



# PRESS RELEASE

28 July 2014

Amsterdam, The Netherlands

## 2Q14 results: Improved performance supported by restructuring initiatives

- Reported operating income €8m positive (2Q13: €287m negative), reported revenues €1,662m (-5.9%)
- Higher adjusted operating income €82m (2Q13: €60m)
- Adjusted revenues €1,703m (-3.6%) but restated for disposal China Domestic and sale Dutch TNT Fashion Business adjusted revenues + 1.1%
- Better results in all segments apart from UK Domestic as part of Europe Main
- Outlook Strategy on track: cost reduction programme €33m achieved in the quarter (1Q14: €30m)
- Period end net cash €395m (1Q14: €402m)
- Interim pro forma 2014 dividend of €0.049 per share declared representing 40% pay-out of 1H14 normalised net income; shareholders may choose to receive the dividend in stock or cash

## Summary: Consolidated results

in million euros and @ respective rates

		Reported			Adjusted (non-GAAP)		
	Notes	2Q14	2Q13	%chg	2Q14	2Q13	%chg
Revenues	(1)	1,662	1,766	-5.9	1,703	1,766	-3.6
Operating income	(2)	8	(287)		82	60	36.7
Operating income margin (%)		0.5	-16.3		4.8	3.4	
Profit/(loss) equity holders of the parent		(4)	(304)	98.7			
Cash generated from operations		69	74	-6.8			
Net cash from/(used in) operating activities		(11)	23				
Net cash from/(used in) investing activities		12	(19)				
Net cash		395	284	39.1			

### Notes: Non-GAAP adjustments

(1) 2Q14: €41m FX

(2) 2Q14: €7m FX, €61m restructuring related, €13m implementation cost, €(7)m profit on sale of Fashion Group BV

(2) 2Q13: €5m restructuring related, €(3)m catch-up depreciation Boeing 747 freighters, €296m goodwill impairments, €53m fair value adjustments, €(4)m claim settlement

### Notes: Other

-2Q13 figures include China Domestic (€65m revenues and €1m operating income); sale completed 4Q13

-2Q13 figures include Dutch TNT Fashion Business (€26m revenues and €0m operating income); sale completed 2Q14

-Application of IFRS 11 'Joint Arrangement': 2Q14 adjusted operating income impact €(3)m (adjustment 2Q13: €(3)m)

## Segments

- Europe Main: Results flat reflecting uneven economic growth and competitive pressures
- Europe Other & Americas: Profit growth supported by solid yield development
- Pacific: Market remained difficult, but targeted cost initiatives improved profitability
- AMEA: Strong across-the-board performance
- Brazil Domestic: Recovery continued and moved into profit after first quarter breakeven

Date 28 July 2014

	Notes	Reported			Adjusted (non-GAAP)				
		2Q14	2Q13	%chg	FX	One-offs	2Q14	2Q13	%chg
<b>Revenues (€m)</b>									
Europe Main		808	816	-1.0	(9)		799	816	-2.1
Europe Other & Americas		282	283	-0.4	14		296	283	4.6
Pacific		151	164	-7.9	13		164	164	
AMEA		221	287	-23.0	15		236	287	-17.8
Brazil Domestic		80	80		9		89	80	11.3
Unallocated		121	139	-12.9	1		122	139	-12.2
Elimination		(1)	(3)	66.7	(2)		(3)	(3)	
<b>Total</b>		<b>1,662</b>	<b>1,766</b>	<b>-5.9</b>	<b>41</b>		<b>1,703</b>	<b>1,766</b>	<b>-3.6</b>
<b>Operating income (€m)</b>									
Europe Main	(1)	(12)	(195)	93.8	(1)	58	45	46	-2.2
Europe Other & Americas	(2)	16	19	-15.8	3		19	15	26.7
Pacific	(3)	1	1			2	3	1	
AMEA	(4)	15	(37)		5	1	21	15	40.0
Brazil Domestic		2	(4)				2	(4)	
Unallocated	(5)	(14)	(71)	80.3		6	(8)	(13)	
<b>Total</b>		<b>8</b>	<b>(287)</b>		<b>7</b>	<b>67</b>	<b>82</b>	<b>60</b>	<b>36.7</b>
<b>Operating income margin (%)</b>									
Europe Main		-1.5	-23.9				5.6	5.6	
Europe Other & Americas		5.7	6.7				6.4	5.3	
Pacific		0.7	0.6				1.8	0.6	
AMEA		6.8	-12.9				8.9	5.2	
Brazil Domestic		2.5	-5.0				2.2	-5.0	
Unallocated		-11.6	-51.1				-6.6	-9.4	
<b>Total</b>		<b>0.5</b>	<b>-16.3</b>				<b>4.8</b>	<b>3.4</b>	

**Notes: Non-GAAP adjustments**

- (1) 2Q14: €58m restructuring related
- (1) 2Q13: €4m restructuring related, €238m goodwill impairments, €(1)m catch-up depreciation Boeing 747 freighters
- (2) 2Q13: €(4) claim settlement
- (3) 2Q14: €2m restructuring related
- (4) 2Q14: €1m restructuring related
- (4) 2Q13: €1 restructuring related, €53m fair value adjustments, €(2)m catch-up depreciation Boeing 747 freighters
- (5) 2Q14: €13m implementation cost, €(7)m profit on sale of Fashion Group BV
- (5) 2Q13: €58m goodwill impairments

**Outlook Strategy**

- 2Q14 restructuring-related charges and restructuring-related implementation cost €74m
- Ongoing investment in Liège Eurohub and road infrastructure
- New segment reporting to be implemented at 4Q14, with full reconciliation
- Capital Markets Day confirmed for 18th of February 2015

Date 28 July 2014

---

**Commenting on this quarter's developments, Tex Gunning, CEO said:**

*"This quarter we were pleased to report adjusted net income up by 36.7% and deliver profit improvements in Brazil, AMEA and certain parts of Europe. However we are experiencing uneven economic growth across Western Europe and see competitive pressures in some of these countries continuing.*

*Cost savings and restructuring remain on track and "Outlook 2016" initiatives are now being implemented globally across all TNT's business units.*

*We are organising a Capital Markets Day on 18 February 2015, where the new management Board will present detailed plans for the new operating units (Domestic, International Europe and International AMEA).*

*With the new management Board in place and the intrinsic strength and commitment of our people, I have great confidence we can build a sustainable future for TNT, meeting the expectations of our shareholders, customers and employees."*

---

**2014 guidance**

- Assuming stable or improving external conditions:
  - Combined Europe Main and Europe Other & Americas operating results to show positive development
  - Asia Middle East & Africa and Brazil Domestic operating results to be significantly better than prior year
  - Pacific operating results to remain under pressure
  - Europe investments in marketing and brand increases by €15-20m
  - Unallocated around €(30)m
  
- Business as usual capex (excluding *Outlook* investments) up to around 3% of revenues

Date 28 July 2014

## Year-to-date performance commentary

Year to date, adjusted revenue decreased by 3.2% but restated for disposal China Domestic and sale Dutch TNT Fashion Business was up by + 0.8%.

Adjusted operating income increased by €52m (64.2%). Year-to-date adjusted operating income saw growth in Europe Main and the continuation of improvements in Europe Other & Americas, AMEA and Brazil Domestic.

