

This is a free translation into English of Adocia' 2015 interim financial report issued in the French language for informational purposes only

# Interim financial report as of June 30, 2015

A French *société anonyme* (corporation) with € 684,216.3 in share capital Registered office: 115, avenue Lacassagne, 69003 Lyon

Lyon Trade and Companies Registry no. 487 647 737

### **INDEX**

- 1. Responsibility statement in respect of the interim financial report
- 2. Interim management report
- 3. 2015 interim financial reporting under IFRS
- 4. Statutory auditors' report on the 2015 interim financial reporting

#### 1. RESPONSIBILITY STATEMENT IN RESPECT OF THE INTERIM FINANCIAL REPORT

I hereby certify that, to my knowledge, the consolidated condensed financial statements for the six months ended June 30, 2015 have been prepared in accordance with applicable accounting standards and give a true and fair view of the Company and its subsidiaries included in the consolidated account assets and liabilities, financial position and income, and that the accompanying interim management report gives a true and fair view of the significant events of the first six months of the year, their impact on the financial statements, major related-party transactions and a description of the major risks and uncertainties for the remaining six months of the year.

Gérard Soula

Chairman and Chief Executive Officer of Adocia

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#### Adocia

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#### INTERIM MANAGEMENT REPORT

#### Fiscal year ended June 30, 2015

#### 1.1. Significant events of the first half of 2015:

The year 2014 closed with the announcement of the signing of a major licensing collaboration with Eli Lilly, relating to the development of a formulation of an ultra-rapid insulin analog lispro. As per this licensing contract, the Company received an upfront fee of 50 million dollars at year end, enabling it to start 2015 with a cash position close to 50 million euro.

At the end of March 2015, in order to strengthen its cash position, the Company completed a private placement of approximately 32 million euro. Highly respected investors, specialized in the health sector, such as BVF, KKR, and Alken, invested in the Company. As of the end of June 2015, the Company has a position of 72.8 million euro in cash & cash equivalents.

During the first half year, the Company pursued the development of its product portfolio:

- BioChaperone Lispro: this project, in collaboration with Lilly, is part of a sustained development program. A Phase Ib clinical study was launched early January to measure the effect of ultra-fast insulin Lispro BioChaperone administered after standardized meals on post-prandial blood glucose. The results of this study, published partially in late June, showed a significant 61% reduction in the overall two-hours glucose excursion for BioChaperone Lispro versus Humalog. Other studies are being prepared and should be launched in the second half 2015.
- The human rapid insulin, HinsBet: the results of the Phase IIa clinical study launched end of 2014 were published in early February and showed that HinsBet has an early effect, similar to a fast-acting insulin analog such as Humalog® and greater to that of the recombinant human insulin, such as Humulin. Adocia is pursuing the clinical development of this innovative formulation with a concentration of 100 UI/ml. The Company also plans to develop a concentrated formulation U500, particularly interesting for patients with type 2 diabetes who are severely insulin resistant and who often require daily doses two or three times higher than standard doses.
- BioChaperone Combo: the unique combination of insulins glargine and lispro. After obtaining promising clinical results in 2014, the Company prepared during the first half two clinical trials that were launched in early July:
  - o The first Phase Ib clinical trial is designed to evaluate the improvement of postprandial glucose control in subjects with type 1diabetes after a single injection of BioChaperone with meals, compared to HumalogMix<sup>®</sup>.

- The second Phase Ib clinical trial relates to subjects with type 2 diabetes and is designed to compare the pharmacodynamic profile of BioChaperone Combo, to that of HumalogMix, compared to injections of Lantus® and Humalog®.
- BioChaperone PDGF-BB for the treatment of diabetic foot ulcer: the phase III clinical study is ongoing in India. Results are expected for the first half of 2016.

Adocia also continues to conduct feasibility studies on innovative formulations of monoclonal antibodies with major pharmaceutical and biotech partners. Over the first half of the year, and due to the priority given to insulin projects, the research efforts on Driveln project have been slowed down.

From an organizational perspective, in March 2015 the Company created a subsidiary in the US composed of a General Manager and a Chief Medical Officer. The objective is to strengthen the presence of the Company among the pharmaceutical and biotech companies and increase its visibility in this high-priority market, while also being closer to the US financial community.

#### 1.2. Event subsequent to June 30, 2015:

None.

#### 1.3. Comments on the interim consolidated financial statements :

The financial results of the Company at June 30, 2015 are characterized by:

- A solid financial position: as a result of the 32 million euro increase in capital realized in March 2015 from a private placement of nearly 10% of its share capital from healthcare specialist investors, the Company shows a cash position as of June 30, 2015 amounting to 72.8 million euro. The cash needed to finance operations amounted to 7.1 million euro in the first six months of 2015.
- A positive net result of 6.7 million euro over the first half of 2015 compared to 5.5 million euro loss for the first half of 2014:
  - Operating income of 16.7 million euro is significantly higher compared to last year, and results primarily from the research and collaborative contract signed with Eli Lilly.

    As of June 30, 2014, revenue amounted to 1.9 million euro and consisted of research tax credit (« Crédit Impôt Recherche ») and revenues generated from feasibility studies relating to the development of innovative formulations of monoclonal antibodies.
  - Operating expenses of 11.8 million euro were 60% higher than the expenses recorded last year over the same period, reflecting the sharp increase in clinical and preclinical activities.

The table below summarizes the condensed consolidated interim financial statements prepared for periods of six-months ended June 30, 2015 and June 30, 2014.

In € thousands- IFRS rules	06/30/2015	06/30/2014
Operating revenue	16 674	1 874
Research and development expenses	(10 298)	(6 607)
General and administrative expenses	(1 561)	(826)
Operating expenses	(11 858)	(7 433)
Operating income (loss)	4 815	(5 559)
Financial income	1 904	14
Net income (loss)	6 719	(5 545)
Average number of shares (in thousands)	6 531	6 212
Net earnings per share (in €)	1,0	(0,9)
Net earnings per share (in €)- on a fully diluted basis	1,0	(0.9)

#### **Operating revenue**

The following table provides details on operating income for each period:

	06/30/2015	06/30/2014
In € thousands- IFRS rules		
Research and collaborative agreements	7 334	186
Licensing revenue	5 375	-
Revenue (a)	12 709	186
Grants, public financing and research tax credits (b)	3 965	1 688
Operating income (a)+(b)	16 674	1 874

The consolidated operating income at June 30, 2015 increased significantly compared to those recorded in the same period in 2014.

