

**ADOCIA**

French Société anonyme with a share capital of € 691 075.30  
Headquarters: 115 avenue Lacassagne - 69003 Lyon  
487 647 737 R.C.S. Lyon

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**ANNUAL COMBINED SHAREHOLDERS MEETING  
ON MAY 17,2018**

**Notice of meeting serving as convocation**

The shareholders of Adocia are informed that a Combined Shareholders' Meeting will be held on May 17,2018 at 10:00 am at the Château de Montchat, Place du Château, 69003 Lyon 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, 2017,
- reading of the auditors' reports on the annual and consolidated financial statements for the fiscal year closed December 31, 2017 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, 2017,
- approval of the consolidated financial statements for the fiscal year closed December 31, 2017,
- appropriation of income for the fiscal year closed December 31, 2017,
- review of the agreements specified in Articles L. 225-38 et seq. of the French Commercial Code,
- approval of the main components of the compensation for the fiscal year closed December 31, 2017 due or awarded to Mr. Gérard Soula, as Chief Executive Officer,
- approval of the main components of the compensation for the fiscal year closed December 31, 2017 due or awarded to Mr. Olivier Soula, as Deputy Chief Executive Officer,
- approval of principles and criteria to be applied in determining, allocating and awarding the fixed, variable and extraordinary components of total compensation and the benefits of all types that may be awarded to Mr. Gérard Soula as a Chief Executive Officer,
- approval of principles and criteria to be applied in determining, allocating and awarding the fixed, variable and extraordinary components of total compensation and the benefits of all types that may be awarded to Mr. Olivier Soula as a Deputy Chief Executive Officer,
- renewal of one statutory auditor's mandate,
- 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 to increase capital by issuing common shares or equity securities without a preemptive subscription right for shareholders pursuant to an offer to qualified investors or a restricted group of investors as specified in Article L. 411-2 of the French Monetary and Finance Code,
- delegation to the Board to increase the number of securities to be issued in the event of a capital increase with or without a preemptive subscription right,

- authorization to be granted to the Board of Directors by issuing common shares or equity securities without a preemptive subscription right for shareholders pursuant the terms of the twelfth resolution to fix the issue price up to 10 % of stated capital,
- delegation of authority to be granted to the Board to increase capital by issuing common shares or equity securities giving access to capital or giving access to securities representing receivables granting access to capital, without a preemptive subscription right for shareholders, in favor of a certain category of person within a specific equity financing program,
- Aggregate limits on the issues completed pursuant to the issues completed pursuant to the twenty-first resolution,
- Delegation of authority to be granted to the Board to issue and grant warrants to (i) members and observers of the Board 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,
- 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, to employees and directors of the Company, taking renunciation of shareholders to their preemptive subscription right,
- Aggregate limits on the issues completed pursuant to the issues completed pursuant to the seventeenth, eighteenth and nineteenth resolutions,
- Delegation to be granted to the Board to increase stated capital by issuing shares in the Company to the employees who participate in a corporate savings plan.

## RESOLUTIONS

### RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY ANNUAL SHAREHOLDERS' MEETING

#### **First resolution**

*(Approval of the annual financial statements for the fiscal year closed December 31, 2017)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings,

having deliberated and reviewed the management report of the Board of Directors and the Statutory Auditors' report,

**approve** the annual financial statements for the fiscal year closed December 31, 2017, as they have been presented thereto, as well as the transactions evidenced in said financial statements and summarized in said reports,

**note** that no extraordinary and non-deductible expenses specified in Article 39-4 of said French Tax Code are recorded and approve it.

#### **Second resolution**

*(Approval of the consolidated financial statements for the fiscal year closed December 31, 2017)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings,

having deliberated and reviewed the management report of the Board of Directors and the Statutory Auditors' report,

**approve** the consolidated financial statements for the fiscal year closed December 31, 2017, as they have been presented thereto, as well as the transactions evidenced in said financial statements and summarized in said reports,

#### **Third resolution**

*(Allocation of income for the fiscal year closed December 31, 2017)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Directors, noting that the loss for the fiscal year closed December 31, 2017 totaled 24,666,670.79 euros,

**decide** to allocate said loss to the accounting items entitled "retained earnings".

Pursuant to the French General Tax Code, that the General Shareholders' Meeting acknowledges that no dividend was distributed over the last three fiscal years.

#### **Fourth resolution**

*(Approval of the related-party transactions specified in Articles L. 225-38 et seq. of the French Commercial Code)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, and in Article L.225-38 of the French Commercial Code,

having deliberated and reviewed the special Statutory Auditors' report on the related-party transactions referred to in Articles L. 225-38 et seq. of the French Commercial Code,

**note** that no agreement specified in the articles mentioned above was concluded during the fiscal year just ended, pursuant to Articles L.225-42 of the French Commercial Code.

#### **Fifth resolution**

*(Approval of the components of total compensation and benefits granted to the Chief Executive Officer, Mr. Soula Gérard for the fiscal year 2017)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings,

having deliberated and reviewed the management report of the Board of Directors,

pursuant to Articles L.225-100 and paragraph II of the French Commercial Code.

**approve** the fixed, variable and extraordinary awarded or to be awarded for the 2017 fiscal year to the Chairman and Chief Executive Officer, as determined by the Board of directors in accordance with the principles and criteria approved by the shareholders at the Company Shareholders' meeting of 27 June 2017 in the eighth resolution, and detailed in the 2017 Reference Document, chapter 3 "Corporate Governance", section 3.2, sub-section 3.2.1 "Compensation paid to the Corporate Officers".

#### **Sixth resolution**

*(Approval of the components of total compensation and benefits granted to the Deputy General Manager, Mr. Soula Olivier for the fiscal year 2017)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings,

having deliberated and reviewed the management report of the Board of Directors,

pursuant to Articles L.225-100 and paragraph II of the French Commercial Code.

