

Ordinary and Extraordinary General Meeting

6 July 2020

NEOPOST SA





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

AGENDA

ordinary resolutions:

- Reports of the Board of Directors and the Auditors on the fiscal year ending 31 January 2020,
- Approval of the balance sheet and financial statements,
- Allocation of the result and distribution by deductions from the distributable profits,
- Report on Group management and approval of consolidated financial statements,
- Special report by the Auditors and approval of the agreements referred to in Article L.225-38 of the French Commercial Code,
- Approval of the information relating to the remuneration of the corporate officers mentioned in Article L.225.37-3 I of the French Commercial Code,
- Details of remuneration due or attributed to Mr. Denis Thiery, Chairman, for the fiscal year ending 31 January 2020 (until 28 June 2019),
- Details of remuneration due or attributed to Mr. Didier Lamouche, Chairman, for the fiscal year ending 31 January 2020 (as of 28 June 2019),
- Details of remuneration due or attributed to Mr. Geoffrey Godet, CEO, for the fiscal year ending 31 January 2020,
- Approval of the principles and criteria for determining, distributing and attributing the fixed, variable and exceptional components of total remuneration and benefits of all kinds payable to the Chairman,
- Approval of the principles and criteria for determining, distributing and attributing the fixed, variable and exceptional components of total remuneration of all kinds payable to the CEO,
- Approval of the directors' remuneration policy in accordance with Article L.225-37-2 II of the French Commercial Code,



- Renewal of the directorships of Mr. Eric Courteille,
- Renewal of the directorships of Mr. William Hoover Jr.,
- Renewal of the term of office of a deputy auditor,
- Share buyback program.

extraordinary resolutions:

- The Board of Directors' reports,
- The Auditors' special reports,
- Change of the Company's name; amendment of Article 3 of the Company's Articles of Association,
- Amendment of Article 13 of the Company's Articles of Association concerning the lowering of the threshold, in terms of number of directors, triggering the requirement to appoint a second director representing employees in accordance with Article L.225-27-1 of the French Commercial Code,
- Amendment of Article 14 of the Company's Articles of Association in order to allow the Board of Directors to adopt certain decisions through written consultation in accordance with Article L.225-37 of the French Commercial Code,
- 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 rights,
- Delegation of authority granted to the Board of Directors to issue ordinary shares, with the removal of the shareholders' preferential subscription rights through public offering (excluding an offer referred to in 1, Article L.411-2 of the French Monetary and Financial Code),
- Delegation of authority granted to the Board of Directors to issue ordinary shares, with the removal of the preferential subscription rights through an offer referred to in 1, Article L.411-2 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' preferential subscription rights through public offering (excluding an offer referred to in 1, Article L.411-2 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'



preferential subscription rights through an offer referred to in 1 of 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 issuing new ordinary shares and securities giving access to the Company's share 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 share capital, in the event of a public exchange offer initiated by the Company,
- Authorisation granted to the Board of Directors to proceed with share capital increases and sales of shares reserved to members of a company or Group savings plan in application of Article L.3332-1 and subsequent sections of the French Labour Code,
- Authorisation granted to the Board of Directors to proceed with share capital increases reserved to employees and corporate officers of foreign subsidiaries or branches who cannot subscribe, directly or indirectly, to the Company's shares under the previous resolution, and for all financial institutions or companies created specifically and exclusively to implement an employee savings scheme for employees (or former employees) of foreign subsidiaries or branches who cannot subscribe, directly or indirectly, to the Company's shares under the previous resolution,
- Authorisation granted to the Board of Directors for the allocation of existing performance shares or performance shares to be issued with the removal of the shareholders' preferential subscription rights,
- Authorisation granted to the Board of Directors to cancel shares acquired pursuant to the Company's share buyback program,
- Powers granted to carry out regulatory formalities.

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Ordinary resolutions:

FIRST RESOLUTION

(Approval of the balance sheet and financial statements)

The General Meeting, ruling in accordance with the quorum and majority required for ordinary general meetings, having reviewed the Board of Director's management report and the Auditor's reports, fully approves the management report and financial statements as of 31 January 2020 (statement of financial position, balance sheet and annexes), such as they have been prepared and presented, as well as the transactions reflected in these financial statements.

Pursuant to Article 223 of the French General Tax Code, the General Meeting approves the global amount of expenditure and charges referred to in Article 39-4 of the French General Tax Code that cannot be deducted from taxable income, which amounts to €84,050 for the fiscal year ending 31 January 2020, together with the corresponding tax due by the Company on account of the non-deductibility, totaling €27,452.

SECOND RESOLUTION

(Allocation of the result and distribution by deduction from the distributable profits)

Subsequent to the prior resolution, the General Meeting, ruling in accordance with the quorum and majority required for ordinary general meetings, acknowledging that:

retained earnings total:	€262,154,835.03
to which the result of the fiscal year is added:	€11,094,423.79

resulting in an amount available for distribution total of:	€273,249,258.82
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decides to allocate this amount as follows:

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|---|----------------|
| • Provision to the legal reserve fund | €0 |
| • Payment of an ordinary dividend of €0,35 per share: | €12,048,566.60 |

Retained earnings post-allocation totals:	€261,200,692.22
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The General Meeting therefore acknowledges that an amount of €0.35 per share will be paid in cash on 9 September 2020.



