

15 September 2009

Koninklijke KPN N.V.

Incorporated in The Netherlands as a public limited liability company  
(*naamloze vennootschap*) with its corporate seat in The Hague

**Issue of £850,000,000 5.75 per cent. Notes due 2029  
under the Global Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated April 9, 2009 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the '**Prospectus Directive**'). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing during normal business hours at Koninklijke KPN N.V., Maanplein 55, 2516 CK The Hague, The Netherlands and at [www.kpn.com](http://www.kpn.com) and copies may be obtained from Koninklijke KPN N.V., Maanplein 55, 2516 CK The Hague, The Netherlands.

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|----|--|---|
| 1. | Issuer:  | Koninklijke KPN N.V.  |
| 2. | (i) Series Number:   | 20  |
|    | (ii) Tranche Number:   | 1   |
| 3. | Specified Currency or Currencies:                                  | Pounds Sterling (£)   |
| 4. | Aggregate Nominal Amount:  |   |
|    | (i) Series:  | £850,000,000  |
|    | (ii) Tranche:  | £850,000,000  |
| 5. | Issue Price of Tranche:  | 98.885 per cent. of the Aggregate Nominal Amount  |
| 6. | (a) Specified Denominations:                                       | £50,000 and integral multiples of £1,000 in excess thereof up to and including £99,000. No Notes in definitive form will be issued with a denomination above £99,000. |
|    | (b) Calculation Amount<br>(Applicable to Notes in definitive form) | £1,000  |

7. (i) Issue Date: 17 September 2009
- (ii) Interest Commencement Date: 17 September 2009
8. Maturity Date: 17 September 2029
9. Interest Basis: 5.75 per cent. Fixed Rate  
(further particulars specified below)
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest Basis or Redemption/Payment Basis: Not Applicable
12. Put/Call Options: Investor Put  
(further particulars specified below)
13. Status of the Notes: Senior
14. Method of distribution: Syndicated

**Provisions Relating to Interest (if any) Payable**

15. Fixed Rate Note Provisions Applicable
- (i) Rate of Interest: 5.75 per cent. per annum payable annually in arrear
- (ii) Interest Payment Date(s): 17 September in each year, commencing 17 September 2010, up to and including the Maturity Date
- (iii) Fixed Coupon Amount(s): £57.50 per Calculation Amount  
*(Applicable to Notes in definitive form)*
- (iv) Broken Amount(s): Not Applicable  
*(Applicable to Notes in definitive form)*
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Date: 17 September in each year
- (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: None
16. Floating Rate Note Provisions Not Applicable
17. Zero Coupon Note Provisions Not Applicable
18. Index Linked Interest Note Not Applicable



Provisions

19. Dual Currency Interest Note Provisions Not Applicable

**Provisions Relating to Redemption**

20. Issuer Call: Not Applicable
21. Investor Put: Applicable – Change of Control
- (i) Optional Redemption Date(s): The provisions of Condition 7(d) apply
- (ii) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s): The provisions of Condition 7(d) apply (principal amount together with accrued interest)
- (iii) Notice period (if other than as set out in the Conditions): The provisions of Condition 7(d) apply
22. Final Redemption Amount: £1,000 per Calculation Amount
23. Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 7(e)): £1,000 per Calculation Amount

**General Provisions Applicable to the Notes**

24. Form of Notes: Bearer Notes: Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Bearer Notes only upon an Exchange Event
25. Additional Financial Centre(s) or other special provisions relating to Payment Dates: Amsterdam
26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
27. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on Not Applicable

late payment:

28. Details relating to Instalment Notes:
- (i) Instalment Amount(s): Not Applicable
  - (ii) Instalment Date(s): Not Applicable
29. Redenomination applicable: Redenomination not applicable
30. Other terms or special conditions: Not Applicable
31. For the purposes of Condition 14, notices to be published in the Financial Times: No
32. Condition 8(a) or 8(b) of the Notes applies: Condition 8(b) applies and Condition 7(b) applies
33. Additional tax disclosure: Not Applicable

#### **Distribution**

34. (i) If syndicated, names of Managers: BNP Paribas  
Merrill Lynch International  
The Royal Bank of Scotland plc
- (ii) Date of Syndication Agreement: 15 September 2009
- (iii) Stabilising Manager (if any): Not Applicable
35. If non-syndicated, name of relevant Dealer: Not Applicable
36. U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D Rules applicable
37. Additional selling restrictions: Not Applicable

#### **PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Amsterdam of the Notes described herein pursuant to the Global Medium Term Note Programme of Koninklijke KPN N.V.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms and to the best knowledge and belief of the Issuer the information contained in these Final Terms is in accordance with the facts and does not omit anything likely to affect the import of such information.

By: .....

*Duly authorised*

*Mariella Vogt*  
*Treasurer*

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Amsterdam with effect from 17 September 2009.
- (ii) Estimate of total expenses related to admission to trading €12,400

### 2. RATINGS

Ratings: The Notes to be issued have been rated:  
S & P: BBB+  
Moody's: Baa2

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

### 4. REASONS FOR THE OFFER; ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: As per the 'Use of Proceeds' section of the Base Prospectus
- (ii) Estimated net proceeds: £837,760,000
- (iii) Estimated total expenses: Not Disclosable

### 5. YIELD (*Fixed Rate Notes only*)

Indication of yield: 5.846 per cent.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6. OPERATIONAL INFORMATION

- (i) ISIN Code: XS0451790280
- (ii) Common Code: 045179028
- (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking Societe Anonyme and the relevant identification number(s): Not Applicable

- (iv) Delivery: Delivery against payment
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