**approve** the fixed, variable and extraordinary awarded or to be awarded for the 2017 fiscal year to Deputy General Manager, Mr. Soula Olivier, as determined by the Board of directors in accordance with the principles and criteria approved by the shareholders at the Company Shareholders' meeting of 27 June 2017 in the ninth resolution, and detailed in the 2017 Reference Document, chapter 3 "Corporate Governance", section 3.2, sub-section 3.2.1 "Compensation paid to the Corporate Officers".

#### **Seventh resolution**

*(Approval of principles and criteria to be applied in determining, allocating and awarding the fixed, variable and extraordinary components of total compensation and the benefits of all types that may be awarded to Mr. Gérard Soula as a Chief Executive Officer)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the special report referred to in Articles L. 225-37-2 of the French Commercial Code included in the reference document for 2017,

**approve** the principles and criteria to be applied in determining, allocating and awarding the fixed, variable and extraordinary components of total compensation and the benefits of all types as presented in the report established and mentioned hereabove for the 2018 year that may awarded to Mr. Gérard Soula as a Chief Executive Officer, as detailed in the 2017 Reference Document, chapter 3 "Corporate Governance", section 3.2, sub-section 3.2.4 "Matters submitted to the shareholders in accordance with Article L225-37-2 of the French Commercial Code".

#### **Eighth resolution**

*(Approval of principles and criteria to be applied in determining, allocating and awarding the fixed, variable and extraordinary components of total compensation and the benefits of all types that may be awarded to Mr. Olivier Soula as a Deputy Chief Executive Officer)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the special report referred to in Articles L. 225-37-2 of the French Commercial Code included in the reference document for 2017,

**approve** the principles and criteria to be applied in determining, allocating and awarding the fixed, variable and extraordinary components of total compensation and the benefits of all types as presented in the report established and mentioned hereabove for the 2018 year that may awarded to Mr. Olivier Soula as a Deputy Chief Executive Officer, as detailed in the 2017 Reference Document, chapter 3 "Corporate Governance", section 3.2, sub-section 3.2.4 "Matters submitted to the shareholders in accordance with Article L225-37-2 of the French Commercial Code".

#### **Ninth resolution**

*(Renewal of the mandate of the Statutory Auditors)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Director

noting that the mandate of the Statutory Auditors "Odiceo and the mandate of the alternate Statutory Auditors" has expired at the end of this current shareholders' meeting

**decide** to renew the mandate of the Statutory Auditors "Odicéo", for a period of six fiscal year to expire at the end of the ordinary shareholders' meeting called to approve the financial statements for the fiscal year ended December 31, 2023,

**decide** not to renew the mandate of the Alternate Statutory Auditors Mr. Pierre Grafmeyer, such a nomination being not required when the Statutory Auditors is not an individual nor a single-member company.

#### **Tenth resolution**

*(Authorization to be given to the Board of Directors for the Company to purchase its own shares)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having familiarized themselves with the report of the Board of Directors,

**authorize** the Board of Directors, with a right to further delegate as provided for by law, for eighteen months after the date hereof, to purchase shares in the Company as specified in Articles L. 225-209 et seq. of the French Commercial Code,

**decide** that these shares may be purchased, sold or transferred by any means, on one or more occasions, in particular, on a market or over-the-counter, including by block purchase or sale, public offerings, or using options or derivative mechanisms, as specified by market authorities and in accordance with applicable law, decide that the authorization may be used to:

- ensure the liquidity of the Company's shares pursuant to a liquidity agreement concluded with an investment service provider in accordance with a code of ethics recognized by the French Financial Markets Authority;
- honor obligations related to share purchase option, no-cost share grant, corporate savings and other share allocation programs for employees and officers of the Company or its affiliates;
- provide shares when the rights attached to such equity securities are exercised;
- purchase shares for retention and subsequent provision in exchange or as payment in mergers or acquisitions;
- cancel some or all of the shares so purchased, subject to the adoption of the eighth resolution below in accordance with the terms specified therein,
- and more generally, for any goal that would be later on approved by laws or for any market practice that would be later on authorized by market Authorities, being specified that, in such an assumption, the Company would inform its shareholders by press release.,

**decide** to set the maximum unit purchase price per share (excluding fees and commissions) at €150, with an aggregate ceiling of €5,000,000, provided, however, that this purchase price may be adjusted if necessary to take capital transactions into consideration (in particular, in the event of the incorporation of reserves, of grant of free shares, or a share split or reverse split) which take place while this authorization is in effect,

**formally acknowledge** that the maximum number of shares that may be purchased pursuant to this resolution may not, at any time, exceed 10% of the total number of shares, provided, however, that when (i) the shares are purchased to enhance the liquidity of the Company's shares, the number of shares taken into consideration to calculate this limit will correspond to the number of shares purchased, after deduction of the number of shares resold throughout the term of the authorization, and (ii) they are purchased be retained and subsequently provided as payment or for an exchange in a merger, spin off or contribution transaction, the number of shares purchased may not exceed 5% of the total number of shares,

**grant** all authority to the Board, with a right to further delegate as provided for by law, to submit any stock exchange orders, sign any sale or transfer instruments, conclude any contracts, liquidity agreements, options contracts, file any statements, and complete any necessary formalities.

**decide** that this delegation cannot be used during a public offering of the shares of the Company. This authorization terminates any prior authorization with the same purpose.

## **RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING**

### **Eleventh resolution**

*(Authorization to be given to the Board to reduce stated capital by cancelling shares pursuant to the authorization to purchase its own shares)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report, subject to the adoption of the twelfth resolution above,

**authorize** the Board, in accordance with Article L. 225-209 of the French Commercial Code, for a 18 months period after this meeting, to cancel, on one or more occasions, up to a maximum of 10% of stated capital per twenty-four month period, some or all of the shares purchased by the Company and reduce stated capital by the same amount, provided, however, that this limit will apply to stated capital which, if appropriate, will be adjusted to take the transactions which are completed after the date of this meeting into account,

**decide** that any excess purchase price of the shares over their par value will be allocated to the issue, merger and contribution premiums account or to any available reserve account, including the legal reserve (up to 10% of the capital reduction completed),

**grant** all authority to the Board, with a right to further delegate as provided for by law, to complete all actions, formalities or declarations to finalize the capital reductions which may be completed pursuant to this authorization

and correspondingly amend the articles of incorporation and by-laws of the Company.

