



RESOLUTIONS

TAKEN BY THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF ROYAL KPN N.V.
HELD ON APRIL 11, 2006
IN AMSTERDAM

The Annual General Meeting of Shareholders of Royal KPN N.V., held on April 11, 2006 in Amsterdam, resolved:

1. To adopt the financial statements for the financial year 2005. (*agenda item 4*)
2. To adopt a dividend for the financial year 2005 of € 0.45 per share, which results in a final dividend of € 0.32 per share. (*agenda item 6*)
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 2005. (*agenda item 7*)
4. To discharge the members of the Supervisory Board from all liability in relation to the exercise of their duties in the financial year 2005. (*agenda item 8*)
5. To amend the Articles of Association in accordance with the proposal as published, and to give proxy to effect the amendments. (*agenda item 9*)
6. To appoint PricewaterhouseCoopers Accountants N.V. as accountant for the audit of the financial statements for the financial year 2006. (*agenda item 10*)
7. To amend the remuneration policy for the members of the Board of Management as proposed (*agenda item 11*)
8. To (re)appoint Mr. D.I. Jager as member of the Supervisory Board. (*agenda item 14*)
9. To authorize the Board of Management to acquire the company's own ordinary shares for a period of 18 months until October 11, 2007. 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 at a share price of no less than EUR 0.01 and no more than the quoted share price plus 10%. The quoted share price is defined as the average of the closing prices on the official price list of Euronext Amsterdam N.V. over the five trading days prior to the acquisition date. (*agenda item 16*)
10. To extend the Board of Management's designation as the competent body authorized to issue ordinary shares and grant rights to ordinary shares for 18 months until October 11, 2007. The authorization is limited to 10% of the issued share capital at the time of issue. (*agenda item 17*)
11. Not to extend the Board of Management's designation as the competent body authorized to issue preferred shares B. (*agenda item 18*)
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 2005. The resolution furthermore includes the cancellation of 60,000,000 shares that KPN currently holds in its own capita. (*agenda item 19*)