



## Ordinary and Extraordinary General Meeting

30 June 2017

## Neopost SA

Public Company with capital of 34 562 912 euros  
registered office: 42-46 avenue Aristide Briand – 92220 Bagneux  
RCS Nanterre 402 103 907

Neopost's shareholders are convened to an Ordinary and Extraordinary General Meeting on 30 June 2017, at 10 a.m. at 'Capital 8' - 32 rue de Monceau, 75008 Paris, to consider the following agenda:

***In the ordinary form:***

- The reports of the Board of Directors and the Statutory Auditors on the financial year closed on 31 January 2017,
- Approval of the consolidated balance sheets and financial statements,
- Allocation of profit and distribution drawn in from the distributable income and the premium account,
- The Group's management report and the approval of the consolidated accounts,
- The Auditors' special report on the agreements referred to in Article L 225-38 of the French commercial code,
- Determination of the Directors' fees,
- Approval of the principles and criteria for calculating and determining the breakdown between the fixed, variable and exceptional components of total remuneration of all kinds payable to the Chairman and CEO,
- Notice of the payment due or awarded to Mr. Denis Thiery, Chairman and Chief Executive Officer, for the year ending 31 January 2017,
- Ratification of the appointment of a Director: Mrs H el ene Boulet – Supau,
- End of term of office as a director of Mr Cornelius Geber,
- Renewal in advance of the term of office of the Directors: Mr  Eric Courteille and Mr William Hoover Jr,
- Share buy-back programme.

***In the extraordinary form:***

- The Board of Directors' reports,
- The Auditors' special reports,
- Delegation of authority granted to the Board of Directors to issue ordinary shares and securities giving access to the Company's share capital, with the maintenance of the shareholders' preferential subscription right,

- Delegation of authority granted to the Board of Directors to issue ordinary shares, with waiver of the shareholders' right to preferential subscription through public offering,
- Delegation of authority granted to the Board of Directors to issue ordinary shares, with the removal of the preferential subscription right through private placement referred to in Article L.411-2, clause II of the French Monetary and Financial Code,
- Delegation of authority granted to the Board of Directors to issue securities giving access to the Company's share capital, with the removal of the shareholders' right to preferential subscription through public offering,
- Delegation of authority granted to the Board of Directors to issue securities giving access to the Company's share capital, with waiver of the shareholders' right to preferential subscription through private placement referred to in II, Article L.411-2 of the French Monetary and Financial Code,
- Authorisation granted to the Board of Directors to increase the amount of shares issued in the event of oversubscription to ordinary shares or securities giving access to the Company's share capital,
- Delegation of authority granted to the Board of Directors to increase share capital by incorporation of reserves, profits or premiums,
- Delegation granted to the Board of Directors to increase the share capital by the issue of new ordinary shares and securities giving access to the Company's capital in return for contributions in kind within a limit of 10% of the share capital,
- Delegation granted to the Board of Directors to issue ordinary shares and securities giving access to the Company's capital, in the event of a public exchange offer, initiated by the Company,
- Authorisation given to the Board of Directors to proceed with capital increases and disposals reserved for Group employees in application of the provisions of Article L.3332-1 and subsequent sections of the French Labour Code,
- Authorisation to be given to the Board of Directors to proceed with capital increases reserved for financial institutions or for companies specifically created to hold a savings scheme granted to the employees of certain subsidiaries, or foreign branch offices of the Group, equivalent to the Group's French and foreign companies' savings plans in force,
- Authorisation given to the Board of Directors for the allocation of bonus existing shares or shares to be issued,
- Authorisation given to the Board of Directors to cancel shares acquired under the Company's share buy-back programme,
- Delegation of authority granted to the Board of Directors to issue securities giving right to debt securities and will not give rise to a capital increase,
- Powers granted to carry out regulatory formalities.

*Resolutions that are a matter for the ordinary general meeting:*

**FIRST RESOLUTION**

*(Approval of the financial statements)*

The Annual General Meeting, ruling under the quorum and majority required for ordinary general meetings, having acknowledged the management report of the Board of Directors, the report of the Chairman of the Board attached to the management report and the Auditors' reports, approves all parts of the management report and the consolidated financial statements as of 31 January 2017 (income statement, balance sheet and notes), as they were drawn up and presented, as well as the transactions shown in these accounts.

In accordance with Article 223 quater of the French General Tax Code, the Annual General Meeting approves of the total amount of expenses and charges referred to in Article 39-4 of the French General Tax Code non-deductible from taxable profit, which amount to €80,550 for the financial year ending 31 January 2017 as well as of the corresponding tax borne by the Company due to non-deductibility, an amount of €26,847.

**SECOND RESOLUTION**

*(Allocation of profit)*

As a result of the foregoing resolution, the Annual General Meeting, acting under the quorum and majority required for ordinary general meetings, notes that:

retained earnings amount to:	€(30,80)
accrued with the results for the financial year:	€280,059,087.94
resulting in a total amount of distributable cash of:	€280 059 057,14

and decides to allocate this amount as follows:

• Legal reserve	€0
• Payment of an ordinary dividend of €1.70 per share:	€58,573,169.30
Retained earnings after appropriation are:	€221,485,887.84

Taking into account the interim dividend paid at the time of the Annual General Meeting for a total of €0.80 per share, or €27,567,740.00, a balance of €0.90 per share, i.e. €31,005,429 will be paid in cash on 8 August 2017.

For tax purposes, this distribution is eligible for the 40% tax allowance calculated on the whole of its amount as provided for in subsection 2° paragraph 3 of Article 158 of the French General Tax Code.

The total amount of the above distribution was based on the number of shares making up the Company's share capital as of 31 January 2017. The Annual General Meeting decides, in accordance with the provisions of Article L.225-210 of the French Commercial Code, that the amount distributed corresponding to treasury shares at the date of payment shall be allocated to the "retained earnings" account.

The Annual General Meeting authorises the Board of Directors to further delegate as provided by law, to deduct from the "Retained Earnings" or "Premium" or "Conversion Premium" accounts the amounts needed to pay the sums distributed to shares, resulting from (i) the exercise of options to subscribe for or purchase shares and (ii) the transfer of ownership of free shares allocated between 1 February 2017 and the payment date of the distributed amounts.

The Annual General Meeting formally notes that an ordinary dividend of €3.90 per share was paid, i.e. €137,290,345.50 for the financial year 2013, as well as an amount of €3.90 per share, €134,267,957.40 for the financial year 2014, and that an amount of €1.70 per share was paid, €58,489,796.00 for the financial year 2015.

	<b>2013</b>	<b>2014</b>	<b>2015</b>
Number of shares	34,440,318	34,548,003	34,562,912
Par value of a share (€)	1	1	1
Earnings per share (€)	4.78	3.89	3.72
Amount paid per share (€)	3.90	3.90	1.70
Individual shareholders residing in France	Eligible for 40%	Eligible for 40%	Eligible for 40%

### **THIRD RESOLUTION**

*(Approval of the consolidated financial statements)*

The Annual General Meeting, ruling under the quorum and majority required for ordinary general meetings, having acknowledged the management report of the Board of Directors (including the Group management report) and the general report of the Statutory Auditors on the consolidated financial statements, approves all parts of the management report and the annual consolidated financial statements as of 31 January 2017, as they were drawn up and presented, and which show a consolidated net profit (Group share) of 118,218 thousand euros.

#### **FOURTH RESOLUTION**

*(Approval of the agreements referred to in Article L. 225-38 of the French Commercial Code)*

The Annual General Meeting, ruling under the quorum and majority required for ordinary general meetings, having acknowledged the special report of the Statutory Auditors on the agreements referred to in Article L.225-38 of the French Commercial Code and the report of the Board of Directors, approves the terms of this report and each of the agreements referred to therein.

#### **FIFTH RESOLUTION**

*(Determination of the Directors' fees)*

The Annual General Meeting, having acknowledged the report of the Board of Directors, ruling under the quorum and majority required for ordinary general meetings, fixes the maximum aggregate amount of attendance fees allocated to the Board of Directors for the current financial year at 370,000 euros.

#### **SIXTH RESOLUTION**

*(Notice of the remuneration due or awarded to Mr. Denis Thiery, Chairman and Chief Executive Officer, for the year ending 31 January 2017)*

The Annual General Meeting consulted pursuant to the recommendation in paragraph 26 of the French Code of Corporate Governance for AFEP-MEDEF listed companies of November 2016, which is the reference code for the Company as under Article L.225-37 of the French Commercial Code, ruling under the quorum and majority required for ordinary general meetings:

- having considered the elements of remuneration due or awarded to Mr. Denis Thiery in his capacity as Chairman and Chief Executive Officer, for the financial year ending 31 January 2017, as appears in the 2016 Registration Document, Section "Remuneration of Managers and Directors – the Chairman and Chief Executive Officer", page [●], and in the report of the Board of Directors to the Annual General Meeting.
- issues a favourable opinion on the elements of remuneration due or awarded to Mr. Denis Thiery, Chairman and Chief Executive Officer for the financial year ending 31 January 2017.

#### **SEVENTH RESOLUTION**

*(Remuneration of Denis Thiery, Chairman and Chief Executive Officer: Approval of the principles and criteria for calculating and determining the breakdown between the fixed, variable and exceptional components of total remuneration of all kinds payable to the Chairman and Chief Executive Officer).*

Having read the report provided for in Article L.225-37-2 of the French Commercial Code, the General Meeting, ruling under the conditions for a quorum and majority required for ordinary general meetings, approves the principles and criteria for calculating and determining the breakdown between the fixed, variable and exceptional components of total remuneration of all kinds payable to Denis Thiery, Chairman and Chief Executive Officer in respect of his corporate office.

## **EIGHTH RESOLUTION**

*(Ratification of the co-opting of Mrs H el ene Boulet–Supau as a director)*

The general meeting rules accordingly to the quorum and majority required for general meetings. Further to the Board of Directors' report, resolves to ratify the co-opting of Mrs H el ene Boulet–Supau as a director, which was approved on a temporary basis by the Board of Directors in its 27 March 2017 meeting, for the remainder of the term of office of her predecessor, Mrs Isabelle Simon, which has resigned, i.e. until the ordinary general meeting convened to approve the financial statements for the year ending 31 January 2018.

## **NINTH RESOLUTION**

*(End of term of office of Mr. Cornelius Geber)*

The Annual General Meeting ruling under the quorum and majority required for ordinary general meetings, noting that the term of office of Mr. Cornelius Geber was to expire at the end of the meeting, and that the latter hasn't ask for a renewal, decides not to renew his term of office.

## **TENTH RESOLUTION**

*(Renewal in advance of the term of office of Mr.  ric Courteille)*

The Annual General Meeting, having acknowledged the report of the Board of Directors, decides to renew in advance the term of office of Mr.  ric Courteille for a three-year period, i.e. until the ordinary general meeting convened to approve the financial statements for the year ending 31 January 2020.

## **ELEVENTH RESOLUTION**

*(Renewal in advance of the term of office of Mr. William Hoover Jr)*

The Annual General Meeting, having acknowledged the report of the Board of Directors, decides to renew in advance the term of office of Mr. William Hoover Jr for a three-year period, i.e. until the ordinary general meeting convened to approve the financial statements for the year ending 31 January 2020.

## **TWELFTH RESOLUTION**

*(Share buyback program)*

The General Meeting ruling under the conditions for a quorum and majority required for ordinary general meetings, having acknowledged the special report of the Board of Directors on the share buyback program, authorizes the Board of Directors, with the option to sub-delegate, in accordance with Articles L.225-209 and following of the French Commercial Code and with European Regulation 596/2014, to proceed, directly or indirectly, on one or more occasions which it shall decide, to buy back shares up to a maximum of 10% of the total number of shares making up the share capital on the date in question.

