



Notice of
Ordinary and Extraordinary General Meeting

29 June 2018

Neopost SA

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



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Neopost is a global leader in digital communications, shipping and mail solutions. Its mission is to help companies improve the way they manage interactions with their clients and partners. Neopost provides the most advanced solutions for physical mail processing (mailing systems and folders-inserters), digital communications management (Customer Communications management and Data Quality applications), and supply chain and e-commerce process optimization (from point of sale to delivery, including associated tracking services).

Between 2012 and 2017 Neopost deployed a strategy consisting in expanding its offering to digital communications and shipping solutions in order to make the Group's activity less dependent on changes in mail volume and to create conditions for sustainable growth.

On 1st February 2018, a new Chief Executive Officer, Geoffrey Godet, was appointed by the Board of directors. His principal mission is to accelerate the Group's transformation.

Key figures

Sales



Current operating margin ⁽¹⁾



Net margin

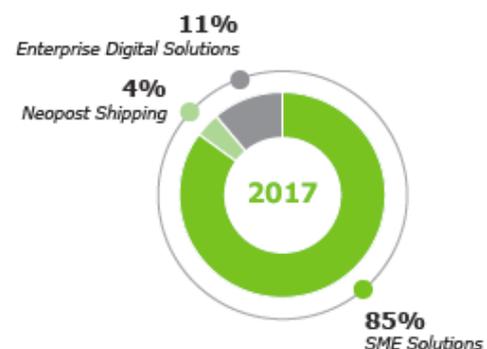


Sales in 2017 came to 1,112 million euros, down (4.1)% compared with 2016, and down (2.0)% at constant exchange rates. Organic growth was (2.2)%. 2017 current operating margin before acquisition-related expense was 18.2% of sales versus 18.6% in 2016. After acquisition-related expense and non-current items, operating income reached 166 million euros compared to 181 million euros a year before⁽¹⁾.

Neopost decided to propose to shareholders an ordinary dividend of 1.70 euro per share relative to the 2017 financial year, in line with its revised capital allocation policy announced in September 2015. An interim dividend of 0.80 euro per share was paid on 6 February 2018. The balance, *i.e.* 0.90 euro per share, will be paid on 7 august 2018, subject to approval by the Ordinary General Meeting of shareholders to be held on 29 June 2018.

Sales by division

The Enterprise Digital Solutions division posted a +1.7% increase in sales at constant exchange rates. Restated from scope effects of the acquisition of icon Systemhaus and the divestment of DMTI, sales decrease (0.3)% organically. Sales of the Neopost Shipping division increased +10.7 % at constant exchange rates. The sales of the SME division were down (3.0)% at constant exchange rates.

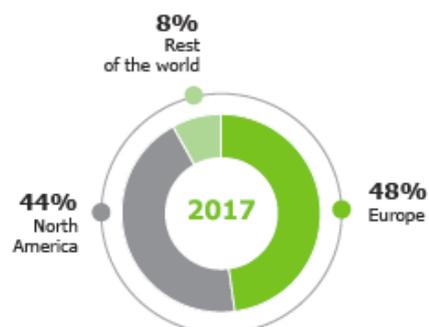


Sales by region

In North America, sales stood at 493 million euros, down (0.7)% at constant scope and exchange rates.

In Europe, sales decreased by (4.7)% at constant scope and exchange rates to reach 531 million euros.

Sales in Asia-Pacific went up by +4.4% at constant scope and exchange rates and came at 88 million euros.



(1) Current operating margin before acquisition-related expenses = current operating income before acquisition-related expense/sales.

Current operating income

(In million euros)

The current operating income⁽¹⁾ came out at 202 million euros in 2017 from 216 million euros in 2016.

Current operating margin⁽²⁾ was 18.2% of sales versus 18.6% in 2016.

The EDS division posted a decrease in its current operating margin while Neopost Shipping EBIT was stable and SME Solutions EBIT increased slightly.



Net attributable income

(In million euros)

The net cost of debt was down to (32) million euros from (30) million euros in 2016. The average tax rate came to 0.6% in 2017, compared to 25.1% one year before thanks to the lowering of the tax rate in the United States as well as the cancellation of tax on dividends in France. The Group's net attributable income came in at 134 million euros, up +13.2% on 2016, which represents a net margin of 12.0% of sales, compared to 10.2% in 2016.



Leverage ratio

The net debt/EBITDA⁽²⁾ ratio improved at 2.4, compared with 2.6 a year earlier. At January 31, 2018, shareholders' equity was 1,169 million euros. The strong cash flow generation and the fall of the US dollar versus the euro brought led to a significant decrease in net debt, which at January 31, 2018 stood at 675 million euros versus 763 million euros one year before. Neopost points out that its net debt is fully backed by future cash flows from its rental and leasing activities.



Net income



per share

Dividend



per share

(1) Before acquisition-related expense.

(2) EBITDA = current operating income (191 million euros) + depreciation and amortization of tangible (48 million euros) and intangible (46 million euros) fixed assets.

Agenda

Dear Shareholders,

You are convened to an Ordinary and Extraordinary General Meeting on 29 June 2018, at 10 a.m. at 'Capital 8' - 32 rue de Monceau, 75008 Paris, to consider the following agenda:

In ordinary form:

- Reports of the Board of Directors and the Auditors on the financial period ending January 31, 2018,
- Approval of the financial statement and consolidated accounts,
- Appropriation of the result and distribution by deductions from the distributable profits,
- Report on Group management and approval of consolidated accounts,
- Special report by the Auditors on the agreements specified in Article L.225-38 of the French Commercial Code, Mr. Denis Thiery – Chairman and CEO,
- Special report by the Auditors on the agreements specified in Article L.225-38 of the French Commercial Code, M. Geoffrey Godet – CEO,
- Setting the amount of attendance fees,
- Details of remuneration due or attributed to Mr. Denis Thiery, Chairman and CEO, for the financial period ending on January 31, 2018,
- Approval of the principles and criteria for calculating, distributing and attributing the breakdown between the fixed, variable and exceptional components of total remuneration and benefits of all kinds payable to the Chairman of the Board,
- Approval of the principles and criteria for calculating, distributing and attributing the breakdown between the fixed, variable and exceptional components of total remuneration of all kinds payable to the CEO,
- Ratification of the co-optation of a new Director: Ms. Nathalie Wright,
- Appointment of a new Director: Mr. Geoffrey Godet,
- Renewal of the directorships of Mr. Vincent Mercier and Ms. H el ene Boulet-Supau,
- Advance renewal of the directorship of Mr. Richard Troksa
- Ratification of the transfer of headquarters,
- Share buyback program.

In extraordinary form:

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

Proposed resolutions

Under the competence of the Ordinary General Meeting:

FIRST RESOLUTION

(Approval of unconsolidated accounts)

The General Meeting, ruling under the conditions for a quorum and majority required for ordinary general meetings, having read the Board of Director's management, the report of the Chairman of the Board accompanying the management report and the Auditor's reports, fully approves the management report and consolidated annual accounts as of January 31, 2018 (income statement, balance sheet and annexes), such as they have been drawn up and presented, together with the transactions recorded therein.

Pursuant to Article 223 subparagraph 4 of the French General Tax Code, the General Meeting approves the global amount of expenditure and charges specified in Article 39-4 of the French General Tax Code that cannot be deducted from taxable income, which amounts to €81,522 for the financial period ending on January 31, 2018, together with the corresponding tax due by the Company on account of the non-deductibility, totaling €27,171.

SECOND RESOLUTION

(Appropriation of the result)

Subsequent to the preceding resolution, the General Meeting, ruling under the conditions for a quorum and majority required for ordinary general meetings, acknowledging that:

retained earnings total:	€221,472,736.14
to which the result of the financial period is added:	€78,918,634.27
resulting in a available and distributable total of:	<hr/> €300,391,370.41

decides to allocate this amount as follows:

• Provision to the legal reserve fund €0	
• Payment of an ordinary dividend of €1.70 per share:	€58,479,110.80
Retained earnings post-allocation totals:	<hr/> €241,912,259.61

The General Meeting therefore notes that an amount of €1.70 per share will be paid.

Taking into account the interim dividend already paid on the date of the General Meeting, totaling €0.80 per share, namely €27,519,899.20, the balance of €0.90 per share, namely €30,959,211.60, will be paid in cash on August 7, 2018.

As regards tax, this distribution entitles shareholders that are natural persons resident for tax purposes in France to a 40% reduction on the full amount, as provided for by paragraphs 2 and 3 of Article 158 of the French General Tax Code;

As the amount of the aforementioned distribution has been calculated on the basis of the number of shares comprising the capital of the Company on January 31, 2018, the General Meeting decides that, under the provisions of Article L.225-210 of the French Commercial Code, the total of the amounts distributed corresponding to the treasury shares on the date of payment will be allocated to the "retained earnings" account.

