

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

## **ADOCIA**

French *Société anonyme* with a share capital of € 684, 076.30  
Headquarters: 115, avenue Lacassagne - 69003 Lyon.  
487 647 737 R.C.S. Lyon

### **Annual Combined Shareholders meeting on May 27, 2015**

#### **Notice of meeting**

The shareholders of Adocia are informed that a Combined Shareholders' Meeting will be held on Wednesday, May 27, 2015, at 10:30 a.m at the Château de Montchat, Place du Château, in Lyon,(69003) in order to deliberate the following agenda :

#### **Annual Shareholders' Meeting Agenda:**

- reading of the management report of the Board of Directors, to which is attached the Chairman's report on the internal control - presentation by the Board of the annual financial statements for the fiscal year closed December 31, 2014,
- reading of the auditors' reports on the financial statements for the fiscal year closed December 31, 2014 and the agreements specified in Article L. 225-38 of the French Commercial Code,
- approval of the annual financial statements for the fiscal year closed December 31, 2014,
- appropriation of income for the fiscal year closed December 31, 2014,
- review of the agreements specified in Articles L. 225-38 et seq. of the French Commercial Code,
- approval of the stock option subscription or purchase of shares plans adopted by the Board of Directors on March 31, 2015
- authorization to be given to the Board of Directors for the Company to purchase its own shares.

#### **Extraordinary Shareholders' Meeting Agenda:**

- authorization to be granted to the Board of Directors to reduce stated capital by cancelling shares pursuant to the authorization for the Company to purchase its own shares,
- delegation of authority to be granted to the Board of Directors to increase capital by common shares or equity securities, with a continuation of the preemptive subscription right,
- delegation of authority to be granted to the Board of Directors to increase capital by issuing common shares or equity securities, without a preemptive subscription right for shareholders, and to offer them to the general public,
- delegation of authority to be granted to the Board of Directors to increase capital by issuing common shares or equity securities, without a preemptive subscription right for shareholders, pursuant to an offering to qualified investors or a restricted group of investors as specified in Article L. 411-2(II) of the French Monetary and Finance Code,
- delegation granted to the Board of Directors to increase capital by issuing common shares or equity securities, without a preemptive subscription right for shareholder, and in favor of a certain category of person, within a specific equity financing program,
- authorization to be granted to the Board of Directors to determine the issue price for up to 10% of stated capital, if shares or any equity securities without a preemptive subscription right for shareholders are issued,
- delegation of authority to be granted to the Board of Directors to increase the number of securities to be issued in the event of capital increase with or without a preemptive subscription right,
- delegation of authority to the Board to issue ordinary shares and securities, in case of public offer with an exchange component initiated by the Company,
- delegation of authority to be granted to the Board of Directors to increase the share capital, up to 10% of capital, to pay for contribution in-kind of shares or securities convertible into shares, outside a public exchange offer,
- determination of the aggregate limits of the issues completed pursuant to the authorizations to increase the capital with or without a preemptive subscription right,
- delegation of authority to the Board of Directors to increase the share capital by incorporation of premiums, reserves, profits or other,
- delegation of authority to the Board of Directors to grant stock options or purchase of shares of the Company, as defined in Articles L.225-177 and seq. of the French Commercial Code, taking renunciation of shareholders to their preemptive subscription right,
- delegation of authority to the Board of Directors to grant free existing shares or new shares to issue, as defined in Articles L.225-197-1 and seq. of the French commercial Code, free shares of the Company to employees and directors of the Company, taking renunciation of shareholders to their preemptive subscription right,
- delegation to be granted to the Board of Directors to issue and grant business founders' stock warrants (BSPCEs) to employees and directors of the Company and its subsidiaries, without a preemptive subscription right,
- delegation of authority to be granted to the Board of Directors to issue and grant warrants, without a preemptive subscription right, to (i) members of the Board of Directors of the Company who held office on the warrant grant

- date who are not employees or officers of the Company or one of its subsidiaries, (ii) persons who have signed a services or consultancy contract with the Company, or (iii) members of any committee that the Board of Directors decides to create who are not employees or officers of the Company or one of its subsidiaries,
- determination of the aggregate limits of the issues completed pursuant to the authorizations to grant options, free shares and delegations to grant business founders' stock warrants (BSPCEs) and the aforementioned share warrants,
  - delegation to be granted to the Board of Directors to increase stated capital by issuing shares and equity securities in the Company to employees who participate in a corporate savings plan,
  - In conformity of Article 19 of the bylaws with decree n° 2014-1466 of December 8, 2014.

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### **A) Prior formalities to complete for participating in the Shareholders' Meeting**

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

All shareholders may decide to be represented at the Shareholders meeting by another shareholder, by their spouse or civil partner. He can also be represented by any other person or entity of their choice (Article L.225 -106 of the Commercial Code).

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 no later than the second day preceding the meeting at midnight, Paris time. This registration account can be in his name or in the name of the intermediary acting on his behalf in their securities account ( pursuant to the seventh paragraph of Article L.228 -1 of the Commercial Code) either in the registered share accounts kept by the company ( or its agent ) , or in the accounts of bearer shares held by the authorized intermediary.

This accounting registration of shares in the books of accounts of bearer shares held by financial intermediaries is evidenced by the issuance of a certificate of participation (or where appropriate by electronic means ) in accordance with Article R.225 -85 Commercial Code (with reference to Article R.225- 61 of the Code), in its appendix:

1. Voting form
2. Proxy vote
3. Demand for an admission card, established on behalf of the shareholder or on behalf of the shareholder represented by the registered intermediary.

A certificate is also issued to shareholders wishing to attend the meeting and who has not received an admission card in due time, before the third day preceding the meeting at midnight, Paris time .

### **B) 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 (i) the chairman of the shareholders' meeting, or (ii) their spouse or (iii) 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, that is to say May, 22 2015.

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 :

#### **Registered shareholder**

- 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."

#### **Bearer shares or administered registered**

- 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 General Meetings - The Grands Moulins de Pantin 9 rue du Landing - 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.

#### **C) Written Questions from shareholders**

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: [contactinvestisseurs@adocia.com](mailto:contactinvestisseurs@adocia.com).

The written question must be sent no later than the fourth business day preceding the date of the general meeting.

#### **D) Document 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-first day before the meeting on the Company's website: [www.adocia.com](http://www.adocia.com).

*The Board of Directors*