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**Dear Shareholders,**

We are pleased to announce that our General Shareholders' Meeting will take place on June 29, 2018 when convened for the first time.

At the meeting, you will be asked to approve thirty resolutions, sixteen ordinary and fourteen extraordinary. The full wording of these resolutions is available on our web site.

The purpose of this letter is to provide you with additional information, on top of the Registration Document also available on our web site, on some of the resolutions:

- Resolution 4 – Ordinary General Meeting – concerning the regulated agreements involving the Chairman, Mr. Denis Thiery;
- Resolution 5 – Ordinary General Meeting – concerning the regulated agreements involving the Chief Executive Officer, Mr. Geoffrey Godet ;
- Resolution 6 – Ordinary General Meeting – concerning the attendance fees allocated to the board of Directors;
- Resolution 7 – Ordinary General Meeting – concerning the compensation granted to the Chairman and CEO, Mr. Denis Thiery, in respect to the financial year ending on January 31, 2018;
- Resolution 8 – Ordinary General Meeting – concerning the remuneration policy for the Chairman, Mr. Denis Thiery, in respect to the financial year ending on January 31, 2019;
- Resolution 9 – Ordinary General Meeting – concerning the remuneration policy for the Chief Executive Officer, Mr. Geoffrey Godet, in respect to the financial year ending on January 31, 2019;
- Resolutions 10 to 14 – Ordinary General Meeting – changes in the composition of the board of directors
- Resolutions 17 to 27 – Extraordinary General Meeting – concerning the authorizations to be granted to the Board of Directors with a view to issuing shares and/or securities;

To better understand the key topics of the agenda of this General Shareholders' Meeting, as a preamble, we will first remind you the recent evolutions in Neopost governance.

In 2016, we had indicated to our Shareholders (letter dated June 9th on page 3) that the principle of the separation of the functions of Chairman and & Chief Executive Officer had been validated by the Board and that the combined role would stay in place only for an interim period, during which a position of Lead Independent Director has been instituted. A succession plan had to be defined within the first 2 years of Mr. Denis Thiery renewed mandate and further implemented during the last year of his mandate at the latest.

The succession plan has actually been completed in advance, at the end of 2017 fiscal year, and the functions of Chairman & Chief Executive Officer have been separated, and Mr. Geoffrey Godet appointed as Chief Executive Officer, as from the beginning of 2018 fiscal year. Consequently, following the earlier termination of his Chief Executive Officer position as of 1 February 2018, the suspended employment contract of Mr. Denis Thiery, signed with Neopost S.A. when he joined the Neopost group on 1 October 1988, has been reactivated. As from 1 February 2018, he will hold the salaried position of "International Coordinator", a level IIIC senior executive under the collective labor agreement for French metal industries. He will assist the Chief Executive Officer with the Group's international development within the framework of its current transformation. He will hold this position until 30 June 2018, at which date he will retire as employee as originally anticipated.

It is also reminded that the total compensation and benefits in kind granted by Neopost S.A. and the companies it controls to Mr. Denis Thiery during fiscal year 2017, as Chairman and Chief Executive Officer, were awarded on the basis of the resolution voted by the General Meeting on 30 June 2017, which approved the principles and criteria for calculating and determining the various elements of this remuneration at a majority of more than 99%.

The 2017 remuneration of the Chairman and Chief Executive Officer, as approved in principle, consists essentially in director's fees, fixed compensation, annual variable compensation and performance shares. The granting to the Chairman & Chief Executive Officer cannot exceed 20% of the overall performance share grants. The vesting of the plans, after a period of 3 years from the grant, is subject to the existence of a mandate or an employment contract with the Group. Consequently no vesting can take place after the end of all mandates and employment contracts. In accordance with these approved principles, 40,000 performance shares were awarded to the Chairman & Chief Executive Officer during 2017 fiscal year. No further performance shares shall be awarded to Mr. Denis Thiery from fiscal year 2018.

To complement your information in relation to the remuneration policy, this letter will also remind you in section 9 below ("Update on long-term incentive plans"), the history of Neopost long-term incentive plans, the performance criteria of the pending performance share plans and, more specifically, will update you on those that have settled in 2017.

