



THE PEOPLE NETWORK

Annual General Meeting

8 April 2015





TNT – THE PEOPLE NETWORK
AGENDA ITEM 1

- Opening and announcements
- *Opening en mededelingen*

Antony Burgmans – Chairman of the Supervisory Board

TNT – THE PEOPLE NETWORK AGENDA ITEM 2

- Presentation on 2014 performance
- *Presentatie van de resultaten 2014*

Tex Gunning – CEO



THE PEOPLE NETWORK

Annual General Meeting

8 April 2015





TNT – THE PEOPLE NETWORK
CONTENTS

- 2014 overview
- 2015 guidance
- Outlook strategy
- Outlook agenda and guidance for 2018-2019

TNT – THE PEOPLE NETWORK

2014 OVERVIEW

- Outlook turnaround and transformation strategy announced in 2014
- Building blocks in place
- 2014 performance influenced by restructuring charges, one-off charges and valuation allowances, reflecting the scale of the transformation underway and needed at TNT
- 2015 a year of transition
- Year on year improvement expected from 2016 onwards
- Full benefits of Outlook to be realised between 2018 and 2019

Group

- Reported revenues €6,680m (-3.2%), reported operating income €(86)m (FY13: €9m) influenced by net one-off charges of €295m
- On a like-for-like basis, revenues rose 1.8% (after adjusting for disposals and foreign exchange), adjusted operating income €209m, up 20.1% from €174m the previous year
- Period end net cash €449m (4Q13: €469m)

Segments

- International Europe: results affected by continued pressure on sales prices and investments in future growth
- International AMEA: better performance than in 2013
- Domestic: further improvements in the performance of Italy and Brazil, partly offset by negative price effects in other domestic markets

**Outlook
financials**

- Restructuring-related charges and restructuring-related implementation cost of €209m
- CAPEX €199m



TNT – THE PEOPLE NETWORK
2015 GUIDANCE

- For 2015, TNT expects a continuation of adverse trading conditions, particularly in Western Europe
- TNT expects 2015 to be a challenging year of transition marked by the progressive ramp-up of new and upgraded facilities and other transformation projects, such as the outsourcing of IT
- TNT anticipates restructuring charges between €10m and €15m in 1Q15

OUTLOOK BUILDS ON CORE STRENGTHS



FOCUS ON PROFITABLE GROWTH

- Move More by Road
- Drive sales from four priority industries
- Serve more SMEs even better
- Increase profitability Domestic and AMEA



INVEST IN OPERATIONAL EXCELLENCE

- Realise the Perfect Transaction: Service, Service, Service
- Increase efficiency and productivity in Network Operations
- Transform IT and Global Business Services
- Prioritise Health & Safety practices



ORGANISE TO WIN

- Local Customer Focus, Global Business Services
- Integrated International Europe organisation, Focused Domestic organisation
- Strengthen leadership performance culture

KEY OUTLOOK ACHIEVEMENTS TO DATE



SME revenue is growing again



Step change in performance in AMEA, Eastern Europe and Italy



Turnaround Brazil



Divested China Hoau, India, Fashion



Launched 'TNT - The People Network'



Invested in revenue management capability



Sales Effectiveness Training

KEY OUTLOOK ACHIEVEMENTS TO DATE



Made step change improvements in service reliability



Accelerated replacement investments in infrastructure (Liège, France, UK, Australia)



Commenced automation of 52 depots in Italy



Started Total Quality Management competency building



Launched fundamental transformation IT/ Global Business Services



Strengthened European Road Network design

- > 15 new upgraded automated hubs
- > More direct cross border lanes
- > Extend Network footprint

KEY OUTLOOK ACHIEVEMENTS TO DATE



New leadership at multiple levels of the organisation: 65 new people with 600+ years experience



Focused International Europe and Domestic organisations with clear P&L accountability



Launched global procurement



Introduced new Customer Centric organisation – supported by Global Business Services (GBS), Global Network & Operations (GNO) and a Global Strategic Customer Sales Organisation (GSO)



A new top team started in GBS – first transfers to Shared Service Centres taking place



Launched 'TNT – The People Network'



SHORT TERM VALUE CREATION – THE NOW (2014-2016)





FULL TURNAROUND – THE NEW (2017-2019)

Leading Customer
Care in the Industry



Integrated and
Industrialised Services and
Network Operations

Leveraging
Global Business Services and
Local Customer Centricity



OUR AMBITION FOR THE NEXT 3-5 YEARS

Unlocking the true value of TNT!



