

ADOCIA

French Société anonyme with a share capital of € 696 229.40
Headquarters: 115 avenue Lacassagne - 69003 Lyon
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**ANNUAL COMBINED SHAREHOLDERS MEETING
ON MAY 28, 2020**

Annual Shareholders' Meeting Agenda:

Reading of the auditors' reports on the annual and consolidated financial statements for the fiscal year closed December 31, 2019 and the agreements specified in Article L. 225-38 of the French Commercial Code,

Reading of the management report of the Board of Directors, to which is attached the Chairman's report on the corporate governance - presentation by the Board of the annual and consolidated financial statements for the fiscal year closed December 31, 2019,

- *First resolution: approval of the annual financial statements for the fiscal year closed December 31, 2019,*
- *Second resolution: approval of the consolidated financial statements for the fiscal year closed December 31, 2019,*
- *Third resolution: allocation of income for the fiscal year closed December 31, 2019,*
- *Fourth resolution: review of the agreements specified in Articles L. 225-38 et seq. of the French Commercial Code,*
- *Fifth resolution: renewal of Bpifrance Investissement as a Board member,*
- *Sixth resolution: renewal of Mrs. Dominique Takizawa as a Board member,*
- *Seventh resolution: renewal of Mr. Gerard Soula as board member*
- *Eight resolution: approval of the main components of the compensation for the fiscal year closed December 31, 2019 due or awarded to Mr. Gérard Soula, as Chief Executive Officer*
- *Ninth resolution: vote on the information relating to the 2019 compensation of corporate officers (excluding executive corporate officers) mentioned in Article L. 225-37-3, I. of the French Commercial Code*
- *Tenth resolution: approval of the main components of the compensation for the fiscal year closed December 31, 2019 due or awarded to Mr. Olivier Soula, Deputy General Manager*
- *Eleventh resolution: approval of the compensation policy for the corporate officers awarded for the 2020 fiscal year*
- *Twelfth resolution: approval of the compensation policy that may be awarded to Mr. Gérard Soula as a Chief Executive Officer, for the 2020 fiscal year.*
- *Thirteenth resolution: approval of the compensation policy that may be awarded to Mr. Olivier Soula, Deputy General Manager, for the 2020 fiscal year.*
- *Fourteenth resolution: approval of the settlement of the subscription stock option plan or purchase option plan by the board on December 10, 2019.*
- *Fifteenth resolution: authorization to be given to the Board of Directors for the Company to purchase its own shares*

Extraordinary Shareholders' Meeting Agenda:

- *Sixteenth resolution: 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,*

- Seventeenth resolution: delegation of authority to be granted to the Board to increase capital immediately or in the future by issuing common shares and/or equity securities giving access to capital, with a preemptive subscription right for shareholders,
- Eighteenth resolution: delegation of authority to be granted to the Board to increase capital immediately or in the future by issuing common shares and/or equity securities giving access to capital, without a preemptive subscription right for shareholders, in favor of a category of persons satisfying specified characteristics
- Nineteenth resolution: delegation of authority to be granted to the Board to increase capital by issuing common shares and/or equity securities, without a preemptive subscription right for shareholders, in favor of a certain category of persons ensuring the underwriting of Company's equity securities within a specific equity or bond financing program,
- Twentieth resolution: delegation of authority to be granted to the Board to increase capital by issuing common shares and/or equity securities with or without a preemptive subscription right for shareholders decided at the end of the above-mentioned authorizations,
- Twenty-first resolution: aggregate limits on the issues completed pursuant to the resolutions mentioned above,
- Twenty-second resolution: delegation of authority to be granted to the Board to issue and grant warrants to a category of persons meeting specified characteristics,
- Twenty-third resolution: modification of the articles 11.2 and 14.1 of the bylaws,
- Twenty-fourth resolution: amendment of article 19 of the bylaws "Shareholders' meetings" in order to update the legal provisions related to the determination of the terms of the requisite majority to adopt the resolutions presented by the general shareholders' meetings
- Twenty-fifth resolution: delegation to be granted to the Board to increase stated capital by issuing shares without a preemptive subscription right for shareholders in favor of 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, 2019

