

*This is a free translation into English of Adocia' 2013 interim financial report issued in the French language for informational purposes only*



**Interim financial report  
as of June 30, 2013**

A French *société anonyme* (corporation) with €620,907.60 in share capital  
Registered office: 115, avenue Lacassagne, 69003 Lyon

Lyon Trade and Companies Registry no. 487 647 737

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1. Responsibility statement in respect of the interim financial report
2. Interim management report
3. 2013 interim financial reporting under IFRS
4. Statutory auditors' report on the 2013 interim financial reporting

## **1. RESPONSIBILITY STATEMENT IN RESPECT OF THE INTERIM FINANCIAL REPORT**

I hereby certify that, to my knowledge, the condensed financial statements for the six months ended June 30, 2013 have been prepared in accordance with applicable accounting standards and give a true and fair view of the company's assets and liabilities, financial position and income, and that the accompanying interim management report gives a true and fair view of the significant events of the first six months of the year, their impact on the financial statements, major related-party transactions and a description of the major risks and uncertainties for the remaining six months of the year.

Gérard Soula

Chairman and Chief Executive Officer of Adocia

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## **ADOCIA**

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Registered office: 115 avenue Lacassagne - 69003 Lyon  
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### **INTERIM MANAGEMENT REPORT**

**Fiscal year ended June 30, 2013**

#### **1.1. Significant events of the first half of 2013:**

During the first half of the year, the company intensified its research activity in order to collect the clinical data required to launch three trials planned on type 1 diabetes patients. These trials are scheduled for the second half of the year for the insulin combo, Hinsbet® fast-acting human insulin and ultra-fast-acting insulin analog projects.

In addition, the European Medicines Agency (EMA) issued a positive scientific opinion, confirming that only one European phase III trial for the treatment of diabetic foot ulcers would be required to obtain marketing authorization. The reorganization of the Indian regulatory authority resulted in delays in approving previously submitted applications. The company is therefore still awaiting a response on the launch of the phase III clinical trial.

Lastly, the company strengthened its patent portfolio, having obtained three patents in the United States, including one major patent covering the BioChaperone® projects in clinical development and the filing of two new patents covering innovations in the field of insulin.

#### **1.2. Events subsequent to June 30, 2013:**

On July 9, 2013, the company received €3.068 million under the research tax credit for expenses incurred in fiscal year 2012, bringing its cash position to €23.5 million at end-August 2013.

In a July 29, 2013 press release, the company announced the end of its collaboration with Eli Lilly. It was mutually decided not to continue the joint research program specified in the license agreement signed in December 2011 giving access to the BioChaperone® technology for the formulation of a fast-acting insulin analog.

Consequently, the company recovered its rights to develop an ultra-fast-acting insulin analog and announced that it intends to actively pursue this project, based on the phase I clinical results obtained in partnership with Eli Lilly.

This event will have an impact on the financial statements for the third quarter of 2013, which will benefit from the recognition as revenue of the unamortized balance of the upfront payment (i.e., €4.6 million in revenue with no cash impact).

### **1.3. Comments on the interim financial statements:**

The company's results as of June 30, 2013 reflect:

- **A sound financial position with €22.8 million in cash**, i.e., a cash burn of €7.7 million in the first six months of the year.
- **An operating loss of €4.6 million in the first half of the year** versus €1.7 million for the six-month period ended June 30, 2012. These results are in line with management forecasts and reflect investments made in research and development in the first half of the year.  
Operating expenses rose by €1.5 million (26%) compared with the first six months of 2012 while operating income fell compared with the first half of 2012, which had benefited from the recognition of €1.4 million as research services.

The table below summarizes the interim financial statements prepared for the six-month periods ended June 30, 2013 and June 30, 2012:

<i>In € thousands</i>	<b>06/30/2013</b>	<b>06/30/2012</b>
<b>Operating revenue</b>	<b>2 739</b>	<b>4 107</b>
Research and development expenses	(6 460)	(5 094)
General and administrative expenses	(926)	(776)
<b>Operating expenses</b>	<b>(7 386)</b>	<b>(5 870)</b>
<b>Operating income (loss)</b>	<b>(4 647)</b>	<b>(1 762)</b>
Financial income	25	13
<b>Net income (loss)</b>	<b>(4 622)</b>	<b>(1 749)</b>
Average number of shares (in thousands)	6 203	5 739
Net earnings per share (in €)	(0,7)	(0,3)

## **Operating income**

The following table provides details on operating income for each period:

<i>In € thousands IFRS</i>	<b>06/30/2013</b>	<b>06/30/2012</b>
<i>Research and cooperation agreements</i>	(47)	1 398
<i>Income from licenses</i>	953	1 151
Revenue (a)	905	2 548
Grants, public financing and research tax credits (b)	1 834	1 558
Operating income (a)+(b)	<b>2 739</b>	<b>4 107</b>

- Operating income as of June 30, 2013 fell by 33% compared with the figure reported for the same period in 2012.
- Revenue from licenses was close to €1 million, in line with the first half of 2012, and related mainly to the amortization of the upfront payment of €7.6 million received under the agreement signed with Eli Lilly for the development of an ultra-fast-acting insulin analog formulation.
- Given the projects' stage of development, no revenue relating to research and collaboration services was recorded for the first six months of 2013, versus €1.4 million recorded in the year-ago period.
- Other operating income consists mainly of the research tax credit for a total of €1.8 million versus €1.6 million at June 30, 2012. The increase can be attributed chiefly to the rise in eligible research and development expenses during the relevant period.

