



## RESOLUTIONS

TAKEN BY THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF KONINKLIJKE KPN N.V.  
HELD ON 12 APRIL, 2017 IN THE HAGUE

The Annual General Meeting of Shareholders of Koninklijke KPN N.V., held on 12 April, 2017 in The Hague, resolved:

1. To adopt the financial statements for the financial year 2016 (*agenda item 4*).
2. To adopt a dividend for the financial year 2016 of 12.5 eurocent per share, resulting in a final dividend of 6.7 eurocent 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 2016 (*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 2016 (*agenda item 8*).
5. To appoint Ernst & Young Accountants LLP as the external auditor for the financial year 2018 (*agenda item 9*).
6. To reappoint Mr. D.J. Haank as member of the Supervisory Board (*agenda item 12*).
7. To reappoint Mr. C.J. García Moreno Elizondo as member of the Supervisory Board (*agenda item 13*).
8. 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 October 12, 2018. The number of shares to be acquired shall be limited to a maximum of 10% of the issued capital per 12 April 2017 (*agenda item 15*).
9. To reduce the issued capital through cancellation of own shares. The number of shares to be cancelled shall be limited to a maximum of 10% of the issued capital per 12 April 2017 (*agenda item 16*).
10. 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 12 April 2017 and ending 12 October 2018. The number of ordinary shares to be issued shall be limited to a maximum of 10% of the issued capital per 12 April 2017 (*agenda item 17*).
11. 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 12 April 2017 and ending 12 October 2018. This authority shall be limited to a maximum of 10% of the issued capital per 12 April 2017 (*agenda item 18*).



## VOTING RESULTS PER AGENDA ITEM

At the meeting, 70 shareholders with entitlement to vote were registered. These shareholders were jointly entitled to exercise 3,029,027,901 votes, representing 71.10% 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 12, 2017 per agenda item:

### **Agenda item 4. The proposal to adopt the financial statements for the financial year 2016 has been adopted**

OVERVIEW VOTES	
Number of shares for which votes have been cast	3,028,821,238
Percentage of issued capital that was represented by the number of shares for which votes have been cast	71.10%
Number of validly cast votes	3,028,821,238
<b>Number of votes cast "for"</b>	3,028,810,486
Percentage of votes "for"	100.00%
<b>Number of votes cast "against"</b>	4,004
Percentage of votes "against"	0.00%
<b>Number of votes cast "withheld"</b>	6,748

### **Agenda item 6. The proposal to adopt the dividend over the financial year 2016 has been adopted**

OVERVIEW VOTES	
Number of shares for which votes have been cast	3,028,821,850
Percentage of issued capital that was represented by the number of shares for which votes have been cast	71.10%
Number of validly cast votes	3,028,821,850
<b>Number of votes cast "for"</b>	2,992,484,710
Percentage of votes "for"	98.80%
<b>Number of votes cast "against"</b>	36,333,139
Percentage of votes "against"	1.20%
<b>Number of votes "withheld"</b>	4,001



**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 have been cast	3,028,817,851
Percentage of issued capital that was represented by the number of shares for which votes have been cast	71.10%
Number of validly cast votes	3,028,817,851
<b>Number of votes cast “for”</b>	2,954,198,052
Percentage of votes “for”	97.71%
<b>Number of votes cast “against”</b>	69,230,608
Percentage of votes “against”	2.29%
Number of votes “withheld”	5,389,191

**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 have been cast	3,028,817,865
Percentage of issued capital that was represented by the number of shares for which votes have been cast	71.10%
Number of validly cast votes	3,028,817,865
<b>Number of votes cast “for”</b>	2,954,194,156
Percentage of votes “for”	97.71%
<b>Number of votes cast “against”</b>	69,230,618
Percentage of votes “against”	2.29%
<b>Number of votes “withheld”</b>	5,393,091

**Agenda item 9. The proposal to appoint the external auditor for the financial year 2018 has been adopted.**

OVERVIEW VOTES	
Number of shares for which votes have been cast	3,028,808,738
Percentage of issued capital that was represented by the number of shares for which votes have been cast	71.10%
Number of validly cast votes	3,028,808,738
<b>Number of votes cast “for”</b>	3,027,085,630
Percentage of votes “for”	99.94%
<b>Number of votes cast “against”</b>	1,722,963
Percentage of votes “against”	0.06%
<b>Number of votes “withheld”</b>	145



**Agenda item 12. The proposal to reappoint Mr. D.J. Haank as member of the Supervisory Board has been adopted**

OVERVIEW VOTES	
Number of shares for which votes have been cast	3,028,807,501
Percentage of issued capital that was represented by the number of shares for which votes have been cast	71.10%
Number of validly cast votes	3,028,807,501
<b>Number of votes cast “for”</b>	3,006,292,549
Percentage of votes “for”	99.43%
<b>Number of votes cast “against”</b>	17,083,837
Percentage of votes “against”	0.57%
<b>Number of votes “withheld”</b>	5,431,115

**Agenda item 13. The proposal to reappoint Mr. C.J. García Moreno Elizondo as member of the Supervisory Board has been adopted**

OVERVIEW VOTES	
Number of shares for which votes have been cast	3,028,807,980
Percentage of issued capital that was represented by the number of shares for which votes have been cast	71.10%
Number of validly cast votes	3,028,807,980
<b>Number of votes cast “for”</b>	2,561,807,476
Percentage of votes “for”	85.32%
<b>Number of votes cast “against”</b>	440,725,995
Percentage of votes “against”	14.68%
<b>Number of votes “withheld”</b>	26,274,509

**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 have been cast	3,028,808,597
Percentage of issued capital that was represented by the number of shares for which votes have been cast	71.10%
Number of validly cast votes	3,028,808,597
<b>Number of votes cast “for”</b>	2,993,962,562
Percentage of votes “for”	98.89%
<b>Number of votes cast “against”</b>	33,678,088
Percentage of votes “against”	1.11%
<b>Number of votes “withheld”</b>	1,167,947



**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 have been cast	3,028,808,601
Percentage of issued capital that was represented by the number of shares for which votes have been cast	71.10%
Number of validly cast votes	3,028,808,601
<b>Number of votes cast “for”</b>	3,028,800,943
Percentage of votes “for”	100.00%
<b>Number of votes cast “against”</b>	1,248
Percentage of votes “against”	0.00%
<b>Number of votes “withheld”</b>	6,410

**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 have been cast	3,028,806,375
Percentage of issued capital that was represented by the number of shares for which votes have been cast	71.10%
Number of validly cast votes	3,028,806,375
<b>Number of votes cast “for”</b>	3,001,656,460
Percentage of votes “for”	99.10
<b>Number of votes cast “against”</b>	27,148,255
Percentage of votes “against”	0.90
<b>Number of votes “withheld”</b>	1,660

**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	3,028,808,296
Percentage of issued capital that was represented by the number of shares for which votes have been cast	71.10%
Number of validly cast votes	3,028,808,296
<b>Number of votes cast “for”</b>	2,060,470,795
Percentage of votes “for”	68.03
<b>Number of votes cast “against”</b>	968,334,650
Percentage of votes “against”	31.97
<b>Number of votes “withheld”</b>	2,851