The General Meeting authorizes the Board of Directors, with a delegation option under the conditions stipulated by law, to deduct from the "Retained earnings" or "Issue Premium" or "Conversion Premium" accounts, the amounts required to pay the amounts distributed to shares, resulting (i) from the exercise of share subscription or purchase options and (ii) from the transfer of ownership of shares attributed free of charge between February 1, 2017, and the date of payment of the distributed amounts.

The General Meeting notes that an ordinary dividend of €3.90 per share was paid, totaling €134,290,345.50 for the 2015 financial period, together with a payment of €1.70 per share, totaling €58,489,796 for the 2016 financial period, and that €1.70 per share, totaling €58,573,169.30 was paid for the 2017 financial period.

	2015	2016	2017
Number of shares	34,562,912	34,562,912	34,562,912
Par value of share (in €)	1	1	1
Income per share (in €) Neopost Group	3.72	3.17	3.62
Total distributed per share (in €)	1.70	1.70	1.70
Deduction Natural persons resident for tax purposes in France on the dividend	eligible 40%	eligible 40%	eligible 40%

THIRD RESOLUTION

(Approval of the consolidated accounts)

The General Meeting, ruling under the conditions for a quorum and majority required for ordinary general meetings, having read the Board of Director's report (including the report on Group management) and the general Auditor's report on the consolidated accounts, fully approves the management report and consolidated annual accounts as of January 31, 2018, such as they have been drawn up and presented, and which show a net consolidated profit by the Group of 133,780 thousand euros.

FOURTH RESOLUTION

(Approval of agreements specified in Article L. 225-38 of the French Commercial Code - the Chairman and CEO).

The General Meeting, ruling under the conditions for a quorum and majority required for ordinary general meetings, having read the special Auditor's report on agreements specified in Article L.225-38 of the French Commercial Code and the Board of Director's

report, approves the terms of this report and each of the agreements detailed therein involving Mr. Denis Thiery, in his capacity as CEO and Chairman of the Board.

FIFTH RESOLUTION

(Approval of agreements specified in Article L. 225-38 of the French Commercial Code – the CEO).

The General Meeting, ruling under the conditions for a quorum and majority required for ordinary general meetings, having read the special Auditor's report on agreements specified in Article L.225-38 of the French Commercial Code and the Board of Director's report, approves the terms of this report and each of the agreements detailed therein involving Mr. Geoffrey Godet, in his capacity as CEO.

SIXTH RESOLUTION

(Setting the amount of attendance fees)

The General Meeting, ruling under the conditions for a quorum and majority required for ordinary general meetings, sets the maximum global amount for attendance fees allocated to the Board of Directors for the current financial period at €495,000, and for each next financial period up until a new decision of the General Meeting.

SEVENTH RESOLUTION

(Details of remuneration due or attributed to Mr. Denis Thiery, Chairman and CEO, for the financial period ending on January 31, 2018).

Having read the report on corporate governance provided for by Article L.225-37 and in compliance with Article L.225-37-3 of the French Commercial Code, the General Meeting, ruling under the conditions for a quorum and majority required for ordinary general meetings, approves all items of the remuneration due or attributed to Mr. Denis Thiery, Chairman and CEO, for the financial period ending on January 31, 2018, as listed in the aforementioned report.

EIGHTH RESOLUTION

(Remuneration policy of Mr. Denis Thiery, Chairman and CEO: Approval of the principles and criteria for calculating, distributing and attributing the breakdown between the fixed, variable and exceptional components of total remuneration and benefits of all kinds payable to the Chairman and CEO).

Having read the report on corporate governance provided for in Article L.225-37 and in compliance with L.225-37-2 of the French Commercial Code, the General Meeting, ruling under the conditions for a quorum and majority required for ordinary general meetings, approves the principles and criteria for calculating, distributing and attributing the breakdown between the fixed, variable and exceptional components of total remuneration and benefits of all kinds detailed in the aforementioned report and payable to Mr. Denis Thiery, Chairman and CEO in respect of his corporate office.

NINTH RESOLUTION

(Remuneration policy of Mr. Geoffrey Godet, CEO: Approval of the principles and criteria for calculating, distributing and attributing the breakdown between the fixed, variable and exceptional components of total remuneration and benefits of all kinds payable to the Chairman and CEO).

Having read the report on corporate governance provided for in Article L.225-37 and in compliance with L.225-37-2 of the French Commercial Code, the General Meeting, ruling under the conditions for a quorum and majority required for ordinary general meetings, approves the principles and criteria for calculating, distributing and attributing the breakdown between the fixed, variable and exceptional components of total remuneration and benefits of all kinds detailed in the aforementioned report and payable to Mr. Geoffrey Godet in respect of his corporate office.

TENTH RESOLUTION

(Ratification of the co-optation of a new Director: Ms. Nathalie Wright)

The General Meeting, having read the Board of Director's report, decides to ratify the co-optation as Director of Ms. Nathalie Wright, as made by the Board in its meeting of 25 September 2017, for the remaining period of her predecessor, Mr. Jean-Paul Villot, namely until the Ordinary General Meeting called to rule on the accounts of the financial period ending on January 31, 2019.

ELEVENTH RESOLUTION

(Appointment of a new Director, Mr. Geoffrey Godet)

The General Meeting, having read the Board of Director's report, decides to appoint Mr. Geoffrey Godet as Director for a three-year term, namely until the General Meeting called to rule on the accounts of the financial period ending on January 31, 2021.

TWELFTH RESOLUTION

(Renewal of the directorship of Mr. Vincent Mercier)

The General Meeting, having read the Board of Director's report, decides to renew the directorship of Vincent Mercier with immediate effect and for a period of three years, namely until the General Meeting called to rule on the accounts of the financial period ending on January 31, 2021.

THIRTEENTH RESOLUTION

(Renewal of the directorship of Ms. Hélène Boulet-Supau)

The General Meeting, having read the Board of Director's report, decides to renew the directorship of Hélène Boulet-Supau with immediate effect and for a period of three years, namely until the General Meeting called to rule on the accounts of the financial period ending on January 31, 2021.

FOURTEENTH RESOLUTION

(Advance renewal of the directorship of Mr. Richard Troksa)

The General Meeting, having read the Board of Director's report, decides to renew in advance the directorship of Mr. Richard Troksa with immediate effect and for a period of three years, namely until the General Meeting called to rule on the accounts of the financial period ending on January 31, 2021.

FIFTEENTH RESOLUTION

(Ratification of transfer of the headquarters)

The General Meeting, in compliance with Article L.225-36 of the French Commercial Code, decides to ratify transfer of the headquarters of the company to 42-46 Avenue Aristide Briand, 92220, Bagneux.

SIXTEENTH RESOLUTION

(Share buyback program)

The General Meeting, ruling under the conditions for a quorum and majority required for ordinary general meetings, having read the special report of the Board of Directors on the share buyback program, authorizes the Board of Directors, with the option to sub-delegate, in accordance with Articles L.225-209 and following of the French Commercial Code and with European Regulation 596/2014, to proceed, directly or indirectly, on one or more occasions which it shall decide, to buy back shares up to a maximum of 10% of the total number of shares comprising the share capital on the date in question, with it being specified that the number of shares that the Company shall directly or indirectly hold at any time may not exceed 10% of the shares comprising the share capital on the date in question.

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

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

The maximum purchase price may not exceed €50 (fifty euros), excluding acquisition costs, or the counter-value of this amount on the same date in any other currency. On this basis,

and based on the current amount of the share capital, €172,814,550 is the maximum allocated to the share buyback program, equivalent to 3,456,291 shares.

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

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

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

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

This authorization is granted for a period of 18 months as of the date of this Meeting. This authorization cancels the previous authorization granted to the Board of Directors by the Ordinary General Meeting of 30 June 2017 in its thirteenth resolution.

