ADOCIA
Société Anonyme (Corporation) with a share capital of € 684,076.30
Registered office: 115 avenue Lacassagne – 69003 LYON
LYON Commerce and Companies Registry No.: 487 647 737

ARTICLES OF ASSOCIATION DATED MARCH 31, 2015

This is a free translation into English of the Adocia’s articles of Association issued in the French language for informational purposes only.
ARTICLE 1 – LEGAL FORM

The company was incorporated as a one-member société à responsabilité limitée pursuant to a private deed made in Lyon on 16 December 2005, was then converted into a société par actions simplifiée pursuant to a decision made by the sole shareholder on 31 July 2006 and was then converted into a société anonyme (corporation) with a board of directors pursuant to a decision made by the sole shareholder on 24 October 2011.

The Company shall be governed by the French Commercial Code (livre II) and by these articles of association.

ARTICLE 2 – CORPORATE NAME

The corporate name is:

“ADOCIA”

On all instruments, letter, invoices, announcements, publications and other documents of any nature issued by the Company, the corporate name shall be immediately preceded or followed by the words “société anonyme” or by the acronym “S.A” and the amount of the share capital.

ARTICLE 3 – CORPORATE PURPOSE

The Company pursues the following purposes, whether directly or indirectly, whether in France or abroad:

- the research and development of polymer materials for the preparation of systems for the controlled release of peptides and proteins having a pharmaceutical merit,

- the filing, study, acquisition and grant of all patents, licenses, processes, trademarks and rights protecting specialized knowledge in connection with or in respect to the areas or technologies related to the corporate purpose,

- the design, development, manufacture, distribution, importation, exportation and operation, by all means, of medicines, proprietary medicines and other health-related products.

- the creation, acquisition, rental or business rental of any businesses, leasing, installation or operation of any and all establishments, businesses, plants or workshops related to any or all of the above operations;

- the direct or indirect participation in any and all financial, immovable or movable property transactions and in any civil, commercial or industrial enterprises that may be related to the corporate purpose or to any similar, related or complementary purpose.

ARTICLE 4 – REGISTERED OFFICE

The registered office is located at
The registered office may be transferred to any other place by the Board of Directors subject to the ratification of this decision by the next ordinary shareholder meeting, and elsewhere under a resolution of an extraordinary shareholder meeting.

When a transfer is decided by the Board of Directors, it is authorized to amend the bylaws and to complete the resulting disclosure formalities and deposit, provided that it states that the transfer is subject to ratification referred above.

**ARTICLE 5 – TERM**

The term of the Company was set at 50 years from the date of its registration with the Commerce and Companies Registry, save in the cases of dissolution or extension provided for in these articles of association.

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**TITRE II**

**SHARE CAPITAL AND SHARES**

**ARTICLE 6 – SHARE CAPITAL**

The share capital is 684,216.30 euros.

The share capital is comprised of 6,842,163 fully paid common shares, each with a par value of 10 cents (EUR. 0.10).

**ARTICLE 7 – FORMS OF SECURITIES**

Shareholders may choose to hold their fully paid-up shares in registered or bearer form, subject, however, to application of the legal provisions relating to the form of shares held by certain natural persons or legal entities. Shares that are not fully paid up must be held in registered form.

The shares shall be registered in an account under the terms and conditions specified in the applicable laws and regulations.

Ownership of shares delivered in registered form derives from their registration in a registered account.
ARTICLE 8 – TRANSFERS – IDENTIFICATION OF SECURITIES HOLDERS

8.1 Shares registered in an account may be freely transferred between accounts in accordance with applicable laws and regulations.

8.2 In accordance with applicable laws and regulations, the company may also at any time request from any authorized entity, at its expense, the name or, if a legal entity, the company name, nationality and address of the holders of securities which grant immediately or in the future a voting right at the company’s shareholders’ meetings, as well as the number of securities held by each of them and any restrictions which that affect these securities.

ARTICLE 9 – RIGHTS AND OBLIGATIONS OF THE SHARES

The rights and obligations of a share will not change regardless of who the owner is, and any transfer will include the transfer of all accrued but unpaid dividends, as well as those dividends which will accrue in the future and, if appropriate, a percentage of reserves and provisions.

Title to a share will ipso facto constitute the owner’s acceptance of these articles of incorporation and by-laws, as well as the decisions reached at shareholders’ meetings.

