

IMPORTANT NOTICE

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THE ATTACHED OFFERING CIRCULAR MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION, OR REPRODUCTION OF THE OFFERING CIRCULAR IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS PROHIBITION MAY RESULT IN A VIOLATION OF APPLICABLE SECURITIES LAWS.

This Offering Circular has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and consequently neither the Company, nor any of the Underwriters, nor any person who controls, or is a director, officer, employee or agent of the same, nor any affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Offering Circular distributed to you in electronic format and the hard copy version available to you on request from the Underwriters. You should take full responsibility for virus checking.

Confirmation of Your Representation: *In order to be eligible to view this Offering Circular, you must (i) not be located in the United States (within the meaning of Regulation S under the U.S. Securities Act of 1933) and (ii) consent to delivery by electronic transmission. You have been sent the attached Offering Circular on the basis that you have confirmed to the relevant Underwriter, being the sender of the attached Offering Circular, that (i) you and any customers you represent are not located in the United States nor located or resident in Canada, Australia or Japan and (ii) the electronic mail (or e-mail) address to which it has been delivered is not located in the United States, Canada, Australia or Japan.*

In addition, in order to be eligible to view this e-mail and/or access the Offering Circular or make an investment with respect to the securities described therein, you must be a person who (i) is outside the United Kingdom, (ii) has professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial promotion) Order 2005, (iii) is a "high net worth entity" or other person, to whom this Prospectus may be legally distributed within the meaning of Article 49(2) (a) to (d) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, or (iv) is any other person to whom this document may be communicated under applicable law (all such persons together being referred to as "Relevant Persons"). The Bonds and new or existing shares received upon conversion or exchange of the Bonds (the "Securities") are intended only for Relevant Persons, and no invitation, offer or agreements to subscribe, purchase or otherwise acquire such Securities may be proposed or concluded other than with Relevant Persons. Any person other than a Relevant Person may not act or rely on this e-mail, the Offering Circular or any provision thereof.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY, NOR SHALL THERE BE ANY SALE OF SECURITIES, IN ANY JURISDICTION WHERE SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY JURISDICTION.

No registration statement relating to the offer or sale of these securities has been or will be filed with the U.S. Securities and Exchange Commission. Nothing in this electronic transmission constitutes an offer of securities for sale in the United States or any other jurisdiction. Securities may not be offered or sold in the United States unless registered under the U.S. Securities Act of 1933, or pursuant to an exemption from such registration.

You are reminded that the attached Offering Circular has been delivered to you on the basis that you are a person into whose possession this Offering Circular may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not nor are you authorized to deliver this Offering Circular to any other person.

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(incorporated under the laws of France as a *société anonyme*, i.e., a public limited company)

€261,000,061.14 subject to increase to a maximum amount of €299,999,927.50

3.75% Bonds convertible into and/or exchangeable for new or existing NEOPOST shares due February 1, 2015

(*Obligations à option de conversion et/ou d'échange en actions nouvelles ou existantes*)

ISSUE PRICE 100%, i.e., €82.81 per Bond

Neopost (the "Company") is offering €261,000,061.14 principal amount of its 3.75% bonds convertible into and/or exchangeable for new or existing shares (OCEANEs) due February 1, 2015 (the "Bonds") subject to an increase of up to €299,999,927.50 principal amount pursuant to an over-allotment option granted to the Joint Lead Managers and Joint Bookrunners. The Bonds will be offered without preferential subscription right and without a priority subscription period in a public offering in France and internationally in private placements to institutional investors outside the United States, Canada, Australia and Japan in accordance with the applicable regulations.

Each Bond will have a par value of €82.81 representing an issue premium of 30% over the trading volume-weighted average price of the Company's shares quoted on Euronext Paris from the opening of trading on October 13, 2009 until the setting of the final terms of the Bonds.

Holders may exercise their right to convert or exchange their Bonds at their option at any time from October 21, 2009, the issue date of the Bonds, to and including the seventh business day preceding the maturity or the relevant early redemption date. The initial Conversion/Exchange Ratio will be one share of the Company for one Bond, subject to adjustment upon the occurrence of certain events described herein.

The Bonds will mature on February 1, 2015. At maturity, the Company will redeem the Bonds at par value. The Company may redeem the Bonds at its sole option at any time from February 1, 2013 until the maturity of the Bonds, in whole but not in part, at a price equal to par plus accrued interest since the most recent payment date, subject to 30 calendar days' notice, so long as the arithmetic mean (calculated over a period of 20 consecutive trading days among the 30 consecutive trading days preceding the date of publication of the notice of such early redemption) of the products of the opening quoted prices of the Company's shares on Euronext Paris, and the Conversion/Exchange Ratio then in effect, exceeds 130% of the par value of the Bonds. If less than 15% of the Bonds issued remain outstanding, the Company may also, at its option, redeem the outstanding Bonds at any time, subject to 30 calendar days notice, in whole but not in part, at a price equal to par plus accrued interest since the most recent payment date (or, if applicable, the issue date of the Bonds).

Each Bondholder may request the early redemption of all or part of its Bonds at a price equal to par plus accrued interest since the most recent payment date (or, if applicable, the issue date of the Bonds) in the event of a Change of Control of the Company (as defined herein).

The Bonds will bear interest at a rate of 3.75% per annum. Interest will be payable annually in arrears on February 1 of each year (or the following business day if such date is not a business day), and initially on February 1, 2010, i.e., €3.105375 per Bond per year. For the period from October 21, 2009 to January 31, 2010, inclusive, interest will be calculated *pro rata temporis* and shall be paid on February 1, 2010.

The Bonds will rank equally with all of the Company's existing and future unsecured and unsubordinated indebtedness and guarantees (except those which have a "preference" under applicable law).

Application has been made to list the Bonds on Euronext Paris. The Company's shares are listed on Compartment A of Euronext Paris (ISIN code: FR 0000120560).

Investing in the Bonds involves risks. See Section 2 "Risk Factors" of the non-certified English translation of the Securities Note (Note d'Opération) as included herein as Annex A, Section 2 "Risk Factors" of the non-certified English translation of the Company's Reference Document and Section 1 "Information on Risk Factors" of the non-certified English translation of the Company's First-half report for the period ended July 31, 2009 as incorporated by reference herein for a discussion of certain risks that you should consider in connection with an investment in the Bonds.

The Bonds and any shares deliverable upon conversion or exchange of the Bonds have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws. Accordingly, the Bonds and the shares deliverable upon conversion or exchange of the Bonds, if any, may be offered or sold only in transactions that are exempt from, or not subject to, the registration requirements of the Securities Act. The Bonds are being offered and sold only outside the United States in accordance with Regulation S under the Securities Act ("Regulations"). See "Important Information about Jurisdictional and Selling Restrictions." A public offering is being made in France pursuant to a separate offering document prepared in accordance with French regulations. This Offering Circular pertains only to the institutional private placement outside of France, the United States, Canada, Australia and Japan.

Delivery of the Bonds will be made to investors in French-law dematerialized book-entry form through Euroclear France, Euroclear Bank S.A./N.V. and/or Clearstream Banking S.A., Luxemburg and is expected to occur on October 21, 2009, the settlement date of the Bonds.

CALYON

Lazard-NATIXIS

**Société Générale Corporate
& Investment Banking**

Joint Lead Managers and Joint Bookrunners

The date of this Offering Circular is October 13, 2009

IMPORTANT INFORMATION ABOUT THIS OFFERING CIRCULAR

This Offering Circular is confidential. This Offering Circular is being distributed in connection with a private placement to institutional investors in several jurisdictions outside France, the United States, Canada, Australia, and Japan solely for the purpose of considering the purchase of the Bonds described in this Offering Circular. This Offering Circular is personal to the offeree to whom it has been delivered. Any reproduction or distribution of this Offering Circular, in whole or in part, and any disclosure of its contents or use of any information herein for any purpose other than considering the purchase of the Bonds is prohibited. Prospective investors agree to the foregoing by accepting delivery of this Offering Circular.

In making your investment decision, you should rely only on the information contained or incorporated by reference in this Offering Circular. No person has been authorized to give any information or to make any representation other than those contained in this Offering Circular in connection with the issue or sale of the Bonds and, if given or made, such information or representation must not be relied upon as having been authorized by the Company, any of CALYON, Lazard-NATIXIS or Société Générale (the “**Joint Lead Managers and Joint Bookrunners**”) or any of ABN AMRO or Barclays Bank Plc (the “**Co-Lead Managers**”) and, together with the Joint Lead Managers and Joint Bookrunners, the “**Underwriters**”) or any other person.

None of the Company, nor any of the Underwriters, nor any of its or their respective representatives are making any representations to you regarding the legality of an investment in the Bonds, or (except in the case of the Company) the accuracy or completeness of the information set out in this Offering Circular, and nothing contained herein is, or shall be relied upon as, a promise or representation by the Underwriters as to the past or future. Each person who receives this Offering Circular acknowledges that such person has not relied on any of the Underwriters or any of its or their respective representatives in connection with its investigation of the accuracy of the information contained herein or of any additional information considered by it to be necessary in connection with its investment decision.

This Offering Circular has been prepared by the Company on the basis that any purchaser of the Bonds is a person or entity having such knowledge and experience of financial matters as to be capable of evaluating the merits and risks of such purchase. You should not construe anything in this Offering Circular as legal, business, tax or other advice. You should consult your own advisors as to legal, tax, business, financial and related aspects of an investment in the Bonds. In making an investment decision regarding the Bonds you must rely on your own examination of the Company and the terms of the offering, and conduct such independent investigation and analysis regarding the Company and the Bonds, as you deem appropriate to evaluate the merits and risks involved.

This Offering Circular may only be used where it is legal to sell the Bonds. No action has been taken in any jurisdiction other than France that could permit a public offering of the Bonds, or the circulation or distribution of this Offering Circular or any other offering material, where action for such purpose is required. See "Important Information About Jurisdictional and Selling Restrictions".

Annex A of this Offering Circular contains, except for the excluded sections identified under “Important Notice” included in Annex A, a non-certified English translation of the Securities Note (as defined below under “Notice to Prospective Investors in France”) describing the terms and conditions of the Bonds. This Offering Circular incorporates by reference non-certified English translations of the Company’s Reference Document and 2009 First-Half Report (each as defined under “Notice to Prospective Investors in France” below) and certain other documents, described under “Incorporation by Reference of Certain Documents,” except for the excluded sections identified thereunder. In the event of any ambiguity or inconsistencies between statements contained in these non-certified English translations contained or incorporated by reference herein and the corresponding portions of the original French versions (other than the Excluded Sections and the Excluded Securities Note Sections, as defined below), the text of the French documents will be considered authoritative. Neither the Company nor any of the Underwriters assume any liability with respect to the non-certified English translation of the terms and conditions of the Bonds included in the Securities Note in Annex A to this Offering Circular.

You should not assume that the information contained in this Offering Circular is accurate as of any date other than the date on the front cover of this Offering Circular. You should not assume that the information contained in the documents incorporated by reference in this Offering Circular is accurate as of any date other than the respective dates of those documents. The Company’s business, financial condition, results of operations and prospects may have changed since those dates.

In connection with this offering, Société Générale (or persons acting on its behalf) as stabilizing manager may effect transactions in the Bonds and/or the Company’s shares with a view to supporting the price of the Bonds and/or the Company’s shares at a level higher than that which might otherwise prevail for a limited period after the pricing date. However, there is no assurance that the stabilizing manager (or persons acting on its behalf) will undertake stabilizing activities. Any stabilizing activities may be carried out at any time during a period of 30 calendar days as from the date

on which the final terms of the Bonds and of the offering are published, i.e., from October 13, 2009 through November 12, 2009. Any stabilizing activities will be undertaken in accordance with applicable laws and regulations.

In connection with the offering of the Bonds, each Underwriter and any of its affiliates each acting as an investor for its own account may take up Bonds in the offering and in that capacity may retain, purchase or sell Bonds or underlying shares for their own account and any other securities of the Company or related investments and may offer or sell such securities or other investments otherwise than in connection with the offering. Accordingly, references in this document to the Bonds being offered or placed should be read as including any offering or placement of securities to each Underwriter and any of its respective affiliates acting in such capacity. The Underwriters do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

The Underwriters are acting exclusively for the Company and no one else in connection with the offering of the Bonds. They will not regard any other person (whether or not a recipient of this Offering Circular) as their client in relation to the offering of the Bonds. The Underwriters will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for giving advice in relation to the offering of the Bonds or any transaction or arrangement referred to herein.

IMPORTANT INFORMATION ABOUT JURISDICTIONAL AND SELLING RESTRICTIONS

The distribution of this Offering Circular and the offer and sale of the Bonds in certain jurisdictions may be restricted by law. Persons receiving this Offering Circular are required by the Company and the Underwriters to inform themselves about, and to observe, any such restrictions. No offer or sale of the Bonds may be made in any jurisdiction except in compliance with the applicable laws thereof. This Offering Circular constitutes neither an offer of, nor an invitation to purchase, the Bonds in any jurisdiction in which such an offer or invitation would be unlawful.

Notice to Investors

Each purchaser of Bonds in connection with this offering will be deemed to have represented, acknowledged and agreed as follows (terms used in this paragraph that are defined in Regulation S are used herein as therein defined):

- the purchaser is outside the United States;
- the purchaser is aware that the Bonds and any shares deliverable upon conversion or exchange of the Bonds have not been and will not be registered under the Securities Act and that they are being offered outside the United States in reliance on Regulation S;
- the Bonds may not be resold in the United States except pursuant to an exemption from the registration requirements of the Securities Act;
- if the purchaser is acquiring the Bonds as a fiduciary or agent for one or more other investor accounts, with respect to each such account it has sole investment discretion and it has full power to make, and makes, these representations, acknowledgements and agreements on behalf of such accounts; and
- the Company, the Underwriters, and any of its or their respective representatives and others will rely upon the truth and accuracy of the purchaser's representations, acknowledgements and agreements.

The Underwriters have undertaken not to offer or sell the Bonds in the United States, Canada, Australia or Japan.

Notice to Prospective Investors in the EEA

In any European Economic Area (“**EEA**”) Member State that has implemented Directive 2003/71/EC (together with any applicable implementing measures in any Member State, the “**Prospectus Directive**”), this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Directive.

This Offering Circular has been prepared on the basis that all offers of the Bonds, other than the offer to the public in France contemplated in the French Prospectus once such French Prospectus has been approved by the competent authority in France and published in accordance with the Prospectus Directive as implemented in France, will be made pursuant to an exemption under the Prospectus Directive, as implemented in Member States of the EEA, from the requirement to produce a prospectus for offers of the Bonds. Accordingly, any person making or intending to make any offer within the EEA of the Bonds that are the subject of the placement contemplated in this Offering Circular should only do so in circumstances in which no obligation arises for the Company or the Underwriters to produce a prospectus for such offer. Neither the Company, nor the Underwriters have authorized, nor do they authorize, the making of any offer of the Bonds through any financial intermediary, other than offers made by the Underwriters, which constitute the final placement of the Bonds contemplated in this Offering Circular.

Notice to Prospective Investors in France

This Offering Circular has not been and will not be submitted to the clearance procedures of the *Autorité des marchés financiers* (the “**AMF**”), and accordingly may not be distributed to the public in France or used in connection with any offer to purchase or sell any of the Bonds to the public in France. For the purpose of the offering in France, a *prospectus* (the “**French Prospectus**”) in the French language has been prepared consisting of (i) the Company’s Reference Document (*document de référence*) filed with the AMF on April 30, 2009 under No. D. 09-0379 (the “**Reference Document**”), (ii) the First-Half Report for the period ended July 31, 2009 of the Company (the “**2009 First-Half Report**”) and (iii) the Securities Note (*Note d’opération*) (including a summary of the French Prospectus) relating to the Bonds which received *visa* No. 09-287 dated October 13, 2009 from the AMF (the “**Securities Note**”) and includes a section describing certain risk factors relating to the Company and the offering. Such French Prospectus is the only document by which offers to subscribe for Bonds may be made to the public in France.

Notice Relating to Prospective Investors in the United Kingdom

This Offering Circular and any other material in relation to the Bonds or the underlying shares described herein is only being distributed to and is only directed at persons who (i) are located outside the United Kingdom, (ii) have professional experience in matters relating to investments and fall within Article 19(5) (“investment professionals”) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (the (“**Order**”), (iii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Order or (iv) are persons to whom this communication may otherwise lawfully be communicated (all such persons together being referred to as “**Relevant Persons**”). The securities are directed only at Relevant Persons and no invitation, offer or agreements to subscribe, purchase or otherwise acquire securities may be proposed or made other than with Relevant Persons. Any person other than a Relevant Person may not act or rely on this document or any provision thereof. Persons distributing this document must satisfy themselves that it is lawful to do so. Past performance of the Company’s securities should not be relied on as an indication of future performance.

This Offering Circular is not a prospectus which has been approved by the Financial Services Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

Notice to Prospective Investors in Italy

No prospectus relating to the Bonds has been registered in Italy, with the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) in accordance with the Legislative Decree No. 58 of February 24, 1998, as modified (the “**Financial Services Act**”), and the CONSOB Regulation No. 11971 of May 14, 1999, as modified (the “**Issuers’ Regulation**”). Accordingly, the Bonds have not been and will not be offered, transferred or delivered, directly or indirectly, in an offer to the public (“*offerta al pubblico*”) in Italy and no copies of the Offering Circular or any other document relating to the Bonds may be or will be distributed in Italy, unless an exemption applies.

Therefore, the Bonds may not be offered, transferred or delivered in Italy unless copies of the Offering Circular and any other document relating to the Bonds are distributed or made available exclusively:

- (a) to qualified investors (*investitori qualificati*), as defined in Article 34-ter, paragraph 1, letter b) of the Issuers’ Regulation, pursuant to Article 100 of the Financial Services Act ; or
- (b) in any other circumstances where an exemption from the rules governing offers to the public applies, pursuant to and in accordance with Article 100 of the Financial Services Act and Issuers’ Regulation.

Moreover, any offering, transfer, or delivery of the Bonds in Italy or the distribution in Italy of copies of the Offering Circular or any other document relating to the Bonds as provided in paragraphs (a) and (b) above must also be realized in accordance with all applicable Italian laws and regulations concerning the securities market, tax matters, exchange controls and any other applicable legal and regulatory provision, and must, in particular, be realized:

- (i) via investment firms, banks or financial intermediaries authorized to carry out such activities in Italy in accordance with the Financial Services Act, the Legislative Decree No. 385 of September 1, 1993, as amended (the “**Banking Law**”), and the CONSOB Regulation No. 16190 of October 29, 2007, as amended; and
- (ii) in conformity with any other applicable law and any other term or restriction that may be, from time to time, imposed by the CONSOB, the Bank of Italy and/or any other Italian authority.

Any person purchasing Bonds in the offering assumes the entire responsibility for ensuring that any offer or resale of the Bonds so purchased occurs in accordance with all applicable Italian laws and regulations. No person resident or located in Italy other than the original addressees of the Offering Circular should rely on it or its content.

Article 100-bis of the Financial Services Act affects the transferability of the Bonds in Italy to the extent that any placement of the Bonds is made solely with qualified investors and such Bonds are then systematically resold to non-qualified investors on the secondary market at any time in the 12 months following such placement. Where this occurs, if no prospectus in compliance with the Prospectus Directive has been published, purchasers of Bonds who are acting outside of the ordinary course of their business or profession may in certain circumstances be entitled to declare such purchase void and to claim damages from any authorized person at whose premises the Bonds were purchased, unless an exemption provided for under the Financial Services Act applies.

Notice Relating to the United States

The Bonds and any shares deliverable upon conversion or exchange of the Bonds have not been and will not be registered under the Securities Act, or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered, sold, pledged or otherwise transferred except pursuant to an exemption from, or

in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. Terms used in this subsection have the meanings given to them by Regulation S.