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

having deliberated and reviewed the management report including the report on the Corporate governance of the Board of Directors and the Statutory Auditors' report,

approve the annual financial statements for the fiscal year closed December 31, 2019, 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, 2019

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, 2019, 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, 2019

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, 2019 totaled 17,651,813.09 euros

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

Pursuant to the French General Tax Code, 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

Renewal of Bpifrance Investissement as a Board member

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 term of office as a Director of Bpifrance Investissement is due to expire at the end of this meeting,

decide to renew Bpifrance Investissement 's appointment for a term of three (3) years, which shall expire following the annual ordinary General meeting of the shareholders held to approve the financial statements for the year ending on December 31, 2022.

Bpifrance Investissement has agreed in advance to renew her term of office as a Director.

Sixth resolution

Renewal of Mrs. Dominique Takizawa as a Board member

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 term of office as a Director of Mrs. Dominique Takizawa is due to expire at the end of this meeting,

decide to renew Mrs. Dominique Takizawa 's appointment for a term of three (3) years, which shall expire following the annual ordinary General meeting of the shareholders held to approve the financial statements for the year ending on December 31, 2022.

Mr. Mrs. Dominique Takizawa has agreed in advance to renew her term of office as a Director.

Seventh resolution

Renewal of Mr. Gérard Soula as a Board member

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 term of office as a Director of Mr. Gérard Soula is due to expire at the end of this meeting,

decide to renew Mr. Gérard Soula 's appointment for a term of three (3) years, which shall expire following the annual ordinary General meeting of the shareholders held to approve the financial statements for the year ending on December 31, 2022.

Mr. Gérard Soula has agreed in advance to renew her term of office as a Director.

Eighth resolution

Approval of the components of total compensation and benefits granted to the Chief Executive Officer, Mr. Soula Gérard for the fiscal year 2019

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 2019 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 16 May 2019 in the tenth resolution, and detailed in the 2019 Universal Registration Document (URD), chapter 3 "Corporate Governance", section 3.2

Ninth resolution

Vote on the information relating to the 2019 compensation of corporate officers (excluding executive corporate officers) mentioned in Article L. 225-37-3, I. of the French Commercial Code

The general meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having read the report of the board of directors,

approve, in application of Article L. 225-100 II of the French Commercial Code, the information mentioned in Article L. 225-37-3 I of the French Commercial Code concerning corporate officers (excluding executive corporate officers), such that they appear in the Universal Registration Document (URD) 2019, chapter 3 "corporate governance - corporate governance report", section 3.2.4.

Tenth resolution

Approval of the components of total compensation and benefits granted to the Deputy General Manager, Mr. Olivier Soula for the fiscal year 2019

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 2019 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 16 May 2019 in the eleventh resolution, and detailed in the 2019 Universal Registration Document (URD), chapter 3 "Corporate Governance", section 3.2, sub-section 3.2.1 "Compensation paid to the Corporate Officers".

Eleventh resolution

Approval of the compensation policy to the corporate officers awarded for the 2020 fiscal year

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 Article L.225-37-2 of the French Commercial Code.

approve the compensation policy for corporate officers awarded for the 2020 fiscal year as detailed in the 2019 Universal Registration Document (URD), chapter 3 “Corporate Governance”, section 3.3, sub-section 3.2.3 “compensation policy of the corporate officers”.

Twelfth resolution

Approval of the compensation policy that may be awarded to the Chief Executive Officer for the 2020 fiscal year

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 Article L.225-37-2 of the French Commercial Code.

approve the compensation policy that may be awarded to the Chief Executive Officer for the 2020 fiscal year as detailed in the 2019 Universal Registration Document (URD), chapter 3 “Corporate Governance”, section 3.3, sub-section 3.2.3 “compensation policy of the corporate officers”.

Thirteenth resolution

Approval of the compensation policy that may be awarded to the Deputy General Manager for the 2020 fiscal year

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 Article L.225-37-2 of the French Commercial Code.

approve the compensation policy that may be awarded to the Deputy General Manager for the 2020 fiscal year as detailed in the 2019 Universal Registration Document (URD), chapter 3 “Corporate Governance”, section 3.3, sub-section 3.2.3 “compensation policy of the corporate officers”.