### Summary: Consolidated results (€m)

in million euros and @ respective rates

	Notes	Reported			Adjusted (non-GAAP)		
		1H14	1H13	%chg	1H14	1H13	%chg
Revenues	(1)	3,270	3,488	-6.3	3,376	3,488	-3.2
Operating income	(2)	25	(68)		133	81	64.2
Operating income margin (%)		0.8	(1.9)		3.9	2.3	
Profit/(loss) equity holders of the parent		(3)	(160)	98.1			
Cash generated from operations		36	258	-86.0			
Net cash from/(used in) operating activities		(75)	180				
Net cash from/(used in) investing activities		(2)	(48)	95.8			
Net cash		395	284	39.1			

#### Notes: Non-GAAP adjustments

(1) HY 14: €106m FX

(2) HY 14: €13m FX, €75m restructuring related, €18m implementation cost, €(7)m profit on sale of Fashion Group BV, €9m impairment and depreciation Brazil Domestic

(2) HY 13: €5m restructuring related, €(6)m catch-up depreciation Boeing 747 freighters, €296m goodwill impairments, €53m fair value adjustments, €(4)m claim settlement, €(200)m UPS termination fee, €5m UPS offer-related cost

	Notes	Reported				Adjusted (non-GAAP)			
		1H14	1H13	%chg	FX	One-offs	1H14	1H13	%chg
Revenues (€m)		1,607	1,631	-1.5	(18)		1,589	1,631	-2.6
Europe Main		555	557	-0.4	32		587	557	5.4
Europe Other & Americas		288	331	-13.0	40		328	331	-0.9
Pacific		420	549	-23.5	30		450	549	-18.0
AMEA		145	151		23		168	151	
Brazil Domestic		259	275	-5.8	1		260	275	-5.5
Unallocated		(4)	(6)	33.3	(2)		(6)	(6)	
Elimination		3,270	3,488	-6.3	106		3,376	3,488	-3.2
Total									

#### Operating income (€m)

Europe Main	(1)	20	(166)		(2)	65	83	75	10.7
Europe Other & Americas	(2)	23	29	-20.7	7	6	36	24	50.0
Pacific	(3)	(2)	(1)			2	0	(1)	
AMEA	(4)	19	(40)		8	1	28	10	
Brazil Domestic	(5)	(7)	(14)			9	2	(14)	
Unallocated	(6)	(28)	124			12	(16)	(13)	
Total		25	(68)		13	95	133	81	64.2

#### Operating income margin (%)

Europe Main	1.2	-10.2		5.2	4.6
Europe Other & Americas	4.1	5.2		6.1	4.3
Pacific	-0.7	-0.3			-0.3
AMEA	4.5	-7.3		6.2	1.8
Brazil Domestic	-4.8	-9.3		1.2	-9.3
Unallocated	-10.8	45.1		-6.2	-4.7
Total	0.8	-1.9		3.9	2.3

#### Notes: Non-GAAP adjustments

(1) YTD'14: €65m restructuring related

(1) YTD'13: €4m restructuring related, €238m goodwill impairments, €(1)m catch-up depreciation Boeing 747 freighters

(2) YTD'14: €6m restructuring related

(2) YTD'13: €(4)m claim settlement, €(1)m catch-up depreciation Boeing 747 freighters

(3) YTD'14: €2m restructuring related

(4) YTD'14: €1m restructuring related

(4) YTD'13: €1 restructuring related, €53m fair value adjustments, €(4)m catch-up depreciation Boeing 747 freighters

(5) YTD'14: €9m impairment and depreciation Brazil Domestic

(6) YTD'14: €1m restructuring related, €18m implementation cost, €(7)m profit on sale of Fashion Group BV

(6) YTD'13: €(200)m UPS termination fee, €5m UPS offer-related cost, €58m goodwill impairments

Date 28 July 2014

## 2Q14 segment performance overview

### Europe Main

	2Q14	2Q13	%chg	1H14	1H13	%chg
Adjusted revenues	799	816	-2.1	1,589	1,631	-2.6
Adjusted operating income	45	46	-2.2	83	75	10.7
Average consignments per day ('000)	659	694	-5.0	659	694	-5.0
Revenue per consignment (€) <sup>(1)</sup>	19.5	19.0	2.6	19.5	18.8	3.7
Average kilos per day ('000)	11,158	11,359	-1.8	11,139	11,214	-0.7
Revenue per kilo (€) <sup>(1)</sup>	1.15	1.16	-0.9	1.15	1.16	-0.9

(1) based on reported revenues @avg13

- Uneven economic growth and competitive pressures
- Operating income recovery in all units excluding UK Domestic, revenues broadly flat with small increase in volume mitigated by yield pressure
- UK Domestic impacted by competition and revenue quality
- Italian market remains challenging despite contract pruning

### Europe Other & Americas

	2Q14	2Q13	%chg	1H14	1H13	%chg
Adjusted revenues	296	283	4.6	587	557	5.4
Adjusted operating income	19	15	26.7	36	24	50.0
Average consignments per day ('000)	109	111	-1.8	109	109	0.0
Revenue per consignment (€) <sup>(1)</sup>	43.9	41.2	6.6	43.6	40.8	6.9
Average kilos per day ('000)	4,236	4,169	1.6	4,237	4,149	2.1
Revenue per kilo (€) <sup>(1)</sup>	1.13	1.09	3.7	1.12	1.07	4.7

(1) based on reported revenues @avg13

- Performance was better than prior year in most units
- Continue to reposition away from lower yielding customers
- Improvement in all three KPIs of RPC, average daily kilos and RPK



Date 28 July 2014

### Pacific

	2Q14	2Q13	%chg	1H14	1H13	%chg
Adjusted revenues	164	164	0.0	328	331	-0.9
Adjusted operating income	3	1			(1)	
Average consignments per day ('000)	82	80	2.5	80	78	2.6
Revenue per consignment (€) <sup>(1)</sup>	32.4	33.1	-2.1	32.9	34.0	-3.2
Average kilos per day ('000)	3,073	3,038	1.2	2,961	2,997	-1.2
Revenue per kilo (€) <sup>(1)</sup>	0.86	0.87	-1.1	0.89	0.88	1.1

(1) based on reported revenues @avg13

- Underlying economic conditions remain challenging
- Near-term fixes have supported profitability
- Revenue protection and targeted cost initiatives coming through
- Long-term improvement initiatives underway to deliver benefit in longer term

### Asia, Middle East & Africa

	2Q14	2Q13	%chg	1H14	1H13	%chg
Adjusted revenues	236	287	-17.8	450	549	-18.0
Adjusted operating income	21	15	40.0	28	10	
Average consignments per day ('000)	60	102	-41.2	59	96	-38.5
Revenue per consignment (€) <sup>(1)</sup>	63.6	45.4	40.1	61.2	45.7	33.9
Average kilos per day ('000)	1,199	8,435	-85.8	1,136	7,702	-85.3
Revenue per kilo (€) <sup>(1)</sup>	3.18	0.55		3.20	0.57	

(1) based on reported revenues @avg13

- Year-on-year comparisons distorted by sale of China Domestic. Excluding China Domestic, adjusted revenue growth at 6.3%, with higher volumes and stable revenue quality
- Adjusted operating income up 40%, with higher volumes and stable revenue quality
- Good intercontinental capacity utilisation
- Profitability improved in all units



Date 28 July 2014

### Brazil Domestic

	2Q14	2Q13	%chg	1H14	1H13	%chg
Adjusted revenues	89	80	11.3	168	151	11.3
Adjusted operating income	2	(4)		2	(14)	
Average consignments per day ('000)	32	33	-3.0	30	31	-3.2
Revenue per consignment (€) <sup>(1)</sup>	44.9	39.6	13.4	44.6	38.7	15.2
Average kilos per day ('000)	3,158	3,210	-1.6	3,066	3,039	0.9
Revenue per kilo (€) <sup>(1)</sup>	0.46	0.40	15.0	0.44	0.40	10.0