Under the competence of the Ordinary General Meeting:

SEVENTEENTH RESOLUTION

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

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

- Delegates to the Board of Directors the authority to decide on one or several share capital increases through the issuing in France and/or abroad of ordinary shares and any securities giving access by any means either immediately or in the future to the Company's common shares, the securities other than shares can also be quoted in foreign currency or in any monetary unit determined by reference to several currencies;
- Decides that the total amount of capital increases that may occur immediately or in the future cannot be higher than 15,000,000 euros in nominal value, not including adjustments that can be made in accordance with the law, an amount to which will be added, if need be, the supplementary amount of shares to be issued in order to safeguard, in accordance with the law, the right of security holders to own shares. It is stipulated that the maximum amount of capital increases that can be carried out under this delegation of authority is in common with the 18th, 19th, 24th and 25th resolutions and that the total nominal amount of the capital increases made within the framework of these resolutions will be charged to this overall maximum limit;
- Decides that the securities that give access to ordinary corporate shares issued in this way can consist in debt securities or be attached to the issuing of such securities, or allow the issuing of such securities as intermediate securities – they can therefore appear as subordinated securities or not, with a set time-limit or not. The debt securities giving access to ordinary corporate shares can go together with a fixed interest rate and/or variable rate, or with a capitalisation and they can be reimbursed with or without an option or an amortization. The securities can also be bought back on the stock market, or be bought back or exchanged by the Company. The maximum nominal amount of such issuances cannot exceed 500,000,000 euros on the date of the decision to issue or their exchange value, in the event of issuance in a foreign currency or in a monetary unit used as a reference for several currencies. It is specified that this maximum amount of 500,000,000 euros is in common with the 20th, 21st, 24th and 25th resolutions, but is independent and separate from the amount of securities issued based on the 29th resolution. It is also separate and distinct from the amount of bonds whose issuing maybe decided on or authorised by the Board of Directors pursuant to Article L. 228-40 of the French Commercial Code. This amount does not include the reimbursement options that may be stipulated;
- Decides that shareholders have, in proportion to the amount of their shares, a preferential subscription right to securities that are issued under this resolution. The Board of Directors can also allow the shareholders to apply on a reducible basis for a higher number of securities than the number of new securities they may apply for on an irreducible basis, in proportion to their subscription rights and within the limit of their requests. If the irreducible subscriptions and, if such be the case, the reducible subscriptions have not absorbed all the securities issued, the Board of Directors can

choose either to limit the issuance to the amount of subscriptions received, provided that this amounts to at least three quarters of the issuance decided on, or allocate at its discretion the unsubscribed securities, and/or offer them to the public.

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

- Decides that the Board of Directors shall have all the necessary powers – with the ability to sub-delegate – to implement this resolution, to fix the conditions of issuance, subscription and paying up, to note the completion of the resulting capital increases, to proceed, if need be, to any adjustment to take the incidence of the operation on the Company's share capital into account and to set the terms & conditions according to which the rights of holders of securities giving access to the Company's share capital will be protected in accordance with the applicable legal, statutory or contractual provisions, to carry out the correlative amendment of the Articles of Association and allow the possible charging of costs to the issue premium and, in general, do everything necessary;
- Acknowledges that this delegation of authority ends with an immediate effect all the previous delegations having the same purpose. It especially cancels and replaces, up to the unused amounts, the delegation granted by the Annual General Meeting of 30 June 2017 in its 13th resolution.

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

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

EIGHTEENTH RESOLUTION

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

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

- Delegates to the Board of Directors the authority to decide on one or more corporate capital increases, without preferential subscription right, through the issuing in France and/or abroad of ordinary shares;
- Decides that the total amount of increases in capital that may occur in virtue of this delegation cannot be higher than 3,400,000 euros in nominal value, not including adjustments that can be made in accordance with the law, an amount to which will be added, if need be, the supplementary amount of shares to be issued in order to safeguard, in accordance with the law, the right of security holders to own shares. It is also stipulated that the maximum amount of increases in capital that can be carried out under this delegation of authority:
 - added to those that may result from the delegations of authority provided for in the 19th, 20th, 21st, 24th and 25th resolutions, amounts to 3,400,000 euros in nominal

- value and that the total nominal amount of capital increases for these resolutions will be charged to this overall maximum limit; and,
- added to those that may result from the delegations of authority provided for in the 17th, 19th, 21st, 24th and 25th resolutions, amounts to 15,000,000 euros in nominal value and that the total nominal amount of the capital increases for these resolutions will be charged to this overall maximum limit;
 - Decides to offer these ordinary shares via an offer to the public in the maximum legal conditions and limits provided for by the laws and regulations, it being understood that the Board of Directors will be able to set up for the holders of ordinary shares a right of priority. This right will be irreducible and, if need be, reducible – on all or part of the issuance, within the time limit and under the conditions that the Board of Directors shall fix in accordance with the legal provisions and regulations and that it will have to implement in proportion to the number of ordinary shares owned by each ordinary shareholder. This right of priority cannot give rise to the creation of negotiable rights;
 - Decides that if the subscriptions have not absorbed all the ordinary shares issued, the Board of Directors may choose to limit the issuance to the amount of subscriptions received, provided that this amounts to at least three quarters of the issuance decided on, or allocate at its discretion the unsubscribed securities, and/or offer them to the public;
 - Decides that the issue price of ordinary shares to be issued under this resolution shall be at least equal to the minimum level authorised by the current rules and regulations.
 - Decides to abolish the preferential subscription right of shareholders to ordinary corporate shares that may be issued on the basis of this delegation of authority;
 - Decides that the Board of Directors shall have the necessary powers, with the possibility to sub-delegate, to implement this resolution, and:
 - To determine the nature and investment conditions of ordinary shares that may be issued under this resolution;
 - To determine the characteristics, amounts and terms & conditions of any issuance and the issued securities, i.e. the category of the securities issued and to set their subscription price - with or without an option - according to the information included in its report, along with the terms & conditions for paying up, and their due date that may be retroactive;
 - To take all the necessary measures to protect the rights of the holders of securities or of any other rights giving access to the Company's capital all in accordance with the legal and statutory provisions and, if such be the case, with the contractual stipulations providing for other cases of adjustment; If need be, to deal with all the charges relating to issue premium(s) and in particular the costs arising from the issuance, to charge the costs for the increase in capital to the amount of related options and to deduct from this amount the sums necessary to pay money into the legal reserve and in general do everything necessary;
 - To draw up any agreement, especially for the successful conclusion of any issuance, to carry out on one or several occasions, in the proportion and at the periods of its choice, in France and/or maybe abroad, and/or on the global marketplace, the above-mentioned issuances, and to postpone them if need be;
 - To note the achievement of increases in capital resulting from this resolution, and to carry out the correlative amendment to the Articles of Association, to deal as well with all the necessary formalities and declarations, and demand all the authorisations which may prove to be necessary for the successful completion of these issuances;

- To acknowledge that this delegation of authority ends, with an immediate effect, all the previous delegations having the same purpose. It especially cancels and replaces, up to the unused amounts, the delegation granted by the Annual General Meeting of 30 June 2017 in its 14th resolution.

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

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

NINETEENTH RESOLUTION

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

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

- Delegates to the Board of Directors the authority to decide on one or more increases in capital, without preferential subscription right, through the issuing in France and/or abroad of ordinary shares;
- Decides that the total amount of increases in capital that may be achieved under this delegation cannot be higher than 3,400,000 euros in nominal value, not including adjustments that can be made in accordance with the law, an amount to which will be added, if need be, the supplementary amount of shares to be issued in order to safeguard, in accordance with the law, the right of security holders to own shares. Besides, it is stipulated that the maximum amount of increases in capital that can be carried out under this delegation of authority:
 - added to those that may result from the delegations of authority provided for in the 18th, 20th, 21st, 24th and 25th resolutions, amounts to 3,400,000 euros in nominal value and that the total nominal amount of capital increases for these resolutions will be charged to this overall maximum limit; and,
 - added to those that may result from the delegations of authority provided for in the 17th, 18th, 20th, 21st, 24th and 25th resolutions, amounts to 15,000,000 euros in nominal value and that the total nominal amount of the capital increases for these resolutions will be charged to this overall maximum limit;
- Decides to offer these ordinary shares via an offer to the public referred to in Article L.411-2, clause II of the French Monetary and Financial Code under the maximum legal conditions and limits provided for by the laws and regulations, it being understood that the Board of Directors will be able to set up for the holders of ordinary shares a right of priority. This right will be irreducible and, if need be, reducible – on all or part of the issuance, within the time limit and under the conditions that the Board of Directors shall fix in accordance with the legal provisions and regulations and that it will have to implement in proportion to the number of ordinary shares owned by each ordinary shareholder. This right of priority cannot give rise to the creation of negotiable rights;
- Decides that if the subscriptions have not absorbed all the ordinary shares issued, the Board of Directors may choose to limit the issuance to the amount of subscriptions received, provided that this amounts to at least three quarters of the issuance decided

on, or allocate at its discretion the unsubscribed securities, and/or offer them to the public;

- Decides that the issue price of ordinary shares to be issued under this resolution shall be at least equal to the minimum level authorised by the current rules and regulations;
- Decides to abolish the preferential subscription right of shareholders to ordinary corporate shares that may be issued on the basis of this delegation of authority;
- Decides that the Board of Directors shall have the necessary powers, with the possibility to sub-delegate, to implement this resolution, and in particular:
 - To determine the nature and investment conditions for ordinary shares that may be issued under this resolution;
 - To determine the characteristics, amounts and terms & conditions of any issuance, as well as the issued securities, i.e. the category of securities issued, and to set their subscription price - with or without an option - according to the information included in its report, along with the terms & conditions for paying up and the due date for their subscription, which may be retroactive;
 - To take all the necessary measures to protect the rights of the holders of securities or of any other rights giving access to the Company's capital all in accordance with the legal and statutory provisions and, if such be the case, with the contractual stipulations providing for other cases of adjustment;
 - If need be, to deal with all charges relating to issue premium(s) and in particular the costs arising from the issuance, to charge the costs of capital increase to the premium amounts pertaining thereto, and to deduct from this amount the sums necessary for the legal reserve, and generally to take any necessary measures;
 - To draw up any agreement, especially for the purpose of ensuring proper execution of any issuance, to execute on one or several occasions, in the proportion and at the periods of its choosing, in France and/or abroad and/or in the global marketplace if necessary, the above-mentioned issuances, and to postpone them if need be;
 - To note the execution of capital increases resulting from this resolution and to amend the Articles of Association accordingly, and also to deal with all the necessary formalities and declarations, and to request all authorisations necessary for the execution and successful completion of these issuances;
 - To acknowledge that this delegation of authority supersedes with immediate effect all previous delegations having the same purpose, in particular cancelling and replacing, up to the unused amounts, the delegation granted through the 20th resolution of the Annual General Meeting of 30 June 2017.

