

Company number: 02604019



**UNLIMITED COMPANY HAVING A SHARE CAPITAL**

**WRITTEN RESOLUTION  
OF**

**TNT NEWCO**  
(the "Company")

Circulated on 24 June 2009 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (the "Resolution"):

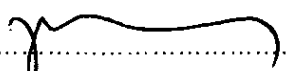
**ORDINARY RESOLUTION**

"**THAT** the written resolution passed by the members of the Company on 8 April 2009 be clarified such that the share capital of the Company be confirmed as a reduction by an aggregate amount of £606,315,959 by (a) cancelling 371,625,724 ordinary shares of £1 each; and (b) cancelling and extinguishing all of the Company's share premium account in the amount of £234,690,235 (the "**Reduction**") and that the sum of 606,315,959 arising from the Reduction be and hereby is credited to the Company's profit and loss account".

**AGREEMENT**


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

The undersigned, persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

  
.....  
for and on behalf of

**TNT Holdings (UK) Limited**

Dated: 24/6 2009

  
.....  
for and on behalf of

**TNT Holdings (UK) Limited**

Dated: 24/06/ 2009

**NOTES**

1. If you agree with the Resolution, 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 the Resolution, 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 Resolution, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolution to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period.

Certified a true copy 22 day of July 2009  
PricewaterhouseCoopers Legal LLP

12b1.6- SR - reduction - amend