## **Operating expenses**

<i>In € thousands IFRS</i>	<b>06/30/2013</b>	<b>06/30/2012</b>
Research and development expenses	(6 460)	(5 094)
General and administrative expenses	(926)	(776)
<b>Operating Expenses</b>	<b>(7 386)</b>	<b>(5 870)</b>

- Operating expenses rose by 26%, or €1.5 million, from €5.9 million in the first six months of 2012 to €7.4 million in the first six months of 2013.
- Nearly 87% of operating expenses concerned research and development expenses, reflecting the company's increased efforts on various projects in the portfolio.
  - External expenses represented 53% of total R&D operating expenses and were up 28% compared with the first six months of 2012. This item consists mainly of subcontracting costs relating to preclinical and clinical studies.
  - Payroll expenses were the second-largest expense item at more than 38% of the total. The 29% increase versus the first six months of 2012 reflects the hires made in 2012 to support both the company's growth and its projects.

### **Balance sheet items**

<i>In € thousands IFRS</i>	<b>06/30/2013</b>	<b>06/30/2012</b>
<b>Cash and cash equivalents</b>	<b>22 814</b>	<b>33 705</b>
Assets	30 378	40 308
<b>Equity</b>	<b>18 852</b>	<b>27 325</b>
<b>Financial debts</b>	<b>2 086</b>	<b>2 442</b>

- At June 30, 2013, the company held cash and cash equivalents of €22.8 million versus €30.5 million at December 31, 2012.
- Equity decreased from €23 million at end-December 2012 to €18.8 million at end-June 2013, mainly reflecting the loss in the first six months of 2013.
- Financial debt, which stood at €2.1 million at end-June 2013, mainly concerned reimbursable advances received from Oséo, the French innovation agency, for the osteoporosis and insulin projects.

In the first half of the year, the company repaid €0.4 million of the advance received for the osteoporosis project; this repayment was required under the agreement entered into in 2007.

### **1.4. Risks and uncertainties relating to the company's activities in the first half of the year:**

The risk factors affecting the company are presented in Chapter 4 of the registration document filed with the *Autorité des marchés financiers* (AMF) and available on the company's website: [www.adocia.com](http://www.adocia.com). There were no new risk factors for the first half of 2013.

### **1.5. Relations with related parties:**

Relations with related parties during the period are presented in the notes to the interim financial reporting prepared under IAS 34 below (Part 5).

1. Responsibility statement in respect of the interim financial report
2. Interim management report
3. **2013 interim financial reporting under IFRS**
4. Statutory auditors' report on the 2013 interim financial reporting

French *société anonyme* (corporation) with €620,907.60 in share capital  
Registered office: 115 avenue Lacassagne, 69003 Lyon

Period: January 1 to June 30, 2013

<b>STATEMENT OF FINANCIAL POSITION</b>	<b>Notes</b>	<b>06/30/2013</b>	<b>12/31/2012</b>
<b>ASSETS - (in € thousands)</b>			
Goodwill			
Intangible assets		12	13
Laboratory equipment	4.1	514	555
Other property, plant and equipment	4.1	303	384
Holdings in affiliates			
Financial assets	4.5	377	329
Deferred tax assets			
<b>NON-CURRENT ASSETS</b>		<b>1 205</b>	<b>1 281</b>
Inventories		118	103
Trade and similar receivables	4.3	3	316
Current tax assets			
Other current assets	4.4	6 238	4 465
Cash and cash equivalents		22 814	30 462
<b>CURRENT ASSETS</b>		<b>29 172</b>	<b>35 345</b>
<b>** GRAND TOTAL **</b>		<b>30 377</b>	<b>36 627</b>

**STATEMENT OF FINANCIAL POSITION Notes 06/30/2013 12/31/2012**  
**LIABILITIES - (in € thousands)**

Share capital		621	620
Share premium		48 944	48 498
Group translation gains and losses			
Group reserves		(26 092)	(20 095)
Group net profit/loss		(4 621)	(5 995)
<b>NON-CONTROLLING INTERESTS</b>			
<b>EQUITY</b>	<b>4.6</b>	<b>18 852</b>	<b>23 028</b>
Long-term financial debt	4.7	2 002	2 046
Long-term provisions	4.8	213	198
Deferred tax liabilities			
Other non-current liabilities			
<b>NON-CURRENT LIABILITIES</b>		<b>2 216</b>	<b>2 244</b>
Provisions			
Short-term financial debt	4.7	84	396
Other current financial liabilities	4.7	12	23
Trade and similar payables	4.9	3 219	3 824
Other current liabilities	4.9	5 995	7 111
<b>CURRENT LIABILITIES</b>		<b>9 310</b>	<b>11 354</b>
<b>** GRAND TOTAL **</b>		<b>30 377</b>	<b>36 626</b>

<b>STATEMENT OF COMPREHENSIVE INCOME</b>	<b>Notes</b>	<b>06/30/2013</b>	<b>06/30/2012</b>
<b>(in € thousands)</b>			
Revenue	4.11	905	2 548
Other income	4.12	1 834	1 559
<b>Total income</b>		<b>2 739</b>	<b>4 107</b>
Operating expenses excluding additions and reversals	4.13	(7 149)	(5 709)
Additions to and reversals of depreciation, amortization	4.15	(238)	(161)
<b>Profit/loss from ordinary operating activities</b>		<b>(4 647)</b>	<b>(1 762)</b>
Other operating income and expenses		0	0
<b>Profit/loss from ordinary operating activities</b>		<b>(4 647)</b>	<b>(1 762)</b>
Financial income		71	75
Financial expense		(46)	(62)
<b>Financial income/expense</b>	4.16	<b>25</b>	<b>13</b>
<b>Profit/loss before tax</b>		<b>(4 622)</b>	<b>(1 749)</b>
Tax expense			0
<b>Net profit/loss</b>		<b>(4 622)</b>	<b>(1 749)</b>
Non-controlling interests			
<b>Group net profit/loss</b>		<b>(4 622)</b>	<b>(1 749)</b>
Base earnings per share (€)	4.17	(0,7)	(0,3)
Diluted earnings per share (€)		(0,7)	(0,3)
<b>Group net profit/loss</b>		<b>(4 622)</b>	<b>(1 749)</b>
Other comprehensive income			
<b>Total profit/loss for the year</b>		<b>(4 622)</b>	<b>(1 749)</b>