**Revenues** of 12.7 million euro at June 30, 2015 resulted primarily from the collaborative and licensing agreement signed with Lilly end of 2014 which impacts the revenues at two levels:

- Revenues from the collaboration agreement amounting to 7.3 million euro, Lilly supporting all internal and external costs related to the project
- o License revenue of 5.3 million euro corresponding to the amortization of the initial payment of 50 million dollars received in December 2014, linearly amortized over the duration of the program as anticipated at the time of the signature of the agreement.

Last year, over the same period, revenue of 0.2 million euro exclusively resulted from on-going research and collaborative contracts related to the formulation of monoclonal antibodies.

**Other operating income** consists of the Research Tax Credit ("Crédit Impôt Recherche") for 2.9 million euro for the first half 2015 compared to 1.7 million euro in 2014. This increase reflects increase in activity.

Furthermore, in early June 2015, the Company obtained from Oseo the decision of a partial failure of the bone reconstruction project (osteoporosis) leading to the recognition of a grant of 1.05 million euro (balance of 0.5 million euro to be paid on September 30, 2015).

#### **Operating expenses**

In € thousands- IFRS rules	06/30/2015	06/30/2014
Research and development expenses	(10 298)	(6 607)
General and administrative expenses	(1 561)	(826)
Operating Expenses	(11 858)	(7 433)

Consolidated operating expenses for the first half 2015 have increased significantly compared to last year: 11.9 million euro compared to 7.4 million euro representing a 60% increase:

- External costs, which represent almost 57% of total operating expenses, amounted to 6.8 million euro in 2015 compared to 3.8 million euro for the same period in 2014.
   Acceleration of clinical and preclinical developments explains this increase, and reflects the progress in our portfolio.
- o Personnel costs represents the second significant area of expenses with 35% of total operating expenses compared to 40% for the first six months 2014. The increase from 3 million euro in 2014 to 4.1 million euro in 2015 reflects the additional resources needed for the development of projects: Full Time Equivalents (FTE) went from 72 on average over the first six months 2014 to 81 for the first half 2015.

Nearly 87% of operating expenses relate to research and development's expenditures and reflect the continuation of strong R&D activity and tight control of general and administrative and other overhead activity.

#### **Balance sheet items**

In € thousands – IFRS rules	06/30/2015	06/30/2014
Cash and cash equivalents	72 757	49 800
Assets	82 250	52 544
Equity	39 402	2 505
Financial debts	1 363	2 414

On June 30, 2015, the amount of cash and cash equivalents held by the Company amounted to 72.7 million euro compared to 49.8 million euro at December 31, 2014.

Shareholders' equity increased from 2.5 million euro at the end of December 31, 2014 to 39.4 million euro at the end of June 2015, mainly reflecting the increase in capital carried out in March 2015.

Financial debts, amounting to 1.4 million euro at June 2015, mainly concern refundable advances from the French Agency for Innovation (Oséo), for the insulin project and the remaining part of the advance on osteoporosis project whose final payment amounting to 0.5 million euro is expected in late September.

#### 1.1. Risks and uncertainties relating to the company's activities in the first half of the year:

The risk factors affecting the company are presented in Chapter 4 of the registration document filed with the *Autorité des marchés financiers* (AMF) and available on the company's website: www.adocia.com. There were no new risk factors for the first half of 2015.

#### 1.1. Relations with related parties:

Relations with related parties during the period are presented in the notes to the interim financial reporting prepared under IAS 34 below (Part 5).

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Period: January 1 to June 30, 2015

# **CONSOLIDATED FINANCIAL BALANCE SHEET, IFRS RULES**

STATEMENT OF FINANCIAL POSITION	Notes	06/30/2015	12/31/2014
ASSETS - (in € thousands)			
Intangible assets		0	2
Laboratory equipment	4.2	1 156	557
Other property, plant and equipment	4.2	424	418
Holdings in affiliates			
Financial assets		132	808
Deferred tax assets			
NON-CURRENT ASSETS		1 713	1 786
Inventories		23	35
Trade and similar receivables	4.4	3 700	158
Other current assets	4.5	4 058	765
Cash and cash equivalents		72 757	49 800
CURRENT ASSETS		80 537	50 758
** GRAND TOTAL **		82 250	52 544

STATEMENT OF FINANCIAL POSITION	Notes	06/30/2015	12/31/2014
LIABILITIES - (in € thousands)			
Share capital		684	622
Share premium		78 938	49 097
Group reserves		(46 939)	(26 499)
Group net profit/loss		6 719	(20 715)
NON-CONTROLLING INTERESTS			
EQUITY	4.7	39 402	2 505
Long-term financial debt	4.8	780	728
Long-term provisions		461	396
Deferred tax liabilities			
Other non-current liabilities	4.10	24 193	29 568
NON-CURRENT LIABILITIES		25 434	30 692
Short-term financial debt	4.8	494	1 573
Other current financial liabilities		89	111
Trade and similar payables	4.11	4 107	2 649
Other current liabilities	4.11	12 724	15 014
CURRENT LIABILITIES		17 414	19 347
** GRAND TOTAL **		82 250	52 544

# CONSOLIDATED PROFIT & LOSS, IFRS RULES

STATEMENT OF COMPREHENSIVE INCOME	Notes	06/30/2015	06/30/2014
(in € thousands)			
Revenue	4.13	12 709	186
Other income	4.14	3 965	1 688
Total income		16 674	1 874
Operating expenses excluding additions and reversals	4.15	(11 692)	(7 298)
Additions to and reversals of depreciation, amortization and	4.17	(166)	(136)
PROFIT/LOSS FROM ORDINARY OPERATING ACTIVITIES		4 815	(5 559)
Other operating income and expenses			
PROFIT/LOSS FROM ORDINARY OPERATING ACTIVITIES		4 815	(5 559)
Financial income		2 199	51
Financial expense		(295)	(37)
FINANCIAL INCOME/EXPENSE	4.18	1 904	14
PROFIT/LOSS BEFORE TAX		6 719	(5 545)
Tax expense		0	
NET PROFIT/LOSS		6 719	(5 545)
Non-controlling interests			
GROUP NET PROFIT/LOSS		6 719	(5 545)
Base earnings per share (€)	4.19	1,0	(0,9)
Diluted earnings per share (€)		1,0	(0,9)
GROUP NET PROFIT/LOSS		6 719	(5 545)
Other comprehensive income			
TOTAL PROFIT/LOSS FOR THE YEAR		6 719	(5 545)

