

Neopost SA

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

NOTICE OF A MEETING

CORRECTION TO THE NOTICE OF MEETING PUBLISHED IN BALO #62 AS OF 24 MAY 2019

The shareholders of Neopost SA are convened to an Ordinary and Extraordinary Annual General Meeting on 28 June 2019, at 10 a.m., at the Capital 8 - 32 rue de Monceau, 75008 Paris conference centre, to deliberate on the following agenda:

In ordinary form:

- Reports of the Board of Directors and the Auditors on the financial period ending 31 January 2019,
- Approval of the financial statement and consolidated accounts,
- Appropriation of the result and distribution by deductions from the distributable profits,
- Report on Group management and approval of consolidated accounts,
- Special report by the Auditors on the agreements specified in Article L.225-38 of the French Commercial Code, Mr. Denis Thiery – Chairman,
- Special report by the Auditors on the agreements specified in Article L.225-38 of the French Commercial Code, M. Geoffrey Godet – CEO,
- Details of remuneration due or attributed to Mr. Denis Thiery, Chairman, for the financial period ending on 31 January 2019,
- Details of remuneration due or attributed to Mr. Geoffrey Godet, CEO, for the financial period ending on 31 January 2019,
- Approval of the principles and criteria for calculating, distributing and attributing the breakdown between the fixed, variable and exceptional components of total remuneration and benefits of all kinds payable to the Chairman of the Board,
- Approval of the principles and criteria for calculating, distributing and attributing the breakdown between the fixed, variable and exceptional components of total remuneration of all kinds payable to the CEO,
- Ratification of the co-optation of a new Director: Ms. Helena Bejar,
- Directorships of Ms Helena Bejar, Ms Virginie Fauvel, Ms Nathalie Wright,
- Nomination of a new Director: Mr. Didier Lamouche,

- Renewal of the office of a statutory auditor,
- Share buyback program.

In the extraordinary form:

- The Board of Directors' reports,
- The Auditors' special reports,
- Amendment of Article 11, paragraph 2, of the Company's Articles of Association in order to align the thresholds for crossing the statutory threshold with the legal minimum and the notification period in the event of crossing the statutory threshold of 0.5% of the share capital with the period provided for in Article 223-14 of the General Regulations of the 'Autorité des Marchés Financiers',
- Amendment of Article 13 of the Company's Articles of Association in order to determine the procedures for appointing members of the Board of Directors representing employees in accordance with Article L. 225-27-1 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 right,
- Delegation of authority granted to the Board of Directors to issue ordinary shares, with waiver of the shareholders' right to preferential subscription through public offering,
- Delegation of authority granted to the Board of Directors to issue ordinary shares, with the removal of the preferential subscription right through private placement referred to in Article L.411-2, clause II of the French Monetary and Financial Code,
- Delegation of authority granted to the Board of Directors to issue securities giving access to the Company's share capital, with the removal of the shareholders' right to preferential subscription through public offering,
- Delegation of authority granted to the Board of Directors to issue securities giving access to the Company's share capital, with waiver of the shareholders' right to preferential subscription through private placement referred to in II, Article L.411-2 of the French Monetary and Financial Code,
- Authorisation granted to the Board of Directors to increase the amount of shares issued in the event of oversubscription to ordinary shares or securities giving access to the Company's share capital,
- Delegation of authority granted to the Board of Directors to increase share capital by incorporation of reserves, profits or premiums,
- Delegation granted to the Board of Directors to increase the share capital by the issue of new ordinary shares and securities giving access to the Company's capital in return for contributions in kind within a limit of 10% of the share capital,
- Delegation granted to the Board of Directors to issue ordinary shares and securities giving access to the Company's capital, in the event of a public exchange offer, initiated by the Company,

- Authorisation given to the Board of Directors to proceed with capital increases and disposals reserved for members of a company savings plan in application of the provisions of Article L.3332-1 and subsequent sections of the French Labour Code,
- Authorisation to be given to the Board of Directors to proceed with capital increases reserved for financial institutions or for companies specifically created to hold a savings scheme granted to the employees of certain subsidiaries, or foreign branch offices of the Group, equivalent to the Group's French and foreign companies' savings plans in force,
- Authorisation given to the Board of Directors for the allocation of bonus existing shares or shares to be issued with the removal of the shareholders' right to preferential subscription,
- Authorisation given to the Board of Directors to cancel shares acquired under the Company's share buy-back programme,
- Powers granted to carry out regulatory formalities.