ADOCIA  
INTERIM FINANCIAL STATEMENTS AS OF 6/30/13 UNDER IFRS

<b>CHANGES IN EQUITY (in € thousands)</b>	<b>Number of shares</b>	<b>Capital</b>	<b>Additional paid-in capital</b>	<b>Reserves and profit</b>	<b>Group total equity</b>	<b>Non- controlling interests</b>
	<b>12/31/2011</b>	<b>4 458 710</b>	<b>446</b>	<b>24 038</b>	<b>(20 154)</b>	<b>4 329</b>
Profit/loss for the period				(1 749)	(1 749)	
Capital increase	1 723 066	172	27 190		27 362	
Share-based payments	13 300	1	(1)	37	37	
Other comprehensive income						
Capital increase expenses			(2 024)		(2 024)	
Other			(631)		(631)	
	<b>06/30/2012</b>	<b>6 195 076</b>	<b>619</b>	<b>48 573</b>	<b>(21 868)</b>	<b>27 324</b>
Profit/loss for the period				(4 245)	(4 245)	
Capital increase						
Share-based payments	2 800		(1)	23	22	
Other comprehensive income						
Capital increase expenses			(6)		(6)	
Other			(68)		(68)	
	<b>12/31/2012</b>	<b>6 197 876</b>	<b>619</b>	<b>48 498</b>	<b>(26 090)</b>	<b>23 028</b>
Profit/loss for the period				(4 622)	(4 622)	
Capital increase						
Share-based payments	11 200	1	(1)	(2)	(2)	
Other comprehensive income						
Capital increase expenses						
Other			447	1	448	
	<b>06/30/2013</b>	<b>6 209 076</b>	<b>620</b>	<b>48 944</b>	<b>(30 713)</b>	<b>18 851</b>

STATEMENT OF CASH FLOWS (in € thousands)	06/30/2013	06/30/2012
<b>Net profit/loss</b>	<b>(4 622)</b>	<b>(1 749)</b>
Net depreciation, amortization & provisions (excl. current assets)	229	161
Capital gains and losses on non-current assets		
Calculated income and expenses	43	(29)
<b>Cash flow from operations after cost of net financial debt and tax</b>	<b>(4 349)</b>	<b>(1 618)</b>
Cost of net financial debt		
Tax expense (including deferred taxes)		
<b>Cash flow from operations before cost of net financial debt and tax</b>	<b>(4 349)</b>	<b>(1 618)</b>
Taxes paid		
<b>Change in working capital requirement (including employee benefits)</b>	<b>3 196</b>	<b>5 368</b>
<b>NET CASH FLOW GENERATED BY OPERATING ACTIVITIES</b>	<b>(1 153)</b>	<b>3 750</b>
Acquisitions of property, plant and equipment & intangible assets	(103)	(367)
Disposals of property, plant and equipment & intangible assets		5
Acquisitions of non-current financial assets		
Disposals of non-current financial assets		
Other cash flows related to investing activities	400	(1 000)
<b>NET CASH FLOW RELATED TO INVESTING ACTIVITIES</b>	<b>297</b>	<b>(1 362)</b>
Capital increase		25 338
New loans and reimbursable advances		800
Repayments of loans and reimbursable advances	(400)	(720)
Net financial interest paid		
Other cash flows related to financing activities		
<b>NET CASH FLOW RELATED TO FINANCING ACTIVITIES</b>	<b>(400)</b>	<b>25 418</b>
<b>CHANGE IN NET CASH AND CASH EQUIVALENTS</b>	<b>(1 256)</b>	<b>27 807</b>
Opening cash	30 462	5 905
Closing cash	22 814	33 705

Detailed analysis of changes in working capital requirement (WCR):

<b>WORKING CAPITAL REQUIREMENT (in € thousands)</b>	<b>Change 2013/2012</b>	<b>Variation 2012/2011</b>
Inventories	(15)	3
Trade and similar receivables	313	7 281
Other receivables and advances	(1 868)	(1 775)
Pre-paid expenses / other receivables	96	208
Provision - employee benefits		
Trade and similar payables	606	(752)
Other debt	163	149
Unearned income / other debt	953	953
<b>Change in working capital requirement</b>	<b>(3 196)</b>	<b>5 368</b>

Components of net cash and cash equivalents analyzed by type and reconciliation with the balance sheet:

<b>NET CASH AND CASH EQUIVALENTS</b>	<b>06/30/2013</b>	<b>12/31/2012</b>
<b>(in € thousands)</b>		
Short-term investment securities (due in < 3 months)	19 421	27 581
Cash on hand	3 393	2 881
<b>Net cash and cash equivalents</b>	<b>22 814</b>	<b>30 462</b>

## NOTES TO THE FINANCIAL STATEMENTS AS OF JUNE 30, 2013

*Unless otherwise specified, the amounts presented in these notes are in € thousands*

### 1. PRESENTATION OF BUSINESS ACTIVITY AND MAJOR EVENTS

#### 1.1. INFORMATION ABOUT THE COMPANY AND ITS ACTIVITY

Adocia is a corporation (*société anonyme*) formed under French law on December 22, 2005. It focuses on the research and development of innovative products for the treatment of chronic diseases.

The company has been listed on NYSE Euronext (compartment C) since February 20, 2012.

Adocia's condensed financial statements under IFRS for the period from January 1 to June 30, 2013 were approved for publication by the board of directors on September 4, 2013.

#### 1.2. EVENTS SUBSEQUENT TO THE REPORTING PERIOD

On July 9, 2013, the company received €3.068 million under the research tax credit for expenses incurred in fiscal year 2012, bringing its cash position to €23.5 million at end-August 2013.

