	Remuneration report	Current practice at KPN;
	The remuneration committee should prepare the remuneration report. This report should in any event describe, in a	Refer to Terms of Reference of the
	transparent manner, in addition to the matters required by law:	Remuneration Committee 3.1 sub
	i. how the remuneration policy has been implemented in the past financial year;	(e). Refer also to the Remuneration
	ii. how the implementation of the remuneration policy contributes to long-term value creation;	Report in the Integrated Annual
	iii. that scenario analyses have been taken into consideration;	Report 2022 and on KPN's website.
	iv. the pay ratios within the company and its affiliated enterprise and, if applicable, any changes in these ratios in comparison with the previous financial year;	

Nr	Subject	Comply or explain
	v. in the event that a management board member receives variable remuneration, how this remuneration contributes to long-term value creation, the measurable performance criteria determined in advance upon which the variable remuneration depends, and the relationship between the remuneration and performance; and vi. in the event that a current or former management board member receives a severance payment, the reason for this payment.	
3.4.2	Agreement of management board member  The main elements of the agreement of a management board member with the company should be published on the company's website in a transparent overview after the agreement has been concluded, and in any event no later than the date of the notice calling the general meeting where the appointment of the management board member will be proposed.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 12.5. The main elements of the agreement are summarized in the agenda of the (Extraordinary) AGM of Shareholders and published on KPN's website. The main elements are also included in the annual Remuneration Report as included in the Integrated Annual Report 2022.
CHAPTER	4. THE GENERAL MEETING	
Principle	The general meeting	KPN agrees with the principle,
4.1	The general meeting should be able to exert such influence on the policies of the management board and the supervisory board of the company that it plays a fully-fledged role in the system of checks and balances in the company. Good corporate governance requires the fully-fledged participation of shareholders in the decision-making in the general meeting.	which is implemented by compliance with the Best Practices as set out below.
4.1.1	Supervisory board supervision The supervisory board's supervision of the management board should include the supervision of relations with shareholders.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 7.1 sub g.
4.1.2	Proper conduct of business at meetings  The chairman of the general meeting is responsible for ensuring the proper conduct of business at meetings in order to promote a meaningful discussion at the meeting.	Current practice at KPN. Refer to the By-laws of the Supervisory Board art 3.4 sub k.
4.1.3	Agenda The agenda of the general meeting should list which items are up for discussion and which items are to be voted on. The following items should be dealt with as separate agenda items: i. material changes to the articles of association; ii. proposals relating to the appointment of management board and supervisory board members;	Current practice at KPN.  Refer for example to the agenda of the AGM of 14 April 2022 that is published on KPN's website.

Nr	Subject	Comply or explain
	iii. the policy of the company on additions to reserves and on dividends (the level and purpose of the addition to reserves, the amount of the dividend and the type of dividend);	Refer also to the Articles of
	iv. any proposal to pay out dividend;	Association of KPN art 34.2.
	v. resolutions to approve the management conducted by the management board (discharge of management board members from liability);	
	vi. resolutions to approve the supervision exercised by the supervisory board (discharge of supervisory board members from liability);	
	vii. each substantial change in the corporate governance structure of the company and in the compliance with this Code; and	
	viii. the appointment of the external auditor.	
4.1.4	Proposal for approval or authorisation	Current practice at KPN.
	A proposal for approval or authorisation by the general meeting should be explained in writing. In its explanation the	
	management board should deal with all facts and circumstances relevant to the approval or authorisation to be granted.	Refer for example to the agenda of
	The notes to the agenda should be posted on the company's website.	the AGM of 13 April 2022 that is published on KPN's <u>website</u> .
4.1.5	Shareholder's explanation when exercising the right to put items on the agenda	N.A.
	If a shareholder has arranged for an item to be put on the agenda, he should explain this at the meeting and, if necessary, answer questions about it.	
4.1.6	Placing of items on the agenda by shareholders	N.A.
	A shareholder should only exercise the right to put items on the agenda after they have consulted with the management	
	board on this. If one or more shareholders intend to request that an item be put on the agenda that may result in a	
	change in the company's strategy, for example as a result of the dismissal of one or several management board or	
	supervisory board members, the management board should be given the opportunity to stipulate a reasonable period in	
	which to respond (the response time). The opportunity to stipulate the response time should also apply to an intention	
	as referred to above for judicial leave to call a general meeting pursuant to Section 2:110 of the Dutch Civil Code. The	
	relevant shareholder should respect the response time stipulated by the management board, within the meaning of best	
	practice provision 4.1.7.	
4.1.7	Stipulation of the response time	Current practice at KPN.
	If the management board stipulates a response time, this should be a reasonable period that does not exceed 180 days	
	from the moment the management board is informed by one or more shareholders of their intention to put an item on	
	the agenda to the day of the general meeting at which the item is to be dealt with. The management board should use	
	the response time for further deliberation and constructive consultation, in any event with the relevant shareholder(s),	
	and should explore the alternatives. At the end of the response time, the management board should report on this	
	consultation and the exploration to the general meeting. This should be monitored by the supervisory board.	

