



RESOLUTIONS

TAKEN BY THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF ROYAL KPN N.V.
HELD ON APRIL 15, 2008
IN AMSTERDAM

The Annual General Meeting of Shareholders of Royal KPN N.V., held on April 15, 2008 in Amsterdam, resolved:

1. To adopt the financial statements for the financial year 2007 (*agenda item 3*).
2. To adopt a dividend for the financial year 2007 of €0.54 per share, resulting in a final dividend of €0.36 per share (*agenda item 5*).
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 2007 (*agenda item 6*).
4. To discharge the members of the Supervisory Board from all liability in relation to the exercise of their duties in the financial year 2007 (*agenda item 7*).
5. To appoint PricewaterhouseCoopers Accountants N.V. as accountant for the audit of the financial statements for the financial year 2008 (*agenda item 8*).
6. To approve the arrangement in shares as long term incentive element of the remuneration package of members of the Board of Management as proposed (*agenda item 9*).
7. To amend the remuneration for the members of the Supervisory Board as proposed (*agenda item 10*).
8. To authorize the Board of Management to acquire the company's own ordinary shares for a period of 18 months until October 17, 2009. 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 12*).
9. 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 2007. The resolution furthermore includes the cancellation of 21,425,000 shares that the company acquired in the context of its share repurchase program until April 11, 2008, inclusive (*agenda item 13*).

VOTING RESULTS PER AGENDA ITEM

At the meeting, 180 shareholders with entitlement to vote were registered. These shareholders were jointly entitled to exercise 870,428,780 votes, representing approximately 48.3% of the issued share capital.

	For	Against	Abstain	Not voted	Total
Agenda item 3	808,931,900	124,923	61,211,129	160,828	870,428,780
Agenda item 5	860,006,290	17,077	10,255,440	149,973	870,428,780
Agenda item 6	855,067,742	855,434	14,353,158	152,446	870,428,780
Agenda item 7	855,028,295	875,083	14,373,377	152,025	870,428,780
Agenda item 8	859,271,414	197,218	10,811,199	148,949	870,428,780
Agenda item 9	843,799,774	3,088,182	23,361,120	179,704	870,428,780
Agenda item 10	852,100,905	5,126,584	13,033,084	168,207	870,428,780
Agenda item 12	859,443,544	385,934	10,429,573	169,729	870,428,780
Agenda item 13	870,006,893	111,444	137,620	172,823	870,428,780