(1) based on reported revenues @avg13

- Recovery continued with segment moving into profit for both 2Q and the Half Year
- Adjusted revenues once again increased by 11%
- Commercial and operational improvements underpin strengthening performance

### Unallocated

- Sale Dutch operations of TNT Fashion completed
- Innight performance under pressure – new management appointed

### Other financial indicators

- Decrease in net cash from operating activities largely due to income tax payment relating to the UPS termination fee and withdrawals from provisions in 2Q14, mostly related to restructuring
- Decrease in net cash used in investing activities in part due to disposal of Dutch TNT Fashion Business
- Trade working capital 8.8% of revenues
- Capex 2.2% of revenues (1HY14: 1.9%)
- Period end net cash €395m (1Q14: €402m)

---

## CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### GENERAL INFORMATION

TNT Express N.V. is a public limited liability company domiciled in Amsterdam, the Netherlands. The consolidated financial statements include the financial statements of TNT Express N.V. and its consolidated subsidiaries (hereafter referred to as 'TNT Express', 'Group' or 'the company'). The company was incorporated under the laws of the Netherlands and is listed on Euronext Amsterdam.

TNT Express operates in the Courier, Express and Parcel (CEP) market and collects, transports and delivers documents, parcels and palletised freight on a day-definite or time-definite basis. Its services are primarily classified by the speed, distance, weight and size of consignments. Whereas the majority of its shipments are between businesses (B2B), TNT Express also offers business-to-consumer (B2C) services to select key customers.

The express business is seasonal in that it is affected by public and local holiday patterns.

### BASIS OF PREPARATION

The information is reported on quarter-to-date and year-to-date bases ending 28 June 2014. Where material to an understanding of the period starting 1 January 2014 and ending 28 June 2014, further information is disclosed. The interim financial statements were discussed and approved by the Executive Board. The interim financial statements should be read in conjunction with TNT Express' consolidated financial statements in the 2013 annual report as published on 18 February 2014. The interim financial statements have been prepared in accordance with IAS 34 'Interim financial reporting'.

The significant accounting policies applied in these consolidated interim financial statements are consistent with those applied in TNT Express' consolidated financial statements in the 2013 annual report for the year ended 31 December 2013, except for the following changes in accounting policies and disclosures:

- IFRS 10, '*Consolidated Financial Statements*', builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. TNT Express has adopted IFRS 10 on 1 January 2014. This did not have a material impact on the consolidated financial statements.
- IFRS 11, '*Joint Arrangements*', replaces IAS 31 '*Interests in Joint Ventures*' and deals with how a joint arrangement in which two or more parties have joint control should be classified. Under IFRS 11, joint ventures are required to be accounted for using the equity method of accounting, whereas under IAS 31, jointly controlled entities can be accounted for using the equity method of accounting or proportionate consolidation method. TNT Express has adopted IFRS 11 as of 1 January 2014. The impact is disclosed in the paragraph hereafter.
- IFRS 12, '*Disclosures of Interests in Other Entities*', includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose entities and other off-balance sheet vehicles. TNT Express has adopted IFRS 12 as of 1 January 2014. This did not have a material impact on the consolidated financial statements.

The measure of profit and loss and assets and liabilities is based on the TNT Express Group Accounting Policies, which are compliant with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU).





Date 28 July 2014

### **Adoption IFRS 11**

TNT Express has joint control over the following entities by virtue of a 50% share in the equity shares of such company:

- TNT Swiss Post AG;
- TNT Express Luxembourg SA;
- PNG Air Freight Limited;
- X-Air Services NV/SA.

These investments have been classified as joint venture under IFRS 11 and therefore the equity method of accounting has been used in the consolidated financial statements. Prior to the adoption of IFRS 11, TNT Express' interest was proportionately consolidated.

TNT Express recognised its investment in the joint ventures at the beginning of the earliest period presented (1 January 2013), as the total of the carrying amounts of the assets and liabilities previously proportionately consolidated by the group. This is the deemed cost of the group's investment in the joint venture for applying equity accounting.

The effect of the change to the accounting policy is shown in the following tables. There is no impact on equity, comprehensive income, net result and earnings per share.



Date 28 July 2014

## Consolidated statement of financial position

	31 December 2013 reported	Equity accounting JVs	31 December 2013 restated	1 January 2013 reported	Equity accounting JVs	1 January 2013 restated
<b>Assets</b>						
<b>Non-current assets</b>						
<b>Intangible assets</b>						
Goodwill	1,039	0	1,039	1,340	0	1,340
Other intangible assets	98	0	98	117	0	117
<b>Total</b>	<b>1,137</b>	<b>0</b>	<b>1,137</b>	<b>1,457</b>	<b>0</b>	<b>1,457</b>
<b>Property, plant and equipment</b>						
Land and buildings	448	(1)	447	482	(1)	481
Plant and equipment	163	(2)	161	207	(2)	205
Aircraft	182	0	182	40	0	40
Other	79	0	79	87	(1)	86
Construction in progress	19	0	19	20	0	20
<b>Total</b>	<b>891</b>	<b>(3)</b>	<b>888</b>	<b>836</b>	<b>(4)</b>	<b>832</b>
<b>Financial fixed assets</b>						
Investments in associates and joint ventures	1	15	16	10	19	29
Other loans receivable	3	0	3	3	0	3
Deferred tax assets	198	0	198	243	0	243
Other financial fixed assets	14	(2)	12	15	(1)	14
<b>Total</b>	<b>216</b>	<b>13</b>	<b>229</b>	<b>271</b>	<b>18</b>	<b>289</b>
<b>Pension assets</b>	<b>3</b>	<b>0</b>	<b>3</b>	<b>1</b>	<b>0</b>	<b>1</b>
<b>Total non-current assets</b>	<b>2,247</b>	<b>10</b>	<b>2,257</b>	<b>2,565</b>	<b>14</b>	<b>2,579</b>
<b>Current assets</b>						
Inventory	10	(1)	9	13	(1)	12
Trade accounts receivable	942	(12)	930	1,026	(12)	1,014
Accounts receivable	100	1	101	88	2	90
Income tax receivable	28	0	28	14	0	14
Prepayments and accrued income	123	(3)	120	129	(3)	126
Cash and cash equivalents	700	(4)	696	397	(4)	393
<b>Total current assets</b>	<b>1,903</b>	<b>(19)</b>	<b>1,884</b>	<b>1,667</b>	<b>(18)</b>	<b>1,649</b>
<b>Assets held for disposal</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>235</b>	<b>0</b>	<b>235</b>
<b>Total assets</b>	<b>4,250</b>	<b>(9)</b>	<b>4,241</b>	<b>4,467</b>	<b>(4)</b>	<b>4,463</b>
<b>Liabilities and equity</b>						
<b>Equity</b>						
Equity attributable to the equity holders of the parent	2,413	0	2,413	2,610	0	2,610
Non-controlling interests	7	0	7	7	0	7
<b>Total equity</b>	<b>2,420</b>	<b>0</b>	<b>2,420</b>	<b>2,617</b>	<b>0</b>	<b>2,617</b>
<b>Non-current liabilities</b>						
Deferred tax liabilities	15	0	15	31	0	31
Provisions for pension liabilities	93	0	93	124	0	124
Other provisions	69	(1)	68	106	(1)	105
Long-term debt	176	(1)	175	191	(1)	190
Accrued liabilities	3	0	3	3	0	3
<b>Total non-current liabilities</b>	<b>356</b>	<b>(2)</b>	<b>354</b>	<b>455</b>	<b>(2)</b>	<b>453</b>
<b>Current liabilities</b>						
Trade accounts payable	440	(10)	430	439	(11)	428
Other provisions	121	(1)	120	66	0	66
Other current liabilities	279	13	292	297	17	314
Income tax payable	96	(2)	94	44	(2)	42
Accrued current liabilities	477	(7)	470	504	(6)	498
<b>Total current liabilities</b>	<b>1,413</b>	<b>(7)</b>	<b>1,406</b>	<b>1,350</b>	<b>(2)</b>	<b>1,348</b>
<b>Liabilities related to assets held for disposal</b>	<b>61</b>	<b>0</b>	<b>61</b>	<b>45</b>	<b>0</b>	<b>45</b>
<b>Total liabilities and equity</b>	<b>4,250</b>	<b>(9)</b>	<b>4,241</b>	<b>4,467</b>	<b>(4)</b>	<b>4,463</b>