Accordingly, the offer is not being made in the United States and this document does not constitute an offer, or an invitation to apply for, or an offer or invitation to purchase or subscribe for any Bonds in the United States. The Bonds offered hereby are being offered only outside the United States in “offshore transactions” as defined in Regulation S.

Any person who subscribes or acquires Bonds will be deemed to have represented, warranted and agreed, by accepting delivery of this Offering Circular or delivery of the Bonds, that it is subscribing or acquiring the Bonds in compliance with Rule 903 of Regulation S in an “offshore transaction” as defined in Regulation S, or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

In addition, until 40 days after the commencement of the offering, an offer or sale of Bonds within the United States by a dealer (whether or not it is participating in the offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than pursuant to the foregoing.

INDUSTRY AND MARKET DATA

This Offering Circular incorporates by reference information concerning the markets in which the Company operates. This information is taken in significant part from research carried out by external organizations. While such information is believed to be reliable, it has not been independently verified, and neither the Company nor the Underwriters, nor any of its or their respective representatives make any representation as to the accuracy of such information. Trends in the Company’s business activities may differ from the market trends set forth in this Offering Circular. The Company, the Underwriters, and any of its or their respective representatives undertake no obligation to update such information.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Offering Circular and the documents incorporated by reference in this Offering Circular contain forward-looking statements. These forward-looking statements are usually identified by words such as “believe”, “estimate”, “anticipate,” “expect”, “plan”, “intend”, “goal”, “target” or, in each case, their negative, or other variations or other comparable terminology. All statements, other than statements of historical fact, included or incorporated by reference in this Offering Circular that address activities, events or developments that the Company intends, expects, projects, believes, anticipates, aims or plans will or may occur in the future, including, without limitation, statements regarding the Company’s business strategy, prospects, plans and objectives, statements expressing beliefs and expectations regarding future demand for the Company’s services and other events and conditions that may influence the Company’s financial condition, results of operations, cash flows or performance in the future, or the industry in which the Company operates, statements concerning future growth and expansion into new markets or activities and other similar matters, are forward-looking statements. Such statements are based on certain assumptions and analyses made by the management of the Company in light of its experience and its perception of historical trends, current conditions, expected future developments and other factors it believes to be relevant. Important factors that could cause actual results to differ materially from the Company’s expectations are discussed herein in Section 2 - “Risk Factors” of the Securities Note as included elsewhere in this Offering Circular, in Section 2 of the Reference Document and in Section 1 of the 2009 First-Half Report as incorporated by reference herein.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance and the Company’s actual financial condition, results of operations, cash flows, performance and achievements, and the development of the industry in which it operates, may differ materially from those made in or suggested by the forward-looking statements contained or incorporated by reference in this Offering Circular. In addition, even if the Company’s financial condition, results of operations, cash flows, performance and achievements, and the development of the industry in which it operates, are consistent with the forward-looking statements contained or incorporated by reference in this Offering Circular, those results or developments may not be indicative of results or developments in subsequent periods.

Accordingly, all forward-looking statements should be evaluated with an understanding of their inherent uncertainty. The Company’s forward-looking statements speak only as of the date on which they have been made.

Except as required by law or the rules of any stock exchange on which its securities are listed, the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained or incorporated by reference in this Offering Circular to reflect any change in its expectations or any change in events, conditions or circumstances, on which any forward-looking statements contained or incorporated by reference in this Offering Circular are based. The Company operates in a very competitive and rapidly changing environment. New risks, uncertainties and other factors emerge from time to time and it is not possible for the Company to predict all such risks, nor can it assess the impact of all such risks on its business or the extent to which any risk, or combination of risks, may cause actual results to differ materially from those contained in any forward-looking statements as a prediction or guarantee of actual results.

CERTAIN DEFINITIONS

Unless otherwise specified or the context otherwise requires, all references in this Offering Circular to:

- “Neopost”, the “Issuer”, or the “Company” are to Neopost;
- “Group” is to the Company and all of its subsidiaries; and
- “Bonds” are to the bonds convertible into and/or exchangeable for new or existing shares subject to the terms described in this Offering Circular.

INCORPORATION BY REFERENCE OF CERTAIN DOCUMENTS

The Company has elected to incorporate information by reference into this Offering Circular. The information incorporated by reference is deemed to be part of this Offering Circular, except as described in the following paragraphs. Any statement in any document that is incorporated or deemed to be incorporated by reference in this Offering Circular shall be deemed to have been modified or superseded to the extent that it is inconsistent with a statement contained in this Offering Circular. Any statement so modified or superseded shall not be deemed to be a part of this Offering Circular except as so modified or superseded.

This Offering Circular incorporates by reference:

- A non-certified English translation of the Company's Reference Document, except for the AMF box on the page 1, the Statement by officers on page 136 and reference to the 2007 annual report on page 137 in Section 9 and the Report of the Statutory Auditors on the profit forecast on page 20 in Section 2 (the "Excluded Sections"). The Reference Document includes the Company's audited consolidated and unconsolidated financial statements for the year ended January 31, 2009, and the report of the Company's independent statutory auditors related thereto.
- The Company's management reports, audited consolidated and unconsolidated financial statements for each of the years ended January 31, 2008 and 2007, and the reports of the Company's independent statutory auditors related thereto, as set forth in the Company's reference document for the year ended January 31, 2008 filed with the AMF on April 30, 2008 under No. D. 08-0349, and the Company's reference document for the year ended January 31, 2007 filed with the AMF on April 20, 2007 under No. D. 07-0364, respectively.
- A non-certified English translation of the 2009 First-Half Report (excluding the Statement of the person responsible for the interim financial report on page 45 in Section 3).

Investors should not make an investment decision based on any information contained in the Excluded Sections, and any references in this Offering Circular to the Company's Reference Document will be deemed to exclude the Excluded Sections.

The Reference Document, as supplemented by the 2009 First-Half Report, contains, *inter alia*, a description of the Company and its activities, its consolidated financial statements for the fiscal year ended January 31, 2009 and the half-year unaudited consolidated financial statements for the period ended July 31, 2009 and certain risk factors that affect or may affect it or its activities.

Incorporation by reference of the above-referenced documents means that we have disclosed important information to you by referring you to such documents. The information incorporated by reference is an important part of this Offering Circular and should be read with the same care.

The documents incorporated by reference into this Offering Circular may be found on the Company's website (www.neopost.com). In case of any ambiguity or inconsistencies between these non-certified English translations and the original French versions thereof (except for sections excluded as identified above), the original French version will be considered authoritative. No information from the Company's website or any other source (other than the documents incorporated by reference herein as specifically identified above) is incorporated by reference in this Offering Circular.

LEGAL MATTERS

The validity of the Bonds offered hereby and certain legal matters pertaining to French law will be passed upon for the Company by Cleary Gottlieb Steen & Hamilton LLP, Paris, France, and for the Underwriters by Norton Rose LLP, Paris, France.

INDEPENDENT STATUTORY AUDITORS

The financial statements of the Company for the fiscal year ended January 31, 2009, 2008 and 2007 incorporated by reference in this Offering Circular have been audited by Ernst & Young et Autres and Peronnet & Associés, independent statutory auditors, as stated in their reports incorporated by reference herein.

ANNEX A:

NON CERTIFIED TRANSLATION OF THE SECURITIES NOTE

Important Notice

The following is a non-certified English translation of the Securities Note (*Note d'opération*) which received *visa* no. 09-287 dated October 13, 2009 from the AMF, except for certain sections that have been excluded for the purpose of this Offering Circular (the “**Excluded Securities Note Sections**”), which are set forth in the table below.

Page(s) in the Securities Note	Relevant paragraph
Cover page	AMF <i>visa</i> together with the related textbox and reference to copies available
Page 18	Section 1.2 (Statement by the person responsible for the French Prospectus)
Page 50	Section 7.2 (Information contained in the Securities Note reviewed by the Auditors)
Page 56	The Statutory Auditors' report on the profit forecast included in Section 9 Additional Information Concerning the Issuer

Investors should not make an investment decision based on any information contained in the Excluded Securities Note Sections. Any reference in this Offering Circular to the Securities Note will be deemed to exclude the Excluded Securities Note Sections.

Although it has been carefully drafted and reviewed, no assurances are given as to the accuracy or completeness of the translation. Neither Neopost nor any Underwriter assumes any liability with respect to this non-certified English translation. In the event of any ambiguity or inconsistency between this non-certified translation and the corresponding portions of the *Note d'opération* (excluding the Excluded Securities Note Sections), the French version shall prevail.

In the event of any inconsistencies between this document and the corresponding portions of the original French document (*note d'opération*), the text of the original French document shall govern.



A French *société anonyme* with a board of directors and share capital of € 30 837 517
Registered office: 113 rue Jean Marin Naudin 92220 Bagneux
Nanterre Trade and Company Registry Number: 402 103 907

SECURITIES NOTE

Made available to the public in connection with the issuance, without preferential subscription rights or a priority subscription period, and listing on Euronext Paris of debt of a nominal amount of €261,000,061.14, that may be increased to a maximum nominal amount of €299,999,927.50 in the event of the exercise of the over-allotment option, represented by bonds that may be converted and/or exchanged for new or existing Neopost shares, each with a par value of €82.81.

The Subscription Period will take place from October 14, 2009 to October 16, 2009 (inclusive).

[INTENTIONALLY OMITTED]

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SUMMARY OF THE FRENCH PROSPECTUS

Warning to the reader

This summary should be read as an introduction to the French Prospectus. Any decision to invest in the securities described herein should be based on a thorough review of the French Prospectus. If a legal claim relating to the information included in the French Prospectus is filed before a court, the investor may, according to the national laws of the relevant European Union member states or parties to the European Economic Area, be required to pay for the translation of the French Prospectus prior to the commencement of the legal proceedings. The individuals who presented this summary, including, where relevant, its translation..., are only liable if its contents are misleading, inaccurate or contradict the other sections of the French Prospectus.

In this Securities Note, “Neopost” and “Company” refer to Neopost S.A.. The “**Group**” refers to the Company and all of its consolidated subsidiaries.

A. INFORMATION CONCERNING THE ISSUER

Corporate name and nationality Neopost, a French *société anonyme* governed by French law.

Business sector Mailroom Equipment

ICB Classification: 9574 “Electronic Office Equipment”

Description of its business Neopost is the European leader and number two world-wide supplier of mailing solutions. It has direct presence in 15 countries, with 5 400 employees and annual sales of €918 million in 2008. Its products and services are sold in more than 90 countries, and the Group has become a key player in the markets for mailroom equipment and logistics solutions. The Group offers the most technologically advanced solutions for covering franking, folding, insertion and addressing, as well as logistics traceability. Neopost also offers a full range of services, including in particular consulting, maintenance and financing solutions.

**Historical Selected
Financial
Information (audited
as at January 31 of
each year and
unaudited as at July
31 of each year)**

Selected financial information

*Consolidated profit and loss accounts and status of the financial position
(simplified)(IFRS standards)*

Fiscal years ending January 31 and half-years ending July 31

<i>(In millions of euros)</i>	<i>July 31, 2009</i>	<i>July 31, 2008</i>	<i>Jan. 31, 2009</i>	<i>Jan. 31, 2008</i>	<i>Jan. 31, 2007</i>
Sales	457.3	452.8	918.1	907.1	918.5
Gross profit	367.5	351.3	707.9	707.8	706.0
Current operating income	116.4	115.0	235.9	237.1	238.8
Operating income	116.4	115.0	236.3	218.0	240.3
Income before tax	104.9	105.7	214.8	189.7	222.1
Net income	74.8	74.3	156.9	135.7	157.3
Of which:					
Net income attributable to Group	74.8	74.3	157.0	135.7	157.3

Data on financial position

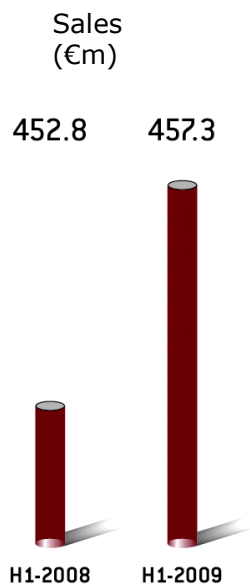
• ASSETS

Fiscal years ending January 31 and half-years ending July 31

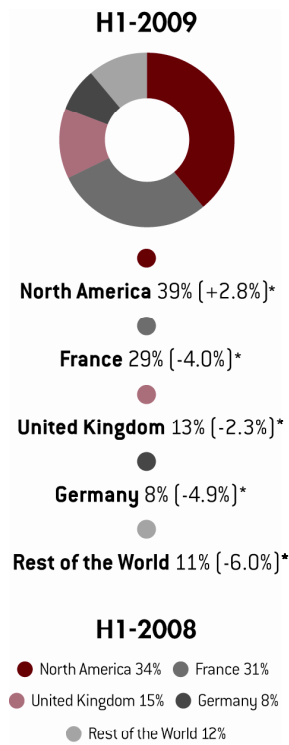
<i>(In millions of euros)</i>	<i>July 31, 2009</i>	<i>July 31, 2008</i>	<i>Jan. 31, 2009</i>	<i>Jan. 31, 2008</i>	<i>Jan. 31, 2007</i>
Total non-current assets	1 258.9	1 159.1	1 258.6	1 103.6	1 054.2
Total current assets	544.1	518.0	590.5	564.1	533.5
Total assets	1 803.0	1 677.2	1 849.1	1 667.7	1 587.7

• LIABILITIES

<i>(In millions of euros)</i>	<i>July 31, 2009</i>	<i>July 31, 2008</i>	<i>Jan. 31, 2009</i>	<i>Jan. 31, 2008</i>	<i>Jan. 31, 2007</i>
Total Shareholders' Equity	442.8	434.8	436.3	492.8	537.1
Total non-current liabilities	362.2	335.1	366.1	352.8	375.1
Total current liabilities	998.0	906.6	1 046.7	822.1	675.5
Total equity and liabilities	1 803.0	1 677.2	1 849.1	1 667.7	1 587.7

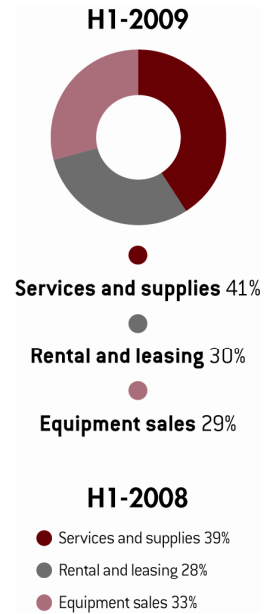


Sales by geographic segment

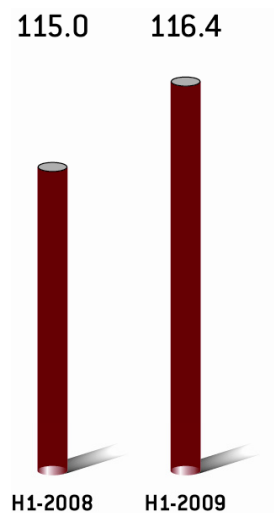


* Excluding exchange rate effects

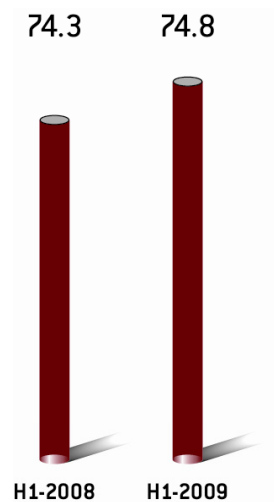
Sales by revenue type



Current operating income (€m)



Net income (€m)



Principal risk factors relating to the Company and its business

Investors should carefully review risk factors relating to the Company which are described in Chapter 2 (pages 16 to 18) of the Reference Document and pages 5 through 7 of the 2009 Half-Year Financial Report. These include in particular risks related to:

- postal authorities regulations and the Group's relationship with such authorities, as the Company's production and marketing of and services related to mailing machines are subject to regulations;
- potential penetration of the mailroom equipment market by competitors, such as the Pitney Bowes and Francotyp Postalia, the Company's principal competitors;
- technological developments and creation of new markets,
- dependence of the Company on customers and suppliers (with no customer representing more than 1% of its sales and the principal supplier representing 12.5% of its purchases);
- impact of market conditions and of competition on the forecasts provided by the Company.

Recent trends and outlook

The first half of the year was subject to particularly difficult economic conditions. The Group is nevertheless now seeing some signs of recovery in North America and the UK. In continental Europe and export markets, the situation seems to be stabilizing.

In these conditions and also taking into account:

- a favorable comparison base in Europe and the rest of the world in the second half,
- the continuing roll-out of the IS range in Europe,
- the completion of the optimization program in the United States,
- recurring revenue that should benefit in particular from the development of postal rate change subscriptions,

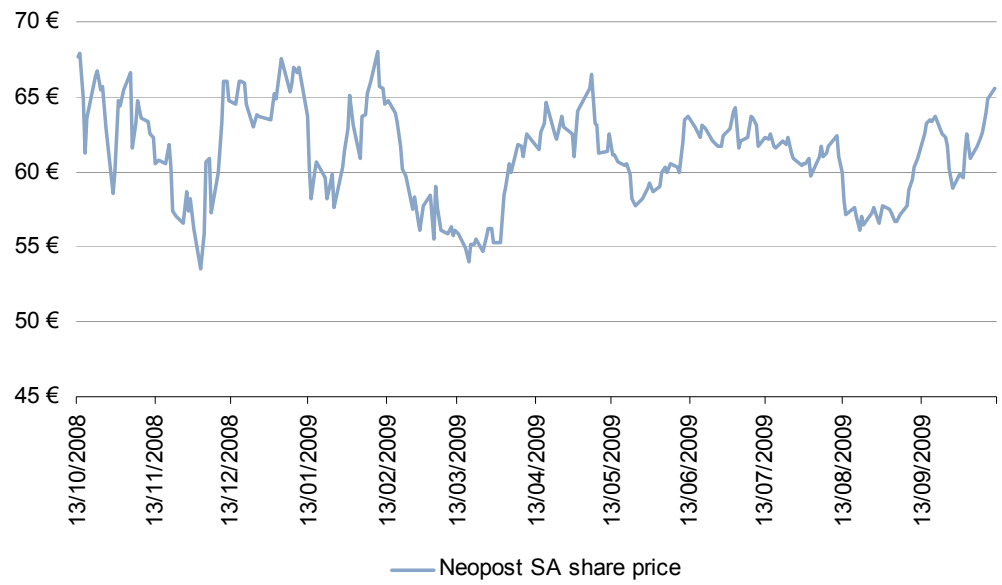
the Group expects a return to growth in the second half of 2009.

Over the full year 2009, sales are expected to increase by around 1% at constant exchange rates.

Neopost confirms its current operating margin should reach at least 25.7% of sales in 2009.