The Annual General Meeting decides that this authorization may serve the following purposes:

- to cancel the securities purchased under the buyback program, in whole or in part, as part of the Company's financial policy, subject to the approval of the twenty-fifth resolution,
- to comply with the obligations to deliver the shares on the issue of shares or securities giving access immediately or in the future to the Company's capital,
- to cover (a) the Company's stock option programs for its employees and the Group's corporate officers, (b) free share grants to Group employees and corporate officers, (c) the award or transfer of shares to Group employees under profit-sharing plans, employee shareholding plans, company savings plans or any other legal arrangements,
- the issuing of shares as payment or exchange, particularly within the context of external growth transactions, within a limit of 5% of the share capital,
- for share liquidity and market-making, under a liquidity contract in keeping with the professional code of ethics authorized by the AMF (Autorité des Marchés Financiers, French Financial Markets' Authority) granted to an independent investment service provider.
- and, in general, to carry out transactions for any other purpose authorized by the laws and regulations in force, or any other market practice that is or may become authorized by the market authorities, subject to notification of the shareholders by means of a press release.

The maximum purchase price may not exceed €60 (sixty euro), excluding acquisition costs, or the counter-value of this amount on the same date in any other currency. On this basis, and based on the current amount of the share capital, €207,377,460 is the maximum allocated to the share buyback program, equivalent to 3,456,291 shares.

The share purchase price will be adjusted by the Board of Directors in the event of capital transactions, notably a stock split or consolidation, or as part of a stock option plan or transfers or grants of shares to employees, in accordance with current regulations. In the event of a capital increase by incorporation of reserves and the award of free shares, the above-mentioned amounts will be adjusted by applying a multiplier equal to the ratio between the number of shares outstanding before and after the operation.

The acquisition, sale, transfer, or exchange of these shares can be made by any means on- or off-market, including block transactions or the use of derivatives, particularly through the purchase of stock options in accordance with current regulations. There is no limit on the portion of the buyback program that can be carried out via block transactions.

These operations can be transacted at any time in accordance with the current regulations, except during public offer periods.

The Annual General Meeting grants all powers to the Board of Directors, with the option to sub-delegate, to carry out these transactions, to decide the terms and conditions, to place out all stock exchange orders, to sign all purchase, sale or transfer agreements, to conclude all agreements, to implement any adjustments required, to file all declarations, and to perform the necessary formalities.



This authorization is granted for a period of 18 months as of the date of this Meeting. This authorization cancels the previous authorization granted to the Board of Directors by the Ordinary General Meetings on July 1<sup>st</sup>, 2016 in its eighteenth resolution.

## *Resolutions that are a matter for the Extraordinary General Meeting:*

### **THIRTEENTH RESOLUTION**

*(Delegation of authority granted to the Board of Directors to issue ordinary shares and securities giving access to the Company's share capital, with the maintenance of the shareholders' preferential subscription right).*

The Annual General Meeting ruling under the quorum and majority required for extraordinary general meetings, having acknowledged the report of the Board of Directors and the Auditors' special report, and ruling in accordance with the provisions of Articles L. 225-129-2 and L. 228-92 of the French Commercial Code:

- Delegates to the Board of Directors the authority to decide on one or several share capital increases through the issuing in France and/or abroad of ordinary shares and any securities giving access by any means either immediately or in the future to the Company's common shares, the securities other than shares can also be quoted in foreign currency or in any monetary unit determined by reference to several currencies;
- Decides that the total amount of capital increases that may occur immediately or in the future cannot be higher than 15,000,000 euros in nominal value, not including adjustments that can be made in accordance with the law, an amount to which will be added, if need be, the supplementary amount of shares to be issued in order to safeguard, in accordance with the law, the right of security holders to own shares. It is stipulated that the maximum amount of capital increases that can be carried out under this delegation of authority is in common with the 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions and that the total nominal amount of the capital increases made within the framework of these resolutions will be charged to this overall maximum limit;
- Decides that the securities that give access to ordinary corporate shares issued in this way can consist in debt securities or be attached to the issuing of such securities, or allow the issuing of such securities as intermediate securities – they can therefore appear as subordinated securities or not, with a set time-limit or not. The debt securities giving access to ordinary corporate shares can go together with a fixed interest rate and/or variable rate, or with a capitalisation and they can be reimbursed with or without an option or an amortization. The securities can also be bought back on the stock market, or be bought back or exchanged by the Company. The maximum nominal amount of such issuances cannot exceed 500,000,000 euros on the date of the decision to issue or their exchange value, in the event of issuance in a foreign currency or in a monetary unit used as a reference for several currencies. It is specified that this maximum amount of 500,000,000 euros is in common with the 16<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions, but is independent and separate from the amount of securities issued based on the 26<sup>th</sup> resolution. It is also separate and distinct from the amount of bonds whose issuing maybe decided on or authorised by the Board of Directors pursuant to Article L. 228-40 of the French Commercial Code. This amount does not include the reimbursement options that may be stipulated;
- Decides that shareholders have, in proportion to the amount of their shares, a preferential subscription right to securities that are issued under this resolution. The

Board of Directors can also allow the shareholders to apply on a reducible basis for a higher number of securities than the number of new securities they may apply for on an irreducible basis, in proportion to their subscription rights and within the limit of their requests. If the irreducible subscriptions and, if such be the case, the reducible subscriptions have not absorbed all the securities issued, the Board of Directors can choose either to limit the issuance to the amount of subscriptions received, provided that this amounts to at least three quarters of the issuance decided on, or allocate at its discretion the unsubscribed securities, and/or offer them to the public.

The Annual General Meeting acknowledges that this delegation shall automatically act as a waiver by the shareholders of their preferential subscription right to ordinary corporate shares to which the securities issued based on this delegation may give the right, for the benefit of the holders of securities issued under this delegation giving a right of access to the Company's share capital;

- Decides that the Board of Directors shall have all the necessary powers – with the ability to sub-delegate – to implement this resolution, to fix the conditions of issuance, subscription and paying up, to note the completion of the resulting capital increases, to proceed, if need be, to any adjustment to take the incidence of the operation on the Company's share capital into account and to set the terms & conditions according to which the rights of holders of securities giving access to the Company's share capital will be protected in accordance with the applicable legal, statutory or contractual provisions, to carry out the correlative amendment of the Articles of Association and allow the possible charging of costs to the issue premium and, in general, do everything necessary;
- Acknowledges that this delegation of authority ends with an immediate effect all the previous delegations having the same purpose. It especially cancels and replaces, up to the unused amounts, the delegation granted by the Annual General Meeting of 1 July 2016 in its 19<sup>th</sup> resolution.

The Board of Directors cannot use this delegation of authority during any period of public takeover bidding or offer of exchange relating to the Company's stock except if it has been granted the right to do so beforehand by the Annual General Meeting in order to look for other offers.

This delegation is valid for 26 months as from the day of this Annual General Meeting.

#### **FOURTEENTH RESOLUTION**

*(Delegation of authority granted to the Board of Directors to issue ordinary shares, with the deletion of the shareholder's preferential subscription right by public bidding).*

The Annual General Meeting ruling under the quorum and majority required for extraordinary general meetings, having acknowledged the report of the Board of Directors and the Auditors' special report, and ruling in accordance with the provisions of Articles L. 225-129-2, L.225-136 and L. 228-92 of the French Commercial Code:

- Delegates to the Board of Directors the authority to decide on one or more corporate capital increases, without preferential subscription right, through the issuing in France and/or abroad of ordinary shares;
- Decides that the total amount of increases in capital that may occur in virtue of this delegation cannot be higher than 3,400,000 euros in nominal value, not including adjustments that can be made in accordance with the law, an amount to which will be added, if need be, the supplementary amount of shares to be issued in order to safeguard, in accordance with the law, the right of security holders to own shares. It is also stipulated that the maximum amount of increases in capital that can be carried out under this delegation of authority:
  - added to those that may result from the delegations of authority provided for in the 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions, amounts to 3,400,000 euros in nominal value and that the total nominal amount of capital increases for these resolutions will be charged to this overall maximum limit; and,
  - added to those that may result from the delegations of authority provided for in the 13<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions, amounts to 15,000,000 euros in nominal value and that the total nominal amount of the capital increases for these resolutions will be charged to this overall maximum limit;
- Decides to offer these ordinary shares via an offer to the public in the maximum legal conditions and limits provided for by the laws and regulations, it being understood that the Board of Directors will be able to set up for the holders of ordinary shares a right of priority. This right will be irreducible and, if need be, reducible – on all or part of the issuance, within the time limit and under the conditions that the Board of Directors shall fix in accordance with the legal provisions and regulations and that it will have to implement in proportion to the number of ordinary shares owned by each ordinary shareholder. This right of priority cannot give rise to the creation of negotiable rights;
- Decides that if the subscriptions have not absorbed all the ordinary shares issued, the Board of Directors may choose to limit the issuance to the amount of subscriptions received, provided that this amounts to at least three quarters of the issuance decided on, or allocate at its discretion the unsubscribed securities, and/or offer them to the public;
- Decides that the issue price of ordinary shares to be issued under this resolution shall be at least equal to the minimum level authorised by the current rules and regulations.
- Decides to abolish the preferential subscription right of shareholders to ordinary corporate shares that may be issued on the basis of this delegation of authority;
- Decides that the Board of Directors shall have the necessary powers, with the possibility to sub-delegate, to implement this resolution, and:

- To determine the nature and investment conditions of ordinary shares that may be issued under this resolution;
- To determine the characteristics, amounts and terms & conditions of any issuance and the issued securities, i.e. the category of the securities issued and to set their subscription price - with or without an option - according to the information included in its report, along with the terms & conditions for paying up, and their due date that may be retroactive;
- To take all the necessary measures to protect the rights of the holders of securities or of any other rights giving access to the Company's capital all in accordance with the legal and statutory provisions and, if such be the case, with the contractual stipulations providing for other cases of adjustment; If need be, to deal with all the charges relating to issue premium(s) and in particular the costs arising from the issuance, to charge the costs for the increase in capital to the amount of related options and to deduct from this amount the sums necessary to pay money into the legal reserve and in general do everything necessary;
- To draw up any agreement, especially for the successful conclusion of any issuance, to carry out on one or several occasions, in the proportion and at the periods of its choice, in France and/or maybe abroad, and/or on the global marketplace, the above-mentioned issuances, and to postpone them if need be;
- To note the achievement of increases in capital resulting from this resolution, and to carry out the correlative amendment to the Articles of Association, to deal as well with all the necessary formalities and declarations, and demand all the authorisations which may prove to be necessary for the successful completion of these issuances;
- To acknowledge that this delegation of authority ends, with an immediate effect, all the previous delegations having the same purpose. It especially cancels and replaces, up to the unused amounts, the delegation granted by the Annual General Meeting of 1<sup>st</sup> July 2016 in its 20<sup>th</sup> resolution.

The Board of Directors cannot use this delegation of authority during any period of public takeover bidding or offer of exchange relating to the Company's stock except if it has been granted the right to do so beforehand by the Annual General Meeting in order to look for other offers.

This delegation is valid for 26 months as from the day of this Annual General Meeting.

