



## RESOLUTIONS

TAKEN BY THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ROYAL KPN N.V.  
HELD ON OCTOBER 2, 2013 IN THE HAGUE

The Extraordinary General Meeting of Shareholders of Royal KPN N.V., held on October 2, 2013 in The Hague, resolved:

1. To approve the sale of E-Plus to Telefónica Deutschland (*agenda item 2*).
2. To approve the adjustment factor relating to LTI plans (*agenda item 3a*).
3. To approve the retention bonus for Thorsten Dirks (*agenda item 3b*).

### VOTING RESULTS PER AGENDA ITEM

At the meeting, 896 shareholders with entitlement to vote were registered. These shareholders were jointly entitled to exercise 7,158,082,910 votes, representing 84.05% of the total issued share capital (excluding ordinary shares held by Royal KPN N.V. in its own share capital).

Out of the total number of *ordinary* shares (excluding preference shares and ordinary shares held by Royal KPN N.V. in its own share capital) 68.11% was represented at the meeting.

Resolutions of the Extraordinary General Meeting of Shareholders of Royal KPN N.V., held on Wednesday, October 2, 2013, per agenda item:

**Agenda item 2: The proposal to approve (within the meaning of article 2:107a Dutch Civil Code) the sale of E-Plus to Telefónica Deutschland has been adopted**

OVERVIEW VOTES	
Number of shares for which votes have been cast	7,157,988,953
Percentage of issued capital* that was represented by the number of shares for which votes have been cast	84.05%
Percentage of <i>ordinary</i> issued capital* (not preference shares) that was represented by the number of shares for which votes have been cast	68.10%
Number of validly cast votes	7,157,988,953
<b>Number of votes cast "for"</b>	<b>2,898,062,393</b>
Percentage of votes "for"	100.00%
<b>Number of votes cast "against"</b>	<b>89,263</b>
Percentage of votes "against"	0.00%
<b>Number of votes cast "withheld"</b>	<b>4,259,837,297</b>



**Agenda item 3a: The proposal to approve the adjustment factor relating to LTI plans has been adopted**

OVERVIEW VOTES	
Number of shares for which votes have been cast	7,157,939,700
Percentage of issued capital* that was represented by the number of shares for which votes have been cast	84.05%
Percentage of <i>ordinary</i> issued capital* (not preference shares) that was represented by the number of shares for which votes have been cast	68.10%
Number of validly cast votes	7,157,939,700
<b>Number of votes cast “for”</b>	2,878,914,788
Percentage of votes “for”	99.94%
<b>Number of votes cast “against”</b>	1,851,569
Percentage of votes “against”	0.06%
<b>Number of votes cast “withheld”</b>	4,277,173,343

**Agenda item 3b: The proposal to approve the retention bonus for Thorsten Dirks has been adopted**

OVERVIEW VOTES	
Number of shares for which votes have been cast	7,157,895,498
Percentage of issued capital* that was represented by the number of shares for which votes have been cast	84.05%
Percentage of <i>ordinary</i> issued capital* (not preference shares) that was represented by the number of shares for which votes have been cast	68.10%
Number of validly cast votes	7,157,895,498
<b>Number of votes cast “for”</b>	2,153,247,591
Percentage of votes “for”	74.63%
<b>Number of votes cast “against”</b>	732,047,340
Percentage of votes “against”	25.37%
<b>Number of votes cast “withheld”</b>	4,272,600,567

\* Excluding the ordinary shares held by Royal KPN N.V. in its own share capital