

Algemene Vergadering van Aandeelhouders

14 april 2021

kpn. Het netwerk van Nederland



Safe harbor

Alternative performance measures and management estimates

This financial report contains a number of alternative performance measures (non-GAAP figures) to provide readers with additional financial information that is regularly reviewed by management, such as EBITDA and Free Cash Flow ('FCF'). These non-GAAP figures should not be viewed as a substitute for KPN's GAAP figures and are not uniformly defined by all companies including KPN's peers. Numerical reconciliations are included in KPN's quarterly factsheets and in the Integrated Annual Report 2020. KPN's management considers these non-GAAP figures, combined with GAAP performance measures and in conjunction with each other, most appropriate to measure the performance of the Group and its segments. The non-GAAP figures are used by management for planning, reporting (internal and external) and incentive purposes. KPN's main alternative performance measures are listed below. The figures shown in this financial report are based on continuing operations and were rounded in accordance with standard business principles. As a result, totals indicated may not be equal to the precise sum of the individual figures.

Financial information is based on KPN's interpretation of IFRS as adopted by the European Union as disclosed in the Integrated Annual Report 2020 and do not take into account the impact of future IFRS standards or interpretations. Note that certain definitions used by KPN in this report deviate from the literal definition thereof and should not be considered in isolation or as a substitute for analyses of the results as reported under IFRS as adopted by the European Union. KPN defines revenues as the total of revenues and other income. Adjusted revenues are derived from revenues (including other income) and are adjusted for the impact of incidentals. KPN defines EBITDA as operating result before depreciation (including impairments) of PP&E and amortization (including impairments) of intangible assets. Adjusted EBITDA after leases ('adjusted EBITDA AL') is derived from EBITDA and is adjusted for the impact of restructuring costs and incidentals ('adjusted') and for lease costs, including depreciation of right-of-use assets and interest on lease liabilities ('after leases' or 'AL'). KPN defines Gross Debt as the nominal value of interest-bearing financial liabilities representing the net repayment obligations in Euro, excluding derivatives, related collateral, and leases, taking into account 50% of the nominal value of the hybrid capital instruments. In its Leverage Ratio, KPN defines Net Debt as Gross Debt less net cash and short-term investments, divided by 12 month rolling adjusted EBITDA AL excluding major changes in the composition of the Group (acquisitions and disposals). The Lease adjusted leverage ratio is calculated as Net Debt including lease liabilities divided by 12 month rolling adjusted EBITDA AL excluding major changes in the composition of the Group (acquisitions and disposals). Operational Free Cash Flow is defined as adjusted EBITDA AL minus capital expenditures (Capex) being expenditures on PP&E and software. Free Cash Flow ('FCF') is defined as cash flow from continuing operating activities plus proceeds from real estate, minus Capex. Return on capital employed (ROCE) is calculated by the net operating profit less adjustments for taxes divided by capital employed, on a 4-quarter rolling basis. Net operating profit is the adjusted EBITA (excluding incidentals and amortization of other intangibles and including restructuring costs). KPN defines capital employed as the carrying amount of operating assets and liabilities, which excludes goodwill and the other intangibles. All market share information in this financial report is based on management estimates based on externally available information, unless indicated otherwise. For a full overview on KPN's non-financial information, reference is made to KPN's quarterly factsheets available on ir.kpn.com.

Forward-looking statements

Certain statements contained in this financial report constitute forward-looking statements. These statements may include, without limitation, statements concerning future results of operations, the impact of regulatory initiatives on KPN's operations, KPN's and its joint ventures' share of new and existing markets, general industry and macro-economic trends and KPN's performance relative thereto and statements preceded by, followed by or including the words "believes", "expects", "anticipates", "will", "may", "could", "should", "intends", "estimate", "plan", "goal", "target", "aim" or similar expressions. These forward-looking statements rely on a number of assumptions concerning future events and are subject to uncertainties and other factors, many of which are outside KPN's control that could cause actual results to differ materially from such statements. A number of these factors are described (not exhaustively) in the Integrated Annual Report 2020. All forward-looking statements and ambitions stated in this financial report that refer to a growth or decline, refer to such growth or decline relative to the situation per 31 December 2020, unless stated otherwise.

Additional information regarding estimated impact of divestments on FY 2019 financial figures

KPN's AGM 2021 presentation includes additional information regarding the estimated impact of divestments on the FY 2019 comparative financial figures for revenues, adjusted EBITDA AL, Operational Free Cash Flow and FCF, as KPN's Board of Management deems it important to provide readers with additional information on the financial impact of the following divestments: NLDC, International Network Services, Aegweb, and KPN Consulting. The impact of divestments as mentioned represents the estimated financial impact (transfer of revenues, addition of COGS and transfer of indirect costs) of the combined completed divestments as if the actual transfer of shares (closing) had taken place 12 months earlier. This information has been included for comparison reasons only and is not considered to be an alternative performance measure. Please note that the financial impact of divestments is based on management estimates, which have not and will not be audited.



Agendapunt #1

Opening en mededelingen

Duco Sickinghe

Voorzitter RvC



Agendapunt #2

Verslag van de Raad van Bestuur
over het boekjaar 2020

Joost Farwerck

CEO

Chris Figee

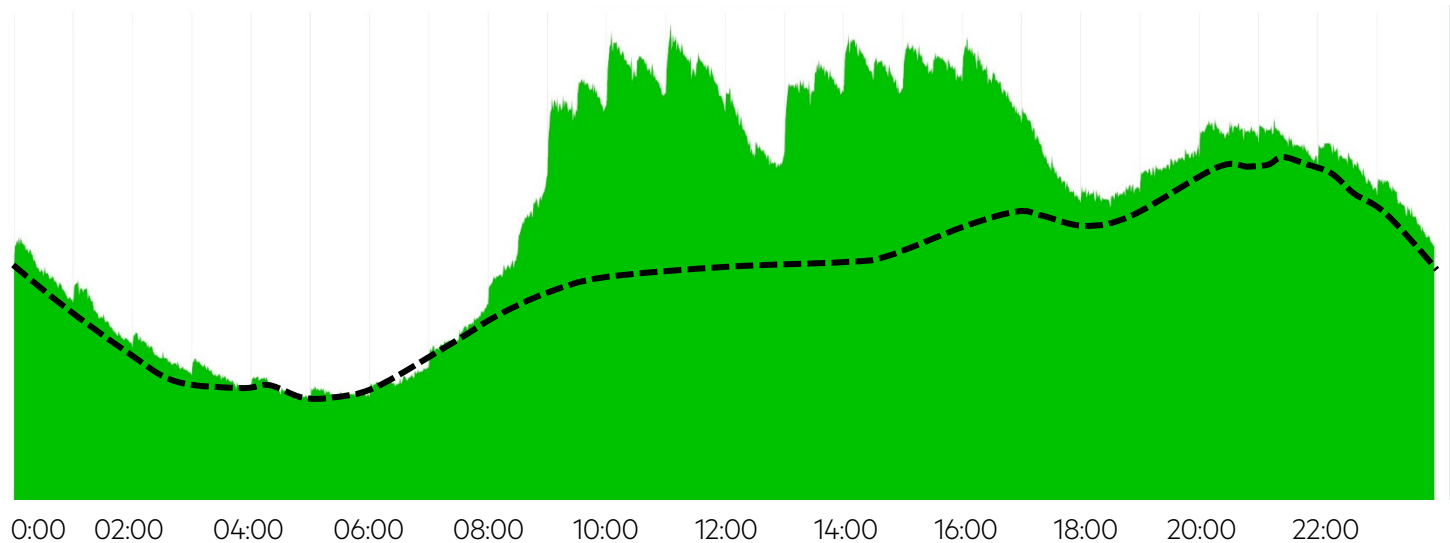
CFO

COVID-19: A central role in society



COVID-19: Connection more important than ever

Clear home working patterns can be seen in outgoing internet traffic



Upload Internet traffic KPN (Monday 23 November 2020)

