

NEOPOST SA

Public limited company with capital of €34,562,912
Registered Office: 42-46 avenue Aristide Briand - 92220 Bagneux
Nanterre Trade and Companies Register 402 103 907

ORDINARY AND EXTRAORDINARY GENERAL MEETING

29 JUNE 2018

Nomination of a Director and Renewal of Directors' mandates

Dear Shareholders,

We submit, for your approval, the nomination of Mr. Geoffrey Godet as a director, the renewal of mandates of Mr. Vincent Mercier and Ms. H el ene Boulet-Supau, the ratification of the co-option of Ms. Nathalie Wright and the advance renewal of the mandate of Mr. Richard Troksa.

I. Nomination of Geoffrey Godet as a director

Mr. Geoffrey Godet has been Chief Executive Officer of Neopost SA since 1 February 2018.

Mr. Geoffrey Godet, 40, is a dual French and American citizen and a graduate of HEC. He has spent his entire career with the Flatirons Jouve Group, a leader in digital solutions for banking, insurance, healthcare, manufacturing, aeronautics, publishing, media and education. The Flatirons Jouve Group is present in the United States, France, the United Kingdom, Germany, the Nordic countries, China and India. Since 2004, Geoffrey has been Chief Executive Officer of Flatirons Solutions, based in California, and most recently was Chairman and Chief Executive Officer of Jouve, based in Paris. Prior to that, he was successively marketing and communications director, Head of the cultural heritage digitization division and managing director of Jouve Aviation Solutions.

The eleventh proposed resolution aims to appoint Mr. Geoffrey Godet as a Director for a three-year term, namely until the General Meeting called to rule on the accounts of the financial period ending on 31 January 2021.

II. Renewal of the mandates of Mr. Vincent Mercier and of Ms. H el ene Boulet-Supau

Mr. Vincent Mercier is 68 years old and a French citizen. He is a civil engineering graduate from the  cole des Mines and has a Masters in economic science, as well as an MBA from Cornell University (USA). Until 2014, he was Chair of the supervisory Board of Roland Berger Strategy Consultants, where he served as director for France and China until 2010.

Mr. Vincent Mercier was appointed director of Neopost S.A. at the General Meeting of 7 July 2009. His mandate was renewed at the General Meeting of 1 July 2015 for a three-year term, namely until the present General Meeting.

Other mandates in the Group: none.

Other mandates outside of the Group: director of Sucden, FM Logistic, Altavia Europe and ADIE.

Other mandates over the past five years (except those already listed above): Chair of the supervisory Board of Roland Berger Strategy Consultants until July 2014.

Mr. Vincent Mercier is an independent director and holds 2,400 Neopost shares.

The twelfth proposed resolution aims to renew the directorship of Mr. Vincent Mercier with immediate effect and for a period of three years, namely until the General Meeting called to rule on the accounts of the financial period ending on 31 January 2021, as an independent director.

Ms. Hélène Boulet-Supau is 51 years old and a French citizen. Having graduated from ESSEC, she started her career at Arthur Andersen, before joining the Group Pierre et Vacances where she worked from 1991 to 2000, holding a variety of positions including financial director. Boulet-Supau then worked as a financial consultant, before taking over the reins of Larroque, a company that designs and distributes womenswear, alongside the designer that founded the company. Since 2007, Ms. Hélène Boulet-Supau has been Chief Executive and a shareholder of Sarenza. She was awarded the Veuve Cliquot prize in 2013 for business women with outstanding entrepreneurial spirit and creativity. Ms. Hélène Boulet-Supau was co-opted as a director on Neopost SA's Board of Directors on 27 March 2017 for the remaining period of her predecessor, Ms. Isabelle Simon, namely until the present General Meeting.

Other mandates in the Group: none.

Other mandates outside of the Group: director of Sarenza SA

Other mandates over the past five years (except those already listed above): member the supervisory board of Sarenza SA

Ms. Hélène Boulet-Supau is an independent director and holds 850 Neopost shares.

The thirteenth proposed resolution aims to renew the directorship of Ms. Hélène Boulet-Supau with immediate effect and for a period of three years, namely until the General Meeting called to rule on the accounts of the financial period ending on 31 January 2021, as an independent director.

III. Ratification of the co-option of Ms. Nathalie Wright

Ms. Nathalie Wright is 53 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. Ms. 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. Ms. Nathalie Wright was made a Chevalier de la Légion d'Honneur in 2011 for her actions promoting diversity in the workplace.

Ms. Nathalie Wright was co-opted to replace Jean-Paul Villot, who resigned from his directorship on 28 July last year. Her mandate extends for the remaining period of her predecessor, namely until the General Meeting called to vote on the financial statements for the fiscal year ended 31 January 2019.

Other mandates in the Group: none

The tenth proposed resolution aims to ratify the co-option of Ms. Nathalie Wright for the duration of her predecessor's mandate, i.e. until the General Meeting ruling on the accounts up to 31 January 2019, as an independent director.

IV. Advance renewal of the mandates of Mr. Richard Troksa

The fourteenth resolutions proposed for your approval aims to better stagger the renewal dates of the mandates for our directors, which are currently too closely grouped together, in line with the Afep-Medef's recommendations.

The aim of this would be to renew approximately one third of the Board of Directors each year, and thus to fully renew the Board of Directors every three or four years. To this end, the proposal is to renew in advance the mandate of certain directors. Thus, the mandate of these directors would end early, subject to their renewal by your meeting for a term of three years. This process began during the general assembly held on 30 June 2017.

Given the schedule of directors mandate end dates, the director affected by this resolutions is Mr. Richard Troksa.

Mr. Richard Troksa is 55 years old and is a U.S citizen. He is a consultant at Gold Aspen Executive Consulting, dedicated to providing advice in strategy and development in the field of new technology. Graduating with a master's degree in engineering science from the University of Colorado, Mr. Richard Troksa started his career at IBM in 1984, where he was head of software development before being appointed Business Line Manager in 2003. He then joined Exstream Software, where he was appointed CEO in 2007. In 2008, he became Vice-President of the Enterprise Software branch at Hewlett-Packard (HP), a position he held until 2010. Mr. Richard Troksa has solid financial and managerial experience, combined with a new technology profile.

Richard Troksa was appointed director of Neopost S.A. at the General Meeting of 1 July 2016 for a three-year term, namely until the General Meeting called to vote on the financial statements for the fiscal year ended 31 January 2019.

Other mandates in the Group: none.

Other mandates outside of the Group: member of the Board of directors of 7 Summits Inc., member of the supervisory Board of Pulsar 360 Inc.

Other mandates over the past five years (except those already listed above): Board member of DocuLynx Inc.

Richard Troksa is an independent director and holds 1,500 Neopost shares.

We kindly ask that you renew his mandate early for a duration of three years, namely until the General Meeting called to vote on the financial statements for the fiscal year ended 31 January 2021.

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