After these first significant evolutions, and to better face a business transformation period, Neopost intends to reinforce its governance by completing the board composition with additional appropriate expertise and profiles, and by reorganizing its board's committees structure and functioning, in line with market practices, to improve its efficiency. This is the purpose of the information provided to you under section 3 (Sixth resolution) and section 7 of this letter (Tenth to Fourteenth resolutions).

## 1. Fourth resolution: Regulated agreements involving the Chairman, Mr. Denis Thiery:

In addition to the Registration Document (pages 34, 35, 36, 39 and the statutory auditors' special report on regulated related party agreements and commitments on page 43 ) filed with AMF on 27 April 2018 please note that the annual variable compensation under Denis Thiery's employment contract, as "International Coordinator", is also based on specific qualitative objectives of individual performance.

For 2018, these objectives will be:

- Assist the Chief Executive Officer in the development of international partnerships (OEM Agreements);
- Assist the Chief Executive Officer to strengthen existing partnerships in Asia (especially Japan).

  Each of these criteria is assigned a weighting factor equal to 50%. In addition, this variable part, that represents 20% of his variable compensation, is in a range expressed as a percentage of the fixed remuneration, 100% on targets and within the limit of a pre-set ceiling of 150%.

No additional entitlements or termination payments other than what is required under French Law and applicable collective bargaining agreements are provided under this employment contract.

As every year, the Remuneration Committee uses surveys produced by Willis Towers Watson to determine compensation benchmarks for the Chairman's remuneration.

The Board of Directors, upon recommendation of the Remuneration Committee, was committed to ensure that the constituent elements of Denis Thiery's employment contract, as "International Coordinator" comply with the remuneration policy determined on the basis of the positions held with Neopost, experience, seniority, performance as well as market practices.

## 2. Fifth resolution: Regulated agreements involving the Chief Executive Officer (CEO), Mr. Geoffrey Godet:

In addition to the Registration Document (pages 36 to 38 and the statutory auditors' special report on regulated related party agreements and commitments on page 39) filed with AMF on 27 April 2018 please note the following regarding the CEO's compensation for termination of duties.

The payment of a compensation in case of dismissal (except for gross negligence as defined by the French labor laws of Mr. Geoffrey Godet in his position of CEO, during the first two years following his designation, is subject to achieving annual performance objectives set by the Board of Directors.

For the first year of his mandate, the performance criteria are:

- define a new Strategy and a new organization for the Group;
- the 2018 Group results must be superior to 95% of the 2018 revenue target objective and to 93% of the 2018 target EBIT objective, as referred to in the 2018 quantitative Group criteria for his annual variable remuneration.

It is understood that the quantitative objectives for 2018 are deemed to be at constant scope and level of investments and innovation efforts compared to 2017.

The Board of Directors, upon recommendation of the Remuneration Committee, was committed to ensure that these elements comply with the remuneration policy and has considered that the termination allowance took into account the general interest of the company, market practices and the expected level of performance. In addition, the conditions for granting this indemnity, its maximum amount and its calculation method have been defined in accordance with the recommendations of the AFEP MEDEF corporate governance code for listed companies. In particular, this allowance is limited in time (two years) and depends on the achievement of individual and group performances objectives.

## 3. Sixth resolution: director's fees for the Board Members

The sixth resolution proposes an increase of the annual directors' fees envelop from €370,000 to €495,000.

You will find at page 29 of the Registration Document filed with AMF on 27 April 2018, the current remuneration method applying to non-executive directors.