Except as otherwise provided by law, and with the exception of the double voting right provided for below, each shareholder will have as many voting rights and may vote as often at meetings as the number of paid-up shares he owns. If par value is identical, and except for the double voting right provided for below, each equity or dividend share grants a right to one vote.

A voting right which is double that of other shares compared to the portion of stated capital which they represent will be granted to all fully paid-in shares (regardless of class) for which a by-name registration can be shown for at least two years in the name of the same shareholder, provided that the conversion of preferred shares into common shares will not have any impact on the calculation of the ownership period. This right will also be granted upon issuance if a capital increase by incorporation of reserves, income or issue premiums is completed using registered shares issued at no cost to a shareholder in a quantity equal to the number of former shares for which said shareholder already had this right.

Any shareholder may, by certified letter, return receipt requested sent to the Company, temporarily or definitively waive all or part of his double voting rights. This waiver will enter into effect on the third day after the company receives the waiver letter.

Each share grants a right to the company’s assets, a share of its income, and the liquidation bonus in proportion to the number and par value of existing shares.

Whenever it is necessary to own multiple shares, whether preferred or not, or securities to exercise any right whatsoever, the shareholders or holders of securities will be personally responsible for grouping the necessary number of shares or securities.

ARTICLE 10 – PAYING FOR SHARES

The amounts that must be paid in cash for shares subscribed for pursuant to a capital increase must be paid as specified at a special shareholders’ meeting.

The initial payment may not be less than (i) upon formation, one half, and (ii) when a capital increase is completed, one fourth of the par value of shares; it must include any share premium.
Payment of the remainder may be called by the board of directors on one or more occasions within five years after the closing date of the capital increase.

Each shareholder must be notified of the amounts called and the date on which the corresponding amounts must be paid at least fifteen days prior to the due date.

Any shareholder who does not make payments when due on the shares he holds will owe, by operation of law and without prior formal notice, the company late-payment interest calculated on a daily basis, based on a 365-day year, after the due date at the legal rate for commercial matters, plus three percent, without prejudice to any claim by the company against the defaulting shareholder and the compelled enforcement steps provided for by law.

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TITRE III

MANAGEMENT OF THE COMPANY

ARTICLE 11 – BOARD OF DIRECTORS

11.1 Composition

The company shall be administered by a board composed of natural persons or legal entities whose number shall be determined by the ordinary shareholders’ meeting within the limits of the law.

Any legal entity may, upon appointment, designate a natural person as permanent representative to the board of directors. The permanent representative’s term of office shall be the same as that of the legal-entity director that he or she represents. If the legal entity dismisses its permanent representative, it shall immediately appoint a replacement. The same provisions shall apply in the event of the death or resignation of the permanent representative.

Directors are appointed for a three-year term, which shall expire at the close of the ordinary shareholders’ meeting called to approve the financial statements for the previous fiscal year and held in the year in which the term of said director expires.

Directors may be reappointed; they may be dismissed at any time by decision of the shareholders’ meeting.

Should one or more directorships become vacant due to death or resignation, the board of directors may make provisional appointments between two shareholders’ meetings.

Appointments made by the board pursuant to the above paragraph shall be subject to approval by the next ordinary shareholders’ meeting.

The absence of such approval shall not affect the validity of the board’s prior resolutions and acts.

When the number of directors falls below the legal minimum, the remaining directors shall immediately call an ordinary shareholders’ meeting so as to fill the vacant positions on the board.

An employee of the company may be named director. His or her employment contract must, however, correspond to actual employment. In that case, he or she shall not lose the benefit of his or her employment contract.
The number of directors bound to the company by an employment contract may not exceed one-third of directors in office.

The number of directors over the age of 70 may not exceed one-third of directors in office. When this limit is exceeded during a term of office, the oldest director shall be considered to have automatically resigned at the close of the next shareholders’ meeting.

11.2. Executive management

The board of directors appoints, among its members, the chairman of the board who should be a natural person. It defines the term of his office (which may not exceed his term as a directors) and may dismiss him at any time. The board of directors determines the compensation of the chairman.

The Chairman organizes and manages the activities of the board of directors, and reports them to the shareholders’ meeting. It ensures the proper governance of the company and ensures, in particular, that the directors are able to fulfill their mission.

