



RESOLUTIONS

TAKEN BY THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF ROYAL KPN N.V.
HELD ON APRIL 9, 2014 IN THE HAGUE

The Annual General Meeting of Shareholders of Royal KPN N.V., held on April 9, 2014 in The Hague, resolved:

1. To adopt the financial statements for the financial year 2013 (*agenda item 4*).
2. To discharge the members of the Board of Management from all liability in relation to the exercise of their duties in the financial year 2013 (*agenda item 6*).
3. To discharge the members of the Supervisory Board from all liability in relation to the exercise of their duties in the financial year 2013 (*agenda item 7*).
4. To appoint PricewaterhouseCoopers Accountants N.V. as the external auditor for the financial year 2014 (*agenda item 8*).
5. To appoint Ernst & Young Accountants LLP as the external auditor for the financial year 2015 (*agenda item 9*).
6. To appoint Mrs. C. Zuiderwijk as member of the Supervisory Board (*agenda item 11*).
7. To appoint Mr. D.W. Sickinghe as member of the Supervisory Board (*agenda item 12*).
8. To approve amendments to the LTI plan and to amend the remuneration policy (*agenda item 15*).
9. 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 9, 2015. The number of shares to be acquired shall be limited by the maximum of 10% of issued capital per 9 April 2014 (*agenda item 16*).
10. 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 9 April 2014 (*agenda item 17*).
11. 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 9 April 2014 and ending 9 October 2015. The number of ordinary shares to be issued shall be limited to a maximum of 10% of the issued capital per 9 April 2014, plus 10% of the capital if the issuance or the granting of rights occurs within the context of a merger or an acquisition (*agenda item 18*).
12. 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 9 April 2014 and ending 9 October 2015. This authority shall be limited to a maximum of 10% of the issued capital per April 9 2014, plus 10% of the capital if the issuance or the granting of rights occurs within the context of a merger or an acquisition (*agenda item 19*).



VOTING RESULTS PER AGENDA ITEM

At the meeting, 119 shareholders with entitlement to vote were registered. These shareholders were jointly entitled to exercise 2,992,856,399 votes, representing 70.29 % of the issued share capital.

Resolutions of the annual General Meeting of Shareholders (AGM) of KPN N.V. (the "Company") held on Wednesday, April 9, 2014 per agenda item:

Agenda item 4. The proposal to adopt the financial statements for the financial year 2013 has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	2,992,815,010
Percentage of issued capital that was represented by the number of shares for which votes have been cast	70.29%
Number of validly cast votes	2,992,815,010
Number of votes cast "for"	2,965,266,468
Percentage of votes "for"	99.97%
Number of votes cast "against"	806,108
Percentage of votes "against"	0.03%
Number of votes cast "withheld"	26,742,434

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	2,992,810,933
Percentage of issued capital that was represented by the number of shares for which votes have been cast	70.29%
Number of validly cast votes	2,992,810,933
Number of votes cast "for"	1,747,544,862
Percentage of votes "for"	96.67%
Number of votes cast "against"	60,141,695
Percentage of votes "against"	3.33%
Number of votes "withheld"	1,185,124,376

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	2,992,813,406
Percentage of issued capital that was represented by the number of shares for which votes have been cast	70.29%
Number of validly cast votes	2,992,813,406
Number of votes cast "for"	1,691,351,745
Percentage of votes "for"	93.56%



Number of votes cast “against”	116,349,981
Percentage of votes “against”	6.44%
Number of votes “withheld”	1,185,111,680

Agenda item 8. The proposal to appoint the external auditor for the financial year 2014 has been adopted.

OVERVIEW VOTES	
Number of shares for which votes have been cast	2,992,814,006
Percentage of issued capital that was represented by the number of shares for which votes have been cast	70.29%
Number of validly cast votes	2,992,814,006
Number of votes cast “for”	2,936,999,287
Percentage of votes “for”	99.17%
Number of votes cast “against”	24,653,628
Percentage of votes “against”	0.83%
Number of votes “withheld”	31,161,091

Agenda item 9. The proposal to appoint the external auditor for the financial year 2015 has been adopted.

OVERVIEW VOTES	
Number of shares for which votes have been cast	2,992,806,520
Percentage of issued capital that was represented by the number of shares for which votes have been cast	70,29%
Number of validly cast votes	2,992,806,520
Number of votes cast “for”	2,957,070,629
Percentage of votes “for”	99.7%
Number of votes cast “against”	8,996,543
Percentage of votes “against”	0.3%
Number of votes “withheld”	26,739,348

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

OVERVIEW VOTES	
Number of shares for which votes have been cast	2,992,806,170
Percentage of issued capital that was represented by the number of shares for which votes have been cast	70.29%
Number of validly cast votes	2,992,806,170
Number of votes cast “for”	2,948,463,545
Percentage of votes “for”	99.88%
Number of votes cast “against”	3,565,427
Percentage of votes “against”	0.12%
Number of votes “withheld”	40,777,198



Agenda item 12. The proposal to appoint Mr D.W. Sickinghe as member of the Supervisory Board has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	2,992,807,447
Percentage of issued capital that was represented by the number of shares for which votes have been cast	70.29%
Number of validly cast votes	2,99,807,447
Number of votes cast “for”	2,943,212,800
Percentage of votes “for”	99.87%
Number of votes cast “against”	3,912,664
Percentage of votes “against”	0.13%
Number of votes “withheld”	45,681,983

Agenda item 15. The proposal to approve amendments to the LTI plan and to amend the remuneration policy has been adopted

OVERVIEW VOTES	
Number of shares for which votes have been cast	2,992,792,692
Percentage of issued capital that was represented by the number of shares for which votes have been cast	70.28%
Number of validly cast votes	2,992,792,692
Number of votes cast “for”	1,805,097,906
Percentage of votes “for”	99.66%
Number of votes cast “against”	6,218,183
Percentage of votes “against”	0.34%
Number of votes “withheld”	1,181,476,603

Agenda item 16. 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	2,992,785,743
Percentage of issued capital that was represented by the number of shares for which votes have been cast	70.28%
Number of validly cast votes	2,992,785,743
Number of votes cast “for”	1,802,902,735
Percentage of votes “for”	60.79%
Number of votes cast “against”	1,163,084,066
Percentage of votes “against”	39.21%
Number of votes “withheld”	26,798,942



Agenda item 17. 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	2,992,793,740
Percentage of issued capital that was represented by the number of shares for which votes have been cast	70.28%
Number of validly cast votes	2,992,793,740
Number of votes cast “for”	1,788,893,479
Percentage of votes “for”	60.31%
Number of votes cast “against”	1,177,140,471
Percentage of votes “against”	39.69%
Number of votes “withheld”	26,759,790

Agenda item 18. 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	2,992,793,740
Percentage of issued capital that was represented by the number of shares for which votes have been cast	70.28%
Number of validly cast votes	2,992,793,740
Number of votes cast “for”	1,624,468,664
Percentage of votes “for”	54.77%
Number of votes cast “against”	1,341,598,149
Percentage of votes “against”	45.23%
Number of votes “withheld”	26,726,927

Agenda item 19. 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	2,992,787,530
Percentage of issued capital that was represented by the number of shares for which votes have been cast	70.28%
Number of validly cast votes	2,992,787,530
Number of votes cast “for”	1,560,402,511
Percentage of votes “for”	52.61%
Number of votes cast “against”	1,405,648,741
Percentage of votes “against”	47.39%
Number of votes “withheld”	26,736,278