The rationale for this increase proposition is the following:

- The number of board meetings is increasing over time due in part to the need for specific strategic sessions in this period of active transformation experienced by Neopost;
- Committee members' responsibilities and duties increase due to regulatory changes;
- Compared to market practices in SBF 80 and as reflected in a benchmark conducted with our consultant Willis Towers Watson:
  - ➢ average annual Neopost director fees per director ( based on 10 directors and including committees memberships) appears to be close to first quartile;
  - ➢ annual fees for committees' members ( 5000€ per committee) and chairs (5000€ per committee) as well as for the Lead Independent Director( 5000€), appear to be low: in substance at first quartile;
  - ➢ committees' members receive fixed fees only and no attendance fees ;
- Actual level of director's fees may be an obstacle to recruit directors with the appropriate background and skills ( we are an international company in transformation moving to a digital offer );
- No increase of the annual directors' fees envelop have occurred since 2011.
- Moreover, due to this transformation and fast moving period, Neopost intends to reorganize the board's committees structure, in line with market practices, to have more streamlined, balanced and efficient bodies. For this purpose we plan to:
  - ➢ merge into one committee the appointment and remuneration committees which deal with very complementary matters ;
  - ➢ create a strategic committee, that will initially also deal with Ethic/CSR matters ( before assessing whether we may further need an additional specific committee);
  - ➢ have 4 members per committee (vs 3 today ) always with a majority of independent directors;
  - ➢ maintain for an interim period the Lead Independent Director position to facilitate the transition to our new governance model (split of Chairman and CEO positions).

On the basis of 3 committees (Audit, Remuneration/Appointment, and Strategic) and 10 directors, we intend to:

- maintain in the same range the basic and attendance director's fees ( including for the Chairman and the CEO ,provided that the latter is appointed as director );
- set the annual committee's members and Lead Independent Director fees between €10,000 and €15,000;
- set the annual committee's chair fees between €7,000 and €10,000;
- introduce a variable part in the annual committee's members fees based on their attendance.

Overall, the proposed increase in the annual directors' fees envelop targets the median of the SBF 80 benchmark.

## 4. Seventh resolution: compensation granted to the Chairman and CEO, Mr. Denis Thiery, in respect to the financial year ending on January 31, 2018;

In addition to the Registration Document (pages 30 to 34) filed with AMF on 27 April 2018 please note the following:

The variable compensation for Mr. Denis, Chairman & CEO, regarding 2017, included the following 5 specific qualitative objectives of individual performance:

- development of the management team;
- finalize the structure and development of Neopost Shipping;
- continue the development of the Enterprise Digital Solutions division;
- accelerate the development of new business activities within the SME Solutions division;
- Executive Committee succession planning.

Each of these criteria was given an equal weighting factor of 20%.

In addition, the upper and lower limits of this variable compensation are expressed as a percentage of the fixed remuneration awarded, 100% on targets and with a pre-set ceiling of 150%.

The remuneration committee estimated that the individual performance objectives were achieved up to a level of 60.0%. Setting aside the criterion related to the Enterprise Digital Solutions division, all the other criteria were achieved with more than 50%.

Regarding the supplementary pension schemes, the estimated total annuity of €286,115 as of 31 January 2018 would break down as follows: €275,808 for the defined-benefit scheme and €10,307 for the defined-contribution scheme.

## 5. Eighth resolution: Remuneration policy for the Chairman, Mr. Denis Thiery, in respect to the financial year ending on January 31, 2019;

In addition to the Registration Document (pages 34 to 36) filed with AMF on 27 April 2018 please note the following:
As every year, the Remuneration Committee uses in 2017 surveys produced by Willis Towers Watson to determine compensation benchmarks for the Chairman's remuneration.

The Committee referred to a panel composed of some 15 companies comparable with Neopost. The compensation of Denis Thiery, both related to directors' fees and to fixed annual remuneration appears to be below the median of the market.

## 6. Ninth resolution: Remuneration policy for the CEO, Mr. Geoffrey Godet, in respect to the financial year ending on January 31, 2019;

In addition to the Registration Document (pages 36 to 38) filed with AMF on 27 April 2018 please note the following:

- Regarding the CEO's variable compensation for 2018:
  - ➢ quantitative objectives: the targets for the 2018 bonus were set considering the continued deterioration and structural decline in 72% of the company's legacy business environment.
    This adjustment also considers a euro/dollar exchange rate which is far below the one used in 2017. However, the Remuneration Committee considers the 2018 targets to be challenging for the participants and considers the growth in the new activities of the Group relating to Digital Communication and Shipping.