# CONSOLIDATED CHANGES IN EQUITY, IFRS RULES

CHANGES IN EQUITY		Number of	Capital	Additional	Reserves	Group total	Non-
(in € thousands)		shares		paid-in	and profit	equity	controlling
				capital	-		interests
	12/31/2012	6 197 876	619	48 498	(26 090)	23 028	
Profit/loss for the period					(4 293)	(4 293)	
Capital increase							
Share-based payments		14 000	1	(1)	86	86	
Other comprehensive income							
Capital increase expenses							
Other				314	(5)	309	
	12/31/2013	6 211 876	621	48 811	(30 302)	19 129	
Profit/loss for the period					(15 170)	(15 170)	
Capital increase							
Share-based payments		2 800	0,3	(0)	3 325	3 325	
Other comprehensive income							
Capital increase expenses							
Other				66	401	468	
	12/31/2014	6 216 076	621	49 097	(47 214)	2 504	
Profit/loss for the period					6 719	6 719	
Capital increase		621 887	62	31 903		31 965	
Share-based payments		4 200	0,4	18	261	280	
Other comprehensive income							
Capital increase expenses				(2 043)		(2 043)	
Other				(37)	13	(23)	
	06/30/2015	6 842 163	684	78 938	(40 220)	39 402	

# CONSOLIDATED STATEMENT OF CASH FLOWS, IFRS RULES

STATEMENT OF CASH FLOWS (in € thousands)	06/30/2015	06/30/2014
Net profit/loss	6 719	(5 545)
Net depreciation, amortization & provisions (excl. current assets)	164	201
Capital gains and losses on non-current assets	-	(26)
Calculated income and expenses	308	169
loan writte-off	1 050	
Cash flow from operations after cost of net financial debt and tax	6 142	(5 200)
Cost of net financial debt		
Tax expense (including deferred taxes)		
Cash flow from operations before cost of net financial debt and tax	6 142	(5 200)
Taxes paid	(544)	
Change in deferred revenues	(5 277)	
Change in working capital requirement (including employee benefits)	(7 465)	1 750
NET CASH FLOW GENERATED BY OPERATING ACTIVITIES	(7 143)	(3 450)
Acquisitions of property, plant and equipment & intangible assets	(521)	(262)
Disposals of property, plant and equipment & intangible assets	-	26
Acquisitions of non-current financial assets	(19)	
Disposals of non-current financial assets	-	
Other cash flows related to investing activities	700	202
NET CASH FLOW RELATED TO INVESTING ACTIVITIES	160	(34)
Capital increase	29 940	
New loans and reimbursable advances	0	-
Repayments of loans and reimbursable advances	-	-
Net financial interest paid	-	-
Other cash flows related to financing activities	-	-
NET CASH FLOW RELATED TO FINANCING ACTIVITIES	29 940	0
CHANGE IN NET CASH AND CASH EQUIVALENTS	22 957	(3 484)
Opening cash	49 800	19 415
Closing cash	72 757	15 929

Components of net cash and cash equivalents analyzed by type and reconciliation with the balance sheet:

NET CASH AND CASH EQUIVALENTS (in € thousands)	12/30/2015	12/31/2014
Short-term investment securities (due in < 3 months)	9 065	6 304
Cash on hand	63 692	43 495
Net cash and cash equivalents	72 757	49 800

# NOTES TO THE FINANCIAL STATEMENTS AS OF JUNE 30, 2015

Unless otherwise specified, the amounts presented in these notes are in € thousands

#### 1. PRESENTATION OF BUSINESS ACTIVITY AND MAJOR EVENTS

#### 1.1. INFORMATION ABOUT THE COMPANY AND ITS ACTIVITY

Adocia is clinical-stage biotechnology company that specializes in the development of innovative formulations of already-approved therapeutic proteins. It has a particularly strong expertise in the field of insulins. Adocia's proprietary BioChaperone® technological platform is designed to enhance the effectiveness and safety of therapeutic proteins and their ease of use for patients.

Adocia is a corporation (*société anonyme*) formed under French law on December 22, 2005. The company has been listed on NYSE Euronext (compartment B) since February 20, 2012.

At 30 June 2015, Adocia holds a stake in the company Adocia Inc. The latter, created in March 2015, is 100% owned by Adocia and registered in the US state of Delaware.

Adocia's condensed financial statements under IFRS for the period from January 1 to June 30, 2015, are presented on a consolidated basis for Adocia and its subsidiary (the whole being called « the Company »). These financial statement were approved for publication by the board of directors on July 20, 2015.

#### 1.2. EVENTS SUBSEQUENT TO THE REPORTING PERIOD

None.

# 2. ACCOUNTING METHODS AND PRINCIPLES USED TO DRAW UP THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

#### 2.1. PRINCIPLES USED TO DRAW UP THE FINANCIAL STATEMENTS

#### **Declaration of compliance**

In accordance with EU regulation 1606/2002 of July 19, 2002 on international standards, Adocia's interim consolidated financial statements for the period ended June 30, 2015 were prepared according to the standards and interpretations published by the International Accounting Standards Board (IASB) and adopted by the European Union as of the reporting date.

These standards, available on the website of the European Commission (http://ec.europa.eu/internal\_market/accounting/ias\_fr.htm), include the international accounting standards (IAS and IFRS) and the interpretations of the Standing Interpretations Committee (SIC) and the IFRS Interpretations Committee (IFRIC).

#### Principles used to prepare the financial statements

Following the creation of the subsidiary Adocia Inc. in March 2015, the company has established for the first time consolidated financial statements. Selected consolidation and conversion methods of accounts are described below (§ Consolidation methods).

The consolidated interim financial statements were prepared in accordance with international financial reporting standard IAS 34 (condensed interim financial reporting).

They do not include all the information and notes as presented in the year-end financial statements. They should therefore be read in conjunction with the company's financial statements for the year ended December 31, 2014, which are available at www.adocia.com.

#### **Going concern**

The going concern assumption was used given the company's financial ability (available cash assets) to meet its financing requirements over the next 12 months.

#### Accounting principles and methods

The accounting principles and methods used by the company for the interim financial statements are the same as those used in the financial statements for the year ended December 31, 2014, except for principles for consolidation, presented below in the notes "Consolidation methods" and "conversion of foreign subsidiary accounts."

In addition, the new mandatory texts applicable to fiscal years beginning on January 1, 2015 are as follows:

Standards, amendments to standards and interpretations applicable since January 1, 2015:

- IFRIC 21 Levies (applicable to fiscal years beginning on or after June 17, 2014) Recognition of a liability under a right or tax charged.
- Amendment to IFRS 13 Fair value measurement;

#### Other Amendments:

- Amendment to IFRS 1 First time adoption of IFRS;
- Amendment to IFRS 3 Business Combination;
- Amendment to IAS 40 Investment property;

These new standards are not developed within the framework of the interim financial information to the extent that they are not applicable to the Company.