Shareholders' attention is drawn to the fact that, following a material error in the notice of the Annual Ordinary and Extraordinary General Meeting of 28 June 2019, published on 24 May 2019, not affecting in any way the amount of the ceilings on the delegations of authority to be granted to the Board of Directors provided for in the 19th, 20th, 21st, 22nd, 23rd, **26th** and 27th resolutions, it should be read:

Under the **19th resolution** proposed: "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 charged to this overall maximum limit;

Decides that the securities that give access to ordinary corporate shares issued in this way can consist in debt securities or be attached to the issuing of such securities, or allow the issuing of such securities as intermediate securities – they can therefore appear as subordinated securities or not, with a set time-limit or not. The debt securities giving access to ordinary corporate shares can go together with a fixed interest rate and/or variable rate, or with a capitalisation and they can be reimbursed with or without an option or an amortization. The securities can also be bought back on the stock market, or be bought back or exchanged by the Company. The maximum nominal amount of such issuances cannot exceed 500,000,000 euros on the date of the decision to issue or their exchange value, in the event of issuance in a foreign currency or in a monetary unit used as a reference for several currencies. It is specified that this maximum amount of 500,000,000 euros is in common with the 22nd, 23rd, **26th and 27th** resolutions. This amount does not include the reimbursement options that may be stipulated;"

Instead of: ""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 and 23rd resolutions and that the total nominal amount of the capital increases made within the framework of these resolutions will be charged to this overall maximum limit;

Decides that the securities that give access to ordinary corporate shares issued in this way can consist in debt securities or be attached to the issuing of such securities, or allow the issuing of such securities as intermediate securities – they can therefore appear as subordinated securities or not, with a set time-limit or not. The debt securities giving access to ordinary corporate shares can go together with a fixed interest rate and/or variable rate, or with a capitalisation and they can be reimbursed with or without an option or an amortization. The securities can also be bought back on the stock market, or be bought back or exchanged by the Company. The maximum nominal amount of such issuances cannot exceed 500,000,000 euros on the date of the decision to issue or their exchange value, in the event of issuance in a foreign currency or in a monetary unit used as a reference for several currencies. It is specified that this maximum amount of 500,000,000 euros is in common with the 22nd and 23rd resolutions. This amount does not include the reimbursement options that may be stipulated;”

The rest of the resolution remains unchanged.

Under the **20th resolution** proposed: “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 charged to this overall maximum limit; 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 charged to this overall maximum limit;”

Instead of: “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 and 23rd resolutions, amounts to 3,400,000 euros in nominal value and that the total nominal amount of capital increases for these resolutions will be charged to this overall maximum limit; and,
- added to those that may result from the delegations of authority provided for in the 19th, 21st, 22nd and 23rd resolutions, amounts to 15,000,000 euros in nominal value and that the total nominal amount of the capital increases for these resolutions will be charged to this overall maximum limit;”.

The rest of the resolution remains unchanged.

Under the **21st resolution** proposed: “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 charged to this overall maximum limit; 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 charged to this overall maximum limit;”.

Instead of: “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 and 23rd resolutions, amounts to 3,400,000 euros in nominal value and that the total nominal amount of capital increases for these resolutions will be charged to this overall maximum limit; and,
- added to those that may result from the delegations of authority provided for in the 19th, 20th, 22nd and 23rd resolutions, amounts to 15,000,000 euros in nominal value and that the total nominal amount of the capital increases for these resolutions will be charged to this overall maximum limit;”.

The rest of the resolution remains unchanged.

Under the **22nd resolution** proposed: “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, 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 attributed to this overall maximum limit; and,
- added to those that may result from the delegations of authority provided for in the 19th, 20th, 21st, 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 attributed to this overall maximum limit;

[...]

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 attributed to this overall maximum limit; and,
- added to the issues of securities giving access to the Company’s share capital that may result from the delegations of authority provided for in the 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 charged to this overall maximum limit. This amount does not include any potential redemption premiums that may be stipulated;

Instead of :“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 resolutions, amounts to 3,400,000 euros in nominal value and that the total nominal amount of capital increases for these resolutions will be attributed to this overall maximum limit; and,
- added to those that may result from the delegations of authority provided for in the 19th, 20th, 21st and 23rd resolutions, amounts to 15,000,000 euros in nominal value and that the total nominal amount of the capital increases

executed on the basis of these resolutions will be attributed to this overall maximum limit;

[...]

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 attributed to this overall maximum limit; and,
- added to the issues of securities giving access to the Company's share capital that may result from the delegations of authority provided for in the 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 charged to this overall maximum limit. This amount does not include any potential redemption premiums that may be stipulated;

The rest of the resolution remains unchanged.

Under the **23rd resolution** proposed: "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 attributed to this overall maximum limit; 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 attributed to this overall maximum limit;

[...]

