



ING Deposit number

Written proxy

For the Extraordinary General Meeting of Shareholders (“EGM”) of TNT Express N.V. to be held on Thursday 18 September 2014 at 10:00 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 EGM 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 EGM,

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.	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			
3.	Appointment of Members of the Executive Board Proposal to appoint Mr Maarten Jan de Vries as Member of the Executive Board (Resolution)			
4.	Questions	n.a.	n.a.	n.a.
5.	Close	n.a.	n.a.	n.a.

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.



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 (Apolloolaan 15, 1077 AB Amsterdam, the Netherlands) or, if sent in pdf-form electronically at his e-mail address: christiaan.stokkermans@allenovery.com ultimately on 11 September 2014, 5.00 p.m.