



## RESOLUTIONS

TAKEN BY THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF KONINKLIJKE KPN N.V.  
HELD ON APRIL 15, 2020 IN ROTTERDAM

The Annual General Meeting of Shareholders of Koninklijke KPN N.V., held on April 15, 2020 in Rotterdam, resolved:

1. To adopt the financial statements for the financial year 2019 (*agenda item 3*).
2. To accept the remuneration report in the fiscal year 2019 (*agenda item 4*).
3. To adopt a dividend for the financial year 2019 of eurocent 12.5 per share, resulting in a final dividend of eurocent 8.3 per share (*agenda item 6*).
4. To discharge the members of the Board of Management from all liability in relation to the exercise of their duties in the financial year 2019 (*agenda item 7*).
5. To discharge the members of the Supervisory Board from all liability in relation to the exercise of their duties in the financial year 2019 (*agenda item 8*).
6. To appoint Ernst & Young Accountants LLP as a the external auditor for the financial year 2021 (*agenda item 9*).
7. To appoint Mrs. C. Guillouard as member of the Supervisory Board (*agenda item 11*).
8. To amend the remuneration policy for the Board of Management in accordance with the proposal al published (*agenda item 13*).
9. To amend the remuneration policy for the Supervisory Board in accordance with the proposal al published (*agenda item 14*).
10. To authorize the Board of Management, with the approval of the Supervisory Board, to acquire the company's own ordinary shares for a period of 18 months until 15 October 2021. The number of shares to be acquired shall be limited by the maximum of 10% of issued capital per 15 April 2020 (*agenda item 15*).
11. To reduce the issued capital through cancellation of own shares. The number of shares to be cancelled shall be limited by the maximum of 10% of issued capital per 15 April 2020 (*agenda item 16*).
12. To designate of the Board of Management, with the approval of the Supervisory Board, as the competent body to issue ordinary shares and to grant rights to subscribe for ordinary shares for a period of 18 months, starting 15 April 2020 and ending 15 October 2021. The number of ordinary shares to be issued shall be limited to a maximum of 10% of the issued capital per 15 April 2020 (*agenda item 17*).
13. To designate of the Board of Management, with the approval of the Supervisory Board, as the competent body to restrict and to exclude statutory pre-emptive rights of existing shareholders upon the issuance of ordinary shares or the granting of rights to subscribe for ordinary shares, for a period of 18 months, starting 15 April 2020 and ending 15 October 2021. This authority shall be limited to a maximum of 10% of the issued capital per 15 April 2020 (*agenda item 18*).



## VOTING RESULTS PER AGENDA ITEM

At the meeting, 15 shareholders with entitlement to vote were registered. These shareholders were jointly entitled to exercise 2,943,398,486 votes, representing 70.15% of the issued share capital.

Resolutions of the annual General Meeting of Shareholders (AGM) of Koninklijke KPN N.V. (the “Company”) held on Wednesday, April 15, 2020 per agenda item:

**Agenda item 3. The proposal to adopt the financial statements for the financial year 2019 has been adopted.**

OVERVIEW VOTES	
Number of shares for which votes are cast at the meeting	2,943,398,486
Percentage of issued capital that was represented by the number of shares for which votes are cast at the meeting	70.15%
Number of validly cast votes	2,943,396,985
<b>Number of votes cast “for”</b>	<b>2,936,449,518</b>
Percentage of votes “for”	99.99%
<b>Number of votes cast “against”</b>	<b>164,738</b>
Percentage of votes “against”	0.01%
<b>Number of votes cast “withheld”</b>	<b>6,782,729</b>

**Agenda item 4. The remuneration report for the fiscal year 2020 received a positive advice**

OVERVIEW VOTES	
Number of shares for which votes are cast at the meeting	2,943,398,486
Percentage of issued capital that was represented by the number of shares for which votes are cast at the meeting	70.15%
Number of validly cast votes	2,943,396,984
<b>Number of votes cast “for”</b>	<b>2,790,566,136</b>
Percentage of votes “for”	97.17%
<b>Number of votes cast “against”</b>	<b>81,236,018</b>
Percentage of votes “against”	2.83%
<b>Number of votes cast “withheld”</b>	<b>71,594,830</b>

**Agenda item 6. The proposal to adopt a dividend over the financial year 2019 has been adopted.**

OVERVIEW VOTES	
Number of shares for which votes are cast at the meeting	2,943,398,486
Percentage of issued capital that was represented by the number of shares for which votes are cast at the meeting	70.15%
Number of validly cast votes	2,943,396,984
<b>Number of votes cast “for”</b>	<b>2,900,055,715</b>
Percentage of votes “for”	98.53%
<b>Number of votes cast “against”</b>	<b>43,341,269</b>
Percentage of votes “against”	1.47%
<b>Number of votes cast “withheld”</b>	<b>0</b>



**Agenda item 7. The proposal to discharge the members of the Board of Management from liability has been adopted.**

OVERVIEW VOTES	
Number of shares for which votes are cast at the meeting	2,943,398,486
Percentage of issued capital that was represented by the number of shares for which votes are cast at the meeting	70.15%
Number of validly cast votes	2,943,396,984
<b>Number of votes cast “for”</b>	<b>2,904,221,188</b>
Percentage of votes “for”	99.10%
<b>Number of votes cast “against”</b>	<b>26,249,578</b>
Percentage of votes “against”	0.90%
<b>Number of votes “withheld”</b>	<b>12,926,218</b>