(in € millions)



Date 28 July 2014

## Consolidated income statement

Year ended at 31 December	2013	accounting	2013
	reported	joint ventures	restated
Net sales	6,516	(74)	6,442
Other operating revenues	177	14	191
<b>Total revenues</b>	<b>6,693</b>	<b>(60)</b>	<b>6,633</b>
<b>Other income/(loss)</b>	<b>208</b>	<b>0</b>	<b>208</b>
Cost of materials	(419)	3	(416)
Work contracted out and other external expenses	(3,597)	20	(3,577)
Salaries and social security contributions	(2,174)	25	(2,149)
Depreciation, amortisation and impairments	(433)	1	(432)
Other operating expenses	(230)	4	(226)
<b>Total operating expenses</b>	<b>(6,853)</b>	<b>53</b>	<b>(6,800)</b>
<b>Operating income</b>	<b>48</b>	<b>(7)</b>	<b>41</b>
Interest and similar income	12	0	12
Interest and similar expenses	(36)	0	(36)
<b>Net financial (expense)/income</b>	<b>(24)</b>	<b>0</b>	<b>(24)</b>
Results from investments in associates and joint ventures	17	5	22
<b>Profit before income taxes</b>	<b>41</b>	<b>(2)</b>	<b>39</b>
Income taxes	(134)	2	(132)
<b>Profit for the period from continuing operations</b>	<b>(93)</b>	<b>0</b>	<b>(93)</b>
<b>Profit/(loss) from discontinued operations</b>	<b>(29)</b>	<b>0</b>	<b>(29)</b>
<b>Profit/(loss) for the period</b>	<b>(122)</b>	<b>0</b>	<b>(122)</b>
Attributable to:			
Non-controlling interests	0	0	0
<b>Equity holders of the parent</b>	<b>(122)</b>	<b>0</b>	<b>(122)</b>
Earnings per ordinary share (in € cents)	(22.4)		(22.4)
Earnings from continuing operations per ordinary share (in € cents) <sup>1</sup>	(17.1)		(17.1)
Earnings from discontinued operations per ordinary share (in € cents) <sup>1</sup>	(5.3)		(5.3)

<sup>1</sup> In 2013 based on an average of 544,171,809 outstanding ordinary shares  
(in € millions, except per share data)

Date 28 July 2014

### Consolidated statement of cash flows

Year ended at 31 December	2013 reported	Equity accounting joint	2013 restated
<b>Profit before income taxes</b>	41	(2)	39
Adjustments for:			
Depreciation, amortisation and impairments	433	(1)	432
Amortisation of financial instruments/derivatives	2		2
Share-based compensation	2		2
Investment income:			0
(Profit)/loss of assets held for disposal	(2)		(2)
Interest and similar income	(12)		(12)
Foreign exchange (gains) and losses	2		2
Interest and similar expenses	34		34
Results from investments in associates and joint ventures	(17)	(5)	(22)
Changes in provisions:			0
Pension liabilities	(7)		(7)
Other provisions	64		64
Changes in working capital:			0
Inventory	1		1
Trade accounts receivable	5	2	7
Accounts receivable	(8)		(8)
Other current assets	(1)		(1)
Trade accounts payable	17		17
Other current liabilities excluding short-term financing and taxes	(40)	(5)	(45)
<b>Cash generated from operations</b>	<b>514</b>	<b>(11)</b>	<b>503</b>
Interest paid	(35)		(35)
Income taxes received/(paid)	(82)	2	(80)
<b>Net cash from/(used in) operating activities</b>	<b>397</b>	<b>(9)</b>	<b>388</b>
Interest received	12		12
Disposal of subsidiaries and joint ventures	61		61
Disposal of associates	27		27
Capital expenditure on intangible assets	(25)		(25)
Capital expenditure on property, plant and equipment	(105)	1	(104)
Proceeds from sale of property, plant and equipment	5		5
Cash from financial instruments/derivatives	(15)		(15)
Other changes in (financial) fixed assets	(1)		(1)
Dividends received	0	8	8
Other	1		1
<b>Net cash from/(used in) investing activities</b>	<b>(40)</b>	<b>9</b>	<b>(31)</b>
Share-based payments	0		0
Financing discontinued operations	(25)		(25)
Proceeds from long-term borrowings	0		0
Repayments of long-term borrowings	(1)		(1)
Proceeds from short-term borrowings	38		38
Repayments of short-term borrowings	(32)		(32)
Repayments of finance leases	(15)		(15)
Dividends paid	(18)		(18)
<b>Net cash from/(used in) financing activities</b>	<b>(53)</b>	<b>0</b>	<b>(53)</b>
<b>Change in cash from continuing operations</b>	<b>304</b>	<b>0</b>	<b>304</b>
Cash flows from discontinued operations			
Net cash from/(used in) operating activities	(28)		(28)
Net cash from/(used in) investing activities	5		5
Net cash from/(used in) financing activities	23		23
<b>Change in cash from discontinued operations</b>	<b>0</b>		<b>0</b>
<b>Total changes in cash</b>	<b>304</b>	<b>0</b>	<b>304</b>

(in € million)

Date 28 July 2014

## AUDITOR'S INVOLVEMENT

The content of this interim financial report has not been audited or reviewed by an external auditor.

## SEGMENT INFORMATION

TNT Express disclosed following reportable segments: Europe Main, Europe Other & Americas, Pacific, Asia Middle East & Africa (AMEA), Brazil Domestic and Unallocated. The operating segments Benelux, France, Germany, Italy, and UK & Ireland have been aggregated into Europe Main. Unallocated consists of Other Networks (TNT Innight and TNT Fashion activities outside the United Kingdom), Central Networks, ICS (Information Communication Services), the TNT Express Head Office and shared service centre activities. Refer also to note 4 in respect of TNT Fashion activities outside the United Kingdom.

Brazil Domestic was reported as a discontinued operation and as an asset held for disposal in 2013. On 30 January 2014, TNT Express announced that it had terminated discussions with potential bidders for the disposal of Brazil Domestic as it was unable to realise a transaction on acceptable terms. As of 2014, Brazil Domestic is no longer reported as a discontinued operation. The activities are managed as a separate business unit within TNT Express. Consequently, the comparative figures 2013 have been re-presented.

TNT Express has adopted IFRS 11 as of 1 January 2014. Consequently, the comparative figures 2013 have also changed as joint ventures are no longer consolidated. This has impacted Europe Main, Europe Other & Americas, Pacific and Unallocated.