Upload Internet traffic KPN on 'normal' Monday prior to COVID-19

Accelerate to grow supported by three key pillars

Three strategic pillars...

1. Leverage & expand superior networks

- Covering the Netherlands through fiber
- Low latency services via 5G and edge computing

2. Grow & strengthen customer footprint

- Outstanding digital experience
- Differentiated services for families and businesses

3. Simplify & streamline operating model

- New ways of digital working
- Continue strong and disciplined cost control program



...to support our ambition to

Connect the Netherlands to a sustainable future

- Leading the Dutch digitalization wave
- Recognized as ESG front runner

Grow mass-market service revenues and EBITDA

- Fiber fueling household revenue growth in B2C
- Segmented B2B approach, stabilize SME first

Provide attractive shareholder returns

- Covered by growing Free Cash Flow
- Progressive dividend, +3-5% annually

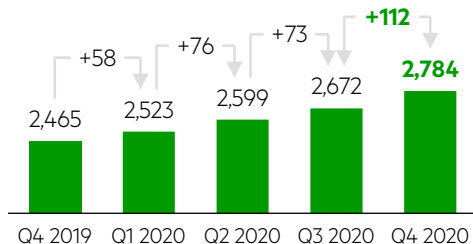
Highlights FY 2020

- ▶▶ **Delivered** on FY 2020 outlook
- ▶▶ **Growing** postpaid base, further stabilizing broadband base in Consumer
- ▶▶ **Awards** for fastest 5G network in NL, 5G Innovation, and best in mobile data
- ▶▶ **Accelerated** fiber rollout
- ▶▶ **Substantially** improving ROCE
- ▶▶ **Continued** progress on cost savings
- ▶▶ **COVID-driven** revenue pressure largely offset by cost control
- ▶▶ **Strong** balance sheet and liquidity position

Expand superior network: run-rate reached to deliver on ambitions

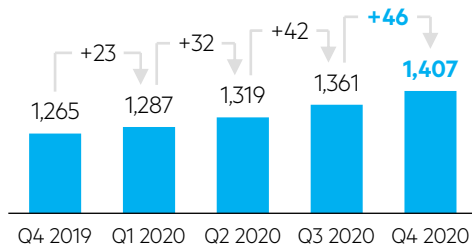
Continuously expanding fiber footprint

homes passed, k



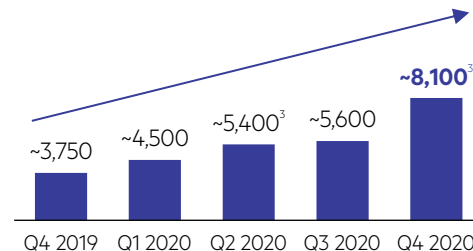
Solid FttH activation rate

homes activated, k



Weekly rollout steeply increasing

homes passed



2020:

+319k HP rollout¹

+33k HP on 3rd party FttH

2020:

+142k HA

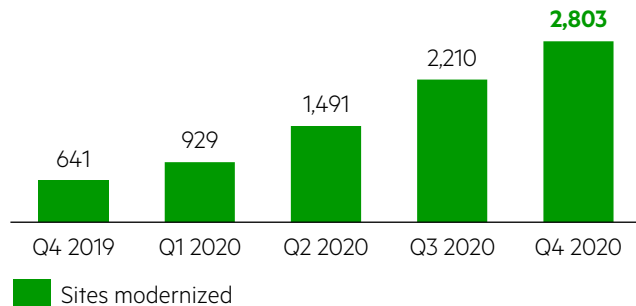
~45% activation rate²

Active in **97** areas

~650k HP in announced or active construction phase

Award winning 5G network reaching majority of the Netherlands

Reaching ~70% of NL on new 700MHz spectrum¹



Excellent 5G position



Differentiated 5G services



Leading 5G ecosystem



Leading in Security



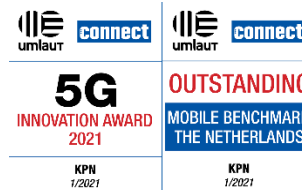
Track record in critical networks and innovation

Umlaut Connect test

Outstanding network (954 points)
Leading data category
5G Innovation Award

Ookla

Fastest 5G network in NL

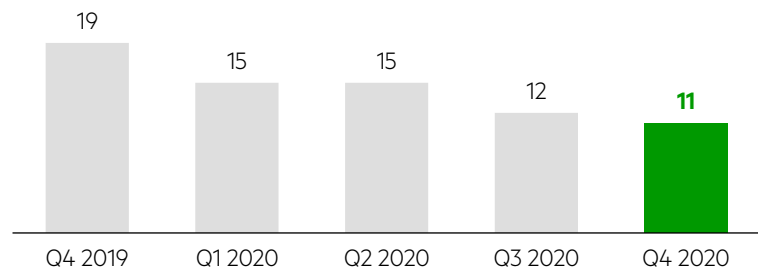


B2C: Encouraging base and revenue trend

Key take-aways

- Slightly growing fixed revenues due to price adjustments, the success of SuperWiFi and fiber
- Mobile revenue trend improving due to stabilizing base and improving trend postpaid ARPU
- Increase in fiber service revenues more than offset the decline in copper service revenue for the first time in Q4 2020
- NPS¹ lower driven by increasing customer usage and expectations, IPTV interface changes, and pressure on customer support capacity during lockdown

Consumer NPS lower due to IPTV and COVID¹

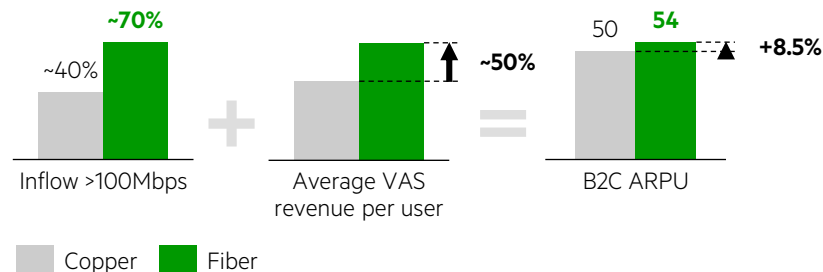


Adjusted revenues (€ m)