Fourteenth resolution

Approval of the settlement of the subscription stock option plan or purchase option plan by the board on December 10, 2019

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, as well as the US Internal Revenue Code requires it to enable the attribution of *incentive stock-options* to the benefits of US fiscal residents, as set in the subscription stock option plan or purchase option plan adopted by the board of directors during the meeting of December 10, 2019,

approve the subscription stock option plan or purchase option plan adopted by the board of directors during the session on December 10, 2019.

Fifteenth 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 and according to Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, of the Company’s shares,

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,
- 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 €100, 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

Sixteenth 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 fifteenth 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(24) 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.

Seventeenth resolution

Delegation of authority to be granted to the Board to increase capital by issuing common shares and/or equity securities, with a preemptive subscription right for 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,

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 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134, L. 228-91, L. 228-92 and L. 228-93,

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 and/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 that the shareholders have, in proportion to the amount of their shares, a preemptive subscription right to the ordinary shares or transferable securities which will be, if applicable, issued under this delegation,

grant the board of directors the power to grant shareholders the right to subscribe, on a reducible basis, a higher number of shares or securities than they could subscribe on an irreducible basis, in proportion to the rights they have and, in any event, within the limit of their request,

decide to fix at 383.000 € (or the equivalent of this amount in the event of issue in another currency) the maximum nominal amount of the capital increases likely to be carried out, immediately and / or in the long term, under the this resolution, it being specified that this ceiling is set independently and separately from the ceiling referred to in the twenty-first resolution below and that to this ceiling will be added, if necessary, the nominal value of the shares to be issued to preserve, in accordance to the law, and, where applicable, to the applicable contractual stipulations, the rights of holders of securities and other rights giving access to capital,

decide to fix at 50,000,000 euros (or the equivalent of this amount in the event of issue in another currency) the maximum nominal amount of debt securities that may be issued under this delegation, it being specified that:

- this amount will be increased, where applicable, by any reimbursement premium above par,
- this ceiling is set independently and separately from the ceiling referred to in the twenty-first resolution below,
- this ceiling does not apply to debt securities referred to in articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the commercial code whose issue would be decided or authorized by the board of administration under the conditions provided for by article L. 228-40 of the French Commercial Code, or in other cases, under the conditions that the Company would determine in accordance with the provisions of article L. 228-36- A of the code of business,

decide that, if the subscriptions have not absorbed the whole of such an issue, the board of directors may use, in the order it determines, one or the other of the following options:

- limit the issue to the amount of subscriptions, provided that these reach at least three-quarters of the issue initially decided,
- freely distribute all or part of the unsubscribed securities issued between the persons of its choice, and

- offer to the public, on the French or international market, all or part of the unsubscribed securities issued

decide that issues of the Company's share subscription warrants may be carried out by subscription offer, but also by free allocation to the owners of the old shares,

decide that in the event of the free allocation of warrants, the board of directors will have the power to decide that the fractional allocation rights will not be negotiable and that the corresponding securities will be sold,

acknowledge, as necessary, that this delegation automatically carries, for the benefit of the holders of the securities, if any, issued under this delegation, the shareholders' express waiver of their preferential subscription rights to the shares to which these securities will give right,

decide that the board of directors will have all powers, with the power to sub-delegate under the conditions provided for by law, to implement, under the conditions fixed by law and the articles of association, this delegation for the purpose in particular:

- to set the dates, conditions and terms of any issue as well as the form and characteristics of the shares or securities giving access to the capital to be issued, with or without premium,
- to fix the amounts to be issued, the date of possibly retroactive enjoyment of the shares or securities giving access to the capital to be issued, their method of payment as well as, if applicable, the procedures for exercising rights to exchange, conversion, redemption or allocation in any other way of capital securities or transferable securities giving access to capital,
- to make any adjustments required in application of legal or regulatory provisions and, where applicable, to the applicable contractual stipulations, to protect the rights of holders of securities and other rights giving access to the capital of the Company and
- to suspend, if necessary, the exercise of the rights attached to these securities for a maximum period of three months,

decide that the board of directors may:

