



## RESOLUTIONS

TAKEN BY THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF ROYAL KPN N.V.  
HELD ON APRIL 15, 2015 IN THE HAGUE

The Annual General Meeting of Shareholders of Royal KPN N.V., held on April 15, 2015 in The Hague, resolved:

1. To adopt the financial statements for the financial year 2014 (*agenda item 4*).
2. To adopt a dividend for the financial year 2014 of € 0.07 per share, resulting in a final dividend of € 0.05 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 2014 (*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 2014 (*agenda item 8*).
5. To appoint Ernst & Young Accountants LLP as a the external auditor for the financial year 2016 (*agenda item 9*).
6. To appoint Ms. J.C.M. Sap as member of the Supervisory Board (*agenda item 11*).
7. To appoint Mr. P.F. Harman as member of the Supervisory Board (*agenda item 12*).
8. To approve the proposed remuneration of the members of the Strategy & Organization Committee (*agenda item 14*).
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 starting on 15 April 2015 and ending 15 October 2016. The number of shares to be acquired shall be limited by the maximum of 10% of issued capital per 15 April 2015 (*agenda item 15*).
10. To reduce the issued capital through cancellation of own shares. The number of shares to be cancelled shall be determined by the Board of Management and shall be limited by the maximum of 10% of issued capital per 15 April 2015 (*agenda item 16*).
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 15 April 2015 and ending 15 October 2016. The number of ordinary shares to be issued shall be limited to a maximum of 10% of the issued capital per 15 April 2015 (*agenda item 17*).
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 15 April 2015 and ending 15 October 2016. This authority shall be limited to a maximum of 10% of the issued capital per April 15 2015 (*agenda item 18*).



## VOTING RESULTS PER AGENDA ITEM

At the meeting, 83 shareholders with entitlement to vote were registered. These shareholders were jointly entitled to exercise 2,923,334,128 votes, representing 68.64% of the issued share capital.

Resolutions of the annual General Meeting of Shareholders (AGM) of KPN N.V. (the "Company") held on Wednesday, April 15, 2015 per agenda item:

### **Agenda item 4. The proposal to adopt the financial statements for the financial year 2014 has been adopted**

OVERVIEW VOTES	
Number of shares for which votes have been cast	2,892,129,635
Percentage of issued capital that was represented by the number of shares for which votes have been cast	67.91%
Number of validly cast votes	2,892,129,635
<b>Number of votes cast "for"</b>	<b>2,891,455,258</b>
Percentage of votes "for"	99.98%
<b>Number of votes cast "against"</b>	<b>674,377</b>
Percentage of votes "against"	0.02%
<b>Number of votes cast "withheld"</b>	<b>31,112,151</b>

### **Agenda item 6. The proposal to adopt a dividend over the financial year 2014 has been adopted.**

OVERVIEW VOTES	
Number of shares for which votes have been cast	2,892,136,601
Percentage of issued capital that was represented by the number of shares for which votes have been cast	67.91%
Number of validly cast votes	2,892,136,601
<b>Number of votes cast "for"</b>	<b>2,889,352,197</b>
Percentage of votes "for"	99.90%
<b>Number of votes cast "against"</b>	<b>2,784,404</b>
Percentage of votes "against"	0.10%
<b>Number of votes "withheld"</b>	<b>31,094,582</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 have been cast	2,887,077,530
Percentage of issued capital that was represented by the number of shares for which votes have been cast	67.79%
Number of validly cast votes	2,887,077,530
<b>Number of votes cast "for"</b>	<b>2,837,371,564</b>
Percentage of votes "for"	98.28%
<b>Number of votes cast "against"</b>	<b>49,705,966</b>
Percentage of votes "against"	1.72%



<b>Number of votes “withheld”</b>	36,148,643
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**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	2,819,548,278
Percentage of issued capital that was represented by the number of shares for which votes have been cast	66.21%
Number of validly cast votes	2,819,548,278
<b>Number of votes cast “for”</b>	2,769,145,904
Percentage of votes “for”	98.21%
<b>Number of votes cast “against”</b>	50,402,374
Percentage of votes “against”	1.79%
<b>Number of votes “withheld”</b>	103,677,896