In a July 29, 2013 press release, the company announced the end of its collaboration with Eli Lilly. It was mutually decided not to continue the joint research program specified in the license agreement signed in December 2011 giving access to the BioChaperone® technology for the formulation of a fast-acting insulin analog.

Consequently, the company recovered its rights to develop an ultra-fast-acting insulin analog and announced that it intends to actively pursue this project, based on the phase I clinical results obtained in partnership with Eli Lilly.

This event will have an impact on the financial statements for the third quarter of 2013, which will benefit from the recognition as revenue of the unamortized balance of the upfront payment (i.e., €4.6 million in revenue with no cash impact).

### 2. ACCOUNTING METHODS AND PRINCIPLES USED TO DRAW UP THE FINANCIAL STATEMENTS

#### 2.1. PRINCIPLES USED TO DRAW UP THE FINANCIAL STATEMENTS

##### Declaration of compliance

In accordance with EU regulation 1606/2002 of July 19, 2002 on international standards, Adocia's interim financial statements for the period ended June 30, 2013 were prepared according to the standards and interpretations published by the International Accounting Standards Board (IASB) and adopted by the European Union as of the reporting date.

These standards, available on the website of the European Commission ([http://ec.europa.eu/internal\\_market/accounting/ias\\_fr.htm](http://ec.europa.eu/internal_market/accounting/ias_fr.htm)), include the international accounting standards (IAS and IFRS) and the interpretations of the Standing Interpretations Committee (SIC) and the IFRS Interpretations Committee (IFRIC).

### **Principles used to prepare the financial statements**

The interim financial statements were prepared in accordance with international financial reporting standard IAS 34 (condensed interim financial reporting).

They do not include all the information and notes as presented in the year-end financial statements. They should therefore be read in conjunction with the company's financial statements for the year ended December 31, 2012, which are available at [www.adocia.com](http://www.adocia.com).

### **Going concern**

The going concern assumption was used given the company's financial ability (available cash assets) to meet its financing requirements over the next 12 months.

### **Accounting principles and methods**

The accounting principles and methods used by the company for the interim financial statements are the same as those used in the financial statements for the year ended December 31, 2012.

The income recognized at June 30, 2013 (€22,000) following the introduction of the tax credit for competitiveness and employment (CICE) is recorded in the financial statements in accordance with IAS 19 as a deduction from payroll expense.

In addition, the new mandatory texts applicable to fiscal years beginning on January 1, 2013 are as follows:

#### Standards, amendments to standards and interpretations applicable since January 1, 2013:

- Amendments to IAS 1 – Presentation of Financial Statements – presentation of other comprehensive income (applicable to fiscal years beginning on or after July 1, 2012);
- Amendments to IAS 12 – Deferred Tax: Recovery of Underlying Assets (applicable to fiscal years beginning on or after January 1, 2013);
- Amendments to IAS 19 – Employee Benefits - Accounting for defined benefit plans (applicable to fiscal years beginning on or after January 1, 2013);
- Amendments to IFRS 7 – Financial instruments: Disclosures - Offsetting Financial Assets and Financial Liabilities (applicable to fiscal years beginning on or after January 1, 2013);
- IFRS 13 – Fair Value Measurement (applicable to fiscal years beginning on or after January 1, 2013);
- IAS 16 – Property, Plant and Equipment (applicable to fiscal years beginning on or after January 1, 2013).

These new standards are not being developed as part of the interim financial reporting since the impacts are considered immaterial.

Therefore, the amendment to IAS 19 did not give rise to a retroactive restatement given its immaterial impact.

New standards, amendments and interpretations applicable at a later date and adopted by the European Union:

- Amendments to IAS 32 – Financial Instruments: Presentation (applicable to fiscal years beginning on or after January 1, 2014);
- IFRS 10 – Consolidated Financial Statements (applicable to fiscal years beginning on or after January 1, 2014);
- IFRS 11 – Joint Arrangements (applicable to fiscal years beginning on or after January 1, 2014);
- IFRS 12 – Disclosure of Interests in Other Entities (applicable to fiscal years beginning on or after January 1, 2014);
- Revised IAS 27: Separate Financial Statements (applicable to fiscal years beginning on or after January 1, 2014);
- Revised IAS 28 – Investments in Associates and Joint Ventures (applicable to fiscal years beginning on or after January 1, 2014);
- Amendments to IFRS 10, 11 and 12: transitional provisions (applicable to periods beginning on or after January 1, 2013).

The company has not applied these interpretations in advance. None is expected to have a material impact on the financial statements.

## **2.2. USE OF JUDGMENTS AND ESTIMATES**

To prepare the financial statements in accordance with IFRS, certain estimates, judgments and assumptions have been made by the company's management, which may have affected the amounts shown for the assets, liabilities and contingent liabilities as of the date of preparation of the financial statements, and the amounts shown for income and expenses during the year.

These estimates are based on the going concern assumption and on the information available at the time they were made. They are assessed continuously based on past experience and various other factors deemed reasonable which form the basis of the estimates of the carrying amount of the assets and liabilities. The estimates may be revised if the circumstances on which they were based change or as a result of new information. Actual results may differ significantly from these estimates based on different assumptions or conditions.

In preparing these interim financial statements, the main judgments made by management and the main assumptions used are the same as those used to prepare the financial statements for the fiscal year ended December 31, 2012.

## **3. SIGNIFICANT EVENTS**

During the first half of the year, the company intensified its research activity in order to collect the clinical data required to launch three trials planned on type 1 diabetes patients. These trials are scheduled for the second half of the year for the insulin combo, Hinsbet® fast-acting human insulin and ultra-fast-acting insulin analog projects.

In addition, the European Medicines Agency (EMA) issued a positive scientific opinion, confirming that only one European phase III trial for the treatment of diabetic foot ulcers would be required to obtain marketing authorization. The reorganization of the Indian regulatory authority resulted in delays in approving previously submitted applications. The company is therefore still awaiting a response on the launch of the phase III clinical trial.

