



2014 Extraordinary General Meeting of Shareholders

2014 Buitengewone Algemene Vergadering
van Aandeelhouders

TNT Centre, Hoofddorp
18 September 2014



Agenda item I

Opening and announcements

Opening en mededelingen

Antony Burgmans, Chairman of the Supervisory Board

Agenda item 2

Resolution / *Besluit*

Het verlenen van volledige en finale kwijting aan de heer B.L. Bot in verband met zijn aftreden als lid van de Raad van Bestuur per 1 juli 2014

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

Stemming / Voting

Please take your voting form

Neem nu uw stemkaart ter hand



Buitengewone Algemene Vergadering van Aandeelhouders, 18 september 2014
Extraordinary General Meeting of Shareholders, 18 September 2014

Indien de voorzitter aangeeft dat het stemformulier gebruikt wordt, verzoeken wij u de daarbij gegeven instructies te volgen.
In case the chairman indicates the voting form will be used, we request you to follow the instructions.

Naam/Name _____

Aantal aandelen/Number of shares _____

Datum/Date _____

Handtekening/Signature _____

Het stembiljet zal na afloop van de stemming worden opgehaald. This voting form will be collected after the voting.

Stemming BAVA / Voting EGM*

Agendepunt Agenda item		Voor / For	Tegen / Against	Onthouding / Abstain
2.	Het verlenen van volledige en finale kwijting aan de heer B.L. Bot in verband met zijn aftreden als lid van de Raad van Bestuur per 1 juli 2014 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.	Voorstel tot benoeming van de heer Maarten Jan de Vries tot lid van de Raad van Bestuur Proposal to appoint Mr Maarten Jan de Vries as Member of the Executive Board			

* Gaarne aankruisen/Please tick



express

Stemming / Voting

Please tick on the voting form whether you are for, against or that you want to abstain from the proposal

Door middel van het aankruisen van de hokjes kunt u aangeven of u voor of tegen het voorstel wilt stemmen of dat u zich wilt onthouden van stemmen

Agenda item 3

Resolution / *Besluit*

Voorstel tot benoeming van de heer Maarten Jan de Vries tot lid van de Raad van Bestuur

Proposal to appoint Mr Maarten Jan de Vries as Member of the Executive Board

Agenda item 3

Explanation terms and conditions Maarten Jan de Vries

- Yearly base salary: € 500,000.
- Short Term Incentive (STI) opportunity 100% of base salary (50% cash/50% shares).
 - STI target setting 100% linked to financial performance.
 - Participation in Bonus/matching plan for max. 50% of gross pay-out.
- Long Term Incentive grant of rights on performance shares (IFRS) value 50% salary.
- Pension allowance of 25% of base salary.
- Severance payment 12 months base salary + Change in Control clause.

Stemming / Voting

Please take your voting form

Neem nu uw stemkaart ter hand



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Schorsing / Suspension

The meeting will be suspended

De vergadering wordt geschorst

Opening

The meeting will be re-opened

De vergadering wordt heropend

Agenda item 2

Resolution / *Besluit*

For:

416,335,469

94%

Against:

8,065,063

1,8%

Abstain:

17,689,158

4.0%

Agenda item 3

Resolution / Besluit

For:

440,006,386

99,5%

Against:

10,861

0,0025%

Abstain:

2,072,443

0,47%

Agenda item 4

Questions

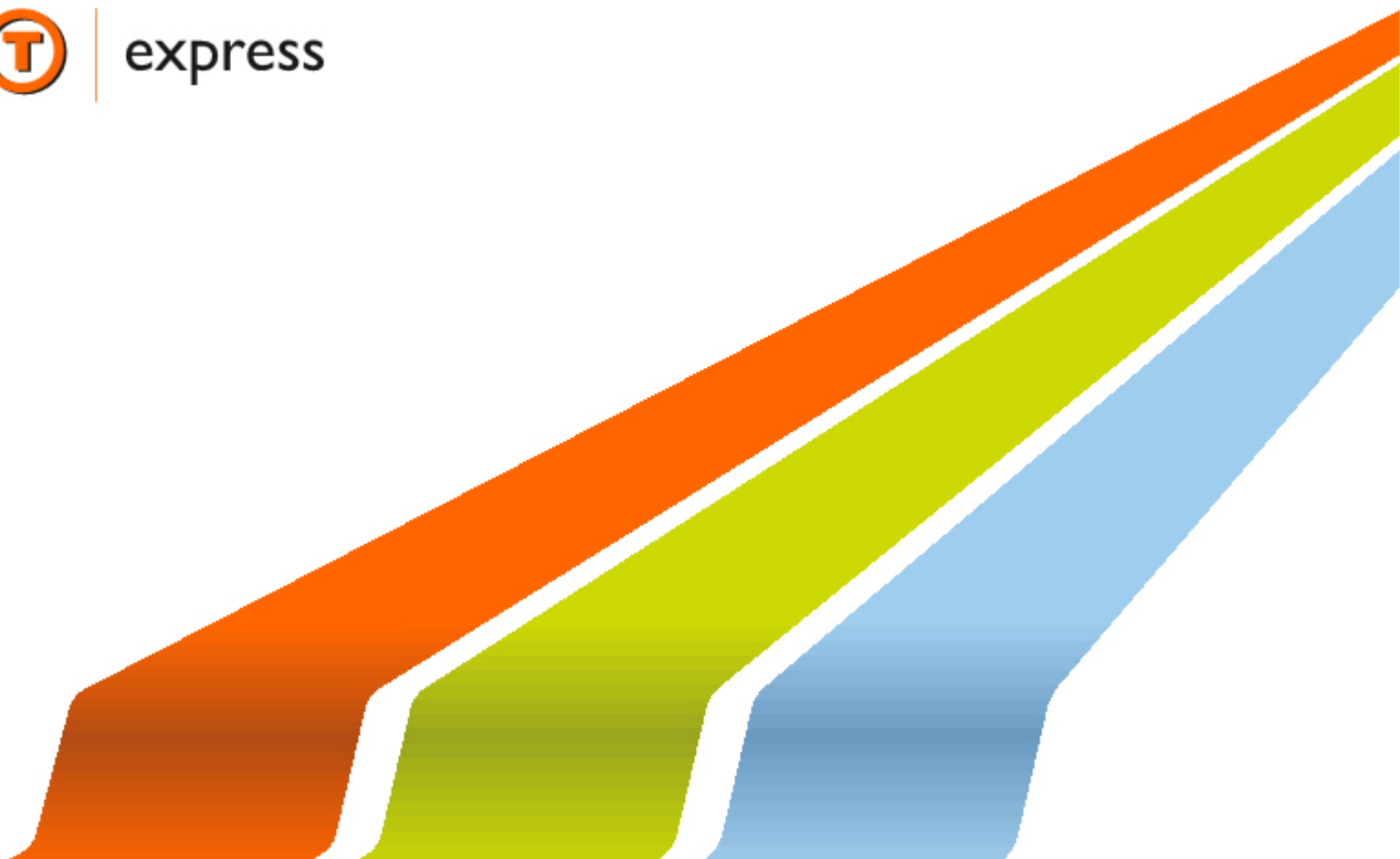
Rondvraag

Agenda item 5

Close

Sluiting

TNT | express



Warning about forward-looking statements

Some statements in this press release 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.