**decide** that this delegation cannot be used during a public offering of the shares of the Company.

This authorization will terminate any prior authorization with the same purpose.

#### **Twelfth resolution**

*(Delegation of authority to be granted to the Board to increase capital by issuing common shares or equity securities without a preemptive subscription right for shareholders pursuant to an offer to qualified investors or a restricted group of investors as specified in Article L. 411-2 of the French Monetary and Finance Code)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and, in particular, Articles L. 225-129-2, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91, L. 228-92 and L.228-93,

**delegate** to the Board the authority to decide to issue, in the proportions and at the times that it determines, one or several capital increases, in France or abroad, common shares in the Company or any securities (including any debt security) which grant access by any means to common shares in the Company or in any Company that would own directly or indirectly more than half of its capital, or in which the Company would own directly or indirectly more than half of its capital, such securities being issued in euros, in foreign currencies or in any monetary unit whatsoever calculated by reference to multiple currencies as per the decision of the board, and which liberation could be realized in cash, including receivables compensation, pursuant to an offer to qualified investors or a restricted group of investors as specified in Article L. 411-2\_(II)(2) of the French Monetary and Finance Code,

**decide** that the securities so issued may consist of debt securities, be associated to the issue of such securities or allow the issue thereof as intermediate securities,

**decide** to cancel the preemptive subscription right of shareholders for common shares or securities issued pursuant to this delegation,

**formally acknowledge** to the extent necessary that this delegation constitutes, by operation of law, an express waiver by the shareholders of their preemptive subscription right for the shares to which these securities grant a right in favor of the holders of any securities so issued,

**decide** that the total nominal value of the increases of stated capital that may be completed immediately and/or in the future pursuant to this delegation may not exceed €138,000 or, in any event, exceed the limits specified by applicable law as of the issue date (e.g., as of the date of this shareholders' meeting, the issue of capital securities completed in an offer specified in Article L.411-2(II) of the French Monetary and Finance Code is limited to 20% of the Company's capital per year, with said capital calculated as of the date of the decision by the Board of Directors to use this delegation), to which maximum amount will be added any additional value of shares to be issued to preserve, in accordance with legal or regulatory provisions and any applicable contractual provisions, the rights of the holders of securities granting access to said shares,

**decide** further that the nominal value of any capital increase that may be so completed will be included in the aggregate ceiling specified in the sixteenth resolution below,

**decide** that the total nominal value of the issues of securities representing receivables granting access to capital which might be so completed may not exceed €50,000,000 (or the equivalent of said amount in the event of an issue in another currency),

provided that:

- this amount will be increased, if appropriate, of any reimbursement of premium above par,
- this amount will be included in the aggregate ceiling specified in the sixteenth resolution below,

- this ceiling will not apply to the securities that could be issued or authorized by the Board of Directors pursuant to the Article L.228-40 of the French commercial code, and, for the other cases, under conditions that the Company would determine pursuant to the article L.228-36-A of the French commercial code.

**decide** that, if the subscriptions have not absorbed all of said issue, the Board may use, as provided for by law and sequence that it determines, one of the options provided for:

- limit the capital increase to subscriptions, provided that they reach at least three quarters of the initially approved issue,
- freely granted some or all of the non-subscribed securities issued among persons of its choice issued,

**decide** that the issue price of the shares and securities that may be issued pursuant to this delegation will be determined by the Board, in accordance with the provisions of Article L. 225-136-1° et R.225-119 of the French Commercial Code and; e.g. as of this shareholders' meeting, will be no less than the weighted average price during the last three trading days preceding said determination, less, if appropriate, the discount authorized by law (i.e., currently, 5%) and corrected in the event of a difference in effective date, provided, however, that the issue price of equity securities will be equal to the amount immediately received by the Company plus any amount that may be subsequently received thereby, or, for each share issued as a result of the issue of these securities, no less than the issue price defined above,

**decide** that the Board will have all authority, with a right to further delegate as provided for by law, in order to implement this delegation, as provided for by law and the articles of incorporation and by-laws, to:

- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued, with or without a premium,
- determine the amounts to be issued, the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them, as well as, if appropriate, the procedures to exercise exchange, conversion, repayment or grant rights in any other manner of capital or equity securities,
- make any adjustments required by law or regulation and, if appropriate, applicable contractual provisions, to protect the rights of the holders of equity securities in the Company and
- suspend, if appropriate, the exercise of the rights attached to said securities for a maximum of three months,

**decide** that the Board may:

- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to allocate one tenth of the new capital to the legal reserve after each transaction,
- reach any decision to list securities so issued on the regulated Euronext market in Paris and, in general,
- take all steps, conclude any agreements and complete any formalities necessary to successfully complete the proposed issue, as well as to finalize the resulting capital increase, and make the corresponding changes to the articles of incorporation and by-laws.

**decide** that this delegation cannot be used during a public offering of the shares of the Company.

**specify** that the delegation so granted to the Board will be valid for twenty-six months after this meeting and will terminate any prior delegation with the same purpose.