The following table presents the segment information relating to the income statement and total assets of the reportable segments for the first six months of 2014 and 2013:

in € millions	Europe Main	Europe Other & Americas	Pacific	AMEA	Brazil Domestic	Unallocated	Inter- company	Total
<b>Q2 2014 ended at 28 June 2014</b>								
Net sales	1,605	550	287	417	145	170		3,174
Inter-company sales	1	1				2	(4)	
Other operating revenues	1	4	1	3	0	87		96
<b>Total operating revenues</b>	<b>1,607</b>	<b>555</b>	<b>288</b>	<b>420</b>	<b>145</b>	<b>259</b>	<b>(4)</b>	<b>3,270</b>
Other income/(loss)	(1)	1			2	10		12
Depreciation/impairment property, plant and equipment	(21)	(7)	(5)	(5)	(10)	(22)		(70)
Amortisation/impairment intangibles	(3)	(1)		(1)	(2)	(11)		(18)
<b>Operating income</b>	<b>20</b>	<b>23</b>	<b>(2)</b>	<b>19</b>	<b>(7)</b>	<b>(28)</b>		<b>25</b>
<b>Total assets</b>	<b>1,421</b>	<b>856</b>	<b>221</b>	<b>596</b>	<b>98</b>	<b>1,037</b>		<b>4,229</b>
<b>Q2 2013 ended at 29 June 2013<sup>1</sup></b>								
Net sales	1,628	553	331	545	151	192		3,400
Inter-company sales	3	1				2	(6)	
Other operating revenues		3		4		81		88
<b>Total operating revenues</b>	<b>1,631</b>	<b>557</b>	<b>331</b>	<b>549</b>	<b>151</b>	<b>275</b>	<b>(6)</b>	<b>3,488</b>
Other income/(loss)		5		(53)		200		152
Depreciation/impairment property, plant and equipment	(22)	(8)	(6)	(7)	(1)	(14)		(58)
Amortisation/impairment intangibles	(241)	(1)		(1)	(1)	(72)		(316)
<b>Operating income</b>	<b>(166)</b>	<b>29</b>	<b>(1)</b>	<b>(40)</b>	<b>(14)</b>	<b>124</b>		<b>(68)</b>
<b>Total assets</b>	<b>1,372</b>	<b>847</b>	<b>223</b>	<b>632</b>	<b>131</b>	<b>1,001</b>		<b>4,206</b>

<sup>1</sup> Restated for IFRS 11

Date 28 July 2014

Consolidated statement of financial position TNT Express N.V. in € millions	28 Jun 2014	31 Dec 2013 <sup>1</sup>
<b>Assets</b>		
<b>Non-current assets</b>		
<b>Intangible assets</b>		
Goodwill	1,039	1,039
Other intangible assets	101	98
<b>Total</b>	<b>1,140</b>	<b>1,137</b>
<b>Property, plant and equipment</b>		
Land and buildings	443	447
Plant and equipment	179	161
Aircraft	171	182
Other	78	79
Construction in progress	26	19
<b>Total</b>	<b>897</b>	<b>888</b>
<b>Financial fixed assets</b>		
Investments in associates and joint ventures	16	16
Other loans receivable	3	3
Deferred tax assets	228	198
Other financial fixed assets	13	12
<b>Total</b>	<b>260</b>	<b>229</b>
<b>Pension assets</b>		
	4	3
<b>Total non-current assets</b>	<b>2,301</b>	<b>2,257</b>
<b>Current assets</b>		
Inventory	11	9
Trade accounts receivable	978	930
Accounts receivable	128	101
Income tax receivable	33	28
Prepayments and accrued income	181	120
Cash and cash equivalents	595	696
<b>Total current assets</b>	<b>1,926</b>	<b>1,884</b>
Assets classified as held for disposal	2	100
<b>Total assets</b>	<b>4,229</b>	<b>4,241</b>
<b>Liabilities and equity</b>		
<b>Equity</b>		
Equity attributable to the equity holders of the parent	2,390	2,413
Non-controlling interests	11	7
<b>Total equity</b>	<b>2,401</b>	<b>2,420</b>
<b>Non-current liabilities</b>		
Deferred tax liabilities	10	15
Provisions for pension liabilities	151	93
Other provisions	89	68
Long-term debt	164	175
Accrued liabilities	4	3
<b>Total non-current liabilities</b>	<b>418</b>	<b>354</b>
<b>Current liabilities</b>		
Trade accounts payable	413	430
Other provisions	149	120
Other current liabilities	286	292
Income tax payable	39	94
Accrued current liabilities	523	470
<b>Total current liabilities</b>	<b>1,410</b>	<b>1,406</b>
Liabilities related to assets classified as held for disposal	0	61
<b>Total liabilities and equity</b>	<b>4,229</b>	<b>4,241</b>

<sup>1</sup> Restated for IFRS 11

Date 28 July 2014

### Consolidated income statement TNT Express N.V.

in € millions	2Q14	2Q13 <sup>1</sup>	1H14	1H13 <sup>1</sup>
Net sales	1,613	1,721	3,174	3,400
Other operating revenues	49	45	96	88
<b>Total revenues</b>	<b>1,662</b>	<b>1,766</b>	<b>3,270</b>	<b>3,488</b>
<b>Other income/(loss)</b>	<b>7</b>	<b>(48)</b>	<b>12</b>	<b>152</b>
Cost of materials	(98)	(112)	(195)	(223)
Work contracted out and other external expenses	(878)	(936)	(1,745)	(1,869)
Salaries and social security contributions	(562)	(563)	(1,079)	(1,124)
Depreciation, amortisation and impairments	(39)	(333)	(88)	(374)
Other operating expenses	(84)	(61)	(150)	(118)
<b>Total operating expenses</b>	<b>(1,661)</b>	<b>(2,005)</b>	<b>(3,257)</b>	<b>(3,708)</b>
<b>Operating income</b>	<b>8</b>	<b>(287)</b>	<b>25</b>	<b>(68)</b>
Interest and similar income	2	3	5	6
Interest and similar expenses	(8)	(8)	(14)	(18)
<b>Net financial (expense)/income</b>	<b>(6)</b>	<b>(5)</b>	<b>(9)</b>	<b>(12)</b>
Results from investments in associates and joint ventures	2	1	4	3
<b>Profit/(loss) before income taxes</b>	<b>4</b>	<b>(291)</b>	<b>20</b>	<b>(77)</b>
Income taxes	(3)	(12)	(19)	(82)
<b>Profit/(loss) for the period</b>	<b>1</b>	<b>(303)</b>	<b>1</b>	<b>(159)</b>
Attributable to:				
Non-controlling interests	5	1	4	1
<b>Equity holders of the parent</b>	<b>(4)</b>	<b>(304)</b>	<b>(3)</b>	<b>(160)</b>
Earnings per ordinary share (in €cents) <sup>2</sup>	(0.7)	(55.9)	(0.6)	(29.4)

<sup>1</sup> Restated for IFRS 11 and Brazil as continuing operation

<sup>2</sup> Based on an average of 545,233,990 of outstanding ordinary shares (2013: 543,569,231) and no diluted ordinary shares

### Consolidated statement of comprehensive income TNT Express N.V.

in € millions	2Q14	2Q13	1H14	1H13
<b>Profit/(loss) for the period</b>	<b>1</b>	<b>(303)</b>	<b>1</b>	<b>(159)</b>
<b>Other comprehensive income that will not be reclassified to the income Statement</b>				
Pensions: Actuarial gains/(losses), before income tax	(47)	(16)	(65)	(16)
Income tax on pensions	12	4	16	4
<b>Other comprehensive income items that are or may be reclassified to the income statement</b>				
Gains/(losses) on cash flow hedges, before income tax	2	4	4	6
Income tax on gains/(losses) on cash flow hedges	0	(1)	(1)	(2)
Currency translation adjustment, before income tax	24	(46)	31	(39)
Income tax on currency translation adjustment	0	0	0	0
<b>Total other comprehensive income</b>	<b>(9)</b>	<b>(55)</b>	<b>(15)</b>	<b>(47)</b>
<b>Total comprehensive income for the period</b>	<b>(8)</b>	<b>(358)</b>	<b>(14)</b>	<b>(206)</b>
Attributable to:				
Non-controlling interests	5	1	4	1
<b>Equity holders of the parent</b>	<b>(13)</b>	<b>(359)</b>	<b>(18)</b>	<b>(207)</b>

