

Plan-les-Ouates, 19 May 2020



To the shareholders of Addex Therapeutics Ltd

## Notice of the Annual General Meeting 2020

Tuesday, 9 June 2020, 11:00 a.m. at Addex Therapeutics Ltd, Campus Biotech, Chemin des Mines 9, CH-1202 Geneva.

Due to the global coronavirus (COVID-19) outbreak, the Federal Council has enacted measures to prevent the spread of the coronavirus under the COVID-19 Ordinance 2. Among other measures, the Federal Council has banned all public and private events in Switzerland and allowed companies to impose on their shareholders the ability to exercise their rights exclusively through voting instructions to the independent voting rights representative. In accordance with the COVID-19 Ordinance 2, the Board of Directors ordered that all shareholders shall exercise their rights at the Annual General Meeting exclusively by sending in voting instructions to the independent voting rights representative, Robert P. Briner, attorney-at-law, Briner & Brunisholz. Shareholders will not be granted access to the meeting room on the day of the meeting.

### Agenda

1. Approval of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for the business year 2019
2. Consultative vote on the Compensation Report for the business year 2019
3. Appropriation of the results
4. Discharge of the members of the Board of Directors and of the Executive Management
5. Approval of Addex Therapeutics' Equity Incentive Plan
6. Re-elections of the members of the Board of Directors and re-election of the Chairman of the Board of Directors
  - 6.1. Re-election of Vincent Lawton as member and Chairman of the Board of Directors
  - 6.2. Re-election of Raymond Hill as member of the Board of Directors
  - 6.3. Re-election of Timothy Dyer as member of the Board of Directors
  - 6.4. Re-election of Roger Mills as member of the Board of Directors
  - 6.5. Re-election of Jake Nunn as member of the Board of Directors
  - 6.6. Re-election of Isaac Manke as member of the Board of Directors
7. Re-elections of the members of the Compensation Committee
  - 7.1. Re-election of Vincent Lawton as member of the Compensation Committee
  - 7.2. Re-election of Raymond Hill as member of the Compensation Committee
8. Election of the Auditors
9. Re-election of the Independent Voting Rights Representative
10. Amendment to the Articles of Association: Extension of the authorized share capital (article 3b of the Articles of Association).
11. Compensation of the members of the Board of Directors and of the Executive Management
  - 11.1. Compensation of the members of the Board of Directors; and
  - 11.2. Compensation of the members of the Executive Management
12. Miscellaneous

## Motions and Explanations

### 1. **Approval of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for the business year 2019**

The Board of Directors **proposes** to approve the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for the business year 2019.

### 2. **Consultative vote on the Compensation Report for the business year 2019**

The Board of Directors **proposes** to endorse the Compensation Report 2019. This vote is consultative.

#### *Explanation*

In line with the recommendations of the Swiss Code of Best Practice for Corporate Governance, the Board of Directors has decided to submit the Compensation Report to the shareholders for a consultative vote. The Compensation Report includes the content required by law and furthermore describes the compensation system and its application in the business year under review.

### 3. **Appropriation of the results**

The Board of Directors **proposes** to carry forward the loss of CHF 11,671,262 for the business year 2019.

### 4. **Discharge of the members of the Board of Directors and of the Executive Management**

The Board of Directors **proposes** that discharge be granted to the members of the Board of Directors and the Executive Management for their activities in the business year 2019.

### 5. **Approval of Addex Therapeutics' Equity Incentive Plan**

The Board of Directors **proposes** that shareholders approve Addex Therapeutics' Equity Incentive Plan (the "**Plan**").

#### *Explanation*

Following the listing of American Depositary Shares ("ADS") representing Addex Therapeutics' shares on the United States NASDAQ stock exchange, the company is subject to rules of the United States Securities and Exchange Commission ("SEC"). Pursuant to these rules, the Addex Therapeutics' equity incentive plan has to be approved by its shareholders. A copy of the Plan is available for download in the "Corporate Governance" section of the company's website.

### 6. **Re-elections of the members of the Board of Directors and re-election of the Chairman of the Board of Directors**

The Board of Directors **proposes** the re-election of its members Vincent Lawton, Raymond Hill, Timothy Dyer, Roger Mills, Jake Nunn and Isaac Manke for a term of one year each; and the re-election of Vincent Lawton as its Chairman.

#### *Explanation*

Pursuant to article 16 of the Articles of Association, the members of the Board of Directors and the Chairman must be elected annually at the AGM; re-election is possible.

#### **6.1. Re-election of Vincent Lawton as member and Chairman of the Board of Directors**

The Board of Directors proposes to re-elect Vincent Lawton as a member of the Board of Directors and as Chairman of the Board of Directors for a term of office extending until completion of the next AGM.