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

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

TWENTIETH RESOLUTION

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

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

and the Auditors' special report, and ruling in accordance with the provisions of Articles L.225-129-2, L.225-135, L.225-136 and L.228-92 of the French Commercial Code:

- Delegates to the Board of Directors the authority to decide on one or more increases in the Company's share capital, without preferential subscription right, through the issuing in France and/or abroad of securities giving access to the Company's share capital which may be denominated in foreign currency or in any monetary unit determined by reference to several currencies;
- Decides that the securities that give access to the Company's ordinary shares issued in this way may notably include debt securities or be attached to the issuing of such securities, or even allow the issuing of such securities as intermediate securities – they may therefore take, or not take, the form of subordinated securities, with or without a fixed duration. The debt securities giving access to the Company's ordinary shares may be coupled with interest at a fixed and/or variable rate, including capitalization thereof, and may be redeemable with or without a premium, or subject to amortization. The securities may also be subject to repurchase on the stock market, or to an offer from the Company to purchase or exchange;
- Decides that the total amount of increases in capital that may be executed under this delegation may not exceed 3,400,000 euros in nominal value, not including adjustments that may be made in accordance with the law, an amount to which, if need be, the supplementary amount of shares to be issued in order to safeguard, in accordance with the law, the right of security holders to own shares will be added. It is stipulated that the maximum amount of increases in capital that may be carried out under this delegation of authority:
 - added to those that may result from the delegations of authority provided for in the 18th, 19th, 21st, 24th and 25th resolutions, amounts to 3,400,000 euros in nominal value and that the total nominal amount of capital increases for these resolutions will be attributed to this overall maximum limit; and,
 - added to those that may result from the delegations of authority provided for in the 17th, 18th, 19th, 21st, 24th and 25th resolutions, amounts to 15,000,000 euros in nominal value and that the total nominal amount of the capital increases executed on the basis of these resolutions will be attributed to this overall maximum limit;
- Decides that the maximum nominal value of the issue(s) of securities giving access to the Company's share capital may not exceed 350,000,000 euros on the date of the decision to issue or the equivalent value thereof, in the event of issuance in foreign currency or in a monetary unit used as a reference for several currencies. It is also specified that the maximum amount of security issues giving access to the Company that may be made under this delegation:
 - added to the issues of securities giving access to the Company's share capital that may result from the delegations of authority provided for in the 21st, 24th and 25th resolutions, amounts to 350,000,000 euros in nominal value and that the total nominal amount of the issuances executed on the basis of these resolutions will be attributed to this overall maximum limit; and,
 - added to the issues of securities giving access to the Company's share capital that may result from the delegations of authority provided for in the 17th, 21st, 24th and 25th resolutions, amounts to 500,000,000 euros in nominal value and that the total nominal amount of the issuances executed on the basis of these resolutions will be charged to this overall maximum limit, but that it is, moreover, independent and separate from the amount of securities issued based on the 29th resolution, and from the amount of bonds whose issuing may be decided on or authorised by the Board of Directors pursuant to Article L. 228-40 of the French

Commercial Code. This amount does not include any potential redemption premiums that may be stipulated;

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

this amount the sums necessary for the legal reserve, and general take any necessary measures;

- To draw up any agreement, especially for the purpose of ensuring the proper execution of any issue, to execute on one or several occasions, in the proportion and at the times it deems suitable, in France and/or, if need be, abroad and/or on the global marketplace, the above-mentioned issuances, and to postpone them if need be;
- To note the execution of capital increases resulting from this resolution, and to amend the Articles of Association accordingly, and also to deal with all the formalities and declarations and demand all authorizations necessary for the execution and successful completion of these issuances;
- To acknowledge that this delegation of authority supersedes, with an immediate effect, all the previous delegations having the same purpose, in particular cancelling and replacing, up to the unused amounts, the delegation granted through the 16th resolution of the Annual General Meeting of 30 June 2017.

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

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

TWENTY-FIRST RESOLUTION

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

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

- Delegates to the Board of Directors the authority to decide on one or more increases in the Company's share capital, without preferential subscription right, through the issuing in France and/or abroad of securities giving access to the Company's share capital which may be denominated in foreign currency or in any monetary unit determined by reference to several currencies;
- Decides that the securities thus issued, giving access to the Company's ordinary shares, may notably include debt securities or be attached to the issue of such securities, or may even allow the securities to be issued as intermediate securities; they may therefore take, or not take, the form of subordinated securities, with or without a fixed duration. The debt securities giving access to the Company's ordinary shares may be coupled with interest at a fixed and/or variable rate, including capitalization thereof, and may be redeemable with or without a premium, or subject to amortization. The securities may also be subject to repurchase on the stock market, or to an offer from the Company to purchase or exchange;
- Decides that the total value of the increases in capital that may be executed under this delegation may not exceed 3,400,000 euros in nominal value, not including adjustments that may be made in accordance with the law, an amount to which, if need be, the supplementary amount of shares to be issued in order to safeguard, in

accordance with the law, the right of security holders to own shares will be added. It is stipulated that the maximum amount of increases in capital that can be carried out under this delegation of authority:

- added to those that may result from the delegations of authority provided for in the 18th, 19th, 20th, 24 and 25th resolutions, amounts to 3,400,000 euros in nominal value and that the total nominal amount of capital increases for these resolutions will be attributed to this overall maximum limit; and,
 - added to those that may result from the delegations of authority provided for in the 17th, 18th, 19th, 20th, 24th and 25th resolutions, amounts to 15,000,000 euros in nominal value and that the total nominal amount of the capital increases executed on the basis of these resolutions will be attributed to this overall maximum limit;
- Decides that the maximum nominal value of the issue(s) of securities giving access to the Company's share capital may not exceed 350,000,000 euros on the date of the decision to issue, or the equivalent value thereof, in the event of issuance in foreign currency or monetary unit used as a reference for several currencies. It is also specified that the maximum amount of security issues giving access to the Company's share capital that may be made under this delegation:
- added to the issues of securities giving access to the Company's share capital that may result from the delegations of authority provided for in the 20th, 24th and 25th resolutions, amounts to 350,000,000 euros in nominal value and that the total nominal amount of the issuances executed on the basis of these resolutions will be attributed to this overall maximum limit; and,
 - added to the issues of securities giving access to the Company's share capital that may result from the delegations of authority provided for in the 17th, 20th, 24th and 25th resolutions, amounts to 500,000,000 euros in nominal value and that the total nominal amount of the issuances executed on the basis of these resolutions will be attributed to this overall maximum limit, but that it is, moreover, independent and separate from the amount of securities issued based on the 29th resolution, and from the amount of bonds whose issuing may be decided on or authorised by the Board of Directors pursuant to Article L. 228-40 of the French Commercial Code. This amount does not include the reimbursement premiums that may be stipulated;
- Decides to remove the shareholders' preferential right to subscription of securities giving access to the Company's share capital to be issued under this delegation and to offer securities giving access to the Company's share capital within the context of an offer referred to in Article L.411-2 clause II of the French Monetary and Financial Code in accordance with the conditions and maximum legal limits provided for by the laws and regulations, it being understood that the Board of Directors may also set up an irreducible and, if need be, reducible right of priority for the ordinary shareholders on all or part of the issuance, within the time limit and under the conditions that it shall set in accordance with the legal and statutory provisions and must be exercised in proportion to the number of ordinary shares owned by each ordinary shareholder. This right of priority may not give rise to the creation of negotiable rights;
- Decides that if the subscriptions have not absorbed all the issued securities giving access to the Company's share capital, the Board of Directors may choose either to limit the issuance to the amount of subscriptions received, provided that this represents at least three quarters of the issuance decided on, or allocate the unsubscribed securities at its discretion and/or offer them to the public;

