

Company number 02604019

WEDNESDAY



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COMPANIES HOUSE

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**UNLIMITED COMPANY HAVING A SHARE CAPITAL**

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**WRITTEN RESOLUTIONS  
OF**

**TNT NEWCO**

(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 and 2 are passed as special resolutions and that resolution 3 is passed as an ordinary resolution (the "**Resolutions**")

**SPECIAL RESOLUTIONS**

- 1 **"THAT**, in accordance with article 245 of the Company's articles of association, the Company reduce its issued share capital from £9,444,343, comprising of 9,444,343 ordinary shares of £1 each, to £2, by cancelling and extinguishing 9,444,341 ordinary shares of £1 each in the share capital of the Company (the "**Reduction**") "
- 2 **"THAT** the sum of £9,444,341 arising from the Reduction pursuant to resolution 1 be credited to the profit and loss reserve of the Company "

**ORDINARY RESOLUTION**

- 3 **"THAT**, subject to the Reduction and pursuant to Regulations 102 and 105 of Table A in the Companies (Tables A to F) Regulations 1985 (as amended) which forms part of the articles of association of the Company, and in accordance with the recommendation of the directors of the Company who have considered and confirmed amongst other things that the Company has sufficient profits available for the purpose in accordance with the provisions of Part 23 of the Act, a dividend in specie of £9,444,341, representing part of a receivable owed to the Company by TNT UK Limited, in the amount of £1,144,568 02, in the principal sum of £1,144,565 10 and an investment held by the Company consisting of the entire issued share capital of TNT SPC be and hereby is declared for distribution to TNT Holdings (UK) Limited with effect from the date of this resolution "


## AGREEMENT

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

The undersigned, being the sole member 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

Dated: 12 April 2011

  
for and on behalf of  
TNT HOLDINGS (UK) LIMITED

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