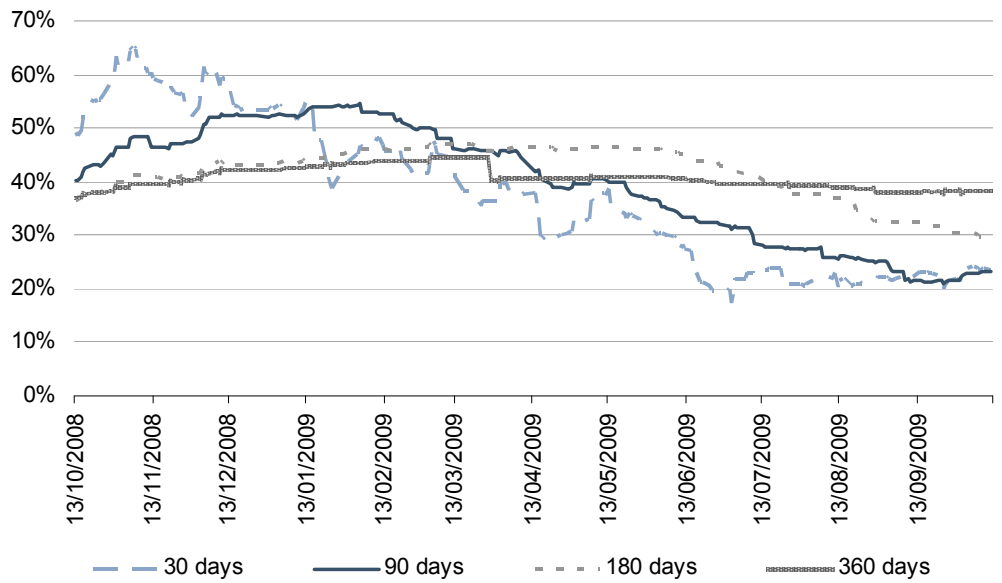
Neopost share price

Share price evolution over one year



Volatility

Historical Volatility



B. INFORMATION CONCERNING THE TRANSACTION

Key components of the offering

Purpose of the offering and use of proceeds	The purpose of the offering is to respond to the general financial needs of the Company, notably the development of its leasing activity, to diversify its financial resources and to contribute to extending the maturity profile of its financial resources.
Issue size and Gross proceeds	€261,000,061.14 that may be increased to a maximum amount of €299,999,927.50 in the event of the exercise in full of the over-allotment option of approximately 14.94%.
Net proceeds	Approximately €256 million that may be increased to a maximum amount of approximately €295 million in the event of the exercise in full of the over-allotment option.
Number of Bonds	3,151,794 bonds convertible into/or exchangeable for new or existing shares (the “ Bonds ”), that may be increased to a maximum amount of 3,622,750 Bonds in the event of the exercise in full of the over-allotment option.
Par value of each Bond	€82.81 (representing an issue premium of 30% over the trading volume-weighted average price of the Company’s shares quoted on Euronext Paris from the beginning of trading on October 13, 2009 until the setting of the final terms of the Bonds).
Preferential subscription rights – Priority period	Not applicable.
Private Placement	In France and outside of France, on October 13, 2009 in a bookbuilding process, as developed by professional common practice, with the exception of the United States of America, Canada, Japan and Australia (the “ Private Placement ”).
Public Subscription Period	In France from October 14, 2009 to October 16, 2009 inclusive (the “ Public Subscription Period ”).
Principal shareholders’ intention to subscribe	The Company has no knowledge of the intentions of its principal shareholders.
Issue price of the Bonds	At par, <i>i.e.</i> € 82.81 per Bond.

Issue date and, Settlement Date of the Bonds, and Date as from which the Bonds carry full right	Expected to be on October 21, 2009 (the “ Issue Date ”).
Gross yield to maturity	3.75% (in the absence of a conversion or exchange for shares and in the absence of early redemption of the Bonds).
Rating of the issue	The issuance has not been the subject of any request for a rating, and the issuer’s debt is not rated.
Listing of the Bonds	Expected on October 21, 2009 under the ISIN number FR0010814061 on Euronext Paris.
Clearing	Euroclear France, Euroclear Bank S.A./N.V. and Clearstream Banking, <i>société anonyme</i> (Luxemburg).
Joint Lead Managers and Joint Bookrunners	CALYON, Lazard-NATIXIS and Société Générale Corporate & Investment Banking.
Underwriting	Underwriting which will be provided by a bank syndicate led by the Joint Lead Managers and Joint Bookrunners (see paragraph 5.4.3.1).
Lock-up commitments	180 days for the Company subject to certain exceptions.
Indicative timetable of the issue	
October 13, 2009	<ul style="list-style-type: none"> • Press release announcing launch and the indicative terms of the issue. • Beginning of the bookbuilding related to the Private Placement. • End of the bookbuilding related to the Private Placement. • Determination of the final terms of the Bonds. • Press release announcing the end of the Private Placement and the final terms of the Bonds. • Granting of the approval (<i>visa</i>) on the French

Prospectus by the AMF.

- Press release announcing receipt of the approval (*visa*) by the AMF on the French Prospectus and the terms and conditions of the availability of the French Prospectus.

October 14, 2009

- Notice of the Bond issuance published by Euronext Paris.
- Beginning of the Public Subscription Period.

October 16, 2009

- End of the Public Subscription Period.

October 19, 2009

- Deadline for exercise of the over-allotment option.
- If applicable, press release announcing the final issue size after exercise of the over-allotment option.
- Notice of admission to trading of the Bonds published by Euronext Paris.

October 21, 2009

- Settlement and delivery of the Bonds.
- Admission of the Bonds to trading on Euronext Paris.

Terms of the Bonds

Rank of the Bonds and their interest

Unsecured, direct, general, unconditional, unsubordinated and unguaranteed commitments.

Negative pledge

Solely in the case of security interests granted for the benefit of holders of other bonds issued or guaranteed by the Company.

Nominal rate - Interest

Annual nominal rate of 3.75%. Interest payable in arrears on February 1 of each year (or on the following business day if such date is not a business day) (each, an “**Interest Payment Date**”), or €3.105375 per Bond per year.

Pro rata temporis calculation for the period from October 21, 2009 to January 31, 2010 inclusive.

Term

5 years and 103 days.

Redemption at maturity of the Bonds

In full, on February 1, 2015 (or on the following business day if such date is not a business day) by redemption at par.

Early redemption of the Bonds at the Company’s option

- At any time, for all or part of the Bonds, without any limitations as to price or quantity, by repurchasing Bonds either on- or off-market or by means of tender or

exchange offers.

- At any time, from February 1, 2013 until the maturity date of the Bonds, subject to 30 calendar days' notice, redemption of all the outstanding Bonds, at a price equal to the par value of the Bonds plus the accrued interest, if the arithmetic mean, calculated over a period of 20 consecutive trading days from among the 30 days preceding publication of the notice of such early redemption, of the products of the opening quoted prices of the Company's shares on Euronext Paris and the Conversion/Exchange Ratio on each such date, exceeds 130% of the par value of the Bonds.
- At any time, for all of the outstanding Bonds, by redemption at par plus accrued interest, subject to 30 calendar days' notice, if less than 15% of issued Bonds remain outstanding.

Early redemption upon event of default

Possible, by redemption at par plus accrued interest, in particular in the case of default of the Company.

Early redemption at the Bondholders' option in the event of a change of control

Possible at par plus accrued interest.

Conversion/Exchange Ratio

(Conversion/Exchange of the Bonds for shares)

At any time from October 21, 2009 and to and including the seventh business day preceding the maturity date or the relevant early redemption date, at the ratio of one share per Bond, subject to adjustments.

The Company may elect to deliver new shares to be issued or existing shares or a combination of both.

Dividend entitlement and listing of the shares issued or delivered upon conversion and/or exchange

- The new shares shall be entitled to dividends as from the first day of the fiscal year including the exercise date of the share conversion or exchange right. The new shares will be subject to periodic applications for admission to trading on the Euronext Paris on a different quotation line until, as the case may be, they are assimilated to the existing shares.
- Existing shares will be entitled to dividends paid after delivery. They will be immediately tradable.

Applicable law

French law.

Summary of the principal risk factors related to the Bonds

The Bonds are complex financial instruments comprised of a bond component and an option component relating to the issuer's shares. Investors must be capable of understanding in which cases and under which conditions the conversion and/or exchange of the Bonds for new or existing shares of the issuer may be advantageous to them. The terms of the Bonds may be changed.

It is not certain that a market will develop for the Bonds. If an active market were not to develop, the liquidity and the price of the Bonds would be affected.

The price of the Bonds will depend on numerous factors (the price and volatility of the Company's shares, interest rates, credit risk, the amount and regularity of dividend payments, etc.).

The ranking of the Bonds enables the Company, under certain circumstances, to freely dispose of the ownership of its assets or to grant security interests on said assets, it being specified that the Company's negative pledge on the Bonds is linked exclusively to issues of bonds.

The Bondholders benefit from a limited anti-dilution protection.

The Company may not be able to redeem the Bonds.

The provisions applicable to the Bonds could be set aside in the event of the application of the French law on collective proceedings to the Company.

The risk factors are set out in detail in Chapter 2 of this Securities Note.

C. DILUTION AND SHARE CAPITAL

As of the date of this Securities Note, the Company's total share capital is comprised of 30 837 517 shares, each with one voting right, with a par value of €1 each.

Shareholders

As of July 31, 2009 the breakdown of Neopost's shareholders is the following:

	Number	%
Management and employees	762 652	2.47 %
Directors (non-executive)	7 054	0.02 %
Shares held under liquidity contract	85 819	0.28 %
Treasury stock held for the delivery to employees	167 020	0.54 %
Arnhold & Bleichroeder ⁽¹⁾	4 200 200	13.61 %
Jupiter Asset Management ⁽¹⁾	1 944 400	6.30%
Harris Associates ⁽¹⁾	1 658 300	5.37 %
Fidelity ⁽¹⁾	1 767 800	5.72 %
Other shareholders	20 274 592	65.69%
Total	30 867 837 ⁽²⁾	100.00 %

(1) Source: Ipreo at July 31, 2009

(2) This number includes 30,320 shares issued and fully paid-up upon the exercise of share subscription options since January 31, 2009 and which have not yet been recorded as a capital increase by the Board of Directors.

To the Company's knowledge, no other shareholders hold, directly or indirectly or in concert, 5% or more of the Company's share capital or voting rights.

Since the beginning of the year, Neopost has been informed of the following thresholds being crossed:

On January 9, 2009, 5% threshold crossed downswing by Harris Associates.

On August 14, 2009, 5% threshold crossed upswing by Harris Associates.

Dilution

By way of illustration, the impact of the issuance and of the conversion into new shares or the exchange into existing shares of all of the Bonds on the consolidated shareholders' equity per share attributable to the group (calculated on the basis of the consolidated shareholders' equity per share of the Company attributable to the Group as of July 31, 2009 as reflected in the consolidated financial statements as of July 31, 2009, and the number of shares comprising the share capital of the Company as of such date, after deduction of the shares held by the Company in treasury) would be as follows:

	Consolidated Shareholders' Equity per share (in euros)	
	Non-diluted basis	Diluted basis ⁽¹⁾
Before issuance of the Bonds	14.46	17.03
After issuance and conversion or exchange of 3,151,794 Bonds into shares	20.71	22.72
After issuance and conversion or exchange of 3,622,750 Bonds into shares ⁽²⁾	21.54	23.49

(1) In the event of the exercise of all of the Company options to subscribe for and/or to acquire shares of the Company (whether or not such options were exercisable), and the final acquisition of all of the distributed new or existing free shares.

(2) In the event of the exercise in full of the over-allotment option.

By way of illustration, the impact of the issuance and of the conversion into new shares of all of the Bonds on the equity interest of a shareholder holding 1% of the Company's share capital prior to the issue and not subscribing to the issue (calculated based on the number of shares comprising the share capital of the Company as of July 31, 2009) would be as follows:

	Holding of the Shareholder (as a %)	
	Non-diluted basis	Diluted basis ⁽¹⁾
Before issuance of the Bonds	1	0.94
After issuance and conversion or exchange of 3,151,794 Bonds into shares	0.91	0.86
After issuance and conversion or exchange of 3,622,750 Bonds into shares ⁽²⁾	0.89	0.85

(1) In the event of the exercise of all of the Company options to subscribe for shares of the Company (whether or not such options were exercisable), and the final acquisition of all of the distributed new free shares.

(2) In the event of the exercise in full of the over-allotment option.

D. PRACTICAL INFORMATION

Timetable and terms of the offering: See characteristics of the offering and indicative timetable in paragraph B above.

Joint-Lead Managers and Joint Bookrunners

CALYON

Lazard-NATIXIS

Société Générale Corporate & Investment Banking

Intermediary responsible for the financial services of the Bonds

Société Générale Securities Services

Investor relations contact

Ms. Gaële Chagnaud

Director, Investor Relations

Tel: +33 (1) 4 5.36.31.39

Fax: + 33 (1) 4 5.36.30.30

E-mail: g.chagnaud@neopost.com

Availability of the French Prospectus

Copies of the French Prospectus are available free of charge at Neopost's registered office located at 113, rue Jean Marin Naudin, **92220** Bagneux. The French Prospectus is also made available on Neopost's website (www.neopost.com) as well as on the AMF's website (www.amf-france.org) and from the following financial institutions: CALYON, Lazard-NATIXIS and Société Générale Corporate & Investment Banking.

1. PERSONS RESPONSIBLE

1.1 Person responsible for the French Prospectus

Mr. Denis Thiery chief Executive Officer of Neopost

1.2 Statement by the person responsible for the French Prospectus (Intentionally Omitted)

(Intentionally omitted)

2. RISK FACTORS

Before making any decision to invest in the bonds convertible into or exchangeable for new or existing Company shares (the "Bonds"), potential investors should carefully review all of the information contained in the French Prospectus. This section is not intended to be exhaustive and other risks and uncertainties of which the Company is not currently aware or which it currently considers remote could also affect its business. Potential investors are urged to conduct their own independent evaluation of all of the considerations relating to an investment in the Bonds and closely review the detailed information provided elsewhere in the French Prospectus.

2.1 Risks relating to the Group

The risk factors related to the Group and its business are described in Chapter 2 (pp. 16-18) of the Reference Document and on pages 5 through 7 of the 2009 Half-Year Financial Report. The Company considers these risk factors to be current and that, as of the date of this Securities Note, no other additional significant risk has arisen that merits specific disclosure. In addition to these risk factors, investors should, before making any decision to invest in the Bonds, review the following risk factors relating to the Bonds.

2.2 Risks relating to the Bonds

The Bonds are complex securities that are not necessarily suitable for all investors

The Bonds are complex financial securities comprised of a bond component and an option component relating to the Company's shares. Investors must have sufficient knowledge and experience with respect to the financial market and knowledge with respect to the Company to assess the advantages and risks related to investing in Bonds, as well as an understanding of and access to analytical tools to assess these advantages and risks in light of their financial situation. Investors must be capable of understanding in which cases and under which conditions the conversion and/or exchange of the Bonds for new or existing shares of the Company may be advantageous to them. The Bonds are not suitable for investors who are not familiar with concepts such as normal or early redemption, events of default or other financial terms governing these types of financial securities.

Investors must also ensure that they have sufficient financial resources to bear the risks associated with an investment in Bonds.

The terms and conditions of the Bonds could be changed

The general meeting of Bondholders can modify the terms of the Bonds subject to the approval of the Company's Board of Directors or, as the case may be, the Extraordinary General Meeting of the Shareholders of the Company, provided that the Bondholders present or represented at the meeting approve the modifications by a majority of two thirds of the votes cast. Any modification approved in this way will apply to all of the Bondholders.

The terms and conditions of the Bonds are based on the laws and regulations in force as of the date of the visa on the French Prospectus.

Changes in legislation or regulations could result in the modification of the terms and conditions of the Bonds, which could have an impact on their value.

No assurance can be given as to the impact of any possible change after the date of the visa on the French Prospectus.

It is not certain that a market for the Bonds will develop.

An application has been made for admission of the Bonds to trading on Euronext Paris. However, no guarantee can be given as to whether an active trading market for the Bonds will develop or as to whether Bondholders will be able to trade their Bonds on such market under sufficient price and liquidity conditions. If such a market were to develop, the market value of the Bonds could be subject to considerable volatility.

Moreover, trades of large blocks of Bonds between institutional investors are generally carried out outside of regulated markets. As a result, not all investors may have access to these types of transactions and in particular to their price conditions.

There is no obligation to create a market for the Bonds.

The price of the Bonds will depend on numerous factors

The market value of the Bonds will depend on the market value and volatility of the Company's shares, market interest rates, the Company's credit risk and changes in the market opinion regarding the Company, and the amount and level of dividends paid by the Company. Therefore, a reduction of the market value and/or the volatility of the Company's

shares, an increase in interest rate spreads, any real or perceived increase in the Company's credit risk, or an increase in dividend payments, may adversely affect the market value of the Bonds.

The Bondholders benefit from limited anti-dilution protection

The Conversion/Exchange Ratio applicable in the event of the conversion into new shares and/or exchange in existing shares of the Bonds will be adjusted only in the cases provided for in paragraph 4.2.6 "Maintenance of Bondholders' rights". In addition, the Conversion/Exchange Ratio will not be adjusted in all cases where an event relating to the Company or any other event that may have an impact on the value of the Company's shares or, more generally, any other event that may result in their dilution, in particular in the event of the issuance of securities giving right, immediately and/or in the future, to the share capital without preferential subscription rights, the free allocation of Company shares to employees or the allocation of Company stock options. The events for which no adjustment is provided for could have a negative effect on the value of the Company's shares and, consequently, on that of the Bonds.

The negative pledge applicable to the Bonds does not affect in any way the capacity of the Company to dispose of the ownership of its assets or grant security interests in respect of such assets.

The Bonds and the interest thereon constitute unsecured, direct, general, unconditional, unsubordinated and unguaranteed debt securities of the Company, ranking equally among themselves and, subject to required legal exceptions, *pari passu* with all other present or future unsecured debt and guarantees of the Company. The servicing of the debt in terms of interest, principal, taxes, costs and other amounts in respect of the Bonds is not guaranteed or secured.

The ranking of the Bonds does not in any way affect the right of the Company to otherwise dispose of the ownership of its assets or to grant any security in respect of such assets in certain circumstances (see paragraph 4.1.5 "Ranking of the Bonds").

The Company will not be required to pay additional amounts under the Bonds to offset withholding taxes in the event that such taxes are implemented.

Neither interest nor principal payments in respect of the Bonds currently give rise to withholding taxes (see paragraph 4.1.14 "Withholding tax for non-French tax residents in respect of the Bonds' income"). If such withholding taxes were to be implemented in the future, the Company will not be required to pay additional amounts under the Bonds to offset such withholding taxes.

The Bonds are covered by limited financial restrictions

The Company may issue other financial instruments, including other bonds, which may represent significant amounts, increase the Company's indebtedness, and decrease the Company's credit rating.

The terms and conditions of the Bonds do not require the Company to maintain any financial ratios or specific levels of shareholders' equity, revenues, cash flows or liquidity and, accordingly, do not protect the Bondholders in the event of a deterioration of the Company's financial condition. The terms and conditions of the Bonds do not include any restriction on the Company with respect to capital amortization or decrease, investment capacity, or payment of dividends.

The Company may not be able to redeem the Bonds

The Company may not be able to redeem the Bonds upon maturity. It may also be required to redeem all or part of the Bonds in the event of a default. If the Bondholders were to seek repayment of their Bonds following an event of default, the Company would not necessarily be able to pay the required amount in full. The Company's ability to redeem the Bonds will depend notably on its financial condition at the time of the requested repayment, and may be limited by the applicable legislation, by the terms of its indebtedness and, as the case may be, by the terms and conditions of new financing in place as of such date which may replace, supplement or amend its existing or future indebtedness. In addition, the Company's failure to redeem the Bonds could constitute an event of default with regard to another loan.

Certain Bondholders may be exposed to exchange rate risk

The Company will make all payments due under the Bonds in euros. All Bondholders whose financial activities are conducted mainly in a currency other than the euro should take into consideration the risk of fluctuations of the exchange rate with the euro, as well as changes to the rules of exchange controls. An appreciation of the value of the currency of the Bondholder compared to the euro would decrease the value of the payments (interest, repayment) received for the Bonds in the Bondholder's currency and the market value of the Bonds, and therefore the return on the Bonds for their holders.

In addition, governments and monetary authorities could impose (as some have done in the past) exchange controls that could affect the applicable exchange rate. In such a case, Bondholders could receive lower principal or interest payments than expected, or none of these payments.

