



RESOLUTIONS

TAKEN BY THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF ROYAL KPN N.V.
HELD ON APRIL 13, 2010
IN AMSTERDAM

The Annual General Meeting of Shareholders of Royal KPN N.V., held on April 13, 2010 in Amsterdam, resolved:

1. To adopt the financial statements for the financial year 2009 (*agenda item 4*).
2. To adopt a dividend for the financial year 2009 of €0.69 per share, resulting in a final dividend of €0.46 per share (*agenda item 6*).
3. To discharge the members of the Board of Management from all liability in relation to the exercise of their duties in the financial year 2009 (*agenda item 7*).
4. To discharge the members of the Supervisory Board from all liability in relation to the exercise of their duties in the financial year 2009 (*agenda item 8*).
5. To appoint PricewaterhouseCoopers Accountants N.V. as accountant for the audit of the financial statements for the financial year 2010 (*agenda item 9*).
6. To amend the remuneration policy of the Board of Management as of 2009, as proposed (*agenda item 10*).
7. To authorize the Board of Management to acquire the company's own ordinary shares for a period of 18 months until October 13, 2011. The number of shares to be acquired shall be limited by the maximum percentage of shares the company— by law or its articles of association - may hold in its own capital at any moment. The shares may be acquired on the stock exchange or through other means at a price per share of at least EUR 0.01 and at most the highest of (i) the Quoted Share Price plus 10% and (ii), if purchases are made on the basis of a programme entered into with a single counterparty or using a financial intermediary, the average of the Volume Weighted Average Share Prices during the effective course of that programme. The Quoted Share Price is defined as the average of the closing prices of KPN shares as reported in the official price list of Euronext Amsterdam N.V. over the five trading days prior to the acquisition date. The Volume Weighted Average Share Price is defined as the volume weighted average price of trades in KPN shares on Euronext Amsterdam N.V. between 9:00 am (CET) and 5:30 pm (CET) adjusted for block, cross and auction trades (*agenda item 14*).
8. To reduce the issued capital through cancellation of shares held by the company not exceeding the number of shares it acquired. The number of shares that will be cancelled will be determined by the Board of Management and is restricted to a maximum of 10% of the issued capital as shown in the annual accounts for the financial year 2009. And furthermore to cancel 11.342.404 shares that the company acquired in the context of its share repurchase program until April 9, 2010, inclusive (*agenda item 15*).

VOTING RESULTS PER AGENDA ITEM

At the meeting, 3120 shareholders with entitlement to vote were registered. These shareholders were jointly entitled to exercise 647.612.833 votes, representing approximately 40 % of the issued share capital.

	For	Against	Blanc/Abstain	Total
Agenda item 4	640.028.752	81.692	7.502.389	647.612.833
Agenda item 6	641.533.876	33.104	6.045.853	647.612.833
Agenda item 7	634.952.077	5.000.138	7.660.618	647.612.833
Agenda item 8	631.467.320	8.455.038	7.690.475	647.612.833
Agenda item 9	636.381.788	8.982.811	2.248.234	647.612.833
Agenda item 10	625.711.050	11.956.980	9.884.803	647.612.833
Agenda item 14	638.913.075	1.908.557	6.791.201	647.612.833
Agenda item 15	639.977.849	503.664	7.131.320	647.612.833