Lastly, the company strengthened its patent portfolio, having obtained three patents in the United States, including one major patent covering the BioChaperone® projects in clinical development and the filing of two new patents covering innovations in the field of insulin.

#### 4. ADDITIONAL INFORMATION REGARDING CERTAIN BALANCE SHEET AND INCOME STATEMENT ITEMS

##### 4.1. PROPERTY, PLANT AND EQUIPMENT

<b>GROSS AMOUNT</b> (in € thousands)	<b>Laboratory equipment</b>	<b>Fixtures and facilities</b>	<b>Furniture, office equipment</b>	<b>Total</b>
<b>Total value at December 31, 2012</b>	<b>1 439</b>	<b>530</b>	<b>533</b>	<b>2 502</b>
Acquisitions	69	2	23	94
Disposals				0
<b>Total value at June 30, 2012</b>	<b>1 508</b>	<b>532</b>	<b>556</b>	<b>2 596</b>

<b>DEPRECIATION AND IMPAIRMENT</b> (in € thousands)	<b>Laboratory equipment</b>	<b>Fixtures and facilities</b>	<b>Furniture, office equipment</b>	<b>Total</b>
<b>Total value at December 31, 2012</b>	<b>885</b>	<b>323</b>	<b>357</b>	<b>1 565</b>
Additions	109	61	45	215
Reversals/Disposals				0
<b>Total value at June 30, 2013</b>	<b>994</b>	<b>384</b>	<b>402</b>	<b>1 780</b>

<b>NET AMOUNT</b> (in € thousands)	<b>Laboratory equipment</b>	<b>Fixtures and facilities</b>	<b>Furniture, office equipment</b>	<b>Total</b>
<b>Total value at December 31, 2012</b>	<b>554</b>	<b>207</b>	<b>176</b>	<b>937</b>
<b>Total value at June 30, 2012</b>	<b>514</b>	<b>148</b>	<b>154</b>	<b>815</b>

The company owns just one asset financed through leasing with an acquisition cost of €68,000, financed for three years.

##### 4.2. ADDITIONAL INFORMATION REGARDING DEFERRED TAXES

On the basis of the same rules as those of December 31, 2012, the company did not recognize any deferred tax assets as of June 30, 2013.

#### 4.3. RECEIVABLES

<b>TRADE RECEIVABLES</b>	<b>06/30/2013</b>	<b>12/31/2012</b>
<b>(in € thousands)</b>		
Gross amount	3	316
Impairment	0	0
<b>Total net value</b>	<b>3</b>	<b>316</b>

All receivables are not yet due.

#### 4.4. OTHER CURRENT ASSETS

<b>OTHER CURRENT ASSETS</b>	<b>06/30/2013</b>	<b>12/31/2012</b>
<b>(in € thousands)</b>		
Research tax credit	4 891	3 061
VAT claims	923	822
Receivables from suppliers	157	219
Pre-paid expenses	252	348
Miscellaneous	14	15
<b>Total other current assets</b>	<b>6 237</b>	<b>4 465</b>

All other current assets are due in less than one year.

As of June 30, 2013, the research tax credit is estimated on the basis of research expenses incurred as of that date and eligible for the research tax credit.

Pre-paid expenses relate to current expenses.

The miscellaneous item includes social security claims and other receivables.

#### 4.5. CLASSIFICATION AND FAIR VALUE OF FINANCIAL ASSETS

The only financial assets measured at fair value are cash and cash equivalents, which include money market mutual funds in euros, time accounts quoted in an active market and interest-bearing accounts. They therefore constitute level 1 financial assets at fair value.

#### 4.6. EQUITY

For easier cross-reference between periods, the number of shares has been restated to reflect the decision by the shareholders' meeting on October 24, 2011 to approve a 10-for-1 stock split and to grant 10 shares, each with a par value of €0.10, for a previously held share with a par value of €1.

## Share capital

The company was created on December 22, 2005.

	Number of shares (*)	Ordinary shares	Preferred shares - category A	Preferred shares - category B	Nominal amount (euros)
<b>At January 1, 2007</b>	<b>140 000</b>			<b>140 000</b>	<b>1 400 000</b>
10/19/2007 - Capital increase	93 339		93 339		933 390
12/20/2007 - Capital increase	46 668		46 668		466 680
10/22/2009 - Reduction of par value					-2 520 063
10/22/2009 - Capital increase	119 007		119 007		119 007
01/20/2010 - Grant of bonus shares	1 050	1 050			1 050
04/06/2010 - Capital increase	5 424		5 424		5 424
06/06/2010 - Grant of bonus shares	140	140			140
06/18/2010 - Capital increase	1 283		1 283		1 283
12/10/2010 - Capital increase	37 630		37 630		37 630
03/04/2011 - Grant of bonus shares	1 050	1 050			1 050
06/17/2011 - Grant of bonus shares	140	140			140
10/24/2011 - Reduction of par value	4 011 579	21 420	2 730 159	1 260 000	0
12/15/2011 - Grant of bonus shares	1 400	1 400			140
02/14/2012 - Issue of IPO shares	1 592 798	1 592 798			159 280
02/14/2012 - Conversion of preferred shares to ordinary shares		4 433 510	-3 033 510	-1 400 000	0
03/07/2012 - Grant of bonus shares	10 500	10 500			1 050
03/17/2012 - Issue of IPO shares	130 268	130 268			13 027
06/15/2012 - Grant of bonus shares	2 800	2 800			280
12/19/2012 - Grant of bonus shares	2 800	2 800			280
03/26/2013 - Grant of bonus shares	8 400	8 400			840
06/18/2013 - Grant of bonus shares	2 800	2 800			280
<b>At June 30, 2013</b>	<b>6 209 076</b>	<b>6 209 076</b>	<b>0</b>	<b>0</b>	<b>620 907,6</b>

All the shares issued are fully paid-up.