	FY 2019	FY 2020	Δ y-on-y
Fixed revenues	1,916	1,918	+0.1%
Mobile revenues	999	944	-5.5%
Total adj. Consumer revenues	2,916	2,863	-1.8%

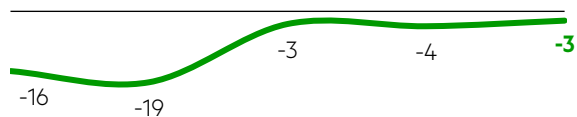
Increase fiber service revenues higher than copper service revenue decline

Customers increasingly willing to pay for quality (FY 2020)



B2C: Base and revenue trends turning in the right direction

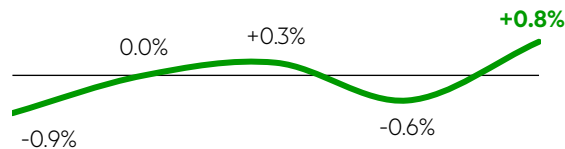
Stabilizing broadband net adds (k)¹



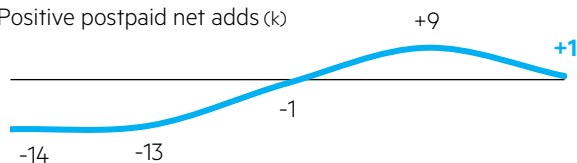
Higher fixed ARPU

€ 50
+4.0% y-on-y

Fixed revenue growth



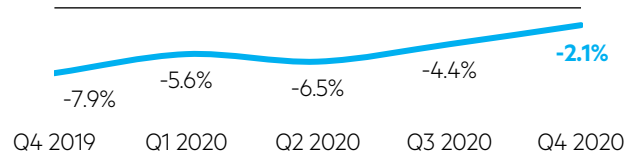
Positive postpaid net adds (k)



Stable mobile ARPU

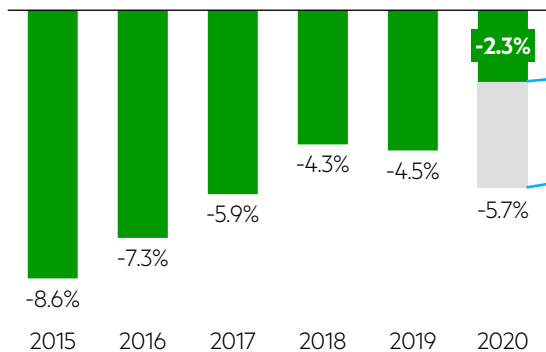
€ 17
-1.1% y-on-y

Mobile service revenue trend improving

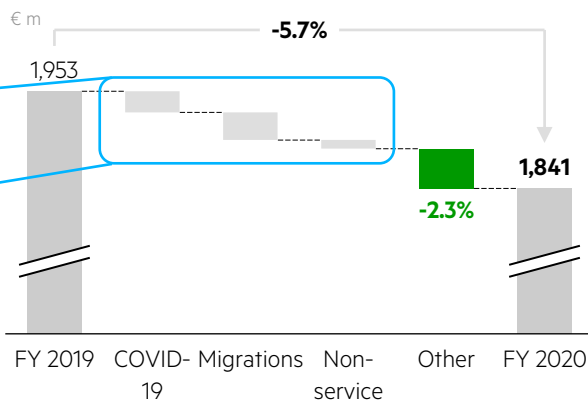


B2B: Moving in the right direction despite revenue challenges

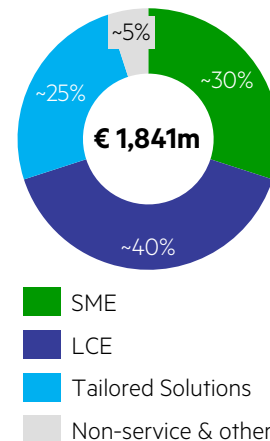
Underlying B2B revenue trend improving¹



Revenue trend impacted by COVID and migrations¹



FY 2020 revenues by customer segment

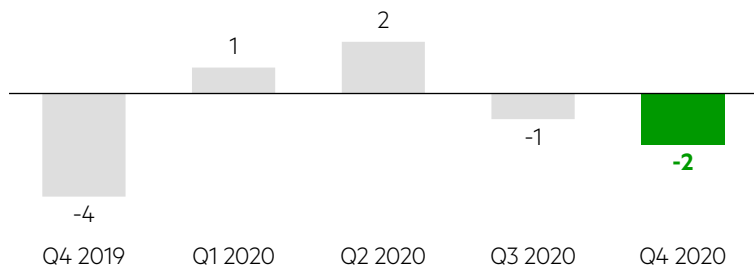


B2B: Revenue pressure largely driven by strategic actions and COVID-19

Key take-aways

- Communication Services impacted by customer migrations to target portfolio and loss of roaming revenues
- SME customer migrations nearly completed, LCE customer migrations on track¹
- B2B NPS² increased from -4 to -2 due to improved scores SME and LCE customers, partly offset by increased customer expectations

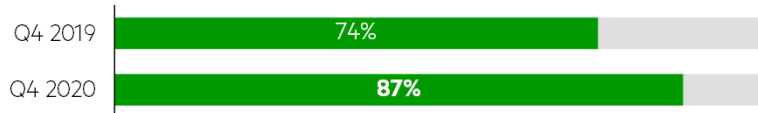
Business NPS improved y-on-y²



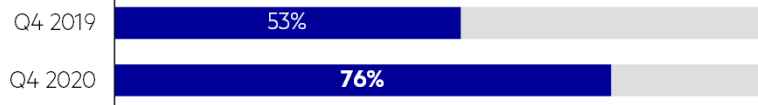
Segment revenues (€ m)

	FY 2019	FY 2020	Δ y-on-y (excl. divestments ³)
Communication Services	1,274	1,128	-9.5%
IT Services	273	265	-0.8%
Professional Services	411	428	+4.1%
KPN Consulting	77	17	n.m.
Other	8	3	-58%
Adjusted revenues	2,043	1,841	-5.7%

SME customer migrations nearly completed¹



LCE customer migrations on track¹



1. Eligible customers migrated from traditional voice and legacy broadband services

2. Source: Kantar TNS

3. Corrected for the impact of divestments (International Network Services, Argeweb, and KPN Consulting)

Wholesale: Sustainable growth from open access model

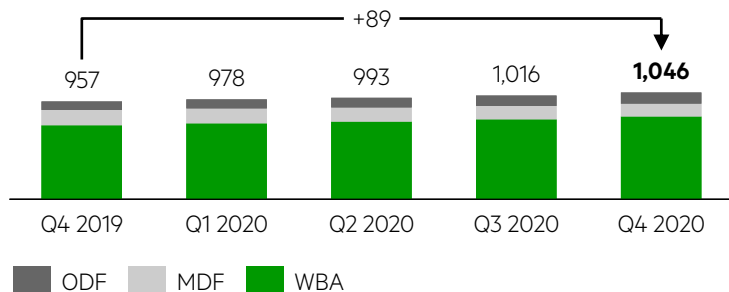
Key take-aways

- Solid growth in fixed revenues driven by higher broadband base
- Added 89k broadband lines and 30k mobile customers
- Continuing open Wholesale policy based on voluntary offers and long-term contracts

