

RESOLUTIONS

TAKEN BY THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF ROYAL KPN N.V.
HELD ON APRIL 7, 2009
IN AMSTERDAM

The Annual General Meeting of Shareholders of Royal KPN N.V., held on April 7, 2009 in Amsterdam, resolved:

1. To adopt the financial statements for the financial year 2008 (*agenda item 3*).
2. To adopt a dividend for the financial year 2008 of EUR 0.60 per share, resulting in a final dividend of EUR 0.40 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 2008 (*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 2008 (*agenda item 7*).
5. To appoint PricewaterhouseCoopers Accountants N.V. as accountant for the audit of the financial statements for the financial year 2009 (*agenda item 8*).
6. To (re)appoint Mr. A.H.J. Risseeuw as member of the Supervisory Board (*agenda item 10*).
7. To (re)appoint Mrs. M.E. van Lier Lels as member of the Supervisory Board (*agenda item 11*).
8. To appoint Mr. R.J. Routs as member of the Supervisory Board (*agenda item 12*).
9. To appoint Mr. D.J. Haank as member of the Supervisory Board (*agenda item 13*).
10. To authorize the Board of Management to acquire the company's own ordinary shares for a period of 18 months until October 7, 2010. 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 15*).
11. 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 2008. And furthermore to cancel 41,757,889 shares that the company acquired in the context of its share repurchase program until April 3, 2009, inclusive (*agenda item 16*).

VOTING RESULTS PER AGENDA ITEM

At the meeting, 151 shareholders with entitlement to vote were registered. These shareholders were jointly entitled to exercise 731,887,770 votes, representing approximately 43% of the issued share capital.

	For	Against	Abstain / No vote	Total
Agenda item 3	695,313,522	335,975	36,238,273	731,887,770
Agenda item 5	730,360,505	14,626	1,512,639	731,887,770
Agenda item 6	719,853,015	9,349,631	2,685,124	731,887,770
Agenda item 7	425,091,742	301,478,885	5,317,143	731,887,770
Agenda item 8	706,269,098	679,498	24,939,174	731,887,770
Agenda item 11	718,229,692	7,411,751	6,246,327	731,887,770
Agenda item 12	722,741,589	5,272,833	3,873,348	731,887,770
Agenda item 13	727,792,755	265,778	3,829,237	731,887,770
Agenda item 15	727,771,496	252,370	3,863,904	731,887,770
Agenda item 16	723,835,429	4,261,272	3,791,069	731,887,770