- Decides that issue price of securities giving access to the Company's share capital that are to be issued under this resolution shall be at least equal to the minimum level authorised under current legislation.
- Acknowledges that this delegation shall automatically act as a waiver by the shareholders of their preferential subscription right, which may be given by any securities giving access to the Company's capital that are issued on the basis of this delegation, to subscription of ordinary shares in the Company, for the benefit of the holders of securities that give access to the Company's share capital and are issued on the basis of this delegation;
- Decides that the Board of Directors shall have all the necessary powers – with the ability to sub-delegate – to implement this resolution, and in particular:
 - To determine the investment conditions for securities giving access to the Company's share capital that may be issued under this resolution;
 - To determine the characteristics, the amount, and the terms & conditions of any issuance and of the securities giving access to the Company's share capital, particularly their duration and their return and, taking into consideration the information contained in its report, to set their subscription price, with or without a premium, the terms & conditions for their paying-up, the terms & conditions according to which the securities giving access the Company's share capital issued on the basis of this resolution shall give access to ordinary shares in the Company, the conditions of their repurchase on the Stock Exchange, and their possible cancellation as well as the possibility of suspension of the exercising of attribution rights to ordinary shares attached to the securities to be issued giving access to the Company's share capital;
 - To take all the necessary measures to protect the rights of the holders of securities or of any other rights giving access to the share capital in accordance with the legal and statutory provisions and, if applicable, with the contractual stipulations providing for other adjustment options;
 - If necessary, to deal with all the charges relating to issue premium(s) and in particular those related to the costs involved in issuing, to charge the costs for capital increase to the premium amounts pertaining thereto, and to deduct from this amount the sums necessary for the legal reserve, and generally to take any necessary measures;
 - To draw up any agreement, especially for the purpose of ensuring the proper execution of any issue, to execute on one or several occasions, in the proportion and at the times it deems suitable, in France and/or, if need be, abroad and/or on the global marketplace, the above-mentioned issuances, and to postpone them if need be;
 - To note the execution of capital increases resulting from this resolution, and to amend the Articles of Association accordingly, and also to deal with all the formalities and declarations and demand all authorizations necessary for the execution and successful completion of the issuances;
 - To acknowledge that this delegation of authority supersedes, with an immediate effect, all the previous delegations having the same purpose, in particular cancelling and replacing, up to the unused amounts, the delegation granted through the 17th resolution of the Annual General Meeting of 30 June 2017

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

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

TWENTY-SECOND RESOLUTION

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

The Annual General Meeting, ruling under the quorum and majority required for extraordinary general meetings, having acknowledged the report of the Board of Directors and the Auditors' special report, authorises the Board of Directors should it receive oversubscription in the event of an increase in capital decided on in application of the 17th, 18th, 19th, 20th and 21st resolutions, to increase the number of shares in accordance with the provisions of Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, within thirty days of the end of subscription, in the limit of (i) 15% of the initial issue and (ii) the ceilings provided for in the said resolutions, and at the same price as that retained for the initial issue.

The Annual General Meeting acknowledges that this delegation of authority ends, with an immediate effect, all the previous delegations having the same purpose. It especially cancels and replaces, up to the unused amounts, the delegation granted by the Annual General Meeting of 30 June 2017 in its 19th resolution.

The Board of Directors cannot use this delegation of authority during any period of public takeover bidding or offer of exchange relating to the Company's stock except if it has been granted the right to do so beforehand by the Annual General Meeting in order to look for other offers. This delegation is valid for 26 months as from the day of this Annual General Meeting.

TWENTY-THIRD RESOLUTION

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

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

1. delegates to the Board of Directors the authority to decide on one or more increases in the corporate share capital, in the proportions and at the times that it shall choose, by capitalizing reserves, profits, premiums, or other amounts whose capitalization as free shares or increase in the nominal value of existing shares, or a combination of both the aforesaid would be possible, both in legal and statutory terms;
2. decides that breaking-up rights shall not be negotiable, and that the corresponding shares shall be sold, the sums coming from the sale being given to the holders of the rights at the latest thirty days after the date of registration on their account of the full number of shares allocated;
3. decides that the amount of the increase in capital that may take place under this delegation cannot exceed the global amount of the sums that can be capitalised and the total nominal amount of thirty million (30,000,000) euros. This amount shall be fixed independently of the maximum ceilings of the increases in capital that may result from the issuing of shares or other securities authorised or delegated by this General Meeting, to which will be added, if applicable, the nominal value of the additional shares to be

- issued to safeguard, in accordance with the legal and statutory conditions, the rights of the holders of securities and other shares giving future access to the company's shares;
4. decides that the Board of Directors shall have full powers, with entitlement to sub-delegate in accordance with the conditions provided for by law, to implement this resolution, and in particular:
 - fix the amount and nature of the sums to be capitalised in the registered capital;
 - fix the number of new ordinary shares to be issued and/or the amount according to which the nominal value of existing shares, composing the share capital, will be increased;
 - set the date, even retroactive, as from which the new shares will be interest-bearing, or from which the rise in nominal value of the existing capital shares will become effective;
 - take all necessary measures destined to protect the rights of the holders of securities or other rights giving access to the Company's capital and the aforesaid, in accordance with the legal and statutory provisions and, if applicable, the contractual stipulations providing for other cases of adjustment;
 - charge to one or more available reserve accounts the amount of costs relating to the corresponding increase in capital, and should it see fit to deduct therefrom the amounts necessary in order to bring the legal reserve to one tenth of the new registered capital after each issue;
 - and, in general, take all measures and perform any formalities required for the successful outcome of each increase in capital, and make the corresponding amendments to the Articles of Association
 5. acknowledges that this delegation ends, with immediate effect, any prior delegation having the same purpose, in particular the delegation granted by the Annual General Meeting of 30 June 2017 in its 19th resolution.

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

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

TWENTY-FOURTH RESOLUTION

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

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

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

The ceiling of the nominal amount of increase in capital, immediate or in the future, resulting from all the issues made pursuant to this delegation, is fixed at 10% of the Company's share capital, it being specified that the nominal value of the increases in capital implemented under this resolution is charged to the global ceilings provided for, on the one hand, by 18th, 19th, 20th, 21st resolutions and, on the other hand, by the 17th resolution, and it is fixed not taking into account the nominal value of the ordinary shares to be issued, if such be the case, on account of the adjustments made to safeguard, in accordance with law, the rights of the holders of securities giving entitlement to capital shares in the Company;

2. decides, if need be, to delete, in favour of the holders of shares or securities, the subject of the contributions in kind, the shareholders' preferential subscription right to the ordinary shares and securities issued in this way, and acknowledges that this delegation carries a waiver by the shareholders of their preferential subscription right to the ordinary corporate shares, to which the securities that may be issued on the basis of this delegation may give entitlement;
3. decides that the Board of Directors shall have full powers to implement this resolution, particularly to fix the nature of the securities to be created, the characteristics thereof, and the terms and conditions of their issue, in order to rule, based on the report of the Contributions Auditors mentioned under the 1st and 2nd paragraphs of the aforementioned Article L. 225-147, on the valuation of the contributions and the granting of special benefits, to record the completion of the increases in capital performed under this delegation, to carry out the corresponding amendment of the Articles of Association, to deal with any formalities and declarations, and to demand any authorisations that might prove necessary in order to implement these contributions;
4. acknowledges that this delegation ends, with immediate effect, any prior delegation having the same purpose, in particular the delegation granted by the Annual General Meeting of 30 June 2017 in its 20th resolution.

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

TWENTY-FIFTH RESOLUTION

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

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

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

The nominal value of the increases in capital, immediate or in the future, resulting from the implementation of this delegation, is charged to the global ceilings provided for, on the one hand, by the 18th, 19th, 20th 21st resolutions and, on the other hand, by the 17th resolution, and it is fixed not taking into account the nominal value of the ordinary shares to be issued, as applicable, on account of the adjustments made to safeguard, in accordance with law, the rights of the holders of securities giving entitlement to capital shares in the Company;

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

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

This delegation of authority shall cancel and replace, as regards any unused fraction, the delegation granted by the Annual General Meeting of 30 June 2017 in its 21st resolution.

