

**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

ORDINARY AND EXTRAORDINARY GENERAL MEETING OF 28 JUNE 2019

## Nomination and Renewal of Directors' mandates

Dear Shareholders,

We submit for your approval the appointment of Mr. Didier Lamouche as a director, the ratification and renewal of the term of office of Ms. Martha Helena Bejar and the renewal of the terms of office of Ms. Virginie Fauvel and Ms. Nathalie Wright.

### I. Appointment of Mr. Didier Lamouche as a Director

**Mr. Didier Lamouche**, is 59 years old and a French citizen, graduated from Ecole Centrale de Lyon (France) and holds a PhD in Semiconductor Technology. Today, he is a member of the Board of Adecco, the world leader in human resources services, and Chairman of the board of the German company Utimaco, one of the main providers in the cyber security industry.

Among others, he has been Chairman & Chief Executive Officer of Idemia (Safran Group, formerly Oberthur Technologies) from 2013 to 2018, Chief Operating Officer of STMicroelectronics from 2010 to 2013, Chief Executive Officer of the ST-Ericsson jointventure from 2011 to 2013 as well as Chairman and Chief Executive Officer of Bull Group from 2005 to 2010.

In the fourteenth resolution, it is proposed that you appoint Didier Lamouche as a >Director for a term of three years, i.e. until the General Meeting called to approve the financial statements for the year ending 31 January 2022.

### II. Ratification and renewal of the term of office of Mrs Martha Helena Bejar

**Martha Helena Bejar**, is 57 years old and an American citizen, an expert in software technology with a her deep knowledge of the American market. She has held the position of Chief Executive Officer in several IT infrastructure management and network services companies. Martha is the recipient of numerous industry awards including "2017 Inspiring Women" of Washington State and was ranked top fifty Hispanic women in the United States by Hispanic Inc. Business Magazine.

Other mandates in the Group: none.

Other mandates outside of the Group: director and Chief Executive Officer of Red Bison Advisory Group.

Other mandates over the past five years (except those already listed above): Chief Executive Officer of Flow Mobile.

Martha Bejar holds 200 Neopost shares.

In the tenth resolution, it is proposed that you ratify the appointment of Martha Helena Bejar as a director decided by the Board of Directors on 11 January 2019 and in the eleventh resolution, to renew this mandate for a period of three years, i.e. until the General Meeting called to approve the financial statements for the year ending 31 January 2022.

III. Renewal of the terms of office of Mrs Virginie Fauvel and Mrs Nathalie Wright as directors

**Virginie Fauvel** is 44 years old and a French citizen. She is an graduated engineer of the Nancy École des Mines. Virginie Fauvel started her career at Cetelem as director of Statistical Studies, Risks and CRM. She was appointed director of Digital Technology in 2004, heading the e-business entity and responsible for drawing up Cetelem's global online strategy. Virginie Fauvel then directed the BNP Paribas entity dedicated to the online bank in Europe and in France, before founding Hello Bank!, the leading online bank in Italy, France, Belgium and Germany. She joined Allianz France in 2013 as a member of the executive committee, in charge of teams dedicated to the digital transformation of the Company, big data, artificial intelligence, communication and marketing.

Other mandates in the Group: none.

Other mandates outside of the Group: member of the Supervisory Board of the Europcar Group and Board member of Euler Hermes.

Virginie Fauvel holds 730 Neopost shares.

In the twelfth resolution, it is proposed that you renew Virginie Fauvel's term of office as a director as from today and for a period of three years, i.e. until the General Meeting called to approve the financial statements for the year ending 31 January 2022.

**Nathalie Wright** is 54 years old and a French citizen. A graduate in economics from Paris Assas University, the IAE and INSEAD, she started her career at Digital Equipment France before joining NewBridge Networks France. She held the positions of Sales Manager and Country Leader at MCI, then Easynet and finally, Vice President Southern Europe in charge of Commercial Strategy for France, Italy, Spain and the Middle East for AT&T. Nathalie Wright joined Microsoft in 2009, where she held the positions of director of the Public Sector division, then General Manager for Enterprise & Strategic Alliances for 5 years. In 2017, Nathalie Wright was appointed Vice President Software France at IBM. She is currently Group Digital & IT Transformation Manager in the Rexel Group. Nathalie Wright was made a Chevalier de la Légion d'Honneur in 2011 for her actions promoting diversity in the workplace.

Other mandates in the Group: none.

Other mandates outside of the Group: member of the Supervisory Board of Groupe Keolis S.A.S.

In the thirteenth resolution, it is proposed that you renew the term of office of Mrs Nathalie Wright as a director as from today and for a period of three years, i.e. until the General Meeting called to approve the financial statements for the year ending 31 January 2022.

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