

*This is a free translation of the Adocia's notice of meeting serving as convocation issued in the French language, for informational purposes only.*

## **ADOCIA**

French Société anonyme with a share capital of € 691 684.40  
Headquarters: 115 avenue Lacassagne - 69003 Lyon  
487 647 737 R.C.S. Lyon

### REPORT OF THE BOARD OF DIRECTORS AT THE ORDINARY GENERAL MEETING NOVEMBER 9, 2018

Ladies and gentlemen,

You have been invited to an Ordinary General Assembly to decide on the following agenda:

- approval of the payment of variable compensation to the Chief Executive Officer, Gérard Soula,
- approval of the payment of variable compensation to the Deputy Chief Executive Officer, Olivier Soula.

We remind you that the General Meeting of the shareholders of the Company held on May 17, 2018 has, in the terms of its seventh and eighth resolutions, approved the principles and criteria for determining, allocating and distributing fixed, variable and exceptional components of the total compensation and benefits of all kinds presented in the aforementioned report and attributable to the financial year 2018 to Gérard Soula, Chief Executive Officer, and to Olivier Soula, Director of R & D and Deputy Chief Executive Officer, as set out in the 2017 Registration Document, 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 French Commercial Code".

Under the terms of these principles, Gérard Soula and Olivier Soula may be awarded variable compensation to reward a particular performance having a major impact on the development of the Company.

In accordance with the provisions of paragraph II of Article L. 225-100 of the French Commercial Code, we ask you to approve:

- payment to Gérard Soula, Chairman and Chief Executive Officer, of a variable remuneration of a gross amount of € 225,000, and
- the payment, in respect of his salaried duties as Director of R & D, to Olivier Soula, Deputy Chief Executive Officer, of a variable remuneration of a gross amount of 130,000 euros.

If you approve the payment, this remuneration will be paid after the present meeting.

We would like to remind you that the year 2017 was marked by the loss of the Lilly contract and a tighter financial situation. The Company management had, in these circumstances, proposed the end of 2017 to adopt a prudent remuneration policy characterized by a freezing of remuneration and the absence of payment of premiums.

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 growth and development.

In this context, it was decided to pay bonuses to employees while keeping wages constant. These bonuses were paid at the end of June to all salaried staff.

It is now proposed that Messrs. Gérard and Olivier Soula, respectively Chief Executive Officer 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 identical to those paid in 2017 for the performance of the year 2016.

It is in these circumstances that we ask you to approve the resolutions proposed to you by your Board of Directors.

Board of Directors