



## RESOLUTIONS

TAKEN BY THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ROYAL KPN N.V.  
HELD ON JANUARY 10, 2014 IN THE HAGUE

The Extraordinary General Meeting of Shareholders of Royal KPN N.V., held on January 10, 2014 in The Hague, resolved:

1. To amend the Articles of Association in accordance with the proposal as published, and to give proxy to effect the amendments (*agenda item 2*).
2. To cancel the outstanding preference shares B (*agenda item 3*).

### VOTING RESULTS PER AGENDA ITEM

At the meeting, 24 shareholders/proxy holders with entitlement to vote were present in person. These shareholders/proxy holders were jointly entitled to exercise 7,111,903,276 votes, representing 83.51% 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) 67.02% was represented at the meeting.

Resolutions of the Extraordinary General Meeting of Shareholders of Royal KPN N.V., held on Friday, January 10, 2014, per agenda item:

**Agenda item 2. The proposal to amend the Articles of Association has been adopted.**

OVERVIEW VOTES	
Number of shares for which votes have been cast	7,111,903,275
Percentage of issued capital* that was represented by the number of shares for which votes have been cast	83.51%
Percentage of <i>ordinary</i> issued capital* (not preference shares) that was represented by the number of shares for which votes have been cast	67.02%
Number of validly cast votes	7,111,903,275
<b>Number of votes cast "for"</b>	5,665,614,129
Percentage of votes "for"	80.24%
<b>Number of votes cast "against"</b>	1,395,393,823
Percentage of votes "against"	19.76%
<b>Number of votes cast "withheld"</b>	50,895,323

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



**Agenda item 3. The proposal to cancel the outstanding preference shares B has been adopted.**

OVERVIEW VOTES	
Number of shares for which votes have been cast	7,111,903,275
Percentage of issued capital* that was represented by the number of shares for which votes have been cast	83.51%
Percentage of <i>ordinary</i> issued capital* (not preference shares) that was represented by the number of shares for which votes have been cast	67.02%
Number of validly cast votes	7,111,903,275
<b>Number of votes cast “for”</b>	<b>7,066,520,244</b>
Percentage of votes “for”	100.00%
<b>Number of votes cast “against”</b>	<b>18,771</b>
Percentage of votes “against”	0.00%
<b>Number of votes cast “withheld”</b>	<b>45,364,260</b>

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