## **FIFTEENTH RESOLUTION**

*(Delegation of authority granted to the Board of Directors to issue ordinary shares, with the deletion of the shareholders' preferential subscription right by private placement referred to in Article L.411-2, clause II of the French Monetary and Financial Code).*

The Annual General Meeting ruling under the quorum and majority required for extraordinary general meetings, having acknowledged the report of the Board of Directors and the Auditors' special report, and ruling in accordance with the provisions of Articles L.225-129-2, L.225-135, L.225-136 and L.228-92 of the French Commercial Code:

- Delegates to the Board of Directors the authority to decide on one or more increases in capital, without preferential subscription right, through the issuing in France and/or abroad of ordinary shares;
- Decides that the total amount of increases in capital that may be achieved under this delegation cannot be higher than 3,400,000 euros in nominal value, not including adjustments that can be made in accordance with the law, an amount to which will be added, if need be, the supplementary amount of shares to be issued in order to safeguard, in accordance with the law, the right of security holders to own shares. Besides, it is stipulated that the maximum amount of increases in capital that can be carried out under this delegation of authority:
  - added to those that may result from the delegations of authority provided for in the 14<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions, amounts to 3,400,000 euros in nominal value and that the total nominal amount of capital increases for these resolutions will be charged to this overall maximum limit; and,
  - added to those that may result from the delegations of authority provided for in the 13<sup>th</sup>, 14<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions, amounts to 15,000,000 euros in nominal value and that the total nominal amount of the capital increases for these resolutions will be charged to this overall maximum limit;
- Decides to offer these ordinary shares via an offer to the public referred to in Article L.411-2, clause II of the French Monetary and Financial Code under the maximum legal conditions and limits provided for by the laws and regulations, it being understood that the Board of Directors will be able to set up for the holders of ordinary shares a right of priority. This right will be irreducible and, if need be, reducible – on all or part of the issuance, within the time limit and under the conditions that the Board of Directors shall fix in accordance with the legal provisions and regulations and that it will have to implement in proportion to the number of ordinary shares owned by each ordinary shareholder. This right of priority cannot give rise to the creation of negotiable rights;
- Decides that if the subscriptions have not absorbed all the ordinary shares issued, the Board of Directors may choose to limit the issuance to the amount of subscriptions received, provided that this amounts to at least three quarters of the issuance decided on, or allocate at its discretion the unsubscribed securities, and/or offer them to the public;
- Decides that the issue price of ordinary shares to be issued under this resolution shall be at least equal to the minimum level authorised by the current rules and regulations;
- Decides to abolish the preferential subscription right of shareholders to ordinary corporate shares that may be issued on the basis of this delegation of authority;
- Decides that the Board of Directors shall have the necessary powers, with the possibility to sub-delegate, to implement this resolution, and in particular:
  - To determine the nature and investment conditions for ordinary shares that may be issued under this resolution;
  - To determine the characteristics, amounts and terms & conditions of any issuance, as well as the issued securities, i.e. the category of securities issued, and to set their subscription price - with or without an option - according to the information

included in its report, along with the terms & conditions for paying up and the due date for their subscription, which may be retroactive;

- To take all the necessary measures to protect the rights of the holders of securities or of any other rights giving access to the Company's capital all in accordance with the legal and statutory provisions and, if such be the case, with the contractual stipulations providing for other cases of adjustment;
- If need be, to deal with all charges relating to issue premium(s) and in particular the costs arising from the issuance, to charge the costs of capital increase to the premium amounts pertaining thereto, and to deduct from this amount the sums necessary for the legal reserve, and generally to take any necessary measures;
- To draw up any agreement, especially for the purpose of ensuring proper execution of any issuance, to execute on one or several occasions, in the proportion and at the periods of its choosing, in France and/or abroad and/or in the global marketplace if necessary, the above-mentioned issuances, and to postpone them if need be;
- To note the execution of capital increases resulting from this resolution and to amend the Articles of Association accordingly, and also to deal with all the necessary formalities and declarations, and to request all authorisations necessary for the execution and successful completion of these issuances;
- To acknowledge that this delegation of authority supersedes with immediate effect all previous delegations having the same purpose, in particular cancelling and replacing, up to the unused amounts, the delegation granted through the 21<sup>st</sup> resolution of the Annual General Meeting of 1st July 2016.

The Board of Directors may not use this delegation of authority during any period of public takeover bidding or public exchange offer relating to the Company's stock except if it has been granted the right to do so beforehand by the Annual General Meeting in order to look for other offers.

This delegation is valid for 26 months as from the day of this Annual General Meeting.

## **SIXTEENTH RESOLUTION**

*(Delegation of authority granted to the Board of Directors to issue securities giving access to the Company's share capital, with the removal of the shareholders' preferential subscription right through offer to the public).*

The Annual General Meeting, ruling under the quorum and majority required for extraordinary general meetings, having acknowledged the report of the Board of Directors and the Auditors' special report, and ruling in accordance with the provisions of Articles L.225-129-2, L.225-135, L.225-136 and L.228-92 of the French Commercial Code:

- Delegates to the Board of Directors the authority to decide on one or more increases in the Company's share capital, without preferential subscription right, through the issuing in France and/or abroad of securities giving access to the Company's share capital which may be denominated in foreign currency or in any monetary unit determined by reference to several currencies;
- Decides that the securities that give access to the Company's ordinary shares issued in this way may notably include debt securities or be attached to the issuing of such securities, or even allow the issuing of such securities as intermediate securities – they

may therefore take, or not take, the form of subordinated securities, with or without a fixed duration. The debt securities giving access to the Company's ordinary shares may be coupled with interest at a fixed and/or variable rate, including capitalization thereof, and may be redeemable with or without a premium, or subject to amortization. The securities may also be subject to repurchase on the stock market, or to an offer from the Company to purchase or exchange;

- Decides that the total amount of increases in capital that may be executed under this delegation may not exceed 3,400,000 euros in nominal value, not including adjustments that may be made in accordance with the law, an amount to which, if need be, the supplementary amount of shares to be issued in order to safeguard, in accordance with the law, the right of security holders to own shares will be added. It is stipulated that the maximum amount of increases in capital that may be carried out under this delegation of authority:
  - added to those that may result from the delegations of authority provided for in the 14<sup>th</sup>, 15<sup>th</sup>, 17<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions, amounts to 3,400,000 euros in nominal value and that the total nominal amount of capital increases for these resolutions will be attributed to this overall maximum limit; and,
  - added to those that may result from the delegations of authority provided for in the 13<sup>th</sup>, 14<sup>th</sup>, 15<sup>th</sup>, 17<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions, amounts to 15,000,000 euros in nominal value and that the total nominal amount of the capital increases executed on the basis of these resolutions will be attributed to this overall maximum limit;
- Decides that the maximum nominal value of the issue(s) of securities giving access to the Company's share capital may not exceed 350,000,000 euros on the date of the decision to issue or the equivalent value thereof, in the event of issuance in foreign currency or in a monetary unit used as a reference for several currencies. It is also specified that the maximum amount of security issues giving access to the Company that may be made under this delegation:
  - added to the issues of securities giving access to the Company's share capital that may result from the delegations of authority provided for in the 17<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions, amounts to 350,000,000 euros in nominal value and that the total nominal amount of the issuances executed on the basis of these resolutions will be attributed to this overall maximum limit; and,
  - added to the issues of securities giving access to the Company's share capital that may result from the delegations of authority provided for in the 13<sup>th</sup>, 17<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions, amounts to 500,000,000 euros in nominal value and that the total nominal amount of the issuances executed on the basis of these resolutions will be charged to this overall maximum limit, but that
  - it is, moreover, independent and separate from the amount of securities issued based on the 26<sup>th</sup> resolution, and from the amount of bonds whose issuing may be decided on or authorised by the Board of Directors pursuant to Article L. 228-40 of the French Commercial Code. This amount does not include any potential redemption premiums that may be stipulated;
- Decides to remove the shareholders' preferential right to subscription of securities giving access to the Company's share capital to be issued under this delegation and to offer securities giving access to the Company's share capital via public offer in accordance with the conditions and maximum legal limits provided for by the laws and

regulations, it being understood that the Board of Directors may also set up an irreducible and, if need be, reducible right of priority for the ordinary shareholders, on all or part of the issuance, within the time limit and under the conditions that it shall set in accordance with the legal and statutory provisions and that must be exercised in proportion to the number of ordinary shares owned by each ordinary shareholder. This right of priority may not give rise to the creation of negotiable rights;

- Decides that if the subscriptions have not absorbed all the issued securities giving access to the Company's share capital, the Board of Directors may choose either to limit the issuance to the amount of subscriptions received, provided that this represents at least three quarters of the issuance decided on, or allocate the unsubscribed securities at its discretion and/or offer them to the public;
- Decides that issue price of the securities giving access to the Company's share capital that are to be issued under this resolution shall be at least equal to the minimum level authorised under current legislation.
- Acknowledges that this delegation shall automatically act as a waiver by the shareholders of their preferential right, which may be given by any securities giving access to the Company's capital that are issued on the basis of this delegation, to subscription of ordinary shares in the Company, for the benefit of the holders of securities that give access to the Company's share capital and are issued on the basis of this delegation;
- Decides that the Board of Directors shall have all the necessary powers – with the ability to sub-delegate – to implement this resolution, and in particular:
  - To determine the investment conditions for securities giving access to the Company's share capital that may be issued under this resolution;
  - To determine the characteristics, the amount, and the terms & conditions of any issuance and of the securities giving access to the Company's share capital, particularly their duration and their return and, taking into consideration the information contained in its report, to set their subscription price, with or without a premium, the terms & conditions for their paying-up, the terms & conditions according to which the securities giving access to the Company's share capital issued on the basis of this resolution shall give access to ordinary shares in the Company, the conditions of their repurchase on the Stock Exchange, and their possible cancellation as well as the possibility of suspension of the exercising of attribution rights to ordinary shares attached to the securities to be issued giving access to the Company's share capital;
  - To take all the necessary measures to protect the rights of the holders of securities or of any other rights giving access to the share capital in accordance with the legal and statutory provisions and, if applicable, with the contractual stipulations providing for other adjustment options;
  - If necessary, to deal with all the charges relating to issue premium(s) and in particular those related to the costs involved in issuing, to charge the costs for capital increase to the premium amounts pertaining thereto, and to deduct from this amount the sums necessary for the legal reserve, and general take any necessary measures;

- To draw up any agreement, especially for the purpose of ensuring the proper execution of any issue, to execute on one or several occasions, in the proportion and at the times it deems suitable, in France and/or, if need be, abroad and/or on the global marketplace, the above-mentioned issuances, and to postpone them if need be;
- To note the execution of capital increases resulting from this resolution, and to amend the Articles of Association accordingly, and also to deal with all the formalities and declarations and demand all authorizations necessary for the execution and successful completion of these issuances;
  - To acknowledge that this delegation of authority supersedes, with an immediate effect, all the previous delegations having the same purpose, in particular cancelling and replacing, up to the unused amounts, the delegation granted through the 20<sup>th</sup> resolution of the Annual General Meeting of 1<sup>st</sup> July 2016.

The Board of Directors may not use this delegation of authority during any period of public takeover bidding or public exchange offer relating to the Company's stock unless it has been granted the right to do so beforehand by the Annual General Meeting in order to look for other offers.

This delegation is valid for 26 months as from the day of this Annual General Meeting.