The provisions applicable to Bonds may be set aside in the event of the application of the French law on collective proceedings to the Company

French law relating to companies in difficulty provides that, in the event of the commencement of reorganization proceedings (*procédure de sauvegarde*) or bankruptcy proceedings (*redressement judiciaire*) for the Company, all creditors who own bonds issued in France or abroad (including Bondholders) are grouped together in a sole general meeting. The provisions relating to the representation of the Bonds are discarded inasmuch as they depart from the mandatory provisions of the law on companies in difficulty applicable in the context of such procedures.

These provisions provide that the sole general meeting ensure the defense of the creditors' (including the Bondholders) common interests and deliberate, if applicable, on the planned reorganization or bankruptcy proceedings. The sole general meeting may in particular (i) adopt a favorable position in respect of an increase in bondholders' charges (including the Bondholders) through the implementation of time-limits for payment and/or the granting of a whole or partial bond loan write-off, (ii) agree to differentiated treatment between bondholders (including the Bondholders) if the differences in situation justify it; and/or (iii) order a conversion of debt (including the Bondholders) into securities granting or that may grant access to the share capital.

The decisions of the sole general meeting are made with a majority of two-thirds of the amount of the debt securities held by the holders having voted, notwithstanding any clause to the contrary and independent of the law applicable to the issuance contract. No quorum requirements apply.

3. KEY INFORMATION

3.1 Interest of individuals and legal entities participating in the issue

CALYON, Lazard Frères Banque and NATIXIS, acting severally but not jointly under the name “Lazard-NATIXIS”, Société Générale and/or companies of their respective groups, have provided and/or may in the future provide various banking, financial, investment, commercial or other services to the Company or to companies in its group, to their shareholders or their directors and officers (*mandataires sociaux*), for which they have received or may receive compensation.

In this respect, CALYON, NATIXIS and Société Générale act in particular as lending institutions and/or arrangers of loans granted to the Company and/or to certain of its subsidiaries.

On June 22, 2007, the Group signed a €750 million multi-currency revolving credit facility, maturing in June 2013, with a pool of banks composed of approximately twenty banks, including CALYON, Natixis and Société Générale. On September 15, 2009, the Group signed a new five-year €175 million revolving credit facility with the Natixis Banque Populaire Caisse d’Epargne group.

These agreements were concluded in the ordinary course of business and do not give rise to any conflict of interest for the Joint Lead Managers and Joint Bookrunners.

3.2 Purpose of the issuance and use of proceeds

The purpose of the offering is to respond to the general financial needs of the Company, notably the development of its leasing activity, to diversify its financial resources and to contribute to extending the maturity profile of its financial resources.

In addition, the Group has sufficient credit lines available in light of the upcoming maturity in September 2010 (described on page 51 of the Reference Document and page 25 of the 2009 First-Half Report).

4. INFORMATION RELATING TO THE FINANCIAL SECURITIES TO BE OFFERED AND ADMITTED TO TRADING ON EURONEXT PARIS

4.1 Information relating to the Bonds (Except Right to the Allocation of Shares)

4.1.1 Type and class of the Bonds for which admission to trading is requested

The Bonds to be issued by the Company constitute securities that confer certain rights to receive shares of the Company within the meaning of Articles L. 228-91 *et seq.* of the French Commercial Code (*Code de commerce*).

The nominal amount of the issuance will be €261,000,061.14, represented by 3,151,794 Bonds each with a par value of €82.81 (representing an issue premium of 30% over the trading volume-weighted average price of the Company's shares quoted on Euronext Paris from the opening of trading on October 13, 2009 until the setting of the final terms of the Bonds).

In addition, for the sole purpose of hedging potential over-allotments, the Company granted to the Joint-Lead Managers and Joint Bookrunners an over-allotment option which, if it were to be exercised, would require the Company to increase the nominal amount of the issuance by a maximum of approximately 14.94% to a maximum nominal amount to €299,999,927.50, represented by 3,622,750 Bonds.

This over-allotment option is exercisable at one time only, in whole or in part, at the latest on October 19, 2009.

The issuance of the Bonds will have only one settlement and delivery date on October 21, 2009.

The Bonds are expected to be listed on Euronext Paris on October 21, 2009 under ISIN number FR0010814061. As of the date of this Securities Note, no listing on any other market is expected to be requested.

4.1.2 Applicable law and courts having jurisdiction in the event of a dispute

The Bonds are governed by French law. The courts having jurisdiction in the event of a dispute are those where the registered office of the Company is located when the Company is the defendant and are designated according to the nature of the dispute, unless otherwise provided by the French Code of Civil Procedure (*Code de procédure civile*).

4.1.3 Form and method of registration in Bond accounts

The Bonds may be held in registered or bearer form, at the option of the Bondholders.

In accordance with Article L. 211-3 of the French Monetary and Financial Code (*Code monétaire et financier*), the Bonds must be registered in securities accounts held, as the case may be, by the Company or an authorized intermediary.

Consequently, the rights of the holders will be represented via a registration in securities accounts opened in their name in the registries of:

- Société Générale Securities Services, commissioned by the Company, for Bonds held in fully registered form (*forme nominative pure*);
- an authorized financial intermediary chosen by the Bondholder and Société Générale Securities Services, commissioned by the Company, for Bonds held in administered registered form (*forme nominative administrée*); or
- an authorized financial intermediary chosen by the Bondholder for Bonds held in bearer form (*au porteur*).

No document evidencing the ownership of the Bonds (including representative certificates under Article R.211-7 of the French Monetary and Financial Code) will be issued relating to the Bonds.

In accordance with Articles L. 211-15 and L. 211-17 of the French Monetary and Financial Code, the Bonds are sent via a book-entry transfer from one account to another, and the transfer of ownership of the Bonds will occur upon their registration in the acquirer's securities account.

The Bonds comprising the issue will be accepted for clearance through Euroclear France, which will ensure the settlement of Bonds between account holders. The Bonds will also be admitted for clearance through Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* (Luxembourg).

Based on the indicative timetable, it is expected that the Bonds will be registered in securities accounts and tradable as of October 21, 2009, the settlement and delivery date of the Bonds.

4.1.4 Currency of the issuance of the Bonds

The Bonds will be denominated in euros.

4.1.5 Ranking of the Bonds

4.1.5.1 Ranking of Debt

The Bonds and the interest thereon constitute unsecured, direct, general, unconditional, unsubordinated and unguaranteed debt securities of the Company, ranking equally among themselves and, subject to required legal exceptions, *pari passu* with all other present or future unsecured debt and guarantees of the Company.

The servicing of the Bonds in terms of interest, principal, taxes, costs and other amounts in respect of the Bonds is not guaranteed or secured.

4.1.5.2 Negative pledge

The Company agrees, until the definitive redemption of all of the Bonds, not to grant to holders of present or future bonds which are issued or guaranteed by the Company any mortgage (*hypothèque*) over its present or future assets or real property interests, nor any pledge (*nantissement*) on all or part of its business (*fonds de commerce*) nor any other security (*sûreté réelle, gage ou nantissement*) over its present or future assets or income without granting the same security and status to the Bondholders. This undertaking is given only with respect to the issuances of bonds and does not in any way affect the right of the Company to otherwise dispose of its assets or to grant any security in respect of such assets in any other circumstances.

4.1.5.3 Further issues

If the Company subsequently issues new bonds with rights identical in all respects to those of the Bonds (with the exception, as the case may be, of the first interest payment thereof), the Company may, without the consent of the Bondholders and provided that the terms and conditions of all such bonds so permit, consolidate (*assimilation*) the bonds of any such further issues with the Bonds, thereby treating such bonds as the same issue for the purposes of financial agency services and trading. All of the holders would then be grouped into a single body (*masse*).

4.1.6 Rights and restrictions attached to the Bonds and terms of exercise of such rights

The Bonds will bear interest and will be redeemed at their par value at maturity or on the relevant early redemption date in accordance with the terms of paragraph 4.1.8 (“Redemption date and terms of redemption of the Bonds”).

The Bonds are convertible and/or exchangeable for shares of the Company as described in paragraph 4.2 below (“Right to the allocation of shares – Conversion into and/or exchange of Bonds for Company shares”).

The Bonds are not subject to any specific restrictions.

4.1.7 Nominal interest rate and provisions relating to accrued interest

The Bonds will bear interest, from the Issue Date (as such term is defined in paragraph 4.1.12, “Expected issue date”) at a nominal annual rate of 3.75%, payable in arrears on February 1 of each year (or the following business day if such date is not a business day), beginning on February 1, 2010 (each an “**Interest Payment Date**”) i.e., €3.105375 per Bond per year (regardless of the number of days in such half year).

With respect to the period from and including October 21, 2009, the Issue Date, up to and including January 31, 2010, the amount of interest that will be payable on February 1, 2010 (or on the following business day if such date is not a business day), calculated based on the terms and conditions below, will amount to approximately €0.876311 per Bond.

All interest payments relating to an interest period of less than one full year will be calculated by applying to the par value of the Bonds the product of (a) the above-mentioned nominal annual interest rate and (b) the ratio between (x) the exact number of days elapsed since the last Interest Payment Date (or the Issue Date, as the case may be) and (y) the number of days between the next Interest Payment Date (excluded) and the anniversary of such date (inclusive) during the previous year (i.e., 365 days or 366 days).

Subject to the provisions of paragraph 4.2.5 “Rights of Bondholders to interest on the Bonds and rights to dividends and distributions of shares delivered”, interest will cease to accrue from the maturity date or the early redemption date of the Bonds.

Any action against the Company for the payment of interest due in respect of the Bonds shall be time-barred five (5) years after the due date.

4.1.8 Redemption date and terms of redemption of the Bonds

4.1.8.1 Redemption of the Bonds

4.1.8.1.1 Redemption at maturity

Unless the Bonds have been the subject of an early redemption, exchange or conversion under the conditions set forth below, they will be redeemed in full at par on February 1, 2015 (or the following business day if such date is not a business day).

The term of the Bonds from the Issue Date to the stated maturity date shall be 5 years and 103 days.

Any action against the Company for the payment of principal due in respect of the Bonds shall be time-barred five (5) years after the maturity date or redemption date.

4.1.8.1.2 Early redemption by repurchase or public tender or exchange offers

The Company may, at its option, redeem all or part of the Bonds, at any time, without limitation as to price or quantity, by repurchasing Bonds either on- or off-market or by means of public tender or exchange offers. Subject to number 2. of paragraph 4.1.8.1.3 “Early redemption at the Company’s option”, any such redemption shall not affect the normal schedule for the redemption of any outstanding Bonds.

4.1.8.1.3 Early redemption at the Company’s option

1. The Company may, at its option, at any time from February 1, 2013 until the maturity date of the Bonds, subject to the minimum 30 calendar days prior notice described in paragraph 4.1.8.2 (“Publication of information in the event of redemption at maturity or early redemption of the Bonds”), proceed with the early redemption of all of the outstanding Bonds, for a price equal to the par value of the Bonds plus accrued interest since the last Interest Payment Date until the early redemption date, if the product of the arithmetic mean, calculated over a period of 20 consecutive trading days from among the 30 trading days that precede the publication of the notice of such early redemption, of the opening quoted prices of the Company’s shares on Euronext Paris and the Conversion/Exchange Ratio (as defined in paragraph 4.2.3, “Exercise period and Conversion/Exchange Ratio”) in effect on each relevant date, exceeds 130% of the par value of the Bonds.

A “trading day” shall mean any business day on which Euronext Paris provides for shares to be listed on its market, other than a day on which such trading ceases prior to the usual closing time.

A “business day” shall mean any day (other than a Saturday or Sunday) on which banks are open in Paris and on which Euroclear France operates.

2. The Company may, at its option and at any time subject to advance notice of at least 30 calendar days as provided for in paragraph 4.1.8.2 “Publication of information in the event of redemption at maturity or early redemption of the Bonds”, redeem at par plus accrued interest since the last Interest Payment Date (or, as the case may be, since the Issue Date) until the early redemption date all of the outstanding Bonds, if less than 15% of the issued Bonds remain outstanding.

3. In the cases described in paragraphs 1 and 2 above, the Bondholders will retain the ability to exercise their Conversion/Exchange Right as provided in paragraph 4.2.3 “Exercise period and Conversion/Exchange Ratio” up to and including the seventh business day preceding the early redemption date.

4.1.8.1.4 Early redemption upon event of default

The Representative of the Body of Bondholders (*Représentant de la Masse*) (as defined in paragraph 4.1.10 “Representation of the Bondholders”) may, upon decision of the general meeting of Bondholders, acting under conditions of quorum and majority provided for by law, by written notice sent to the Company, with a copy to the Centralizing Agent (as defined in paragraph 5.4.2 “Details of the intermediaries responsible for the financial servicing and servicing of the Bonds”), make all of the Bonds redeemable at a price equal to par plus accrued interest from the

last Interest Payment Date (or, if applicable, since the Issue Date) until the early redemption date, if any of the following events occur:

- (a) the Company defaults on the payment on the due date of any sums due in respect of any Bond and such default is not remedied by the Company within 10 business days of such due date;
- (b) the Company fails to perform or to observe any of the other provisions relating to the Bonds and such failure is not remedied by the Company within 25 business days of the receipt by the Company of the written notice of such failure to perform or observe given by the Representative of the Body of Bondholders;
- (c) in the event that a default on a payment of any other financial indebtedness or any guarantee of financial indebtedness of the Company or any of its Material Subsidiaries (as defined below), for a total amount of at least €50 million (or its equivalent in foreign currency), on its due date or, as the case may be, after the expiration of any applicable grace period;
- (d) acceleration of any financial indebtedness of the Company or any of its Material Subsidiaries (as defined below) for a total amount of at least €50 million (or its equivalent in foreign currency);
- (e) the Company or any of its Material Subsidiaries (as defined below) is subject to a general moratorium with regard to its debts, is subject to a reorganization proceeding (*procédure de sauvegarde*) under Articles L. 620-1 and seq. of the French Commercial Code, would be in a state of suspension of payments (*cessation des paiements*) or would be subject to bankruptcy or judicial liquidation proceedings (*procédure de redressement ou de liquidation judiciaire*), or a judicial decision transferring the entirety of the assets of the Company (*plan de cession totale des actifs*) or any equivalent proceeding;
- (f) in the event that the Company's shares are no longer admitted for trading on the Euronext Paris market or on at least one regulated market of any member countries of the European Union.

For the purpose of the aforementioned provisions, “**Material Subsidiary**” means a company fully consolidated by the Company, of which the Company holds directly or indirectly, at least 50% of the voting rights and: (i) whose sales (less sales carried out with other companies of the group to which the Company belongs) represented more than 5 % of the consolidated sales of the Company during the last fiscal year, or (ii) which represented more than 5% of the Company's consolidated assets at the end of this fiscal year, calculated based on the latest audited financial statements (or, the latest consolidated financial statements as the case may be) of the concerned company and on the latest audited consolidated financial statements of the Company.

4.1.8.1.5 Early redemption at the option of the Bondholders in the case of a Change of Control of the Company

In the case of a Change of Control, as defined in paragraph 4.2.6(c) (“Public offerings”), any Bondholder may, at its option, request the early redemption in cash of all or part of the Bonds owned by such Bondholder as provided below.

The Bonds will be redeemed at a price equal to par plus accrued interest from the last Interest Payment Date (or, if applicable, from the Issue Date) until the early redemption date.

The Company will inform the Bondholders of any Change of Control by a notice published in a financial newspaper with national circulation in France as well as in a notice to be issued by Euronext Paris at the latest within the 30 calendar days following the effective Change of Control. These notices will remind Bondholders that they have the option which is offered to them of requesting the early redemption of their Bonds and will indicate (i) the date set for the early redemption which should be between the 25th and the 30th business day following the publication date of the notice in a financial newspaper with national circulation in France, (ii) the redemption amount and (iii) the period, of at least 15 business days, during which the early redemption requests for the Bonds and the corresponding Bonds must be received by the Centralizing Agent (as defined in paragraph 5.4.2 “Details of the intermediaries responsible for the financial servicing and servicing of the Bonds”).

To request the early redemption of their Bonds, the Bondholders must submit a request to the financial intermediary holding their securities account. Redemption requests are irrevocable once received by the relevant financial intermediary.

The requests and the corresponding Bonds must be received by the Centralizing Agent at the latest on the 5th business day preceding the early redemption date.

The date of the early redemption request will be the business day on which the later of both conditions (1) and (2) below have been satisfied, if this occurs at or prior to 5:00 PM, Paris time, or the following business day if such satisfaction occurs after 5:00 PM, Paris time:

(1) the receipt by the Centralizing Agent of the request for redemption transmitted by the financial intermediary in whose accounts the Bonds are held;

(2) the transfer of the Bonds to the Centralizing Agent by the relevant financial intermediary.

4.1.8.2 Publication of information in the event of redemption at maturity or early redemption of the Bonds

Information relating to the number of Bonds redeemed, converted or exchanged and the number of Bonds outstanding shall be provided periodically to Euronext Paris for publication and may be obtained from the Company or from the financial institution serving in the capacity described in paragraph 5.4.2 “Details of the intermediaries responsible for the financial servicing and servicing of the Bonds”.

Should the Company decide to redeem all of the Bonds upon or prior to maturity, a notice to that effect shall be published in the *Journal Officiel* (so long as required by French law) and a financial newspaper with a national circulation in France, and a notice issued by Euronext Paris no later than 30 calendar days prior to the effective possible redemption date.

4.1.8.3 Cancellation of Bonds

Bonds that have been redeemed at or prior to maturity, repurchased on- or off-market or by means of public tender or exchange offers and converted or exchanged Bonds shall be cancelled in accordance with French law.

4.1.9 **Annual gross yield to maturity**

The annual gross yield to maturity amounts to 3.75% (in the absence of a conversion and/or exchange for shares and in the absence of early redemption).

In the French bond market, the yield to maturity of a bond is the annual rate that, on a given date, at such rate and on a compound interest basis, equals the present value of all amounts payable and all amounts receivable from such bond (as defined by the Bond Standardization Committee (*Comité de normalisation obligataire*)).

4.1.10 **Representation of the Bondholders**

In accordance with Article L. 228-103 of the French Commercial Code and to protect their common interests, Bondholders are treated as a collective body, which has the status of a legal entity.

A general meeting of Bondholders is required to authorize modifications to the terms and conditions of the Bonds and to vote on all decisions that require its approval under applicable law. The general Bondholders’ meeting also deliberates on any proposed mergers (*fusions*) or spin-offs (*scissions*) of the Company in application of Articles L. 228-65, I, 3°, L. 236-13 and L. 236-18 of the French Commercial Code, the provisions of which, along with those of Article L. 228-73 of the French Commercial Code, shall apply.

Under current law, each Bond carries the right to one vote; the general meeting of Bondholders may not validly rule unless the holders present or represented hold at least one-fourth of the Bonds carrying the voting rights at first calling and at least one-fifth at second calling. Decisions made at the general meeting of Bondholders are only valid if approved by a majority of two-thirds of the votes of the Bondholders present or represented.

Appointed Representative of the Body of Bondholders

In accordance with Article L. 228-47 of the French Commercial Code, the designated appointed representative of the Body of Bondholders (hereinafter referred to as the “Representative of the Body of Bondholders”) will be:

Christophe Alleman
5, Avenue des combattants
78220 Viroflay

The Representative of the Body of Bondholders will have the power, subject to any resolution to the contrary of the general meeting of Bondholders, to carry out on behalf of the body of Bondholders all acts of an administrative nature to protect the common interests of the Bondholders.

He will exercise his duties until his death, resignation, dismissal by the general meeting of Bondholders or if a conflict arises. His appointment shall automatically end on the date of partial or total redemption of the Bonds, whether at or prior to maturity. This term will be automatically extended, where applicable, until the final resolution of any legal proceedings in which the Representative of the Body of Bondholders is involved and the enforcement of any judgments rendered or settlements made pursuant thereto.