Nr	Subject	Comply or explain
	The response time may be stipulated only once for any given general meeting and should not apply to an item in respect of which the response time had been previously stipulated, or to meetings where a shareholder holds at least three-quarters of the issued capital as a consequence of a successful public bid.	
4.1.8	Attendance of members nominated for the management board or supervisory board  Management board and supervisory board members nominated for appointment should attend the general meeting at which votes will be cast on their nomination.	Current practice at KPN; Refer to By-laws of the Board of Management art 11.5 and By-laws of the Supervisory Board art 2.5.
4.1.9	External auditor's attendance The external auditor may be questioned by the general meeting in relation to his report on the fairness of the financial statements. The external auditor should for this purpose attend and be entitled to address this meeting.	Current practice at KPN; Refer to By-laws of the Supervisory Board art 10.8.
4.1.10	General meeting's report  The report of the general meeting should be made available, on request, to the shareholders no later than three months after the end of the meeting, after which shareholders should have the opportunity to react to the report in the following three months. The report should then be adopted in the manner provided for in the articles of association.	Current practice at KPN; The minutes are published on KPN's website.
Principle 4.2	Provision of information  The management board and the supervisory board should ensure that the general meeting is adequately provided with information.	KPN agrees with the principle, which is implemented by compliance with the Best Practices as set out below. Refer also to By-laws of the Board of Management e art 9.2 and By-laws of the Supervisory Board art 13.2.
4.2.1	Substantiation of invocation of overriding interest  If the management board and the supervisory board decide not to provide the general meeting with all information desired with the invocation of an overriding interest on the part of the company, they must give reasons for this.	Current practice at KPN; Refer to By-laws of the Board of Management art 9.3 and By-laws of the Supervisory Board art 13.3.
4.2.2	Policy on bilateral contacts with shareholders  The company should formulate an outline policy on bilateral contacts with the shareholders and should post this policy on its website.	Current practice at KPN; Refer to By-laws of the Board of Management Annex 3 and By-laws of the Supervisory Board Annex 3. Both By-laws are published on KPN's website.
4.2.3	Meetings and presentations  Analyst meetings, analyst presentations, presentations to institutional or other investors and press conferences should be announced in advance on the company's website and by means of press releases. Analysts' meetings and	Current practice at KPN;