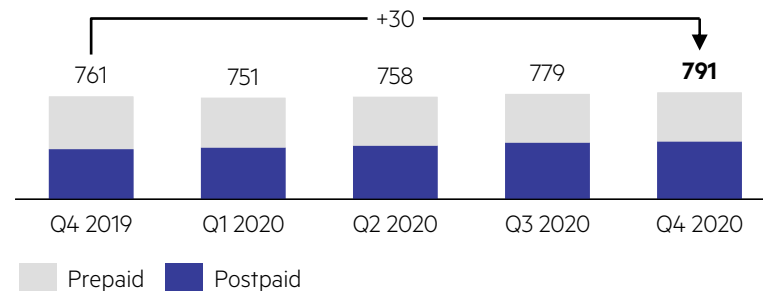
Adjusted revenue trend (€ m)

	FY 2019	FY 2020	Δ y-on-y (excl. divestments ¹)
Mobile service revenues	139	140	+0.2%
Fixed revenues	489	484	+6.4%
Adjusted revenues	627	624	+5.3%

Broadband customer base (k)

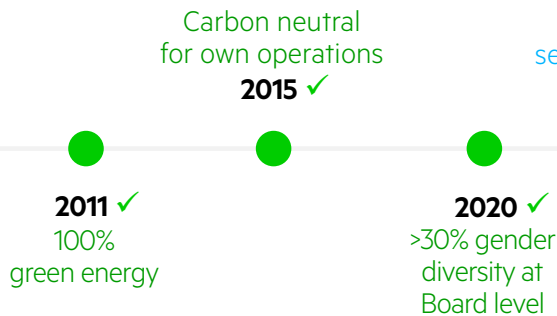


Mobile customer base (k)

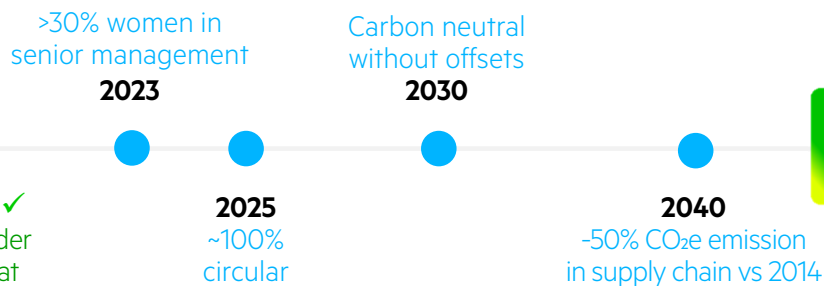


ESG milestones and ambitions recognized by leading benchmarks

Important milestones crossed...



...and an ambitious agenda



Rankings & awards in 2020



Member of
Dow Jones Sustainability Indices
Powered by the S&P Global CSA



Robust FY results

Adjusted revenues

€ 5,275m

-3.9%

FY 2019
€ 5,486m

Adj. net indirect opex savings

€ 137m

Since January 2019
€ 278m

Adjusted EBITDA AL

€ 2,320m

+0.1%

FY 2019
€ 2,317m

FY adjusted revenues -3.9% y-on-y

- **-2.4% excl. impact divestments**
- Growth in Consumer Fixed and Wholesale was offset by lower revenues in Business and Consumer Mobile

Net profit

€ 561m

-8.7%

FY 2019
€ 614m

ROCE

10.1%

+80bps

FY 2019
9.3%

Leverage ratio

2.3x

FY 2019
2.2x

FY adjusted EBITDA AL +0.1% y-on-y

- **+1.4% excl. impact divestments**
- Effect of lower revenues fully offset by disciplined cost control

Operational Free Cash Flow

€ 1,172m

-2.5%

FY 2019
€ 1,202m

Capex

€ 1,147m

+2.9%

FY 2019
€ 1,115m

FCF (excl. TEFD dividend)

€ 765m

+5.4%

FY 2019
€ 726m

FY FCF of € 765m (+5.4% y-on-y)

- **+6.6% excl. impact divestments**
- Higher Capex and increased investments in working capital fully offset by lower cash interest paid and cash restructuring

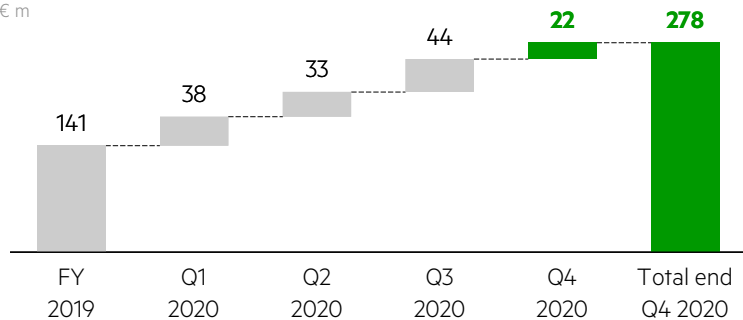
ROCE of 10.1%

- +80bps y-on-y

Strong cost savings track record and next wave cost savings

Strong cost savings since start

€ m



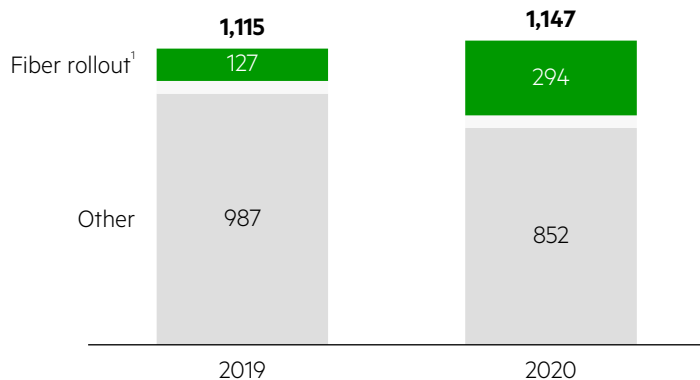
New wave cost savings program (2021-2023)

>€ 250m

net indirect opex¹
(~15% of 2020 indirect cost base)

Making clear investment decisions: accelerate fiber

Increasing fiber investments (€ m)



2020 driven by accelerated fiber rollout

2021 not to exceed € 1,200m

Capex / sales² (%)