New standards, amendments and interpretations applicable at a later date and adopted by the European Union

- Amendment to IAS 19 Defined benefits plans : employee contribution
- Amendment to IFRS 2 Share-based payment transaction
- Amendment to IFRS 8 Operating segments
- Amendment to conclusion of IFRS 13
- Amendement to IAS 16 et IAS 38 Intangible and tangible assets.
- Amendment to IAS 24 Related party disclosures

The company has not applied these interpretations in advance. None is expected to have a material impact on the financial statements.

#### **Consolidation methods**

The consolidated financial statements include by full consolidation, the accounts of all subsidiaries whose Adocia directly or indirectly controls. Control is determined in accordance with IFRS10 on the basis of three criteria: power, exposure to variable returns and relationship between power and those returns.

In March 2015, the Company created a subsidiary called Adocia Inc. 100% owned and consolidated at the end of June 2015 by global integration.

The entrance to the Adocia Inc. subsidiary in the scope of consolidation is effective on the creation date. Income and expenses are recorded in the consolidated income statement since the creation date.

All transactions between the subsidiary and the Company Adocia Inc. and internal results of the consolidated group are eliminated

#### Conversion of foreign subsidiary accounts

The financial statements of the Company are prepared in euro which is the presentation currency

The Company used the closing rate method. This method involves converting the balance sheet at the closing rate and income statement at the average rate of the period; unrealized exchange gain or losses recognized, on the opening balance sheet items as well as on the income statement, are included in equity under "unrealized exchange gains or losses".

#### 2.2. USE OF JUDGEMENTS AND ESTIMATES

To prepare the financial statements in accordance with IFRS, certain estimates, judgments and assumptions have been made by the company's management, which may have affected the amounts shown for the assets, liabilities and contingent liabilities as of the date of preparation of the financial statements, and the amounts shown for income and expenses during the year.

These estimates are based on the going concern assumption and are based on the information available at the time they were made. They are assessed continuously based on past experience and various other factors deemed reasonable which form the basis of the estimates of the carrying amount of the assets and liabilities. The estimates may be revised if the circumstances on which they were based change or as a result of new information. Actual results may differ significantly from these estimates based on different assumptions or conditions.

In preparing its year-end financial statements, the main judgments made by management and the main assumptions used are the same as those used to prepare the financial statements for the fiscal year ended December 31, 2014.

#### 3. SIGNIFICANT EVENTS

The year 2014 closed with the announcement of the signing of a major licensing collaboration with Eli Lilly, relating to the development of a formulation of an ultra-rapid insulin analog lispro. As per this licensing contract, the Company received an upfront fee of 50 million dollars at year end, enabling it to start 2015 with a cash position close to 50 million euro.

At the end of March 2015, in order to strengthen its cash position, the Company completed a private placement of approximately 32 million euro. Highly respected investors, specialized in the health sector, such as BVF, KKR, and Alken, invested in the Company. As of the end of June 2015, the Company has a position of 72.8 million euro in cash & cash equivalents.

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# 4. ADDITIONNAL INFORMATION REGARDING CERTAIN BALANCE SHEET AND INCOME STATEMENT ITEMS

#### 4.1. SCOPE OF CONSOLIDATION

Companies included in the scope of consolidation:

Company	Country	Consolidation method	% Control	% Interest
End of June 2015				
Adocia	France		Holding	
Adocia Inc.	United States	IG *	100,00%	100,00% (*) full cons

Companies		Adresse	identification N°
Adocia	Holding	115, avenue Lacassagne - 69003 Lyon, France	48764773700021
Adocia Inc.		11 Biercliff Dove Canyon, CA 92679, Delaware - USA	47-3246163

#### Adocia Inc.

Adocia Adocia Inc. is the commercial subsidiary in the US. The company was founded in March 2015.

Adocia Inc. activity is to represent and defend the Group interests in the US, in particular in the following areas:

- Relations with the pharmaceutical industry companies and local biotech companies through active collaboration or for the implementation of partnerships
- Relations with the scientific community and local regulatory authorities (scientific experts, FDA)
- Relations with the local financial community (investors, banks, analysts ...)

An annual contract services ("Services Agreement") was signed between Adocia and Adocia Inc. in March 2015. That contract mentions the re-invoicing of costs incurred by the company as part of its business, plus a 10% mark up, to cover the operating costs of the US subsidiary.

The impact linked to the creation of this new company on the accounts to June 30, 2015 is limited, the company having 3 months of existence. Expenses amounting to  $\leq 0.4$  million correspond to personnel costs of 2 employees and their travel and representation expenses.

#### 4.2. PROPERTY, PLANT AND EQUIPMENT

GROSS AMOUNT (in € thousands)	Laboratory equipment	Fixtures and facilities	Furniture, office equipment	Total	
Total value at December 31, 2014	1 841	677	681	3 198	
Acquisitions	704	13	59	776	
Disposals				0	
Total value at June 30, 2015	2 545	690	740	3 975	

DEPRECIATION AND IMPAIRMENT (in € thousands)	Laboratory equipment	Fixtures and facilities	Furniture, office equipment	Total
Total value at December 31, 2014	1 283	416	523	2 223
Additions	106	26	40	172
Reversals/Disposals				0
Total value at June 30, 2015	1 389	442	563	2 395

NET AMOUNT (in € thousands)	•	Laboratory Fixtures and facilities Furniture, equipment office		Total
			equipment	
Total value at December 31, 2013	557	261	157	976
Total value at June 30, 2015	1 156	248	177	1 580

The company owns two assets financed through leasing with an acquisition cost of K€72 for the first and K€85 for the second, financed for 3 and 4 years.

#### 4.3. ADDITIONAL INFORMATION REGARDING DEFERRED TAXES

Based on the same rules as those of December 31, 2013, the company did not recognize any deferred tax assets as of June 30, 2015.

As a reminder, the amount of tax losses carried forward at January 1, 2015 amounts to 37 million euro. This loss carryforward is not limited in time.

#### **4.4. RECEIVABLES**

TRADE RECEIVABLES	06/30/2015	12/31/2014		
(in € thousands)				
Gross amount	3 700	158		
Impairment				
Total net value	3 700	158		

All receivables are not yet due. Receivables at 30 June 2015, essentially correspond to quarterly invoicing within the collaboration agreement with Eli Lilly.