### **Thirtieth resolution**

(Delegation to the Board to increase the number of securities to be issued in the event of a capital increase without a preemptive subscription right pursuant to the twelfth resolution above)

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-135 -1 and seq. L. 228-91 and L. 228-92 of the French Commercial Code,

**delegate** to the Board the authority to increase the number of shares or securities to be issued in the event of excess subscription demand for capital increases of the Company, without a preemptive subscription right, approved pursuant to the twelfth resolution above, as specified in Article L. 225-135-1 and R. 225-118 of the French Commercial Code (i.e., as of the date hereof, within thirty days after the close of the subscription period, at the same price as that set for the initial issue and for up to 15% of the initial issue), with said shares granting the same rights as prior shares, depending on their effective date,

**specify** that the nominal value of any capital increase realized pursuant to the delegation hereby granted will be included in the aggregate ceiling specified in the sixteenth resolution below, to which will be added the amount any additional value of shares to be issued to preserve, in accordance with legal or regulatory provisions and any applicable contractual provisions, the rights of the holders of securities granting access to said shares,

**decide** that this delegation is given to the Board for twenty-six (26) months after this meeting and will terminate any prior delegation with the same purpose,

**decide** that the Board will have all authority, with a right to further delegate as provided for by law, to implement, as provided for by law and the articles of incorporation and by-laws, this delegation to:

- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued, with or without a premium,
- determine the amounts to be issued, the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them, as well as, if appropriate, the procedures to exercise exchange, conversion, repayment or grant rights in any other manner of capital or equity securities,
- make any adjustments required by law or regulation and, if appropriate, applicable contractual provisions, to protect the rights of the holders of equity securities in the Company and,
- suspend, if appropriate, the exercise of the rights attached to said securities for a maximum of three months,

**decide** that the Board may:

- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to allocate one tenth of the new capital to the legal reserve after each transaction,
- reach any decision to list securities so issued on the regulated Euronext market in Paris and, in general,
- take all steps, conclude any agreements and complete any formalities necessary to successfully complete the proposed issue, as well as to finalize the resulting capital increase, and make the corresponding changes to the articles of incorporation and by-laws.

#### **Fourteenth resolution**

*(If shares or any equity securities without a preemptive subscription right for shareholders are issued, authorization to be granted to the Board to determine the issue price for up to 10% of stated capital and up to the limits specified by the shareholders)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

**authorize** the Board, in accordance with the provisions of Articles L.225-136-1° of the French commercial code, with a right to further delegate, for 26 months after this meeting, for each of the issues approved pursuant to the delegations granted under the twelfth resolution above and for up to 10% of the Company's stated capital (as of the date of the transaction) per 12-month period, to derogate from the requirements for calculating the price specified in the aforementioned resolutions and determine the issue price of the common shares and/or securities granting access immediately or in the future to issued capital in accordance with the following procedures:

- the issue price of the common shares may not be less than the weighted average price over the last three trading preceding its determination, possibly less a maximum 20% discount, provided, however, that the issue price may not under any circumstances be less than the par value of a share of the Company on the issue date of the shares in question, being precized that, (i) in case of an issuance of securities giving access to the capital,



the issue price of equity securities that should result from their exercise, their conversion or their exchange, will be, if appropriate, determined at the discretion of the Board, with a reference to a formula that he would have defined and that will apply after the issuance of the said securities (for example when exercised, converted or exchanged), in which case the maximal said discount could be appreciated, if required by the Board, to the date of the application of the said formula (and not at the date of the determination of the issue price) and (ii) that the issue price of equity securities giving access to the capital pursuant to the current resolution will be equal to the amount immediately received by the Company plus any amount that may be subsequently received thereby, or, for each share issued as a result of the issue of these securities, no less than the issue price defined above,

- the issue price of the equity securities must be calculated so that the amount immediately received by the Company, plus any amount that may be subsequently received thereby, is, for each share issued as a result of the issue of these securities, no less than the issue price specified the preceding paragraph,

**decide** that the Board will have all authority to implement this resolution as specified in the resolution pursuant to which the issue is approved,

**decide** that this delegation is given to the Board for twenty-six (26) months after this meeting and will terminate any prior delegation with the same purpose

### **Fifteenth resolution**

(Delegation of authority to be granted to the Board to increase capital by issuing common shares or equity securities giving access to capital or giving access to securities representing receivables granting access to capital, without a preemptive subscription right for shareholders, in favor of a certain category of person within a specific equity financing program)

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report, in accordance with the provisions of Articles L.225-129 and following articles of the French commercial code, and especially, of the articles L. 225-129-2, L-225-129-4, L. 225-135, L-225-138 and L. 228-91 and following,

**delegate** to the Board, with the possibility to delegate or sub-delegate in accordance with applicable law, the authority to decide to issue, in the proportions and at the times that it determines, one or several capital increases, in France or abroad, common shares in the Company or any securities (including any debt security) which grant access by any means to common shares in the Company or in any Company that would own directly or indirectly more than half of its capital, or in which the Company would own directly or indirectly more than half of its capital, such securities being issued in euros, in foreign currencies or in any monetary unit whatsoever calculated by reference to multiple currencies as per the decision of the board, and which liberation could be realized in cash, including receivables compensation,

**decide** that the securities so issued may consist of debt securities, be associated with the issuance of such securities or allow the issuance of hybrid securities,

**decide** to cancel the preemptive subscription right of shareholders on the ordinary shares and / or securities and / or all debt securities of the Company to be issued to the following category of people:

- any credit institution, any investment services or investment funds pledging to ensure the realization of any capital increases or other issues that may cause one or more term capital increases that may be carried under this delegation as part of the establishment of an equity financing line,

**formally acknowledge**, to the extent necessary, that this delegation constitutes, by operation of law, an express waiver by the shareholders of their preemptive subscription right for shares to which these securities grant a right in favor of the holders of any securities issued pursuant to this delegation,

**decide** that the total nominal value of the increases of stated capital that may be completed immediately and/or in the future pursuant to this delegation may not exceed €68,000 or, in any event, exceed the limits specified by applicable law as of the issue date, to which will be added any additional value of shares to be issued to preserve,

in accordance with legal or regulatory provisions and any applicable contractual provisions, the rights of the holders of securities granting access to said shares.

