

ING Deposit number

Written proxy

For the Annual General Meeting of Shareholders (“AGM”) of TNT Express N.V. to be held on Wednesday 9 April 2014 at 11:00 hrs at TNT Centre, Taurusavenue 111, Hoofddorp, the Netherlands.

The undersigned,

.....(name)

.....(address)

.....(postal code/city/country)

hereinafter referred to as “the Grantor”, acting in his capacity as holder¹ of..... (number) ordinary shares in TNT Express N.V. that are duly registered at ING Bank N.V. hereby grants a power of attorney to:

.....(name)²

.....(address)

.....(postal code/city/country)

to represent the Grantor at the AGM of TNT Express N.V. and to speak and to vote on the ordinary shares on behalf of the Grantor in respect of the items on the agenda for the AGM,

0 without specific voting instruction³

0 in the manner set out below

(Please indicate which is applicable)

No.	Agenda	For	Against	Abstain
1.	Opening and announcements	n.a.	n.a.	n.a.
2.	Presentation on 2013 performance by Mr Tex Gunning, Chief Executive Officer	n.a.	n.a.	n.a.
3.	Discussion of the Annual Report 2013	n.a.	n.a.	n.a.
4.	Discussion of the Corporate Governance chapter of the Annual Report 2013, chapter 4	n.a.	n.a.	n.a.
5.	Discussion of the remuneration 2013	n.a.	n.a.	n.a.
6.	Adoption of the 2013 financial statements ⁴ (Resolution)			

¹ A “holder” of ordinary shares as used herein means a holder, pledgee or usufructuary of ordinary shares which holds the voting rights in respect of the ordinary shares concerned.

² Fill in “Allen & Overy” if you do not have a preference for a representative. In this respect Allen & Overy refers to civil law notary Mr. Chr. M. Stokkermans and/or each (deputy) civil law notary and notarial employee of Allen & Overy LLP, Amsterdam office.

³ A proxy granted without a specific voting instruction will be regarded to include a voting instruction in favour of all proposals made by the Executive Board and/or Supervisory Board.

⁴ The agenda with explanatory notes, the Annual Report 2013 and the 2013 financial statements of TNT Express N.V., which include the accountant’s certificate to be provided in accordance with Section 2:392(1) of Book 2 of the Dutch Civil Code and the information to be provided in accordance with Section 2:142(3) of Book 2 of the Dutch Civil Code are available for inspection at the offices of TNT Express (Taurusavenue 111, 2132 LS Hoofddorp, the Netherlands). Copies may be obtained free of charge by shareholders and other persons entitled to take part in the meeting. The documents are also available at www.tnt.com/corporate.

No.	Agenda	For	Against	Abstain
7.	Dividend a. Discussion of the reserves and dividend guidelines	n.a.	n.a.	n.a.
	b. Dividend 2013 (Resolution)			
8.	Release from liability of the Executive Board members (Resolution)			
9.	Release from liability of the Supervisory Board members (Resolution)			
10.	Remuneration policy for Executive Board members (Resolution)			
11.	Appointment of Supervisory Board members: Proposal to re-appoint Mr Roger King to the Supervisory Board (Resolution)			
12.	Extension of the designation of the Executive Board as body authorised to issue ordinary shares (Resolution)			
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)			
14.	Authorisation of the Executive Board to have TNT Express acquire its own shares (Resolution)			
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	n.a.	n.a.	n.a.
16.	Questions	n.a.	n.a.	n.a.
17.	Close	n.a.	n.a.	n.a.

Signature:

Place:

Date:

The written proxy must have been 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@allenoverly.com ultimately on 2 April 2014, 5.00 p.m.