Date 28 July 2014

### Consolidated statement of cash flows TNT Express N.V.

in € millions	2Q14	2Q13 <sup>1</sup>	1H14	1H13 <sup>1</sup>
<b>Profit before income taxes</b>	<b>4</b>	<b>(291)</b>	<b>20</b>	<b>(77)</b>
Adjustments for:				
Depreciation, amortisation and impairments	39	333	88	374
Amortisation of financial instruments/derivatives	1	1	1	1
Share-based compensation	2	1	2	1
Investment income:				
(Profit)/loss of assets held for disposal	(1)	53	(3)	53
(Profit)/loss on sale of group companies/joint ventures	(7)		(7)	
Interest and similar income	(2)	(3)	(5)	(6)
Foreign exchange (gains) and losses				1
Interest and similar expenses	8	8	14	17
Results from investments in associates and joint ventures	(2)	(1)	(4)	(3)
Changes in provisions:				
Pension liabilities	(5)		(6)	(2)
Other provisions	33	(3)	20	(3)
Cash from/(used in) financial instruments/derivatives				
Changes in working capital:				
Inventory		(1)		(1)
Trade accounts receivable	(7)	20	(19)	(13)
Accounts receivable	(8)	(7)	(21)	(15)
Other current assets	(4)		(62)	(36)
Trade accounts payable	8	5	(57)	(30)
Other current liabilities excluding short-term financing and taxes	10	(41)	75	(3)
<b>Cash generated from operations</b>	<b>69</b>	<b>74</b>	<b>36</b>	<b>258</b>
Interest paid	(10)	(9)	(13)	(15)
Income taxes received/(paid)	(70)	(42)	(98)	(63)
<b>Net cash from/(used in) operating activities</b>	<b>(11)</b>	<b>23</b>	<b>(75)</b>	<b>180</b>
Interest received	3	3	5	6
Acquisition of subsidiaries and joint ventures			(1)	
Disposal of subsidiaries and joint ventures	39		39	
Capital expenditure on intangible assets	(8)	(8)	(18)	(11)
Disposal of intangible assets	1		2	
Capital expenditure on property, plant and equipment	(29)	(21)	(45)	(37)
Proceeds from sale of property, plant and equipment	2	1	7	3
Cash from financial instruments/derivatives	(1)	(1)	4	(17)
Other changes in (financial) fixed assets	1	(1)	2	
Dividends received	4	7	4	7
Other		1	(1)	1
<b>Net cash from/(used in) investing activities</b>	<b>12</b>	<b>(19)</b>	<b>(2)</b>	<b>(48)</b>
Proceeds from long-term borrowings				
Repayments of long-term borrowings		(1)		(2)
Proceeds from short-term borrowings	21	9	26	10
Repayments of short-term borrowings	(16)	(11)	(34)	(11)
Repayments of finance leases	(6)	(7)	(8)	(8)
Dividends paid	(7)	(11)	(7)	(11)
<b>Net cash from/(used in) financing activities</b>	<b>(8)</b>	<b>(21)</b>	<b>(23)</b>	<b>(22)</b>
<b>Total changes in cash</b>	<b>(7)</b>	<b>(17)</b>	<b>(100)</b>	<b>110</b>

<sup>1</sup> Restated for IFRS 11 and Brazil as continuing operation





Date 28 July 2014

### Consolidated statement of changes in equity TNT Express N.V.

in € millions	Issued share capital	Additional paid in capital	Legal reserves	Other reserves	Retained earnings	Attributable to equity holders of the parent	Non- controlling interests	Total equity
<b>Balance at 31 December 2012</b>	43	2,749	(4)	(92)	(86)	2,610	7	2,617
<b>Total comprehensive income</b>			(35)	(12)	(160)	(207)	1	(206)
Final dividend previous year		(11)				(11)		(11)
Compensation retained earnings		(83)			83			
Legal reserves reclassifications			(7)	7				
Share based payments				1		1		1
Other			(1)	(2)		(3)	1	(2)
<b>Total direct changes in equity</b>		(94)	(8)	6	83	(13)	1	(12)
<b>Balance at 29 June 2013</b>	43	2,655	(47)	(98)	(163)	2,390	9	2,399
<b>Balance at 31 December 2013</b>	44	2,647	(84)	(69)	(125)	2,413	7	2,420
<b>Total comprehensive income</b>			34	(49)	(3)	(18)	4	(14)
Final dividend previous year		(7)				(7)		(7)
Compensation retained earnings		(125)			125			
Legal reserves reclassifications			2	(2)				
Share based payments				2		2		2
<b>Total direct changes in equity</b>		(132)	2		125	(5)		(5)
<b>Balance at 28 June 2014</b>	44	2,515	(48)	(118)	(3)	2,390	11	2,401

## NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### I. INTANGIBLE ASSETS

The movements in the intangible assets are as follows:

in € millions	2014	2013
Balance at 1 January	1,137	1,457
Additions	18	11
Disposals	(2)	0
Amortisation	(18)	(20)
Impairments	0	(296)
Exchange rate differences	2	(7)
Transfers from/(to) assets held for disposal	3	(3)
Balance at end of period 28 June 2014, 29 June 2013)	1,140	1,142

The intangible assets of €1,140m consist of goodwill for an amount of €1,039m and other intangibles for an amount of €101m.

The additions to the intangible assets of €18m (2013: 11) are related to software licence and software development costs.

In 2014, the transfers (to)/from assets held for disposal relate to the re-classification of Brazil as an asset held for disposal and discontinued operations to continuing operations and the classification of the Dutch operations of TNT Fashion Group B.V. to assets held for disposal. Refer to note 4.

In 2013, the transfers to assets held for disposal relate to the classification of Brazil as an asset held for disposal as at 30 March 2013.

### 2. PROPERTY, PLANT AND EQUIPMENT

The movements in property, plant and equipment are as follows:

in € millions	2014	2013
Balance at 1 January	888	832
Capital expenditures in cash	45	29
Capital expenditures in financial leases/other	2	0
Disposals	(2)	(1)
Depreciation	(66)	(58)
Impairment	(4)	0
Exchange rate differences	16	(17)
Transfers from/(to) assets held for disposal	18	(57)
Balance at end of period 28 June 2014, 29 June 2013)	897	728

Total capital expenditures of €47m consist of investments within Europe Main of €14m, Europe Other & Americas of €6m, Pacific of €8m, AMEA of €3m, Brazil Domestic €1m and Unallocated of €15m. The investments mainly relate to sorting machinery, depot, depot equipment and vehicles.

In 2014, the transfers (to)/from assets held for disposal relate to the re-classification of Brazil as an asset held for disposal and discontinued operations to continuing operations and the classification of the Dutch operations of TNT Fashion Group B.V. to assets held for disposal. Refer to note 4.

In 2013, the transfers to assets held for disposal relate to the classification of Brazil as an asset held for disposal as at 30 March 2013.

Date 28 July 2014

### 3. PENSIONS

TNT Express operates a number of post-employment benefit plans around the world. Most of TNT Express' post-employment benefit plans are defined contribution plans. The most significant defined benefit plans in place are in the Netherlands, the United Kingdom, Germany, Australia and Italy.