**decide** that the nominal value of any capital increase realized pursuant to the delegation hereby granted will be included in the aggregate ceiling specified in the sixteenth resolution below,

**decide** that the total nominal value of the issues of securities representing receivables granting access to capital which might be so completed may not exceed €50,000,000 (or the equivalent of said amount in the event of an issue in another currency) provided that:

- this amount will be increased, if appropriate, of any reimbursement of premium above par,
- this amount will be included in the aggregate ceiling specified in the sixteenth resolution below
- this ceiling will not apply to the securities mentioned in the Articles L.228-40, L. 228-36-A et L.228-92 paragraph 3 of the French commercial code, which issuance would have been issued or authorized by the Board of Directors pursuant to the Article L.228-40 of the French commercial code, or in other situations, under the conditions that the Company would have determined pursuant to article L. 228-36- A of the French commercial code.

**decide** that the issue price of the shares and securities that may be issued pursuant to this delegation shall be determined by the board and will be no less than the weighted average price during the last three trading days preceding said determination, less, if appropriate, a discount maximum of 20%, corrected in the event of a difference in effective date, provided, however, (i) that, in case of an issuance of securities giving access to the capital, the issue price of equity securities that should result from their exercise, their conversion or their exchange, will be, if appropriate, determined at the discretion of the Board, with a reference to a formula that he would have defined and that will apply after the issuance of the said securities (for example when exercised, converted or exchanged), in which case the maximal said discount could be appreciated, if required by the Board, to the date of the application of the said formula (and not at the date of the determination of the issue price) (ii) the issue price of securities given access to the capital, if appropriate, issued as a result of the current resolution, will be such that, the total if appropriate received immediately by the Company, to which amount will be added the amount received when such securities would be exercised or converted, that is to say each share issued as a result of the issuance of these securities, would be at least equal to the amount defined above,

**decide** that the Board will have all authority, with a right to further delegate as provided for by law, in order to implement this delegation, as provided for by law and the articles of incorporation and by-laws, to:

- determine the amounts of the capital increase, the issue price (provided that it will be determined as detailed above) as well as the amount of the premium that could be, if appropriate, asked at the issuance,
- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued,
- issued, the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them,
- determine the list of the beneficiaries within the above-mentioned category of people and the number of securities to be attributed to each of them,
- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to allocate one tenth of the new capital to the legal reserve after each transaction,
- notice the realization of each capital increase and proceed to the correlative changes of the by-laws,
- in general, take any agreement, in particular to finalize the envisaged issuances, reach any decision and take any measures necessary to the issuance, to the listing and financial services for the securities so issued as well as the exercise of the rights attached,
- take any decision to list shares and securities so issued on any market on which the shares would be admitted for transactions,

**specify** that the delegation so granted to the Board will be valid for eighteen (18) months after this meeting and will terminate any prior delegation with the same purpose,

**acknowledge** that, in the event this authorization is used by the Board, the Board will report to the next ordinary general meeting in accordance with the law and regulation, of the use made of this authorization,

#### **Sixteenth resolution**

(Aggregate limits on the issues completed pursuant to the twelfth, thirteenth, fifteenth and twenty-first resolutions of the current meeting)

The shareholders, voting pursuant to the quorum and majority requirements for special shareholders' meetings,

Having familiarized themselves with the report of the Board of Directors and the extraordinary auditors' report,

**decide** that:

- the maximum aggregate nominal value of the capital increases that may be completed pursuant to the delegations granted in the twelfth, thirteenth, fifteenth and twenty-first resolutions below may not exceed €210,000, provided, however, that the additional value of the shares to be issued to preserve, in accordance with legal or regulatory provisions and, if appropriate, applicable contractual provisions, the rights of the holders of securities granting access to the shares will be added to this ceiling,
- the maximum aggregate par value of debt securities that may be issued pursuant to the delegations granted under the seventh to tenth, twelfth to fourteen above, and twenty-second resolutions resolution below is set at €50,000,000 (or the equivalent on the issue date of this amount in foreign currency or an accounting unit calculated by reference to multiple currencies) being precised that this ceiling will not apply to the securities mentioned in the Articles L.228-40, or for the other cases, under conditions that the Company would determine pursuant to the article L.228-36-A of the French commercial code.

#### **Seventeenth resolution**

*(Delegation of authority to be granted to the Board to issue and grant warrants to (i) members and observers of the Board 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)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the auditors' report,

**delegate** to the Board the authority to grant a maximum of 100,000 common warrants (bons de souscription d'actions ordinaires or "BSA") each granting a right to subscribe for a common share of the Company with a par value of €0.10,

**decide** that the issue price of a BSA will be determined by the Board on the issue date of said BSA depending on the characteristics thereof and may not, in any event, be less than 5% of the weighted average prices over the last fifth (5) trading days on the regulated Euronext Paris market preceding the date of the said attribution of the BSA by the Board,

**decide**, for these BSA, to cancel the preemptive subscription right of shareholders as said BSA can only be granted to the following category of beneficiaries: (i) members of the Board of Directors of the Company in office as of the BSA 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 creates who are not employees or officers of the Company or one of its subsidiaries, (the "Beneficiaries"),

**decide**, in accordance with the provisions of Article L. 225-138-I of the French Commercial Code, to delegate to the Board the decision to determine the Beneficiaries and the number of BSA to be granted to each Beneficiary so selected,

**authorize** the Board, as a result, subject to the foregoing limits, to issue and grant BSA to each Beneficiary on one or more occasions,

**decide** to delegate to the Board, for each Beneficiary, the determination of the BSA exercise conditions and procedures and, in particular, the BSA issue price, the Exercise Price (premium included) of the share to which BSA will provide ("the Subscription Price"), as fixed by the Board in the above mentioned conditions, and the BSA exercise timetable, provided, however, that they must be exercised no later than ten (10) years after their issue and that BSA that have not been exercised after the expiration of this ten (10) year period will automatically become null and void,

**decide** that each BSA will permit the exercise, to the conditions defined below, of one ordinary share of a nominal value of €0.10 to a subscription price determined by the Board at the date of the attribution of the said BSA as followed:

for so long as that the Company's shares are traded on a securities market or exchange, the Exercise Price, which will be determined by the Board when BSA are granted, may not be less than highest value of the two values:

- the trading price at the closing of the regulated market the day before the attribution of the said BSA,
- the weighted average price over the last 20 trading days preceding the date said BSA are granted by the Board.