#### **4.5. OTHER CURRENT ASSETS**

OTHER CURRENT ASSETS	06/30/2015	12/31/2014	
(in € thousands)			
Research tax credit	2 915	_	
VAT claims	657	356	
Receivables from suppliers	94	109	
Pre-paid expenses	372	288	
Miscellaneous	20	12	
Total other current assets	4 058	765	

All other current assets are due in less than one year.

As of June 30, 2015, the research tax credit ("Crédit d'Impôt Recherche") is estimated on the basis of research expenses incurred as of that date and eligible for the research tax credit. The company requests and generally receives a refund of research tax credit in the year following the financial year closing. On December 31, 2014, and given the profit tax result in the financial statements, the CIR was deducted from income tax.

Pre-paid expenses relate to current expenses.

The miscellaneous item includes social security claims and other receivables.

#### 4.6. CLASSIFICATION AND FAIR VALUE OF FINANCIAL ASSETS

The only financial assets measured at fair value are cash and cash equivalents, which include money market mutual funds in euro, time accounts quoted in an active market and interest-bearing accounts. They therefore constitute level 1 financial asset at fair value.

#### **4.7. EQUITY**

For easier cross-reference between periods, the number of shares has been restated to reflect the decision by the shareholders' meeting on October 24, 2011 to approve a 10-for-1 stock split and to grant 10 shares, each with a par value of €0.10, for a previously held share with a par value of €1.

### **Share capital**

The company was created on December 22, 2005.

	Number of shares (*)	Ordinary shares	Preferred shares - category A	Preferred shares - category B	Nominal amount (euros)
At January 1, 2007	140 000			140 000	1 400 000
10/19/2007 - Capital increase	93 339		93 339		933 390
12/20/2007 - Capital increase	46 668		46 668		466 680
10/22/2009 - Reduction of par value					-2 520 063
10/22/2009 - Capital increase	119 007		119 007		119 007
01/20/2010 - Grant of bonus shares	1 050	1 050			1 050
04/06/2010 - Capital increase	5 424		5 424		5 424
06/06/2010 - Grant of bonus shares	140	140			140
06/18/2010 - Capital increase	1 283		1 283		1 283
12/10/2010 - Capital increase	37 630		37 630		37 630
03/04/2011 - Grant of bonus shares	1 050	1 050			1 050
06/17/2011 - Grant of bonus shares	140	140			140
	4 011 579	21 420	2 730 159	1 260 000	0
12/15/2011 - Grant of bonus shares	1 400	1 400			140
02/14/2012 - Issue of IPO shares	1 592 798	1 592 798			159 280
02/14/2012 - Conversion of preferred shares					
to ordinary shares		4 433 510	-3 033 510	-1 400 000	0
03/07/2012 - Grant of bonus shares	10 500	10 500			1 050
03/17/2012 - Issue of IPO shares	130 268	130 268			13 027
06/15/2012 - Grant of bonus shares	2 800	2 800			280
12/19/2012 - Grant of bonus shares	2 800	2 800			280
03/26/2013 - Grant of bonus shares	8 400	8 400			840
06/18/2013 - Grant of bonus shares	2 800	2 800			280
12/13/2013 - Grant of bonus shares	2 800	2 800			280
12/13/2013 - Grant of bonus shares	1 400	1 400			140
12/13/2013 - Grant of bonus shares	1 400	1 400			140
15/12/2014 - Grant of bonus shares	1 400	1 400			140
02/12/2015 - Grant of BSA	700				70
03/03/2015 - Grant of de BSPCE	700				70
03/27/2015 - Grant of BSPCE	1 400				140
03/31/2015 - Issue of IPO Shares by private placeme	621 887				62 189
03/31/2015- Grant of Bonus shares	1 400				140
At June 30, 2015	6 842 163	6 216 076	0	0	684 216

All the shares issued are fully paid-up.

The company owns treasury shares under its liquidity agreement.

Following the initial public offering, preferred shares were converted into ordinary shares and the Ratchet stock warrants became null and void.

#### Bon de souscription d'actions

Share options were granted (i) to certain employees and managers in the form of start-up company stock purchase warrants called "Bons de Souscription de parts d'Entreprise" (« BSPCE ») (ii) to two independent directors of the Board in the form of of Shares Warrants called "Bons de souscription d'Actions" ("BSA") and (iii) scientific consultants as subscriptions of Shares Warrants called "Bons de souscription d'Actions" ("BSA").

The main characteristics of the stock warrants and the principal assumptions used to measure the fair value of the options based on the Black-Sholes model are as follows:

situation at 12/31/2014	BSPCE <sub>12-2013</sub> Plan No. 1	BSPCE <sub>12-2013</sub> Plan No. 2	BSA <sub>12-2013</sub>	BSPCE 2014 Plan No. 1	BSPCE 2014 Plan No. 2	BSPCE 2014 Executives	
Recipients	employees	employees	independent directors			employees and executives	
Number of warrants issued	28 000	22 400	20 000	14 000	5 600	100 000	
Number of warrants granted	28 000	22 400	20 000	14 000	5 600	100 000	
Number of warrants subscribed	28 000	22 400	20 000	14 000	5 600	100 000	
Date of shareholders' meeting		06/18/2013		06/24/2014			
Date of Board of Directors' meeting		12/13/2013		09/25/2014			
Issue price	fr	ee	0,588 €	free			
Strike price	5,7	6€	5,88 €	34,99 €			
Deadline to exercise warrants		12/13/2023		25/09/2024			
Start date to exercise options	1/4: Jan. 1, 2014 1/4: Jan. 1, 2015 1/4: Jan. 1, 2016 1/4: Jan. 1, 2017	1/4: Jan. 1, 2015 1/4: Jan. 1, 2016 1/4: Jan. 1, 2017 1/4: Jan. 1, 2018	13,333 on Jan. 1, 2014 3,333 on Jan. 1, 2015 3,333 on Jan. 1, 2016	1/4: Jan. 1, 2015 1/4: Jan. 1, 2016 1/4: Jan. 1, 2016 1/4: Jan. 1, 2018	1/4: Jan. 1, 2016 1/4: Jan. 1, 2017 1/4: Jan. 1, 2018 1/4: Jan. 1, 2019	Immediate vesting on 1 Jan 2015, following the fulfillment of conditions set out in Plan	
Parity		One warrant for one sl	nare	(	One warrant for one sh	are	
Dividend yield		none			none		
Volatility		67%			97%		
Risk-free rate of return	2%	6 (iBoxx Sovereign AA	7-10)	0,9	% (iBoxx Sovereign AA	7-10)	

The service cost is recognized as personnel costs and external expenses over the vesting period.