On the balance sheet, the net pension assets and net pension liabilities of the various defined benefit pension schemes have been presented separately. As at 28 June 2014, the pension asset is €4 million (2013: 3) and the pension liability is €151 million (2013: €93 million). In the first six months the net pension liability increased significantly due to a lower discount rate.

In 2014, fiscal regulations in the Netherlands have changed in respect of pension plans. This will lead to a change in the respective pension plans. Consequently, €3 million was released in the second quarter of 2014.

In 2013, TNT Express, PostNL and the pension fund ('Stichting Pensioenfonds PostNL') agreed to split the pension fund into a pension fund for the participants from PostNL and a separate pension fund for the participants from TNT Express, with effect of 1 January 2014.

### 4. ASSETS CLASSIFIED AS HELD FOR DISPOSAL AND LIABILITIES RELATED TO ASSETS CLASSIFIED AS HELD FOR DISPOSAL

The assets classified as held for disposal amounted to €2 million (2013: €100 million) and are related to vehicles and aircraft of €2 million (2013: 0).

There are no liabilities related to assets classified as held for disposal as at 28 June 2014.

The comparatives as at 31 December 2013 relate to Brazil Domestic.

#### (i) Brazil Domestic

In March 2013, as part of Deliver!, TNT Express announced the commencement of preparations for the sale of its domestic operations in Brazil. The company carried out a comprehensive process to secure the best outcome for shareholders, customers and employees.

On 30 January 2014, TNT Express announced it had terminated discussions with potential bidders. Interest in the business existed, but ultimately offers were determined by management to be unacceptable. As of 2014, Brazil Domestic is no longer reported as a discontinued operation and asset held for disposal. Consequently, amortisation and depreciation has been continued.

The unrecognised depreciation and amortisation in 2013 amounted to €5 million and the unrecognised impairment (relating to vehicles held for disposal) in 2013 amounted to €4 million. This was recognised as a loss in Brazil Domestic in the first quarter 2014.

#### (ii) TNT Fashion Group B.V.

TNT Express announced on 11 March 2014 its intention to sell TNT Fashion Group B.V. as part of its strategy to focus on core express delivery services.

On 16 May 2014, TNT Express has completed the sale of its specialist fashion supply chain business in the Netherlands, TNT Fashion Group B.V. (TNT Fashion), to a consortium of Belspeed and Netlog Group.

Until completion date, the year-to-date revenue for TNT Fashion was €40m and operating income was €1m as included in the consolidated income statement. The profit on sale, subject to finalisation completion

Date 28 July 2014

accounts, as reported in Other Income (within Unallocated) amounts to €7m. The estimated, net cash proceeds of €39m were received in full in the second quarter of 2014.

## 5. EQUITY

Total equity attributable to equity holders of the parent decreased to €2,401m on 28 June 2014 from €2,420m as at 31 December 2013. This decrease of €19m is mainly due to a profit of €4m attributable to non-controlling interest, offset by a dividend paid of €7m and to a negative comprehensive income attributable to equity holders of the parent of €18m, of which €49m relates to actuarial losses (refer to note 3) on pensions (net of taxes) and a loss of €3m attributable to equity holders of the parent partially offset by a profit of €31m due to foreign currency translation results and a €3m gain on cash flow hedges, net of tax.

The Company's authorised share capital amounts to €120m, divided into 750,000,000 ordinary shares with a nominal value of €0.08 each and 750,000,000 Preference shares with a nominal value of €0.08 each.

As at 28 June 2014, the Company's issued share capital amounts to €44m divided into 545,988,781 ordinary shares with a nominal value of €0.08 each.

Additional paid-in capital amounted to €2,515m on 28 June 2014 as a total dividend of €7m was distributed in May 2014 and retained earnings of €125m at 31 December 2013 were compensated out of additional paid-in capital. Refer to appropriation of profit as per the 2013 annual report. The amount of paid-in capital recognised for Dutch dividend withholding tax purposes was €780m.

For administration and compliance purposes, a foundation ('Stichting Bewaarneming Aandelen TNT') legally holds shares under (former) incentive schemes which are beneficially owned by the employees.

## 6. NET CASH

The net cash is specified in the table below:

	28 Jun 2014	31 Dec 2013
in € millions		
Short term debt	36	52
Long term debt	164	175
Total interest bearing debt	200	227
Cash and cash equivalents	(595)	(696)
Net debt/(cash)	(395)	(469)

The net cash position as at 28 June 2014 decreased by €74m compared to 31 December 2013. The decrease reflects the negative change in cash of €100m offset by various non-cash items of €26m.

The negative total changes in cash of €100m is due to net cash used in operating activities of €75m, net cash used in investing activities of €2m and net cash used in financing activities of €23m.

## 7. OTHER PROVISIONS

The other provisions consist of long-term provisions and short-term provisions for employee benefits, restructuring, claims and indemnities and other obligations and risks incurred in the normal course of business. The long-term and short-term provisions as at 28 June 2014 increased by €50m compared to 1 January 2014 as specified hereafter.

Date 28 July 2014

in € millions	2014	2013
Balance at 1 January	188	171
Additions	84	14
Withdrawals/releases	(61)	(15)
Exchange rate differences	5	(4)
Transfers from/(to) liabilities held for disposal	22	(35)
Balance at end of period 28 June 2014, 29 June 2013)	238	131

The additions of €84m relate to claims indemnities (€6m), restructuring (€64m), long-term employment benefits (€4m) and other movements (€10m). The withdrawals/releases of €61m relate to claims indemnities (€10m), restructuring (€38m), long-term employment benefits (€3m) and other movements (€10m).

In 2014, the transfers (to)/from assets held for disposal relate to the re-classification of Brazil as an asset held for disposal and discontinued operations to continuing operations and the classification of the Dutch operations of TNT Fashion Group B.V. to assets held for disposal. Refer to note 4.

In 2013, the transfers to assets held for disposal relate to the classification of Brazil as an asset held for disposal as at 30 March 2013.

## 8. OTHER INCOME

In 2013, other income related to the one-off receipt of the termination fee of €200m from UPS, an amount of €4m relating to the settlement of a claim and miscellaneous items of €1m, partly offset by fair value adjustments of €(53)m relating to Assets held for disposal.

In 2014, other income related to a profit on the sale of TNT Fashion Group B.V. of €7m and other assets held for disposal of €2m and miscellaneous items of €3m.

## 9. TAXES

Effective tax rate	YTD 2014	YTD 2013
Dutch statutory tax rate	25.0%	25.0%
Other statutory tax rates	-1.2%	3.9%
Weighted average statutory tax rate	23.8%	28.9%
Non and partly deductible costs	17.4%	-5.5%
Non and partly deductible impairments		-99.8%
Exempt income	-8.4%	
Other	62.2%	-30.1%
Effective tax rate	95.0%	-106.5%

The tax expense in the first six months of 2014 amounted to €19m (2013: €82m). The effective tax rate was 95.0% (2013: -106.5%).

The mix of income from countries in which TNT Express operates resulted in a weighted average statutory tax rate of 23.8%. Several non-deductible costs adversely affected the effective tax rate by 17.4 percentage points. The exempt income from the sale of the Dutch operations of TNT Fashion Group B.V. positively impacted the effective tax rate by -8.4 percentage points. The line 'other' shows an impact of 62.2 percentage points and includes:

- The net impact of losses for which no deferred tax assets could be recognised due to uncertainty of the recoverability of those assets: 39.5 percentage points;
- The remaining 'other' of 22.7 percentage points consists of several other items and includes local taxes and accounting estimates relating to tax balances.