being said that, to determine the exercise price of an ordinary share on exercise of a BSA, the Board will not take into account capital increase resulting from the exercise of BSPCE, stock options or option plan as free shares,

**decide** that the common shares so subscribed for must be fully paid for upon subscription, either by payment in cash or by offset against liquid, due and payable receivables,

**decide** that the new shares issued to the Beneficiary upon exercise of his BSA will be subject to all provisions of the articles and by-laws and will have an effective date of the first day of the fiscal year during which they were issued,

**decide** that the BSA will be transferable. They will be issued in registered form and be registered in an account,

**decide** that the issuance of 100,000 shares of a nominal value of €0,10 each, maximum of which these shares will give,

**specify** that, under Articles L. 228-91 and L. 225-132 of the French Commercial Code, this decision constitutes a waiver by the shareholders of their preemptive subscription right for the common shares to which BSA grant a right in favor of BSA holders,

**recall** that, pursuant to Article L. 228-98 of the French Commercial Code:

- in the event of a capital reduction due to losses completed by reducing the number of the shares, the rights of BSA holders with respect to the number of shares to be received upon exercise of BSA will be reduced as a result as if said holders had been shareholders on the BSA issue date;
- in the event of a capital reduction due to losses by reducing share par value, the subscription price for the shares to which BSA grant a right will remain unchanged and the issue premium will be increased by the amount par value is reduced;

**decide** further that:

- in the event of capital reduction not due to losses by reducing share par value, the subscription price for the shares to which BSA grant a right will be reduced by a like amount;
- in the event of capital reduction not due to losses by reducing the number of the shares, BSA holders, if they exercise their BSA, may request that their shares be purchased under the same conditions as if they had been shareholders when the Company purchased its own shares,

**decide**, as provided for in Article L. 228-98 of the French Commercial Code, that the Company is authorized, without having to request an authorization from BSA holders, to change its form and corporate purpose,

**decide** that, pursuant to the provisions of Article L. 228-98 of the French Commercial Code, the Company may not change the rules for allocating its income, amortize its capital or create preferred shares which result in such a change or amortization other than may be authorized as specified in Article L. 228-103 of the French Commercial Code, subject to creating the provisions necessary to continue the rights of equity securities holders as specified in Article L. 228-99 of the French Commercial Code or an issue contract,

**authorize** the Company to require BSA holders to purchase or redeem their rights as specified in Article L. 208-102 of the French Commercial Code,

**decide** that, if an adjustment must be made as provided for in Article L. 228-99 3 of the French Commercial Code, it must be made by applying the method specified in Article R. 228-91 of the French Commercial Code, provided, however, that the value of the preemptive subscription right and the value of the share prior to being separated from the subscription right will be, if necessary, determined by the Board based on the subscription, exchange or sale price per share selected when the most recent transaction involving the Company's equity (capital increase, securities contribution, share sale, etc.) was completed during the six (6) months prior to said Board meeting, or, if there was no such transaction during said period, based on any other financial parameter which seems appropriate to the Board (which must be validated by the Company's auditor),

**decide** to grant all authority to the Board of Directors to implement this resolution, and in particular, to:

- issue and grant BSA and determine the conditions for the exercise and final BSA procedures, including the exercise timetable, in accordance with the provisions and up to the limits specified in this resolution,
- determine the identity of the BSA Beneficiaries and the number of BSA to be granted to each of them,
- determine the price of the share which may be subscribed for upon BSA exercise as described above,
- formally acknowledge the number of common shares issued as a result of BSA exercise, complete the formalities resulting from the corresponding capital increases and make the corresponding changes to the articles of incorporation and by-laws,
- take all steps to protect BSA holders if a financial transaction takes place that affects the Company in accordance with applicable laws and regulations,
- in general, take any steps and complete any formalities necessary for to this issue,

**decide** at eighteen (18) months the validity of this delegation from the present date and terminates any prior authorization with the same purpose.

### **Eighteenth resolution**

*(Delegation of authority to the Board of Directors to grant stock options or purchase shares in the Company)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the auditors' report, hereby

**authorize** the Board of Directors, in accordance with the provisions of Article L. 225-177 to L. 225-185 of the French Commercial Code, to grant, during the periods authorized by law, on one or more occasions, to the employees and / or directors (or some of them) of the Company and other companies and economic interest groups linked to the Company under the conditions laid out in Article L. 225-180 -I of said code, options bestowing the right to subscribe to or purchase common shares, on the understanding that:

- the number of options granted under this authorization may not be eligible for purchase or subscription of more than 200,000 shares with a nominal value of €0.10 per share,
- this amount shall be deducted from the aggregate ceiling stipulated in the twentieth resolution below, and
- the total number of shares to be issued on exercise of granted stock options and still outstanding shall never exceed one third of the share capital,

**specify** that the Board of Directors shall, as long as the shares of the Company are listed on the regulated market of Euronext Paris, for the purposes of allocating share purchase or subscription options to the Executives of the Company, as stipulated in the fourth paragraph of Article L. 225-185 of the French Commercial Code, comply with the provisions of Article L. 225-186-1 of the French Commercial Code (as of today, the granting of options or free shares to all employees of the Company and at least 90% of all employees of its subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code and under Article L. 210-3 of that code or the establishment by the Company of an incentive or profit-sharing agreement for at least 90% of all employees of its subsidiaries within the meaning of Article L. 233 -1 of the French Commercial Code and under Article L. 210-3 of said Code),

**decide** that this authorization shall be granted for a period of thirty-eight (38) months from the date of this Shareholders' Meeting and terminate any prior authorization with the same purpose,

**decide** that this authorization shall entail, in favor of the beneficiaries of the subscription options, express waiver by the shareholders of their preferential subscription rights to shares issued as and when the subscription options are exercised, and shall be implemented under the conditions and in the manner provided by law and the regulations in force as of the date on which the stock options or warrants are granted, as appropriate,

