

**Resolutions of the Annual General Meeting of Shareholders
TNT N.V.**



25 May 2011

No.	Agenda	Action	For	Against	Abstain
1.	Opening and announcements	Discussed	n.a.	n.a.	n.a.
2.	Presentation on 2010 performance by Mr M.P. Bakker, Chief Executive Officer	Discussed	n.a.	n.a.	n.a.
3.	Annual Report 2010	Discussed	n.a.	n.a.	n.a.
4.	Discussion of the Corporate Governance Chapter in the Annual Report 2010, chapter 13	Discussed	n.a.	n.a.	n.a.
5.	Adoption of the 2010 financial statements (Resolution)	Adopted	273,347,307	7,642	14,581
6.	Dividend a. Discussion of the reserves and dividend guidelines	Discussed	n.a.	n.a.	n.a.
	b. Appropriation of profit (Resolution)	Adopted	236,712,327	637,986	19,423
7.	Release from liability of the members of the Board of Management (Resolution)	Adopted	166,245,709	71,086,253	37,733
8.	Release from liability of the members of the Supervisory Board (Resolution)	Not adopted	93,599,654	140,557,126	3,213,992

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9.	Supervisory Board a. Announcement of vacancies in the Supervisory Board b. Opportunity for the General Meeting to make recommendations for the (re)appointment of members of the Supervisory Board c. Announcement by the Supervisory Board of the persons nominated for (re)appointment	Discussed Discussed Discussed	n.a. n.a. n.a.	n.a. n.a. n.a.	n.a. n.a. n.a.
10.	Proposal to reappoint Ms M.E. Harris as a member of the Supervisory Board (Resolution)	Adopted	233,521,493	3,128,705	720,584
11.	Proposal to reappoint Mr W. Kok as a member of the Supervisory Board (Resolution)	Adopted	233,359,701	3,293,405	717,561
12.	Proposal to appoint Ms T. Menssen as a member of the Supervisory Board (Resolution)	Adopted	236,124,131	521,564	725,076
13.	Proposal to appoint Mr M.A.M. Boersma as a member of the Supervisory Board (Resolution)	Adopted	236,199,857	450,125	720,799
14.	Announcement of vacancies in the Supervisory Board as at the close of the Annual General Meeting of Shareholders in 2012	Discussed	n.a.	n.a.	n.a.
15.	Announcement of the intention of the Supervisory Board to appoint Mr B.L. Bot as a member of the Board of Management	Discussed	n.a.	n.a.	n.a.
16.	Announcement of the intention of the Supervisory Board to appoint each of Mr J.P.P. Bos, Mr G.T.C.A. Aben and Ms H.W.P.M.A. Verhagen as a member of the Board of Management	Discussed	n.a.	n.a.	n.a.

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17.	Proposal to amend the Articles of Association I, regarding amongst other things the abolition of the large company regime (Resolution)	Adopted	237,036,708	277,705	56,622
18.	Extension of the designation of the Board of Management as authorised body to issue ordinary shares (Resolution)	Adopted	225,593,142	11,762,605	14,871
19.	Extension of the designation of the Board of Management as authorised body to limit or exclude the pre-emptive right upon the issue of ordinary shares (Resolution)	Adopted	222,573,496	14,777,795	18,793
20.	Authorisation of the Board of Management to permit the company acquire its own shares (Resolution)	Adopted	212,664,194	24,665,444	41,342
21.	Reduction of the issued capital by cancellation of own shares (Resolution)	Adopted	237,266,421	85,361	14,457
22.	Demerger				
	a) Presentation of the proposal to demerge the Express activities, including the proposal to amend the Articles of Association II	Discussed	n.a.	n.a.	n.a.
	b) Discussion	Discussed	n.a.	n.a.	n.a.
23.	Questions				
24.	Close				