

Company number: 2604019

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF**

TNT NEWCO LIMITED

(the "Company")

Circulated on *03 April* 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 a special resolution (the "**Resolution**"):

SPECIAL RESOLUTION

"**THAT** the Company shall apply for re-registration as an unlimited company and that, following such re-registration, the following consequential amendments shall be made to the memorandum and articles of association of the Company:

- 1 the word "limited" be and is hereby deleted from the name of the Company from clause 1 of the memorandum of association of the Company;
- 2 clause 4 of the memorandum of association of the Company be and is hereby deleted;
- 3 the word "limited" be deleted from the name of the Company in the articles of association of the Company; and
- 4 the articles of association attached to this resolution be and hereby are adopted as the company's new articles of association."

AGREEMENT

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

WEDNESDAY

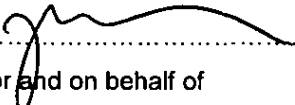


LD1 08/04/2009 59
COMPANIES HOUSE

12a1.25- SR - re-registration


Handwritten signature

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: 3 / 4

2009


.....
for and on behalf of
TNT Holdings (UK) Limited

Dated: 02/04

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.