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° of 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 share capital of the Company on 31 January 2020, 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 pursuant to the conditions stipulated by applicable law, to deduct from the "Retained earnings" or "Issuance Premium" or "Conversion Premium" accounts, the amounts required to pay the amounts distributed to shares, resulting (i) from the exercise of share subscription or acquire options and (ii) from the transfer of ownership of shares attributed free of charge between February 1, 2019, and the date of payment of the distributed amounts.

The General Meeting notes that an ordinary dividend of €1,70 per share was paid, totaling €58,573,169.30 for the 2016 fiscal year, a payment of €1.70 per share, totaling €58,479,110.80 for the 2017 fiscal year, and that €0.53 per share, totaling €18,233,283.13 was paid for the 2018 fiscal year.



	2016	2017	2018
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	3.17	3.62	3.12
Total distributed per share (in €)	1.70	1.70	0.53
Deduction Natural persons resident for tax purposes in France on the dividend	eligible 40%	eligible 40%	eligible 40%

THIRD RESOLUTION

(Approval of the consolidated financial statements)

The General Meeting, ruling in accordance with the quorum and majority required for ordinary general meetings, having reviewed the Board of Director's management report (including the report on Group management) and the general Auditor's report on the consolidated financial statements, fully approves the management report and consolidated annual financial statements as of 31 January 2020, such as they have been prepared and presented, and which show a net consolidated profit by the Group of 14,059 thousand euros.



FOURTH RESOLUTION

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

The General Meeting, ruling in accordance with the quorum and majority required for ordinary general meetings, having reviewed the special Auditor's report on agreements referred to in Article L.225-38 of the French Commercial Code and the Board of Director's report, approves the terms of this report.

FIFTH RESOLUTION

(Approval of the information relating to the remuneration of the corporate officers mentioned in Article L.225.37-3 I of the French Commercial Code)

Having reviewed the report on corporate governance provided for by Article L.225-37 and in compliance with Articles L.225-37-3 and L.225-100 II of the French Commercial Code, the General Meeting, ruling in accordance with the quorum and majority required for ordinary general meetings, approves the information referred to in I of Article L.225-37-3 of the French Commercial Code as presented to the Shareholders' Meeting in the aforementioned report. This information is set out in section 2.4 "Remuneration of managers and directors" of the 2019 Universal Registration Document.

SIXTH RESOLUTION

(Details of remuneration due or attributed to Mr. Denis Thiery, Chairman until 28 June 2019, for the fiscal year ending 31 January 2020)

Having reviewed the report on corporate governance provided for by Article L.225-37 and in compliance with Articles L.225-37-3 and L.225-100 III of the French Commercial Code, the General Meeting, ruling in accordance with the quorum and majority required for ordinary general meetings, approves all items of the remuneration due or attributed to Mr. Denis Thiery, Chairman, for the fiscal year ending 31 January 2020, as listed in the aforementioned report. This information is provided in section 2.4.5 "The Chairman & the Chief Executive Officer - 2019 Remuneration" of the 2019 Universal Registration Document.



SEVENTH RESOLUTION

(Details of remuneration due or attributed to Mr. Didier Lamouche, Chairman as of 28 June 2019, for the fiscal year ending 31 January 2020)

Having reviewed the report on corporate governance provided for by Article L.225-37 and in compliance with Articles L.225-37-3 and L.225-100 III of the French Commercial Code, the General Meeting, ruling in accordance with the quorum and majority required for ordinary general meetings, approves all items of the remuneration due or attributed to Mr. Didier Lamouche, Chairman, for the fiscal year ending 31 January 2020, as listed in the aforementioned report. This information is provided in section 2.4.5 "The Chairman & the Chief Executive Officer - 2019 Remuneration" of the 2019 Universal Registration Document.

EIGHTH RESOLUTION

(Details of remuneration due or attributed to Mr. Geoffrey Godet, CEO, for the fiscal year ending 31 January 2020)

Having reviewed the report on corporate governance provided for by Article L.225-37 and in compliance with Articles L.225-37-3 3 and L.225-100 III of the French Commercial Code, the General Meeting, ruling in accordance with the quorum and majority required for ordinary general meetings, approves all items of the remuneration due or attributed to Mr. Geoffrey Godet, CEO, for the fiscal year ending 31 January 2020, as listed in the aforementioned report. This information is provided in section 2.4.5 "The Chairman & the Chief Executive Officer - 2019 Remuneration" of the 2019 Universal Registration Document.

NINTH RESOLUTION

(Remuneration policy of the Chairman: Approval of the principles and criteria for determining, distributing and attributing the fixed, variable and exceptional components of total remuneration and benefits of all kinds payable to the Chairman)

Having reviewed the report on corporate governance provided for in Article L.225-37 and in compliance with L.225-37-2 II of the French Commercial Code, the General Meeting, ruling in accordance with the quorum and majority required for ordinary general meetings, approves the remuneration policy including the principles and criteria for determining, distributing and attributing the fixed, variable and exceptional components of total remuneration and benefits of all kinds detailed in the



aforementioned report and payable to the Chairman in respect of his corporate office, which was established in accordance with Article L.225-37-2 I of the French Commercial Code. This information is provided in section 2.4.6 "The Chairman - Remuneration 2020" of the 2019 Universal Registration Document.