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 attributed to this overall maximum limit; and,
- added to the issues of securities giving access to the Company's share capital that may result from the delegations of authority provided for in the 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 attributed to this overall maximum limit. This amount does not include the reimbursement premiums that may be stipulated;"

Instead of: "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 and 22nd resolutions, amounts to 3,400,000 euros in nominal value and that the total nominal amount of capital increases for these resolutions will be attributed to this overall maximum limit; and,

- added to those that may result from the delegations of authority provided for in the 19th, 20th, 21st and 22nd resolutions, amounts to 15,000,000 euros in nominal value and that the total nominal amount of the capital increases executed on the basis of these resolutions will be attributed to this overall maximum limit;

[...]

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, resolution, amounts to 350,000,000 euros in nominal value and that the total nominal amount of the issuances executed on the basis of these resolutions will be attributed to this overall maximum limit; and,
- added to the issues of securities giving access to the Company's share capital that may result from the delegations of authority provided for in the 19th and 22nd resolutions, amounts to 500,000,000 euros in nominal value and that the total nominal amount of the issuances executed on the basis of these resolutions will be attributed to this overall maximum limit. This amount does not include the reimbursement premiums that may be stipulated;"

The rest of the resolution remain unchanged.

Under the **26th resolution** proposed: "the nominal value of the increases in capital implemented under this resolution is charged to the global ceilings provided for, on the one hand, by 20th, 21st, 22nd, 23rd **and 27th** resolutions and, on the other hand, by the 19th resolution"

Instead of "the nominal value of the increases in capital implemented under this resolution is charged to the global ceilings provided for, on the one hand, by 20th, 21st, 22nd and 23rd resolutions and, on the other hand, by the 19th resolution".

The rest of the resolution remains unchanged.

Under the **27th resolution**: "The nominal value of the increases in capital, immediate or in the future, resulting from the implementation of this delegation, is charged to the global ceilings provided for, on the one hand, by the 20th 21st 22nd 23rd **and 26th** resolutions and, on the other hand, by the 19th resolution,"

Instead of: "The nominal value of the increases in capital, immediate or in the future, resulting from the implementation of this delegation, is charged to the global ceilings provided for, on the one hand, by the 20th 21st 22nd and 23rd resolutions and, on the other hand, by the 19th resolution,"

The rest of the resolution remain unchanged.

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

The rights of shareholders to participate in the General Meeting is subject to their shares being registered in their name, or in the name of the intermediary acting on their behalf pursuant to paragraph 7 of article L.228-1 of the French commercial code, no later than zero hour, Paris time, on the second business day prior to the General Meeting, **i.e.** 26 June 2019, either in the registered share accounts kept

for the Company by its representative or in the bearer share accounts kept by the authorized intermediary.

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

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

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

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

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

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

- for direct registered shareholders: by sending an email with an electronic signature obtained from an accredited certification service provider to: ct-mandataires-assemblees-neopost@caceis.com, indicating their name, address and CACEIS Corporate Trust ID (information printed in the top left-hand corner of share accounts statements) or indicate their ID with their bank or broker if shares are registered in the name of the bank or broker that manages the share account, as well as the full name of the proxy holder or the person from whom the proxy is being withdrawn;
- for bearer shareholders: by sending an email with an electronic signature obtained from an accredited certification service provider to: <mailto:ct-mandataires-assemblees-neopost@caceis.com> indicating their name, address and full bank details and the full name of the designated proxy holder or the person from whom the proxy is being withdrawn, asking their bank or broker managing the share account to send written confirmation by letter to CACEIS

Corporate Trust Service Assemblée Générale – 14, rue Rouget de Lisle; 92862 ISSY-LES-MOULINEAUX Cedex 9 (or by fax to +33(0) 1.49.08.05.82).

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

Shareholders who have cast a postal vote, appointed a proxy or requested an admission card or share ownership certificate may still sell all or some of their shares. However, if the sale takes place two business days prior to the General Meeting, namely no later than zero hour, Paris time on **26 June 2019**, the Company will take the appropriate measures to cancel or amend the related postal vote, proxy, admission card or share ownership certificate. The shareholder's bank or broker must therefore notify the Company or its registrar of any such sales and provide it with the necessary information.

Proxy and postal voting forms are automatically sent to shareholders registered in a pure registered or administered account by post.

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

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

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

Shareholders may submit written questions to the Company as from the publication date of this Notice of Annual General Meeting. Any such questions must be sent to the Company's head office, by registered mail with acknowledgement of receipt (or by electronic telecommunication to the following address <https://www.neopost-group.com/en/finance/general-meetings>) at the latest on the fourth business day preceding the date of the general meeting. They must be accompanied by a certificate of book entry.

THE BOARD OF DIRECTORS