- qualitative objectives: each of the 5 CEO individual performance objectives has been given an equal weighing of 20%.

- Regarding the CEO's supplementary pension scheme, the defined-contribution scheme (article 83 of the French general tax code) will generate a cumulative payment for the full year 2018 that will amount to €9,933.
- Regarding the new position allowance, Mr. Geoffrey Godet can be paid up to a maximum of 250,000 euros, subject to Board of directors' decision ruling based on the justifications provided to the Company. It is intended to compensate for expenses and losses linked to his relocation from the United States and the settling in France.

## 7. Tenth to fourteenth resolutions: changes in the composition of the board

In the tenth resolution, you will be asked to ratify the appointment of Mrs. Nathalie Wright as a new independent director for the duration of her predecessor's term of office that is until the General Meeting called to approve the financial statements closed on 31 January 2019.

Nathalie Wright is currently Group Digital & IT Transformation Manager in the Rexel Group. Nathalie Wright has a recognized expertise in digital companies with a strong entrepreneurial and business development experience. Nathalie Wright was made a Chevalier de la Légion d'Honneur in 2011 for her actions promoting diversity in the workplace.

In the eleventh resolution you will be asked to appoint Mr. Geoffrey Godet, Neopost new CEO, as a director for a term of office of three years, i.e. until the General Meeting called to approve the financial statements closed on 31 January 2021.

In the twelfth and thirteenth resolutions, you will be asked to renew Mr. Vincent Mercier and Mrs. Hélène Boulet-Supau as independent directors for a term of office of three years, i.e. until the General Meeting called to approve the financial statements closed on 31 January 2021.

For further details on these directors, please refer to the Registration Document and the Board of Directors report to the Ordinary General Meeting on our website. Please also note that Mr. Vincent Mercier is supposed to be renewed as Lead independent Director.

After these changes, that remain subject to approval by the coming General Meeting, Neopost's Board shall continue to be in full compliance with the parity regulation.

The Board's policy is to have the highest level of independent members as possible

After the coming General Meeting Neopost Board shall comprise 100% of independent members out of the Chairman & the CEO.

The proposed fourteenth resolution, in line with those approved by the last General Meeting, aim to better spread out the renewal dates of the members of our Board of Directors, which may appear too concentrated, according to the AFEP-Medef's regular partial renewal recommendations.

The Board of Directors is to be renewed approximately one-third each year, so that it would be fully renewed every three to four years. To this end, the term of office of some of the Directors would terminate in anticipation and be renewed for a new term.

Given the schedule of the expiration dates of the current board members, Mr. Richard Troksa, independent director, who was renewed at the 2016 General Meeting, is concerned this year by this resolution. For further details on this Director please refer to the Registration Document and the Board of Directors report to the Ordinary General Meeting on our website.

## 8. Seventeenth to twenty-seventh resolutions: issue of shares and/or securities

Resolutions 17 to 27 relate to the authorizations to be granted to the Board of Directors with a view to issuing shares and/or securities.

For resolutions involving the elimination of shareholders' pre-emptive rights (resolutions 18, 19, 20, 21, 26 and 27), the amount of capital increases that may be carried out pursuant to these delegations of authority may not exceed a par value of €3,400,000, or less than 10% of the share capital at January 31, 2018 (and is assigned to the overall ceiling set out in resolution 17).

For the authorization involving the upholding of shareholders' pre-emptive rights (resolution 17), the amount of capital increases that may be carried out may not exceed a par value of €15,000,000, or less than 50% of the share capital at January 31, 2018. The amount of the authorization is justified by the current market price of the share and by the necessity to maintain Neopost's ability to seize development opportunities as part of the pursuit of the transformation in place.

## 9. Update on long-term incentive plans

Long-term incentive plans play a key role both in fostering the loyalty of the management teams in place and in attracting new talents, particularly from the digital communication and logistics sectors.

Until 2012, the Group used stock options and bonus share plans. Since 2012, the Group has only drawn on bonus shares as a long-term incentive tool for the management teams.