Date 28 July 2014

## 10. LABOUR FORCE

	28 Jun 2014	31 Dec 2013
<b>Employees</b>		
Europe Main	21,747	22,674
Europe Other & Americas	9,978	10,231
Pacific	4,292	4,338
AMEA	9,008	9,301
Brazil Domestic	6,741	6,908
Unallocated	5,915	6,591
<b>Total</b>	<b>57,681</b>	<b>60,043</b>
<b>Average FTEs</b>	<b>YTD 2014</b>	<b>YTD 2013</b>
Europe Main	20,841	22,295
Europe Other & Americas	9,459	9,841
Pacific	4,712	5,022
AMEA	9,444	15,118
Brazil Domestic	7,166	7,531
Unallocated	6,126	6,030
<b>Total</b>	<b>57,748</b>	<b>65,837</b>

The average number of full time equivalents working in TNT Express during the first six months of 2014 was 57,748, which decreased by 8,089 compared to YTD 2013. This was mainly due to the completion of the sale of China Domestic as at 1 November 2013, the sale of TNT Fashion Group B.V. in the second quarter of 2014, the reduction in FTEs in the United Kingdom due to the discontinuation of a major fashion contract and restructuring in Benelux, Italy and Germany. The increase in Unallocated mainly relates to shared service centre activities in Eastern Europe.

The 2013 figures have been restated for comparative purposes. The presented figures are excluding joint ventures.

## 11. RELATED PARTIES

Purchases of TNT Express from joint ventures amounted to €13m (2013: 14). During the six months of 2014, €0m (2013: 0) sales were made by TNT Express companies to its joint ventures.

As at 28 June 2014, net amounts due to the joint venture entities amounted to €16m (29 June 2013: 13). Net amounts due to associated companies amounted to €0m (29 June 2013: 1).

At 28 June 2014, TNT Express is owned by PostNL N.V. ("PostNL") for approximately 14.8%, as per AFM-register, of TNT Express' outstanding share capital. TNT Express also has trading relationships with a number of PostNL subsidiary companies.

As a result of the demerger, TNT Express and PostNL entered into a relationship agreement which contains certain arrangements in respect of the stake that PostNL retained in TNT Express after the demerger ('the Relationship Agreement'). The Relationship Agreement was updated in February 2013, amongst others to provide for relaxation of certain conditions and restrictions in respect of possible divestment by PostNL of its shareholding, or part thereof, in TNT Express. The Relationship Agreement will terminate if PostNL holds less than 5% of the ordinary shares. Refer to the 2013 annual report as published on 18 February 2014, for more information on the Relationship Agreement.

## **12. CONTINGENT LEGAL LIABILITIES**

### **Foreign investigations**

In the recent past TNT Express has received and responded to information requests from competition authorities and cooperated with investigations in this respect. On 30 June 2014, TNT Express France has received a statement of objections (SO) from the French competition authorities following investigations that started in September 2010. The SO contains details on the scope and content of the allegations pertaining to anti-competitive behaviour in the French market. TNT Express and its legal advisors currently are analysing the SO. Although it cannot be excluded that TNT Express will be fined for a material amount, at this time the amount of a possible loss cannot be reasonably estimated given the early stage of the proceedings.

## **13. SUBSEQUENT EVENTS**

### **Dividend**

The Executive Board of TNT Express has decided, with the approval of the Supervisory Board, to declare an optional pro forma dividend of €0.049 per share. This level represents a pay-out of about 40.4% of normalised net income over the first half of 2014, in line with TNT Express' stated dividend guidelines. The optional pro forma dividend is payable, at the shareholder's election, either wholly in ordinary shares or wholly in cash. The election period is from 29 July 2014 to 19 August 2014, inclusive.

To the extent that the dividend is paid in shares, it will be paid free of withholding tax and it will be sourced from the additional paid-in capital that is recognised for Dutch dividend withholding tax purposes. The cash dividend will be paid out of the remaining additional paid-in capital. The ratio of the value of the stock dividend to that of the cash dividend will be determined on 19 August 2014, after the close of trading on NYSE Euronext by Euronext Amsterdam ('Euronext'), based on the volume weighted average price ('VWAP') of all TNT Express shares traded on Euronext over a three trading day period from 15 to 19 August 2014, inclusive. The value of the stock dividend, based on this VWAP, will, subject to rounding, be targeted at but not lower than 3% above the cash dividend. There will be no trading in the stock dividend rights. The ex-dividend date will be 29 July 2014, the record date 31 July 2014 and the dividend will be payable as from 26 August 2014.

Date 28 July 2014

## EXECUTIVE BOARD COMPLIANCE STATEMENT

In-line with the requirements of the EU Transparency Directive as incorporated in the Dutch Financial Markets Supervision Act (Wet op het financieel toezicht) the Executive Board confirms to the best of its knowledge that:

- The consolidated interim financial statements for the period ended 28 June 2014 give a true and fair view of the assets, liabilities, financial position and profit or loss of TNT Express N. V. and its consolidated companies, and
- The Interim Report of the Executive Board gives a fair review of the information required pursuant to section 5:25d/(8)/(9) of the Dutch Financial Markets Supervision Act (Wet op het financieel toezicht).

*Tex Gunning – Chief Executive Officer  
Maarten de Vries – Chief Financial Officer  
Hoofddorp, 28 July 2014*

## RISKS

TNT Express' management has regularly reviewed the risk profile of the company in the first half of 2014 and will continue to do so throughout the rest of the year. For those risks deemed material, comprehensive mitigation action plans are developed and reviewed by the Executive Board. All business units worldwide and material projects participate in the risk identification process, the outcome of which is reported to the relevant functional management and regular status reports detailing the mitigation actions are provided to the Executive Board to further strengthen the company's risk management processes. The outcome of the risk management process is shared and discussed with the audit committee of the Supervisory Board and with the Supervisory Board.

The Executive Board has reviewed TNT Express' risk profile as at 28 June 2014 and confirms that the risks disclosed in Chapter 4 (Section VI) of the TNT Express 2013 Annual Report remain and continue to require focused and decisive management attention in the second half of 2014.

The updated risk profile can be found at [www.tnt.com/corporate/risks](http://www.tnt.com/corporate/risks).

It should be noted that no matter how good a risk management and control system is, it cannot be assumed to be exhaustive nor can it provide certainty that it will prevent negative developments in TNT Express' business and business environment from occurring or that mitigating actions are fully effective. It is important to note that new risks could be identified that are not known currently.





Date 28 July 2014

---

## FINANCIAL CALENDAR

<b>18 September 2014</b>	Extraordinary Meeting of Shareholders
<b>27 October 2014</b>	Publication 3Q14 results
<b>17 February 2015</b>	Publication 4Q14 results
<b>18 February 2015</b>	Capital Markets Day

Additional information available at [www.tnt.com/corporate](http://www.tnt.com/corporate)

---

## CONTACT INFORMATION

### INVESTOR RELATIONS

Huub Popping  
Phone +31 (0)88 393 9340  
[huub.popping@tnt.com](mailto:huub.popping@tnt.com)

### MEDIA RELATIONS

Cyrille Gibot  
Phone +31 (0)88 393 9390  
Mobile +31 (0)651 133 104  
[cyrille.gibot@tnt.com](mailto:cyrille.gibot@tnt.com)

### PUBLISHED BY TNT Express N.V.

Taurusavenue 111  
2132 LS Hoofddorp  
P.O. Box 13000  
1100 KG Amsterdam

Phone +31 (0)88 393 9000  
Fax +31 (0)88 393 3000  
Email [investorrelations@tnt.com](mailto:investorrelations@tnt.com)

---

## 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.

---