- on its own initiative and when it deems it appropriate, charge the costs, rights and fees occasioned by the capital increases carried out by virtue of the delegation referred to in this resolution, to the amount of the premiums relating to these operations and deduct, on the amount of these premiums, the sums necessary to bring the legal reserve to one tenth of the new capital, after each transaction,
- take any decision with a view to the admission of the securities and securities thus issued to trading on the regulated market of Euronext in Paris and, more generally,
- take all measures, conclude all commitments and carry out all formalities necessary for the successful completion of the proposed issue, as well as for the purpose of finalizing the resulting capital increase, and making the corresponding changes to the articles.

Eighteenth resolution

Delegation of authority to be granted to the Board to increase capital immediately or in the future by issuing common shares and/or equity securities, without a preemptive subscription right for shareholders, for the benefit of a category of persons that satisfy specified characteristics

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 and/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 intermediate 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, whether shareholder or not of the Company:

i. one or more natural or legal persons (including companies), trusts, and investment funds, or other investment vehicles, irrespective of their form (including, without limitation, any investment fund or investment company; venture capital, in particular any FPCI, FCPI or FIP), under French or foreign law, whether or not shareholders of the Company, investing on a regular basis in the health or biotechnology sector, and/or

ii. one or more strategic or financial partners of the Company located in France or abroad, having concluded or to conclude one or more partnership contracts (development, co-development, distribution, manufacturing, etc.) commercial or financing with the Company (or a subsidiary), directly or through one or more controlled companies or by which they are controlled within the meaning of Article L. 233-3 of the French Commercial Code,

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 €137,000 (or the equivalent of said amount in the event of an issue in another currency), maximum amount to which may be added, if any, the additional amount of the shares to be issued to preserve, in accordance with legal or regulatory provisions and, as the case may be, with the applicable contractual provisions, the rights of the holders of securities and other rights giving access to shares, it being specified that this ceiling is set independently and distinct from the ceiling referred to in the twenty-first 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 set in the twenty-first 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,
- to fix 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 bring the legal reserve to one tenth of the new capital 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,

decide that this delegation cannot be used in during the public offer period of the company's shares.

specify that the delegation so granted to the Board will be valid for eighteen (18) months after this meeting and ends any previous delegation of powers for the same purpose.

acknowledges that, in the event that the board comes to use the delegation of authority conferred on it in this resolution, the board will report to the next ordinary general meeting, in accordance with law and regulations, the use made of the authorizations conferred in this current resolution.

Nine-teenth resolution

Delegation of authority to be granted to the Board to increase capital immediately or in the future by issuing common shares and/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 persons within a specific equity or bond 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 of the Company and/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 intermediate 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 service providers or member of an investment banking syndicate or any company or investment funds that undertakes to guarantee the completion of any capital increases or any other issue likely to result in a future capital increase that may be carried under this delegation in the context of setting up a line or equity or bond financing,

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 €137,000 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 twenty-first 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 twenty-first 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,
- to fix 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 in the current resolution.

Twentieth resolution

Delegation of authority to the Board to increase the number of ordinary shares and securities to be issued in the event of a capital increase with or without a preemptive subscription right as defined in the above-mentioned resolutions

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, with or without a preemptive subscription right, approved pursuant to the seventeenth, eighteenth and nineteenth resolutions 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, with or without a preemptive subscription right, realized pursuant to the delegations granted under the resolutions mentioned above, will be included in the aggregate ceiling specified in the twenty-first 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 eighteen (26) months after this meeting starting at the end of the meeting,

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 giving access to capital
- 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 bring the legal reserve to one tenth of the new capital 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.

Twenty-first resolution

Aggregate limits on the issues completed pursuant to the nineteenth and twentieth 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 nineteenth and twentieth 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 resolutions mentioned above 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.