**Agenda item 8. The proposal to discharge the members of the Supervisory Board from liability has been adopted.**

OVERVIEW VOTES	
Number of shares for which votes are cast at the meeting	2,943,398,486
Percentage of issued capital that was represented by the number of shares for which votes are cast at the meeting	70.15%
Number of validly cast votes	2,943,396,984
<b>Number of votes cast “for”</b>	<b>2,904,221,188</b>
Percentage of votes “for”	99.10%
<b>Number of votes cast “against”</b>	<b>26,249,578</b>
Percentage of votes “against”	0.90%
<b>Number of votes “withheld”</b>	<b>12,926,218</b>

**Agenda item 9. The proposal to appoint the external auditor for the financial year 2021 has been adopted.**

OVERVIEW VOTES	
Number of shares for which votes are cast at the meeting	2,943,398,486
Percentage of issued capital that was represented by the number of shares for which votes are cast at the meeting	70.15%
Number of validly cast votes	2,943,396,984
<b>Number of votes cast “for”</b>	<b>2,936,148,963</b>
Percentage of votes “for”	99.75%
<b>Number of votes cast “against”</b>	<b>7,238,505</b>
Percentage of votes “against”	0.25%
<b>Number of votes “withheld”</b>	<b>9,516</b>



**Agenda item 11. The proposal to appoint Mrs. C. Guillouard as member of the Supervisory Board has been adopted.**

OVERVIEW VOTES	
Number of shares for which votes are cast at the meeting	2,943,398,486
Percentage of issued capital that was represented by the number of shares for which votes are cast at the meeting	70.15%
Number of validly cast votes	2,943,396,984
<b>Number of votes cast “for”</b>	<b>2,933,206,927</b>
Percentage of votes “for”	99.76%
<b>Number of votes cast “against”</b>	<b>6,989,087</b>
Percentage of votes “against”	0.24%
<b>Number of votes “withheld”</b>	<b>3,200,970</b>

**Agenda item 13. The proposal to amend the remuneration policy for the Board of Management has been adopted.**

OVERVIEW VOTES	
Number of shares for which votes are cast at the meeting	2,943,398,486
Percentage of issued capital that was represented by the number of shares for which votes are cast at the meeting	70.15%
Number of validly cast votes	2,943,396,984
<b>Number of votes cast “for”</b>	<b>2,815,144,684</b>
Percentage of votes “for”	97.87%
<b>Number of votes cast “against”</b>	<b>61,349,978</b>
Percentage of votes “against”	2.13%
<b>Number of votes “withheld”</b>	<b>66,902,322</b>

**Agenda item 14. The proposal to amend the remuneration policy for the Supervisory Board has been adopted.**

OVERVIEW VOTES	
Number of shares for which votes are cast at the meeting	2,943,398,486
Percentage of issued capital that was represented by the number of shares for which votes are cast at the meeting	70.15%
Number of validly cast votes	2,943,396,984
<b>Number of votes cast “for”</b>	<b>2,921,873,658</b>
Percentage of votes “for”	99.27%
<b>Number of votes cast “against”</b>	<b>21,484,606</b>
Percentage of votes “against”	0.73%
<b>Number of votes “withheld”</b>	<b>38,720</b>



**Agenda item 15. 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 are cast at the meeting	2,943,398,486
Percentage of issued capital that was represented by the number of shares for which votes are cast at the meeting	70.15%
Number of validly cast votes	2,943,396,984
<b>Number of votes cast “for”</b>	<b>2,924,712,658</b>
Percentage of votes “for”	99.44%
<b>Number of votes cast “against”</b>	<b>16,392,210</b>
Percentage of votes “against”	0.56%
<b>Number of votes “withheld”</b>	<b>2,292,116</b>

**Agenda item 16. The proposal to reduce the capital through cancellation of own shares has been adopted.**

OVERVIEW VOTES	
Number of shares for which votes are cast at the meeting	2,943,398,486
Percentage of issued capital that was represented by the number of shares for which votes are cast at the meeting	70.15%
Number of validly cast votes	2,943,396,984
<b>Number of votes cast “for”</b>	<b>2,942,939,114</b>
Percentage of votes “for”	99.98%
<b>Number of votes cast “against”</b>	<b>457,870</b>
Percentage of votes “against”	0.02%
<b>Number of votes “withheld”</b>	<b>0</b>

**Agenda item 17. The proposal to designate the Board of Management as the competent body to issue ordinary shares has been adopted.**

OVERVIEW VOTES	
Number of shares for which votes are cast at the meeting	2,943,398,486
Percentage of issued capital that was represented by the number of shares for which votes are cast at the meeting	70.15%
Number of validly cast votes	2,943,396,984
<b>Number of votes cast “for”</b>	<b>2,912,795,093</b>
Percentage of votes “for”	98.96%
<b>Number of votes cast “against”</b>	<b>30,601,890</b>
Percentage of votes “against”	1.04%
<b>Number of votes “withheld”</b>	<b>1</b>



**Agenda item 18. The proposal to designate the Board of Management as the competent body to restrict or exclude pre-emptive rights upon issuing ordinary shares has been adopted.**

OVERVIEW VOTES	
Number of shares for which votes have been cast	2,943,398,486
Percentage of issued capital that was represented by the number of shares for which votes are cast at the meeting	70.15%
Number of validly cast votes	2,943,396,985
<b>Number of votes cast “for”</b>	<b>2,537,941,887</b>
Percentage of votes “for”	86.23%
<b>Number of votes cast “against”</b>	<b>405,420,098</b>
Percentage of votes “against”	13.77%
<b>Number of votes “withheld”</b>	<b>35,000</b>