



RESOLUTIONS

TAKEN BY THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF ROYAL KPN N.V.
HELD ON APRIL 6, 2011
IN THE HAGUE

The Annual General Meeting of Shareholders of Royal KPN N.V., held on April 6, 2011 in The Hague, resolved:

1. To adopt the financial statements for the financial year 2010 (*agenda item 3*).
2. To adopt a dividend for the financial year 2010 of €0.80 per share, resulting in a final dividend of €0.53 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 2010 (*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 2010 (*agenda item 7*).
5. To appoint PricewaterhouseCoopers Accountants N.V. as accountant for the audit of the financial statements for the financial year 2011 (*agenda item 8*).
6. To amend the remuneration policy of the Board of Management as proposed (*agenda item 9*).
7. To amend the remuneration of the Supervisory Board as proposed (*agenda item 10*).
8. To (re)appoint Mr. J.B.M. Streppel as member of the Supervisory Board (*agenda item 12*).
9. To (re)appoint Mr. M. Bischoff as member of the Supervisory Board (*agenda item 13*).
10. To (re)appoint Mrs. C.M. Hooymans as member of the Supervisory Board (*agenda item 14*).
11. To authorize the Board of Management to acquire the company's own ordinary shares for a period of 18 months until October 6, 2012. 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 16*).
12. 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 2010. And furthermore to cancel 15,628,707 shares that the company acquired in the context of its share repurchase program until April 1, 2011, inclusive (*agenda item 17*).

VOTING RESULTS PER AGENDA ITEM

At the meeting, 239 shareholders with entitlement to vote were registered. These shareholders were jointly entitled to exercise 672,478,003 votes, representing 44 % of the issued share capital.

	For	Against	Blanc/Abstain	Total
Agenda item 3	672,370,742	24,611	82,650	672,478,003
Agenda item 5	672,436,726	9,645	31,632	672,478,003
Agenda item 6	657,227,084	5,309,062	9,941,857	672,478,003
Agenda item 7	626,472,728	7,141,100	38,864,175	672,478,003
Agenda item 8	671,604,011	736,086	137,906	672,478,003
Agenda item 9	612,935,596	14,336,911	45,205,496	672,478,003
Agenda item 10	663,050,287	1,044,102	8,383,614	672,478,003
Agenda item 12	669,129,899	3,118,407	229,697	672,478,003
Agenda item 13	668,136,579	4,091,493	249,931	672,478,003
Agenda item 14	669,012,370	3,207,684	257,949	672,478,003
Agenda item 16	633,137,073	9,042,896	30,298,034	672,478,003
Agenda item 17	635,856,698	6,210,703	30,410,602	672,478,003