TENTH RESOLUTION

(Remuneration policy of the CEO: Approval of the principles and criteria for determining, distributing and attributing the fixed, variable and exceptional components of total remuneration and benefits of all kinds payable to the CEO)

Having reviewed the report on corporate governance provided for in Article L.225-37 and in compliance with L.225-37-2 II of the French Commercial Code, the General Meeting, ruling in accordance with the quorum and majority required for ordinary general meetings, approves the remuneration policy including the principles and criteria for determining, distributing and attributing the fixed, variable and exceptional (including performance shares) components of total remuneration, the agreements referred to in the fourth subparagraph of Article L.225-37-3 of the French Commercial Code, and benefits of all kinds detailed in the aforementioned report and payable to the CEO in respect of his corporate office, which was established in accordance with Article L.225-37-2 I of the French Commercial Code. This information is provided in section 2.4.7 "The Chief Executive Officer - Remuneration 2020" of the 2019 Universal Registration Document.

ELEVENTH RESOLUTION

(Approval of the directors' remuneration policy in accordance with Article L.225-37-2 II of the French Commercial Code)

Having reviewed the report on corporate governance provided for in Article L.225-37 and in compliance with L.225-37-2 II of the French Commercial Code, the General Meeting, ruling in accordance with the quorum and majority required for ordinary general meetings, approves the remuneration policy of the directors of the Company, which is presented in the aforementioned report and was established in accordance with Article L.225-37-2 I of the French Commercial Code. This information is provided in section 2.4.4 "Remuneration policy of non-executive directors" of the 2019 Universal Registration Document.

TWELFTH RESOLUTION



(Renewal of the directorship of Mr. Eric Courteille)

The General Meeting, having reviewed the Board of Director's report, decides to renew the directorship of Eric Courteille with immediate effect and for a period of three years, namely until the General Meeting called to approve financial statements for the fiscal year ending 31 January 2023.

THIRTEENTH RESOLUTION

(Renewal of the directorship of Mr. William Hoover Jr.)

The General Meeting, having reviewed the Board of Director's report, decides to renew the directorship of William Hoover Jr. with immediate effect and for a period of three years, namely until the General Meeting called to approve financial statements for the fiscal year ending 31 January 2023.

FOUTEENTH RESOLUTION

(Renewal of the term of office of a deputy auditor)

The General Meeting, acknowledging that the term of office of Auditex as Deputy Auditor expires at the end of this meeting, decides to renew it for a further period of six years. This mandate will expire at the end of the ordinary general meeting called to approve the financial statements for the fiscal year ending 31 January 2026.

FIFTEENTH RESOLUTION

(Share buyback program)

The General Meeting, ruling in accordance with the quorum and majority required for ordinary general meetings, having reviewed 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, European Regulation 596/2014 and Delegated Regulation 2016/1052, and Articles 241-1 and following of the French Commercial Code, to proceed, directly or indirectly, on one or more occasions which it shall decide, to buyback 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 General Meeting decides that this authorization shall serve the following purposes:

- to cancel the securities acquired pursuant to the buyback program, in whole or in part, as part of the Company's financial policy, subject to the approval of the 31st resolution,
- to comply with the requirement to deliver shares on the issuance of shares or securities giving access immediately or in the future to the Company's share capital,
- to cover (a) the Company's stock option programs for its employees and the Group's corporate officers, (b) performance share granted to Group employees and corporate officers, (c) the award or sale 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 a way of payment or exchange, particularly in 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 performance 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 carried out at any time in accordance with the current regulations, except during public offer periods.

The 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 any stock exchange order, to sign any purchase, sale or transfer agreement, to conclude any agreement, to implement any adjustments required, to file any declaration, and to carry out necessary formalities.

This authorization is granted for a period of 18 months as of the date of this meeting. This authorization invalidates the previous authorization granted to the Board of Directors by the Ordinary General Meeting of 28 June 2019 in its 16th resolution.



Extraordinary resolutions:

SIXTEENTH RESOLUTION

(Change of the Company's name; amendment of Article 3 of the Company's Articles of Association)

The General Meeting, ruling in accordance with the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors, decides to change the Company's name and amend Article 3 of the Company's Articles of Association as follows:

"Article 3 – NAME

The company's name is: QUADIENT S.A."

The remaining of Article 3 is unchanged.

SEVENTEENTH RESOLUTION

(Amendment of Article 13 of the Company's Articles of Association concerning the lowering of the threshold, in terms of number of directors, triggering the requirement to appoint a second director representing employees in accordance with Article L. 225-27-1 of the French Commercial Code)

The General Meeting, ruling in accordance with the quorum and majority conditions required for extraordinary general meetings, having considered the report of the Board of Directors, decides, in order to reduce from twelve to eight the number of directors on the Board of Directors that trigger the requirement to appoint a second director representing employees in order to comply with Article L.225-27-1 of the French Commercial Code as amended by Law no.2019-486 of May 22, 2019, known as "Loi Pacte", to amend paragraph 7 of Article 13 of the Company's Articles of Association as follows:

"7 - When the number of directors on the Board of Directors is less than or equal to eight, the Board of Directors includes, pursuant to Article L.225-27-1 of the French Commercial Code, a director representing the group's employees.

