

NetBooster SA
Société anonyme à conseil d'administration with a share capital of €1,667,257
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General Meeting of the shareholders to be held on June 20, 2016

Executive summary of the resolutions proposed by the Board of directors to the General Meeting of shareholders

This document is an executive summary (i) of the resolutions proposed by the Board of Directors to the general meeting of shareholders to be held on Monday, 20th June 2016, published to the Bulletin des Annonces Légales Obligatoires dated May 13, 2016, and (ii) of the new resolutions proposed by Pure Invest S.A., a shareholder of the Company, published to the Bulletin des Annonces Légales Obligatoires dated June 3, 2016. We draw your attention on the fact that on May 27, 2016 the Board of directors has not agreed the new resolutions proposed by the shareholder and invites the shareholders to vote against or to abstain from voting.

This document is provided for informational purposes only. In the event of any inconsistencies between this executive summary and the French text of the resolutions, the French version of the text of the resolutions shall prevail.

I. Ordinary General Meeting (simple majority)

➤ **1st resolution:**

- Approval of the financial statements for the fiscal year ended 31 December 2015, showing a net income of EUR 6,007,980.
- Approval of the absence of non-deductible expenses for the fiscal year ended 31 December 2015.

➤ **2nd resolution:**

- Allocation of the net income for the fiscal year ended 31 December 2015 amounting to EUR 6,007,980 to the retained earnings account (*compte report à nouveau*) increasing from EUR 4,982,320 to EUR 10,990,300.

➤ **3rd resolution:**

- Approval of the consolidated financial statements for the fiscal year ended 31 December 2014, showing a net income of EUR 2,555,244.

➤ **4th resolution:**

- Approval of the statutory auditor's report on the agreements entered into with related parties (L. 225-38 of the French Commercial Code).

➤ **5th resolution:**

- Approval of the global amount of the attendance fees for the Board of directors for the fiscal year 2016: EUR 30,000.

➤ **6th resolution:**

- Renewal of the mandate of Tim Ringel as member of the Board of directors for a duration of six years.

➤ **7th resolution:**

- Renewal of the mandate of Benjamin Faes as member of the Board of directors for a duration of six years.

➤ **8th resolution:**

- Authorization given to the Board in order to buy back Company's shares:
 - Maximum price for the shares: EUR 5.
 - Maximum amount used to buy back shares: EUR 8,125,785.
 - Maximum amount of shares that can be bought back: 10% of the share capital (decreased to 5% if these shares are used for buildup).
 - The Company can never own more than 10% of its own share capital.
 - Utilization of the shares owned by the Company:
 - attribute shares to shareholder's target in case of a buildup;
 - use the shares in order to ensure the liquidity of the Netbooster's shares on the market via an agreement with an investment services provider;
 - allocate shares to employees and executives of the Company;
 - allocate these shares in case of exercise of securities given access to the share capital;
 - cancel the shares;
 - make any other action authorized or which could be authorized by applicable legal and regulatory provisions.
 - Duration of the authorization: 18 months.

➤ **9th resolution:**

- Power for the formalities

II. Extraordinary General Meeting (two-third majority)

➤ **10th resolution:**

- Authorization granted to the board of directors to issue new or existing free shares
 - Maximal nominal amount: 5% of the share capital, i.e. EUR83,362.85.

- Maximal number of shares 833,628.
 - List of the beneficiaries and granting criteria to be determined by the Board in accordance with applicable French law, among the employees of the company and its subsidiaries, and the managers.
 - Acquisition period: minimum one year + one year of conservation period OR minimum two years without conservation period, to be determined by the Board.
 - Duration of the authorization: 38 months.
- **11th resolution:**
- Authorization given to the Board in order to cancel shares owned by the Company:
 - Granting of an authorization to the Board to reduce the Company's share capital by cancelling shares which it shall determine within the limit of 10% of the Company's share capital, for a period of 24 months.
 - Duration of the authorization: 18 months.
- **12th resolution:**
- Modification of the by-laws of the company to update them in accordance with new applicable regulations mainly on agreements with related parties.
- **13th resolution:**
- Powers for the formalities.

Executive summary of the resolutions proposed by Pure Invest S.A., a shareholder of the Company, to the General Meeting, and not agreed by the Board of directors

- **Resolution A:** Appointment of Mr Hervé Cuviliez as member of the Board of directors for a duration of six years.
- **Resolution B:** Appointment of Mrs Samantha Daude as member of the Board of directors for a duration of six years.
- **Resolution C:** Appointment of Mr Raphael Zier as member of the Board of directors for a duration of six years.