**Agenda item 9. The proposal to appoint the external auditor for the financial year 2016 has been adopted.**

OVERVIEW VOTES	
Number of shares for which votes have been cast	2,892,131,794
Percentage of issued capital that was represented by the number of shares for which votes have been cast	67.91%
Number of validly cast votes	2,892,131,794
<b>Number of votes cast “for”</b>	2,871,349,394
Percentage of votes “for”	99.28%
<b>Number of votes cast “against”</b>	20,782,400
Percentage of votes “against”	0.72%
<b>Number of votes “withheld”</b>	31,105,386

**Agenda item 11. The proposal to appoint Ms. J.C.M. Sap as member of the Supervisory Board has been adopted**

OVERVIEW VOTES	
Number of shares for which votes have been cast	2,891,039,748
Percentage of issued capital that was represented by the number of shares for which votes have been cast	67.89%
Number of validly cast votes	2,891,039,748
<b>Number of votes cast “for”</b>	2,884,095,130
Percentage of votes “for”	99.76%
<b>Number of votes cast “against”</b>	6,944,618
Percentage of votes “against”	0.24%
<b>Number of votes “withheld”</b>	32,197,434



**Agenda item 12. The proposal to appoint Mr. P.F. Hartman as member of the Supervisory Board has been adopted**

OVERVIEW VOTES	
Number of shares for which votes have been cast	2,886,931,064
Percentage of issued capital that was represented by the number of shares for which votes have been cast	67.79%
Number of validly cast votes	2,886,931,064
<b>Number of votes cast “for”</b>	<b>2,883,632,957</b>
Percentage of votes “for”	99.89%
<b>Number of votes cast “against”</b>	<b>3,298,107</b>
Percentage of votes “against”	0.11%
<b>Number of votes “withheld”</b>	<b>36,306,118</b>

**Agenda item 14. The proposed remuneration of the members of the Strategy & Organization Committee has been approved**

OVERVIEW VOTES	
Number of shares for which votes have been cast	2,892,124,283
Percentage of issued capital that was represented by the number of shares for which votes have been cast	67.91%
Number of validly cast votes	2,892,124,283
<b>Number of votes cast “for”</b>	<b>2,889,442,314</b>
Percentage of votes “for”	99.91%
<b>Number of votes cast “against”</b>	<b>2,681,969</b>
Percentage of votes “against”	0.09%
<b>Number of votes “withheld”</b>	<b>31,105,849</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 have been cast	2,892,129,707
Percentage of issued capital that was represented by the number of shares for which votes have been cast	67.91%
Number of validly cast votes	2,892,129,707
<b>Number of votes cast “for”</b>	<b>2,864,872,093</b>
Percentage of votes “for”	99.06%
<b>Number of votes cast “against”</b>	<b>27,257,614</b>
Percentage of votes “against”	0.94%
<b>Number of votes “withheld”</b>	<b>31,096,424</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 have been cast	2,892,130,867
Percentage of issued capital that was represented by the number of shares for which votes have been cast	67.91%
Number of validly cast votes	2,892,130,867
<b>Number of votes cast “for”</b>	<b>2,873,419,516</b>
Percentage of votes “for”	99.35%
<b>Number of votes cast “against”</b>	<b>18,711,351</b>
Percentage of votes “against”	0.65%
<b>Number of votes “withheld”</b>	<b>31,095,264</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 have been cast	2,892,129,868
Percentage of issued capital that was represented by the number of shares for which votes have been cast	67.91%
Number of validly cast votes	2,892,129,868
<b>Number of votes cast “for”</b>	<b>2,854,270,452</b>
Percentage of votes “for”	98.69%
<b>Number of votes cast “against”</b>	<b>37,859,416</b>
Percentage of votes “against”	1.31%
<b>Number of votes “withheld”</b>	<b>31,096,264</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	2,892,129,657
Percentage of issued capital that was represented by the number of shares for which votes have been cast	67.91%
Number of validly cast votes	2,892,129,657
<b>Number of votes cast “for”</b>	<b>2,796,977,651</b>
Percentage of votes “for”	96.71%
<b>Number of votes cast “against”</b>	<b>95,152,006</b>
Percentage of votes “against”	3.29%
<b>Number of votes “withheld”</b>	<b>31,096,474</b>