When the number of directors on the Board of Directors exceeds eight, a second director representing employees shall be appointed in accordance with the



provisions below, within six months of the co-optation by the Board of Directors or the appointment by the General Meeting of the new director, provided that this condition is always verified on the date of his appointment, pursuant to the above-mentioned six-month period.

Directors elected by employees pursuant to Article L.225-27-1 of the French Commercial Code are not taken into account when determining the threshold of eight directors on the Board of Directors and are also not taken into account when determining the minimum and maximum number of members of the Board of Directors provided for in paragraph 1 above.

The term of office of the members of the Board of Directors representing employees is 2 years, renewable three times, from the date of their appointment. By way of exception, if an employee representative member is appointed during the term of office of an employee representative member, the term of office of the newly appointed member shall be shortened, so that the end of his or her term of office coincides with that of the employee representative member already appointed.

The directors representing the employees are appointed by the company's social and economic committee and must have held an employment contract with the company or one of its direct or indirect subsidiaries, having its registered office in France, for at least two years.

In the event that two directors representing employees are appointed by the company's social and economic committee, they must be of a different gender.

The reduction to eight or less than eight of the number of directors appointed by the general meeting shall not affect the term of office of all employee representatives on the Board of Directors, which shall expire at the end of its normal term.

The termination of the employment contract terminates the mandate of the member representing the employees, appointed pursuant to Article L.225-27-1 of the French Commercial Code. Members representing employees may be dismissed for misconduct in the performance of their duties under the conditions of Article L.225-32 of the French Commercial Code.

In addition, if the conditions for the application of Article L.225-27-1 of the French Commercial Code are no longer met, the term of office of the member or members representing employees shall end at the end of the meeting at



which the Board of Directors decides that the company is no longer subject to the obligation.

In the event of a vacancy in the position of a member of the Board of Directors representing employees for any reason whatsoever, his replacement shall be carried out in accordance with the procedures set out above. Until the date of replacement of the member (or, where applicable, members) representing employees, the Board of Directors may meet and deliberate validly.

The provisions of paragraph 2, relating to the number of shares to be held by a member of the Board of Directors, shall not apply to members representing employees. »

The remaining of Article 13 is unchanged.

EIGHTEENTH RESOLUTION

(Amendment of Article 14 of the Company's Articles of Association in order to allow the Board of Directors to adopt certain decisions through written consultation in accordance with Article L.225-37 of the French Commercial Code)

The General Meeting, ruling in accordance with the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors, decides, in order to authorize the Board of Directors to take, by written consultation, certain decisions provided for by applicable law, to amend paragraph 2 of Article 14 of the Company's Articles of Association as follows:

“Directors are convened to meetings of the Board of Directors by any means even verbally either at the registered office or in any other place stipulated in the convening notice.

The Board of Directors' internal rules can stipulate that directors who attend Board Meetings and vote on the resolutions put to it by video conference or telecommunication means are considered to be present for calculating the quorum and majority. The internal regulations also stipulate the conditions for organising meetings of the Board of Directors which may be held using video conference or telecommunications in accordance with the applicable statutory and regulatory conditions and within the limits stipulated by them.



The Board of Directors is authorised to take, by written consultation, the decisions authorised by law."

The remaining of Article 14 is unchanged.

NINETEENTH 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 rights)

The General Meeting ruling in accordance with the quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the Auditors' special report, and 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 20th, 21st, 22nd, 23rd, 26th and 27th resolutions and that the total nominal amount of the capital increases made within the framework of these resolutions will be offset against this overall maximum cap;
- 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 22nd, 23rd, 26th and 27th resolutions. 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 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 set 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 invalidates with an immediate effect all the previous delegations having the same purpose. It especially invalidates and replaces, up to the unused amounts, the delegation granted by the General Meeting of 28 June 2019 in its 19th resolution.

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

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



TWENTIETH RESOLUTION

(Delegation of authority granted to the Board of Directors to issue ordinary shares, with the removal of the shareholders' preferential subscription rights through a public offer (excluding an offer referred to in 1, Article L.411-2 of the French Monetary and Financial Code))

The General Meeting ruling in accordance with the quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the Auditors' special report, and 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 21st, 22nd, 23rd, 26th and 27th resolutions, amounts to 3,400,000 euros in nominal value and that the total nominal amount of capital increases for these resolutions will be offset against this overall maximum cap; and,
 - added to those that may result from the delegations of authority provided for in the 19th, 21st, 22nd, 23rd, 26th and 27th 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 offset against this overall maximum cap;
- Decides to offer these ordinary shares via an offer to the public (excluding an offer referred to in 1, Article L.411-2 of the French Monetary and Financial Code) 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 set 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 waive 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 share 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 invalidates, with an immediate effect, all the previous delegations having the same purpose. It



especially invalidates and replaces, up to the unused amounts, the delegation granted by the General Meeting of 28 June 2019 in its 20th resolution.

The Board of Directors cannot use this delegation of authority during any period of public takeover or exchange offer relating to the Company's stock except if it has been granted the right to do so beforehand by the 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 ordinary shares, with the removal of the shareholders' preferential subscription rights by an offer referred to in Article L.411-2, 1 of the French Monetary and Financial Code).