The chief executive officer may not be more than 75 years old. If the chief executive officer reaches that age, he or she shall be considered to have automatically resigned. His or her term of office may be extended, however, to the next meeting of the board of directors, during which a new chief executive officer shall be appointed. Subject to this provision, the chairman of the board may always be reelected.

ARTICLE 12 – MEETINGS OF THE BOARD OF DIRECTORS

12.1 The board of directors shall meet as often as the interests of the company so require.

12.2 The chairman shall call directors to meetings of the board. This may be done by any means, whether in writing or verbally.

The chief executive officer may also ask the chairman to call a meeting of the board of directors to consider a specific agenda.

Additionally, directors representing at least one-third of the members of the board may validly call a board meeting. In that case, they must specify the meeting agenda.

When a works council has been formed, the representatives of this council, appointed in accordance with the provisions of the French labor code (Code du travail), shall be called to all meetings of the board of directors.

Meetings of the board shall be held either at the registered office or at any other location in France or abroad.

12.3 Decisions of the board shall be valid only if the number of members in attendance is at least equal to half the members.

Decisions of the board of directors shall be made by a majority of votes; in the event of a tie, the chairman of the meeting shall cast the deciding vote.

12.4 The board of directors may adopt its own rules of procedure which may specify, in particular, that directors attending the meeting by means of videoconferencing or other telecommunications equipment in accordance with existing regulations shall be deemed present for the purposes of calculating a quorum and a majority. This provision shall not apply to the adoption of the decisions referred to in Articles L. 232-1 and L. 233-16 of the French commercial code.
12.5 Directors shall receive the information required to fulfill their duties and mandates and may request all documents they deem necessary.

12.6 Any director may authorize, by letter, telegram, telex, fax, email or any other means of remote transmission, another director to represent him or her at a board meeting, but each director may only hold one proxy during a meeting.

12.7 Copies or extracts of the deliberations of the board of directors shall be duly certified by the chairman of the board of directors, the chief executive officer, the director temporarily delegated to perform the duties of chairman or a duly authorized proxy holder.

**ARTICLE 13 – POWERS OF THE BOARD OF DIRECTORS**

The board of directors shall set the company’s business strategy and oversee its implementation. Subject to the powers expressly granted to shareholders’ meetings and within the limit of the corporate purpose, it shall consider all issues relating to the company’s operations and make decisions on matters affecting the company.

In its relations with third parties, the company shall be bound even by acts done by the board of directors that are not within the corporate purpose, unless it can prove that the third party knew that the act was outside this purpose or could not in view of the circumstances have been unaware of it; disclosure of the bylaws shall not of itself be sufficient proof thereof.

The board of directors shall perform the audits and verifications it deems appropriate.

Furthermore, the board of directors shall exercise the special powers granted to it by law.

**ARTICLE 14 – EXECUTIVE MANAGEMENT**

14.1 The chairman of the board of directors, or another natural person appointed by the board of directors and holding the position of chief executive officer, shall oversee the executive management of the company, which is under his or her responsibility.

The chief executive officer shall have extensive powers to act in all circumstances on behalf of the company. He or she shall exercise his or her powers within the limit of the corporate purpose and subject to those expressly granted by law to shareholders’ meetings and the board of directors.

He or she shall represent the company in its relations with third parties. The company shall be bound even by acts done by the chief executive officer that are not within the corporate purpose, unless it can prove that the third party knew that the act was outside this purpose or could not in view of the circumstances have been unaware of it; disclosure of the bylaws shall not of itself be sufficient proof thereof.

The chief executive officer may not be more than 75 years old. If the chief executive officer reaches that age, he or she shall be considered to have automatically resigned. His or her term of office may be extended, however, to the next meeting of the board of directors, during which a new chief executive officer shall be appointed.

When the chief executive officer is a director, his or her term of office may not exceed his or her term as director.
The board of directors may dismiss him or her at any time. If the decision to dismiss is made without just cause, it may give rise to damages, except when the chief executive officer assumes the duties of chairman of the board of directors.

14.2 By simple decision made by a majority of votes of directors present or represented, the board of directors shall choose between the two methods of executive management referred to in the first subparagraph of the paragraph.

Shareholders and third parties shall be informed of this decision in accordance with legal and regulatory conditions.

