

# Shareholder's Guide

Ordinary General Meeting

November 9, 2018

INNOVATIVE  
MEDICINE  
FOR EVERYONE  
EVERYWHERE



**ADOCIA**

innovative medicine for everyone, everywhere





# SUMMARY

*This is a free translation of the Adocia's shareholders's guide issued in the French language, for informational purposes only.*

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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

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## 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.

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## 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.

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## 4 Prior formalities

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

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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).

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## 5 Different ways to participate in the Shareholders' meeting

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

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### 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.

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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 :

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### 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.

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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 :

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**For registered shareholders :**

The shareholder must send an email to the following address: [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto: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](mailto: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.

**IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side**  
**Quelle que soit l'option choisie, notifiez comme ceci** la ou les cases correspondantes, dater et signer au bas du formulaire - **Whichever option is used, shade box(es) like this**, date and sign at the bottom of the form  
**A.** Je désire assister à cette assemblée et demande une carte d'admission ; dater et signer au bas du formulaire. / I wish to attend the shareholder's meeting and request an admission card ; date and sign at the bottom of the form.  
**B.** J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

**ADOCIA**

Société Anonyme au capital de 691 684,40€  
 Siège Social / Registered office  
 115 Avenue Lacassagne - 69003 LYON  
 487 647 737 RCS LYON

**ASSEMBLEE GENERALE ORDINAIRE**

Convoquée le 9 novembre 2018, à 10h30  
 Au siège social, 115 avenue Lacassagne  
 69003 LYON

**ORDINARY GENERAL MEETING**

To be held on November 9<sup>th</sup>, 2018 at 10:30 am  
 At the registered office, 115 Avenue Lacassagne  
 69003 LYON

**CADRE RESERVE A LA SOCIETE - FOR COMPANY'S USE ONLY**

Identifiant - Account  
 Nominatif / Registered  
 Nombre d'actions / Number of shares  
 Nombre de voix - Number of voting rights  
 Voix simple / Single vote  
 Voix double / Double vote  
 Poureur / Buyer

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

**JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
 Cf. au verso (2) - See reverse (2)

Sur les projets de résolutions présentés ou après par le Conseil d'Administration ou la Direction de la Garantie, je vote en notifiant comme ceci la case correspondante et pour laquelle je vote NON ou je m'abstiens.  
 On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this

	OUI / YES	NON / NO	ABSTIENS / WITHHELD	OUI / YES	NON / NO	ABSTIENS / WITHHELD
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	B	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	C	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	D	<input type="checkbox"/>	<input type="checkbox"/>
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	E	<input type="checkbox"/>	<input type="checkbox"/>
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
12	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
13	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
14	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
15	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
16	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
17	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
18	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
19	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
20	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
21	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
22	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
23	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
24	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
25	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
26	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
27	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
28	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
29	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
30	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
31	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
32	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
33	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
34	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
35	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
36	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
37	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
38	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
39	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
40	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
41	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
42	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
43	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
44	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
45	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

Si les amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting - Je désire pouvoir au Planchet de l'Assemblée Générale voter en mon nom / I appoint the Chairman of the Board of Meeting to vote on my behalf...  
 - Je m'abstiens / Abstention requested / I abstain from voting (is equivalent to vote NO)  
 - Je désire procéder par les voies usuelles (cf. Art. 1834 du Code de Commerce) / I request for my vote to be cast through the usual channels (cf. Art. 1834 of the Code of Commerce)  
 Pour être prise en considération, toute formule doit parvenir au plus tard :  
 In order to be considered, this completed form must be returned at the latest:  
 à la banque / to the Bank  
 sur un document / on the document  
 le 06 novembre 2018 / November 6th, 2018  
 à la société / to the company

**JE DONNE POUVOIR AU PRESIDENT DE L'ASSEMBLEE GENERALE**  
 Cf. au verso (3)  
**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
 See reverse (3)

**JE DONNE POUVOIR A :** Cf. au verso (4)  
**I HEREBY APPOINT:** See reverse (4)  
 M. / Mlle ou Mlle, Monsieur / Ms, Mrs or Miss, Corporate Name  
 Adresse / Address

**ATTENTION :** S'il s'agit de titres au porteur, les présentes instructions ne sont valables que si elles sont directement relayées à votre banque.  
**CAUTION :** If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.  
 Non, prison, adresse de l'actionnaire / Informations doivent être adressées à l'établissement concerné  
 Surnoms, first names, address of the shareholder / Information have to be notified to relevant institutions.  
 ne changez pas cette adresse / Do not change this proxy form. See reverse (1)

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.

Date & Signature

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## Written questions from shareholders

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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](mailto: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.

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## Documents made available to shareholders

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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](http://www.adocia.com)

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## To obtain information

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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](http://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 : \_\_\_\_\_

Adress : \_\_\_\_\_

\_\_\_\_\_

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).

# ADOCIA

Société anonyme au capital de 691.684,40 euros  
487 647 737 R.C.S. Lyon

115 avenue Lacassagne - 69003 Lyon  
Tél. : +33 (0)4 72 610 610  
Fax : +33 (04) 72 363 967

[www.adocia.com](http://www.adocia.com)