**decide** that the purchase or subscription price per share shall be determined by the Board of Directors on the day the option is granted within the limits set by the law and by this resolution and may not be less than ninety-five percent (95%) of the average share price over the twenty trading days preceding the date of the decision of the Board to assign the options rounded off in the lower euro or, in the case of stock options, 80% of the average purchase price of the shares owned by the Company rounded off in the lower euro amount,

**decide** that the price set for the subscription or purchase of shares to which the options give the right cannot be changed during the term of the options, on the understanding, however, that if the Company were to carry out one of the operations stipulated in Article L. 225-181 of the French Commercial Code, it should take the necessary steps to protect the interests of the beneficiaries of options in accordance with Article L. 228-99 of the French Commercial Code,

**decide** that, in case it is necessary to make the adjustment provided for in Article L. 228-99 3 of the French Commercial Code, said adjustment would be made by applying the method provided for in Article R. 228 -91 of the French Commercial Code, on the understanding that the value of the preferential subscription right and the value of the share before detachment of subscription rights would, if necessary, be determined by the Board of Directors based on the subscription, exchange or sale price per share as of the date of the last transaction concluded on the capital of the Company (capital increase, tender of shares, sale of shares, etc.) during the six (6) months prior to the board meeting or, failing execution of such operations during this period, according to any other financial parameter deemed relevant by the Board of Directors (to be validated by the auditors of the Company),

**decide** that, in the event of the issue of new shares or new securities granting access to the capital or of a merger or division of the Company, the Board of Directors may suspend, if necessary, the exercise of options,

**set** at ten (10) years the validity of the options from the date on which they are allocated, on the understanding, however, that this period may be reduced by the Board of Directors for the resident beneficiaries of a given country to the extent that this would be necessary to comply with the laws of said country,

**give** all authorities to the Board of Directors within the limits set above to:

- determine the identity of the beneficiaries of share purchase or subscription options as well as the number of options to be granted to each of them;
- set the purchase and /or subscription price of shares to which the options give the right within the limits of the aforementioned texts, on the understanding that the subscription price per share shall be higher than the nominal value of the share;
- ensure that the number of share options granted by the Board of Directors shall be set so that the total number of share subscription options attributed not yet exercised cannot give the right to subscribe to a number of shares exceeding one third of the share capital;
- adopt the rules for the share purchase or subscription option scheme and determine the conditions under which the options may be granted, including, in particular, the schedule for exercise of the options that have been granted, which may vary according to the holders; on the understanding that these conditions may include clauses prohibiting immediate resale of all or part of the shares issued upon exercise of the options, within the limits set by law;
- proceed with the acquisition of the shares of the Company that might be necessary for the sale of any shares to which the stock options bestow entitlement;
- perform, either itself or through an agent, all acts and formalities in order to complete capital increases that may be carried out under the authorization covered by this delegation;

- charge, if deemed necessary, the cost of capital increases to the amount of the premiums related to these increases and deduct from this amount the necessary sums to increase retained earnings to one tenth of the new share capital after each increase;
- amend the bylaws accordingly and generally fulfil all duties incumbent upon it.

**decide** that the Board of Directors shall inform the Ordinary General Meeting annually of operations conducted in accordance with this resolution.

### **Nineteenth resolution**

*(Delegation of authority to the Board of Directors to grant free existing shares or new shares for future issue)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the auditors' report, in accordance with the provisions of Articles L.225-197-1 and the French Commercial Code, hereby

**authorize** the Board of Directors to, on one or more occasions, freely allocate existing shares or new shares to be issued by the Company, to the employees of the Company or certain categories of employees, and / or its corporate officers who meet the conditions laid down by Article L. 225-197-1 II of the French Commercial Code, as well as to the employees of companies or economic interest groups in which the Company holds, directly or indirectly, at least 10% of the capital or voting rights at the date on which the relevant shares are granted,

**specify** that the Board of Directors, as long as the shares of the Company are listed on the regulated market of Euronext Paris, shall be able to proceed with the allocation of free shares to corporate officers who meet the conditions laid down by Article L. 225-197-1 II of the French Commercial Code, comply with the provisions of Article L. 225-197-6 of the French Commercial Code (as of today, the granting of stock options and free shares to all employees of the Company and at least 90% of all employees of its subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code and under Article L. 210-3 of that code or the establishment by the Company of an incentive or profit-sharing scheme for at least 90% of all employees of its subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code and under Article L. 210-3 of said code),

**decide** to set at 200,000 shares with a nominal value of €0.10 each the total number of shares that may be granted for free by the Board of Directors pursuant to this authorization, on the understanding that the total number of shares granted for free by the Board must never exceed the overall limit of 10% of the Company's existing share capital as of the allocation date, and that this number shall count towards the aggregate ceiling stipulated in the twentieth resolution below,

**decide** that the allocation of shares to their beneficiaries shall be definitive, subject to satisfying the conditions or any criteria set by the Board of Directors, after a minimum period of at least 1 year (the "Period of Acquisition") and that the beneficiaries shall hold them for a period fixed by the Board (the "Retention Period") which, cumulated with the period of Acquisition shall not be below 2 years,

**decide**, notwithstanding the foregoing, that shares may be allocated before the end of the Acquisition Period in case of disability of the beneficiary corresponding to classification in the second and third categories as provided for by Article L. 341-4 of the French Code of Social Welfare,

**decide** that the allocated shares shall be freely transferable in case of allocation requested by the heirs of a deceased beneficiary or in case of disability of the beneficiary corresponding to their classification in the above categories of the French Code of Social Welfare,

**decide** that the durations of the Acquisition Period and the Retention Period shall be determined by the Board of Directors within the above limits,