The performance criteria for the granting of bonus shares are defined on the basis of the Remuneration Committee's recommendations and are very restrictive in nature, as you can see from the following two tables.

## 9.1 History of bonus shares granted under previous plans:

The following table summarizes the previous plans, now ended, to give you a clearer picture of the restrictive nature of the performance criteria:

| Plan | 2009 | 2010 | 2011 | 2012 | 2013 | 2014 |
|---|---|---|---|---|---|---|
| Date of Annual General Meeting | 5 July 2006 | 6 July 2010 | 6 July 2010 | 6 July 2010 | 4 July 2012 | 4 July 2012 |
| Date of Board meeting | 18 February 09 | 27 July 10 | 12 January 11 | 12 January 12 | 16 January 13 | 24 March 14 |
| Number of shares | 63,000 | 42,000 | 80,000 | 77,000 | 146,900 [1] | 150,060 |
| Cancellation on departure (b) | 0 | (3,000) | 0 | (5,000) | (12,000) | (82,130) |
| Adjusted grant total (c = | 63,000 | 39,000 | 80,000 | 72,000 | 134,900 | 67,930 |
| Cancellation for non-performance (d) | (30,192) | (7,800) | (16,266) | (36,316) | 130,671 | 67,930 |
| Number of shares awarded (e = c - d) | 32,808 | 31,200 | 63,734 | 35,684 | 4,229 | 0 |
| Performance ratio (= e/c) | **52.1%** | **80.0%** | **79.7%** | **49.6%** | **3.3%** | **0%** |
| Criteria | Increase in sales, operating margin, total shareholder return | Increase in sales, increase in net earnings per share, total shareholder return | Increase in sales, increase in net earnings per share, total shareholder return | Increase in sales, increase in net earnings per share, total shareholder return | Increase in sales, EBIT, total shareholder return | Increase in sales, EBIT, total shareholder return |
| Reference financial years | 2009, 2010 and 2011 | 2010, 2011 and 2012 | 2011, 2012 and 2013 | 2012, 2013 and 2014 | 2013, 2014 and 2015 | 2014, 2015 and 2016 |

(1) Since 2012, only bonus performance shares have been granted. Performance stock options were discontinued.

The average performance ratio relative to these five previous plans comes out at 44.1%.

## 9.2 Details of the 2014 plan whose second tranche vested in 2017

The performance criteria set out for the 2014 plan were relative to the sales and operating income for each distribution network (Neopost Integrated Operations and CSS Dedicated Units) and to the relative value of shareholder return (relative to the SBF 120). The maximum number of shares that could be granted was 131,060.

The initial tranche of 65,530 shares was assessed using the following criteria when preparing the 2015 financial statements:

| *Weighting* | *Criteria*** | *Lower limit (0%)* | *Target (66.7%)* | *Maximum (100%)* |
|---|---|---|---|---|
| 45% | Consolidated sales | €1,151.5* m (94% of target) | €1,225* million | €1,261.7* m (103% of target) |
| 40% | EBIT with a minimum of €255 million | 96% of target EBIT | Target EBIT: 23.5% of the sales of Neopost Integrated Operations and 12% of the sales of CSS Dedicated Units | 102% of target EBIT |
| 15% | Total shareholder return relative to SBF 120 (from 02/01/2014 to 01/31/2016) | 0.0% | +2.0% | +3.0% |

* Performance will be measured at constant exchange rates.
** The measurement of the performance is linear between the lower limit, the target and the maximum.

The performance criteria for this initial tranche as measured when preparing the 2015 financial statements were as follows:

| *Weighting* | *Criteria* | *Actual* | *Achievement of targets* | *Total* |
|---|---|---|---|---|
| 45% | 2015 Consolidated sales * | 1,094 | 89% | 0% |
| 40% | 2015 EBIT | 240 | 90% | 0% |
| 15% | Relative total shareholder return | Below lower limit | Below lower limit | 0% |
| Total | Total number of shares vested | | | 0 |

* At constant exchange rates.

