

Company number 01098754

WEDNESDAY



LD1 *L8JCNT9D* 11
13/04/2011
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
OF
TNT EUROPE LIMITED**

(the "**Company**")

Circulated on 12 April 2011 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolutions 1 to 3 are passed as ordinary resolutions and resolution 4 is passed as a special resolution (the "**Resolutions**")

ORDINARY RESOLUTIONS

- 1 **THAT** in accordance with paragraph 42(2)(b) of Schedule 2 to the Act (Commencement No 8, Transitional Provisions and Savings) Order 2008, the authorised share capital clause of the Company be and hereby is removed on and with effect from the passing of this resolution
- 2 **THAT** subject to the passing of resolution 1 and in accordance with paragraph 43 of Schedule 2 to the Act (Commencement No 8 Transitional Provisions and Savings) Order 2008, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) in accordance with section 550 of the Act
- 3 **THAT**, subject to the passing of resolutions 1 and 2 and in accordance with regulation 110 of Table A of the Companies Act 1985 that applies to the Company's articles of association and pursuant to the recommendation of the directors of the Company £9,264,807 98 being the entire amount of the Company's profit and loss reserve be capitalised and that the capitalised sum of £9,264,807 98 be applied to paying up 926,480,798 ordinary shares of £0 01 each in the share capital of the Company to be allotted as fully paid at par value to the sole member of the Company, TNT Holdings (UK) Limited "

SPECIAL RESOLUTION


- 4 **THAT** subject to the passing of resolutions 1, 2 and 3 and in accordance with section 569 of the Act, the rights of pre-emption contained in sections 561 and 562 of the Act shall not apply to the proposed allotment of 926,480,798 ordinary shares of £0 01 each in the capital of the Company to TNT Holdings (UK) Limited

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being the sole shareholder entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions


for and on behalf of
TNT Holdings (UK) Limited


for and on behalf of
TNT Holdings (UK) Limited

Dated: 12 April 2011

Dated: 12 April 2011

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of them. If you agree with all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
- 2 If you do not agree to any of the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.