

RESOLUTIONS

TAKEN BY THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF ROYAL KPN N.V.
HELD ON APRIL 10, 2013 IN THE HAGUE

The Annual General Meeting of Shareholders of Royal KPN N.V., held on April 10, 2013 in The Hague, resolved:

1. To adopt the financial statements for the financial year 2012 (*agenda item 3*).
2. To adopt a total dividend for the financial year 2012 of € 0.12 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 for the financial year 2012 (*agenda item 6*).
4. To discharge the members of the Supervisory Board from all liability in relation to the exercise of their duties for the financial year 2012 (*agenda item 7*).
5. To appoint Ms. M.E. van Lier Lels as member of the Supervisory Board (*agenda item 9*).
6. To appoint Mr. R.J. Routs as member of the Supervisory Board (*agenda item 10*).
7. To appoint Mr. D.J. Haank as member of the Supervisory Board (*agenda item 11*).
8. To appoint Mr. C.J. Garcia Moreno Elizondo as member of the Supervisory Board (*agenda item 12*).
9. To appoint Mr. O. von Hauske as member of the Supervisory Board (*agenda item 13*).
10. To designate the Board of Management as the body authorised to issue ordinary shares, to grant rights to subscribe for ordinary shares and to exclude statutory pre-emptive rights and to amend the articles of association of KPN in accordance with the proposal as published, and to give proxy to effect the amendments (*agenda item 15b*).
11. To appoint PricewaterhouseCoopers Accountants N.V. as accountant for the audit of the financial statements for the financial year 2013 (*agenda item 17*).
12. To authorize the Board of Management to acquire the company's own ordinary shares for a period of 18 months until October 10, 2014. 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. (*agenda item 18*).

VOTING RESULTS PER AGENDA ITEM

At the meeting, 610 shareholders with entitlement to vote were registered. These shareholders were jointly entitled to exercise 711,777,038 votes, representing 50.15 % of the issued share capital.

Resolutions of the annual General Meeting of Shareholders (AGM) of KPN N.V. (the "Company") held on Wednesday, April 10, 2013 per agenda item:

Agenda item 3. The Proposal to adopt the financial statements for the financial year 2012 has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	711,768,228
Percentage of issued capital that was represented by the number of shares for which votes have been cast	50.15%
Number of validly cast votes	711,768,228
Number of votes cast "for"	704,995,813
Percentage of votes "for"	99.98%
Number of votes cast "against"	141,545
Percentage of votes "against"	0.02%
Number of votes cast "withheld"	6,630,870

Agenda item 5. The proposal to adopt a dividend over the financial year 2012 has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	711,767,574
Percentage of issued capital that was represented by the number of shares for which votes have been cast	50.15%
Number of validly cast votes	711,767,574
Number of votes cast "for"	704,968,445
Percentage of votes "for"	99.98%
Number of votes cast "against"	157,796
Percentage of votes "against"	0.02%
Number of votes "withheld"	6,641,333

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	711,772,319
Percentage of issued capital that was represented by the number of shares for which votes have been cast	50.15%
Number of validly cast votes	711,772,319
Number of votes cast "for"	519,020,897
Percentage of votes "for"	74.39%
Number of votes cast "against"	178,649,962
Percentage of votes "against"	25.61%
Number of votes "withheld"	14,101,460

Agenda item 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	711,771,327
Percentage of issued capital that was represented by the number of shares for which votes have been cast	50.15%
Number of validly cast votes	711,771,327
Number of votes cast “for”	502,462,938
Percentage of votes “for”	71.96%
Number of votes cast “against”	195,766,374
Percentage of votes “against”	28.04%
Number of votes “withheld”	13,542,015

Agenda item 9. The proposal to appoint Ms M.E. van Lier Lels as member of the Supervisory Board has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	711,750,321
Percentage of issued capital that was represented by the number of shares for which votes have been cast	50.15%
Number of validly cast votes	711,750,321
Number of votes cast “for”	614,469,185
Percentage of votes “for”	87.16%
Number of votes cast “against”	90,560,142
Percentage of votes “against”	12.84%
Number of votes “withheld”	6,720,994

Agenda item 10. The proposal to appoint Mr R.J. Routs as member of the Supervisory Board has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	711,750,320
Percentage of issued capital that was represented by the number of shares for which votes have been cast	50.15%
Number of validly cast votes	711,750,320
Number of votes cast “for”	544,170,831
Percentage of votes “for”	77.94%
Number of votes cast “against”	154,033,851
Percentage of votes “against”	22.06%
Number of votes “withheld”	13,545,638

Agenda item 11. The proposal to appoint Mr D.J. Haank as member of the Supervisory Board has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	711,750,305
Percentage of issued capital that was represented by the number of shares for which votes have been cast	50.15%
Number of validly cast votes	711,750,305
Number of votes cast “for”	634,577,274
Percentage of votes “for”	90.02%
Number of votes cast “against”	70,341,449
Percentage of votes “against”	9.98%
Number of votes “withheld”	6,831,582

Agenda item 12. The proposal to appoint Mr C.J. Garcia Moreno Elizondo as member of the Supervisory Board has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	711,748,479
Percentage of issued capital that was represented by the number of shares for which votes have been cast	50.15%
Number of validly cast votes	711,748,479
Number of votes cast “for”	703,386,842
Percentage of votes “for”	99.88%
Number of votes cast “against”	847,412
Percentage of votes “against”	0.12%
Number of votes “withheld”	7,514,225

Agenda item 13. The proposal to appoint Mr O. von Hauske as member of the Supervisory Board has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	711,743,362
Percentage of issued capital that was represented by the number of shares for which votes have been cast	50.15%
Number of validly cast votes	711,743,362
Number of votes cast “for”	702,506,086
Percentage of votes “for”	99.76%
Number of votes cast “against”	1,724,517
Percentage of votes “against”	0.24%
Number of votes “withheld”	7,512,759

Agenda item 15b. The proposal to designate the Board of Management as the body authorised to issue ordinary shares, to grant rights to subscribe for ordinary shares and to exclude statutory pre-emptive rights and the proposal to amend the articles of association has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	711,744,756
Percentage of issued capital that was represented by the number of shares for which votes have been cast	50.15%
Number of validly cast votes	711,744,756
Number of votes cast “for”	645,534,944
Percentage of votes “for”	90.80%
Number of votes cast “against”	65,408,656
Percentage of votes “against”	9.20%
Number of votes “withheld”	801,156

Agenda item 17. The proposal to appoint the external auditor has been adopted.

OVERVIEW VOTES	
Number of shares for which votes have been cast	711,013,007
Percentage of issued capital that was represented by the number of shares for which votes have been cast	50.09%
Number of validly cast votes	711,013,007
Number of votes cast “for”	699,151,307
Percentage of votes “for”	99.26%
Number of votes cast “against”	5,228,558
Percentage of votes “against”	0.74%
Number of votes “withheld”	6,633,142

Agenda item 18. 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	711,056,261
Percentage of issued capital that was represented by the number of shares for which votes have been cast	50.10%
Number of validly cast votes	711,056,261
Number of votes cast “for”	697,171,753
Percentage of votes “for”	98.99%
Number of votes cast “against”	7,112,343
Percentage of votes “against”	1.01%
Number of votes “withheld”	6,772,165