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1 Welcome to the shareholders’ meeting

Dear Sir / Madam, Dear Shareholder,

The Shareholders are informed that our Annual Ordinary General Meeting will be held on November 9, 2018 at 10:30 am at Adocia Head Office, 115 avenue Lacassagne, 69003 Lyon.

This meeting follows up on the new provisions introduced by the Sapin 2 law and related to the vote of the ordinary general meeting of shareholders on the remuneration of executive officers of listed companies. This new system includes a vote, called ex post, required each year. No variable compensation or bonus may be paid to executive corporate officers until the general meeting of shareholders has decided on the elements of remuneration due or awarded for the year in question, as determined by the Board of Directors, in accordance with the principles and criteria approved by the general meeting of shareholders of the Company under the ex ante vote.

We remind you that at the end of 2017, the Company's management adopted a prudent remuneration policy characterized by a freezing of remuneration and the absence of variable bonuses for all employees of the Company. The efforts made throughout 2017 finally paid off in 2018 and a strategic alliance was signed with the Chinese company Tonghua Dongbao. This partnership has a significant and positive impact on the Company’s financial position and also gives it new opportunities for development and growth.

In this context, it was decided to proceed to the payment of variable remuneration to all salaried staff at the end of June. It is now proposed that Messrs. Gérard Soula, Chief Executive Officer, and Olivier Soula, R & D Director and Deputy Chief Executive Officer, also benefit from the payment of variable compensation that fully meets the criteria and principles approved at the General Meeting. It should be noted that the amounts proposed for payment are the same as those paid in 2017 for the performance of the year 2016. You will find in this booklet the text of the resolutions submitted for your approval.

The various methods of participation in the Shareholders’ Meeting and the application form for documents and information provided for in Article L. 225-88 of the French Commercial Code are also attached to this document.

We thank you for your trust.

Board of Directors
2 Agenda

Items on the agenda presented to the shareholders’ meeting

- Reading of the management report of the Board of Directors',
- approbation du versement d’une rémunération variable au président directeur général, Monsieur Gérard Soula,
- approbation du versement d’une rémunération variable au directeur général délégué, Monsieur Olivier Soula.

3 Resolutions

First resolution
Approval of the payment of a variable compensation to the Chief Executive Officer, Mr. Gérard Soula

The general meeting, ruling under the conditions of quorum and majority required for ordinary general meetings,

after having recalled that the general meeting of shareholders of the Company held on May 17, 2018 has, in the terms of its seventh resolution, approved the principles and criteria for determining, distributing and allocating fixed, variable and exceptional components of the total compensation and benefits of any kind presented in the aforementioned report and attributable to the financial year 2018 to Mr. Gérard Soula, Chief Executive Officer, as set out in the Registration Document 2017, chapter 3 "corporate governance", section 3.2.4 "Element subject to the vote of the shareholders pursuant to the provisions of Article L. 225-37 of the Commercial Code",

recognizing that under the terms of the said principles, Mr. Gérard Soula may be awarded variable compensation to reward a particular performance with a major impact on the development of the Company,

after acknowledging the report of the board of directors,

pursuant to the provisions of paragraph II of Article L. 225-100 of the French Commercial Code,

approves the payment to Mr. Gérard Soula, Chairman and Chief Executive Officer, of a variable remuneration of a gross amount of € 225,000, of which remuneration will be paid after this meeting.

Second resolution
Approval of the payment of a variable compensation to the Deputy Chief Executive Officer, Mr. Olivier Soula

The general meeting, ruling under the conditions of quorum and majority required for ordinary general meetings,

after having recalled that the general meeting of shareholders of the Company held on May 17, 2018 has, in the terms of its seventh resolution, approved the principles and criteria for determining, distributing and allocating fixed, variable and exceptional components of the total compensation and benefits of any kind presented in the aforementioned report and attributable to the financial year 2018 to Mr. Olivier Soula, Director of R&D, and Deputy Chief Executive Officer, as set out in the Registration Document 2017, chapter 3 "corporate governance", section 3.2.4 "Element subject to the vote of the shareholders pursuant to the provisions of Article L. 225-37 of the Commercial Code",

recognizing that under the terms of the said principles, Mr. Olivier Soula may be awarded variable compensation to reward a particular performance with a major impact on the development of the Company,

after acknowledging the report of the board of directors,

pursuant to the provisions of paragraph II of Article L. 225-100 of the French Commercial Code,

approves the payment to Mr. Olivier Soula, with respect to his salaried employee duties, Deputy Chief Executive Officer, of a variable remuneration of a gross amount of € 130,000, of which remuneration will be paid after this meeting.
4 Prior formalities

The Shareholders’ meeting is composed of all shareholders, regardless the number of shares held.

In accordance with Article R.225-85 of the Commercial Code, it is justified for a shareholder to participate to the general shareholder meeting if he can provide proof of his account registration in his name no later than the second day preceding the meeting at midnight, Paris time (ie November 7, 2018 at midnight, Paris time).
5 Different ways to participate in the Shareholders’ meeting

Shareholders who may wish to attend the Shareholders meeting could ask for an admission card as followed:

For registered shareholders:

- present themselves the day of the meeting directly to the registration desk with a proof of identity,
- or ask for an admission card at the following address:

  **BNP Paribas Securities Services**  
  CTS Assemblées Générales  
  Les Grands Moulins de Pantin  
  9, rue du Débarcadère  
  93761 Pantin Cedex.

For bearer shares:

Request an admission card from the financial intermediary that manages their securities account.