## **SEVENTEENTH RESOLUTION**

*(Delegation of authority granted to the Board of Directors to issue securities giving access to the Company's share capital, with the removal of the shareholders' right to preferential subscription through private placement referred to in II, Article L.411-2 of the French Monetary and Financial Code).*

The Annual General Meeting, ruling under the quorum and majority required for extraordinary general meetings, having acknowledged the report of the Board of Directors and the Auditors' special report, and ruling in accordance with the provisions of Articles L.225-129-2, L.225-135, L.225-136 and L.228-92 of the French Commercial Code:

- Delegates to the Board of Directors the authority to decide on one or more increases in the Company's share capital, without preferential subscription right, through the issuing in France and/or abroad of securities giving access to the Company's share capital which may be denominated in foreign currency or in any monetary unit determined by reference to several currencies;
- Decides that the securities thus issued, giving access to the Company's ordinary shares, may notably include debt securities or be attached to the issue of such securities, or may even allow the securities to be issued as intermediate securities; they may therefore take, or not take, the form of subordinated securities, with or without a fixed duration. The debt securities giving access to the Company's ordinary shares may be coupled with interest at a fixed and/or variable rate, including capitalization thereof, and may be redeemable with or without a premium, or subject to amortization. The securities may also be subject to repurchase on the stock market, or to an offer from the Company to purchase or exchange;

- Decides that the total value of the increases in capital that may be executed under this delegation may not exceed 3,400,000 euros in nominal value, not including adjustments that may be made in accordance with the law, an amount to which, if need be, the supplementary amount of shares to be issued in order to safeguard, in accordance with the law, the right of security holders to own shares will be added. It is stipulated that the maximum amount of increases in capital that can be carried out under this delegation of authority:
  - added to those that may result from the delegations of authority provided for in the 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions, amounts to 3,400,000 euros in nominal value and that the total nominal amount of capital increases for these resolutions will be attributed to this overall maximum limit; and,
  - added to those that may result from the delegations of authority provided for in the 13<sup>th</sup>, 14<sup>th</sup>, 15<sup>th</sup>, 17<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions, amounts to 15,000,000 euros in nominal value and that the total nominal amount of the capital increases executed on the basis of these resolutions will be attributed to this overall maximum limit;
- Decides that the maximum nominal value of the issue(s) of securities giving access to the Company's share capital may not exceed 350,000,000 euros on the date of the decision to issue, or the equivalent value thereof, in the event of issuance in foreign currency or monetary unit used as a reference for several currencies. It is also specified that the maximum amount of security issues giving access to the Company's share capital that may be made under this delegation:
  - added to the issues of securities giving access to the Company's share capital that may result from the delegations of authority provided for in the 16<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions, amounts to 350,000,000 euros in nominal value and that the total nominal amount of the issuances executed on the basis of these resolutions will be attributed to this overall maximum limit; and,
  - added to the issues of securities giving access to the Company's share capital that may result from the delegations of authority provided for in the 13<sup>th</sup>, 16<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions, amounts to 500,000,000 euros in nominal value and that the total nominal amount of the issuances executed on the basis of these resolutions will be attributed to this overall maximum limit, but that it is, moreover, independent and separate from the amount of securities issued based on the 27<sup>th</sup> resolution, and from the amount of bonds whose issuing may be decided on or authorised by the Board of Directors pursuant to Article L. 228-40 of the French Commercial Code. This amount does not include the reimbursement premiums that may be stipulated;
- Decides to remove the shareholders' preferential right to subscription of securities giving access to the Company's share capital to be issued under this delegation and to offer securities giving access to the Company's share capital within the context of an offer referred to in Article L.411-2 clause II of the French Monetary and Financial Code in accordance with the conditions and maximum legal limits provided for by the laws and regulations, it being understood that the Board of Directors may also set up an irreducible and, if need be, reducible right of priority for the ordinary shareholders on all or part of the issuance, within the time limit and under the conditions that it shall set in accordance with the legal and statutory provisions and must be exercised in proportion to the number of ordinary shares owned by each ordinary shareholder. This right of priority may not give rise to the creation of negotiable rights;

- Decides that if the subscriptions have not absorbed all the issued securities giving access to the Company's share capital, the Board of Directors may choose either to limit the issuance to the amount of subscriptions received, provided that this represents at least three quarters of the issuance decided on, or allocate the unsubscribed securities at its discretion and/or offer them to the public;
- Decides that issue price of securities giving access to the Company's share capital that are to be issued under this resolution shall be at least equal to the minimum level authorised under current legislation.
- Acknowledges that this delegation shall automatically act as a waiver by the shareholders of their preferential subscription right, which may be given by any securities giving access to the Company's capital that are issued on the basis of this delegation, to subscription of ordinary shares in the Company, for the benefit of the holders of securities that give access to the Company's share capital and are issued on the basis of this delegation;
- Decides that the Board of Directors shall have all the necessary powers – with the ability to sub-delegate – to implement this resolution, and in particular:
  - To determine the investment conditions for securities giving access to the Company's share capital that may be issued under this resolution;
  - To determine the characteristics, the amount, and the terms & conditions of any issuance and of the securities giving access to the Company's share capital, particularly their duration and their return and, taking into consideration the information contained in its report, to set their subscription price, with or without a premium, the terms & conditions for their paying-up, the terms & conditions according to which the securities giving access the Company's share capital issued on the basis of this resolution shall give access to ordinary shares in the Company, the conditions of their repurchase on the Stock Exchange, and their possible cancellation as well as the possibility of suspension of the exercising of attribution rights to ordinary shares attached to the securities to be issued giving access to the Company's share capital;
  - To take all the necessary measures to protect the rights of the holders of securities or of any other rights giving access to the share capital in accordance with the legal and statutory provisions and, if applicable, with the contractual stipulations providing for other adjustment options;
  - If necessary, to deal with all the charges relating to issue premium(s) and in particular those related to the costs involved in issuing, to charge the costs for capital increase to the premium amounts pertaining thereto, and to deduct from this amount the sums necessary for the legal reserve, and generally to take any necessary measures;
  - To draw up any agreement, especially for the purpose of ensuring the proper execution of any issue, to execute on one or several occasions, in the proportion and at the times it deems suitable, in France and/or, if need be, abroad and/or on the global marketplace, the above-mentioned issuances, and to postpone them if need be;
  - To note the execution of capital increases resulting from this resolution, and to amend the Articles of Association accordingly, and also to deal with all the

formalities and declarations and demand all authorizations necessary for the execution and successful completion of the issuances;

- To acknowledge that this delegation of authority supersedes, with an immediate effect, all the previous delegations having the same purpose, in particular cancelling and replacing, up to the unused amounts, the delegation granted through the 23rd resolution of the Annual General Meeting of 1st July 2016.

The Board of Directors may not use this delegation of authority during any period of public takeover bidding or public exchange offer relating to the Company's stock unless it has been granted the right to do so beforehand by the Annual General Meeting in order to look for other offers.

This delegation is valid for 26 months as from the day of this Annual General Meeting.

### **EIGHTEENTH RESOLUTION**

*(Authorisation granted to the Board of Directors to increase the value of issues in the event of oversubscription in the case of the issuance of ordinary shares or securities giving access to the Company's share capital.)*

The Annual General Meeting, ruling under the quorum and majority required for extraordinary general meetings, having acknowledged the report of the Board of Directors and the Auditors' special report, authorises the Board of Directors should it receive oversubscription in the event of an increase in capital decided on in application of the 13<sup>th</sup>, 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, and 17<sup>th</sup> resolutions, to increase the number of shares in accordance with the provisions of Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, within thirty days of the end of subscription, in the limit of (i) 15% of the initial issue and (ii) the ceilings provided for in the said resolutions, and at the same price as that retained for the initial issue.

The Annual General Meeting acknowledges that this delegation of authority ends, with an immediate effect, all the previous delegations having the same purpose. It especially cancels and replaces, up to the unused amounts, the delegation granted by the Annual General Meeting of 1<sup>st</sup> July 2016 in its 24<sup>th</sup> resolution.

The Board of Directors cannot use this delegation of authority during any period of public takeover bidding or offer of exchange relating to the Company's stock except if it has been granted the right to do so beforehand by the Annual General Meeting in order to look for other offers.

This delegation is valid for 26 months as from the day of this Annual General Meeting.

## **NINETEENTH RESOLUTION**

*(Delegation of authority granted to the Board of Directors to increase share capital by capitalizing reserves, profits or premiums).*

The Annual General Meeting ruling under the quorum and majority required for extraordinary general meetings, having acknowledged the report of the Board of Directors and in accordance with the provisions of Articles L.225-129-2, L.225-130 of the French Commercial Code:

1. delegates to the Board of Directors the authority to decide on one or more increases in the corporate share capital, in the proportions and at the times that it shall choose, by capitalizing reserves, profits, premiums, or other amounts whose capitalization as free shares or increase in the nominal value of existing shares, or a combination of both the aforesaid would be possible, both in legal and statutory terms;
2. decides that breaking-up rights shall not be negotiable, and that the corresponding shares shall be sold, the sums coming from the sale being given to the holders of the rights at the latest thirty days after the date of registration on their account of the full number of shares allocated;
3. decides that the amount of the increase in capital that may take place under this delegation cannot exceed the global amount of the sums that can be capitalised and the total nominal amount of thirty million (30,000,000) euros. This amount shall be fixed independently of the maximum ceilings of the increases in capital that may result from the issuing of shares or other securities authorised or delegated by this General Meeting, to which will be added, if applicable, the nominal value of the additional shares to be issued to safeguard, in accordance with the legal and statutory conditions, the rights of the holders of securities and other shares giving future access to the company's shares;
4. decides that the Board of Directors shall have full powers, with entitlement to sub-delegate in accordance with the conditions provided for by law, to implement this resolution, and in particular:
  - fix the amount and nature of the sums to be capitalised in the registered capital;
  - fix the number of new ordinary shares to be issued and/or the amount according to which the nominal value of existing shares, composing the share capital, will be increased;
  - set the date, even retroactive, as from which the new shares will be interest-bearing, or from which the rise in nominal value of the existing capital shares will become effective;
  - take all necessary measures destined to protect the rights of the holders of securities or other rights giving access to the Company's capital and the aforesaid, in accordance with the legal and statutory provisions and, if applicable, the contractual stipulations providing for other cases of adjustment;
  - charge to one or more available reserve accounts the amount of costs relating to the corresponding increase in capital, and should it see fit to deduct therefrom the amounts necessary in order to bring the legal reserve to one tenth of the new registered capital after each issue;

- and, in general, take all measures and perform any formalities required for the successful outcome of each increase in capital, and make the corresponding amendments to the Articles of Association
5. acknowledges that this delegation ends, with immediate effect, any prior delegation having the same purpose, in particular the delegation granted by the Annual General Meeting of 1<sup>st</sup> July 2016 in its 25<sup>th</sup> resolution.

The Board of Directors cannot use this delegation of authority during any period of public takeover bidding or offer of exchange relating to the Company's stock except if it has been granted the right to do so beforehand by the Annual General Meeting in order to look for other offers.

This delegation is valid for 26 months as from the day of this Annual General Meeting.

## **TWENTIETH RESOLUTION**

*(Delegation of authority granted to the Board of Directors to increase the share capital by the issue of ordinary shares and securities giving access to the Company's capital in return for contributions in kind within the limit of 10% of the share capital).*

The Annual General Meeting ruling under the quorum and majority required for extraordinary general meetings, having acknowledged the report of the Board of Directors and the Auditors' special report, and in accordance with the provisions of Article L.225-147 of the French Commercial Code:

1. delegates to the Board of Directors, for a period of 26 months, with entitlement to sub-delegate to any person authorised by law, the powers necessary to carry out, based on the report of the Contributions Auditor mentioned under the 1<sup>st</sup> and 2<sup>nd</sup> paragraphs of the aforementioned Article L. 225-147, the issuance of ordinary corporate shares or securities giving access, in any way, immediately and/or in the future, to shares either existing or to be issued in order to remunerate contributions in kind granted to the Company, and made up of capital shares or securities giving access to the Company's capital, when the provisions of Article L. 225-148 of the French Commercial Code are not applicable.