The second tranche of 65,530 shares was assessed using the following criteria when preparing the 2016 financial statements:

| *Weighting* | *Criteria*** | *Lower limit (0%)* | *Target (66.7%)* | *Maximum (100%)* |
|---|---|---|---|---|
| 45% | Increase in consolidated sales | €1,207.9* m (94% of target) | €1,285* million | €1,323.5* m (103% of target) |
| 40% | EBIT with a minimum of €255 million | 96% of target EBIT | Target EBIT: 23.5% of the sales of Neopost Integrated Operations and 11% of the sales of CSS Dedicated Units | 102% of target EBIT |
| 15% | Total shareholder return relative to SBF 120 (from 02/01/2014 to 01/31/2017) | 0.0% | +2.0% | +3.0% |

* Performance will be measured at constant exchange rates.

** The measurement of the performance is linear between the lower limit, the target and the maximum.

The performance criteria for this second tranche as measured when preparing the 2016 financial statements were as follows:

| *Weighting* | *Criteria* | *Actual* | *Achievement of targets* | *Total* |
|---|---|---|---|---|
| 45% | 2016 Consolidated sales * | 1,080.5 | 84.0% | 0% |
| 40% | 2016 EBIT | 216.0 | 84.5% | 0% |
| 15% | Relative total shareholder return | Below lower limit | Below lower limit | 0% |
| Total | Total number of shares vested | | | 0 |

* At constant exchange rates

The grant ratio for the 2014 plan was 0%.

## 9.3 Breakdown of bonus share plans still in operation:

To help you further appreciate the restrictive nature of the criteria of the plans still in operation, please find below all the details on the criteria and achievements when available:

| Plan | 2015 | 2016 | 2017 |
|---|---|---|---|
| Date of Annual General Meeting | 1 July 2015 | 1 July 2016 | 27 March 2017 |
| Date of Board meeting | 1 July **2015** | 1 July **2016** | 27 March **2017** |
| Number of shares granted (a) | 199,500 | 149,000 | 246,700 |
| Cancellation on departure (b) | (32,500) | (2,500) | (700) |
| Adjusted grant total (c = a - b) | 177,000 | 146,500 | 246,000 |
| Cancellation for non-performance (d) | 65,308 | - | - |
| Number of shares awarded (e = c - d) | For the 1st tranche, 7,692 already awarded and 1,054 pending award (award in July 2018) | - | - |
| Performance ratio (= e/c) | **10,54%** | - | - |
| Criteria | Increase in CSS & SME sales relative to the market(2), EBIT, relative total shareholder return | Increase in CSS & SME sales relative to the market(2), EBIT, relative total shareholder return | Increase in CSS & SME sales, EBIT, relative total shareholder return |
| Reference financial years | 2015, 2016 and 2017 | 2016, 2017 and 2018 | 2017, 2018 and 2019 |

(2) The market being defined as the sum of SME Solutions and the SMB division of Pitney Bowes.

### 9.3.1 Details of the 2015 plan whose first tranche vested in 2017

The performance criteria set out for the 2015 plan continued to take into account the transformation under way at Neopost. These criteria were predicated on sales of legacy business activities, the performance of which must exceed that of the market defined as the sum of the SME Solutions division at Neopost and the SMB division at Pitney Bowes. They were also based on the organic sales growth of the new business activities of Communication & Shipping Solutions (CSS), which must be higher than 10%. In addition, the criteria concerned the consolidated operating income and the relative value of shareholder return (relative to the SBF 120). The maximum number of shares that could be granted was 181,500.

The first tranche of the 2015 plan had the following criteria to be assessed with 2016 financial statements, for sales and EBIT, and at 06/30/2017 for total shareholder return:

| *Weighting* | *Criteria** | *Lower limit (0%)* | *Target (66.7%)* | *Maximum (100%)* |
|---|---|---|---|---|
| <br>20%<br>20% | Sales**:<br>CSS<br>Neopost SME Solutions relative to the market*** | <br>+10%<br>+1% | <br>+15%<br>+2% | <br>+20%<br>+2.5% |
| 40% | Consolidated EBIT as a % of consolidated sales as at 31 January 2017 | 18.5% | 20.0% | 21.0% |
| 20% | Total shareholder return relative to SBF 120 (from 07/01/2015 to 06/30/2017) | 0.0% | +2.0% | +3.0% |
| Total | Maximum number of shares that can be granted | 0 | 60,500 | 90,750 |

* The measurement of the performance is linear between the lower limit, the target and the maximum.
** Based on the average performance of 2015 and 2016
*** The market being defined as the sum of Neopost's SME Solutions and the SMB division of Pitney Bowes.