The General Meeting ruling in accordance with the quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the Auditors' special report, and 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 20th, 22nd, 23rd, 26th and 27th resolutions, amounts to 3,400,000 euros in nominal value and that the total nominal amount of capital increases for these resolutions will be offset against this overall maximum cap; and,
 - added to those that may result from the delegations of authority provided for in the 19th, 20th, 22nd, 23rd, 26th and 27th 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 offset against this overall maximum cap;
- Decides to offer these ordinary shares via an offer to the public referred to in Article L.411-2, 1 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 set 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 share 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 21st resolution of the General Meeting of 28 June 2019.

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

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

TWENTY-SECOND 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 public offering (excluding an offer referred to in 1, Article L.411-2 of the French Monetary and Financial Code)).

The General Meeting, ruling in accordance with the quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the Auditors' special report, and 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 20th, 21st and 23rd, 26th and 27th resolutions, amounts to 3,400,000 euros in nominal value and that the total nominal amount of capital increases for these resolutions will be offset against this overall maximum cap; and
 - added to those that may result from the delegations of authority provided for in the 19th, 20th, 21st and 23rd, 26th and 27th 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 offset against this overall maximum cap;
- 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 23rd, 26th and 27th 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 offset against this overall maximum cap; 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 19th, 23rd, 26th and 27th 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 offset against this overall maximum cap. 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 (excluding an offer referred to in 1, Article L.411-2 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 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 subscription right, which may be given by any securities giving access to the Company's share 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 22nd resolution of the General Meeting of 28 June 2019.

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

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

TWENTY-THIRD 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 an offer referred to in Article L.411-2, 1 of the French Monetary and Financial Code)

The General Meeting, ruling in accordance with the quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the Auditors' special report, and 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 20th, 21st, 22nd, 26th and 27th resolutions, amounts to 3,400,000 euros in nominal value and that the total nominal amount of capital increases for these resolutions will be offset against this overall maximum cap; and,
 - added to those that may result from the delegations of authority provided for in the 19th, 20th, 21st, 22nd, 26th and 27th 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 offset against this overall maximum cap;
- 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 22nd, 26th and 27th 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 offset against this overall maximum cap; 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 19th, 22nd, 26th and 27th 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 offset against this overall maximum cap. This amount does not include the reimbursement premiums that may be stipulated;

- Decides to remove the shareholders' preferential subscription 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, 1 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 share capital that are issued on the basis of this delegation, to subscription of ordinary shares in the Company, for the benefit of the holders of securities that give access to the Company's share capital and are issued on the basis of this delegation;
- Decides that the Board of Directors shall have all the necessary powers – with the ability to sub-delegate – to implement this resolution, and in particular:
 - To determine the investment conditions for securities giving access to the Company's share capital that may be issued under this resolution;
 - To determine the characteristics, the amount, and the terms & conditions of any issuance and of the securities giving access to the Company's share capital, particularly their duration and their return and, taking into consideration the information contained in its report, to set their subscription price, with or without a premium, the terms & conditions for their paying-up, the terms & conditions according to which the securities giving access the Company's share



capital issued on the basis of this resolution shall give access to ordinary shares in the Company, the conditions of their repurchase on the Stock Exchange, and their possible cancellation as well as the possibility of suspension of the exercising of attribution rights to ordinary shares attached to the securities to be issued giving access to the Company's share capital;

- To take all the necessary measures to protect the rights of the holders of securities or of any other rights giving access to the share capital in accordance with the legal and statutory provisions and, if applicable, with the contractual stipulations providing for other adjustment options;
- If necessary, to deal with all the charges relating to issue premium(s) and in particular those related to the costs involved in issuing, to charge the costs for capital increase to the premium amounts pertaining thereto, and to deduct from this amount the sums necessary for the legal reserve, and generally to take any necessary measures;
- To draw up any agreement, especially for the purpose of ensuring the proper execution of any issue, to execute on one or several occasions, in the proportion and at the times it deems suitable, in France and/or, if need be, abroad and/or on the global marketplace, the above-mentioned issuances, and to postpone them if need be;
- To note the execution of capital increases resulting from this resolution, and to amend the Articles of Association accordingly, and also to deal with all the formalities and declarations and demand all authorizations necessary for the execution and successful completion of the issuances;
 - To acknowledge that this delegation of authority supersedes, with an immediate effect, all the previous delegations having the same purpose, in particular cancelling and replacing, up to the unused amounts, the delegation granted through the 23rd resolution of the General Meeting of 28 June 2019.

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

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



TWENTY-FOURTH RESOLUTION

(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)

The General Meeting, ruling in accordance with the quorum and majority required for extraordinary general meetings, having reviewed 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 19th, 20th, 21st, 22nd and 23rd 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 General Meeting acknowledges that this delegation of authority invalidates, 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 General Meeting of 28 June 2019 in its 24th resolution.

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

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

TWENTY-FIFTH RESOLUTION

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

The General Meeting ruling in accordance with the quorum and majority required for extraordinary general meetings, having reviewed 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 set 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:
 - set the amount and nature of the sums to be capitalised in the registered capital;
 - set 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 share 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 invalidates, with immediate effect, any prior delegation having the same purpose, in particular the delegation granted by the General Meeting of 28 June 2019 in its 25th resolution.