The ceiling of the nominal amount of increase in capital, immediate or in the future, resulting from all the issues made pursuant to this delegation, is fixed at 10% of the Company's share capital, it being specified that the nominal value of the increases in capital implemented under this resolution is charged to the global ceilings provided for, on the one hand, by the 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup> resolutions and, on the other hand, by the 13<sup>th</sup> resolution, and it is fixed not taking into account the nominal value of the ordinary shares to be issued, if such be the case, on account of the adjustments made to safeguard, in accordance with law, the rights of the holders of securities giving entitlement to capital shares in the Company;

2. decides, if need be, to delete, in favour of the holders of shares or securities, the subject of the contributions in kind, the shareholders' preferential subscription right to the ordinary shares and securities issued in this way, and acknowledges that this delegation carries a waiver by the shareholders of their preferential subscription right to the ordinary corporate shares, to which the securities that may be issued on the basis of this delegation may give entitlement;

3. decides that the Board of Directors shall have full powers to implement this resolution, particularly to fix the nature of the securities to be created, the characteristics thereof, and the terms and conditions of their issue, in order to rule, based on the report of the Contributions Auditors mentioned under the 1st and 2nd paragraphs of the aforementioned Article L. 225-147, on the valuation of the contributions and the granting of special benefits, to record the completion of the increases in capital performed under this delegation, to carry out the corresponding amendment of the Articles of Association, to deal with any formalities and declarations, and to demand any authorisations that might prove necessary in order to implement these contributions;
4. acknowledges that this delegation ends, with immediate effect, any prior delegation having the same purpose, in particular the delegation granted by the Annual General Meeting of 1<sup>st</sup> July 2016 in its 26<sup>th</sup> resolution.

The Board of Directors cannot use this delegation of authority during any period of public takeover bidding or offer of exchange relating to the Company's stock except if it has been granted the right to do so beforehand by the Annual General Meeting in order to look for other offers.

#### **TWENTY-FIRST RESOLUTION**

*(Delegation of authority granted to the Board of Directors to issue ordinary shares and securities giving access to the Company's share capital, in the event of a public exchange bid, initiated by the Company).*

The Annual General Meeting ruling under the quorum and majority required for extraordinary general meetings, having acknowledged the report of the Board of Directors and the Auditors' special report, and in accordance with the provisions of Article L.225-148 of the French Commercial Code:

1. delegates to the Board of Directors, for a period of 26 months, together with the right to sub-delegate to any person authorised by law, the powers necessary to issue ordinary corporate shares or securities giving access, in any way, immediately and/or in the future, to corporate shares either existing or to be issued in order to remunerate the shares tendered at a takeover bid initiated by the Company in France or abroad, according to the local rules, on shares of another Company authorised to negotiate in one of the regulated markets referred to in the aforementioned Article L. 225-148, and decides, if need be, in favour of the holders of these securities, to delete the shareholders' preferential subscription right to these ordinary shares and securities to be issued.

The nominal value of the increases in capital, immediate or in the future, resulting from the implementation of this delegation, is charged to the global ceilings provided for, on the one hand, by the 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup> resolutions and, on the other hand, by the 13<sup>th</sup> resolution, and it is fixed not taking into account the nominal value of the ordinary shares to be issued, as applicable, on account of the adjustments made to safeguard, in accordance with law, the rights of the holders of securities giving entitlement to capital shares in the Company;

2. acknowledges that this delegation carries a waiver by shareholders of their preferential subscription right to the ordinary shares to which the securities, which may be issued based on this delegation, may give entitlement;

3. decides that the Board of Directors will have full powers to implement the bids referred to by this resolution, and in particular:
  - a. to fix the exchange parity as well as, if applicable, the amount of the cash compensation to be paid;
  - b. to record the number of shares tendered at the takeover;
  - c. to decide on the dates, issue conditions, particularly the price and any interest-bearing date, possibly retroactive, of the new shares, or, if applicable, of the securities giving access, immediately and/or in the future, to a portion of the Company's share capital;
  - d. to take all necessary measures to safeguard the rights of holders of securities or other rights giving access to the Company's capital, in accordance with the legal and statutory provisions and, if applicable, with the contractual stipulations providing for other cases of adjustment;
  - e. to record in the liabilities section of the balance sheet under the account heading "Share premium", on which all shareholders' rights will be mentioned, the difference between the issue price of the new shares and their nominal value;
  - f. to charge, if need be, to the said "Share premium" account all costs and dues incurred by the authorised operation;
  - g. to deduct from the share premium the amounts necessary to put money into the legal reserve;
  - h. in general, to do everything necessary, and to conclude all agreements in order to reach a successful outcome for the authorised operation, to record the ensuing increase(s) in capital and amend the Articles of Association accordingly.

The Board of Directors cannot use this delegation of authority during any period of public takeover bidding or offer of exchange relating to the Company's stock except if it has been granted the right to do so beforehand by the Annual General Meeting in order to look for other offers.

This delegation of authority shall cancel and replace, as regards any unused fraction, the delegation granted by the Annual General Meeting of 1<sup>st</sup> July 2016 in its 27<sup>th</sup> resolution.

## **TWENTY-SECOND RESOLUTION**

*(Authorisation given to the Board of Directors to increase the capital and to carry out transfers reserved for group employees in accordance with the provisions of Article L.3332-1 and the subsequent sections of the French Labour Code with the deletion of the preferential subscription right).*

The Annual General Meeting ruling under the quorum and majority required for extraordinary general meetings, having acknowledged the report of the Board of Directors and the Auditors' special report, and in accordance with the provisions of Article L. 225-138-1 of the French Commercial Code and Article L. 3332-1 and the subsequent sections of the French Labour Code, and particularly to satisfy the provisions of Article L.225-129-6 of the French Commercial Code:

1. Delegates to the Board of Directors the powers necessary to increase the share capital, in one or more operations, on its sole deliberations, in the proportions and at the times that it sees fit, by the issue of shares or any other securities giving access to the capital of Neopost and reserved for the employees (or former employees) of Neopost or

firms included in the same consolidation perimeter or combination of accounts in accordance with Article L. 233-16 of the French Commercial Code, and who are members of one of the company/group savings plans mentioned in Article L. 3332-1 and the subsequent sections and Articles L. 3344-1 and L. 3344-2 of the French Labour Code (including the Groupe Neopost savings plan granted on 10 September 1998), as well as of any common investment funds (including the FCPE Groupe Neopost approved by the Stock Exchange Commission [C.O.B.] on 19 January 1999) or of any variable capital investment companies governed by Article L.214-41 of the French Monetary and Financial Code, through which the shares or other new securities thus issued might be applied for;

2. Decides to delete the preferential subscription right of the shareholders to shares or other new securities giving access to the Company's capital, issued pursuant to this delegation, in favour of the employees (or former employees) of Neopost or firms included in the same consolidation perimeter or combination of accounts in application of Article 233-16 of the French Commercial Code, and who are members of one of the savings plans mentioned above, as well as of any common investment funds (including the FCPE Groupe Neopost approved by the Stock Exchange Commission [C.O.B.] on 19 January 1999) or of any variable capital investment companies governed by Article L.214-41 of the French Monetary and Financial Code, through which the shares or other new securities thus issued might be applied for;

3. Delegates to the Board of Directors the powers necessary to transfer the shares or other securities giving access to the capital of Neopost, acquired by Neopost in accordance with the buy-back programmes voted for by the Annual General Meeting, on one or several occasions and on its sole decisions, within the legal limits, to the members of a company or group savings plan of Neopost or of firms included in the same consolidation perimeter or combination of accounts, in application of Article L. 233-16 of the French Commercial Code;

4. Fixes the validity period for this delegation at 26 months as from the day of this Annual General Meeting;

5. Decides that the nominal value (excluding share premiums) of the increases in share capital which may result from all of the shares or other securities giving access to the Company's capital, issued pursuant to this delegation (including any possible free shares given instead of granting discount or matching contributions in accordance with the conditions and limits fixed by Article L. 3332-18 and the subsequent sections of the French Labour Code) shall not exceed the total amount of six hundred thousand (600,000) euros - an amount fixed independently of the maximum ceilings for increases in capital possibly resulting from other issues of shares or other securities used or delegated by this Annual General Meeting;

6. Decides that the price of the shares or other securities giving access to the Company's capital applied for or acquired by the beneficiaries referred to above, under this delegation, will be determined by the Board of Directors according to the conditions laid down in the provisions of Article L. 3332-18 and subsequent sections of the French Labour Code; the discount possibly offered within the scope of the savings plan being limited to 20% of the average of the first listed share prices of Neopost on Euronext Paris SA over the twenty stock market sessions preceding the day of the decision fixing the opening date of subscriptions or the transfer date of the shares or other securities referred to above. The Board of Directors can convert all or part of any possible discount in a free issue of existing shares or shares to

be issued, or of other securities giving access to the capital of Neopost, reduce or not grant any discount, and the aforesaid within the legal or statutory limits;

7. Decides that the Board of Directors, with the entitlement to sub-delegate according to the conditions laid down by law, will have full powers to implement this delegation, within the limits and under the conditions specified above, in order to:

- a. fix the conditions to be fulfilled by the employees (or former employees) to be able to subscribe to or acquire, individually or through common investment funds or through a variable capital investment company, shares or other securities issued pursuant to this delegation giving access to the Company's capital;
- b. fix the conditions of each issue or transfer;
- c. fix the list of companies, whose employees can benefit from each issue or transfer;
- d. decide on the amount to be issued or transferred, on the issue or transfer price in accordance with the above-mentioned conditions, on the dates and the terms and conditions of each issue or transfer;
- e. fix the deadline granted to members for the paying-up of their shares;
- f. allocate, in the limits laid down by Article L. 3332-18 and the subsequent sections of the French Labour Code, free issue of shares or other securities giving access to the Company's capital instead of granting the discount and/or matching contributions;
- g. decide if the subscriptions or acquisitions have to be carried out through a common investment fund or a variable capital investment company, or directly;
- h. fix the date, even retroactive, as from which the shares or other new securities will be interest-bearing;
- i. take all necessary measures destined to safeguard the rights of holders of security or other rights giving access to the Company's capital, and the aforesaid in accordance with the legal and statutory provisions and, if applicable, the contractual stipulations providing for other cases of adjustment;
- j. record or have recorded the completion of increases in capital at the value of the shares that are effectively applied for, or decide on increasing the amount of the abovementioned increases or the amount of the transfers, so that the totality of the requests for subscriptions or acquisitions received can effectively be covered;
- k. charge, as applicable, the costs, dues, and fees incurred by such issues, to the amount of share premium, and deduct, as applicable, from the amounts of share premium, the sums necessary to pay into the legal reserve, thus bringing the amount of the legal reserve up to the level required by the law and regulations in force;
- l. in general, carry out any acts and formalities, take all decisions, and conclude all agreements which can prove useful or necessary to reach a successful outcome for the issuing carried out under this delegation and to record the final completion of the increase(s) in capital carried out under this delegation and amend the Articles of Association accordingly;

8. Decides that this delegation invalidates any prior delegation having the same purpose, up to the unused amounts, and, in particular, cancels and replaces, up to the unused amounts, the delegation which was decided on by the ordinary and extraordinary General Meeting of shareholders held on 1<sup>st</sup> July 2016, in its 28<sup>th</sup> resolution.

