

**RESOLUTIONS TAKEN BY THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF ROYAL KPN N.V. HELD ON APRIL 12, 2005**

The meeting resolved to:

1. Adopt the financial statement for the financial year 2004 (*agenda item 3a*)
2. Adopt a dividend for the financial year 2004 of € 0.35 per share, which results in a closing dividend of € 0.27 per share (*agenda item 3c*)
3. Release the members of the Board of Management from all liability in relation to the exercise of their duties in the financial year 2004 (*agenda item 4a*)
4. Release the members of the Supervisory Board from all liability in relation to the exercise of their duties in the financial year 2004 (*agenda item 4b*)
5. Amend the Articles of Association according to the proposal (*agenda item 5b*)
6. Appoint PricewaterhouseCoopers Accountants N.V. as accountant for the audit of the financial statements for the financial year (*agenda item 6*)
7. (Re)appoint Mr. A.H.J. Risseuw as member of the Supervisory Board (*agenda item 7ci*)
8. (Re)appoint Ms. M.E. van Lier Lels as member of the Supervisory Board (*agenda item 7cii*)
9. Adopt the amendment to the remuneration of the Supervisory Board as proposed (*agenda item 7e*)
10. Designate the Board of Management as the body authorized to acquire - on the stock exchange or through other means - the company's own shares for a period of 18 months until October 12, 2006. The number of shares to be acquired shall be limited by the maximum percentage of shares the company may - by law or its articles of association - hold in its own capital at any moment, taking into account the possibility to cancel the acquired shares as proposed under agenda item 8d. In practice, this will mean that the company may acquire up to 10% of its own issued shares, cancel these shares, and acquire a further 10%. Ordinary shares will be acquired at a share price of no less than EUR 0.01 and no more than the quoted share price plus 10%. (*agenda item 8a*)
11. Designate the Board of Management as the body authorized to issue shares and grant rights to shares for 18 months until October 12, 2006. In line with current corporate governance practices, the proposal limits the Board of Management's authorization to 10% of the issued share capital at the time of issue, plus an additional 10% in the event of a merger or takeover. The authorization furthermore covers the issuance of all un-issued Class B preferred shares (*agenda item 8b*)
12. 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 based on this resolution, 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 2004. (*agenda item 8d*)
13. It was also decided to remove *item 8c* (to extend the Board of Management's designation as the competent body authorized to restrict or exclude shareholders' pre-emptive rights on the issue of ordinary shares) from the agenda.