Alternate Representative of the Body of Bondholders

The alternate Representative of the Body of Bondholders will be:

Maxime Vivier de Vaugouin
20, Rue de Varenne
75007 Paris

This alternate representative may be called upon to replace the Representative of the Body of Bondholders if the latter is unable to fulfill his mandate. The duties of the alternate representative will begin on the date of receipt of a registered letter from the Company or any interested party that notifies them of any permanent or temporary impairment of duties of the appointed representative; if applicable, this notification will also be sent to the Company in the same form. In the event of a permanent or temporary replacement, the alternate representative will have the same powers as the appointed representative. The alternate representative will only be entitled to the €500 annual compensation if such alternate representative exercises the duties of the appointed representative on a permanent basis. This compensation will be due as from the date of the alternate representative's assumption of the duties of the appointed representative.

General information

The Representative of the Body of Bondholders shall be entitled to an annual compensation of €500, payable on January 31 (or the following business day) of each of the years from and including 2010 to and including 2015, provided that there are still Bonds outstanding at such time.

The Company will bear the cost of compensating the Representative of the Body of Bondholders as well as the expenses of calling and holding the general meeting of Bondholders, publishing its decisions, the fees relating to the appointment of the Representative of the Body of Bondholders under Article L. 228-50 of the French Commercial Code, where applicable, and, more generally, all costs arising in connection with the administration and operation of the Body of Bondholders.

General meetings of Bondholders shall be held at the registered office of the Company or any other place specified in the notice convening the meeting. Each Bondholder shall have the right, during the 15-day period preceding said general meeting, to examine or make copies of the text of the proposed resolutions, as well as any reports to be presented to the general meeting of Bondholders, at the registered office or administrative headquarters of the Company or at such other place as may be specified in the notice convening the meeting, or to cause an agent to do the foregoing on its behalf.

In the event that subsequent issues of bonds give subscribers rights identical to those under the Bonds, and if the terms and conditions of such subsequent bonds so provide, the holders of all of such bonds shall be grouped together in a single body.

4.1.11 Resolutions and decisions pursuant to which the Bonds are issued

4.1.11.1 Authorizations given by the general shareholders' meeting

The extraordinary general shareholders' meeting of the Company held on July 7, 2009, adopted the following resolutions:

THIRTEENTH RESOLUTION

(Delegation of authority to the Board of Directors to issue transferable securities giving access to the Company's capital with the cancellation of the shareholders preferential subscription right).

The General Meeting, ruling under the conditions of quorum and majority required for Ordinary General Meetings, and after considering the Board of Directors' report and the Statutory Auditor's report and ruling in accordance with the 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 power to decide one or more increases in the company's capital without a preferential subscription right, by issuing transferable securities in France and/ or abroad giving access to the Company's capital which can be denominated in foreign currencies or in any monetary unit whatsoever established

by reference to several currencies ;

- decides that the transferable securities giving access to the Company's ordinary shares issued can consist of debt securities or be associated with the issuance of such securities or permit their issuance as intermediary securities. They can, but need not be, subordinated securities and can but need not have a fixed term. The debt securities giving access to the company's ordinary shares can be combined with a fixed and/or variable interest rate or capitalization, and be the subject of a redemption with or without premium or a repayment. In addition the securities can be re-purchased on stock exchanges or the subject of a purchase or exchange offer by the company;

- decides that the total increase in capital which can be performed under this delegation cannot exceed 4,600,000 euros in nominal value, not including the statutory adjustments which may be made. The additional amount of the shares required to safeguard the rights of holders of transferable securities giving entitlement to shares will, if necessary, be added. The maximum amount of the increases in capital which can be performed under this delegation :

- cumulated with the amounts under the delegations stipulated in the 12th,16th and 17th resolutions is €4,600,000 in nominal value, and the total nominal amount of the increases of capital performed under these resolutions will be charged against this global ceiling; and,

- cumulated with the amounts under the delegations stipulated in the 11th, 12th, 16th and 17th resolutions is €10,000,000 in nominal value and the total nominal amount of the increases of capital performed under these resolutions will be charged against this global ceiling;

- decides that the maximum nominal amount of the issues or transfers giving access to the company's capital cannot exceed €350,000,000 euros on the date of the decision to issue, or their exchange value, for an issue in foreign currency or monetary unit established with reference to several currencies. The maximum amount of the issues of transferable securities giving access to the company's capital which can be performed under this delegation :

- cumulated with the issues of transferable securities giving access to the company's capital under the delegations stipulated in the 16th and 17th resolutions is 350,000,000 euros in nominal value, and the total nominal amount of the issues performed under these resolutions, will be charged against this global ceiling; and,

- cumulated with the issues of transferable securities giving access to the company's capital which can be performed under the delegations stipulated in the 11th, 16th and 17th resolutions is 500,000,000 euros nominal value, and the total nominal amount of the issues performed under these resolutions will be charged against this global ceiling but

- it is independent and separate from the amount of the transferable securities issued on the basis of the 23rd resolution and the amount of the bonds which the Board of Directors will decide or authorize to issue under Article L. 228-40 of the French Commercial Code. This sum does not include redemption premiums which may be stipulated;

- decides to offer transferable securities giving access to the company's capital, in a public issue and/or an offer referred to in II of Article L. 411-2 of the French Monetary and Financial Code, under the conditions and within the maximum limit stipulated by the laws and regulations. The Board of Directors can give holders of ordinary shares a priority, irreducible and if necessary reducible right over all or part of the issue during the period and under the conditions it decides in accordance with the statutory and regulatory provisions and which must be exercised in proportion to the number of ordinary shares possessed by each ordinary shareholder. This priority right cannot result in the creation of negotiable rights;

- that if all the subscriptions have not absorbed the whole ordinary share issue, the Board can as it chooses, restrict the issue to the amounts of the subscriptions received providing that this attains three quarters of the issue decided, distribute the unsubscribed shares as it wishes, and/or offer them to the public ;

- decides that the issue price of ordinary shares to be issued within the framework of this resolution will be at least equal to the minimum authorized by the legislation in force.

- formally notes that this delegation automatically entails the waiver by the shareholders of their preferential subscription right for the company's ordinary shares to which the transferable securities giving access to the company's capital which could be issued on the basis of this delegation may give an entitlement to, in favor of the

holders of transferable securities giving access to the company's capital issued under this delegation,

- decides that the Board of Directors will have the necessary powers with the ability to sub delegates to implement this resolution and in particular:

- to determine the conditions of the placement of ordinary shares liable to be issued under this resolution;
- to determine the characteristics, amount, terms and conditions of any issue as well as the securities issued, and in particular, the category of securities issued and fixed, in accordance with the information in its report, their subscription price, with or without premium, the terms and conditions of paying them up, the terms and conditions whereby the transferable securities giving access to the company's Capital issued on the basis of this resolution will give access to the company's ordinary shares, the conditions for their repurchase on a stock exchange and possible cancellation, as well as the possibility of suspending the exercise of the allotment rights for ordinary shares attached to the transferable securities to be issued, giving access to the company's capital,
- take all necessary measures to protect the rights of the holders of the transferable securities or other rights giving access to the capital in accordance with the statutory and regulatory provisions and if necessary the contractual provisions stipulating other cases of adjustment ;
- if necessary make all charges against the issue premium or premiums and in particular, charge the costs of the performing the issues, charge the costs of the increase of capital against the amount of the premiums relating to them and deduct the sums required to be allocated to the legal reserve from this amount and generally take all necessary measures ;
- conclude all agreements, especially to successfully conclude any issue, to carry out the above mentioned issues, on one or more occasions, in the proportions and at the times it wishes, in France and/or if necessary, abroad, and/or the international market, and if necessary to refrain from doing so ;
- record the performance of the increases in capital resulting from this resolution and carry out the corresponding modifications to the Articles of Association, and to carry out all formalities and declarations and request all authorizations which may be required to perform these issues and for their successful completion.

This delegation is given for a period of 26 months from the date of this meeting.

FOURTEENTH RESOLUTION

(Authorization to the Board of Directors to increase the amount of the issues if there are surplus applications for ordinary shares or transferable securities giving access to the company's capital.)

The General Meeting, ruling under the conditions of quorum and majority required for Extraordinary General Meetings and after considering the Board of Directors' report, and the Statutory Auditor's special report, authorizes the Board of Directors to, if it records a surplus demand for an increase in capital decided under 11th, 12th and 13th resolutions, to increase the number of shares in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code within 30 days of the close of the subscription, within the limit of 15% of the initial issue and ceilings stipulated for the said resolutions at the same price as the one adopted for the initial issue.

The General Meeting formally acknowledges that this delegation immediately brings an end, with immediate effect, to any previous delegation with the same purpose and in particular cancels and replaces the delegation granted by the Meeting in its 12th resolution on July 8 2008, for the unused amounts.

This authorization is given for a period of 26 months from the date of this meeting.

4.1.11.2 Decision of the Board of Directors and decision of the Chief Executive Officer

By virtue of the delegation of authority conferred by the extraordinary general shareholders' meeting of July 7, 2009, the Board of Directors decided, at its meeting dated September 29, 2009, on the issuance of bonds convertible into and/or exchangeable for new or existing shares and determined certain terms or limitations on the issue, and sub-delegated to the Chief Executive Officer all of the powers necessary to implement such issue and determine the final terms and conditions thereof.

Acting pursuant to this sub-delegation granted by the Board of Directors, the Chief Executive Officer decided on October 13, 2009 to issue the Bonds under the terms and conditions set forth in this Securities Note.

4.1.12 Expected issue date

The Bonds are expected to be issued on October 21, 2009 (the “**Issue Date**”).

This date is also the date as from which the Bonds will carry full rights and the settlement date.

4.1.13 Restrictions on transferability of the Bonds

Subject to the selling restrictions mentioned in paragraph 5.2 “Bonds distribution and allocation scheme”, there are no restrictions imposed by the terms and conditions of the Bonds relating to their transferability.

4.1.14 Withholding tax for non residents in respect of the Bonds’ income

The following provisions summarize the French tax consequences under current French legislation and subject to tax treaties likely to be applied to investors who are not shareholders of the Company and who are not fiscal residents of France and who will receive proceeds as a result of the Bonds that they hold. Such investors should nonetheless consult their own tax advisor with regard to the tax regulations applicable to their individual situation.

Payment made by the Company in respect of interest payment and redemption of the Bonds will be made to the Bondholders without any tax deduction or withholding, unless such a tax deduction or withholding (to be supported by Bondholders) is required by law.

As the Bonds are denominated in euros, they are deemed to be issued outside of France for the application of the provisions of Article 131 *quater* of the French General Tax Code (*Code générale des impôts*, hereinafter “**CGI**”), (see the Bulletin Officiel des Impôts No. 5 I-11-98 of September 30, 1998 and tax rulings No. 2007/59 (FP) of January 8, 2008 and No 2009/23 (FP) of April 7, 2009). Consequently, the proceeds of the Bonds paid to individuals whose fiscal residence or whose registered office is outside of France are exempt from the withholding provided for in Article 125 A III of the CGI. In addition, the proceeds of the Bonds will be exempted from social security withholdings provided for in Article 1600-0 C et seq. of the CGI.

Under the assumption that the withholding would apply or in the event the French Republic would, in the future, implement a withholding tax on the revenues of bonds, the Company will not be obligated to pay additional amounts to offset such withholding.

If a tax deduction or withholding is required by French law to be made by the Company, in the future, in respect of the income derived by the Bonds, the amount of the payment due from the Company shall not be increased to an amount which (after making any tax deduction or withholding) leaves an amount equal to the payment which would have been due if no tax deduction or withholding had been required.

Non French tax residents must also comply with the tax legislation in force in their State of residence.

On June 3, 2003, the European Union Council (the “**Council**”) adopted a new directive regarding the tax treatment of revenue from savings in the form of interest payments, amended on July 19, 2004 (the “**Directive**”), which was implemented under local French law as Article 242 *ter* of the CGI. Subject to certain conditions being met (as provided for in Article 17 of the Directive), it was planned that Member States must, as of July 1, 2005, implement a mechanism for the automatic transmission of information between European Union Member States concerning the payment of revenue qualified as interest as defined in the Directive (interest, income, premiums or other revenues from debts) carried out by a paying agent established in a Member State on behalf of an individual resident of another Member State (the “**Automatic Information Exchange**”).

To this end, the term “paying agent” has been defined broadly, and includes, in particular, all economic dealers responsible for the payment of revenue qualified as interest, as defined by the Directive, to the individual beneficiaries.

Nevertheless, during a transition period, certain Member States (Luxembourg, Belgium and Austria) will apply, not including exceptions, a withholding tax on payments of revenues qualified as interest in accordance with the Directive paid to a beneficiary resident of another Member State, instead of implementing the Automatic Information Exchange in force in other Member States. The withholding rate is currently 20% from 1st January 2008 until June 30 2011, and will be 35% after the end of this transition period. This transition period will expire at the end of the first full fiscal year that follows the last of the following dates: (i) the date on which the agreements concluded between the European Community and certain Third-party States (Switzerland, Liechtenstein, San Marino, Monaco and Andorra) enter into force, upon unanimity decision of the Council, providing for an exchange of information upon request, as defined by the OECD Model Agreement for Tax Information Exchange (the “**TIEA**”) dated April 18, 2002, in respect of interest payment within the meaning of the Directive, as well as the application of a withholding tax at the above rate for the interest payments made by paying agents established in these States to their effective beneficiaries residing in the European Union (these non-member States of and territories dependent on or associated with the European Union have committed to apply similar measures to those provided for by the Directive), and (ii) the date on which the Council will

have unanimously accepted that the United States of America commit to the exchange of information on request, upon the conditions set forth in the TIEA, in the event of payments of revenues qualified as interest within the meaning of the Directive by paying agents established in their territory to effective beneficiaries residing within the European Union. Belgium has recently indicated that it will implement the Automatic Information Exchange system as from 1st January 2010 and accordingly, no withholding tax will be applied as from that date.

Certain third party states have undertaken to apply similar measures (information exchange or withholding tax) as from 1st July 2005.

4.2 Right to the allocation of shares - Conversion into and/or exchange of Bonds for Company shares

4.2.1 Nature of the conversion and/or exchange right

Bondholders shall have the right, at any time from October 21, 2009, the Issue Date of the Bonds, up to and including the seventh business day preceding the maturity date or the relevant early redemption date outlined in paragraph 4.1.8.1.3 “Early redemption at the Company’s option”, to receive new and/or existing shares of the Company (the “**Conversion/Exchange Right**”), which will be offset against amounts owed under the Bonds, in accordance with the terms and conditions described below, and subject to the provisions of paragraph 4.2.7 “Treatment of fractional entitlements”.

The Company may, at its option, deliver new or existing shares or a combination of both.

As an exception to the foregoing, in the event of any adjustment(s) of the Conversion/Exchange Ratio pursuant to the specifications set out in this securities note other than those provided for by any applicable legislation and regulations and in the event that the Company:

(i) cannot issue, within the legal limits, a sufficient amount of new shares within the framework of the available limits of the authorization to issue equity securities on which the issuance of the Bonds is based or any other authorization to issue approved at a later time by the shareholders and

(ii) does not hold a sufficient number of existing treasury shares available for this purpose

to be able to deliver to Bondholders who have exercised their Conversion/Exchange Right the total amount of new or existing shares which must be delivered pursuant to the aforementioned adjustments, then the Company shall deliver all the new and existing shares that it is able to deliver and, for the remainder (the “**Undelivered Shares**”), the Company will pay a cash amount to such Bondholders. The cash amount will be determined by multiplying the volume weighted average of the Company's share prices recorded on the Euronext Paris stock exchange over the course of the three most recent stock market trading days preceding the Exercise Date of the Conversion/Exchange Right by the number of Undelivered Shares. This amount will be payable upon delivery of the shares in accordance with paragraph 4.2.4 “Terms and conditions of exercise of the Conversion/Exchange Right”.

4.2.2 Suspension of the Conversion/Exchange Right

In the event of an increase in share capital, merger, spin-off or issuance of new capital stock or securities conferring rights to receive shares of the Company, or other financial transactions conferring preferential subscription rights or reserving a priority subscription period for the benefit of shareholders of the Company, the Company shall be entitled to suspend the exercise of the Conversion/Exchange Right for a period not to exceed three months or such other period as may be established by applicable regulations. Any such suspension may not cause the holders of Bonds called for redemption to lose their Conversion/Exchange Right or the exercise period outlined in paragraph 4.2.3 “Exercise period and Conversion/Exchange Ratio”.

The Company’s decision to suspend the Conversion/Exchange Right of Bondholders will be published in a notice in the *Bulletin des Annonces légales obligatoires* (“**BALO**”). This notice will be published at least seven days prior to the date on which such suspension comes into effect and will indicate both the date on which the suspension comes into effect and the date on which the suspension will end. This information will also be published in a financial newspaper with general distribution in France, and in a notice to be issued by Euronext Paris.

4.2.3 Exercise period and Conversion/Exchange Ratio

The Bondholders may exercise their Conversion/Exchange Right at any time from October 21, 2009, the Issue Date of the Bonds, up to and including the seventh business day preceding the maturity date or the early redemption date, at the ratio, subject to paragraph 4.2.6 “Maintenance of Bondholders’ rights” and paragraph 4.2.7 “Treatment of fractional

entitlements”, of one (1) share of Neopost with a par value of one (1) euro for one (1) Bond (the “**Conversion/Exchange Ratio**”).

With respect to Bonds redeemed at or prior to maturity, the Conversion/Exchange Right will expire at the end of the seventh business day prior to the date of redemption.

Any Bondholder who has not exercised its Conversion/Exchange Right prior to such date will receive an amount determined pursuant to paragraph 4.1.8 “Redemption date and terms of redemption of the Bonds”.

4.2.4 Terms and conditions of exercise of the Conversion/Exchange Right

To exercise any Conversion/Exchange Right, Bondholders must make a request to the financial intermediary holding their Bonds in a securities account, which may not be revoked once it is received by the relevant financial intermediary.

The date of the request will be the business day during which the later of conditions (1) and (2) below occurs, at the latest at 5 p.m., Paris time or the following business day if such request occurs after 5 p.m., Paris time (the “**Request Date**”):

- (1) the Centralizing Agent (as defined in paragraph 5.4.2 “Details of the intermediaries responsible for the financial servicing and servicing of the Bonds”) will have received the exercise request transmitted by the financial intermediary in the books of which the Bonds are held in a securities account;
- (2) the Bonds will have been transferred to the Centralizing Agent by the relevant financial intermediary.

Any request for the exercise of any Conversion/Exchange Right received by the Centralizing Agent in its role as centralizing agent during a calendar month (an “**Exercise Period**”) will take effect, subject to the provisions of paragraph 4.2.6(c) “Public offerings” on the earlier of the following two dates (each an “**Exercise Date**”):

- the last business day of such calendar month;
- the seventh business day preceding the date set for redemption;

With respect to Bonds having the same Exercise Date, the Company shall be entitled, subject to, as the case may be, the payment in cash referred to in paragraph 4.2.1 “Nature of the conversion and/or exchange right” above at its option, to choose between:

- the conversion of Bonds into new shares;
- the exchange of Bonds for existing shares;
- the delivery of a combination of new shares and existing shares.

All Bondholders with Bonds having the same Exercise Date will be treated equally and will have their Bonds converted and/or exchanged, as applicable, in the same proportion, subject to rounding.

Subject to the provisions of paragraph 4.2.6(c) “Public offerings” Bondholders will receive delivery of shares no later than the seventh business day following the Exercise Date.

The Centralizing Agent will determine the number of shares to deliver which, subject to paragraph 4.2.7 “Treatment of fractional entitlements”, will be equal to, for each Bondholder, the product of the Conversion/Exchange Ratio in force as at the Exercise Date multiplied by the number of Bonds transferred to the Centralizing Agent for which the Bondholder presented an exercise request.

In the event that a transaction constituting an adjustment (see paragraph 4.2.6 “Maintenance of Bondholders’ Rights”) occurs between the Exercise Date and the delivery date (inclusive) of the shares issued or redeemed upon exercise of the Conversion/Exchange Right, the Bondholders will have no right to participate subject to their right to adjustment until the delivery date of the shares.

