

ADOCIA

French Société anonyme with a share capital of € 696 229.40
Headquarters: 115 avenue Lacassagne - 69003 Lyon
487 647 737 R.C.S. Lyon

ANNUAL COMBINED SHAREHOLDERS MEETING

ON MAY 28, 2020

Notice of meeting

The shareholders of Adocia are informed that a Combined Shareholders' Meeting will be held on May 28, 2020 at 10:00 am, at the headquarters of Adocia, 115 avenue Lacassagne, 69003 Lyon, in order to deliberate the following agenda:

Annual Shareholders' Meeting Agenda:

- approval of the annual financial statements for the fiscal year closed December 31, 2019,
- approval of the consolidated financial statements for the fiscal year closed December 31, 2019,
- allocation of income for the fiscal year closed December 31, 2019,
- review of the agreements specified in Articles L. 225-38 et seq. of the French Commercial Code,
- renewal of Bpifrance Investissement as a Board member,
- renewal of Mrs. Dominique Takizawa as a Board member,
- renewal of Mr. Gerard Soula as board member
- 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
- 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
- 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,
- approval of the compensation policy for the corporate officers awarded for the 2020 fiscal year
- approval of the compensation policy that may be awarded to Mr. Gérard Soula as a Chief Executive Officer, for the 2020 fiscal year.
- approval of the compensation policy that may be awarded to Mr. Olivier Soula, Deputy General Manager, for the 2020 fiscal year.
- approval of the settlement of the subscription stock option plan or purchase option plan by the board on December 10, 2019.
- 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 immediately or in the future by issuing common shares and/or equity securities giving access to capital, with a preemptive subscription right for shareholders,
- 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
- 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 within a specific equity or bond financing program,
- 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,
- aggregate limits on the issues completed pursuant to the resolutions mentioned above,
- delegation of authority to be granted to the Board to issue and grant warrants to a category of persons meeting specified characteristics,
- modification of the articles 11.2 and 14.1 of the bylaws,
- 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
- 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

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, (i.e. May 26, 2020, 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 – CTO 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 – CTO 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 – CTO 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 25, 2020**.

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 – CTO 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. 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. 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 - CTO Assemblées Générales - Les Grands Moulins de Pantin 9, rue Débarcadère - 93761 Pantin Cedex.

Only notifications of appointment or revocation of proxies should be sent to the email address mentioned above, any other application or notification on another object cannot be taken into account and / or treated.

In order that the appointment or revocation of proxies by electronic means can be properly taken into account, confirmation must be received no later than the day before the meeting at 15:00 (Paris time). Designations or revocations of proxies paper must be received no later than 3 calendar days before the date of the meeting.

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 ag2020@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: ag2020@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 (May 7, 2020) on the Company's website: www.adocia.com.