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

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

TWENTY-SIXTH RESOLUTION

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

The General Meeting ruling in accordance with the quorum and majority required for extraordinary general meetings, having reviewed 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 share 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 set 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 cap provided for, on the one hand, by 20th, 21st, 22nd, 23rd and 27th resolutions and, on the other hand, by the 19th resolution, and it is set 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 applicable law, the rights of the holders of securities giving entitlement to capital shares in the Company;

2. acknowledges the absence of shareholders' preferential subscription right to the ordinary shares issued this way on the basis of this delegation and to the ordinary corporate shares, to which the securities 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 determine the nature of the securities to be created, the characteristics thereof, and the terms and conditions of their issuance, 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 invalidates, with immediate effect, any prior delegation having the same purpose, in particular the delegation granted by the General Meeting of 28 June 2019 in its 26th resolution.

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

TWENTY-SEVENTH 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 offer initiated by the Company).

The General Meeting ruling in accordance with the quorum and majority required for extraordinary general meetings, having reviewed 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 public takeover initiated by the Company in France or abroad, according to the local rules, on shares negotiated 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 cap provided for, on the one hand, by the 20th 21st 22nd 23rd and 26th resolutions and, on the other hand, by the 19th resolution, and it is set 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 to 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 set 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 public 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 share 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 or exchange offer relating to the Company's stock except if it has been granted the right to do so beforehand by the 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 General Meeting of 28 June 2019 in its 27th resolution.



TWENTY-EIGHTH RESOLUTION

(Authorisation granted to the Board of Directors to proceed with capital increases and sales of shares reserved to members of a company or Group savings plan in application of the Article L.3332-1 and subsequent sections of the French Labour Code).

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

1. delegates to the Board of Directors the required power to decide to increase the share capital, on one or more occasions, on its own initiative, in the proportions and at the times it deems appropriate, by issuing shares or any other securities giving access to the Company's share capital, reserved for members of one of the company or group savings plans mentioned in Articles L.3332-1 et seq. and L.3344-1 and L.3344-2 of the French Labour Code (including the Neopost Group savings plan granted on 10 September 1998), as well as to any mutual funds (including the Neopost Group FCPE approved by the Commission des Opérations de Bourse on 19 January 1999) or open-ended investment companies governed by Article L.214-41 of the French Monetary and Financial Code through which the new shares or other securities issued in this way would be subscribed;
2. decides to cancel shareholders' preferential subscription rights to shares or other new securities giving access to the share capital, issued pursuant to this delegation, in favour of members of one of the savings plans mentioned above, as well as to any mutual funds (including the FCPE Groupe Neopost approved by the Commission des Opérations de Bourse on 19 January 1999) or investment companies with variable capital governed by Article L.214-41 of the Monetary and Financial Code through which the new shares or securities so issued would be subscribed;
3. delegates to the Board of Directors the necessary powers to sell shares or other securities giving access to the Company's share capital, acquired by the Company in accordance with the share buyback programmes approved by the General Meeting, on one or more occasions and at its sole discretion, within the legal limits, to members of a company or group savings plan or to members of a company savings plan included in the same consolidation scope or combination of accounts pursuant to Article L.233-16 of the French Commercial Code;
4. sets the period of validity of this delegation at 26 months from the date of this General Meeting;
5. decides that the nominal amount (excluding issue premiums) of the share capital increases likely to result from all the shares or other securities giving access to the share capital, issued pursuant to this delegation (including any free shares allocated



in lieu of the discount or contribution, subject to the conditions and limits set by Articles L.3332-18 and following of the French Labour Code) shall not exceed the total amount of one million and two hundred thousand (1,200,000) euros. It is specified that the maximum amount of the capital increases that may be realised pursuant to this delegation is cumulative with the capital increases that may result from the delegation provided for in the twenty-ninth resolution in order to be capped at one million two hundred thousand (1,200,000) euros in nominal value. Consequently, the total nominal amount of the capital increases pursuant to these two resolutions will be deducted from this global ceiling of one million two hundred thousand (1,200,000) euros;

6. decides that the price of the shares or other securities giving access to the share capital subscribed or acquired by the beneficiaries referred to above, pursuant to this delegation, shall be determined by the Board of Directors under the conditions provided for by the provisions of Articles L.3332-18 and following of the French Labour Code; the discount that may be offered under the savings plan being limited to 20% of the average of the prices of the Company shares on Euronext Paris SA during the twenty trading days preceding the date of the decision setting the opening date of subscriptions or the date of sale of the shares or other securities referred to above. The Board of Directors may convert all or part of any discount into a free allocation of existing or future shares or other securities giving access to the Company's share capital, reduce or not grant a discount, within the legal or regulatory limits;
7. decides that the Board of Directors, with the possibility of sub-delegation under the conditions set by law, shall have full powers to implement this delegation within the limits and under the conditions specified above, in particular for the purpose of:
 - a. to set the exchange ratio and, where applicable, the amount of the cash balance to be paid;
 - b. to record the number of shares contributed to the exchange;
 - c. to determine the dates, issue conditions, in particular the price and dividend entitlement date, which may be retroactive, of the new shares or, where applicable, of the securities giving immediate and/or future access to a portion of the Company's share capital;
 - d. to take all necessary measures to protect the rights of holders of securities or other rights giving access to the capital, in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment;
 - e. to enter on the liabilities side of the balance sheet in a "Contribution premium" account, to which all shareholders' rights will apply, the difference between the issue price of the new shares and their nominal value;
 - f. to charge, if applicable, all costs and fees incurred by the authorized transaction to the said "Contribution Premium";



- g. deduct from the contribution premium the sums necessary to endow the legal reserve;
 - h. generally take all necessary measures and enter into all agreements to ensure the successful completion of the authorised operation, record the resulting capital increase(s) 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, invalidates and replaces, up to the unused amounts, the delegation which was decided on by the ordinary and extraordinary General Meeting of shareholders held on 28 June 2019, in its 28th resolution.

