



RESOLUTIONS

TAKEN BY THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF ROYAL KPN N.V.
HELD ON APRIL 12, 2012 IN THE HAGUE

The Annual General Meeting of Shareholders of Royal KPN N.V., held on April 12, 2012 in The Hague, resolved:

1. To adopt the financial statements for the financial year 2011 (*agenda item 3*).
2. To adopt a dividend for the financial year 2011 of €0.85 per share, resulting in a final dividend of €0.57 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 2011 (*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 2011 (*agenda item 7*).
5. To appoint PricewaterhouseCoopers Accountants N.V. as accountant for the audit of the financial statements for the financial year 2012 (*agenda item 8*).
6. To amend the Articles of Association in accordance with the proposal as published, and to give proxy to effect the amendments (*agenda item 9*).
7. To appoint Mr. P.A.M. van Bommel as member of the Supervisory Board (*agenda item 11*).
8. To authorize the Board of Management to acquire the company's own ordinary shares for a period of 18 months until October 12, 2013. The number of shares to be acquired shall be limited by the maximum of 10% of issued capital, provided that the company will hold no more shares in stock than at maximum 10% of the issued capital. 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 NYSE Euronext Amsterdam 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 NYSE Euronext Amsterdam between 9:00 am (CET) and 5:30 pm (CET) adjusted for block, cross and auction trades (*agenda item 13*).
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 2011 (*agenda item 14*).



VOTING RESULTS PER AGENDA ITEM

At the meeting, 650 shareholders with entitlement to vote were registered. These shareholders were jointly entitled to exercise 765.311.177 votes, representing 53 % of the issued share capital.

Resolutions of the annual General Meeting of Shareholders (AGM) of KPN N.V. (the "Company") held on Thursday, April 12, 2012 per agenda item:

Agenda item 3. The Proposal to adopt the financial statements for the financial year 2011 has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	765,260,777
Percentage of issued capital that was represented by the number of shares for which votes have been cast	53.46%
Number of validly cast votes	765,260,777
Number of votes cast "for"	765,184,668
Percentage of votes "for"	100.00
Number of votes cast "against"	20,461
Percentage of votes "against"	0.00
Number of votes cast "withheld"	55,648

Agenda item 5. The proposal to adopt a dividend over the financial year 2011 has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	765,263,039
Percentage of issued capital that was represented by the number of shares for which votes have been cast	53.46%
Number of validly cast votes	765,263,039
Number of votes cast "for"	765,212,059
Percentage of votes "for"	100.00
Number of votes cast "against"	11,007
Percentage of votes "against"	0.00
Number of votes "withheld"	39,973

Agenda item 6. The proposal to discharge the members of the Board of Management from liability has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	765,261,532
Percentage of issued capital that was represented by the number of shares for which votes have been cast	53.46%
Number of validly cast votes	765,261,532
Number of votes cast “for”	750,583,721
Percentage of votes “for”	98.60
Number of votes cast “against”	10,669,196
Percentage of votes “against”	1.40
Number of votes “withheld”	4,008,615

Agendapunt 7. The proposal to discharge the members of the Supervisory Board from liability has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	765,254,221
Percentage of issued capital that was represented by the number of shares for which votes have been cast	53.46%
Number of validly cast votes	765,254,221
Number of votes cast “for”	750,250,538
Percentage of votes “for”	98.56
Number of votes cast “against”	10,937,708
Percentage of votes “against”	1.44
Number of votes “withheld”	4,065,975

Agenda item 8. The proposal to appoint the external auditor has been adopted.

OVERVIEW VOTES	
Number of shares for which votes have been cast	765,259,740
Percentage of issued capital that was represented by the number of shares for which votes have been cast	53.46%
Number of validly cast votes	765,259,740
Number of votes cast “for”	755,513,761
Percentage of votes “for”	98.76
Number of votes cast “against”	9,453,140
Percentage of votes “against”	1.24
Number of votes “withheld”	292,839



Agenda item 9. The proposal to amend the Articles of Association has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	765,245,258
Percentage of issued capital that was represented by the number of shares for which votes have been cast	53.46%
Number of validly cast votes	765,245,258
Number of votes cast “for”	722,035,359
Percentage of votes “for”	96.35
Number of votes cast “against”	27,373,911
Percentage of votes “against”	3.65
Number of votes “withheld”	15,835,988

Agenda item 11. The proposal to appoint Mr P.A.M. van Bommel as member of the Supervisory Board has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	765,240,194
Percentage of issued capital that was represented by the number of shares for which votes have been cast	53.46%
Number of validly cast votes	765,240,194
Number of votes cast “for”	760,835,020
Percentage of votes “for”	99.99
Number of votes cast “against”	57,686
Percentage of votes “against”	0.01
Number of votes “withheld”	4,347,488

Agenda item 13. The proposal to authorize the Board of Management to resolve that the Company may acquire its own shares has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	765,237,420
Percentage of issued capital that was represented by the number of shares for which votes have been cast	53.46%
Number of validly cast votes	765,237,420
Number of votes cast “for”	756,432,723
Percentage of votes “for”	98.93
Number of votes cast “against”	8,194,491
Percentage of votes “against”	1.07
Number of votes “withheld”	610,206



Agenda item 14. The proposal to reduce the capital through cancellation of own shares has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	765,241,270
Percentage of issued capital that was represented by the number of shares for which votes have been cast	53.46%
Number of validly cast votes	765,241,270
Number of votes cast “for”	765,056,312
Percentage of votes “for”	99.99
Number of votes cast “against”	61,912
Percentage of votes “against”	0.01
Number of votes “withheld”	123,046