#### **Bonus shares**

Bonus shares were granted to some salaries of the Company since 2008. Movements on bonus shares are as follows:

Date of shareholders' meeting / Type	No. of rights	No. of shares issued	No. of rights canceled	Maximum number of shares to be issued
	granted			
01/20/2008 - Bonus shares	42 000	39 900	2 100	
06/06/2008 - Bonus shares	5 600	5 600		
12/15/2009 - Bonus shares	5 600	5 600		
03/05/2010 - Bonus shares	5 600	5 600		
12/07/2010 - Bonus shares	5 600	4 200		1 400
At June 30, 2015	64 400	60 900	2 100	1 400

During the first half year 2014, 1.400 shares were issued, in so far as the vesting periods were matured and the conditions of allocation respected.

No new allocation of bonus shares occurred.

As of June 30, 2015, 1.400 bonus shared allocated are still not yet vested.

#### Compensation in the form of bonus shares

BONUS SHARES - Date of ESM decision	12/20/2007			12/20/2007			12/20/2007					
Date of grant by the Board of Directors	01/23/2008 06/06/2008			12/15/2009								
Number of vesting years	2	3	4	5	2	3	4	5	2	3	4	5
Performance condition	No	No	No	No	No	No	No	No	No	No	No	No
Total number of bonus shares granted	10 500	10 500	10 500	10 500	1 400	1 400	1 400	1 400	1 400	1 400	1 400	1 400
Share value on grant date (euros)	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57
Fair value of a bonus share (euros)	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57
Initial valuation (€ thousands)	90	90	90	90	12	12	12	12	12	12	12	12
Number of bonus shares at January 2018												
Number of bonus shares granted	10 500	10 500	10 500	10 500	1 400	1 400	1 400	1 400				
Number of bonus shares canceled												
Number of bonus shares definitively granted		45 872										
Number of bonus shares to be issued at 12/31/2014												
Number of bonus shares granted												
Number of bonus shares canceled												
Number of bonus shares definitively granted												
June 2014 accounting expenses (€ thousands)		0				(	)				1	
June 2015 accounting expenses (€ thousands)												

BONUS SHARES - Date of ESM decision	12/20/2007					Total			
Date of grant by the Board of Directors	03/05/2010								
Number of vesting years	2	3	4	5	2	3	4	5	
Performance condition	No	No	No	No	No	No	No	No	
Total number of bonus shares granted	1 400	1 400	1 400	1 400	1 400	1 400	1 400	1 400	64 400
Share value on grant date (euros)	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	
Fair value of a bonus share (euros)	8,57	8,57	8,57	8,57	8,57	8,57	8,57	8,57	
Initial valuation (€ thousands)	12	12	12	12	12	12	12	12	552
Number of bonus shares at January 2018									
Number of bonus shares granted									47 600
Number of bonus shares canceled									0
Number of bonus shares definitively granted									45 872
Number of bonus shares to be issued at 12/31/2014				1 400				1 400	2 800
Number of bonus shares granted									
Number of bonus shares canceled									0
Number of bonus shares definitively granted				-1400					-1 400
								1 400	1 400
June 2014 accounting expenses (€ thousands)		2				4			7
June 2015 accounting expenses (€ thousands)						1			1

#### Stock options (SO Plan 2015)

In accordance with the authorization granted by the Company's ordinary and extraordinary shareholders' meeting on June 18, 2013, at its meeting on March 31, 2015 the board of directors decided to grant stock options to two employees of Adocia Inc. A total of 20,000 ordinary stock options were thus granted, each employee receiving 10,000 stock options for common shares.

For each beneficiary, the stock options may be exercised at a unit price of 55.64 euros, by quarter, each year on January 1<sup>st</sup>, with the first installment exercisable as of January 1, 2016.

These options may be exercised during a 10 year period starting at the day of grant, or before March 31, 2025.

At the end of the 10 year period following the issuance of stock options, the options that have not been exercised will lapse and will no longer entitle to the subscription of share of the Company.

#### Dividends

There was no decision on a dividend distribution in the first half of 2015.

#### Capital management

The company's policy is to maintain a solid capital base and promote the liquidity of transactions in order to safeguard investor and creditor confidence and support future business development.

To this end, a liquidity agreement was signed in March 2012 with Banque BIL (now called DSF Market). This contract was terminated April 30, 2014.

On 19 May 2014, the Company signed a new liquidity contract with Kepler Capital Markets SA by allocating the following resources: 15,026 treasury shares and € 0.3 million in cash.

As of December 30, 2014, under this agreement, Kepler Capital Markets SA held 2,323 shares and nearly 0.8 million in cash.

On 10 February 2015, the Company reduced resources allocated to this contract by € 0.7 million.

As of June 30, 2015, under this agreement 2,257 treasury shares were recognized as a deduction from equity and cash in the amount of 0.1 million euro was recorded as short-term financial assets.

#### 4.8. FINANCIAL DEBT

FINANCIAL DEBT (in € thousands)	Current	Non-current	Total	Bank overdrafts
Reimbursable advances	494	780	1 274	_
Other financial debt	89		89	0
Total financial debt	583	780	1 364	0

#### Reimbursable advances:

REIMBURSABLE ADVANCES	(in € thousands)	Historical	
		cost	
Value at December 31, 2014	2 301	2 441	(A)
Grant during the year			
forgiveness of debt	(1 007)	(1 050)	
Discount on grant during the year			
Financial expenses	23		
Value at June 30, 2015	1 275	1 391	(B)
Long-term portion	780		
Short-term portion	494		

<u>As part of the osteoporosis project</u>, the company signed an agreement with Oséo on March 12, 2007 under which it received a reimbursable advance totaling 2,250 million euro for the development of a new system for local controlled release of growth factors for bone regeneration. After fulfilling all the technical and financial conditions, the company received the full amount of this assistance in 2010.

As stipulated in the agreement, the company repaid the first installment of €300,000 on April 5, 2012 and the second installment of 0.4 million euro on April 2, 2013. The terms of the agreement stipulated a minimum repayment of the fixed sum of k€ 700.

During March 2014, the company submitted a claim for the program failure and provided a complete report requesting the recognition of the program's technical and commercial failure. In June 2015, the Company obtained Oséo the decision of the partial failure of this project, leading to the recognition of 1.05 million euro (balance of 0.5 million euro to be paid on September 30, 2015).