## Stock warrants and stock options

### Bonus shares

Date of shareholders' meeting / Type	No. of rights granted	No. of shares issued	No. of rights canceled	Maximum number of shares to be issued
01/20/2008 - Bonus shares	42 000	(39 900)	(2 100)	
06/06/2008 - Bonus shares	11 200	(5 600)	(5 600)	
12/15/2009 - Bonus shares	5 600	(2 800)		2 800
03/05/2010 - Bonus shares	5 600	(2 800)		2 800
12/07/2010 - Bonus shares	5 600	(1 400)		4 200
<b>At June 30, 2013</b>	<b>70 000</b>	<b>(52 500)</b>	<b>(7 700)</b>	<b>9 800</b>

Compensation in the form of bonus shares

BONUS SHARES - Date of ESM decision Date of grant by the Board of Directors	12/20/2007 01/23/2008				12/20/2007 06/06/2008				12/20/2007 12/15/2009			
	2	3	4	5	2	3	4	5	2	3	4	5
Number of vesting years	No	No	No	No	No	No	No	No	No	No	No	No
Performance condition												
Total number of bonus shares granted	10 500	10 500	10 500	10 500	1 400	1 400	1 400	1 400	1 400	1 400	1 400	1 400
Share value on grant date (euros)	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57
Fair value of a bonus share (euros)	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57
Initial valuation (€ thousands)	90	90	90	90	12	12	12	12	12	12	12	12
<b>Number of bonus shares to be issued at 12/31/2012</b>	-	-	-	<b>10 500</b>	-	-	-	<b>1 400</b>	-	-	<b>1 400</b>	<b>1 400</b>
Number of bonus shares granted												
Number of bonus shares canceled				(2 100)								
Number of bonus shares definitively granted				(8 400)				(1 400)				
<b>Number of bonus shares to be issued at 06/30/2013</b>	-	-	-	-	-	-	-	-	-	-	<b>1 400</b>	<b>1 400</b>
June 2012 accounting expenses (€ thousands)		10				2				7		
June 2013 accounting expenses (€ thousands)		-17				1				4		

BONUS SHARES - Date of ESM decision Date of grant by the Board of Directors	12/20/2007 03/05/2010				12/20/2007 12/07/2010				Total
	2	3	4	5	2	3	4	5	
Number of vesting years	No	No	No	No	No	No	No	No	
Performance condition									
Total number of bonus shares granted	1 400	1 400	1 400	1 400	1 400	1 400	1 400	1 400	64 400
Share value on grant date (euros)	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	
Fair value of a bonus share (euros)	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	
Initial valuation (€ thousands)	12	12	12	12	12	12	12	12	552
<b>Number of bonus shares to be issued at 12/31/2012</b>	-	<b>1 400</b>	<b>1 400</b>	<b>1 400</b>	-	<b>1 400</b>	<b>1 400</b>	<b>1 400</b>	<b>23 100</b>
Number of bonus shares granted									0
Number of bonus shares canceled									(2 100)
Number of bonus shares definitively granted				(1 400)					(11 200)
<b>Number of bonus shares to be issued at 06/30/2013</b>	-	-	<b>1 400</b>	<b>1 400</b>	-	<b>1 400</b>	<b>1 400</b>	<b>1 400</b>	<b>9 800</b>
June 2012 accounting expenses (€ thousands)		6				10			35
June 2013 accounting expenses (€ thousands)		3				6			-2

Dividends

There was no decision on a dividend distribution in the first half of 2013.

Capital management

The company's policy is to maintain a solid capital base in order to safeguard investor and creditor confidence and support future business development.

To this end, a liquidity agreement was signed in March 2012 with Banque BIL (formerly Dexia Securities France). As of June 30, 2013, the company held 27,311 treasury shares (recognized as a deduction from equity) and €348,835.66 in cash was recorded as long-term financial assets.

#### 4.7. FINANCIAL DEBT

<b>FINANCIAL DEBT (in € thousands)</b>	<b>Current</b>	<b>Non-current</b>	<b>Total</b>	<b>Bank overdrafts</b>
Reimbursable advances	84	2 002	2 086	
Other financial debt	12		12	- €
<b>Total financial debt</b>	<b>96</b>	<b>2 002</b>	<b>2 098</b>	<b>- €</b>

##### Reimbursable advances:

<b>REIMBURSABLE ADVANCES</b>	<b>(in € thousands)</b>	<b>Historical cost</b>
<b>Value at December 31, 2012</b>	<b>2 441</b>	<b>2 750 ( C )</b>
Grant during the year	0	
Repayment during the year	(400)	(400)
Discount on grant during the year	0	
Financial expenses	45	0
<b>Value at June 30, 2013</b>	<b>2 086</b>	<b>2 350 ( D )</b>
<i>Long-term portion</i>	2 002	
<i>Short-term portion</i>	84	
	0	

*As part of the osteoporosis project*, the company signed an agreement with Oséo on March 12, 2007 under which it received a reimbursable advance totaling €2,250,000 for the development of a new system for local controlled release of growth factors for bone regeneration. After fulfilling all the technical and financial conditions, the company received the full amount of this assistance in 2010.

As stipulated in the agreement, the company repaid the first installment of €300,000 on April 5, 2012 and the second installment of €400,000 on April 2, 2013. The terms of the agreement stipulated a minimum repayment of the fixed sum of €700,000.

The balance of the advance, i.e., €1,550,000, will be repayable if Oséo recognizes the technical and/or commercial success of the financed project.

*As part of its insulin project*, the company signed an agreement with Oséo on April 25, 2012 under which it received a reimbursable advance of €800,000 for the development of a fast-acting human insulin formulation, including the launch of a phase IIa clinical trial.

After fulfilling all the technical and financial conditions, the company received the full amount of this reimbursable assistance on April 30, 2012.

In the event of technical and/or commercial success, the advance will be repayable in full in accordance with a defined payment schedule.