Shareholders not attending the Meeting in person and wishing to vote by mail or be represented by giving proxy to the chairman of the shareholders’ meeting, or to their spouse or to the partner with whom he entered into a civil partnership could:

For registered shareholders:

Send back the voting form that will be attached to the notice, to the following address:

  **BNP Paribas Securities Services**  
  CTS Assemblées Générales  
  Les Grands Moulins de Pantin  
  9, rue du Débarcadère  
  93761 Pantin Cedex.

For bearer shares:

Request the voting form from the financial intermediary that manages their securities account at the date of convening the meeting. The single voting form or proxy must be accompanied by a certificate of participation issued by the financial intermediary and sent to the following address:

  **BNP Paribas Securities Services**  
  CTS Assemblées Générales  
  Les Grands Moulins de Pantin  
  9, rue du Débarcadère  
  93761 Pantin Cedex.
To be recorded, the voting form or proxy must have been received by the Company or by the Département des titres at BNP Paribas Securities Services, at the latest three days before the Date of the Shareholders meeting, ie November 6, 2018.

Shareholders could obtain the documents in accordance with the applicable law, within the applicable delays, in accordance with the provisions of Article R.225-81 and R.225-83 of the French Commercial Code, by simple request sent to :

**BNP Paribas Securities Services**  
CTS Assemblées Générales  
Les Grands Moulins de Pantin  
9, rue du Débarcadère  
93761 Pantin Cedex.

In accordance with the provisions of R.225-79 of the French commercial code, the appointment or revocation of a proxy can also be made by electronic way, following the below procedures :

**For registered shareholders** :

The shareholder must send an email to the following address: **paris.bp2s.france.cts.mandats@bnpparibas.com**. This email must contain the following information: Name of the Company concerned, meeting date, name, number and address of the principal registered current account, if any, and the name and address if possible agent.

The shareholder must necessarily confirm his request on PlanetShares / My Shares or PlanetShares / My Plans by connecting with their usual username and clicking on the “My space shareholder - My general meetings” and then clicking the button “Assign or revoke a mandate.”

**For bearer shares** :

The shareholder must send an email to the following address: **paris.bp2s.france.cts.mandats@bnpparibas.com**. This email must contain the following information: Name of the Company concerned, meeting date, name, address, bank details of the client as well as the name and address of the representative, if possible.

The shareholder must necessarily ask the financial intermediary who manages his trading account to send a written confirmation:

**BNP Paribas Securities Services**  
CTS Assemblées Générales  
Les Grands Moulins de Pantin  
9, rue du Débarcadère  
93761 Pantin Cedex.

Only notifications of appointment or revocation of proxies should be sent to the email address mentioned above, any other application or notification on another object cannot be taken into account and / or treated.

In order that the appointment or revocation of proxies by electronic means can be properly taken into account, confirmation must be received no later than the day before the meeting at 15:00 (Paris time). Designations or revocations of proxies paper must be received no later than 3 calendar days before the date of the meeting.
To personally attend the meeting:
Check box A.

To vote by post:
Check here and then fill in the boxes next to any resolutions with which you are not in agreement

Do not forget to fill in the "Amendments and new Resolutions" box

To give your proxy to the Chairman:
Check here, date and sign at the bottom of the form without completing.

To give your proxy to a person named:
Check here and fill in the details of this person.
Written questions from shareholders

As per Article R.225-84 of the French Commercial Code, each shareholder may submit a question in writing to the Board of Directors, this question being treated during the shareholders meeting.

Questions should be sent by registered mail with return receipt to the following address:

ADOCIA
115, avenue Lacassagne
69003 Lyon

Or electronic communication to the following address: ag2018@adocia.com.

The written question must be sent no later than the fourth business day preceding the date of the general meeting and must imperatively be accompanied by a certificate of attendance in order to be treated.

Documents made available to shareholders

All documents and information referred to in Article R.225-73-1 of the Commercial Code will be published at least twenty-one day before the meeting (October 19, 2018) on the Company’s website: www.adocia.com.

To obtain information

You will find in this guide the resolutions submitted to your approval.

In addition, you may request to sending of the 2017 annual report, the reference document filed with the french Autorité des Marchés Financiers, also available on the Company’s website: www.adocia.com.

To have this information sent to you, just complete the form entitled « request for documents and information on the following page

You will also obtain all the necessary documents about the shareholders’ meeting on our website or our Head Office.
REQUEST FOR DOCUMENTS AND INFORMATIONS AS LISTED IN THE ARTICLES R. 225-81 ET R. 225-83 OF FRENCH COMMERCIAL CODE

I the undersigned,

Surname(or Company Name) : ____________________________________________

First name : ___________________________________________________________

Address : ______________________________________________________________

________________________________________________________________________

Holder of ___________ shares :

☐ registered shares,

☐ bearer shares registered accounts in bank/authorized financial intermediary (1) : __________________________

________________________________________________________________________

Would like to receive the documents or information provided for under Article R225-83 of the French Commercial Code at the address indicate above.

Signed in _____________________, On ____________ 2018

Signature :

NOTA : Pursuant to Article R 225-88 of the French Commercial Code, shareholders owning registerd shares may may submit a sigle request to the company, to receive above documents and information for all future Shareholders’ meetings

This form should be returned to BNP Paribas Securities Services :

CTS Assemblées Générales
Grands Moulins de Pantin
9 rue du Débarcadère
93761 Pantin Cedex

Or to the intermediary responsible for managing your share account.

(1) Exact indication of the bank, financial institution or broker maintaining the share account (the applicant will prove his status as shareholder by submitting a recent share ownership certificate provided by the authorized intermediary).