In case of an adjustment referred to in paragraph 4.2.6 “Maintenance of Bondholders’ Rights”:

on an Exercise Date or prior to such a date but is not taken into consideration in the Conversion/Exchange Ratio in force on this Exercise Date; or between an Exercise Date and the delivery date of the shares (inclusive),

the Company will proceed, on the bases of the new Conversion/Exchange Ratio determined by the Centralizing Agent, with the delivery of the number of additional shares, subject to paragraph 4.2.7 “Treatment of fractional entitlements”.

4.2.5 Rights of Bondholders to interest on the Bonds and rights to dividends and distributions of shares delivered

In the event of the exercise of any Conversion/Exchange Right, no interest will be payable to Bondholders in respect of the period from the last Interest Payment Date (or, as the case may be, the Issue Date) up to the date on which the shares are delivered.

The rights to dividends and distributions attached to new shares issued upon conversion of the Bonds are set out in paragraph 8.1.1(b) “New shares of the Company issued upon conversion of the Bonds”.

The rights to dividends and distributions attached to existing shares delivered upon exchange of the Bonds are set out in paragraph 8.1.1(b) “Existing shares of the Company delivered upon exchange of the Bonds”.

4.2.6 Maintenance of Bondholders’ rights

(a) Specific provisions

In accordance with the provisions of Article L. 228-98 of the French Commercial Code,

(i) the Company may, without requesting an authorization from the general meeting of Bondholders, change its form or corporate purpose

(ii) the Company may, without requesting an authorization from the general meeting of Bondholders, redeem its share capital, change its profit distribution or issue preferred shares, provided, so long as any Bonds are outstanding, that it takes the necessary measures to preserve the Bondholders’ rights;

(iii) In the event of a reduction of the share capital resulting from losses and realized through a decrease of the par value or of the number of shares comprising its share capital, the rights of the Bondholders will be reduced accordingly, as if they had exercised their Conversion/Exchange Right prior to the date such share capital reduction occurred. In the event of a reduction of the share capital achieved by the decrease of the number of the shares, the new Conversion/Exchange Ratio will be determined by multiplying the Conversion/Exchange Ratio in effect prior to the date such share capital reduction occurred by the following ratio:

$$\frac{\text{Number of the shares included in the share capital after the transaction}}{\text{Number of the shares included in the share capital before the transaction}}$$

In accordance with Article R. 228-92 of the French Commercial Code, if the Company decides to issue, in any form whatsoever, new shares or securities giving access to the share capital with a preferential subscription right reserved for shareholders, to distribute reserves, in cash or in kind, and issue premiums or to change the distribution of its profits by creating preferential shares, it will inform (if so required by the regulations in force) the Bondholders by a notice published in the BALO.

(b) Adjustments of the Conversion/Exchange Ratio in the event of certain financial transactions by the Company

Subsequent to the following transactions:

1. financial transactions with listed preferential subscription rights or by free allocation of listed warrants;
2. the free distribution of shares to shareholders, reverse share split or share split;
3. capitalization of reserves, profits or premiums through an increase in the par value of shares;
4. the distribution of reserves, in cash or in kind, or premiums;
5. the free distribution to the Company’s shareholders of any security other than the Company’s shares;
6. a merger (*absorption* or *fusion*) or spin-off (*scission*);
7. a repurchase by the Company of its own shares at a price higher than the market price;
8. the redemption of share capital;

9. a change in profit distribution and/or the creation of preferred shares;
10. distribution of a dividend surplus;

which the Company may carry out after the Issue Date and for which the Record Date (as such term is defined below) occurs prior to the delivery date of the shares issued or granted upon exercise of the Conversion/Exchange Right, the rights of Bondholders will be maintained until but excluding the delivery date by means of an adjustment to the Conversion/Exchange Ratio, in accordance with the provisions set forth below.

The “**Record Date**” is the date on which record ownership of the Company’s shares is determined, in order to ascertain which shareholders are entitled to the payment or delivery of a dividend, a distribution or an allocation, announced or approved on or prior to such date.

Such adjustment will be carried out so that, to the nearest thousandth of a share, the value of the shares that would have been delivered if the Conversion/Exchange Right had been exercised immediately before the completion of any of the transactions mentioned above, is equal to the value of the shares to be delivered upon the exercise of the Conversion/Exchange Right immediately after the completion of such a transaction.

In the event of adjustments carried out in accordance with paragraphs 1 to 10 below, the new Conversion/Exchange Ratio will be calculated to three decimal places by rounding to the nearest thousandth (with 0.0005 being rounded to the one-thousandth upwards, i.e., to 0.001). Any subsequent adjustments will be carried out on the basis of such newly calculated and rounded Conversion/Exchange Ratio. However, because the Conversion/Exchange Ratio may only result in the delivery of a whole number of shares, fractional entitlements will be treated as specified in paragraph 4.2.7 “Treatment of fractional entitlements”.

1. a) In the event of a financial transaction conferring listed preferential subscription rights, the new Conversion/Exchange Ratio will be determined by multiplying the Conversion/Exchange Ratio in effect prior to the relevant transaction by the following ratio:

$$\frac{\text{Value of the share after detachment of preferential subscription rights} + \text{Value of the preferential subscription rights}}{\text{Value of the share after detachment of preferential subscription rights}}$$

For the calculation of this ratio, the value of the share after detachment of the preferential subscription right and the value of the preferential subscription rights will be equal to the arithmetic average of their opening prices quoted on Euronext Paris (or, in the absence of a listing on Euronext Paris, on any other regulated market or on a similar market on which the Company shares or preferential subscription rights are listed) on each trading day included in the subscription period.

- (b) In the event of a financial transaction by way of free allocation to shareholders of listed warrants with the corresponding ability to sell the securities resulting from the exercise of warrants that were unexercised by the holders at the end of the exercise period, the new Conversion/Exchange Ratio will be equal to the product of the Conversion/Exchange Ratio in effect immediately prior to such financial transaction and the following ratio:

$$\frac{\text{Value of the share after detachment of the warrant} + \text{Value of the warrant}}{\text{Value of the share after detachment of the warrant}}$$

For the calculation of this ratio:

- the value of the share after detachment of the warrant will be equal to the volume-weighted average price of (i) the Company’s shares quoted on Euronext Paris (or, in the absence of listing on Euronext Paris, on another regulated market or similar market on which the shares are listed) on each trading day in the subscription period, and (ii)(a) the final sale price of the financial securities sold in the placement, if such financial securities are shares fungible with the existing shares of the Company, the sale price taking into consideration the volume of shares sold in the placement or (b) the Company’s shares quoted on Euronext Paris (or, in the absence of listing on Euronext Paris, on another regulated market or similar market on which the shares are listed) on the day of determination of the sale price of the financial securities sold in the placement if such financial securities are not shares fungible with the existing shares of the Company.

- the value of the warrant will be equal to the volume-weighted average price of (i) the warrants quoted on Euronext Paris (or, in the absence of listing on Euronext Paris, on another regulated market or similar market on which the warrants are listed) on each trading day in the subscription period and (ii) the implicit value of the warrant resulting from the sale price of the financial securities sold in the placement, which is equal to the difference, if positive, adjusted for the exercise ratio of the warrants, between the sale price of the financial securities sold in the placement and the subscription price of the financial securities sold by exercise of the warrants – this value taking into consideration the volume of the warrants exercised to allocate the financial securities in the placement.

2. In the event of the distribution of free shares to shareholders, or a share split or reverse share split, the new Conversion/Exchange Ratio will be determined by multiplying the Conversion/Exchange Ratio in effect prior to the relevant transaction by the following ratio:

$$\frac{\text{Number of shares included in share capital after the transaction}}{\text{Number of shares included in share capital before the transaction}}$$

3. In the event of a share capital increase by capitalization of reserves, profits or premiums carried out by increase in the nominal value of the Company shares, the nominal value of the shares delivered to Bondholders exercising their Conversion/Exchange Right will be increased accordingly.

4. In the event of a distribution of reserves or premiums in cash or in kind (portfolio securities, etc...), the new Conversion/Exchange Ratio will be determined by multiplying the Conversion/Exchange Ratio in effect prior to the relevant transaction by the following ratio:

$$\frac{\text{Value of the share before distribution}}{\text{Value of the share before distribution} - \text{Amount distributed per share or the value of the securities or assets distributed with respect to each share}}$$

Value of the share before distribution – Amount distributed per share or the value of the securities or assets distributed with respect to each share

For the calculation of this ratio:

- the value of the share before the distribution will be equal to the volume-weighted average price of the Company share quoted on Euronext Paris (or, in the absence of listing on Euronext Paris, on another regulated market or similar market on which the share is listed) during the three stock exchange trading days preceding the date on which the share are listed ex-distribution;
- if the distribution is carried out in-kind:
 - in the event of a distribution of securities that are already listed on a regulated or similar market, the price of the distributed securities will be determined as provided above;
 - in the event of a distribution of securities that are not yet listed on a regulated or similar market, the price of the distributed securities will be equal, if they are expected to be listed on a regulated or similar market within the ten trading days starting on the date on which the shares of the Company are listed ex-distribution, to the volume-weighted average prices on such market during the first three trading days included in this period during which such securities are listed; and
 - in other cases (distributed securities not listed on a regulated or similar market or listed for less than three trading days within the above-mentioned ten day trading period, or in the case of a distribution of assets), the price of the securities or assets distributed per share will be determined by an internationally recognized independent expert chosen by the Company

5. In the event of a free distribution of securities other than shares of the Company and subject to paragraph 1(b) above, the new Conversion/Exchange Ratio will be determined as follows:

(a) if the right to the free allocation of financial securities was admitted to trading on Euronext Paris (or, in the absence of listing on Euronext Paris, on another regulated market or similar market) by multiplying the Conversion/Exchange Ratio in effect prior to the commencement of the relevant transaction by the following ratio:

Value of the share ex-right to free allocation + Value of the free allocation right

Value of the share ex-right to free allocation

For the calculation of this ratio:

- the value of the share ex-right to free allocation will be equal to the volume-weighted average of the prices listed on Euronext Paris (or, in the absence of listing on Euronext Paris, on another regulated market or similar market on which the Company's share ex-right to free allocation is listed) of the share ex-right to free allocation during the first three trading days beginning on the date on which the Company shares are listed ex-right to free allocation.
- the value of the free allocation right will be determined as indicated in the above paragraph. If the free allocation right is not listed during each of the three trading days, then its value will be determined by an internationally-recognized independent expert chosen by the Company.

(b) if the right to free allocation of financial securities was not admitted to trading on Euronext Paris (or, in the absence of listing on Euronext Paris, on another regulated market or similar market) by multiplying the Conversion/Exchange Ratio in effect prior to the commencement of the relevant transaction by the following ratio:

Value of the share ex-right to free allocation

+ Value of the security or securities allocated with respect to each share

Value of the share ex-right to free allocation

For the calculation of this ratio:

- the value of the share ex-right to free allocation will be determined as in paragraph (a) hereabove.
- if the financial securities allocated are listed or may become listed on Euronext Paris (or, in the absence of listing on Euronext Paris, on another regulated market or similar market), within ten trading days beginning on the date on which the shares are listed ex-distribution, then the value of the security or securities allocated per share will be equal to the volume-weighted average of the prices of said financial securities recorded on Euronext Paris during the first three trading days included within this period during which said financial securities are listed. If the financial securities allocated are not listed on each of the three trading days, then the value of the security or securities allocated per share will be determined by an internationally-recognized independent expert chosen by the Company.

6. In the event that the Company is merged into another company (*absorption*) or is merged with one or more companies forming a new company (*fusion*) or is spun-off (*scission*), the Bonds will be convertible and/or exchangeable into shares of the absorbing or new company or of the beneficiary companies of such spin-off.

The new Conversion/Exchange Ratio will be determined by multiplying the Conversion/Exchange Ratio in effect prior to the commencement of the relevant transaction by the exchange ratio of shares in the Company to the shares of the acquiring or new company or the beneficiary companies of a spin-off. These latter companies will be substituted *ipso jure* for the Company with regard to its obligations towards the Bondholders.

7. In the event of a repurchase by the Company of its own shares at a price higher than the market price, the new Conversion/Exchange Ratio will be determined by multiplying the Conversion/Exchange Ratio in effect prior to the repurchase by the following ratio:

Share value x (1 – Pc%)

Share value – Pc% x Repurchase price

For the calculation of this ratio:

- Share value shall mean the volume-weighted average Company share price listed on Euronext Paris (or, in the absence of listing on Euronext Paris, on another regulated market or similar market on which the share is listed) during the three trading days preceding the repurchase (or the ability to repurchase);

- Pc% shall mean the percentage of capital repurchased; and
 - Repurchase price shall mean the actual price at which any shares are repurchased.
8. In the event of a redemption of share capital, the new Conversion/Exchange Ratio will be determined by multiplying the Conversion/Exchange Ratio in effect prior to the relevant transaction by the following ratio:

$$\frac{\text{Value of the share before redemption}}{\text{Value of the share before redemption} - \text{Amount of the redemption per share}}$$

For the calculation of this ratio, the value of the share before redemption will be calculated on the basis of the volume-weighted average price of the share of the Company quoted on Euronext Paris (or if they are not listed on Euronext Paris, on another regulated market or similar market on which the shares are listed) during the three trading days preceding the date on which the shares are listed ex-redemption.

9 In the event that the Company changes its profit distribution and/or creates preferred shares, the new Conversion/Exchange Ratio will be determined by multiplying the Conversion/Exchange Ratio in effect prior to the relevant transaction by the following ratio:

$$\frac{\text{Value of the share before the modification}}{\text{Value of the share before modification} - \text{Absolute value of the reduced profit distribution per share}}$$

For the calculation of this ratio:

- the share value before the modification will be determined on the basis of the volume-weighted average share price of the shares quoted on Euronext Paris during the last three trading days preceding the date of the modification.
- the absolute value of the reduced profit distribution per share will be determined by an internationally recognized independent expert chosen by the Company.

Notwithstanding the above, if said preferred shares are issued with shareholders' preferential subscription rights or by free allocation to shareholders of warrants for said preferred shares, the new Conversion/Exchange Ratio will be adjusted in accordance with paragraphs 1 or 5 above.

10. Adjustment in the event of distribution of a dividend surplus

In the event of a Dividend Surplus (as defined below), the new Conversion/Exchange Ratio of shares will be calculated as indicated below.

For the purposes of this paragraph 10, a "Dividend Surplus" will exist when the Total Distributed Dividends per Share (as defined below) for a given fiscal year of the Company exceeds the Threshold Amount of Dividend Distribution per Share applicable to such fiscal year, and included in the table below.

The Dividend Surplus will be equal to the positive difference between the Total Distributed Dividends per Share for such fiscal year and the Threshold Amount of Dividend Distributed per Share corresponding to such fiscal year.

The "**Reference Dividend**" is a dividend or a distribution with a Record Date (as defined above) during the course of the fiscal year that results in the surpassing of the Threshold Amount of Dividend Distributed per Share corresponding to said fiscal period.

The "**Prior Dividends**" are the possible dividends or distributions of which the Record Dates occur prior to the Record Date of the Reference Dividend but that occur during the course of the same fiscal year as that during which the Record Date of the Reference Dividend occurs.

The "**Additional Dividends**" refers to any dividends or distributions of which the Record Date occurs after the Record Date of the Reference Dividend but that occurs during the course of the same fiscal year as that during which the Reference Dividend occurs.

The "**Total Distributed Dividends per Share**" is equal to the sum obtained by adding the Reference Dividend and possible Prior Dividends per share with Record Dates occurring in the same fiscal year as the Record Date of the Reference Dividend.

Reference Dividends, Prior Dividends and Additional Dividends refer to all dividends or distributions per share, whether paid in cash or in kind, to shareholders, of which the Record Dates occur during the same fiscal period (before any withholding tax and without taking into account any applicable deductions), it being specified that (i) any dividend or distribution (or fraction thereof) leading to an adjustment of the Conversion/Exchange Ratio for the shares pursuant to paragraphs 1 through 9 above will not lead to a change as a result of this paragraph 10, (ii) any interim dividend for which the Record Date occurs during the fiscal year to which it relates will be, for purposes of this paragraph 10, deemed to have as a Record Date (x) the 8th business day of the following fiscal year (*i.e. after the delivery of the shares to the Bondholders who have exercised their Conversion/Exchange Right during the last month of the fiscal year during which the interim payment is made; such Bondholders receiving shares which give right to the interim dividend are not entitled to the adjustment*), or (y) the 1st day of the following fiscal year in the event of the exercise of the Conversion/Exchange Right during the Adjustment Period in the event of a Public Offer, if the Exercise Date (date of the request of the Bondholder) takes place between this 1st day of the following fiscal year (inclusive) and the 8th following business day (excluded) (*since such holders will receive shares with rights as from the 1st day of such new fiscal year they will not be entitled to interim dividends and will have the right, as the case may be, to an adjustment if the interim dividend exceeds the corresponding Threshold Amount of Dividend Distributed per Share.*). (See. paragraph 8.1.1(b) “New Shares of the Company issued upon conversion of Bonds”).

The “Threshold Amount of Dividend Distributed per Share” for each of the Company’s fiscal years until the normal maturity of the Bonds is the following:

Dividends or distributions the Record Date for which falls within the fiscal year ending on:	Threshold Amount of Dividend Distributed per Share*
January 31, 2009	€3.80
January 31, 2010	€3.80
January 31, 2011	€3.80
January 31, 2012	€3.80
January 31, 2013	€3.80
January 31, 2014	€3.80
January 31, 2015	€3.80

* The above Threshold Amount of Dividend Distributed per Share will be adjusted inversely to the Conversion/Exchange Ratio in the event of a free share allocation to shareholders, of a split or reverse split of the Company’s shares. Consequently, in the event of a free share allocation to shareholders, of division of the par or reverse split of the Company’s shares, the unadjusted Threshold Amount of Dividend Distributed per Share for fiscal years will be multiplied by the following ratio:

$$\frac{\text{Number of shares included in the share capital prior to the transaction}}{\text{Number of shares included in the share capital after the transaction}}$$

In the event of a Dividend Surplus during a given fiscal year, the new Conversion/Exchange Ratio will be calculated based on the following equation:

$$NRAA = RAA \times \frac{CA - SMDD}{CA - MTDD}$$

where:

- NRAA means the new Conversion/Exchange Ratio;
- RAA means the Conversion/Exchange Ratio previously in effect; and
- MTDD means the Total Distributed Dividends per Share for the given fiscal year;

- SMDD means the Threshold Amount of Dividend Distributed per Share for the fiscal year;
- CA means the share price, defined as the volume-weighted average of the share prices on Euronext Paris (or, if the shares are not listed on Euronext Paris, on any other regulated market or similar market on which the shares are listed) during the three trading days preceding the trading day during which the shares are listed for the first time ex- Reference Dividend,

it being specified that any Additional Dividend (less, if applicable, any fraction of a dividend or distribution resulting in the calculation of a new Conversion/Exchange Ratio pursuant to paragraphs 1 to 9 above) will be subject to adjustment according to the following equation:

$$NRAA = RAA \times \frac{CA}{CA - DS}$$

where:

- NRAA means the new Conversion/Exchange Ratio;
- RAA means the Conversion/Exchange Ratio previously in effect;
- DS means any Additional Dividend for the fiscal year; and
- CA means the share price, defined as the volume-weighted average of the shares prices on Euronext Paris (or, if the shares are not listed on Euronext Paris, on any other regulated market or similar market on which the shares are listed) during the three trading days preceding the trading day during which the shares are listed for the first time ex- Additional Dividend.

In the event that the Company carries out transactions in respect of which an adjustment under paragraphs 1 to 10 above is not carried out, and a subsequent law or regulations requires an adjustment, the Company will carry out such adjustment in accordance with applicable laws and regulations, and with relevant market practice in effect in France.