TWENTY-SIXTH RESOLUTION

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

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

of the French Labour Code, and particularly to satisfy the provisions of Article L.225-129-6 of the French Commercial Code:

1. Delegates to the Board of Directors the powers necessary to increase the share capital, in one or more operations, on its sole deliberations, in the proportions and at the times that it sees fit, by the issue of shares or any other securities giving access to the capital of Neopost and reserved for the employees (or former employees) of Neopost or firms included in the same consolidation perimeter or combination of accounts in accordance with Article L. 233-16 of the French Commercial Code, and who are members of one of the company/group savings plans mentioned in Article L. 3332-1 and the subsequent sections and Articles L. 3344-1 and L. 3344-2 of the French Labour Code (including the Groupe Neopost savings plan granted on 10 September 1998), as well as of any common investment funds (including the FCPE Groupe Neopost approved by the Stock Exchange Commission [C.O.B.] on 19 January 1999) or of any variable capital investment companies governed by Article L.214-41 of the French Monetary and Financial Code, through which the shares or other new securities thus issued might be applied for;

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

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

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

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

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

the transfer date of the shares or other securities referred to above. The Board of Directors can convert all or part of any possible discount in a free issue of existing shares or shares to be issued, or of other securities giving access to the capital of Neopost, reduce or not grant any discount, and the aforesaid within the legal or statutory limits;

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

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

8. Decides that this delegation invalidates any prior delegation having the same purpose, up to the unused amounts, and, in particular, cancels and replaces, up to the unused amounts, the delegation which was decided on by the ordinary and extraordinary General Meeting of shareholders held on 30 June 2017, in its 22nd resolution.

TWENTY-SEVENTH RESOLUTION

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

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

1. notes that the companies of Groupe Neopost, particularly the firms which are in the consolidation perimeter of the accounts of Neopost S.A in application of Article 233-16 of the French Commercial Code, have their registered office or a branch office located in countries where legal or fiscal problems render it difficult to implement employee shareholder schemes through an FCPE or a variable capital investment company or, directly by the employees (or former employees) of Groupe Neopost companies, who live in these same countries, such as provided for in the 26th resolution;
2. decides, within the scope of the provisions of Article L. 225-138 of the French Commercial Code, to authorise the Board of Directors to increase, in one or more operations, the Company's share capital through the issuing of new shares or any other securities giving access to the Company's capital, shares which are reserved for any financial institutions or any companies formed specifically and exclusively to implement an employee savings scheme whose purpose is to give employees (or former employees) of certain subsidiaries or branch offices abroad, who cannot, either directly or indirectly, subscribe to Neopost shares within the scope of the 26th resolution, comparable benefits by this resolution, hereinafter called the «Beneficiary»;
3. decides on deleting, in favour of the Beneficiary, the shareholders' preferential subscription right for shares or any other securities giving access to the Company's capital, that may be issued pursuant to this authorisation;
4. decides that the subscription price for the shares or any other securities giving access to the Company's capital to the Beneficiary will be fixed by the Board of Directors, particularly taking into consideration the legal, statutory, and fiscal provisions of applicable foreign law, if need be, but, in any case, it may not be less by more than 20% of the average of the first listed prices of the Neopost share on Euronext Eurolist over the twenty stock market sessions preceding the day of the decision by the Board of Directors fixing the opening date for subscription;
5. fixes the validity period of this delegation at 18 months as from the day of this Annual General Meeting;
6. decides that the nominal amount (excluding share premium) of the increases in share capital that may ensue from all of the shares or other securities giving access to the Company's capital, which are issued under this delegation must not exceed the total amount of six hundred thousand (600,000) euros, an amount fixed independently of the maximum ceilings for the increases in capital that may result from other issues of shares or other securities used or delegated by this General Meeting;
7. decides that the Board of Directors, with the entitlement to sub-delegate according to the conditions laid down by law, will have full powers to implement this delegation, within the limits and under the conditions specified above, in order to:

- a. fix the conditions to be met by the employees (or former employees) to be able to participate in the employees' savings scheme envisaged by this delegation; in particular to fix, as applicable, the limit of the requests made by each employee according to his/her annual gross salary;
 - b. draw up a list of the companies, whose employees (or former employees) may benefit from the issue;
 - c. fix an accurate list of the financial institutions or companies specifically created to implement the employee savings scheme in favour of the employees (or former employees) of certain subsidiaries or foreign branch offices, corresponding to the savings plans in force for the group's French and foreign companies, beneficiaries of each issue;
 - d. fix the conditions of the issue;
 - e. decide on the amount to be issued, the issue price, under the conditions referred to above, and on the dates, terms and conditions of each issue;
 - f. fix the deadlines granted for the paying-up of the shares;
 - g. fix the date, even retroactive, as from which the new shares will be interest-bearing;
 - h. record or have recorded the increase in capital, at the value of shares effectively applied for, or decide on reducing or raising the amount of the aforementioned increase so that the totality of the subscriptions received can effectively be covered;
 - i. charge, as applicable, the costs, dues, and fees, incurred by such issues, to the amount of share premium, and deduct, as applicable, from the amounts of share premium, the sums necessary to pay into the legal reserve, thus bringing the amount of the legal reserve up to the level required by the law and regulations in force;
 - j. in general, carry out any acts and formalities, take all decisions, and conclude all agreements which can prove useful or necessary to reach a successful outcome for the issuing carried out under this delegation and to record the final completion of the increase(s) in capital carried out under this delegation and amend the Articles of Association accordingly;
8. Decides that this delegation invalidates any prior delegation having the same purpose, up to the unused amounts, and, in particular, cancels and replaces, up to the unused amounts, the delegation which was decided on by the ordinary and extraordinary General Meeting of shareholders held on 30 June 2017, in its 23rd resolution.

TWENTY-EIGHTH RESOLUTION

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

The Annual General Meeting ruling under the quorum and majority required for extraordinary general meetings, having acknowledged the report of the Board of Directors and the Auditors' special report, subject to the passing of the preceding 16th resolution relating to the Company's share buy-back programme and in accordance with the provisions of Article L. 225-209 of the French Commercial Code:

1. Decides to authorise the Board of Directors, for a period of 18 months as from the passing of this resolution, with entitlement to sub-delegate to its Chairman according to the conditions specified by law, to cancel, in one or more operations, on its sole decision, all or part of the corporate shares held by it following the implementation of the said buy-back authorisation, within the limit of 10% of the share capital in 24-month periods, and to reduce correspondingly the share capital, by charging the difference between the buy-back value of the cancelled shares and their nominal value to the premiums and available reserves of his/her choice;

2. Decides to authorise the Board of Directors, with entitlement to sub-delegate, to fix the final amount of the reduction in capital, to set the terms and conditions thereof, to record the achievement of the reduction(s) in capital ensuing therefrom, and to modify the Articles of Association accordingly and carry out all necessary formalities;

3. Decides that this delegation invalidates any prior delegation having the same purpose, up to the unused amounts, and, in particular, cancels and replaces the delegation granted by the General Meeting held on 30 June 2017, in its 25th resolution.

TWENTY-NINTH RESOLUTION

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

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

1. delegates to the Board of Directors, for a period of 26 months with entitlement to sub-delegate to any person authorised by law, the authority to decide on the issuing, in one or more operations, in France or abroad and/or on the international market, in euros or in any monetary unit established by reference to several currencies, of bonds with subscription warrants and, in general, of securities giving the right of allocation, immediately or in the future, of debt securities such as bonds, shares subordinated to a fixed-term or not, or any other shares granting, in the same issuance, a debt claim on the Company.

The nominal amount for which all above-mentioned securities to be issued can be quoted cannot exceed 500,000,000 euros, or the exchange value of this amount in currency or any monetary unit established by reference to more than one currency. It is specified that this maximum nominal amount is independent of the amount of the debt securities that may be issued on the basis of the 17th, 20th, 21th, 24th and 25th resolutions - this amount will be increased by any possible above par repayment premium;

2. grants full powers to the Board of Directors, with entitlement to sub-delegate:
 - to carry out the abovementioned issuing within the limit fixed above, determine the date, nature, amounts and issue currency thereof;
 - to fix the characteristics of the securities to be issued, as well as of the debt securities to which the securities give right of allocation, and in particular their nominal value and the interest-bearing date thereof, their issue price, if applicable with premium, their rate of interest, fixed and/or variable, and the payment date of said interest, or in the event of variable rate shares, the terms and conditions to calculate their interest rate, or also the conditions of capitalisation of interest if applicable;
 - to fix, according to the market conditions, the terms and conditions of amortisation and/or early repayment of the securities to be issued as well as of the debt securities to which the securities may give right of allocation, as applicable, with a fixed or variable premium, or even a buy-back by the Company;
 - if applicable, to decide to grant a guarantee or sureties for the securities to be issued, as well as for the debt securities to which the securities may give right of allocation, and to fix the nature and characteristics thereof;

- in general, to fix all of the terms and conditions of each of the issues, sign any conventions, enter into any agreements with any banks and bodies, do everything necessary, carry out any formalities required, and in general anything else that is necessary;
3. Acknowledges that this delegation invalidates any prior delegation having the same purpose, and, in particular, cancels and replaces, up to the unused amounts, the delegation which was granted by the Annual General Meeting held on 30 June 2017, in its 26th resolution.

THIRTIETH RESOLUTION

(Powers for regulatory formalities)

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

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2017 Results and outlook

In full-year 2017, the Group generated sales of 1,111.7 million euros, down (4.1)% year-on-year, (2.0)% excluding currency effects, and (2.2)% on an organic basis.