Twenty-second resolution

Delegation of authority to be granted to the Board to issue and grant warrants to a category of persons meeting specified characteristics

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,

delegate to the Board of Directors the power to allocate up to 100,000 common share purchase warrants (the "Warrants"), each entitling the holder to subscribe for one common share of the Company with a par value of € 0.10 , being specified that the number of shares that may be issued upon the exercise of the warrants issued pursuant to this delegation will be deducted from the global ceiling provided in the twentieth resolution of the shareholders' meeting of May 17 2018, fixed at 250,000 shares,

decide that the issue price of a warrant will be determined by the Board on the day of issue of the said warrant based on the characteristics of the warrant, and if need be with the help of an independent expert and will be at least equal to 5% of the average weighted average price per share. the volumes of the last five (5) trading days on the regulated market of Euronext Paris preceding the date of allocation of said warrants by the Board,

decide to cancel, for these warrants, the shareholders' preemptive subscription right, said Warrants can only be attributed to the following category of beneficiaries: (i) members and censors of the Board of the Company in office at the date of allotment of warrants that are not employees or officers of the Company or any of its subsidiaries or (ii) persons who are bound by a service or consultant contract to the Company or to any other its subsidiaries or (iii) members of any committee set up by the board of directors or that the board of directors may put in place that does not have the status of employees or officers of the Company or the Company. one of its subsidiaries (the "Beneficiaries"),

decide pursuant to the provisions of Article L. 225-138-I of the French Commercial Code, to delegate to the board the task of drawing up the list of Beneficiaries and the portion of the BSA allocated to each beneficiary thus designated,

authorizes therefore the board, within the limits of the foregoing, to issue and allot the warrants, on one or more occasions for each beneficiary,

decide to delegate to the Board of Directors for each Beneficiary, the terms and conditions of exercise of the BSA and, in particular, the issue price of the BSA, the subscription price (issue premium included) of the share to which each BSA will be entitled (the "Exercise Price") as determined by the Board of Directors under the conditions specified below, and the timetable for the exercise of the BSA, it being specified that these will have to be exercised at later in the ten (10) years of their issue and that the BSA which would not have been exercised at the end of this period of ten (10) years will be automatically canceled,

decide, each BSA will be used to subscribe, on the terms hereinafter defined, one ordinary share with a par value of €0.10 at a subscription price determined by the board on the date of the allocation of the BSA as follows:

as long as the shares of the Company are admitted to trading on a regulated market, the subscription price of one ordinary share of the Company on the exercise of a BSA, which will be determined by the board at the time of the allocation of the BSA, must be at least equal to the higher of the following two values:

- (a) the sale price of a closing share on this regulated market on the day preceding the decision of the board to allocate the BSA; and
- (b) the weighted average of the prices quoted during the twenty trading days preceding the day of the board's decision to award the BSA;

it being specified that, in order to determine the subscription price of a common share on exercise of a warrant, the board will not take into account the capital increases resulting from the exercise of warrants of companies, share subscription warrants or share subscription options, as well as the allocation of bonus shares,

decide that the ordinary shares thus subscribed shall be fully paid up at the time of their subscription, either by payment in cash, or by offsetting with liquid and payable debts,

decide that the new shares delivered to the beneficiary upon the exercise of its warrants will be subject to all the provisions of the bylaws and will take legal effect on the first day of the financial year in progress in which they are issued,

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

decide to issue 100,000 ordinary shares with a nominal value of up to € 0.10 to the exercise of the issued BSA,

specify pursuant to the provisions of Articles L. 228-91 and L. 225-132 of the French Commercial Code, this decision entails the waiver by the shareholders of their preemptive subscription rights for the ordinary shares to which the BSA give rights,

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

- in the event of a share capital reduction motivated by losses by reducing the number of shares, the rights of the holders of the warrants as to the number of shares to be received upon exercise of the warrants will be reduced accordingly as if said holders had been shareholders as of the date of issue of the BSA,
- in the event of a share capital reduction motivated by losses by way of a reduction in the nominal value of the shares, the subscription price of the shares to which the BSAs entitle them will remain unchanged, the share premium being increased by the amount of the decrease in the share capital. nominal value,

further decide that:

- in the event of a capital reduction not motivated by losses by reducing the par value of the shares, the subscription price of the shares to which the BSA give entitlement will be reduced accordingly,
- in case of capital reduction not motivated by losses by reducing the number of shares, holders of the BSA, if they exercise their BSA, may request the redemption of their shares under the same conditions as if they had been shareholders at the time of the repurchase by the Company of its own shares,

decide, as provided by Article L. 228-98 of the French Commercial Code, that the Company is authorized, without having to seek the authorization of the holders of the BSA to modify its corporate form and purpose,

decide pursuant to the provisions of Article L. 228-98 of the French Commercial Code, the Company is authorized to modify the rules for distributing its profits, amortize its capital and create preference shares resulting in such a modification or such amortization subject to taking the necessary measures to maintain the rights of the holders of securities giving access to the capital under the conditions defined in Article L. 228-99 of the French Commercial

Code,

authorizes the Company to require the holders of the BSA to redeem or refund their rights as provided for in Article L. 208-102 of the French Commercial Code,

decide that, in the event that it is necessary to make the adjustment provided for in Article L. 228-99 3 ° of the Commercial Code, the adjustment would be made by applying the method set out in Article R. 228 -91 of the French Commercial Code, it being specified that the value of the pre-emptive subscription right and the value of the share prior to secondment of the subscription right would, if need be, be determined by the Board of Directors according to the subscription price, exchange or sale per share used in the last transaction on the Company's share capital (capital increase, share transfer, sale of shares, etc.) during the six (6) months preceding the meeting of said advising, or failing such a transaction during this period, on the basis of any other financial parameters that will appear relevant to the Board of Directors (and which will be validated by the statutory auditors of the company),

decide to give full powers to the Board to implement this delegation, and to the effect of:

- to issue and allot the warrants and to set the subscription price, the exercise conditions and the final terms of the Warrants in accordance with the provisions of this resolution and within the limits set in this resolution,
- determine the identity of the beneficiaries of the warrants and the number of warrants to be allocated to each of them,
- to fix the price of the share that may be subscribed during the exercise of a BSA under the above-mentioned conditions,
- to record the number of ordinary shares issued as a result of the exercise of the warrants, to complete the formalities resulting from the corresponding capital increases and to amend the Articles of Association accordingly,
- -take all necessary measures to protect the holders of Warrants in the event of a financial transaction involving the Company, in accordance with the legal and regulatory provisions in force,
- in general, to take any measure and carry out any formality useful to this issue,

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

Twenty-third resolution

Modification of the articles 11.2 and 14.1 of the bylaws

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

having familiarized themselves with the report of the Board,

decide to modify as follows:

(i) the 3rd paragraph of the 11.2 article of the by-laws ("*Présidence*"):

"The president of the board may not be more than 75 years old. If the president reaches that age, he or she shall be considered to have automatically resigned. His or her term of office would be extended, however, to the next meeting of the board of directors, during which a new president should be appointed. Subject to that provision, the president of the board may still be reelected"; and

(i) the 4th paragraph of the 14.1 article of the by-laws ("*Direction générale*"):

"The chief executive officer may not be more than 75 years old. If the chief executive officer reaches that age, he or she shall be considered to have automatically resigned. His or her term of office would be extended, however, to the next meeting of the board of directors, during which a new chief executive officer should be appointed. Subject to that provision, the chief executive officer may still be reelected".

Twenty-fourth resolution

Amendment of article 19 of the bylaws "Shareholders' meetings" in order to update the legal provisions related to the determination of the terms of the requisite majority to adopt the resolutions presented by the general shareholders' meetings

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

having familiarized themselves with the report of the Board,

decide to amend as follows the paragraphs 15 and 17 of the article 19 of the by-laws "general shareholders' meetings" in order to update the legal provisions related to the determination of the terms of the requisite majority to adopt the resolutions presented by the general shareholders' meetings:

"15th paragraph:

The resolutions of the ordinary shareholders' meeting shall be adopted by a majority of votes ***of shareholders present or represented. The votes cast do not include those attached to shares for which the shareholder did not take part in the vote, abstained or voted blank or void.***

"17th paragraph:

The resolutions of the extraordinary shareholders' meeting shall be adopted by a two-thirds majority ***of shareholders present or represented. The votes cast do not include those attached to shares for which the shareholder did not take part in the vote, abstained or voted blank or void.***

Twenty-fifth 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, 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.

The Board of Directors.