TWENTY-NINTH RESOLUTION

(Authorisation granted to the Board of Directors to proceed with capital increases reserved to employees and corporate officers of foreign subsidiaries or branches who cannot subscribe, directly or indirectly, to the Company's shares under the previous resolution, and for all financial institutions or companies created specifically and exclusively to implement an employee savings scheme for employees (or former employees) of foreign subsidiaries or branches who cannot subscribe, directly or indirectly, to the Company's shares under the previous resolution)

The General Meeting, ruling in accordance with the quorum and majority rules required for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

1. decides, in accordance with the provisions of Article L.225-138 of the French Commercial Code, to authorize the Board of Directors to increase, on one or more occasions, the Company's share capital by issuing new shares or any other securities giving access to the Company's share capital reserved for the employees and corporate officers of foreign subsidiaries or branches and for all financial institutions or companies incorporated specifically and exclusively for the implementation of an employee savings plan designed to provide employees (or former employees) of foreign subsidiaries or branches with comparable benefits to the employees concerned by the twenty-eighth resolution, hereinafter the "Beneficiary";
2. decides to cancel, in favour of the Beneficiary, the shareholders' preferential subscription right for the shares or any other securities giving access to the Company's share capital, which may be issued pursuant to this authorization;
3. decides that the subscription price of the shares or any other securities giving access to the Company's share capital by the Beneficiary shall be set by the Board of Directors, in particular in consideration of the legal, regulatory and tax provisions of applicable foreign law, if any, but in any event may not be more than 20% lower



than the average of the prices of the Company's shares listed on Eurolist by Euronext during the twenty trading days preceding the date of the Board of Directors' decision to open the subscription;

4. sets the period of validity of this delegation at 18 months from the date of this General Meeting;
5. decides that the nominal amount (excluding premiums) of the share capital increases that may result from all the shares or other securities giving access to the Company's share capital issued pursuant to this delegation shall not exceed the total sum of one million two hundred thousand (1,200,000) euros. It is specified that the maximum amount of the capital increases that may be realised pursuant to this delegation is cumulative with the capital increases that may be realised pursuant to the delegation provided for in the twenty-eighth resolution in order to be capped at one million two hundred thousand (1,200,000) euros nominal value. Therefore, the total nominal amount of the capital increases carried out under these two resolutions will be deducted from this global ceiling of one million two hundred thousand (1,200,000) euros;
6. decides that the Board of Directors, with the possibility of sub-delegation under the conditions set by law, shall have full powers to implement, on one or more occasions, this delegation within the limits and under the conditions specified above for the purpose, in particular, of:
 - set the conditions, taking into account the regulatory and fiscal and/or social framework applicable in the countries of residence of employees and corporate officers of the aforementioned foreign companies, that employees (or former employees) and corporate officers must meet in order to be able to participate in the employee savings scheme envisaged by this delegation; in particular, set, where applicable, the limit on each employee's claims based on his gross annual compensation;
 - draw up the list of companies whose employees (or former employees) may benefit from the issue;
 - establish the precise list of employees and corporate officers of certain foreign subsidiaries or branches and of financial institutions or companies created specifically to implement the employee savings scheme for employees (or former employees) and corporate officers of certain foreign subsidiaries or branches similar to the savings plans of the French and foreign companies of the group in force, beneficiaries of each issue;
 - determine the conditions of the issue;
 - decide the amount to be issued, the issue price under the conditions referred to above, the dates and terms of each issue;
 - set the time limits granted for the payment of the shares;
 - determine the date, even retroactively, from which the new shares will carry dividend rights;



- acknowledge or have acknowledged the completion of the capital increase up to the amount of the shares that will actually be subscribed, or decide to reduce or increase the amount of the said increase so that all subscriptions received can be effectively served;
 - charge, where applicable, the costs, duties and fees incurred by such issues against the amount of the issue premiums and deduct, where applicable, from the amounts of the issue premiums, the sums necessary to allocate them to the legal reserve and thus bring the amount of the legal reserve to the level required by the laws and regulations in force;
 - in general, to carry out all acts and formalities, take all decisions and enter into all agreements that may be useful or necessary to successfully complete the issues carried out pursuant to this delegation and to acknowledge the definitive completion of the capital increase(s) carried out pursuant to this delegation and to amend the Articles of Association accordingly;
7. decides that this delegation supersedes, up to the unused amounts, any previous delegation having the same purpose and, in particular, invalidates and replaces, up to the unused amounts, the delegation that was decided by the ordinary and extraordinary shareholders' meeting of 28 June 2019 in its 29th resolution.