## **TWENTY-THIRD RESOLUTION**

*(Authorisation to be given to the Board of Directors to carry out increases in capital reserved for financial institutions or for companies specifically created to implement an employees' savings scheme in favour of the employees of certain subsidiaries, or foreign branch offices, of the Group, equivalent to the Group's French and foreign companies' savings plans in force)*

The Annual General Meeting, ruling under the quorum and majority required for extraordinary general meetings, having acknowledged the report of the Board of Directors and the Auditors' special report:

1. notes that the companies of Groupe Neopost, particularly the firms which are in the consolidation perimeter of the accounts of Neopost S.A in application of Article 233-16 of the French Commercial Code, have their registered office or a branch office located in countries where legal or fiscal problems render it difficult to implement employee shareholder schemes through an FCPE or a variable capital investment company or, directly by the employees (or former employees) of Groupe Neopost companies, who live in these same countries, such as provided for in the 23<sup>rd</sup> resolution;
2. decides, within the scope of the provisions of Article L. 225-138 of the French Commercial Code, to authorise the Board of Directors to increase, in one or more operations, the Company's share capital through the issuing of new shares or any other securities giving access to the Company's capital, shares which are reserved for any financial institutions or any companies formed specifically and exclusively to implement an employee savings scheme whose purpose is to give employees (or former employees) of certain subsidiaries or branch offices abroad, who cannot, either directly or indirectly, subscribe to Neopost shares within the scope of the 22<sup>nd</sup> resolution, comparable benefits by this resolution, hereinafter called the «Beneficiary»;
3. decides on deleting, in favour of the Beneficiary, the shareholders' preferential subscription right for shares or any other securities giving access to the Company's capital, that may be issued pursuant to this authorisation;
4. decides that the subscription price for the shares or any other securities giving access to the Company's capital to the Beneficiary will be fixed by the Board of Directors, particularly taking into consideration the legal, statutory, and fiscal provisions of applicable foreign law, if need be, but, in any case, it may not be less by more than 20% of the average of the first listed prices of the Neopost share on Euronext Eurolist over the twenty stock market sessions preceding the day of the decision by the Board of Directors fixing the opening date for subscription;
5. fixes the validity period of this delegation at 18 months as from the day of this Annual General Meeting;
6. decides that the nominal amount (excluding share premium) of the increases in share capital that may ensue from all of the shares or other securities giving access to the Company's capital, which are issued under this delegation must not exceed the total amount of six hundred thousand (600,000) euros, an amount fixed independently of the maximum ceilings for the increases in capital that may result from other issues of shares or other securities used or delegated by this General Meeting;

7. decides that the Board of Directors, with the entitlement to sub-delegate according to the conditions laid down by law, will have full powers to implement this delegation, within the limits and under the conditions specified above, in order to:

- a. fix the conditions to be met by the employees (or former employees) to be able to participate in the employees' savings scheme envisaged by this delegation; in particular to fix, as applicable, the limit of the requests made by each employee according to his/her annual gross salary;
- b. draw up a list of the companies, whose employees (or former employees) may benefit from the issue;
- c. fix an accurate list of the financial institutions or companies specifically created to implement the employee savings scheme in favour of the employees (or former employees) of certain subsidiaries or foreign branch offices, corresponding to the savings plans in force for the group's French and foreign companies, beneficiaries of each issue;
- d. fix the conditions of the issue;
- e. decide on the amount to be issued, the issue price, under the conditions referred to above, and on the dates, terms and conditions of each issue;
- f. fix the deadlines granted for the paying-up of the shares;
- g. fix the date, even retroactive, as from which the new shares will be interest-bearing;
- h. record or have recorded the increase in capital, at the value of shares effectively applied for, or decide on reducing or raising the amount of the aforementioned increase so that the totality of the subscriptions received can effectively be covered;
- i. charge, as applicable, the costs, dues, and fees, incurred by such issues, to the amount of share premium, and deduct, as applicable, from the amounts of share premium, the sums necessary to pay into the legal reserve, thus bringing the amount of the legal reserve up to the level required by the law and regulations in force;
- j. in general, carry out any acts and formalities, take all decisions, and conclude all agreements which can prove useful or necessary to reach a successful outcome for the issuing carried out under this delegation and to record the final completion of the increase(s) in capital carried out under this delegation and amend the Articles of Association accordingly;

8. Decides that this delegation invalidates any prior delegation having the same purpose, up to the unused amounts, and, in particular, cancels and replaces, up to the unused amounts, the delegation which was decided on by the ordinary and extraordinary General Meeting of shareholders held on 1<sup>st</sup> July 2016, in its 29<sup>th</sup> resolution.

## **TWENTY-FOURTH RESOLUTION**

(Authorization given to the Board of Directors in order to grant free shares either existing or to be issued entailing the waiver of the shareholders' preferential subscription right)

The Annual General Meeting ruling under the quorum and majority required for extraordinary general meetings, having acknowledged the report of the Board of Directors and the Auditors' special report, and in accordance with Article L. 225-197-1 and the subsequent sections of the French Commercial Code:

- authorises the Board of Directors to carry out, on one or more occasions, the allocation of free corporate shares either existing or to be issued;
- decides that, subject to the conditions of Article L. 225-197-6 of the French Commercial Code, the beneficiaries of the allocations can be employees and/or agents of the Company or directly or indirectly affiliated companies or groups as laid down in Article L.225-197-2 of the French Commercial Code or can be for the benefit of certain categories of them;
- decides that the Board of Directors shall determine to whom and to what categories of beneficiaries such shares may be granted as well as, if applicable, the terms, particularly the terms of performance, and the criteria for the allocation of these shares;
- decides that the performance conditions laid down shall include the following criteria or a combination thereof: a criterion of external performance, the total shareholder return, and two internal performance criteria, the turnover growth, the level of the operating margin;
- decides that in the event of transactions carried out by the Company that may modify the value of the shares forming its capital, the Board of Directors shall have the right to adjust the number of shares allotted so as to safeguard the rights of the beneficiaries;
- decides that the Board of Directors shall be entitled to suspend temporarily the allotment rights in case of financial operations ;
- decides that, without prejudice to the adjustment outlined above, the number of free shares granted, either already existing or to be issued, pursuant to this authorization,
  - a) cannot exceed four hundred thousand (400,000) shares with a nominal value of €1, approximately 1.16% of the current share capital it being specified that (i) the annual allocations shall not exceed more than 60% of the abovementioned allocation of 400,000 shares, which represents about 0.70% of the current share capital, (ii) the allocations which shall become obsolete under the conditions determined by the Board of Directors shall restore proportionally the aforementioned 400,000 shares and (iii) this allocation will be increased by adjusting the number of shares granted by the Board of Directors in order to safeguard the beneficiaries' rights; and
  - b) those granted to Neopost S.A corporate officers (all subject to performance conditions) may not represent more than 20% of the total of the allocations made every year;

- decides that (i) the allocation of corporate shares to their beneficiaries will not become final until the expiration of a three-year minimum vesting period. (ii) It is specified that the Board of Directors shall have the option to determine or not a holding period for the beneficiaries to retain the shares from the final allotment of the shares to make the shares freely transferable as soon as they are finally granted. (iii) Regarding free shares granted to corporate officers, the Board must either (a) decide that free shares may not be sold by the beneficiaries before the termination of their functions, or (b) determine the number of free shares granted that they are required to hold and register until the termination of their functions ;
- decides that the Board of Directors shall state the final allotment date and the date from which the shares shall be freely transferable, in accordance with regulations ;
- decides that in the event of the incapacity of a beneficiary corresponding to the second or third categories provided for by Article L. 341-4 of the French Social Security Code, the allocation of the shares shall be final and immediate;
- notes that in the case of the death of a beneficiary, his/her heirs can ask for the final allocation of the shares within six months of the death; the shares will then become immediately transferable;
- notes that this decision shall carry, at the end of the vesting period, the increase in capital by capitalization of reserves, profits or share premiums, in favour of the beneficiaries of the said shares and the corresponding waiver by shareholders of their preferential subscription right in favour of beneficiaries of free shares for the portion of reserves, profits and premiums which, if such be the case, will be used in the event of new shares being issued;
- this authorization is granted for a period of 26 months as from the date of this General Meeting;
- notes that in case of use of this delegation by the Board of Directors, the latter shall inform every year the Ordinary General Meeting in accordance with Articles L.225-197-1 to L.225-197-4 of the French Commercial Code;
- grants full power to the Board of Directors, with powers to sub delegate within the limits defined by law, to implement this resolution, to determine the beneficiaries for the allocations of free shares from among the aforementioned employees and corporate agents as well as the number of shares granted to each of them, to decide if the free shares to be granted shall be previously issued shares or shares to be newly created, set the vesting and retention periods for the allocated shares, set the performance conditions, set, in the event of an allocation of shares to be issued, the amount and the nature of the reserves, profits and share premium to be capitalised, and to carry out all acts, formalities and declarations, to proceed, if necessary, with the adjustments related to the possible operations on the corporate capital, to record the capital increase or increases pursuant to this authorization, make any resulting amendments to the Articles of Association, and if it sees fit, charge the costs of the capital increases to the share premium related to these transactions and deduct from this premium the sums

necessary to increase the legal reserve to one-tenth of the new share capital after each capital increase, and in general do everything necessary.

- decides that this delegation invalidates any prior delegation having the same purpose, up to the unused amounts, and, in particular, cancels and replaces, the delegation which was decided on by the ordinary and extraordinary General Meeting of shareholders held on 1st July 2016, in its 30<sup>th</sup> resolution.

### **TWENTY-FIFTH RESOLUTION**

*(Authorisation given to the Board of Directors to cancel the shares acquired within the Company's share buy-back programme)*

The Annual General Meeting ruling under the quorum and majority required for extraordinary general meetings, having acknowledged the report of the Board of Directors and the Auditors' special report, subject to the passing of the preceding 12<sup>th</sup> resolution relating to the Company's share buy-back programme and in accordance with the provisions of Article L. 225-209 of the French Commercial Code:

1. Decides to authorise the Board of Directors, for a period of 18 months as from the passing of this resolution, with entitlement to sub-delegate to its Chairman according to the conditions specified by law, to cancel, in one or more operations, on its sole decision, all or part of the corporate shares held by it following the implementation of the said buy-back authorisation, within the limit of 10% of the share capital in 24-month periods, and to reduce correspondingly the share capital, by charging the difference between the buy-back value of the cancelled shares and their nominal value to the premiums and available reserves of his/her choice;
2. Decides to authorise the Board of Directors, with entitlement to sub-delegate, to fix the final amount of the reduction in capital, to set the terms and conditions thereof, to record the achievement of the reduction(s) in capital ensuing therefrom, and to modify the Articles of Association accordingly and carry out all necessary formalities;
3. Decides that this delegation invalidates any prior delegation having the same purpose, up to the unused amounts, and, in particular, cancels and replaces the delegation granted by the General Meeting held on 1<sup>st</sup> July 2016, in its 31<sup>st</sup> resolution.

### **TWENTY-SIXTH RESOLUTION**

*(Delegation of authority granted to the Board of Directors to issue securities giving the right of allocation of debt securities and not giving rise to an increase in the Company's share capital).*

The Annual General Meeting ruling under the quorum and majority required for extraordinary general meetings, having acknowledged the report of the Board of Directors and the Auditors' special report, and in accordance with the provisions of Articles L. 225-129 to L. 225-129-6, L228-91 and L.228-92 of the French Commercial Code:

1. delegates to the Board of Directors, for a period of 26 months with entitlement to sub-delegate to any person authorised by law, the authority to decide on the issuing, in one or more operations, in France or abroad and/or on the international market, in euros or

in any monetary unit established by reference to several currencies, of bonds with subscription warrants and, in general, of securities giving the right of allocation, immediately or in the future, of debt securities such as bonds, shares subordinated to a fixed-term or not, or any other shares granting, in the same issuance, a debt claim on the Company.