2017 current operating income before acquisition-related expense was 202.3 million euros, down from 216.0 million euros in 2016. The Group's current operating margin before acquisition-related expense⁽²⁾ was 18.2% of sales in 2017 versus 18.6% in 2016. After acquisition-related expense, the current operating margin amounted to 191.0 million euros or 17.2% of 2017 sales.

The tax rate shrank to 0.6% from 25.1% in 2016 due to the lowering of the tax rate in the United States as well as the cancellation of tax on dividends in France.

Income statement

<i>(In millions of euros)</i>	31 January 2018		31 January 2017	
Sales	1,111.7	100.0%	1,158.7	100.0%
Cost of sales	(279.3)	(25.1)%	(293.3)	(25.3)%
Gross margin	832.4	74.9%	865.4	74.7%
R&D expenses	(56.9)	(5.1)%	(52.0)	(4.5)%
Selling expenses	(279.6)	(25.1)%	(293.0)	(25.4)%
Administrative expenses	(194.9)	(17.6)%	(197.1)	(17.0)%
Maintenance & other operating expenses	(99.9)	(9.0)%	(106.8)	(9.2)%
Employee profit-sharing and share-based payments	1.2	0.0%	(0.5)	(0.0)%
Current operating income excluding expenses related to acquisitions	202.3	18.2%	216.0	18.6%
Expenses related to acquisitions	(11.3)	(1.0)%	(13.1)	(1.1)%
Current operating income	191.0	17.2%	202.9	17.5%
Proceeds from asset sales	(0.1)	0.0%	0.0	0.0%
Structure optimization expense	(13.2)	(1.2)%	(15.3)	(1.3)%
Other operating expenses	(11.3)	(1.0)%	(6.7)	(0.6)%
Operating income	166.4	15.0%	180.9	15.6%
Financial income/(expenses)	(34.6)	(3.1)%	(30.5)	(2.6)%
Income before taxes	131.8	11.9%	150.4	13.0%
Income taxes	(0.8)	(0.1)%	(37.7)	(3.3)%
Income from associated companies	1.7	0.1%	1.3	0.1%
NET INCOME	132.7	11.9%	114.0	9.8%
Attributable to:				
• holders of the parent company	133.8	12.0%	118.2	10.2%
• non-controlling interests	(1.1)	(0.1)%	(4.2)	(0.4)%

(2) Current operating margin before acquisition-related expense = current operating income before acquisition-related expense/sales.

Change in sales by division

<i>(In millions of euros)</i>	2017	2016	Change	Change at constant exchange rates	Organic change ^(a)
Enterprise Digital Solutions (EDS)	135.9	136.5	(0.4)%	+1.7%	(0.3)%
Neopost Shipping ^(a)	57.2	53.0	+8.0%	+10.7%	+10.7%
SME Solutions	941.3	990.9	(5.0)%	(3.0)%	(3.0)%
Eliminations	(23.0)	(21.7)	-	-	-
TOTAL	1,111.7	1,158.7	(4.1)%	(2.0)%	(2.2)%

(a) 2017 sales are compared with 2016 sales, with the addition of 2.7 million euros which accounts for sales generated by Icon Systemhaus and the divestment of DMTI Spatial.

Enterprise Digital Solutions (EDS)

In full-year 2017, Enterprise Digital Solutions sales rose +1.7% excluding currency effects. Restated for scope effects stemming from the acquisition of icon Systemhaus and the disposal of DMTI Spatial, sales declined by (0.3)% on an organic basis.

The underperformance mainly resulted from the lack of sales of large license contracts by GMC Software for Customer Communications Management, whereas the Group had expected to see a recovery in this activity in the fourth quarter. Yet, given the high number of large contracts signed in fourth-quarter 2016, GMC Software recorded an organic sales decline of (11.9)% in fourth-quarter 2017.

However, GMC Software's annual sales grew +3.2% excluding currency effects thanks to an increase in maintenance and service sales as well as the signing of a significant number of new small license contracts, contributing to a continued increase in the customer base.

The underperformance from the EDS division is also attributable to an organic decline in the Data Quality management business (6.2)% and in the activity of icon Systemhaus (11.0)% over the full-year.

Neopost Shipping

In full-year 2017, Neopost Shipping sales rose +10.7% excluding currency effects.

Double digit growth was driven by the strong performances in the roll-out of Packcity automated parcel lockers in Japan in partnership with Yamato Transport. The number of installed parcel lockers now totals 2,600, versus 200 a year earlier. End of March, Neopost manages a network of more than 3,000 automated parcel lockers around the world.

Growth in the division was also driven by accelerated sales in the CVP-500 automated packaging system with placements totalling 10 units this year versus 6 in the previous fiscal year.

In addition, Temando is currently preparing for the launch of its shipment module for Magento's new e-commerce solutions platform (scheduled for spring 2018).

SME Solutions

SME Solutions sales in full-year 2017 were down (5.0)% to 941.6 million euros and down (3.0)% at constant exchange rates.

Mail Solutions sales fell (4.3)% excluding currency effects. This business has proved more resilient in North America than in Europe, where the decline is more marked, confirming the trend observed for some time now.

Within this division, Communication & Shipping Solutions sales rose +5.5%, with a (6.0)% decrease in graphic activities and a +17.5% increase in digital communications and logistics, thus demonstrating the division's ability to support its customers with customer communication and parcel management software.

Research and development effort

Research and development expenses amounted to 56.9 million euros in 2017, compared with 52.0 million euros in 2016, respectively representing 5.1% and 4.5% of the 2017 and 2016 sales. The expenses presented in the income statement do not reflect the whole effort as a part of the amount of R&D expenses is capitalized: 24.9 million euros in 2017 versus 24.9 million euros in 2016.

The main focus of research and development is on developing future offers in the Communications & Shipping Solutions activities.

It is also on future generations of hardware, software, infrastructure and networks to manage information flows between customers and postal services and/or carriers.

Current operating margin⁽³⁾

	2017				
	EDS	Neopost Shipping ^(a)	SME Solutions	Innovation ^(b)	Total
<i>(In millions of euros)</i>					
Current operating income before acquisition-related expense	15.7	(12.5)	206.6	(7.5)	202.3
Current operating margin before acquisition-related expense	11.6%	(21.8)%	21.9%	n/a	18.2%

	2016				
	EDS	Neopost Shipping ^(a)	SME Solutions	Innovation ^(b)	Total
<i>(In millions of euros)</i>					
Current operating income before acquisition-related expense	21.3	(11.5)	213.9	(7.7)	216.0
Current operating margin before acquisition-related expense	15.6%	(21.6)%	21.6%	n/a	18.6%

(a) Including Temando and CVP-500.

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

EDS posted a decrease in its current operating margin, which came out at 11.6% of sales versus 15.6% in 2016. The decline resulted from the contraction in the sales of licenses.

The current operating margin⁽¹⁾ of Neopost Shipping⁶ was stable at (21.8)%. Excluding Temando and CVP-500, the margin ended at 8.2% of sales compared with 8.8% in 2016.

The current operating margin⁽¹⁾ of SME Solutions rose to 21.9% of sales from 21.6% in 2016. The savings and optimization programs continue to produce results. In 2017, SME Solutions' net operating expenditure was further reduced by 20.8 million euros after already being cut by 23.2 million euros in 2016. In all, Neopost has reduced the cost base of this division by 57 million euros in three years, consistent with the announced target of at least 50.0 million euros. Innovation expense includes the development of a web-based

(3) Current operating margin before acquisition-related expense = current operating income before acquisition-related expense/sales.

platform and digital applications for small businesses. Total innovation expense came out at 7.5 million euros in 2017, in line with 2016.

The Group's current operating income before acquisition-related expense stood at 202.3 million euros, versus 216.0 million euros in 2016. Current operating margin before acquisition-related expense was 18.2% of sales versus 18.6% in 2016.

Acquisition-related expense totaled 11.3 million euros, compared with 13.1 million euros in 2016.

Current operating income in 2017 amounted to 191.0 million euros, against 202.9 million euros the previous year.

Non-current items

The Group recorded a 13.2 million euros expense for the optimization of structures in 2017, compared with 15.3 million euros in 2016.

It finalized the disposal of its subsidiaries in Indonesia, Malaysia, Singapore and Thailand (SME Solutions), as well as its DMTI Spatial subsidiary (EDS).

The Group also acquired Temando's minority interests in September 2017. The earn-out commitment booked when Neopost acquired its first stake in Temando, was canceled to take into account the new business plan and the goodwill was depreciated consequently.

In all, income from disposals and other operational expense totaled 11.3 million euros, against 6.7 million euros in 2016.

Factoring in these non-current items, operating income came out at 166.4 million euros in 2017, versus 180.9 million euros in the previous year.