Fiber rollout	2.4	5.6
Other	18.1	16.2
Total	20.5	21.8

Strong underlying cash generation

(€m)	FY 2019	FY 2020	Δ y-on-y
Adjusted EBITDA after leases	2,317	2,320	+0.1%
<i>As % of adj. revenues</i>	<i>42.2%</i>	<i>44.0%</i>	
Capex	1,115	1,147	+2.9%
Operational Free Cash Flow	1,202	1,172	-2.5%
<i>As % of adj. revenues</i>	<i>21.9%</i>	<i>22.2%</i>	
Cash restructuring	-133	-58	-56%
Incidentals	210	28	-87%
Change in provisions excl. restructuring	-33	-95	>100%
Interest received/(paid) excl. lease interest	-301	-233	-23%
Taxes received/(paid)	-7	-	-94%
Change in working capital	-9	-34	>100%
Other income	-202	-19	-90%
Other movements	-1	5	n.m.
Free Cash Flow (excl. TEFD dividend)	726	765	+5.4%
<i>As % of adj. revenues</i>	<i>13.2%</i>	<i>14.5%</i>	
TEFD dividend received	24	-	-100%
Acquisitions & disposals	256	15	-94%
Change in short-term investments	-225	5	n.m.
Other investing cash flow	341	-422	n.m.
Dividends paid	-512	-529	+3.3%
Other financing cash flow	-492	-6	-99%
Total cash flow from discontinued operations	37	-1	n.m.
Change in net cash & cash equivalents	155	-173	n.m.
Cash & short term investments at end of period	1,041	864	
Bank overdrafts	-	2	
Cash classified as held for sale	-	-	
Short-term investments	-275	-270	
Cash & cash equivalents (balance sheet)	766	597	

▶▶ Lower Operational Free Cash Flow driven by higher Capex

- ▶▶ Free Cash Flow of € 765m, 5.4% higher y-on-y
- Lower cash restructuring charges driven by COVID-19
 - Less cash interest paid due to debt redemptions and refinancing transactions

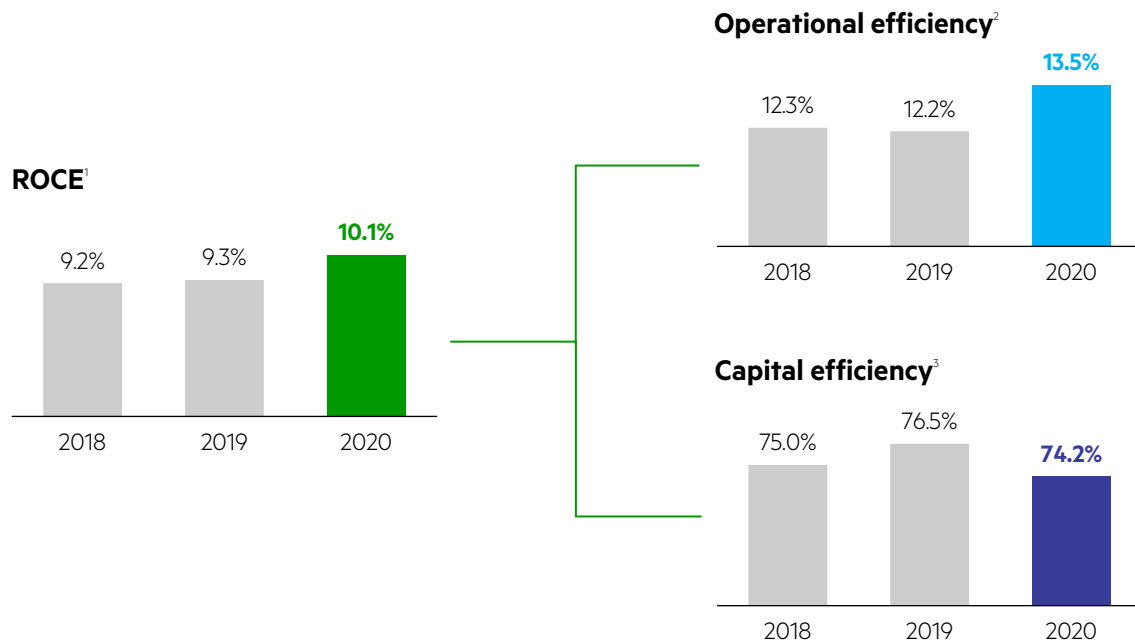
Partly offset by

- Increased investments in working capital
- Higher impact from change in provisions

▶▶ Strong cash position at 31 December 2020

- Despite spectrum auction

Significantly improving return on capital



Operational efficiency improved

- ▶▶ Due to higher NOPLAT and lower revenues
- ▶▶ Strong and disciplined cost control
- ▶▶ Lower restructuring charges

Capital efficiency declined

- ▶▶ Due to lower revenues and higher Capital Employed
- ▶▶ Increase in Capital Employed mainly due to acquired spectrum licenses



Accelerate to grow

kpn. The network of the Netherlands



Agendapunt #2

Verslag van de Raad van Bestuur over het boekjaar 2020

Q&A



Agendapunt #3 – *Besluit*

Voorstel tot het vaststellen van de jaarrekening
over het boekjaar 2020

Duco Sickinghe

Voorzitter RvC

Algemene vergadering van Koninklijke KPN N.V.

Presentatie controle jaarrekening 2020 door Ernst & Young
Accountants LLP

14 april 2021

Agenda

1. Controleanpak & focus
2. Belangrijkste conclusies
3. Belangrijkste aandachtspunten - Key audit matters
4. Fraude en naleving wet- en regelgeving
5. Communicatie en interactie

Frank Blenderman
Partner



Controleaanpak & focus

Reikwijdte	Strategie	Uitvoering
Enkelvoudige en geconsolideerde jaarrekening Controle	Verantwoordelijkheid	Aanpak Materialiteit Inschatting risico's Werkzaamheden
Jaarverslag Toetsing wettelijke vereisten/materiële afwijkingen	Teaming Core team Experts	Fraude en naleving wet- en regelgeving
Niet financiële informatie	Materialiteit	Key Audit Matters

Communicatie



Belangrijkste conclusies 1/2

- ▶ Controle van de jaarrekening
 - ▶ Getrouw beeld
 - ▶ Geen controleverschillen die gecorrigeerd moeten worden
 - ▶ Geen verschil van inzicht omtrent schattingen

- ▶ Duurzaamheidsinformatie
 - ▶ Energieverbruik en CO₂e emissies (Scope 1 en 2)
 - ▶ getrouw beeld (redelijke zekerheid)
 - ▶ Geselecteerde duurzaamheidsinformatie
 - ▶ geen bevindingen (beperkte zekerheid)

Belangrijkste conclusies 2/2

- ▶ Jaarverslag en verslag commissarissen
 - ▶ Voldoet aan de wet, de corporate governance code en is niet strijdig met jaarrekening
 - ▶ Geen materiële onjuistheden gesignaleerd
 - ▶ Remuneratie

Belangrijkste aandachtspunten

Key audit matters:

- ▶ Waardering immateriële en materiële vaste activa
- ▶ Waardering latente belastingen
- ▶ Betrouwbaarheid van IT systemen, inclusief security, cybercrime en data privacy
- ▶ Niet-financiële informatie:
 - ▶ CO₂e emissies (scope 3)
 - ▶ Toelichting NPS en RepTrak

Fraude en naleving wet- en regelgeving



Bij acceptatie & continuering van de opdracht



Bij de risicoanalyse



Tijdens de controle



Communicatie en interactie

- ▶ Onze rapportage
- ▶ Besprekingen met de Raad van Bestuur, Raad van Commissarissen en Audit Commissie
- ▶ De wijze van omgaan met deze organen en commissies
- ▶ Afstemmingen tussentijds
- ▶ Impact COVID-19 op onze controlewerkzaamheden
- ▶ Afsluitende opmerkingen

Algemene vergadering van
Koninklijke KPN N.V.