The nominal amount for which all above-mentioned securities to be issued can be quoted cannot exceed 500,000,000 euros, or the exchange value of this amount in currency or any monetary unit established by reference to more than one currency. It is specified that this maximum nominal amount is independent of the amount of the debt securities that may be issued on the basis of the 13<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions - this amount will be increased by any possible above par repayment premium;

2. grants full powers to the Board of Directors, with entitlement to sub-delegate:
  - to carry out the abovementioned issuing within the limit fixed above, determine the date, nature, amounts and issue currency thereof;
  - to fix the characteristics of the securities to be issued, as well as of the debt securities to which the securities give right of allocation, and in particular their nominal value and the interest-bearing date thereof, their issue price, if applicable with premium, their rate of interest, fixed and/or variable, and the payment date of said interest, or in the event of variable rate shares, the terms and conditions to calculate their interest rate, or also the conditions of capitalisation of interest if applicable;
  - to fix, according to the market conditions, the terms and conditions of amortisation and/or early repayment of the securities to be issued as well as of the debt securities to which the securities may give right of allocation, as applicable, with a fixed or variable premium, or even a buy-back by the Company;
  - if applicable, to decide to grant a guarantee or sureties for the securities to be issued, as well as for the debt securities to which the securities may give right of allocation, and to fix the nature and characteristics thereof;
  - in general, to fix all of the terms and conditions of each of the issues, sign any conventions, enter into any agreements with any banks and bodies, do everything necessary, carry out any formalities required, and in general anything else that is necessary;
3. Acknowledges that this delegation invalidates any prior delegation having the same purpose, and, in particular, cancels and replaces, up to the unused amounts, the delegation which was granted by the Annual General Meeting held on 1<sup>st</sup> July 2016, in its 32<sup>nd</sup> resolution.

## **TWENTY-SEVENTH RESOLUTION**

*(Powers for regulatory formalities)*

The Annual General Meeting decides to grant full powers to the holder of an original, a copy or an abstract of the minutes of its deliberations in order to perform all public notice and filing formalities, everywhere necessary, as provided for by the legal and statutory provisions in force.

## 2016 « EXPOSE SOMMAIRE »

In full-year 2016, the Group generated sales of €1,159 million, down -2.7% year-on-year, and down -1.3% excluding currency effects, with organic change of -2.1%. Sales in fourth-quarter 2016 came out at €323 million, up +0.6%, or +1.1% excluding currency effects, compared with the same period in 2015, giving an organic growth of +0.2%.

2016 current operating income before acquisition-related expense was €216 million, down from €234 million in 2015. The Group's current operating margin before acquisition-related expense was 18.6% of sales in 2016 versus 19.7% in 2015.

Net attributable income stood at €118 million. The net margin<sup>1</sup> was down from 11.2% of sales in 2015 to 10.2%. Cash flow after capital expenditure grew strongly to €147 million.

The transformation of Neopost continues:

- ▶ in the Enterprise Digital Solutions division, the Group continues to invest to firmly anchor its leadership position and will benefit from icon Systemhaus' complementary range. The Group is targeting growth in excess of 10% per year and improved profit margins;
- ▶ in Neopost Shipping division, the Group's offering is now established and will be rolled out to generate significant organic growth and improve profitability;
- ▶ in SME Solutions division, the Group is accelerating the roll-out of digital and shipping solutions to mitigate the decline in sales of mail solutions. Meanwhile, Neopost will continue to lower net costs by at least €50 million<sup>6</sup> by January 31, 2018 in order to stabilize its operating margin around 22%;
- ▶ in addition, the Group will carry on investing in innovation with an annual average budget of €10 million.

This strategy is designed to return Neopost to organic sales growth in the medium term. It will also ensure the Group maintains a current operating margin, before acquisition-related expense, above 18.0% throughout the period of transformation, and return it to above 20.0% (before acquisition-related expense) in the long-term.

The Group also intends to hold sufficient cash flow to sustain growth, meet its dividend distribution commitments and maintain a solid balance sheet structure.

---

<sup>1</sup> Net margin = Net attributable income / total sales.

## Review of the Neopost group's financial position and results in 2016

€ million	2016 (year ending January 31, 2017)		2015 (year ending January 31, 2016)	
		%		%
<b>Sales</b>	<b>1,159</b>	<b>100.0%</b>	<b>1,190</b>	<b>100.0%</b>
Cost of sales	(294)	-25.3%	(300)	-25.2%
<b>Gross margin</b>	<b>865</b>	<b>74.7%</b>	<b>890</b>	<b>74.8%</b>
R&D expenses	(52)	-4.5%	(44)	-3.7%
Sales and marketing expenses	(293)	(25.4)%	(312)	-26.2%
Administrative expenses	(197)	-17.0%	(196)	-16.4%
Service and other operating expenses	(107)	-9.2%	(101)	-8.5%
Employee profit-sharing and share-based payments	0	0.0%	(3)	-0.3%
<b>Current operating income before acquisition-related expense</b>	<b>216</b>	<b>18.6%</b>	<b>234</b>	<b>19.7%</b>
Acquisition-related expense	(13)	-1.1%	(12)	-1.1%
<b>Current operating income</b>	<b>203</b>	<b>17.5%</b>	<b>222</b>	<b>18.6%</b>
Proceeds from asset disposals	0	0,0%	0	0,0%
Structure optimization expenses	(15)	-1.3%	(14)	-1.1%
Other operating expense	(7)	-0.6%	-	-
<b>Operating income</b>	<b>181</b>	<b>15.6%</b>	<b>208</b>	<b>17.5%</b>
Financial income/(expenses)	(31)	-2.6%	(37)	-3.1%
<b>Income before taxes</b>	<b>150</b>	<b>13.0%</b>	<b>171</b>	<b>14.4%</b>
Income taxes	(37)	-3.3%	(41)	-3.5%
Share of results of associated companies	1	0.1%	1	0.1%
<b>NET INCOME</b>	<b>114</b>	<b>9.8%</b>	<b>131</b>	<b>11.0%</b>
Minority interests	4	0.4%	3	0.2%
Net attributable income	118	10.2%	134	11.2%

### Sales by division

To allow a better understanding of the evolution of its activities, Neopost now details the performance of its divisions Enterprise Digital Solutions and Neopost Shipping separately. Prior to this, they were included under Communication & Shipping Solutions Dedicated Units. There is no change to the scope of SME Solutions. Historic quarterly data for 2016 and 2015 are given in the appendices.

€ million	2016	2015	Change	Change at constant exchange rates	Organic change <sup>1</sup>
Enterprise Digital Solutions (EDS)	137	116	+17.4%	+19.4%	+11.2%
Neopost Shipping*	53	50	+6.6%	+9.7%	+7.8%
SME Solutions	991	1,043	-5.0%	-3.8%	-3.8%
Eliminations	(22)	(19)	-	-	-
<b>Total</b>	<b>1,159</b>	<b>1,190</b>	<b>-2.7%</b>	<b>-1.3%</b>	<b>-2.1%</b>

\* Including €4.5 million in sales generated by the CVP-500 automated packing solution.

€ million	Q4 2016	Q4 2015	Change	Change at constant exchange rates	Organic change <sup>2</sup>
EDS	43	35	+21.3%	+22.3%	+12.9%
Neopost Shipping*	16	14	+17.9%	+20.3%	+20.3%
SME Solutions	271	278	-2.5%	-2.2%	-2.2%
Eliminations	(7)	(6)	-	-	-
<b>Total</b>	<b>323</b>	<b>321</b>	<b>+0.6%</b>	<b>+1.1%</b>	<b>+0.2%</b>

\* Including €1.7 million in sales generated by the CVP-500 automated packing solution.

## Enterprise Digital Solutions (EDS)

Enterprise Digital Solutions posted a 19.4% increase in sales in full-year 2016 at constant exchange rates. Restated for the scope effects of the acquisition of icon Systemhaus, sales grew +11.2% on an organic basis. Strong growth continued in Customer Communication Management, while more modest growth rates were recorded in Data Quality now fully integrated.

Fourth-quarter 2016 sales for Enterprise Digital Solutions were up +22.3%, at constant exchange rates. Restated for the scope effects of the acquisition of icon Systemhaus, sales grew +12.9% on an organic basis.

## Neopost Shipping

In full-year 2016, Neopost Shipping's sales increased +9.7% at constant exchange rates. Restated for the scope effects of the acquisition of Temando, sales grew +7.8% on an organic basis. In 2015, Neopost had the benefit of a significant contract to deploy an RFID solution for the French Army (Direction générale de l'armement). Restated for this factor, growth in Neopost Shipping was 15% in 2016.

Fourth-quarter 2016 sales in Neopost Shipping were up +20.3% on an organic basis, lifted by the sale of two CVP-500 automated packing solutions in the United States.

## SME Solutions

SME Solutions' sales for full-year 2016 were down -5.0% to €991 million, and were down -3.8% at constant exchange rates.

Within this division, sales generated by Communication & Shipping Solutions were up by +2.1%, excluding currency effects. This limited growth is linked to an adverse business cycle in graphic activities. Excluding graphic activities, growth generated by digital communications and shipping solutions was +12% in 2016. Sales of Mail Solutions decreased -4.6%, excluding currency effects, in persistently tough market conditions. However, the decline is less acute than the -5.3% decrease recorded in 2015. The decline in Mail Solutions was more contained in North America, and steeper in Europe.

In fourth-quarter 2016, sales in the SME Solutions division were down -2.2%, excluding currency effects, compared with the same period in 2015. This moderate decline was due primarily to a better performance in equipment and license sales.

## Neopost Group

Communication & Shipping Solutions accounted for 26% of total Group sales in 2016, up from 23% in 2015. The percentage was 28% of sales in Q4 2016.

<sup>2</sup> Q4 2016 sales are compared with Q4 2015 sales, with the addition of €3.0 million which accounts for sales generated by Icon Systemhaus.

## Acquisitions and Partnerships

Neopost made the following operations in 2016:

- ▶ April 2016: Temando-Magento partnership. Magento, the leading e-commerce platform in the world, chose Temando as its shipping partner to provide its 250,000 clients with a multi-carrier shipping module;
- ▶ May 2016: joint venture with Yamato Transport signed to operate an open network of secure automated parcel lockers for parcel delivery in Japan;
- ▶ July 2016: acquisition of icon Systemhaus, leader in the German market for Customer Communications Management (CCM).

## Current operating income

### Current operating margin by segment

2016							
€ million	EDS	Neopost Shipping*	SME Solutions	Total excluding Temando & Innovation	Temando	Innovation**	Total
<b>Current operating income before acquisition-related expense</b>	21	4	214	<b>239</b>	(11)	(12)	<b>216</b>
<b>Current operating margin before acquisition-related expense</b>	15.6%	8.8%	21.6%	<b>20.8%</b>	n/a	n/a	<b>18.6%</b>

\* Excluding Temando

\*\* Innovation include the costs of developing a web-based platform and applications for small businesses, as well as the CVP-500 sales and related expense.

Before acquisition-related expense, the current operating margin for the Enterprise Digital Solutions division remained practically unchanged. It came out at 15.6% compared with 15.5% of sales in 2015.

Current operating margin before Temando and acquisition-related expense for the Neopost Shipping division was slightly up at 8.8% of sales in 2016 versus 8.1% in 2015.

Current operating margin before acquisition-related expense for the Neopost SME Solutions division was almost stable at 21.6% of sales in 2016 versus 21.7% in 2015. Our new digital communications and shipping businesses are not dilutive and we are continuing to see results from our programs to reduce costs and optimize our organization to adapt to difficult market conditions. During the 2016 fiscal year, the SME Solutions division's net operating expenses were lower by €23 million, following the €13 million reduction in 2015. In the space of two years, Neopost reduced the cost base of this division by €36 million, on course to meet the target of cutting costs by €50 million<sup>3</sup> by the end of 2017.

