

**RESOLUTIONS OF THE ANNUAL MEETING OF SHAREHOLDERS  
TNT EXPRESS N.V.**

**11 April 2011**

<b>Nr.</b>	<b>Agenda</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
1.	Opening and announcements	discussed	n.a.	n.a.	n.a.
2.	Presentation on 2011 performance by Ms Marie-Christine Lombard, Chief Executive Officer	discussed	n.a.	n.a.	n.a.
3.	Annual Report 2011	discussed	n.a.	n.a.	n.a.
4.	Discussion of the Corporate Governance chapter of the Annual Report 2011, chapter 4	discussed	n.a.	n.a.	n.a.
5.	Adoption of the 2011 financial statements (Resolution)	adopted	342,884,880	6,307	1,214
6.	Dividend a. Discussion of the reserves and dividend guidelines b. Dividend 2011 (Resolution)	discussed	n.a.	n.a.	n.a.
		adopted	342,777,888	113,679	868
7.	Release from liability of the Executive Board members (Resolution)	adopted	333,331,417	9,558,005	3,013
8.	Release from liability of the Supervisory Board members (Resolution)	adopted	333,319,552	9,569,776	3,107
9.	a. Remuneration policy for Executive Board members (Resolution) b. Remuneration Supervisory Board members (Resolution)	adopted	321,846,444	20,703,559	342,119
		adopted	239,199,473	103,238,171	454,465

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10.	Appointment of Supervisory Board members a. Proposal to appoint Mr Marcel Smits to the Supervisory Board (Resolution) b. Proposal to appoint Mr Sjoerd van Keulen to the Supervisory Board (Resolution)	discussed  discussed	n.a.  n.a.	n.a.  n.a.	n.a.  n.a.
11.	Authorisation of the Executive Board to have the Company acquire its own shares (Resolution)	adopted	342,495,446	5,571	391,106
12.	Amendment of the articles of association regarding the appointment and removal of the Executive Board members and Supervisory Board members (Resolution)	adopted	342,351,577	538,653	1,873
13.	Questions				
14.	Close				