



**Certificate of Approval of a Prospectus  
in accordance with Articles 5:10 and 5:11 of the Netherlands Act on Financial Supervision  
(transposing Articles 17 and 18 of Directive 2003/71/EC)**

**To:**

COMMISSION BANCAIRE, FINANCIERE ET DES ASSURANCES (CBFA) (BELGIUM)  
BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGSAUFSICHT (BaFin) (GERMANY)  
CENTRAL BANK OF IRELAND (IRELAND)  
COMMISSIONE NAZIONALE PER LE SOCIETA E LA BORSA (CONSOB) (ITALY)  
FINANSINSPEKTIONEN (SWEDEN)  
FINANCIAL SERVICES AUTHORITY (FSA) (UNITED KINGDOM)

**From:**

Netherlands Authority for the Financial Markets

We hereby certify that the Prospectus detailed below has been drawn up in accordance with national law transposing Directive 2003/71/EC and was approved by us on April 8, 2011.

**Name of Issuer:**

TNT Express N.V.

**Registered Office/Seat:**

Amsterdam, The Netherlands

**Type of Securities (references to the annexes of Regulation EC 809/2004 according to which the prospectus was drawn up):**

Annexes I and III

First admission to trading of ordinary shares


**Guarantor (if any):**

Not applicable

**Attachments:**

- (1) Prospectus dated April 11, 2011
- (2) Translation of the Summary

Date: April 8, 2011  
Reference: TEOB-MZe-11030086

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