The decision so made by the board of directors shall remain in effect until the board decides otherwise or, at its discretion, for the term of office of the chief executive officer.

When the chairman of the board of directors is responsible for the executive management of the company, the provisions applicable to the chief executive officer shall apply to him or her.

In accordance with Article 706-43 of the French code of criminal procedure, the chief executive officer may validly authorize any person of his or her choice to represent the company in criminal proceedings that may be brought against it.

14.3 On the proposal of the chief executive officer, the board of directors may empower one or more natural persons to assist the chief executive officer as vice-president.

In conjunction with the chief executive officer, the board of directors shall determine the scope and duration of the powers granted to the vice-president. The board of directors shall determine their compensation. When a vice-president is a director, his or her term of office may not exceed his or her term as director.

The vice-presidents shall have the same powers with respect to third parties as the chief executive officer; in particular, the vice-presidents may engage in legal proceedings.

There may not be more than five vice-presidents.

The vice-president(s) may be dismissed at any time by the board of directors, on the proposal of the chief executive officer. If the decision to dismiss is made without just cause, it may give rise to damages.

Vice-presidents may not be more than 65 years old. If a vice-president in office reaches that age, he or she shall be considered to have automatically resigned. His or her term of office may be extended, however, to the next meeting of the board of directors, during which a new vice-president may be appointed.

When the chief executive officer ceases to perform his or her duties or is prevented from doing so, the vice-president(s) shall continue to fulfill their roles and responsibilities, unless the board of directors decides otherwise, until a new chief executive officer is appointed.

**ARTICLE 15 – BOARD OBSERVERS**

The ordinary shareholders’ meeting may, on the proposal of the board of directors, appoint board observers (*censeurs*). The board of directors may also appoint them directly, subject to approval by the next shareholders’ meeting.

The board observers, who may not number more than five, shall form a board. They shall be selected freely for their expertise.
They shall be appointed for a three-year term expiring at the close of the ordinary shareholders’ meeting called to approve the financial statements for the previous fiscal year.

This advisory board shall consider matters submitted by the board of directors or its chairman for its opinion. Board observers shall attend meetings of the board of directors and take part in deliberations only in an advisory capacity; their absence shall not, however, affect the validity of the deliberations.

They shall be called to meetings of the board under the same conditions as directors.

The board of directors may pay board observers compensation out of the amount of directors’ fees allocated to directors by the shareholders’ meeting.

**ARTICLE 16 – AGREEMENTS SUBJECT TO AUTHORIZATION**

16.1. Sureties, endorsements and guarantees issued by the Company must be approved by the Board as provided for by law. Security interests, endorsements and guarantees issued by the company must be authorized by the board of directors as provided for by law.

16.2. Agreements made directly or indirectly between the Company and the Chairman, any of the officers and one of the shareholders holding a fraction of the voting rights in excess of 10% or, in the case of a company which is a shareholder, the company controlling the said company within the meaning of Article L.233-3 of the French Commercial Code, shall be subject to review by the shareholders in accordance with the terms set forth in Article L.227-10 of the French Commercial Code.

The same shall apply to agreements in which any of the persons specified in the prior paragraph have an indirect interest.

Agreements concluded by the company and an enterprise, if the general manager, one of the deputy general directors or one of the directors of the company is an owner, partner with unlimited liability, manager, director, member of the supervisory board or, in general, an officer of said enterprise are also subject to prior authorization.

The prior authorization of the board of directors will be required as provided for by law.

The foregoing provisions do not apply to agreements covering current transactions concluded under normal terms and conditions. However, notice of such agreements must be given by the interested party to the chairman of the board of directors unless, given their purpose or financial implications, they are not material for any of the parties. A list with the purpose of said agreements must be submitted by the chairman to the members of the board of directors and the auditor.

**ARTICLE 17 – PROHIBITED AGREEMENTS**

Directors other than legal entities may not take out loans in any form whatsoever from the company, allow said company to make shareholder or other advances to them, or issue endorsements or guarantees of their undertakings to third parties.

The same prohibition applies to the general manager, deputy general managers and permanent representatives of legal entity directors. It applies also to the spouses, ascendants and descendants of the persons listed in this article, as well as to any intermediary.
ARTICLE 18 – STATUTORY AUDITORS

In accordance with applicable legal rules, the company will be audited by one or more deputy Statutory Auditors which meet statutory eligibility requirements. If said legal requirements are met, the company must appoint at least two auditors.