Market Leading Customer Care in the industry



Best network in Europe with good connections to Rest of World



Recognised superior Industry Service Propositions



Industry leading IT Customer Support Systems



One stop shop solutions for our customers:

- > Pallets/ Parcels
- > International/ Domestic
- > Express/ Economy Express
- > Special Services

Double adjusted operating income margin % per segment by 2018/19



OUTLOOK AGENDA AND GUIDANCE FOR 2018-2019

<p>EBIT</p>	<p>Adjusted EBIT margin guidance per Segment for 2018-2019:</p> <ul style="list-style-type: none"> • International Segments: 8-10 % • Domestic: 4-5 % • Unallocated: ~(0.5)% (of group revenue)
<p>CAPEX</p>	<p>€800-900m of CAPEX investments during 2015-2017 period</p>
<p>Cost reduction</p>	<p>€250m of cost reductions to be realised by 2018 (vs baseline 2014), achieving a net cost reduction of €125m by 2018</p>
<p>Restructuring charges</p>	<p>€250-300m planned restructuring charges for 2015-2017</p>
<p>Cash position</p>	<p>Manage positive net Cash position</p>
<p>Dividend policy</p>	<p>Maintain current dividend policy</p>

Assumptions underlying Outlook execution

- Revenue growth at a minimum in line with GDP growth from 2016 onwards
- The plans assume no major adverse economic developments going forward



THE PEOPLE NETWORK

Annual General Meeting

INTENDED PUBLIC OFFER HIGHLIGHTS

8 APRIL 2015



TNT – THE PEOPLE NETWORK INTRODUCTION

FedEx and TNT Express reached conditional agreement on 6 April 2015

Unanimously recommended and supported by EB and SB

High level of deal certainty

Irrevocable PostNL to tender its 14.7% shareholding

Offer subject to customary conditions

Employee consultation and advice process commenced

STRATEGIC RATIONALE

- Highly complementary businesses, combining them would bring a secure future in a robust and growing company.
- Employees would enjoy further growth opportunities with the extended reach and propositions offered by the combined organization.
- Customers would:
 - enjoy access to a considerably enhanced, integrated global network.
 - benefit from the combined strength of TNT's strong European road platform and FedEx's strength in other regions globally, including North America and Asia.
 - benefit from access to the FedEx portfolio of solutions, including global air express, freight forwarding, contract logistics and surface transportation capabilities.

Shareholders would reap the benefits today that otherwise would only have become available in the longer run.

All-cash public offer of €8.00 per ordinary share

Offer price is cum dividend but excluding (final) FY 2014 Dividend (EUR 0.049 already paid – EUR 0.31 remaining).

Substantial premium:

33% over closing price of 2 April 2015

42% over 3 months average volume weighted price

No financing conditionality

Fairness opinions Goldman Sachs and Lazard on price

TNT – THE PEOPLE NETWORK NON FINANCIALS

Companies cooperate to avoid significant redundancies in the global or Dutch work forces

Fair opportunities to management and staff in combination

Existing employment terms of TNT Express respected

Existing mitigated large company regime remains

European regional headquarters in Amsterdam/Hoofddorp

Hub in Liege remains significant operation

Launch offer anticipated in Q2 2015

EGM on offer anticipated second half 2015

FedEx and TNT Express are confident that anti-trust concerns, if any, can be addressed adequately and in a timely fashion

Closing offer expected in first half 2016



THE PEOPLE NETWORK

THE PEOPLE NETWORK



TNT – THE PEOPLE NETWORK
AGENDA ITEM 3

- Discussion of the annual report 2014
- *Bespreking van het jaarverslag 2014*



TNT – THE PEOPLE NETWORK
AGENDA ITEM 4

- Discussion of the corporate governance chapter of the annual report 2014
- *Bespreking van het corporate governance hoofdstuk in het jaarverslag 2014*



TNT – THE PEOPLE NETWORK
AGENDA ITEM 5

- Remuneration in the financial year 2014
- *Bezoldiging in het boekjaar 2014*

TNT – THE PEOPLE NETWORK
AGENDA ITEM 6

- Adoption of the 2014 financial statements / Resolution
- *Vaststelling van de jaarrekening over het boekjaar 2014 / Besluit*

TNT – THE PEOPLE NETWORK

Voting / stemming

Insert the card with the golden chip pointing towards you

Voer de kaart in met de gouden chip naar u toe



TNT – THE PEOPLE NETWORK

Voting / stemming

When the chairman invites you to vote the options will appear in the device screen

Wanneer de voorzitter u uitnodigt om te gaan stemmen verschijnen de stemopties in het beeldscherm

- Button 1 to vote for
 - Button 2 to vote against
 - Button 3 to abstain
 - Confirmation that your vote has been received will appear on the screen
 - To change your vote, simply enter your new choice (1, 2 or 3) to overwrite your previous selection
- *Toets 1 om voor te stemmen*
 - *Toets 2 om tegen te stemmen*
 - *Toets 3 voor onthouding*
 - *Een bevestiging dat uw stem is ontvangen verschijnt in het beeldscherm.*
 - *Om uw stem te wijzigen drukt u op de toets (1, 2 of 3). Uw laatste keuze geldt.*



Agenda item 6

Vaststelling van de jaarrekening over het boekjaar 2014

Adoption of the 2014 financial statements

Voor / For	439.442.606
Tegen / Against	5.342
Onthouding / Abstain	717.054

Voor / For		100,00%
Tegen / Against		0,00%

TNT – THE PEOPLE NETWORK

AGENDA ITEM 7

- A - Bespreking van het reserverings- en dividendbeleid
- *A - Discussion of the reserves and dividend guidelines*
- B – Dividend 2014 / Resolution
- *B - Dividend 2014 / Besluit*

