

ADOCIA

French Société anonyme with a share capital of € 693 124.40
Headquarters: 115 avenue Lacassagne - 69003 Lyon
487 647 737 R.C.S. Lyon

ANNUAL COMBINED SHAREHOLDERS MEETING

ON MAY 16, 2019

Notice of meeting

The shareholders of Adocia are informed that a Combined Shareholders' Meeting will be held on May 16, 2019 at 10:00 am at the Hotel de Talleyrand, in the offices of Jones Day, 2 rue Saint Florentin, 75001 Paris, in order to deliberate the following agenda:

Annual Shareholders' Meeting Agenda:

- Approval of the annual financial statements for the fiscal year closed December 31, 2018,
- Approval of the consolidated financial statements for the fiscal year closed December 31, 2018,
- Allocation of income for the fiscal year closed December 31, 2018,
- Review of the agreements specified in Articles L. 225-38 et seq. of the French Commercial Code,
- Renewal of Mr. Olivier Soula as a Board member,
- Renewal of Mr. Olivier Martinez as a Board member,
- Renewal of Ms. Ekaterina Smirnyagina as board member
- Approval of the main components of the compensation for the fiscal year closed December 31, 2018 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, 2018 due or awarded to Mr. Olivier Soula, 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, Deputy Chief Executive Officer,
- Approval of the settlement of the subscription stock option plan or purchase option plan by the board on May 17, 2018
- 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 and/or equity securities with a preemptive subscription right for shareholders
- 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 and offer them to the general public
- 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 within the framework of an offer for the benefit of qualified investors or of a restricted circle of investors as defined in II de l'article L. 411-2 of the French Financial and Monetary code
- Authorization to be granted to the Board to determine the issue price for up to 10% of stated capital, if shares or any equity securities are issued without a preemptive subscription right for shareholders, as set in the sixteen and seventeen resolutions
- 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 ensuring the underwriting of Company's equity securities within a specific equity or bond financing program
- Delegation of authority to the Board to increase the number of common shares and/or securities to be issued in the event of a capital increase with or without a preemptive subscription right as defined in the fifteenth, sixteenth, seventeenth, ninetieth, and twentieth resolutions
- Delegation of authority to the Board to issue common shares and/or equity securities convertible into shares of the Company, in case of public offer with an exchange component initiated by the Company.
- Delegation of authority to the Board to decide the issuance of common shares or any securities convertible into shares of the Company, immediately and/or at a later date, up to 10% of the capital, to pay for contributions in kind of shares or securities convertible into shares of third-party companies, outside of a public exchange offer.
- Aggregate limits on the issues completed pursuant to the fifteenth, sixteenth, seventeenth, twentieth, twenty-one, twenty-second, twenty-third and twenty-eighth resolutions of the current meeting
- Delegation of competence to be granted to the Board to increase the capital by incorporating premiums, reserves, benefits or others
- Delegation of competence to be granted to the Board to issue and grant warrants without a preemptive subscription right 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

- Authorization to consent to the board to proceed to grant free existing shares or newly issued shares in accordance with the provisions of Articles L.225-197-1 and the French Commercial Code implying the waiver by the shareholders of their preferential subscription rights
- 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 14, 2019, 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 13, 2019**.
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 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 ag2019@adocia.com. This request must be received at least 25 days prior to the shareholders' 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: ag2019@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 19, 2019) on the Company's website: www.adocia.com.

Le conseil d'administration