In the event of technical and/or commercial failure, the terms of the agreement stipulated the repayment of the fixed sum of €280,000, of which €130,000 in 2017 and €150,000 in 2018.

The fair value of the new advance received was determined based on a 3% annual interest rate.

Breakdown of advances by historical cost

( D )	06/30/2013	Less than 1 year	1 to 5 years	More than 5 years
Osteoporosis advance	1 550		1 550	
Insulin advance (2012)	800	0	205	595

Other financial debt

Other financial debt relates to a €68,000 lease financing commitment made in the first half of the year, of which €11,000 was repaid during the period.

#### 4.8. PROVISIONS

PROVISIONS (in € thousands)	Employee benefits	Other long- term provisions	Provisions for risks and charges - less than one year	Total
<b>Value at December 31, 2012</b>	<b>198</b>			<b>198</b>
Additions	15			15
Reversal of used provisions				
Reversal of unused provisions				
<b>Value at June 30, 2013</b>	<b>213</b>			<b>213</b>

#### 4.9. TRADE PAYABLES AND OTHER CURRENT LIABILITIES

The company's current liabilities are as follows:

(in € thousands)	06/30/2013	12/31/2012
Subsidiary accounts	2 017	2 076
Notes payable		
Invoices pending	1 202	1 748
<b>Trade payables</b>	<b>3 219</b>	<b>3 825</b>
Customer credit balances		
Tax and social security liabilities	1 283	1 463
Other debt	29	12
Unearned income	4 683	5 636
<b>Other current liabilities</b>	<b>5 995</b>	<b>7 111</b>
<b>TOTAL CURRENT OPERATING LIABILITIES</b>	<b>9 214</b>	<b>10 936</b>

All trade payables and other current liabilities are payable within less than one year.

Unearned income (€4.6 million) pertained mainly to the restatement of the upfront payment of €7.6 million received from the partner in 2011 following the signing of the license agreement for the development of a new fast-acting insulin analog formulation.

Following the two companies' decision not to pursue their collaboration, this income will be recognized in full as revenue in the third quarter of 2013.

The "Other tax and social security liabilities" line includes accrued tax and social security expenses.

#### 4.10. OPERATING PROFIT/LOSS

<b>INCOME STATEMENT</b> <b>(in € thousands)</b>	<b>Notes</b>	<b>06/30/2013</b>	<b>06/30/2012</b>
Research agreements and license revenue	4.11	905	2 548
Grants, public financing and research tax credit	4.12	1 834	1 559
<b>Income</b>		<b>2 739</b>	<b>4 107</b>
Cost of goods sold		(366)	(439)
Payroll expense	4.14	(2 866)	(2 206)
External charges	4.13	(3 869)	(3 026)
Taxes		(48)	(38)
Depreciation, amortization & provisions	4.15	(238)	(161)
Other current operating income and expenses			
<b>Operating expenses</b>		<b>(7 386)</b>	<b>(5 870)</b>
<b>Profit/loss from ordinary operating activities</b>		<b>(4 647)</b>	<b>(1 762)</b>
Non-recurring operating income and expenses			
<b>Profit/loss from operating activities</b>		<b>(4 647)</b>	<b>(1 762)</b>

Breakdown of expenses by function:

<b>EXPENSES BY FUNCTION</b> <b>(in € thousands)</b>	<b>06/30/2013</b>	<b>06/30/2012</b>
Research and development costs	(6 460)	(5 094)
Administrative costs	(926)	(776)
<b>Operating expenses</b>	<b>(7 386)</b>	<b>(5 870)</b>

Research and development costs are as follows:

<b>RESEARCH AND DEVELOPMENT COSTS</b>	<b>06/30/2013</b>	<b>06/30/2012</b>
<b>(in € thousands)</b>		
Cost of goods sold	(341)	(431)
Payroll expense	(2 350)	(1 817)
External charges	(3 536)	(2 682)
Taxes	(39)	(32)
Depreciation, amortization & provisions	(195)	(132)
<b>Total research and development costs</b>	<b>(6 460)</b>	<b>(5 094)</b>

#### 4.11. REVENUE

<b>REVENUE</b>	<b>06/30/2013</b>	<b>06/30/2012</b>
<b>(in € thousands)</b>		
Research agreements	(47)	1 398
License revenue	953	1 151
Other		
<b>Total</b>	<b>905</b>	<b>2 548</b>

Revenue consists of:

- Under research agreements: revenue generated by research services carried out for partners;
- Under licenses: the impact of the payment in installments, over the specified development period, of the upfront payment owed by Eli Lilly upon signing the agreement.

#### 4.12. OTHER INCOME

<b>OTHER INCOME</b>	<b>06/30/2013</b>	<b>06/30/2012</b>
<b>(in € thousands)</b>		
Project financing	0	109
Research tax credit	1 830	1 445
Other	4	4
<b>Total</b>	<b>1 834</b>	<b>1 558</b>

#### 4.13. OTHER PURCHASES AND EXTERNAL CHARGES

These are mainly in-vivo studies, clinical trials, lease payments and all the company's operating expenses. Clinical trial expenses were first incurred in 2009 with the launch of different phases of clinical trials.

#### 4.14. PAYROLL EXPENSE

Payroll expense is as follows:

<b>PAYROLL EXPENSE</b>	<b>06/30/2013</b>	<b>06/30/2012</b>
<b>(in € thousands)</b>		
Wages and salaries	1 998	1 651
Social contributions	868	555
<b>Total payroll expense</b>	<b>2 866</b>	<b>2 206</b>

<b>STAFF</b>	<b>06/30/2013</b>	<b>06/30/2012</b>
Technicians	36	34
Management personnel	35	31
<b>Total employees</b>	<b>71</b>	<b>65</b>

At June 30, 2013, the company had 25 postdoctoral researchers.  
 Over 80% of employees are assigned directly to research and development activities.