(c) Public Offerings

Under current French law and regulations, any public, tender, exchange offer, mixed public offering, or other public offering by a third party in respect of the Company's shares also would be required to be made in respect of all securities giving access to the equity of or voting rights in the Company and therefore the Bonds described herein. Any such offer proposal and the securities note containing the terms and conditions of such offer, would be subject to prior review by the AMF, which would determine the admissibility of the offer based on the elements presented and in particular the assessment of the price of the offer.

In the event in which Company shares were to become the object of an offering (tender, exchange, combined, etc.) approved by the AMF that is likely to cause a Change of Control (as defined below), the Conversion/Exchange Ratio shall be subject to adjustment on a temporary basis according to the following formula (the result would be rounded pursuant to the terms and conditions as provided for in paragraph 4.2.6 (b) above):

$$NRAA = RAA \times [1 + \text{Bond Issue Premium} \times (J/JT)]$$

where:

- NRAA means the new Conversion/Exchange Ratio during the Adjustment Period in the case of a Public Offering (as defined below);
- RAA means the Conversion/Exchange Ratio in effect before the Offer Opening Date (as defined below);
- Bond Issue Premium means the premium, expressed as a percentage determined by the par value per unit of the Bonds compared to the reference price of the Company's shares used at the time the final terms of the Bonds were determined, i.e., 30%;
- J means the exact number of days left to run between the Offering Opening Date (inclusive) and February 1, 2015, the maturity date of the Bonds (excluded); and

- JT means the exact number of days between October 21, 2009, the Bond Issue Date (inclusive) and February 1, 2015, the maturity date of the Bonds (excluded), i.e., 1,929 days.

The adjustment of the Conversion/Exchange Ratio indicated above will benefit only those Bondholders who will exercise their Conversion/Exchange Right, between (and including):

(A) the first day on which the Company shares may be contributed to the offering (the “**Offering Opening Date**”), and

(B) (i) if the offering is unconditional, the date that will be 10 business days after the last day during which the Company shares may be contributed to the offering ;

(ii) if the offer is conditional, (x) if the AMF (or its successor) declares that the offer is successful, the date that will be 10 business days after the publication by the latter of the result of the offer or (y) if the AMF (or its successor) declares that the offering is unsuccessful, the date of publication by the latter of the result of the offering; or

(iii) if the initiator of the offer withdraws the offering, the date on which such withdrawal is published.

This period will be referred to as the “**Adjustment Period in case of Public Offering**”.

For the purpose of this paragraph 4.2.6(c), “**Change of Control**” shall mean the fact for one or more individual(s) or legal entity or entities, acting alone or in concert, of acquiring the control of the Company, it being specified that the notion of “control” shall mean, for the purpose of this definition, the fact of holding (directly or indirectly through the intermediary of companies themselves controlled by the individual(s) or entity or entities concerned) (x) the majority of voting rights attached to the Company shares or (y) more than 40% of these voting rights if no other Company shareholder, acting alone or in concert, holds (directly or indirectly through the intermediary of companies controlled by this or these shareholders) a higher percentage of voting rights.

Delivery of shares resulting from the exercise of the Conversion/Exchange Right during the Adjustment Period in case of Public Offering

Notwithstanding the provisions of paragraph 4.2.4 (“Terms of exercise of the Conversion/Exchange Right”), in the event of the exercise of the Conversion/Exchange Right during the Adjustment Period in case of Public Offering, the Exercise Date will be deemed to be the Request Date and the corresponding shares will be delivered within maximum three business days of the Exercise Date.

(d) Notice to Bondholders in the event of an adjustment

In the event of an adjustment, the Company must notify the Bondholders, at the latest within five business days following the entry into force of the new adjustment, by means of a notice published in a financial newspaper with general distribution in France. Such adjustment also shall be subject to a notice issued by Euronext Paris.

Furthermore, the Company’s Board of Directors will report the calculation and results of any adjustment in the annual report following this adjustment.

4.2.7 Treatment of fractional entitlements

Each Bondholder exercising its rights in relation to the Bonds may receive a number of Company shares calculated by applying to the number of Bonds presented on a same Exercise Date the Conversion/Exchange Ratio in effect.

If the number of shares so calculated is not a whole number, the Bondholder(s) may request that the following be delivered to them:

- either the whole number of shares immediately below; in this case, the Bondholder will receive a sum equal to the product of the remaining fractional share and the value of the share, equal to the closing price on Euronext Paris (or, in the absence of listing on Euronext Paris, on another regulated market or similar market on which the share is listed) on the trading day preceding the day on which the exercise request for the Conversion/Exchange Right was filed;
- or the whole number of shares immediately above, on the condition that a sum is paid to the Company that is equal to the value of the additional fraction of a share so requested, evaluated on the bases provided for in the preceding paragraph.

In the event that the Bondholder does not specify the option that he or she wishes to use, he or she will be given the whole number of Company shares immediately below in addition to a supplement in cash as described above.

5. CONDITIONS OF THE OFFERING

5.1 Conditions of the offering, expected timetable and terms of subscription

5.1.1 Conditions of the offering

5.1.1.1 Absence of preferential subscription right and priority subscription period

The issue of the Bonds will be carried out without preferential subscription rights and without a priority subscription period for the shareholders. Shareholders of the Company expressly waived their preferential subscription rights attached to the Bonds during the extraordinary shareholders' meeting of July 7, 2009, in its thirteenth resolution.

5.1.1.2 Private Placement – Public Subscription Period

The Bonds are being offered initially, within the framework of a bookbuilding process, through a private placement in the European Economic Area (“EEA”), pursuant to Article 3.2 of E.U. Parliament and Council Directive 2003/71/CE (November 4, 2003) and outside the EEA, excluding the United States of America, Canada, Australia and Japan, in accordance with the rules specific to each country in which the placement will be made (the “**Private Placement**”).

Once the final terms of the issue are determined, following a bookbuilding process, the Bonds will be offered for subscription to the public in France only (the “**Public Subscription Period**”).

There is no tranche intended for a specific market.

5.1.1.3 Intention of the principal shareholders

The Company has no knowledge of the intentions of its principal shareholders.

5.1.2 Amount of the issue – Nominal amount per share – Number of Bonds issued

The issue will be for a nominal amount of €261,000,061.14 represented by 3,151,794 Bonds with a par value of €82,81 each (with an issue premium of 30% in respect of the trading volume-weighted average price of the Company's shares recorded on Euronext Paris from the beginning of trading on October 13, 2009 until the setting of the final terms of the Bonds).

In addition, for the sole purpose of hedging potential over-allotments, the Company, granted to the Joint-Lead Managers and Joint Bookrunners, acting on behalf of the Underwriters, an over-allotment option which, if it were to be exercised, would require the Company to increase the nominal amount of the issuance by a maximum of approximately 14.94% to a maximum nominal amount to €299,999,927.50, represented by 3,622,750 Bonds.

This over-allotment option may be exercised once, in whole or in part, at the latest on October 19, 2009.

The issuance of all of the Bonds will have only one settlement and delivery date on October 21, 2009.

The gross proceeds of the issue will be €261,000,061.14, subject to an increase to €299,999,927.50 in the event of the exercise in full of the over-allotment option. The net proceeds of the issue paid to the Company, after deducting from the gross proceeds the estimated commissions and fees payable to financial intermediaries and the legal and administrative costs will be approximately €256 million, subject to increase to approximately €295 million in the event of the exercise in full of the over-allotment option.

5.1.3 Subscription period and procedures

The Private Placement took place on October 13, 2009.

The Public Subscription Period in France will be open from October 14, 2009 to October 16, 2009 until 5 p.m. (Paris time) inclusive, with no possibility of an early closing.

Individuals interested in subscribing should contact their financial intermediaries in this respect. Subscription orders are irrevocable.

The centralization of orders received from financial intermediaries within the framework of the Public Subscription Period will be performed by Société Générale Securities Services.

Indicative timetable of the issuance

October 13, 2009	<ul style="list-style-type: none">• Press release announcing the launch and the indicative terms of the issue.• Beginning of the bookbuilding related to the Private Placement.• End of the bookbuilding related to the Private Placement.• Determination of the final terms of the Bonds.• Press release announcing the end of the Private Placement and the final terms of the Bonds.• Granting of the approval (<i>visa</i>) on the French Prospectus by the AMF.• Press release announcing receipt of the approval (<i>visa</i>) by the AMF on the French Prospectus and the terms and conditions of the availability of the French Prospectus.
October 14, 2009	<ul style="list-style-type: none">• Notice of the Bond issuance published by Euronext Paris.• Beginning of the Public Subscription Period.
October 16, 2009	<ul style="list-style-type: none">• End of the Public Subscription Period.
October 19, 2009	<ul style="list-style-type: none">• Deadline for exercise of the over-allotment option.• If applicable, press release announcing the final issue size after exercise of the over-allotment option.• Notice of admission to trading of the Bonds published by Euronext Paris.
October 21, 2009	<ul style="list-style-type: none">• Settlement and delivery of the Bonds.• Admission of the Bonds to trading on Euronext Paris.

5.1.4 Possible reduction of subscription orders

Subscription orders in connection with the Private Placement and the Public Subscription Period may be reduced based on the level of demand. Reductions will be made in accordance with established professional practices.

5.1.5 Minimum or maximum subscription amount

There is no minimum and/or maximum subscription amount.

5.1.6 Deadline and method of settlement and delivery of Bonds

The subscription price of the Bonds must be fully paid in cash. The amounts paid for the subscriptions will be deposited with Société Générale Securities Services.

The settlement and delivery of the Bonds shall take place on the Issue Date, i.e., pursuant to the indicative timetable on October 21, 2009.

5.1.7 Procedure for publication of the results of the offering

The indicative timetable of the offering and the terms of publication of the results of the offering are set forth in paragraph 5.1.3 (“Subscription period and procedures”).

5.1.8 Procedure of exercise of any preferential subscription right

Non applicable, see paragraph 5.1.1.1 “Absence of preferential subscription right and priority subscription period”.

5.2 Bonds distribution and allocation scheme

5.2.1 Categories of potential investors – selling restrictions applicable to the offering

In respect of the Private Placement, investors had the opportunity to place their orders in the bookbuilding process (see paragraph 5.1.1.2 “Private Placement - Public Subscription Period” and 5.1.3 “Subscription period and procedures”).

In respect of the Public Offer, persons wishing to subscribe to the Bonds may submit subscription orders through their financial intermediary, pursuant to the terms and conditions provided for in paragraph 5.1.3 “Subscription period and procedures”).

The distribution of the French Prospectus, the offering or the sale or purchase of Bonds may, in some countries, be subject to specific regulations. Individuals or legal entities in possession of this Securities Note are required to inform themselves of and comply with any local restrictions.

Establishments responsible for the placement will comply with the laws and regulations in force in the countries where the Bonds will be offered, in particular the selling restrictions stated hereinafter.

Restrictions concerning the European Economic Area (other than France) having implemented Directive 2003/71/EC of 4 November 2003 (the “Prospectus Directive”).

With respect to each Member State of the European Economic Area other than France and which has implemented the Prospectus Directive (each, a “**relevant member state**”), no action has been undertaken or will be undertaken to make an offer to the public of the Bonds requiring a publication of a prospectus in any of the relevant member States. As a result, the Bonds may only be offered in relevant member States only:

- (a) to legal entities which are authorized or approved to operate in the financial markets or, if not so authorized or regulated, to legal entities whose corporate purpose is solely to invest in securities;
- (b) to any legal entity which has two or more of the following criteria: (1) an average of at least 250 employees during the last fiscal year; (2) a total balance sheet of more than €43 million; and (3) an annual net turnover of more than €50 million, as shown in the company’s last annual or consolidated accounts; or
- (c) in any other cases, not requiring the Company to publish a prospectus as provided under Article 3(2) of the Prospectus Directive.

For the purposes of this paragraph, the expression an “**offer to the public of Bonds**” in each of the Member States of the European Economic Area having implemented the Prospectus Directive means any communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offering and on the Bonds to be offered, thereby enabling an investor to decide to purchase or subscribe for the Bonds, as the same may be varied in that Member State by any measure implementing the Prospectus Directive.

This selling restriction in respect of the Member States is in addition to any other selling restriction applicable in the Member States having implemented the Prospectus Directive.

Selling restrictions concerning the United States of America

The Bonds and the shares of the Company, if any, issuable upon conversion of the Bonds and/or to be delivered in exchange for the Bonds have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) and, subject to certain exceptions, may not be offered or sold in the United States.

The Bonds are only being offered and sold outside of the United States and in the context of offshore transactions in accordance with Regulation S of the Securities Act.

Terms used in the two preceding paragraphs have the meanings given to them in Regulation S of the Securities Act.

Selling restrictions concerning the United Kingdom

Each establishment responsible for the placement has represented and agreed that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated invitations or inducements to engage in investment activity within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”), received by it in connection with the issue or sale of the Bonds and the new or existing shares to be issued upon conversion or exchange of the Bonds (the “**Securities**”) only in circumstances in which Section 21(1) of the FSMA does not apply to the Company; and
- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done or to be done by it in relation to the Securities in, from or otherwise involving the United Kingdom.

This document is only directed at persons who (i) are located outside the United Kingdom, (ii) have professional experience in matters relating to investments and fall within Article 19(5) (“investment professionals”) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, (the (“**Order**”) or (iii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Order (all such persons together being referred to as “**Relevant Persons**”). The Securities are directed only at Relevant Persons and no invitation, offer or agreements to subscribe, purchase or otherwise acquire securities may be proposed or made other than with Relevant Persons. Any person other than a Relevant Person may not act or rely on this document or any provision thereof.

Selling restriction concerning Italy

No prospectus relating to the Bonds has been registered in Italy, with the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) in accordance with the Legislative Decree No. 58 of February 24, 1998, as modified (the “**Financial Services Act**”), and the CONSOB Regulation No. 11971 of May 14, 1999, as modified (the “**Issuers’ Regulation**”). Accordingly, the Bonds have not been and will not be offered, transferred or delivered, directly or indirectly, in an offer to the public (“*offerta al pubblico*”) in Italy and no copies of the French Prospectus or any other document relating to the Bonds may be or will be distributed in Italy, unless an exemption applies.

Therefore, the Bonds may not be offered, transferred or delivered in Italy unless copies of the French Prospectus and any other document relating to the Bonds are distributed or made available exclusively:

- (a) to qualified investors (*investitori qualificati*), as defined in Article 34-ter, paragraph 1, letter b) of the Issuers’ Regulation, pursuant to Article 100 of the Financial Services Act ; or
- (b) in any other circumstances where an exemption from the rules governing offers to the public applies, pursuant to and in accordance with Article 100 of the Financial Services Act and Issuers’ Regulation.

Moreover, any offering, transfer, or delivery of the Bonds in Italy or the distribution in Italy of copies of the French Prospectus or any other document relating to the Bonds as provided in paragraphs (a) and (b) above must also be realized in accordance with all applicable Italian laws and regulations concerning the securities market, tax matters, exchange controls and any other applicable legal and regulatory provision, and must, in particular, be realized:

- (a) via investment firms, banks or financial intermediaries authorized to carry out such activities in Italy in accordance with the Financial Services Act, the Legislative Decree No. 385 of September 1, 1993, as amended (the “**Banking Law**”), and the CONSOB Regulation No. 16190 of October 29, 2007, as amended; and
- (b) conformity with any other applicable law and any other term or restriction that may be, from time to time, imposed by the CONSOB, the Bank of Italy and/or any other Italian authority.

Any person purchasing Bonds in the offering assumes the entire responsibility for ensuring that any offer or resale of the Bonds so purchased occurs in accordance with all applicable Italian laws and regulations. No person resident or located in Italy other than the original addressees of the French Prospectus should rely on it or its content.

Article 100-bis of the Financial Services Act affects the transferability of the Bonds in Italy to the extent that any placement of the Bonds is made solely with qualified investors and such Bonds are then systematically resold to non-qualified investors on the secondary market at any time in the 12 months following such placement. Where this occurs, if no prospectus in compliance with the Prospectus Directive has been published, purchasers of Bonds who are acting outside of the ordinary course of their business or profession may in certain circumstances be entitled to declare such purchase void and to claim damages from any authorized person at whose premises the Bonds were purchased, unless an exemption provided for under the Financial Services Act applies.

Selling restrictions in Canada, Australia and Japan

Each establishment responsible for the placement has undertaken not to offer or sell the Bonds in Canada, in Australia or in Japan.

5.2.2 Notification of allocations

The Joint Lead Managers and Joint Bookrunners, in consultation with the Company, will allocate the offered Bonds.

Investors having placed orders within the framework of the Private Placement will be informed of their allocations by the Joint Lead Managers and Joint Bookrunners.

Individuals or legal entities having placed orders within the framework of the Public Subscription Period will be informed of their allocations by their financial intermediary.

5.3 Determination of the final terms of the Bonds and the offering

The terms of the Bonds were determined following the bookbuilding process (see paragraph 5.1.1.2, “Private Placement – Public Subscription Period”).

The Bonds will be issued at par, i.e., €82.81, payable in one installment on the Issue Date.

5.4 Placement and underwriting

5.4.1 Details of the Joint Lead Managers and Joint Bookrunners

CALYON (9, quai du Président Paul Doumer, 92920 Paris La Défense Cedex), Lazard-NATIXIS (47, quai d’Austerlitz, 75648 Paris Cedex 13) and Société Générale (29, Boulevard Haussmann, 75009 Paris) will carry out the placement in their capacity as Joint Lead Managers and Joint Bookrunners.

5.4.2 Details of the intermediaries responsible for the financial servicing and servicing of the Bonds

The financial services relating to the Bonds (including, *inter alia*, payment of interest, redemption of the Bonds, etc.), the servicing of securities (registration of Bonds managed by the Company (*au nominatif*), the conversion of bearer Bonds (*au porteur*) and the exercise of the Conversion/Exchange Right, etc.) will be carried out by Société Générale Securities Services (the “**Centralizing Agent**”).

5.4.3 Underwriting – Lock-up / Holding Commitment – Stabilization

5.4.3.1 Underwriting

This offering will be underwritten by a syndicate of banks (the “**Underwriters**”) led by CALYON, Lazard Frères Banque and NATIXIS acting severally but not jointly under the name “Lazard-NATIXIS” and Société Générale (the “**Joint Lead Managers and Joint Bookrunners**”), ABN AMRO Bank N.V. Paris Branch and Barclays Bank Plc (acting as “**Co-Lead Managers**”). Pursuant to the terms of the underwriting agreement which will be signed on October 13, 2009, the Underwriters, acting severally but not jointly, agree to procure subscribers and purchasers for, or, failing which, to subscribe for or purchase themselves, directly or through their affiliates, the Bonds on the Issue Date. This underwriting agreement contains a customary termination clause and may be terminated, up to the occurrence of the settlement and delivery of the Bonds offered in this transaction, by the Joint Lead Managers and Joint Bookrunners, acting on behalf of the Underwriters, upon the occurrence of certain major events (such as, in particular, conflict, catastrophe, crisis, financial or economic incident) the effect of which, in the opinion of the Joint Lead Managers and

Joint Bookrunners, acting in the name of and on behalf of the Underwriters, would compromise or could seriously compromise the placement, issuance or the settlement and delivery of the Bonds.

In the event of termination by the Joint Lead Managers and Joint Bookrunners, acting on behalf of the Underwriters, of the underwriting agreement, this offering will be cancelled.

The total amount of underwriting commission allocated by the Company to the Underwriters will be a maximum of approximately €0.66 million, after taking into account the exercise in full, if applicable, of the over-allotment option.