3. Relative to the 2014 cost base

Before investments in innovation and Temando, the Group's operating margin stabilized at 20.8% in full-year 2016, from 21.0% one year earlier.

Innovation-related expenditure concerned the development of the CVP-500 automated packing system and the development of a web distribution platform and digital applications for small enterprises. The total spent in 2016 was €12 million, including sales of the CVP-500, from €9 million in 2015.

The Group's current operating income before acquisition-related expense came out at €216 million in fiscal year 2016, from €234 million in 2015. Current operating margin before acquisition-related expense was 18.6% of sales, versus 19.7% in 2015.

Acquisition-related expense totaled €13 million in 2016, versus €12 million one year earlier. 2016 current operating income came out at €203 million, compared with €222 million in 2015.

### **Non-current items**

As announced during our 2014 annual results presentation, the Group recognized structural optimization expenses in the amount of €15 million in 2016.

Neopost took the decision in 2016 to change its distribution model in some secondary markets in its SME Solutions division with resulting asset disposals in 2016, and disposals scheduled for 2017. A €7 million charge was booked in 2016. The change in distribution model will have a non-material negative impact on 2017 sales.

After these non-current items, operating income totaled €181 million on January 31, 2017, versus €208 million one year earlier.

### **Net income**

The Group's net attributable income came in at €118 million from €134 million in 2015, which represents a net margin of 10.2%, compared with 11.2% at year-end 2015. Net income per share<sup>4</sup> was €3.17, down from €3.72 in the previous year.

The net cost of debt was down to -€30 million from -€33 million in 2015. The coupon on the ODIRNANE bonds<sup>4</sup> is not recognized in the income statement, in accordance with IFRS rules. Interest on the bonds amounted to -€9 million in 2016, versus -€6 million in 2015.

The Group also recorded -€1 million in foreign exchange losses and other financial items in the 2016 financial year, compared with a loss of -€4 million in 2015. Net financial income amounted to -€31 million in 2016, compared with -€37 million in 2015.

The Group's tax rate in 2016 was 25.1%, compared with 24.0% one year earlier, primarily due to a larger share of Group profits in high-tax countries.

---

<sup>7</sup> ODIRNANE = convertible perpetual bond issue recognized in equity in accordance with IFRS accounting rules

## Strong cash flow generation

EBITDA<sup>5</sup> was €295 million in 2016, versus €310 million in 2015.

The -€9 million reduction in the working capital requirement was due in particular to the increase in trade accounts receivable. In 2015, the -€37 million change was attributable to a VAT payment in the United Kingdom.

The leasing portfolio and other financing services were down -1.8%, at constant exchange rates to €798 million on 31 January 2017, from €814 million on January 31, 2016.

Investments in tangible and intangible fixed assets amounted to €82 million, 4% lower than in 2015.

In total, cash generated by Neopost was higher than in 2015 at €147 million, before acquisitions and dividends, even when restated for the VAT payment, i.e. €101 million.

In terms of external growth, Neopost invested €24 million in acquisitions, mainly for icon Systemhaus, compared with the €28 million spent in 2015, which was primarily for the 55% stake in Temando.

The strong cash flow generation brought net debt down significantly to €763 million on January 31, 2017, from €814 million on January 31, 2016. Neopost points out that its net debt is fully backed by future cash flow expected from its rental and leasing activities.

On January 31, 2017, shareholders' equity was €1,139 million, up from €1,069 million for the previous year.

As such, gearing came out at 67% of shareholders' equity compared with 76% on January 31, 2016. The leverage ratio (net debt/EBITDA) remained stable at 2.6 on January 31, 2017. All banking covenants are met.

## Capital allocation policy: Dividend of €1.70 per share

According to the capital allocation policy announced in September 2015, the Board of Directors will submit its proposed dividend of €1.70 per share in respect of fiscal year 2016, for the approval of the Annual General Meeting on June 30, 2017. If approved, the balance of €0.90 per share will be paid on August 8, 2017, following payment of an interim dividend of €0.80 per share on February 7, 2017. The final 2016 dividend will be paid entirely in cash, as was the interim dividend.

In September 2015, the Group committed to the dividend payment of €1.70 per share for fiscal 2015, 2016, and 2017.

\* \*  
\*

---

<sup>8</sup> EBITDA = current operating income + provisions for depreciation of tangible and intangible fixed assets

## **PRACTICAL INFORMATION IN ORDER TO ATTEND THE GENERAL MEETING**

All shareholders may participate in the General Meeting, regardless of the number of shares they own, notwithstanding any contrary statutory provisions.

The right of shareholders to participate in the General Meeting is subject to their shares being registered in their name or in the name of the intermediary acting on their behalf pursuant to paragraph seven of article L. 228-1 of the French Commercial Code, no later than zero hour, Paris time, on the second business day prior to the General Meeting, i.e. 28 June 2016 either in the registered share accounts kept for the Company by its representative or in the bearer share accounts kept by the authorized intermediary.

Registration of the shares in bearer share accounts kept by financial intermediaries must be evidenced by a certificate of participation issued by such intermediaries, or can be transmitted electronically if applicable. This certificate of participation must be attached to the voting form or the proxy form, or to the request for an admission card in the shareholders name or broker that manages your share account.

In the event that you have not received your requested admission card two working days prior to the General Meeting no later than zero hour, you can obtain a certificate.

If shareholders do not wish to attend the General Meeting in person, they may elect one of the following three options:

- 1) Authorize a proxy vote by the Chairman of the General Meeting. The Chairman shall then vote for the approval of the draft resolutions presented or accepted by the Board of Directors and, if this is not the case, vote against their approval.
- 2) Authorize a proxy vote by their spouse or partner with whom they have entered into a civil union or any other natural or legal person of their choosing in accordance with article L. 225-106 of the French Commercial Code. Duly completed and signed proxy forms must include the full name and address of the shareholder and his or her proxy and be mailed along with a photocopy of the shareholder's ID and of his or her proxy to CACEIS Corporate Trust. The same formalities apply for cancelling a proxy as for granting it.
- 3) Vote by mail.

No arrangements have been made for voting by electronic means of communication at this General Meeting. Therefore no site of the type referred to in Article R. 225-61 of the French Commercial Code will be set up for this purpose.

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, notifications to appoint a proxy holder or withdraw a proxy may also be sent electronically, as follows:

- for Direct registered shareholder (if you hold registered shares recorded directly in the Company's share register): by sending an e-mail with an electronic signature that you have obtained from an accredited certification service provider to [ct-mandataires-assemblees-neopost@caceis.com](mailto:ct-mandataires-assemblees-neopost@caceis.com), indicating your name, address and CACEIS Corporate Trust ID (printed in the top left-hand corner of your share account statements) or indicate your ID with your bank or broker if your shares are registered in the name of the bank or broker that manages your share account, as well as the first and last names of the person to whom you are giving proxy or from whom the proxy is being withdrawn;
- for Bearer shareholder (if you hold bearer share) by sending an e-mail with an electronic signature that you have obtained from an accredited certification service provider in accordance with legal and regulatory requirements to [ct-mandataires-assemblees-neopost@caceis.com](mailto:ct-mandataires-assemblees-neopost@caceis.com), with your name, address and full bank details and the name of the person to whom you are giving proxy or from whom the proxy is being withdrawn and asking the bank or broker that manages your share account to send a letter to CACEIS Corporate Trust – Service Assemblée Générale - 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9 (or a fax to +33.1.49.08.05.82).

Only duly completed and signed notifications received at the latest three days prior to the General Meeting will be taken into account. The aforementioned email address may only be used to send notifications to appoint or withdraw proxies, requests or notifications concerning other matters will not be taken into account and/or processed.

Shareholders who have cast a postal vote, appointed a proxy or requested an admission card or share ownership certificate may still sell all or some of their shares. However, if the sale takes place three business days prior to the General Meeting, no later than zero hour, Paris time, i.e. 28 June 2016, the Company will take the appropriate measures to cancel or amend the related postal vote, proxy, admission card or share ownership certificate. The shareholder's bank or broker must therefore notify the Company or its registrar of any such sales and provide it with the necessary information.

Information concerning any sales or other transactions carried out after the third business day prior to the General Meeting, no later than zero hour, Paris time, will not be submitted by the bank or broker concerned and will not be taken into account by the Company before the General Meeting, notwithstanding any agreements to the contrary.

A voting form or a proxy form will be automatically sent by mail to the holders of registered shares.

Pursuant to the applicable laws and regulations, all documents that must be made available to shareholders for the purpose of general meetings, within the legally prescribed timeframes may be consulted at NEOPOST SA registered office and on the Company's website at <http://www.neopost.com> or send a written request to CACEIS Corporate Trust.



Bearer shareholders should request a postal/proxy voting form by way of a letter, which must be received by registered mail with recorded delivery by **CACEIS Corporate Trust – Service Assemblée Générale – 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9** at least six days prior to the General Meeting

In order for postal votes to be taken into account, once the postal/proxy voting form have been filled out and duly signed, it must be sent to **CACEIS Corporate Trust - Assemblées Générales Centralisées - 14, rue Rouget de Lisle 92862 Issy les Moulinaux Cedex 9**, at least three business days prior to the General Meeting.

Shareholders who have cast a postal vote, appointed a proxy or requested an admission card or share ownership certificate will not be able to participate in the General Meeting in any other way, notwithstanding any agreements to the contrary.

Any shareholder may submit written questions to the Company as from the publication date of this Notice of General Meeting. Any such questions must be sent to the Company's registered office, by registered mail with recorded delivery by the fourth business day prior to the date of the General Meeting. A share registration certificate must be attached to the letter. The Board of Directors is required to reply to these questions during the General Meeting, a joint response can be given to questions which have the same content. Answers to the questions will be posted on the company's website at the following address: <http://www.neopost.com>

Shareholders that meet the conditions may table items on the agenda or propose resolutions at the General Meeting by sending a request by registered letter with recorded delivery to the registered office, at least 25 calendar days prior to the date of the General Meeting. A share registration certificate (attestation d'inscription en compte) must be sent with any such request, evidencing that the applicant holds or represents at least 5% of the Company's capital.

Any draft resolutions proposed by shareholders, as well as a list of any items that have been included in the agenda of the General Meeting further to a shareholder's request will be published on the Company's website: <http://www.neopost.com>

In addition, review by the General Meeting of any points or draft resolutions submitted is conditioned on the relevant shareholders providing, on the second business day prior to the date of the General Meeting, no later than zero hour, Paris time, a new certificate evidencing that their shares are registered on accounts in accordance with the requirements specified above.



NEOPOST SA  
a Limited Company, Société anonyme,  
with share capital of euros 34,562,912  
Registered office: 42-46 avenue Aristide Briand - 92220 Bagneux  
Nanterre Trade and Companies' Register # 402 103 907

**REQUEST FOR DOCUMENTS AND INFORMATION**

(art. R.225-81 Code de commerce)

I, the undersigned:

Surname.....

Forenames.....

Address.....

.....

request that information and documents concerning the **Ordinary and Extraordinary General Meeting of 30 June 2017**, as provided for under article R.225-83 of the Code de Commerce, concerning business corporations should be sent to me.

[place]....., [date].....

Signature:

**N.B.:** Holders of registered shares, using a single application form, may request the company to send documents and information provided for under articles R.225-81 and R.225-83 of the Code de commerce, in connection with each of the shareholders' meetings held at a later date.