Each auditor is appointed at an ordinary general meeting.

The ordinary general meeting shall appoint one or more deputy statutory auditors to replace the current auditors in the event of refusal, impediment, resignation or death.

If an auditor is not appointed at an ordinary general meeting of shareholders, any shareholder may apply to a court to have one designated and the chairman of the board must be duly notified. The term of an auditor appointed by a court will end with the ordinary general meeting of shareholders that appoints one or more auditors.

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TITRE IV

SHAREHOLDERS MEETINGS

ARTICLE 19

Shareholders’ meetings shall be called and held under the conditions set by law.

When the company wishes to call a meeting by electronic means of communication rather than by mail, it must obtain the prior approval of the shareholders concerned, who shall provide their email address.

Meetings shall be held at the registered office or at any other location specified in the notice of meeting.

The right to attend meetings shall be governed by applicable laws and regulations and shall be subject, among others, to registration of the securities in the name of the shareholder or registered intermediary by midnight, Paris time, on the third business day prior to the meeting, either in the registered securities accounts held by the company or in bearer share accounts held by the authorized intermediary.

If a shareholder is unable to attend the meeting in person, he or she may choose one of the following three options:
- appoint a proxy under the conditions permitted by law and by regulation,
- vote by mail, or
- send a proxy to the company without naming an agent, under the conditions specified by law and by regulation.

The board of directors may, under the conditions specified by the applicable laws and regulations, arrange for shareholders to attend the meetings and vote by videoconference or by means of telecommunications that permit them to be identified. If the board of directors decides to implement this option for a specific meeting, this decision by the board is stated in the notice of meeting and/or notification to attend. Shareholders attending meetings by videoconference or by any of the other means of telecommunications referred to above, at the board of directors’ discretion, shall be deemed present for the purposes of calculating a quorum and a majority.
Meetings shall be chaired by the chairman of the board of directors or, in his or her absence, by the chief executive officer, a vice-president if he or she is also a director, or a director specially appointed for that purpose by the board. Otherwise, the meeting shall elect its own chairman.

The duties of teller (scrutateur) shall be performed by the two members of the meeting who are present, have agreed to perform these duties and have the most votes. The meeting officers (bureau) shall appoint the secretary, who need not be a shareholder.

An attendance sheet shall be drawn up under the conditions specified by law.

The proceedings of the ordinary shareholders’ meeting, when first convened, shall only be valid if shareholders present or represented own at least one-fifth of shares with voting rights. The proceedings of the ordinary shareholders’ meeting, when convened a second time, shall be valid regardless of the number of shareholders present or represented.

The resolutions of the ordinary shareholders’ meeting shall be adopted by a majority of votes of shareholders present or represented.

The proceedings of the extraordinary shareholders’ meeting, when first convened, shall only be valid if shareholders present or represented own at least one-quarter of shares with voting rights. The proceedings of the extraordinary shareholders’ meeting, when convened a second time, shall be valid only if shareholders present or represented own at least one-fifth of shares with voting rights.

The resolutions of the extraordinary shareholders’ meeting shall be adopted by a two-thirds majority of shareholders present or represented.

Copies or extracts of the minutes of the meeting shall be duly certified by the chairman of the board of directors, by a director performing the duties of the chief executive officer or by the meeting secretary.

Ordinary and Extraordinary Shareholders meetings exercise their respective powers under the conditions specified by law.

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TITRE V

ANNUAL RESULTS

ARTICLE 20 ~ FINANCIAL YEAR

The financial year lasts twelve months and commences on 1 January and ends on 31 December of each year.

ARTICLE 21 ~ PROFITS - STATUTORY RESERVE FUND

From the profits for the financial year, less, where applicable, any earlier losses, there is deducted at least 5% in order to constitute the statutory reserve fund. Such deduction ceases being mandatory when the reserve fund reaches one tenth of the share capital. Such deduction resumes when, for any reason, the statutory reserve has become less than the said one tenth threshold.