THIRTIETH RESOLUTION

(Authorization granted to the Board of Directors for the allocation of existing or to be issued performance shares with the removal of preferential subscription rights)

The General Meeting, ruling in accordance with the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the statutory auditors, in accordance with Articles L.225-197-1 et seq. of the French Commercial Code

- authorizes the Board of Directors to make, on one or more occasions, free allocations of existing or future shares of the Company;
- decides that, subject to the conditions of Article L.225-197-6 of the French Commercial Code, the beneficiaries of the allocations may be the employees and/or corporate officers of the Company and of companies or groups directly or indirectly related to it under the conditions of Article L.225-197-2 of the French Commercial Code or for the benefit of certain categories of them;
- decides that the Board of Directors shall determine the identity of the beneficiaries of the allocations, or of the category or categories of beneficiaries, as well as,



where applicable, the conditions, in particular performance conditions, and the criteria for the allocation of shares;

- decides that the performance conditions determined will include as criteria a combination of the following criteria: an external performance criterion, the total shareholder return, and an internal performance criterion, revenue growth;
- decides that in the event of transactions carried out by the Company that may modify the value of the shares comprising its share capital, the Board of Directors shall be authorised to adjust the number of shares allocated in order to preserve the rights of the beneficiaries;
- decides that the Board of Directors shall have the right to temporarily suspend the allocation rights in the event of financial transactions;
- decides that, without prejudice to the impact of the adjustment referred to above, the total number of performance shares allocated, existing or to be issued, pursuant to this authorization,
 - a) may not exceed four hundred thousand (400,000) shares with a par value of €1 per share, i.e. approximately 1.16% of the current share capital, it being specified (i) that the allocations that will lapse under the conditions determined by the Board of Directors will reconstitute the aforementioned 400,000 shares accordingly and (ii) that this envelope will be increased by adjustments to the number of shares allocated that may be made by the Board of Directors in order to preserve the rights of the beneficiaries; and
 - b) those granted to the Company's executive directors (all subject to performance conditions) may not represent more than 10% of the total number of grants made;
- decides that (i) the allocation of the Company's shares to their beneficiaries will be definitive at the end of an acquisition period of at least three years, (ii) the Board of Directors will have the option to set or not set a minimum holding period as from the final allocation of the shares, so that said shares may be freely transferable as from their final allocation, if applicable, and (iii), with respect to shares granted free of charge to corporate officers, the Board of Directors must either (a) decide that the shares granted free of charge may not be sold by the persons concerned before they leave office, or (b) set the number of shares granted free of charge that they are required to keep in registered form until they leave office;
- decides that the Board of Directors will record the definitive allocation dates and the dates from which the shares may be freely transferred, taking into account legal restrictions;
- decides that in the event of the beneficiary's disability corresponding to the classification in the second or third of the categories provided for in Article L.341-4 of the Social Security Code, the shares shall be definitively allocated immediately;



- notes that in the event of the beneficiary's death, his heirs may request the definitive allocation of the shares within six months of the death; the shares then becoming immediately transferable;
- notes that this decision will entail, at the end of the acquisition period, a capital increase by capitalizing reserves, profits or share premiums for the benefit of the beneficiaries of the said shares and a corresponding waiver by the shareholders of their preferential subscription rights for the benefit of the beneficiaries of performance shares for the portion of the reserves, profits and premiums, if any, that will be used in the event of the issue of new shares;
- this authorization is granted for a period of 14 months from the date of this meeting;
- acknowledges the fact that, in the event that the Board of Directors makes use of this authorization, it will inform the ordinary general meeting each year of the transactions carried out pursuant to the provisions of Articles L.225-197-1 to 225-197-3 of the French Commercial Code, under the conditions provided for in Article L.225-197-4 of said Code;
- delegates all powers to the Board of Directors, with the option to sub-delegate within the legal limits, to implement this resolution, to determine the identity of the beneficiaries of the share allocations among the aforementioned employees and corporate officers as well as the number of shares allocated to each of them, to determine whether the performance shares allocated are shares to be issued or existing, to set the vesting and retention period or periods for the shares allocated, to set the performance conditions, to set the amount and nature of the reserves in the event of an allocation of shares to be issued, profits and premiums to be incorporated into the share capital, carry out all acts, formalities and declarations, make any adjustments relating to any transactions involving the company's share capital, record the capital increase(s) carried out pursuant to this authorisation, amend the Articles of Association accordingly and, if it deems it appropriate, deduct the costs of the capital increases from the amount of the premiums relating to these transactions and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase and, generally, do all that is necessary.
- decides that this authorization supersedes, up to the unused amounts, any previous authorization having the same purpose and, in particular, invalidates and replaces, up to the unused amounts, the authorization that was decided by the ordinary and extraordinary shareholders' meeting of 28 June 2019 in its 30th resolution.

THIRTY-FIRST RESOLUTION

(Authorisation granted to the Board of Directors to cancel shares acquired pursuant to the Company's share buyback program)



The General Meeting ruling in accordance with the quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the Auditors' special report, subject to the passing of the preceding 15th resolution relating to the Company's share buyback 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 buyback 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 buyback 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 determine 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, invalidates and replaces the delegation granted by the General Meeting held on 28 June 2019, in its 31st resolution.

THIRTY-SECOND RESOLUTION

(Powers granted to carry out formalities)

The 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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