Nr	Subject	Comply or explain
	presentations to investors should not take place shortly before the publication of the regular financial information. All shareholders should be able to follow these meetings and presentations in real time, by means of webcasting, telephone or otherwise. After the meetings, the presentations should be posted on the company's website.	Refer to By-laws of the Board of Management art 9.6 and By-laws of the Supervisory Board art 13.1. The presentations are published on KPN's website.
4.2.4	Posting information in a separate section of the website  The company should post and update information which is relevant to the shareholders and which it is required to publish or submit pursuant to the provisions of company law and securities law applicable to it in a separate section of the company's website.	Current practice at KPN; Refer to By-laws of the Board of Management art 9.7. The relevant information is published on KPN's website.
4.2.5	Management board contacts with press and analysts  The contacts between the management board on the one hand and the press and financial analysts on the other should be handled and structured carefully and with due observance of the applicable laws and regulations. The company should not do anything that might compromise the independence of analysts in relation to the company and vice versa.	Current practice at KPN.
4.2.6	Outline of anti-takeover measures  The management board should outline all existing or potential anti-takeover measures in the management report and should also indicate in what circumstances and by whom these measures may likely be used.	Current practice at KPN. Refer to the Integrated Annual Report 2022, chapter Corporate Governance (p. 61) and note 16. Refer also to the information that is published on the website of the Foundation Preference Shares B KPN.
Principle 4.3	Casting votes Participation of as many shareholders as possible in the general meeting's decision-making is in the interest of the company's checks and balances. The company should, in so far as possible, give shareholders the opportunity to vote by proxy and to communicate with all other shareholders.	KPN agrees with the principle, which is implemented by compliance with the Best Practices as set out below. Refer also to the Articles of Association of KPN art 36.7 sub e, art 40.4 and art 41.7.
4.3.1	Voting as deemed fit  A shareholder should vote as he sees fit. A shareholder who makes use of the voting advice of a third party is expected to form his own judgment on the voting policy or the voting advice provided by this adviser.	N.A.
4.3.2	Providing voting proxies or voting instructions  The company should give shareholders and other persons entitled to vote the possibility of issuing voting proxies or voting instructions, respectively, to an independent third party prior to the general meeting.	Current practice at KPN. Refer to the invitation for the AGM of Shareholders of 2022.

Nr	Subject	Comply or explain
		Refer also to the Articles of
		Association of KPN art 36.7 sub e.
4.3.3	Cancelling the binding nature of a nomination or dismissal	N.A.
	The general meeting of shareholders of a company not having statutory two-tier status (structuurregime) may pass a	
	resolution to cancel the binding nature of a nomination for the appointment of a member of the management board or	
	of the supervisory board and/or a resolution to dismiss a member of the management board or of the supervisory board	
	by an absolute majority of the votes cast. It may be provided that this majority should represent a given proportion of	
	the issued capital, which proportion may not exceed one-third. If this proportion of the capital is not represented at the	
	meeting, but an absolute majority of the votes cast is in favour of a resolution to cancel the binding nature of a	
	nomination, or to dismiss a board member, a new meeting may be convened at which the resolution may be passed by	
	an absolute majority of the votes cast, regardless of the proportion of the capital represented at the meeting.	
4.3.4	Voting right on financing preference shares	N.A.
	The voting right attaching to financing preference shares should be based on the fair value of the capital contribution.	
4.3.5	Publication of institutional investors' voting policy	N.A.
	Institutional investors (pension funds, insurers, investment institutions and asset managers) should post annually, in any	
	event on their website, their policy on the exercise of the voting rights for shares they hold in listed companies.	
4.3.6	Report on the implementation of institutional investors' voting policy	N.A.
	Institutional investors should report annually, on their website and/or in their management report, on how they	
	implemented their policy on the exercise of the voting rights in the relevant financial year. In addition, they should report	
	on their website at least once per quarter on whether and, if so, how they have voted as shareholders at general	
	meetings. This report will be posted on the website of the institutional investor.	
Principle	Issuing depositary receipts for shares	N.A.
4.4	Depositary receipts for shares can be a means of preventing a majority (including a chance majority) of shareholders	
	from controlling the decision-making process as a result of absenteeism at a general meeting. Depositary receipts for	
	shares should not be issued as an anti-takeover protective measure. The board of the trust office should issue voting	
	proxies under all circumstances and without limitations to all depositary receipt holders who request this. The holders of	
	depositary receipts so authorised can exercise the voting right at their discretion. The board of the trust office should	
	have the confidence of the holders of depositary receipts. Depositary receipt holders should have the possibility of	
	recommending candidates for the board of the trust office. The company should not disclose to the trust office	
	information which has not been made public.	
4.4.1	Trust office board	N.A.
	The board of the trust office should have the confidence of the holders of depositary receipts and operate independently	
	of the company that has issued the depositary receipts. The trust conditions should specify in what cases and subject to	
	what conditions holders of depositary receipts may request the trust office to call a meeting of holders of depositary	
	receipts.	

