



## AGENDA EXTRAORDINARY MEETING OF SHAREHOLDERS TNT EXPRESS N.V.

Thursday 18 September 2014 at 10:00 hours CET

TNT Centre

Taurusavenue 111, 2132 LS Hoofddorp, the Netherlands

# Dear Shareholder,

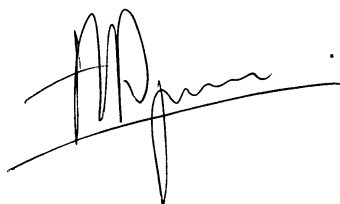
It is my pleasure to invite you to the Extraordinary General Meeting of Shareholders to be held on Thursday 18 September 2014 at 10 a.m. at TNT Centre, Taurusavenue 111, 2132 LS Hoofddorp, the Netherlands.

During this meeting we propose to appoint Mr Maarten de Vries as a member of the Executive Board in the position of Chief Financial Officer.

If you wish to attend the meeting you can register in the manner described in the explanatory notes to the agenda. If you are unable to attend in person, you can vote by proxy. For further information, please refer to the explanatory notes to the agenda and the information provided on [www.tnt.com/corporate](http://www.tnt.com/corporate).

I look forward to seeing you on 18 September 2014 at the TNT Centre in Hoofddorp.

Kind regards,

A handwritten signature in black ink, consisting of stylized, overlapping loops and a long horizontal stroke extending to the right.

Antony Burgmans  
Chairman of the Supervisory Board of TNT Express N.V.

# Agenda Extraordinary General Meeting of Shareholders

1. Opening and announcements
2. Full and final release and discharge from liability of Mr B.L. Bot in connection with his resignation as member of the Executive Board as per 1 July 2014 (Resolution)
3. Appointment of Executive Board members:  
Proposal to appoint Mr Maarten Jan de Vries as Member of the Executive Board (Resolution)
4. Questions
5. Close

**ITEM 2**

**FULL AND FINAL RELEASE AND DISCHARGE FROM LIABILITY  
OF MR B.L. BOT IN CONNECTION WITH HIS RESIGNATION AS  
MEMBER OF THE EXECUTIVE BOARD AS PER 1 JULY 2014  
(RESOLUTION)**

The General Meeting is requested to grant full and final release and discharge from liability to Mr B.L. Bot for his functioning as member of the Executive Board of TNT Express N.V. until and including 30 June 2014, except for liability as a result of fraud or wilful misconduct.

**ITEM 3**

**PROPOSAL TO APPOINT MR MAARTEN JAN DE VRIES AS  
MEMBER OF THE EXECUTIVE BOARD (RESOLUTION)**

The Supervisory Board proposes that Mr De Vries be appointed as member of the Executive Board as of 18 September 2014, for a term of four years ending at the end of the Annual General Meeting in 2018. The Supervisory Board intends to designate Mr De Vries as Chief Finance Officer ("CFO")

For information about Mr De Vries, please refer to page 5 of this agenda. The main elements of his contract can be found on the website as appendix to this agenda.

Pursuant to Article 16.4 of the Articles of Association, the resolution of the General Meeting to appoint Mr De Vries can be adopted with an absolute majority of the votes cast. This proposal is supported by the Executive Board.

**ITEM 4**

**QUESTIONS**

**ITEM 5**

**CLOSE**

# Biography

The biography of Mr Maarten Jan de Vries as required under Dutch law regarding his nomination for appointment to the Executive Board as mentioned in agenda item 3 is as follows:

## NAME

**Maarten Jan de Vries**, born on 17 January 1962 in Eindhoven, The Netherlands, Dutch nationality

## FORMER POSITIONS

- CEO of TP Vision, the Television Joint Venture between TPV (70%) and Royal Philips N.V. (30%)
- Member Group Management Committee; Chief Information Officer and Chief Supply Officer of Philips
- Various finance positions in Europe and Asia within the Philips Company

## REASON FOR THE PROPOSED APPOINTMENT

Mr De Vries has broad international business experience and has an extensive background in finance. In the more than 27 years with Philips, he held various roles at Group Management Committee level in Europe and Asia. Before his role as CEO of TP Vision, a Joint Venture between TPV and Philips, he held several positions as a member of the Group Management Committee of Philips including as Chief Information Officer and Chief Supply Officer. Next to his knowledge and experience in finance, IT, procurement and supply chain management, Mr De Vries also has extensive experience in driving organisational change and implementing transformation programs.