Profits available for distribution consist in the profits for the financial year, less any earlier losses and amounts brought to reserves pursuant to provisions of law and the articles of association, plus any retained earnings
ARTICLE 22 – DIVIDENDS

If the financial statements for the fiscal year, as approved by the shareholders’ meeting, show that there are distributable earnings, the shareholders’ meeting shall decide to allocate them to one or more reserve accounts whose allocation or use it controls, to carry them forward or to distribute them as dividends.

Having acknowledged the existence of reserves at its disposal, the shareholders’ meeting may decide to distribute amounts from these reserves. In that case, the resolution shall expressly specify the reserve accounts from which these payments shall be drawn. However, dividends shall first be drawn from distributable earnings.

The shareholders’ meeting or, alternatively, the board of directors shall set the conditions under which dividends are paid.

However, dividends must be paid no later than nine months after the close of the fiscal year.

The shareholders’ meeting called to approve the financial statements for the fiscal year may give each shareholder, for all or part of the dividend paid, the choice between receiving the dividend in cash or in shares.

Similarly, the ordinary shareholders’ meeting, acting in accordance with the conditions specified in Article L. 232-12 of the French commercial code, may grant each shareholder an interim dividend and, for all or part of said interim dividend, may give him or her the choice between receiving the interim dividend in cash or in shares;

L’offre de paiement en actions, le prix et les conditions d’émission des actions ainsi que la demande de paiement en actions et les conditions de réalisation de l’augmentation de capital seront régis par la loi et les règlements.

When a balance sheet, prepared during or at the end of the financial year and certified by the Statutory Auditor, shows that the Company has made a profit, since the end of the previous financial year, after creating all necessary amortization, depreciation and provision expenses, and after deducting where applicable any earlier losses and any amounts to be posted to reserves pursuant to provisions of law or the articles of association and taking into account retained earnings, then interim dividends may be paid prior to the approval of the financial statements for the financial year. The amount of the said interim dividends may not exceed the amount of the profits so defined. In this case, the Board may not use the option described in paragraphs above.

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TITRE VI

DISSOLUTION - LIQUIDATION

ARTICLE 23 - DISSOLUTION - LIQUIDATION

The Company may be dissolved at any time by a collective decision of the shareholders
ARTICLE 24 – LOSS OF ONE HALF OF STATED CAPITAL

If due to losses recorded in the accounting records, the company’s owners’ equity falls to less than one half of stated capital, the board of directors must call a special shareholders’ meeting to decide on whether to dissolve the company in advance within four months after approval of the financial statements that show said loss.

If dissolution is not approved, no later than the close of the second fiscal year following that during which the losses took place and subject to legal provisions governing the minimum capital of the French corporations and if owners’ equity has not been reconstituted to at least half of stated capital within said period, the capital must be reduced by no less than the losses which were not allocated to reserves.

If a shareholders’ meeting is not held or if said meeting could not validly deliberate, any interested party may request a court to dissolve the company.

ARTICLE 25 – EFFECTS OF DISSOLUTION

The company will be in liquidation as soon as dissolved for any reason whatsoever. It will continue to legally exist for liquidation purposes until the liquidation has been completed.

Throughout the term of liquidation, the shareholders will retain the same authority as during the life of the company.

Shares will remain negotiable until the liquidation has been completed.

The dissolution of the company will only be binding on third parties as of the date on which it is published in the Trade and Companies Registry.

ARTICLE 26 – APPOINTMENT OF LIQUIDATORS - AUTHORITY

Upon expiration of the term of the company or in the event of dissolution in advance, the shareholders will determine the mode of liquidation and appoint one or more liquidators the authority of whom it will determine and who will perform their duties in accordance with the law. The appointment of liquidators terminates the duties of the directors, the chairman, the general manager and deputy general managers.

ARTICLE 27 – LIQUIDATION - COMPLETION

After settling all liabilities, the remaining assets will first be used to pay shareholders the unredeemed capital that they paid on their shares.

The balance, if any, will be distributed among all shares.

A shareholders’ meeting will be called to terminate liquidation by voting on the final financial statements, the release of the liquidators for their management and to discharge them from their duties, and to formally acknowledge completion of the liquidation.
The completion of the liquidation is published in accordance with the law.

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TITRE VII
NOTICES

ARTICLE 28

Any notices provided for in these articles of incorporation and by-laws must be given by certified letter, return receipt requested, or by non-judicial instrument. Simultaneously, a copy of the notice must be sent to its addressee by regular mail.

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