The measurement of performance criteria for this first tranche with the 2016 financial statements are as follows:

| *Weighting* | *Criteria* | *Actual* | *Achievement of targets* | *Total* |
|---|---|---|---|---|
| 20% | CSS sales * | +9.1% | Below lower limit | 0% |
| 20% | SME solutions sales relative to the market | +1.3% | 19,06% | 3.81% |
| 40% | Consolidated EBIT margin | 18.6% | 4.47% | 1.79% |
| 20%% | Total shareholder return relative to SBF 120 (from 07/01/2015 to 06/30/2017) | 0.7% | 24.73% | 4.94% |
| Total | Total number of shares vested | | | **10.54%** 7,692 shares already awarded and 1,054 pending award |

The first tranche of the 2015 plan had a performance ratio of 10.54%.

The second tranche of the 2015 plan had the following criteria to be assessed with the 2017 financial statements, for sales and EBIT, and at 06/30/2018 for total shareholder return:

| *Weighting* | *Criteria** | *Lower limit* | *Target* | *Maximum* |
|---|---|---|---|---|
| <br>20%<br>20% | Sales**:<br>CSS<br>Neopost SME Solutions relative to the market*** | <br>+10%<br>+1% | <br>+15%<br>+2% | <br>+20%<br>+2.5% |
| 40% | Consolidated EBIT as a % of consolidated sales as at 31 January 2018 | 18.5% | 20.0% | 21.0% |
| 20% | Total shareholder return relative to SBF 120 (from 07/01/2015 to 06/30/2018) | 0.0% | +2.0% | +3.0% |
| Total | Maximum number of shares that can be granted | 0 | 60,500 | 90,750 |

* The measurement of the performance is linear between the lower limit, the target and the maximum.
** Based on the average performance of 2015, 2016 and 2017
*** The market being defined as the sum of Neopost's SME Solutions and the SMB division of Pitney Bowes.

The measurement of performance criteria for this second tranche with the 2017 financial statements are as follows:

| *Weighting* | *Criteria* | *Actual* | *Achievement of targets* | *Total* |
|---|---|---|---|---|
| 20% | CSS sales * | +7.4% | Below lower limit | 0% |
| 20% | SME solutions sales relative to the market | +1.3% | 19,06% | 3.81% |
| 40% | Consolidated EBIT margin | 18.2% | Below lower limit | 0% |
| 20%% | Total shareholder return relative to SBF 120 (from 07/01/2015 to 06/30/2018) | TBD at 30 June 2018 | TBD at 30 June 2018 | TBD at 30 June 2018 |
| Total | Total number of shares vested | TBD at 30 June 2018 | TBD at 30 June 2018 | TBD at 30 June 2018 |

### 9.3.2 Details of the 2016 plan

The performance criteria used for the 2016 plan were similar to the criteria used for the 2015 plan. They will be assessed using the following criteria when preparing the 2018 financial statements for sales and EBIT and at 06/30/2019 for total shareholder return:

| *Weighting* | *Criteria** | *Lower limit (0%)* | *Target (66.7%)* | *Maximum (100%)* |
|---|---|---|---|---|
| <br>20%<br>20% | Sales**:<br>CSS<br>Neopost SME Solutions relative to the market*** | <br>+10%<br>+1% | <br>+15%<br>+2% | <br>+20%<br>+2.5% |
| 40% | Consolidated EBIT as a % of consolidated sales as at 31 January 2019 | 18.5% | 20.0% | 21.0% |
| 20% | Total shareholder return relative to SBF 120 (from 07/01/2016 to 06/30/2019) | 0.0% | +2.0% | +3.0% |
| Total | Maximum number of shares that can be granted | 0 | 99,383 | 149,000 |

* The measurement of the performance is linear between the lower limit, the target and the maximum.
** Based on the average performance of 2016, 2017 and 2018
*** The market being defined as the sum of Neopost's SME Solutions and the SMB division of Pitney Bowes.