## SHARES HELD IN THE COMPANY

Mr De Vries holds no shares in the share capital of TNT Express.

### RECORD DATE AND NOTIFICATION

Entitled to take part in and vote at the meeting will be those persons who on 21 August 2014 (the Record Date), following the processing of all additions and withdrawals as at the Record Date, have those rights and are recorded in one of the registers designated for this purpose by the Executive Board and who have made a notification in the manner set out below.

For ordinary shares held through an intermediary of Euroclear Netherlands, the designated register for purposes of the Record Date will be the administration of the relevant intermediary of Euroclear Netherlands. Holders of such shares and holders of a right of pledge or a right of usufruct on such shares who are entitled to take part in and to vote at the meeting and who wish to attend the meeting in person or by proxy, must notify ING Bank N.V. of this in writing via their bank or other intermediary of Euroclear Netherlands concerned, ultimately on 11 September 2014, 5.00 p.m.. The intermediary concerned must submit a statement to ING Bank N.V. specifying the number of ordinary shares registered in the name of the relevant shareholder on the Record Date, ultimately on 12 September 2014. The shareholder will then be sent an admission ticket.

For shares of which the holder is directly registered in TNT Express' register of shareholders, the register of shareholders is designated as the register for purposes of the Record Date. Holders of such shares and holders of a right of pledge or a right of usufruct on such shares who are entitled to take part in and to vote at the meeting and who wish to attend the meeting in person or by proxy must notify the Executive Board of this in writing. The notification must be received by the Executive Board ultimately on 11 September 2014.

### PROXY AND VOTING INSTRUCTIONS

Shareholders and other persons holding voting rights in respect of shares who are not in a position to attend the meeting in person, may, without prejudice to the above registration and attendance notification provisions, grant a written proxy to a party of their choice, or to an independent third party: Mr Chr.M. Stokkermans, civil law notary in Amsterdam, the Netherlands, and/or his replacement and/or each (deputy) civil law notary of Allen & Overy LLP. The proxy can be granted with or without voting instructions. In case a proxy is granted to said independent party without voting instructions it shall be deemed to be a voting instruction in favour of all proposals made by the Executive Board and/or the Supervisory Board of TNT Express and against all other proposals.

Proxy forms to grant a written proxy are available free of charge at the offices of TNT Express and at [www.tnt.com/corporate](http://www.tnt.com/corporate). The proxy must be received by Mr Chr. M. Stokkermans, civil law notary in Amsterdam, the Netherlands, at the offices of Allen & Overy LLP (Apollolaan 15, 1077 AB Amsterdam, the Netherlands) or, if sent in pdf-form electronically at his e-mail address: [christiaan.stokkermans@allenovery.com](mailto:christiaan.stokkermans@allenovery.com) ultimately on 11 September 2014, 5.00 p.m.

### WRITTEN QUESTIONS

Shareholders and other persons entitled to take part in the meeting may submit written questions concerning items on the agenda ultimately on 12 September 2014. These questions may be jointly dealt with and discussed at the Extraordinary General Meeting of Shareholders. All questions should be submitted to the Corporate Secretary at [corporatesecretary.gho@tnt.com](mailto:corporatesecretary.gho@tnt.com).

### ADMITTANCE

Persons entitled to take part in the meeting may be asked for identification prior to being admitted. They are therefore asked to carry a valid identity document (such as a passport or driving license).

The Supervisory Board of TNT Express N.V.  
Hoofddorp, 28 July 2014