Agendapunt #3

Voorstel tot het vaststellen van de jaarrekening over het boekjaar 2020

Q&A

Stemprocedure

Vorzitter kondigt stemming aan Stemmen tijdens gehele vergadering mogelijk

Klik op het stemicoon  om de keuzes te tonen

De stemkeuzes verschijnen op het display

Druk op het item in de app:

Voor/For
Tegen/Against
Onthouding/Withheld

Uw stemkeuze verschijnt op het display

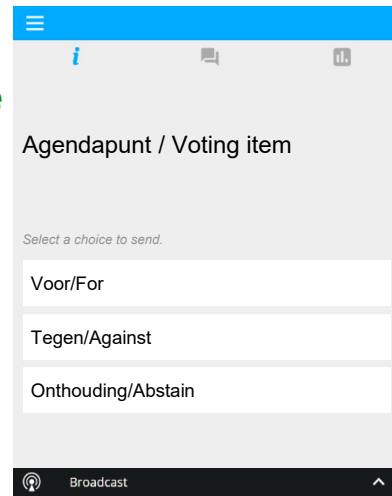
Herstellen?

Breng opnieuw uw stem uit, laatste keuze geldt



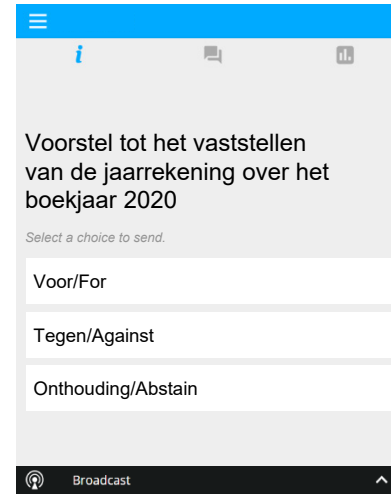
Wij verzoeken u te stemmen op alle agendapunten

De stemming zal zijn geopend tijdens de gehele vergadering



Agendapunt #3: Besluit

Voorstel tot het vaststellen van de jaarrekening over het boekjaar 2020



The screenshot shows a mobile application interface with a blue header bar containing a menu icon, an information icon, a chat icon, and a share icon. The main content area displays the text "Voorstel tot het vaststellen van de jaarrekening over het boekjaar 2020" followed by the instruction "Select a choice to send." Below this, there are three white input fields with rounded corners, each containing a choice: "Voor/For", "Tegen/Against", and "Onthouding/Abstain". At the bottom of the screen, there is a black bar with a speaker icon and the text "Broadcast", and a small upward-pointing arrow on the right side.



Agendapunt #4 – *Adviserende stemming*
Bezoldigingsverslag over het boekjaar 2020

Duco Sickinghe

Voorzitter RvC

Peter Hartman

Voorzitter remuneratie commissie

Uitgangspunten bezoldigingsbeleid RvB

Basis jaarsalaris

en overige voorwaarden

Short-term incentive (STI)

Uitbetaling in contanten

- CEO: 90%¹
- Overige RvB: 60%¹

70% financiële doelstellingen

30% niet-financiële doelstellingen

Long-term incentive (LTI)

Uitbetaling in aandelen

- CEO: 135%¹
- Overige RvB: 90%¹

70% financiële doelstellingen

30% niet-financiële doelstellingen

Bezoldigingsverslag 2020: korte- en lange termijn variabele beloning

Korte- en lange termijn variabele beloning:

Variabele beloning 2020	STI 2020 (€ k)	LTI 2018 (aantal aandelen)
Joost Farwerck CEO	676	210.207
Chris Figee CFO	319	-
Jean-Pascal Van Overbeke CCM	335	87.885
Marieke Snoep CBM	335	-
Babak Fouladi CTDO	335	-
Hilde Garssen CPO	257	-

Additionele informatie:

- Extra aandacht besteed aan de impact van COVID-19, geen omstandigheden om af te wijken van hetgeen was afgesproken
- Pay-out ratio 2020: 30 → CEO beloning ten opzichte van gemiddelde beloning overige medewerkers
- STI 2020 (netto) uitbetaling voor 50% in aandelen indien niveau op basis van richtlijn voor aandelenbezit nog niet is bereikt
- Ontvangen aandelen onder LTI 2018 zijn verbonden aan een lock-up periode van twee jaar, i.e. tot medio april 2023
- LTI plan 2018 niet van toepassing op alle RvB leden in verband met datum indiensttreding

Agendapunt #4

Bezoldigingsverslag over het boekjaar 2020

Q&A

Agendapunt #4: Adviserende stemming

Bezoldigingsverslag over het
boekjaar 2020



The screenshot shows a mobile application interface for a voting process. At the top, there is a blue header bar with a white hamburger menu icon on the left, and three icons (an information 'i' icon, a speech bubble icon, and a bar chart icon) on the right. Below the header, the title 'Bezoldigingsverslag over het boekjaar 2020' is displayed in a bold, black font. Underneath the title, the instruction 'Select a choice to send.' is shown in a smaller, grey font. There are three white rectangular buttons stacked vertically, each with a thin grey border. The first button is labeled 'Voor/For', the second is labeled 'Tegen/Against', and the third is labeled 'Onthouding/Abstain'. At the bottom of the screen, there is a black navigation bar with a white speaker icon on the left and the word 'Broadcast' in white text, followed by a white upward-pointing arrow icon on the right.



Agendapunt #5

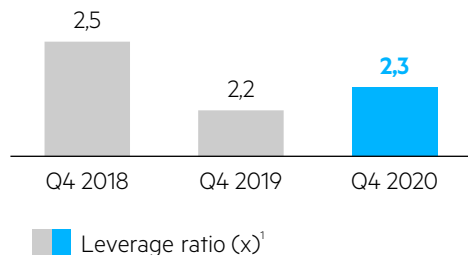
Toelichting op het financieel- en dividendbeleid

Chris Figee

CFO

Gecommitteerd aan een solide financieel profiel

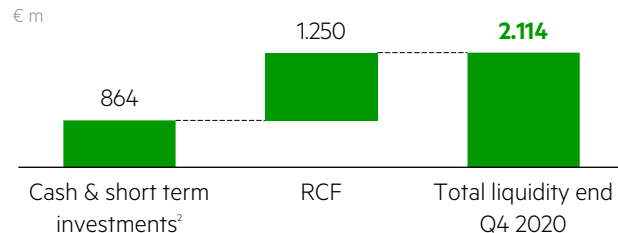
Leverage profiel



Target

<2,5x

Robuuste liquiditeitspositie...