There is still one more year to get a final assessment on the 2016 plan. Considering what we know already about the 2016 and 2017 performances, we anticipate a modest vesting on the 2016 plan.

### 9.3.3 Details of the 2017 plan

Most of the performance criteria used for the 2017 are similar to the criteria used for the 2016 plan except for the sales performance of the SME Solutions division relative to the market, the market being the sum of Neopost SME Solutions division and Pitney Boxes SMB division.

Neopost has indeed decided to change its criteria for SME Solutions due to the fact that the strategy followed by Pitney Bowes in its SMB division is no longer comparable to Neopost strategy.

The SME Solutions division is composed of Neopost legacy business Mail Solutions and of digital and logistics solutions sold to our SME customer base. In 2016 SME Solutions Division declined by 3.8% compared to 2015. Within SME Solutions Division, Mail Solutions still represents 86% of the revenue and is in a structural decline due to worldwide drop in mail volume. Mail Solutions declined by 5.3% in 2015 and 4.6% in 2016. Mail Solutions will continue to decline between -4% to -6% every year going forward. This decline will be mitigated by the growth in digital and logistics solutions like it was in 2015 and in 2016.

The mid-term objective of the Group is to come back to growth at Group level. This will be achieved by lowering the decline in SME Solutions and thanks to growth in Communication & Shipping Solutions. The return to growth of our SME Solutions Division is expected on a longer term.

The performance of the 2017 plan will be assessed using the following criteria when preparing the 2019 financial statements for sales and EBIT and at 02/29/2020 for total shareholder return:

| *Weighting* | *Criteria** | *Lower limit (0%)* | *Target (66.7%)* | *Maximum (100%)* |
|---|---|---|---|---|
| <br>20%<br>20% | Sales**:<br>CSS<br>SME Solutions | <br>+10%<br>-3.4% | <br>+15%<br>-2.4% | <br>+20%<br>-1.90% |
| 40% | Consolidated EBIT as a % of consolidated sales as at 31 January 2020 | 18.5% | 20.0% | 21.0% |
| 20% | Total shareholder return relative to SBF 120 (from 03/01/2017 to 02/29/2020) | 0.0% | +2.0% | +3.0% |
| Total | Maximum number of shares that can be granted | 0 | 164,008 | 246,000 |

* The measurement of the performance is linear between the lower limit, the target and the maximum.
** Based on the average performance of 2017, 2018 and 2019

Considering what we know already about the 2017 performance, we anticipate that the vesting of the 2017 plan could be challenging.

### 9.3.4 Details of the 2018 plan

The General Meeting of June 30, 2017 approved an envelope of 400,000 free shares to be awarded over a period of 26 months starting in 2018, i.e. 1.16% of the capital.

To date, the 2018 plan has not yet been allocated nor the criteria defined. This is due to the recent appointment of the new CEO, who is currently conducting in-depth discussions aiming to develop a new strategy for the Group. The information related to the 2018 plan's criteria will be disclosed at a coming opportunity.

In accordance with the approval given by the General Meeting of June 30, 2017, the 2018 plan will meet the following conditions:

- any annual allocation may not exceed 60% of the total envelope;
- corporate officers cannot be awarded more than 20% of the total allocations made during a year;
- the performance criteria will include as criteria a combination of the following criteria: an external performance criterion, the total shareholder return, and two internal performance criteria, revenue growth and operating margin level;
- the vesting period would be three years, with no retention period, as authorized by the "Macron Act".

Thank you for taking the time to read this letter and for your support during the vote at the General Meeting.

Yours sincerely,

Denis Thiery
Chairman

Geoffrey Godet
Chief Executive Officer