<u>As part of its insulin project</u>, the company signed an agreement with Oséo on April 25, 2012, under which it received a reimbursable advance of 0.8 million euro for the development of a fast-acting human insulin formulation, including the launch of a phase IIa clinical trial.

After fulfilling all the technical and financial conditions, the company received the full amount of this reimbursable assistance on April 30, 2012.

In the event of technical and/or commercial success, the advance will be repayable in full in accordance with a defined payment schedule.

In the event of technical and/or commercial failure, the terms of the agreement stipulated the repayment of the fixed sum of 0.3 million euro, of which 0.1 million euro in 2017 and 0.2 million euro in 2018.

The fair value of the new advance received was determined based on a 3% annual interest rate.

<u>As part of its business development in new markets</u> (India and China), the company signed a business development agreement with Coface (French insurance company for foreign trade) on October 26, 2012 in return for the payment of a premium equivalent to 2% of the annual budget.

Under the terms of the agreement, Coface guarantees the reimbursement of 75% of the expenses incurred during the four-year guarantee period, which runs from October 1, 2012 to September 30, 2016.

The company agreed to repay the sums received from Coface according to the Terms and Conditions set out in the agreement during an amortization period that runs until September 30, 2021.

The sums repaid will first be deducted, by the same amount, from the amount of the advance granted for the first guarantee period and then for the following periods, it being understood that such repayments:

- are limited in time (repayment of the advance over a period ending on September 30, 2021),
- will not exceed the principal amount of the total advance received.

For the expenses incurred during the first insured period, i.e. from October 1, 2012 to September 30, 2013, the company received the sum of €91,000 on December 17, 2013.

#### Breakdown of advances by historical cost

( A ) in € thousands	12/31/2014	Less than 1	1 to 5 years	More than 5
		year		years
Osteoporosis advance	1 550	1 550		
Insulin advance (2012)	800		280	520
Coface advance (2013)	91		91	

( B ) in € thousands	06/30/2015	Less than 1	1 to 5 years	More than 5
		year		years
Osteoporosis advance	500	500		
Insulin advance (2012)	800		480	320
Coface advance (2013)	91		91	

#### Other financial debt

Other financial debt relates to two lease financing commitment for an amount of €160,000 made in year 2013 and 2014, of which €18,000 was repaid during the period.

#### 4.9. PROVISIONS

PROVISIONS (in € thousands)	Employee benefits	Other long-term provisions	Provisions for risks and charges - less than one year	Total
Value at December 31, 2014	396			396
Additions	65			65
Reversal of used provisions				
Reversal of unused provisions				
Value at June 30, 2015	461			461

The provision for retirement benefits was estimated on the basis of the disposition of the applicable collective agreement, namely the collective agreement 176 ("convention collective 176").

#### 4.10. OTHER NON-CURRENT LIABILITIES

Other non-current liabilities include the long term part of the initial up-front payment received from Eli Lilly for a total of 50 million dollars (40.7 million euro). Under IFRS rules, this amount is recognized in revenues linearly over the duration of the development plan as anticipated at the time of the signature of the agreement.

As of June 30, 2015, the non-amortized part (ie recognized as revenues) amounts to 35.1 million euro, and has been recognized in other current liabilities (short term part of €10.9 million) and other non-current liabilities (long term part of €24.2 million).

#### 4.11. TRADE PAYABLES AND OTHER CURRENT LIABILITIES

The company's current liabilities are as follows:

(in € thousands)	06/30/2015	12/31/2014
Subsidiary accounts	1 346	1 369
Notes payable		
Invoices pending	2 761	1 280
Trade payables	4 107	2 649
Customer credit balances		
Tax and social security liabilities	1 779	4 185
Other debt	35	17
Unearned income	10 910	10 812
Other current liabilities	12 724	15 014
TOTAL CURRENT OPERATING LIABILITIES	16 831	17 663

All trade payables and other current liabilities are payable within less than one year.

The "Tax and social security liabilities" includes social and fiscal accruals.

# 4.12. OPERATING PROFIT/LOSS

INCOME STATEMENT	Notes	06/30/2015	06/30/2015
(in € thousands)			
Research agreements and license revenue	4.13	12 709	186
Grants, public financing and research tax credit	4.14	3 965	1 688
Income		16 674	1 874
Cost of goods sold		(663)	(403)
Payroll expense	4.16	(4 172)	(3 004)
External charges	4.15	(6 832)	(3 847)
Taxes		(25)	(43)
Depreciation, amortization & provisions	4.17	(166)	(161)
Other current operating income and expenses		(0)	25
Operating expenses		(11 858)	(7 433)
PROFIT/LOSS FROM ORDINARY OPERATING		4 815	(5 559)
Non-recurring operating income and expenses			
PROFIT/LOSS FROM OPERATING ACTIVITIES		4 815	(5 559)

## Breakdown of expenses by function:

EXPENSES BY FUNCTION	06/30/2015	06/30/2015
(in € thousands)		
Research and development costs	(10 298)	(6 607)
Administrative costs	(1 561)	(826)
Operating expenses	(11 858)	(7 433)

Research and development costs are as follows:

RESEARCH AND DEVELOPMENT COSTS	06/30/2015	06/30/2014
(in € thousands)		
Cost of goods sold	(663)	(395)
Payroll expense	(3 464)	(2 464)
External charges	(6 032)	(3 607)
Taxes	(0)	(35)
Depreciation, amortization & provisions	(138)	(107)
Total research and development costs	(10 298)	(6 607)

#### 4.13. REVENUE

REVENUE	06/30/2015	06/30/2014
(in € thousands)		
Research agreements	7 334	186
License revenue	5 375	0
Other		
Total	12 709	186

Revenues of 12.7 million euro at June 30, 2015 resulted primarily from the collaborative and licensing agreement signed with Lilly end of 2014 which impacts the revenues at two levels:

- Revenues from the collaboration agreement amounting to 7.3 million euro, Lilly supporting all internal and external costs related to the project
- License revenue of 5.3 million euro corresponding to the amortization of the initial payment of 50 million dollars received in December 2014, linearly amortized over the duration of the program as anticipated at the time of the signature of the agreement.

Last year, over the same period, revenue of 0.2 million euro exclusively resulted from on-going research and collaborative contracts related to the formulation of monoclonal antibodies.

#### 4.14. OTHER INCOME

OTHER INCOME (in € thousands)	06/30/2015	06/30/2014
Project financing	1 050	0
Research tax credit	2 915	1 686
Other		2,5
Total	3 965	1 688

**Other operating income** consists of the Research Tax Credit ("Crédit Impôt Recherche") for 2.9 million euro for the first half 2015 compared to 1.7 million euro in 2014. This increase reflects increase in activity.