#### 4.15. DEPRECIATION, AMORTIZATION AND IMPAIRMENT LOSSES

Net depreciation, amortization and provisions are as follows:

<b>DEPRECIATION, AMORTIZATION AND IMPAIRMENT</b>	<b>06/30/2013</b>	<b>06/30/2012</b>
<b>(in € thousands)</b>		
Depreciation of property, plant and equipment	212	136
Amortization of intangible assets		0
Depreciation of leased assets	11	11
<b>Depreciation, amortization and provisions for fixed assets</b>	<b>223</b>	<b>147</b>
Provisions for risks and charges (additions)	15	29
Provisions for current assets (additions)		
Reversals		-16
<b>Additions to/Reversals of Depreciation, Amortization and Provisions</b>	<b>238</b>	<b>160</b>

#### 4.16. FINANCIAL INCOME/EXPENSE

The cost of net financial debt is as follows:

<b>FINANCIAL INCOME/EXPENSE</b> <b>(in € thousands)</b>	<b>06/30/2013</b>	<b>06/30/2012</b>
Cash and cash equivalents income	71	74
Interest on conditional advances	(46)	(50)
<b>Cost of net financial debt</b>	<b>25</b>	<b>24</b>
Foreign exchange gains and losses		
Other financial income and expenses		(11)
<b>FINANCIAL INCOME/EXPENSE</b>	<b>25</b>	<b>13</b>

#### 4.17. EARNINGS PER SHARE

	<b>06/30/2013</b>	<b>06/30/2012</b>
<b>Consolidated net profit/loss</b> <b>(in € thousands)</b>	<b>(4 622)</b>	<b>(1 749)</b>
Average number of shares	6 202 517	5 739 704
<b>Net earnings per share (in euros)</b>	<b>(0,7)</b>	<b>(0,3)</b>

Equity instruments outstanding are not included in the calculation of earnings per share since they are considered anti-dilutive given the company's losses over previous fiscal years.

## 5. RELATED PARTIES AND COMPENSATION OF THE CORPORATE OFFICERS

The shareholders' meeting of June 18, 2013 increased the amount of directors' fees allocated to members of the board of directors from €50,000 to €70,000 for fiscal year 2013, and for each subsequent year until the ordinary general meeting of shareholders decides otherwise. The board of directors meeting held on June 18, 2013 set the conditions for allocating directors' fees and limited such fees to independent members of the board.

The amount allocated for the first half of 2013 was therefore €21,000.

Compensation paid to the management and supervisory bodies is as follows:

<b>(in € thousands)</b>	<b>06/30/2013</b>	<b>06/30/2012</b>
Fixed gross compensation (*)	175	102
Variable gross compensation (*)	80	70
Exceptional gross compensation (*)	100	
Benefits in kind	4	4
Directors' fees	21	12
<b>TOTAL</b>	<b>380</b>	<b>188</b>

(\*) In addition to the amount paid to Gérard Soula, compensation includes the amount paid to Olivier Soula for 2013; he was appointed vice-president on December 15, 2012.

## 6. OFF-BALANCE SHEET COMMITMENTS

### Non-cancelable operating lease commitments:

On October 13, 2011, the company signed a commercial lease with the greater Lyon area for a firm term of three years.

At the end of this first period, and in the absence of an appropriate or equivalent offer at the BioParc site in Lyon or elsewhere, proposed at most six months before the end of the lease, this lease will be renewed automatically for another three-year term.

At the end of the first renewal period, the owner will have the option of terminating the lease with six months' notice.

The annual rent is €338,000 not including taxes; provisions for property charges represent an additional €132,000 not including taxes per year.

The rent for 20 parking spaces is €8,026 per year.

Lastly, the company paid a security deposit of €27,269.

1. Responsibility statement in respect of the interim financial report
2. Interim management report
3. 2013 interim financial reporting under IFRS
4. **Statutory auditors' report on the 2013 interim financial reporting**

## **1. Adocia**

### **1.1 PERIOD FROM JANUARY 1 TO JUNE 30, 2013**

**Statutory auditors' report on the interim financial reporting**

**ODICEO**

115, boulevard Stalingrad  
C.S. 52038  
69616 Villeurbanne Cedex  
Corporation with €275,000 in share capital

Statutory Auditor  
Member of the Compagnie  
Régionale de Lyon

**ERNST & YOUNG et Autres**

Tour Oxygène  
10-12, boulevard Marius Vivier Merle  
69393 Lyon Cedex 03  
Simplified joint stock company with variable capital

Statutory Auditor  
Member of the Compagnie  
Régionale de Versailles

## Adocia

**PERIOD FROM JANUARY 1 TO JUNE 30, 2013**

### **Statutory auditors' report on the interim financial reporting**

Dear Shareholders,

Pursuant to the mission entrusted to us by your shareholders' meetings, and in application of Article L.451-1-2 III of the French Monetary and Financial Code (*Code monétaire et financier*), we have:

- performed a review of the accompanying condensed interim financial statements of Adocia for the period from January 1 to June 30, 2013;
- verified the information provided in the interim management report.

These condensed interim financial statements were prepared under the responsibility of the board of directors. It is our task, on the basis of our review, to express a conclusion on these financial statements.

#### **1. Conclusion on the financial statements**

We have conducted our review in accordance with the accounting standards applicable in France. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with professional standards applicable in France and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the condensed interim financial statements are not prepared in all material respects in accordance with IAS 34, a standard of the IFRS as adopted by the European Union applicable to interim financial reporting.

**2. Specific verification**

We also verified the information provided in the interim management report in respect of the condensed interim financial statements subject to our review.

We have no observation to make as to its fairness and consistency with the condensed interim financial statements.

Villeurbanne and Lyon, September 4, 2013

The Statutory Auditors

ODICEO

ERNST & YOUNG et Autres

Sylvain Boccon-Gibod

Sylvain Lauria