5.4.3.2 Lock-up commitment of the Company

The Company has agreed, in the underwriting agreement, for a period of 180 calendar days from the date of the settlement and delivery of the offering, not to, without the prior written consent of the Joint Lead Managers and Joint Bookrunners, issue, offer or sale or contract to sell, directly or indirectly, any shares, preferred shares, bonds, or other securities giving the right by conversion, exchange, redemption, presentation of a debt security or any other manner to the allocation of securities issued or to be issued representing a share of the Company's share capital or to a transaction in respect of equity securities having a similar economic effect subject to the following exceptions:

- (1) the Bonds that are the subject of the underwriting agreement, as well as the existing and/or new shares of the Company that will be delivered to Bondholders after exercise of their conversion/exchange right.
- (2) securities that may be issued, offered or transferred to employees and/or corporate officers of the Company and companies in the group within existing or future stock option or free share plans authorized by a general meeting of the Company's shareholders as of the date of this agreement;
- (3) securities that are transferred in accordance with any share buyback program of the Company (except during the stabilization period);
- (4) shares issued as payment for a dividend in shares; and
- (5) the issuance or sale of Equity Securities of the Company in a contribution of assets, a merger or public exchange offer or any other external growth transaction that is financed in full or in part by Equity Securities of the Company, within the limit of 3% of the Company's share capital and to the extent that the beneficiaries of the Equity Securities undertake to respect the undertaking for the rest of the 180 calendar-day period described above.

5.4.3.3 Stabilization - Interventions on the market

In accordance with the terms of the underwriting agreement mentioned in paragraph 5.4.3, Société Générale (or any entity acting on its behalf), acting as stabilizing manager, on behalf of the Underwriters, (the "**Stabilizing Manager**") will be able to carry out stabilization transactions in accordance with applicable legislation and regulations, in particular those of Regulation (EC) No. 2273/2003 of the European Commission dated December 22, 2003 relating to the terms and conditions for applying the Directive 2003/06/EC of the European Parliament and Council of January 28, 2003 on insider trading and market abuse (the "**European Regulation**").

There is no guarantee that such transactions will be carried out and such transactions, if carried out, may be suspended at any time.

Stabilization transactions are engaged in to maintain the market price of the Bonds and/or shares of the Company. They may have an impact on the market price of the Bonds and/or shares of the Company and may result in the setting of a market price that is higher than what the price would be in the absence of such transactions.

If implemented, such stabilization activities may be carried out on either the Bonds or the Company's shares at any time during a period of 30 calendar days as from the date on which the final terms of the Bonds and of the offering are published, i.e., as from October 13, 2009 through November 12, 2009.

The Stabilizing Manager will be responsible for disclosing information to the public and relevant market authorities in accordance with Article 9 of the European Regulation and Article 631-10 of the General Regulations of the AMF.

The Joint Lead Managers and Joint Bookrunners, acting on behalf of the Underwriters, may carry out over-allotments within the framework of the Offering up to the number of Bonds covered by the over-allotment option (see paragraph 5.1.2), that could be increased, if applicable, by a number of Bonds representing a maximum of 5% of the size of the initial Offering, pursuant to Article 11 of the European Regulation.

5.4.4 **Execution Date of the Underwriting Agreement**

The underwriting agreement will be signed on October 13, 2009. The settlement and delivery of the Bonds in respect of this agreement is expected to occur on October 21, 2009.

6. ADMISSION TO TRADING AND TERMS OF TRADING OF THE BONDS

6.1 Admission to trading and terms and conditions of trading of the Bonds

Allocation will be made for the Bonds to be listed and traded on Euronext Paris. The Bonds are expected to be listed on October 21, 2009, under ISIN Code FR0010814061.

As of the date hereof, there are no plans for the Bonds to be listed on any other market.

The Bond's listing terms will be set forth in a notice published by Euronext Paris.

6.2 Stock market on which the financial securities of the same class as the Bonds are listed

Not applicable.

6.3 Bonds liquidity contract

No liquidity agreement in respect of the Bonds has been entered into by the Company and no intermediary, to the Company's knowledge, has made any such commitment (see however paragraph 5.4.3 "Underwriting – Lock-up / Holding Commitment – Stabilization").

7. ADDITIONAL INFORMATION

7.1 Advisers having an interest in the offering

Not applicable.

7.2 Information contained in the Securities Note reviewed by the Auditors (Intentionally Omitted)

(Intentionally omitted)

7.3 Expert's Report

None

7.4 Information included in the Securities Note received from third-party sources

None.

7.5 Rating

The issuance has not been the subject of any request for a rating, and the issuer's debt is not rated.

8. ADDITIONAL INFORMATION RELATING TO THE SHARES ALLOCATED AT THE TIME OF THE EXERCISE OF THE CONVERSION/EXCHANGE RIGHT

8.1 Description of the shares that will be delivered upon exercise of the Conversion/Exchange Right

8.1.1 Type, category and dividend entitlement of shares delivered upon exercise of the Conversion/Exchange Right

(a) Type and category

The new shares issued upon conversion of the Bonds and/or existing shares delivered upon the exchange of the Bonds will be ordinary shares of the same category as other existing Company shares, and will be governed by the Company's bylaws (see paragraph 8.1.5).

As at the date of the French Prospectus, the Company's share capital is of €30 837 517 divided into 30 837 517 ordinary shares with a nominal value of €1 each, all fully paid-up and distributed between the shareholders in proportion of their rights in the Company, admitted to trading under the name "NEO" on the Euronext Paris market (ISIN code: FR0000120560). The Neopost share is classified in industry 9000 "Technology", sector 9570 "Technology Hardware & Equipment" and subsector 9574 "Electronic Office Equipment" of ICB sector classification.

(b) Rights attached to shares issued or delivered upon exercise of the Conversion/Exchange Right - Right to dividends and distributions

New shares of the Company issued upon conversion of the Bonds

The new shares issued upon conversion of the Bonds will carry dividend rights from the 1st day of the fiscal year during which the Exercise Date of the Conversion/Exchange Right occurs and will give holders the right, in respect of such fiscal year and the subsequent fiscal years, to the same dividend (or interim dividend), on the basis of the same nominal value, as that paid in respect of other shares carrying the same rights, it being understood that any Bondholders receiving new shares giving the right to the payment of an interim dividend will not be entitled to an adjustment with respect to it (See paragraph 4.2.6 (b)10).

It should be noted that, pursuant to paragraphs 4.2.4 "Terms and conditions of exercise of the Conversion/Exchange Right" and 4.2.6 "Maintenance of Bondholders' rights", Bondholders have the right to an adjustment of the Conversion/Exchange Ratio up to (but excluded) the date of the delivery of the shares.

Existing shares delivered upon exchange of the Bonds

Existing shares delivered upon an exchange of Bonds will be existing ordinary shares carrying dividend rights and entitling their holders, from their delivery date, to all of the rights attached to such shares, provided that, in the event that a record date for the dividend (or interim dividend) occurs between the Exercise Date of the Conversion/Exchange Right and the delivery date of the shares, Bondholders will not be entitled to such dividend (or interim dividend) nor to any compensation therefor, subject to, as the case may be, for the right to an adjustment provided for in paragraph 4.2.6 "Maintenance of Bondholders' rights".

It should be noted that, in accordance with paragraphs 4.2.4 "Terms and conditions of exercise of the Conversion/Exchange Right" and 4.2.6 "Maintenance of Bondholders' rights", Bondholders will have the right to an adjustment to the Conversion/Exchange Ratio until (but excluding) the date on which such shares are delivered to them.

(c) Listing

See paragraph 8.1.7 "Listing of the new or existing shares issued or delivered upon exercise of the Conversion/Exchange Right"

8.1.2 Applicable law and Courts of competent jurisdiction

The existing shares have been and the new shares will be, respectively, issued in accordance with French law.

In the event of a dispute, the courts of competent jurisdiction are those where the Company's registered office is located if the Company is the defendant and are designated based on the nature of the dispute, unless otherwise provided by the French Civil Procedure Code (*Code de procédure civile*).

8.1.3 Form and method of registration in share accounts of shares delivered upon exercise of the Conversion/Exchange Right

The existing shares and the new shares of the Company, delivered upon exercise of the Conversion/Exchange Right will be held in either registered or bearer form, at the option of the Bondholders.

In accordance with Article L.211-3 of the French Monetary and Financial Code (*Code monétaire et financier*), the shares will be required to be recorded as book-entries in securities accounts held, as the case may be, by the Company or by an authorized financial intermediary.

Consequently, holders' rights will be evidenced by a book-entry in securities accounts opened in their name in the registry of:

- CACEIS Corporate Trust, acting on behalf of the Company in respect of fully registered shares (*titres au nominatif pur*);
- an authorized financial intermediary chosen by the holders and CACEIS Corporate Trust, acting on behalf of the Company, in respect of shares in administered registered form (*titres au nominatif administré*); or
- an authorized financial intermediary selected by the holders in respect of shares in bearer form (*titres au porteur*).

No document evidencing the ownership of the shares (including representative certificates under Article R.211-7 of the French Monetary and Financial Code) will be issued relating to the shares.

In accordance with Articles L.211-15 and L.211-17 of the French Monetary and Financial Code, the shares will be transferred by an account-to-account transfer transaction and the transfer of share ownership will result in their registration on the securities accounts of the holder.

8.1.4 Currency of the issuance of the shares

The shares will be denominated in euros.

8.1.5 Rights attached to shares

The existing shares are and the new shares will be, from their issuance, subject to all provisions of the Company's by-laws. Based on the current state of French law and the Company's by-laws, the main rights attached to shares are described below:

Rights to dividends – Rights to share the profits of the issuer

The existing shares allocated upon exchange and the new shares issued upon conversion of the Bonds will give the right to dividends in the conditions described in paragraph 8.1.1. (b) "Rights attached to shares issued or delivered upon exercise of the Conversion/Exchange Right - Right to dividends and distributions".

The shareholders of the Company have the right to profits under the conditions defined by Articles L. 232-10 *et seq.* of the French Commercial Code.

The general shareholders' meeting, approving the financial statements for the fiscal year, may grant a dividend to the entirety of shareholders (Article L. 232-12 of the French Commercial Code).

Interim dividends may also be distributed before the approval of the financial statements for the fiscal year (Article L. 232-12 of the French Commercial Code).

The general shareholders' meeting may offer to all shareholders, for all or part of the distribution of the dividend or interim dividend, an option between the payment of the dividend or interim dividends, in either cash or in shares issued by the Company (Articles L. 232-18 *et seq.* of the French Commercial Code).

Payment of dividends must occur no later than nine months after the end of the fiscal year. An extension of this time period may be granted by judicial decision.

Dividends are time barred within the legal time limit, i.e., five years, and escheat to the benefit of the State.

Dividends paid to non French tax residents are in principle subject to a withholding tax (see below).

Withholding tax on dividends paid to non French tax residents

The following paragraphs summarize the French tax consequences that, under current French law and subject to tax treaties, may apply to investors who are not French tax residents and who will receive dividends based on the number of Company shares that they will hold. Investors must seek the assistance of their own tax advisor in respect of the tax legislation applicable to their particular case.

Non French tax residents must also comply with the tax legislation in force in their State of residence.

Dividends paid by the Company to its foreign shareholders are subject, in principle, to a withholding tax (to be paid by the paying agent) when the beneficiary's tax domicile or head office is located outside France. Withholding applies at the rate of (i) 18% when the beneficiary is an individual domiciled in a European Union Member State, Island or Norway and (ii) 25% in other cases.

Subject to certain conditions, such withholding tax can be reduced or eliminated, pursuant to tax treaties.

Article 119 *ter* of the French General Tax Code (*Code général des impôts*, or "CGI"), applicable, under certain conditions, provides a tax exemption of the withholding tax for dividend distribution to parent companies (*sociétés mères*) which are residents of the European Community.

Moreover, there might not be any withholding tax applicable in the case of dividends paid by the Company to a shareholder which is a legal entity having its place of effective management in a member state of the European Union, Island or Norway holding at least 5% of the shares of the Company. Conditions set forth by the tax regulations dated May 10, 2007 (BOI 4-C-7-07) and July 12, 2007 (BOI 4 C-8-07) must also be met.

Individual shareholders who are entitled under the relevant tax treaty entered into with France to the transfer of the *avoir fiscal* are entitled to a refund from the French Treasury equal to the tax credit attached to the distribution of dividend made by the Company, but to the extent that the conditions to benefit from such tax credit under the tax treaty are met and the procedure respected. The tax credit amounts to 50% of the amount of dividends received, capped at € 230 for couples taxed jointly and € 115 for single persons, widow(er)s, divorcees and married persons or couples taxed separately.

Relevant shareholders of the Company are advised to consult their own usual tax advisor about the qualifying conditions and procedures for application of a reduction or an exemption from the withholding and particularly with reference to the practical terms and conditions of the application of the relevant tax treaties as provided for in particular by the instruction of February 25, 2005 (BOI 4 J-1-05) relating to the "normal" or "simplified" procedure for the reduction of or exemption from the withholding tax.

Voting rights

The voting rights attached to the shares are proportional to the share capital they represent. Each share carries one vote (Article L. 225-122 of the French Commercial Code).

Preferential subscription right

The shares carry a preferential subscription right for capital increases. Shareholders have, in proportion to the amount of shares that they hold, a right to the preferential subscription of shares in cash issued in order to carry out a capital increase immediately or in the future. During the subscription period, this right is tradable when it is detached from the shares that are themselves tradable. In the opposite case, it is transferable in the same conditions as the share itself. Shareholder may waive on an individual basis their preferential subscription right (Articles L. 225-132 and L. 228-91 to L. 228-93 of the French Commercial Code).

Right to participate in any surplus in the event of liquidation

Any shareholders' equity remaining after repayment of the par value of shares or of other equity shares will be shared among the relevant parties in the same proportions as their participation in the share capital (Article L. 237-29 of the French Commercial Code).

Redemption clauses – conversion clauses

The by-laws do not provide for any particular redemption clause or share conversion clause.

8.1.6 Resolutions and authorizations pursuant to which the shares will be delivered upon exercise of the Conversion/Exchange Right

See paragraph 4.1.11 "Resolutions and decisions pursuant to which the Bonds are issued".

8.1.7 Listing of the new or existing shares issued or delivered upon exercise of the Conversion/Exchange Right

New shares issued upon the conversion of the Bonds

Applications will be made periodically for the admission for trading on Euronext Paris of the new shares issued upon the conversion of the Bonds on a new listing line, until the closing of the trading day preceding the trading day on which the existing shares are traded ex-dividend that will be paid for the fiscal year that precedes the one during which the Exercise Date occurs, or until the closing of the trading day on the date of the Ordinary General Meeting called to approve the financial statements for such fiscal year if this General Meeting decides not to distribute the dividend to the shareholders

As a result, the new shares will only become fully fungible with the existing shares of the Company and tradable, on the same line as the existing shares under the same ISIN Code: FR0000130007, as from the trading day during which the existing shares are traded ex-dividend in respect of the fiscal year preceding the one during which the Exercise Date occurs or, in the event of default on the payment of the dividend, as from the trading day following the Ordinary General Shareholders' Meeting called to approve the financial statements for said fiscal year.

Existing shares delivered upon exercise of the Conversion/Exchange Right

Existing shares that have been delivered upon exercise of the Conversion/Exchange Right will be immediately tradable.

8.1.8 Restriction on the transferability of the shares

No provision in the Company's by-laws limits the transferability of the shares comprising the Company's share capital or which will be delivered upon exercise of the Conversion/Exchange Right.

However see paragraph 5.2.1 "Categories of potential investors – selling restrictions applicable to the offering" concerning the restrictions that apply to the offer.

8.1.9 French regulation in relation to public offerings

The Company is subject to legislative and regulatory provisions in France relating to mandatory public offers, buyout offers and squeeze-outs.

8.1.9.1 Mandatory tender offers

Article L. 433-3 of the French Monetary and Financial Code and Articles 234-1 *et seq.* of the AMF General Regulations set forth the conditions for the mandatory filing of a proposed tender offer targeting all of the capital securities and securities granting access to the share capital or to the voting rights of a company whose shares are admitted to trading on a regulated market.

8.1.9.2 Price guarantee

Article L. 433-3 of the French Monetary and Financial Code and Articles 235-1 *et seq.* of the AMF General Regulations set forth the conditions under which a proposed price guarantee (*garantie de cours*) bearing on the capital securities of a company whose shares are admitted to trading on a regulated market must be filed.

8.1.9.3 Public buyout offers and public squeeze-out offerings

Article L. 433-3 of the French Monetary and Financial Code and Articles 236-1 *et seq.* (buyout offers), 237-1 *et seq.* (squeeze-out following a buyout offer) and 237-14 *et seq.* (squeeze-out following any public offer) of the AMF General Regulations set forth the conditions for filing a public buyout offer and for implementing a procedure to squeeze out minority shareholders of a company whose shares are admitted to trading on a regulated market.

8.1.10 Public tender offers initiated by third parties in respect of the issuer's share capital during the previous fiscal year and the current fiscal year

No public tender offer has been initiated by third parties with respect to the Company's share capital during the previous and current fiscal year.

8.1.11 Impact of the conversion or the exchange on the situation of the shareholders

Impact of the issuance on shareholders' equity

By way of illustration, the impact of the issuance and of the conversion into new shares or the exchange into existing shares of all of the Bonds on the consolidated shareholders' equity per share attributable to the group (calculated on the basis of the consolidated shareholders' equity per share of the Company attributable to the Group as of July 31, 2009 as reflected in the consolidated financial statements as of July 31, 2009, and the number of shares comprising the share capital of the Company as of such date, after deduction of the shares held by the Company in treasury) would be as follows:

	Consolidated Shareholders' Equity per share (in euros)	
	Non-diluted basis	Diluted basis ⁽¹⁾
Before issuance of the Bonds	14.46	17.03
After issuance and conversion or exchange of 3,151,794 Bonds into shares	20.71	22.72
After issuance and conversion or exchange of 3,622,750 Bonds into shares ⁽²⁾	21.54	23.49

(1) In the event of the exercise of all of the Company options to subscribe for and/or to acquire shares of the Company (whether or not such options were exercisable), and the final acquisition of all of the distributed new or existing free shares.

(2) In the event of the exercise in full of the over-allotment option.

Impact of the issuance on shareholders' situation

By way of illustration, the impact of the issuance and of the conversion into new shares of all of the Bonds on the equity interest of a shareholder holding 1% of the Company's share capital prior to the issue and not subscribing to the issue (calculated based on the number of shares comprising the share capital of the Company as of July 31, 2009) would be as follows:

	Holding of the Shareholder (%)	
	Non-diluted basis	Diluted basis ⁽¹⁾
Before issuance of the Bonds	1	0.94
After issuance and conversion or exchange of 3,151,794 Bonds into shares	0.91	0.86
After issuance and conversion or exchange of 3,622,750 Bonds into shares ⁽²⁾	0.89	0.85

(1) In the event of the exercise of all of the Company options to subscribe for shares of the Company (whether or not such stock options were exercisable), and the final acquisition of all of the distributed new free shares to definitively acquire all the newly granted free shares.

(2) In the event of the exercise in full of the over-allotment option.

9. ADDITIONAL INFORMATION CONCERNING THE ISSUER

The first half of the year was subject to particularly difficult economic conditions. The Group is nevertheless now seeing some signs of recovery in North America and the UK. In continental Europe and export markets, the situation seems to be stabilizing.

In these conditions and also taking into account:

- (b) a favorable comparison base in Europe and the rest of the world in the second half,
- (c) the continuing roll-out of the IS range in Europe,
- (d) the completion of the optimization program in the United States,
- (e) recurring revenue that should benefit in particular from the development of postal rate change subscriptions,

the Group expects a return to growth in the second half of 2009.

Over the full year 2009, sales are expected to increase by around 1% at constant exchange rates.

Neopost confirms its current operating margin should reach at least 25.7% of sales in 2009.

Statutory Auditors' report on the profit forecast (Intentionally Omitted)

(Intentionally Omitted)

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