

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

09 April 2014

Nr.	Agenda		For	Against	Abstain
1.	Opening and announcements	discussed	n.a.	n.a.	n.a.
2.	Presentation on 2013 performance by Tex Gunning, Chief Executive Officer	discussed	n.a.	n.a.	n.a.
3.	Annual Report 2013	discussed	n.a.	n.a.	n.a.
4.	Discussion of the Corporate Governance chapter of the Annual Report 2013, chapter 4	discussed	n.a.	n.a.	n.a.
5.	Discussion of the Remuneration	discussed	n.a.	n.a.	n.a.
6.	Adoption of the 2013 financial statements (Resolution)	adopted	417,638,658	0	1,096,978
7.	Dividend a. Discussion of the reserves and dividend guidelines	discussed	n.a.	n.a.	n.a.
	b. Dividend 2013 (Resolution)	adopted	417,424,172	57,263	1,254,422
8.	Release from liability of the Executive Board members (Resolution)	adopted	415,943,048	1,689,112	1,103,697

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9.	Release from liability of the Supervisory Board members (Resolution)	adopted	415,942,148	1,689,212	1,104,497
10.	Remuneration policy for Executive Board members (Resolution)	adopted	408,486,151	9,153,703	1,096,003
11.	Proposal to appoint Mr Roger King to the Supervisory Board (Resolution)	adopted	393,118,697	24,327,789	1,289,270
12.	Extension of the designation of the Executive Board as body authorised to issue ordinary shares (Resolution)	adopted	388,667,227	28,973,551	1,095,079
13.	Extension of the designation of the Executive Board as body authorised to limit or exclude the pre-emptive right upon the issue of ordinary shares (Resolution)	adopted	386,931,931	30,708,340	1,095,486
14.	Authorisation of the Executive Board to have the Company acquire its own shares (Resolution)	adopted	417,454,304	1,000	1,280,553
15.	Announcement of the main conclusions of the Executive Board and the Audit Committee with regard to the assessment of the functioning of the external auditor	discussed	n.a.	n.a.	n.a.