Agenda item 7b

Dividend 2014

Voor / For	438.902.698
Tegen / Against	550.424
Onthouding / Abstain	711.881



TNT – THE PEOPLE NETWORK
AGENDA ITEM 8

- Release from liability of the Executive Board members / Resolution
- *Het verlenen van kwijting aan de leden van de Raad van Bestuur / Besluit*



Agenda item 8

Het verlenen van kwijting aan de leden van de Raad van Bestuur

Release from liability of the Executive Board members

Voor / For	436.655.387
Tegen / Against	1.684.262
Onthouding / Abstain	1.826.432



TNT – THE PEOPLE NETWORK
AGENDA ITEM 9

- Release from liability of the Supervisory Board members / Resolution
- *Het verlenen van kwijting aan de leden van de Raad van Commissarissen / Besluit*

Agenda item 9

Het verlenen van kwijting aan de leden van de Raad van Commissarissen

Release from liability of the Supervisory Board members

Voor / For	436.293.491
Tegen / Against	2.046.152
Onthouding / Abstain	1.826.433



TNT – THE PEOPLE NETWORK
AGENDA ITEM 12a

- Proposal to re-appoint Mr Antony Burgmans as member of the Supervisory Board / Resolution
- *Voorstel tot herbenoeming van de heer Antony Burgmans tot lid van de Raad van Commissarissen / Besluit*

Agenda item 12a

Voorstel tot herbenoeming van de heer Antony Burgmans tot lid van de Raad van Commissarissen

Proposal to re-appoint Mr Antony Burgmans as member of the Supervisory Board

Voor / For	364.778.854
Tegen / Against	74.416.773
Onthouding / Abstain	970.453



TNT – THE PEOPLE NETWORK
AGENDA ITEM 12b

- Proposal to re-appoint Ms Mary Harris as member of the Supervisory Board / Resolution
- *Voorstel tot herbenoeming van mevrouw Mary Harris tot lid van de Raad van Commissarissen / Besluit*



Agenda item 12b

Voorstel tot herbenoeming van mevrouw Mary Harris tot lid van de Raad van Commissarissen

Proposal to re-appoint Ms Mary Harris as member of the Supervisory Board

Voor / For	432.932.155
Tegen / Against	6.264.774
Onthouding / Abstain	969.152



TNT – THE PEOPLE NETWORK
AGENDA ITEM 13

- Extension of the designation of the Executive Board as body authorised to issue ordinary shares / Resolution
- *Verlenging van de aanwijzing van de Raad van Bestuur als orgaan dat bevoegd is tot het uitgeven van gewone aandelen / Besluit*

Agenda item 13

Verlenging van de aanwijzing van de Raad van Bestuur als orgaan dat bevoegd is tot het uitgeven van gewone aandelen

Extension of the designation of the Executive Board as body authorised to issue ordinary shares

Voor / For	425.958.789
Tegen / Against	12.393.937
Onthouding / Abstain	1.813.338



TNT – THE PEOPLE NETWORK
AGENDA ITEM 14

- 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
- *Verlenging van de aanwijzing van de Raad van Bestuur als orgaan dat bevoegd is tot het beperken of uitsluiten van het voorkeursrecht bij de uitgifte van gewone aandelen / Besluit*

Agenda item 14

Verlenging van de aanwijzing van de Raad van Bestuur als orgaan dat bevoegd is tot het beperken of uitsluiten van het voorkeursrecht bij uitgifte van gewone aandelen

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

Voor / For	423.775.845
Tegen / Against	14.575.875
Onthouding / Abstain	1.811.879



TNT – THE PEOPLE NETWORK
AGENDA ITEM 15

- Authorisation of the Executive Board to have TNT Express acquire its own / Resolution
- *Machtiging van de Raad van Bestuur tot het verkrijgen van eigen aandelen door TNT Express / Besluit*

Agenda item 15

Machtiging van de Raad van Bestuur tot het verkrijgen van eigen aandelen door TNT Express

Authorisation of the Executive Board to have TNT Express acquire its own shares

Voor / For

Tegen / Against

Onthouding / Abstain

Voor / For



100,00%

Tegen / Against

0,00%

TNT – THE PEOPLE NETWORK
AGENDA ITEM 16

- Questions
- *Rondvraag*

TNT – THE PEOPLE NETWORK
AGENDA ITEM 17

- Close
- *Sluicing*



THE PEOPLE NETWORK

THE PEOPLE NETWORK
TNT

WARNING ABOUT FORWARD-LOOKING STATEMENTS

Some statements in this presentation are "forward-looking statements". By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. These forward-looking statements involve known and unknown risks, uncertainties and other factors that are outside of our control and impossible to predict and may cause actual results to differ materially from any future results expressed or implied. These forward-looking statements are based on current expectations, estimates, forecasts, analyses and projections about the industries in which we operate and management's beliefs and assumptions about future events. You are cautioned not to put undue reliance on these forward-looking statements, which only speak as of the date of this press release and are neither predictions nor guarantees of future events or circumstances. We do not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date of this press release or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.