Solide investment grade kredietprofiel

S&P Global
Ratings

BBB / Stable

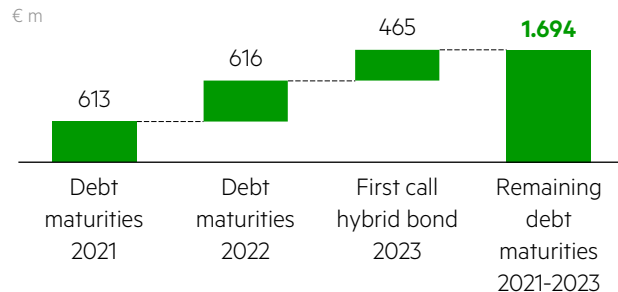
FitchRatings

BBB / Stable

MOODY'S

Baa3 / Stable

...dekt verwachte aflossingen t/m 2023



Dividend per aandeel

€ 13,0ct

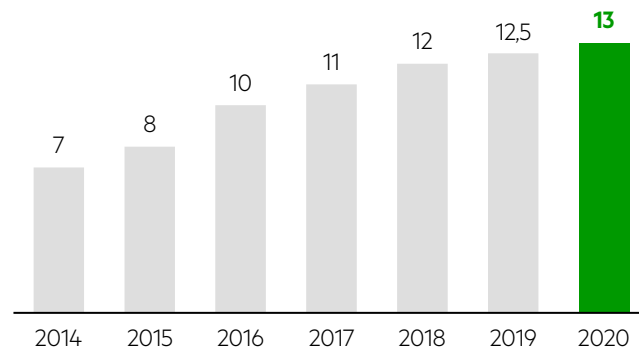
Beoogd regulier dividend per aandeel over **2020**

€ 8,7ct

Beoogd slot dividend per aandeel,
te betalen in april **2021**

Gecommitteerd aan een progressief dividend

€ ct



■ Regulier dividend per aandeel

Agendapunt #5

Toelichting op het financieel- en dividendbeleid

Q&A



Agendapunt #6 – *Besluit*

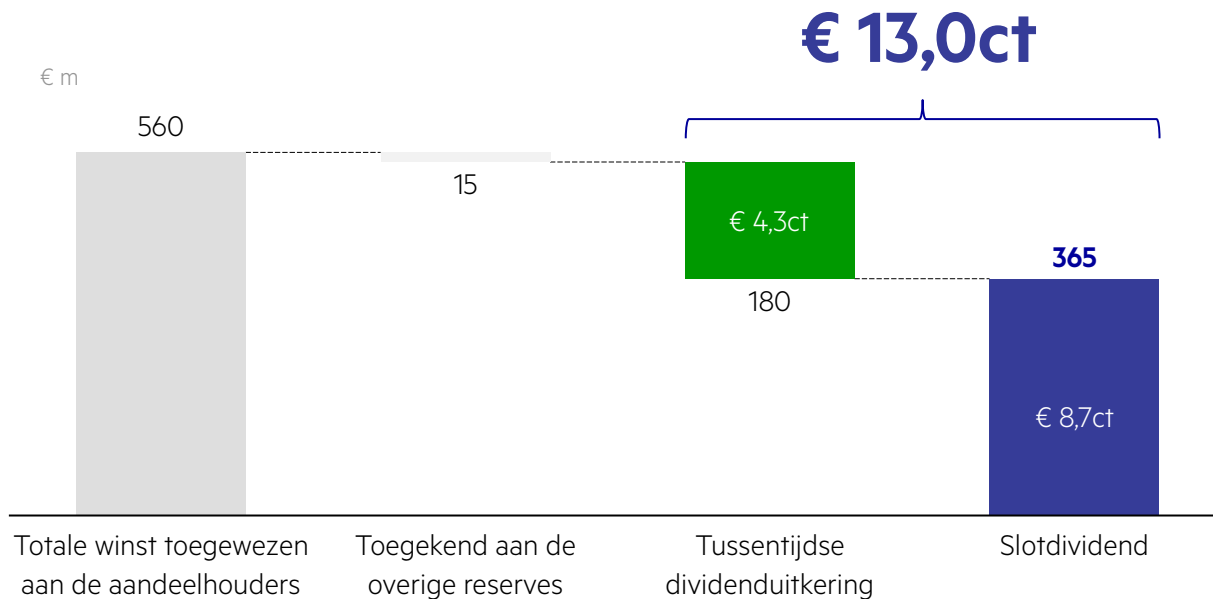
Voorstel tot het vaststellen van het dividend
over het boekjaar 2020

Duco Sickinghe

Voorzitter RvC



Vaststelling dividend over boekjaar 2020



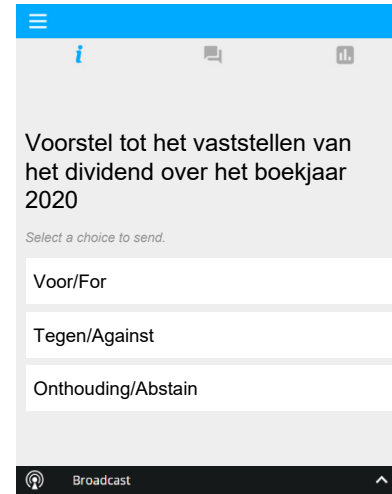
Agendapunt #6

Voorstel tot het vaststellen van het dividend over het boekjaar 2020

Q&A

Agendapunt #6: Besluit

Voorstel tot het vaststellen van
het dividend over het boekjaar
2020





Agendapunt #7&8 – *Besluiten*

Voorstel tot het verlenen van decharge aan de leden van de Raad van Bestuur en Raad van Commissarissen

Duco Sickinghe

Voorzitter RvC

Agendapunt #7&8

Voorstel tot het verlenen van decharge aan de leden van de Raad van Bestuur en Raad van Commissarissen

Q&A

Agendapunt #7&8: Besluiten

Voorstel tot het verlenen van decharge aan de leden van de Raad van Bestuur en Raad van Commissarissen



Voorstel tot het verlenen van decharge aan de leden van de Raad van Bestuur

Select a choice to send.

Voor/For

Tegen/Against

Onthouding/Abstain

Broadcast

Voorstel tot het verlenen van decharge aan de leden van de Raad van Commissarissen

Select a choice to send.