**duly note** that, in accordance with the provisions of Article L. 225-197-1 of the French Commercial Code, when the attribution relates to shares to be issued, this authorization shall entail the waiver by the shareholders of their preferential subscription rights to the new shares issued, in favor of the beneficiaries of the shares issued for free, on the understanding that the sole premise of the corresponding capital increase is the ultimate allocation of shares

to said beneficiaries,

**duly note** that this decision shall entail, as appropriate, the waiver by the shareholders in favor of the beneficiaries of free shares, of the portion of reserves, profits or premiums, if any, in the event of the issue of new shares at the end of the Acquisition Period, for which all authorities are delegated to the Board of Directors,

**delegate** to the Board of Directors all authorities to:

- determine the existence of sufficient reserves and proceed for each allocation with the transfer to an unavailable reserve account of the sums required for the release of the new shares to be allocated,
- determine the identity of the beneficiaries and the number of shares that may be allocated for free to each of them,
- set the conditions and, where appropriate, the criteria for allocation of these shares,

and if applicable:

- decide, in due course, upon the capital increase (s) pertaining to the issue of any new shares allocated for free,
- proceed with the acquisition of shares that might be necessary for the delivery of any existing free shares allocated,
- take all appropriate measures to ensure compliance of the retention obligation required by the beneficiaries,
- and generally take all necessary measures to ensure implementation of the present authorization, in accordance with the applicable laws,

**set** at thirty-eight (38) months the validity of this delegation from the present date,

**specify** that this authorization does not cancel the authorization to grant free shares that was previously given to the Board under second resolution of the Shareholders' meeting dated November 12, 2015 for the amount still available and in the limit of the aggregate ceiling stipulated in the fifth resolution said,

#### **Twentieth resolution**

*(Aggregate limits of the issues completed pursuant to the seventeenth, eighteenth and nineteenth resolutions above)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board and the reports special of the auditor,

**decide** that the total number of shares that may be (i) issued or purchased upon exercise of the options granted pursuant to the seventeenth resolution above, (ii) granted at no cost pursuant to the eighteenth resolution above, and (iii) options granted pursuant to the nineteenth resolution may not exceed either 250,000 shares provided, however, that the additional number of shares to be issued to preserve the rights of the holders of securities granting a right to shares in accordance with applicable contractual provisions will be added to this ceiling.

#### **Twenty-first resolution**

*(Delegation to be granted to the Board to increase stated capital by issuing shares in the Company to the employees who participate in a corporate savings plan)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board and the special report of the auditor,

in accordance with, inter alia, first, the provisions of Articles L. 225-129 et seq. and L. 225-138-1 of the French Commercial Code and, second, of Articles L. 3332-1 et seq. of the French Labor Code,

**delegate** to the Board the authority to decide to issue, on one or more occasions, in the proportions and at the times that it determines, common shares in the Company reserved for participants in the corporate savings plan of the Company or, if appropriate, of the French or foreign companies which are affiliated with it as defined in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code (the "Adocia Group"),



**decide** that the total nominal value of the capital increases that may be completed pursuant to this resolution may not exceed €20,000, this amount will be included in the aggregate ceiling specified in the sixteenth resolution, which maximum value will be added, if appropriate, the additional value of the shares to be issued to preserve the rights of the holders of securities granting access to the shares in accordance with legal or regulatory provisions and any applicable contractual provisions,

**set** at eighteen (18) months the validity of this delegation from the present date and terminates any prior authorization with the same purpose,

**decide that** the exercise price of the shares or securities giving access to the capital will be determined by the board of directors in the conditions planned in the article L. 3332-19 of the French commercial code and cannot be neither above the average of the twenty average trading days preceding the day of the decision of the board of directors to set the opening date of the subscription, nor below 20 % of this average or 30 % when the duration of unavailability planned by the plan in application of articles L. 3332-25 and L. 3332-26 of the commercial law is superior or equal to ten years,

**decide** to cancel the preemptive subscription right of shareholders for shares or securities granting access by any means, immediately and/or in the future, to the common shares to be issued in favor of participants in a corporate saving plan,

**decide** that the Board will have all authority to implement this delegation, with a right to further delegate as provided for by law and under the conditions specified above, to, in particular:

- decide that the subscriptions may be completed directly or through a corporate mutual fund (fonds communs de placement d'entreprise) or any other structure or entity allowed under applicable law or regulation,
- determine the dates, conditions and procedures for the issues which will be completed pursuant to this resolution, and, in particular, determine the subscription opening and closing dates, the effective dates, procedures to pay for the shares and other equity securities in the Company, and grant extensions for payment for the shares and, if appropriate, other equity securities in the Company,
- request that the securities created be listed on a stock exchange, formally acknowledge completion of the capital increases up to the value of the shares which are actually subscribed for and correspondingly amend the articles of incorporation and by-laws, complete, either itself or through an agent, all actions and formalities to finalize the capital increases, allocate, if appropriate, the expenses for capital increases to the premiums related to these increases and deduct from said amount the amounts necessary to increase the legal reserve to one tenth of the new stated capital after each increase.

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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. 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.

## **B. Different ways to participate in the Shareholders' meeting**

**1.** 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.

2. 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, that is to say May 14, 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.

3. 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](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 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. Items or draft resolutions or written questions from shareholders**

Any request to have items or draft resolutions added to the Meeting's agenda from shareholders according to the provisions stipulated in Articles R.225-71 of the French Commercial code, must be received at the headquarters of the Company, by registered letter with acknowledgement of receipt to the following address 115 avenue Lacassagne – 69003 Lyon or by email to [ag2018@adocia.com](mailto:ag2018@adocia.com). This request must be received at least 25 days prior to the shareholders's meeting (April 22, 2018), as stipulated in provisions in Articles R.225-73 of the French commercial code and must imperatively be accompanied by a certificate of attendance in order to be treated.

Each request must be accompanied, as the case may be, by the text of the proposed draft resolutions, which may be accompanied by a brief statement of reasons. The review of the proposed resolution will be only treated, if, the authors of such request provide a new certificate of attendance showing that the securities are recorded in the same

accounts two working days prior to the Shareholders's meeting (zero hours – Paris time).

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.

#### **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 (April 26,2018) on the Company's website: [www.adocia.com](http://www.adocia.com).

The Board of Directors.