Financial income

Net cost of debt amounted to (32.2) million euros, compared with (29.7) million euros in 2016. The carrying costs stemming from the refinancing transactions done in 2017 (**Schuldschein** in February and revolving credit facility in June) amounted to 1 million euros.

In 2017 the Group also recorded currency losses and other financial items of (2.4) million euros, compared with (0.8) million in 2016.

Net financial income amounted to (34.6) million euros in 2017, versus (30.5) million euros in 2016.

Net income

The tax rate shrank to 0.6% from 25.1% in 2016, due to the lowering of the tax rate in the United States as well as the cancellation of tax on dividends in France.

Net attributable income thus came out at 133.8 million euros, up 13.2% on 2016, for a net margin of 12.0% compared with 10.2% in 2016. Earnings per share⁽⁴⁾ increased 14.2% to 3.62 euros from 3.17 euros in 2016.

(4) Earnings per share are calculated after deducting dividends paid to ODIRNANE bond holders.

Financial position

EBITDA⁽⁵⁾ totaled 284.7 million euros, compared with 294.9 million euros in 2016. The EBITDA⁽¹⁾ margin grew slightly to 25.6% of sales, compared with 25.5% in 2016.

The change in the working capital requirement was positive at 20.6 million euros, thanks notably to the decrease in trade accounts receivable.

The leasing portfolio and other financing services were down (2.8)% excluding currency effects, generating a cash inflow of 22.8 million euros. After recognizing the decline in the US dollar, the portfolio stood at 710.6 million euros, down from 798.1 million euros at 31 January 2017.

Investments in tangible and intangible fixed assets amounted to 98.8 million euros versus 82.2 million euros a year earlier. The increase was entirely due to the roll-out of Packcity in Japan.

In total, the Group generated 149.2 million euros in cash flow before acquisitions and dividends, in line with last year, even though investments were higher in 2017.

In terms of external growth, the Group invested 23.5 million euros, mainly for the acquisition of the minority interests in Temando for an amount close to that paid in 2016 (24.0 million euros).

Strong cash flow generation and the fall in the US dollar versus the euro led to a significant decrease in net debt, which at 31 January 2018 stood at 674.9 million euros, versus 763.0 million euros a year earlier. The Group would like to point out that its net debt is fully backed by future cash flows from its rental and leasing activities.

At 31 January 2018, shareholders' equity was 1,169.2 million euros, against 1,139.0 million euros a year earlier.

Gearing came out at 57.7% of shareholders' equity compared with 67.0% at 31 January 2017.

At 31 January 2018, the leverage ratio (net debt/EBITDA) had improved to 2.4, compared with 2.6 on 31 January 2017.

Dividend

The Board of Directors will submit its proposed dividend of 1.70 euro per share in respect of fiscal year 2017, the same amount as for fiscal year 2016, for the approval of the Annual General Meeting on 29 June 2018. If approved, the balance of 0.90 euro per share will be paid on 7 August 2018, following the payment of an interim dividend of 0.80 euro per share on 6 February 2018. The final 2017 dividend will be paid entirely in cash, as was the interim dividend.

	Date ^(a) of the interim dividend	Amount of the interim dividend	Date ^(a) of the balance of the dividend	Amount of the balance of the dividend	Amount of the full year dividend
2017	06/02/2018	EUR 0.80	07/08/2018	EUR 0.90	EUR 1.70
2016	07/02/2017	EUR 0.80	08/08/2017	EUR 0.90	EUR 1.70
2015	09/02/2016	EUR 0.80	09/08/2016	EUR 0.90	EUR 1.70
2014	10/02/2015	EUR 1.80	06/08/2015	EUR 2.10	EUR 3.90

(a) Payment date.

(5) EBITDA = current operating income + provisions for depreciation of tangible and intangible fixed assets.

Share buyback program

A share buyback program involving a maximum of 10% of the issued share capital at a maximum purchase price of 50 euros will be presented for approval to the Annual General Meeting to be held on 29 June 2018.

How to take part and vote

Practical information for attending the General Meeting

All shareholders may participate in the General Meeting, regardless of the number of shares they own, notwithstanding any provisions to the contrary provided for by the articles of association.

The rights of shareholders to participate in the General Meeting is subject to their shares being registered in their name, or in the name of the intermediary acting on their behalf pursuant to paragraph 7 of article L.228-1 of the French commercial code, no later than zero hour, Paris time, on the second business day prior to the General Meeting, *i.e.* 27 June 2018, either in the registered share accounts kept for the Company by its representative or in the bearer share accounts kept by the authorized intermediary.

Registration of the shares in bearer share accounts kept by financial intermediaries must be evidenced by a certificate of participation issued by such intermediaries, or can be transmitted electronically if applicable in the conditions stipulated in article R.225-61 of the French commercial code. This certificate of participation must be attached to the voting form or the proxy form, or to the request for an admission card in the shareholder's name or broker that manages the share account.

Shareholders that have not received their requested admission card two working days prior to the General Meeting no later than zero hour, will be issued with a certificate.

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

1. send a proxy vote to the Company without specifying a proxy holder. All proxy votes granted without a specified proxy shall result in a vote for the approval of the draft resolutions presented or accepted by the Board of directors and, if this is not the case, vote against their approval.
2. authorize a proxy vote by their spouse or partner with whom they have entered into a civil union or any other natural or legal person of their choosing, in accordance with article L.225-106 of the French commercial code. Duly completed and signed proxy forms must include the full name and address of the shareholder and their proxy and be mailed along with a photocopy of the shareholder's ID and that of their proxy to CACEIS Corporate Trust. The same formalities apply for canceling a proxy as for granting it.
3. vote by mail.

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

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

- for direct registered shareholders: by sending an email with an electronic signature obtained from an accredited certification service provider to: ct-mandataires-assemblees-neopost@caceis.com, indicating their name, address and CACEIS Corporate Trust ID (information printed in the top left-hand corner of share accounts

statements) or indicate their ID with their bank or broker if shares are registered in the name of the bank or broker that manages the share account, as well as the full name of the proxy holder or the person from whom the proxy is being withdrawn;

- for bearer shareholders: by sending an email with an electronic signature obtained from an accredited certification service provider to: <mailto:ct-mandataires-assemblees-neopost@caceis.com> indicating their name, address and full bank details and the full name of the designated proxy holder or the person from whom the proxy is being withdrawn, asking their bank or broker managing the share account to send written confirmation by letter to CACEIS Corporate Trust;
- Service Assemblée Générale – 14, rue Rouget de Lisle; 92862 ISSY-LES-MOULINEAUX Cedex 9 (or by fax to +33 (0) 1.49.08.05.82).

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

Shareholders who have cast a postal vote, appointed a proxy or requested an admission card or share ownership certificate may still sell all or some of their shares. However, if the sale takes place two business days prior to the General Meeting, namely no later than zero hour, Paris time on 27 June 2018, the Company will take the appropriate measures to cancel or amend the related postal vote, proxy, admission card or share ownership certificate. The shareholder's bank or broker must therefore notify the Company or its registrar of any such sales and provide it with the necessary information.

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

Postal voting forms or proxy forms will be automatically sent by mail to the holders of registered shares.

Pursuant to the applicable laws and regulations, all documents that must be made available to shareholders for the purpose of Annual General Meetings, within the legally prescribed timeframes, may be consulted at the Neopost S.A. head office and on the Company's website <https://www.neopost-group.com/en/finance/general-meetings> or sent following a written request to CACEIS Corporate Trust.

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

In order for postal votes to be taken into account, the completed and duly signed postal voting forms must be sent to CACEIS Corporate Trust – Service Assemblée Générale – 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9 at least three days prior to the General Meeting.

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

Shareholders may submit written questions to the Company as from the publication date of this Notice of Annual General Meeting. Any such questions must be sent to the Company's head office, by registered mail with acknowledgement of receipt by the fourth business day prior to the date of the Annual General Meeting. A share registration certificate must be attached to this letter. The Board of directors is required to reply to these questions during the Annual General Meeting and a joint response can be given to questions which have the same content. Answers to the questions will be posted on the Company's website at the following address:

<https://www.neopost-group.com/en/finance/general-meetings>

Shareholders that meet applicable conditions may table items on the agenda or proposed resolutions at the Annual General Meeting by sending a request by registered letter with acknowledgement of receipt at least 25 calendar days prior to the date of the Annual General Meeting. A share registration certificate must be sent with any such request, evidencing that the applicant holds or represents at least 5% of the Company's capital.

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

<https://www.neopost-group.com/en/finance/general-meetings>

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

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

REQUEST FOR DOCUMENTS AND INFORMATION

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

I, the undersigned:

Surname.....

Forenames.....

Address.....

.....

request that information and documents concerning the **Ordinary and Extraordinary General Meeting of 29 June 2018**, as provided for under article R.225-83 of the Code de Commerce, concerning business corporations should be sent to me.

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

Signature:

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