Voor/For

Tegen/Against

Onthouding/Abstain

Broadcast



Agendapunt #9 – *Besluit*

Voorstel tot benoeming van de externe accountant voor het boekjaar 2022

Duco Sickinghe

Voorzitter RvC

Agendapunt #9

Voorstel tot benoeming van de externe accountant voor het boekjaar 2022

Q&A

Agendapunt #9: Besluit

Voorstel tot benoeming van de externe accountant voor het boekjaar 2022



Voorstel tot benoeming van de externe accountant voor het boekjaar 2022

Select a choice to send.

Voor/For

Tegen/Against

Onthouding/Abstain

Broadcast



Agendapunt #10

Gelegenheid tot het doen van aanbevelingen voor de benoeming van een lid van de Raad van Commissarissen

Duco Sickinghe

Voorzitter RvC

Agendapunt #10

Gelegenheid tot het doen van aanbevelingen voor de benoeming van een lid van de Raad van Commissarissen

Q&A



Agendapunt #11 – *Besluit*

Voorstel tot benoeming van de heer E.J.C.
Overbeek tot lid van de Raad van Commissarissen

Duco Sickinghe

Voorzitter RvC

Profiel: Edzard Overbeek

Geboortejaar: 1967

Nationaliteit: Nederlands

Huidige functie:

- HERE, Chief Executive Officer
- KPN, Lid van de Raad van Commissarissen (sinds 2017)

Werkervaring:

- Cisco Systems, diverse posities waaronder die van President Asia Pacific & Japan / Vice President Europe (2000 – 2016)
- Copaco, Managing director (1998 – 2000)
- Siemens, Business Unit Manager (1996 – 1998)
- Fujitsu, General Sales Manager (1994 – 1996)

Opleiding:

- Master of Business Administration, NIMBAS



Agendapunt #11

Voorstel tot benoeming van de heer E.J.C. Overbeek tot lid van de Raad van Commissarissen

Q&A

Agendapunt #11: Besluit

Voorstel tot benoeming van de heer E.J.C. Overbeek tot lid van de Raad van Commissarissen



The screenshot shows a mobile application interface with a blue header bar containing a menu icon. Below the header, there are three icons: an information icon (i), a chat icon, and a document icon. The main content area displays the text: "Voorstel tot benoeming van de heer E.J.C. Overbeek tot lid van de Raad van Commissarissen". Below this text is a prompt: "Select a choice to send." followed by three selectable options: "Voor/For", "Tegen/Against", and "Onthouding/Abstain". At the bottom of the screen, there is a black bar with a speaker icon and the word "Broadcast", and a small upward-pointing arrow on the right side.



Agendapunt #12 – *Besluit*

Voorstel tot benoeming van de heer G.J.A. van de Aast tot lid van de Raad van Commissarissen

Duco Sickinghe

Voorzitter RvC

Profiel: Gerard van de Aast

Geboortejaar: 1957

Nationaliteit: Nederlands

Huidige functie:

- Voorzitter van de Raad van Commissarissen, NS
- Vicevoorzitter van de Raad van Commissarissen, Signify NV
- Lid van de Raad van Commissarissen, Witteveen+Bos

Werkervaring:

- Imtech NV, Chief Executive Officer (2013 – 2015)
- Volker Wessels, Chief Executive Officer (2009 – 2012)
- Reed Business, Chief Executive Officer (2001 – 2008)
- Compag, Vice president en General Manager (1998 – 2000)
- Digital Equipment Corp, Vice president (1992 – 1998)
- Diverse posities bij Phillips, W+B Software, Technosoft, Witteveen&Bos (1979 – 1992)

Opleiding:

- Technische bouwopleiding, HTS



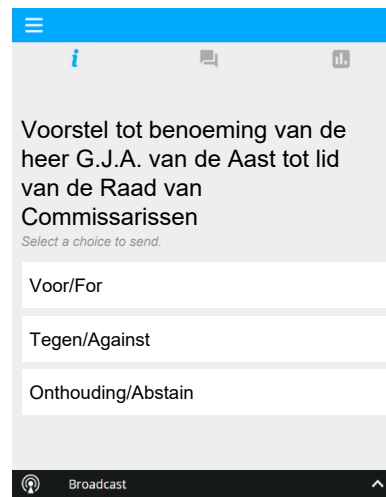
Agendapunt #12

Voorstel tot benoeming van de heer G.J.A. van de Aast tot lid van de Raad van Commissarissen

Q&A

Agendapunt #12: Besluit

Voorstel tot benoeming van de heer G.J.A. van de Aast tot lid van de Raad van Commissarissen





Agendapunt #13

Mededelingen over vacatures in de Raad van
Commissarissen die in 2022 zullen ontstaan

Duco Sickinghe

Voorzitter RvC

Agendapunt #13

Mededelingen over vacatures in de Raad van Commissarissen die in 2022 zullen ontstaan

Q&A



Agendapunten #14-17 – *Besluiten*

14: Verkrijgen van eigen aandelen

15: Intrekken van eigen aandelen

16: Uitgifte van gewone aandelen

17: Beperking of uitsluiting van voorkeursrecht bij uitgifte van gewone aandelen

Duco Sickinghe

Voorzitter RvC

Q&A

Agendapunt #14: Besluit

Voorstel tot het verlenen van een machtiging aan de Raad van Bestuur tot het verkrijgen van eigen aandelen door de vennootschap



Agendapunt #15: Besluit

Voorstel tot kapitaalvermindering
door intrekking van eigen
aandelen



The screenshot shows a mobile application interface with a blue header bar containing a menu icon. Below the header, there are three icons: an information icon, a chat icon, and a document icon. The main content area displays the text "Voorstel tot kapitaalvermindering door intrekking van eigen aandelen" followed by the instruction "Select a choice to send." Below this, there are three input fields with the following text: "Voor/For", "Tegen/Against", and "Onthouding/Abstain". At the bottom of the screen, there is a black bar with a speaker icon and the word "Broadcast", and a small upward-pointing arrow on the right side.

Agendapunt #16: Besluit

Voorstel tot aanwijzing van de Raad van Bestuur als bevoegd orgaan tot uitgifte van gewone aandelen



The screenshot shows a mobile application interface with a blue header bar containing a menu icon. Below the header, there are three icons: an information icon, a chat icon, and a document icon. The main content area displays the following text:

Voorstel tot aanwijzing van de Raad van Bestuur als bevoegd orgaan tot uitgifte van gewone aandelen

Select a choice to send.

Voor/For

Tegen/Against

Onthouding/Abstain

At the bottom of the screen, there is a black bar with a speaker icon and the text "Broadcast", and a small upward-pointing arrow on the right side.

Agendapunt #17: Besluit

Voorstel tot aanwijzing van de Raad van Bestuur als bevoegd orgaan tot beperking of uitsluiting van het wettelijk voorkeursrecht bij uitgifte van gewone aandelen





Agendapunt #18

Rondvraag

Duco Sickinghe

Voorzitter RvC



Agendapunt #19

Stemuitslagen en sluiting

Duco Sickinghe

Voorzitter RvC

Algemene Vergadering van Aandeelhouders

14 april 2021

kpn. Het netwerk van Nederland