Nr	Subject	Comply or explain
4.4.2	Appointment of board members  The board members of the trust office should be appointed by the board of the trust office, after the job opening has been announced on the website of the trust office. The meeting of holders of depositary receipts may make recommendations to the board of the trust office for the appointment of persons to the position of board member. No management board members or former management board members, supervisory board members or former supervisory board members, employees or permanent advisers of the company should be a member of the board of the trust office.	N.A.
4.4.3	Board appointment period  A person may be appointed to the board of the trust office for a maximum of two four-year terms, followed by a maximum of two two-year terms. In the event of a reappointment after an eight-year period, reasons should be given in the report of the board of the trust office.	N.A.
4.4.4	Attendance of the general meeting  The board of the trust office should attend the general meeting and should, if desired, make a statement about how it proposes to vote at the meeting.	N.A.
4.4.5	Exercise of voting rights In exercising its voting rights, the trust office should be guided primarily by the interests of the depositary receipt holders, taking the interests of the company and the enterprise affiliated with it into account.	N.A.
4.4.6	Periodic reports  The trust office should report periodically, but at least once per year, on its activities. The report should be posted on the company's website.	N.A.
4.4.7	Contents of the reports  The report referred to in best practice provision 4.4.6 should, in any event, set out:  i. the number of shares for which depositary receipts have been issued and an explanation of changes to this number;  ii. the work carried out in the financial year;  iii. the voting behaviour in the general meetings held in the financial year;  iv. the percentage of votes represented by the trust office during the meetings referred to under iii.;  v. the remuneration of the members of the board of the trust office;  vi. the number of meetings held by the management and the main items dealt with in them;  vii. the costs of the activities of the trust office;  viii. any external advice obtained by the trust office;  ix. the (other) positions held by the board members of the trust office; and  x. the contact details of the trust office.	N.A.
4.4.8	Voting proxies	N.A.

Nr	Subject	Comply or explain
	The board of the trust office should issue voting proxies under all circumstances and without limitations to all depositary	
	receipt holders who request this. Each depositary receipt holder may also issue binding voting instructions to the trust	
	office in respect of the shares which the trust office holds on his behalf.	
CHAPTER	5. ONE-TIER GOVERNANCE STRUCTURE	
Principle	One-tier governance structure	N.A.
5.1	The composition and functioning of a management board comprised of both executive and non-executive directors must	
	be such that the supervision by non-executive directors is properly carried out, and independent supervision can be	
	assured.	
5.1.1	Composition of the management board	N.A.
	The majority of the management board is made up of non-executive directors. The requirements for independence	
	stipulated in best practice provisions 2.1.7 and 2.1.8 apply to the non-executive directors.	
5.1.2	Chairman of the management board	N.A.
	The chairman of the management board chairs the meetings of the management board. The chairman of the	
	management board should ensure that the management board as a collective, as well as the management board's	
	committees, have a balanced composition and function properly.	
5.1.3	Independence of the chairman of the management board	N.A.
	The chairman of the management board should not be an executive director or former executive director of the	
	company, and should be independent within the meaning of best practice provision 2.1.8.	
5.1.4	Composition of committees	N.A.
	The committees referred to in best practice 2.3.2 should be comprised exclusively of non-executive directors. Neither the	
	audit committee nor the remuneration committee can be chaired by the chairman of the management board or by a	
	former executive director of the company.	
5.1.5	Accountability for supervision by non-executive directors	N.A.
	The non-executive directors render account of the supervision exercised in the past financial year. They should, as a	
	minimum, report on the items referred to in best practice provisions 1.1.3, 2.1.2, 2.1.10, 2.2.8, 2.3.5 and 2.4.4 and, if	
	applicable, the items referred to in best practice provisions 1.3.6 and 2.2.2.	

N.A. = Not Applicable for KPN