Furthermore, in early June 2015, the Company obtained from Oseo the decision of a partial failure of the bone reconstruction project (osteoporosis) leading to the recognition of a grant of 1.05 million euro (balance of 0.5 million euro to be paid on September 30, 2015).

#### 4.15. OTHER PURCHASES AND EXTERNAL CHARGES

These are mainly in-vivo studies, clinical trials, lease payments and all the company's operating expenses.

#### 4.16. PAYROLL EXPENSE

Payroll expense is as follows:

PAYROLL EXPENSE (in € thousands)	06/30/2015	06/30/2014
Wages and salaries	3 099	2 120
Social contributions	1 074	885
Total payroll expense	4 172	3 004

STAFF	06/30/2015	06/30/2014
Technicians	41	37
Management personnel	52	40
Total employees	93	77

At June 30, 2015, the company had 32 PhD.

Over 87% of employees are directly allocated to research and development activities.

### 4.17. DEPRECIATION, AMORTIZATION AND IMPAIRMENT LOSSES

Net depreciation, amortization and provisions are as follows:

DEPRECIATION, AMORTIZATION AND IMPAIRMENT	06/30/2015	06/30/2014
(in € thousands)		
Depreciation of property, plant and equipment	144	138
Amortization of intangible assets		
Depreciation of leased assets	22	23
Depreciation, amortization and provisions for fixed assets	166	161
Provisions for risks and charges (additions)		
Provisions for current assets (additions)		
Reversals		
Additions to/Reversals of Depreciation, Amortization and	166	161
Provisions		

# 4.18. FINANCIAL INCOME/EXPENSE

The cost of net financial debt is as follows:

FINANCIAL INCOME/EXPENSE	06/30/2015	06/30/2014
(in € thousands)		
Cash and cash equivalents income	2 199	51
Interest on conditional advances	(24)	(27)
Cost of net financial debt	2 175	24
Foreign exchange gains and losses		
Other financial income and expenses	(271)	(11)
FINANCIAL INCOME/EXPENSE	1 904	14

The financial income recorded for the first half of 2015 is mainly coming from the foreign exchange impact on the receipt of the Lilly credit (initial payment for \$50M paid at the end of December 2014).

#### 4.19. EARNINGS PER SHARE

	06/30/2015	06/30/2014
Consolidated net profit/loss (in € thousands)	6 719	(5 545)
Average number of shares	6 531 170	6 212 564
Net earnings per share (in euros)	1,0	(0,9)
Net earnings per share (in euros) - fully diluted	1,0	(0,9)

Equity instruments outstanding are not included in the calculation of earnings per share since they are considered anti-dilutive given the company's losses over previous fiscal years.

#### 5. RELATED PARTIES AND COMPENSATION OF THE CORPORATE OFFICERS

The amount of director's fees allocated to members of the board of director has been approved by the board of Director's meeting held on June 18, 2013 and is for a maximum amount of €70,000 per year. It remains unchanged compared to last year.

The amount allocated for the first half of 2015 was €26,000 and relate to two board members.

Compensation paid to the management and board members is as follows:

(in € thousands)	06/30/2015	06/30/2014
Fixed gross compensation (*)	231	181
Variable gross compensation (*)	345	90
Exceptional gross compensation (*)	180	
Benefits in kind	4	4
Directors' fees	26	20
Share-based payment	0	0
TOTAL	786	295

<sup>(\*)</sup> Exceptional and variable bonuses paid in 2015 were accrued in 2014 and relate to the achievements from last year, and, in particular, to the signature of a major licensing agreement with Eli Lilly.

#### 6. OFF-BALANCE SHEET COMMITMENTS

#### Commercial lease with Grand-Lyon:

The headquarters of the Company are located at 115 Avenue Lacassagne, 69003 Lyon on two floors in a real property complex used as a business enterprise zone for innovative biotechnology firms.

On January 2015, the Company signed an amendment for additional 677 m<sup>2</sup>; thereby bringing the total rent to 2 709m<sup>2</sup>. As of end of June, the investments on these new areas are still on-going and should be finalized on July 2015.

To be noticed that the Company also entered into a lease for a covered parking area, which has been in effect since October 13, 2011.

The company recognized rental expense (excluding property charges) of €190,000 and €83,000 property charges for the first half period of 2015.

- 1. Responsibility statement in respect of the interim financial report
- 2. Interim management report
- 3. 2015 interim financial reporting under IFRS
- 4. Statutory auditors' report on the 2015 interim financial reporting

# Adocia

PERIOD FROM JANUARY 1 TO JUNE 30, 2015

Statutory auditors' report on the interim financial reporting

#### **ODICEO**

115, boulevard de Stalingrad
C.S.52038
69616 Villeurbanne Cedex
Corporation with €275,000 in share capital

Statutory Auditor Member of the Compagnie Régionale de Lyon

#### **ERNST & YOUNG et Autres**

Tour Oxygène
10-12, boulevard Marius Vivier Merle
69393 Lyon Cedex 03
Simplified joint stock company with variable capital

Statutory Auditor Member of the Compagnie Régionale de Versailles

#### **Adocia**

Period from January 1 to June 30, 2015

#### Statutory auditors' report on the interim financial reporting

Dear Shareholders,

Pursuant to the mission entrusted to us by your shareholders' meetings, and in application of Article L.451-1-2 III of the French Monetary and Financial Code (*Code monétaire et financier*), we have:

- performed a review of the accompanying consolidated condensed interim financial statements of Adocia for the period from January 1 to June 30, 2014;
- verified the information provided in the interim management report.

These condensed consolidated interim financial statements were prepared under the responsibility of the board of directors. It is our task, on the basis of our review, to express a conclusion on these financial statements.

#### 1. Conclusion on the financial statements

We have conducted our review in accordance with the accounting standards applicable in France. A review consists of making inquiries, primarily of persons responsible for financial

and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with professional standards applicable in France and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the condensed interim financial statements are not prepared in all material respects in accordance with IAS 34, a standard of the IFRS as adopted by the European Union applicable to interim financial reporting.

#### 2. Specific verification

We also verified the information provided in the interim management report in respect of the condensed interim financial statements subject to our review.

We have no observation to make as to its fairness and consistency with the condensed interim financial statements.

Villeurbanne and Lyon, July 20, 2015

**The Statutory Auditors** 

**ODICEO** 

ERNST & YOUNG et Autres

Sylvain Boccon-Gibod

Sylvain Lauria