#### **6.2. Re-election of Raymond Hill as member of the Board of Directors**

The Board of Directors proposes to re-elect Raymond Hill as a member of the Board of Directors for a term of office extending until completion of the next AGM.

#### **6.3. Re-election of Timothy Dyer as member of the Board of Directors**

The Board of Directors proposes to re-elect Timothy Dyer as a member of the Board of Directors for a term of office extending until completion of the next AGM.

**6.4. Re-election of Roger Mills as member of the Board of Directors**

The Board of Directors proposes to re-elect Roger Mills as a member of the Board of Directors for a term of office extending until completion of the next AGM.

**6.5. Re-election of Jake Nunn as member of the Board of Directors**

The Board of Directors proposes to re-elect Jake Nunn as a member of the Board of Directors for a term of office extending until completion of the next AGM.

**6.6. Re-election of Isaac Manke as member of the Board of Directors**

The Board of Directors proposes to re-elect Isaac Manke as a member of the Board of Directors for a term of office extending until completion of the next AGM.

**7. Re-elections of the members of the Compensation Committee**

The Board of Directors **proposes** the re-election of Vincent Lawton and Raymond Hill as members of the Compensation Committee.

*Explanation*

Pursuant to article 20 of the Articles of Association, the members of the Compensation Committee have to be elected by the AGM. The term of office is one year; re-election is possible.

**7.1. Re-election of Vincent Lawton as member of the Compensation Committee**

The Board of Directors **proposes** to re-elect Vincent Lawton as a member of the Compensation Committee for a term of office extending until completion of the next AGM.

**7.2. Re-election of Raymond Hill as member of the Compensation Committee**

The Board of Directors **proposes** to re-elect Raymond Hill as a member of the Compensation Committee for a term of office extending until completion of the next AGM.

**8. Election of the Auditors**

The Board of Directors **proposes** the election of BDO SA as Auditors for the business year 2020.

**9. Re-election of the Independent Voting Rights Representative**

The Board of Directors **proposes** to re-elect Robert P. Briner, attorney-at-law, Briner & Brunisholz, Cours des Bastions 5, CH-1205 Geneva, as the Independent Voting Rights Representative for a term of office extending until completion of the next AGM.

*Explanations*

Pursuant to article 13 of the Articles of Association, the Independent Voting Rights Representative has to be elected by the AGM. The term of office is one year; re-election is possible.

## 10. Amendment to the Articles of Association: Extension of the authorized share capital (article 3b of the Articles of Association)

The Board of Directors **proposes** to (i) extend the term of the authorized capital until 9 June 2022 and accordingly (ii) to adopt a new article 3b of the Articles of Association as follows:

Version telle que proposée par le Conseil d'administration (texte actuel et inchangé en caractères normaux; suppressions en gras, italique et barré; modifications en gras et italique):

Texte faisant foi / Binding version:

### Article 3b Capital-actions autorisé

Jusqu'au ~~19 juin 2021~~ **9 juin 2022**, le conseil d'administration peut augmenter le capital-actions d'un montant de CHF 16'424'317.– par l'émission de 16'424'317 actions nominatives entièrement libérées d'une valeur nominale de CHF 1 chacune. Une augmentation du capital-actions en plusieurs tranches est autorisée. Le conseil d'administration détermine le prix d'émission, le moyen de paiement, la date d'émission des nouvelles actions, les conditions d'exercice des droits de souscription préférentiels et la date à partir de laquelle les nouvelles actions donnent droit au paiement d'un dividende. A cet égard, le conseil d'administration peut émettre de nouvelles actions par une souscription ferme opérée au travers d'une institution bancaire, d'un syndicat ou de tout autre tiers comprenant une offre subséquente de ces actions aux actionnaires actuels (à moins que les droits de souscription préférentiels des actionnaires actuels ne soient supprimés). Le conseil d'administration peut laisser se périmer les droits de souscription préférentiels qui n'ont pas été exercés; il peut également vendre aux conditions du marché ces droits et/ou les actions liées aux droits de souscription préférentiels accordés mais non exercés, ou les utiliser dans un autre but conforme à l'intérêt de la Société.

(...)

#### *Explanations*

At present, the Company has an authorized share capital of CHF 16,424,317 authorizing the Board of Directors to issue up to 16,424,317 shares with a nominal value of CHF 1 each. This authorized share capital shall expire on 19 June 2021. The Board of Directors would like to retain full flexibility in connection with possible future financing of the Company and hence proposes to extend the term of the authorized capital until 9 June 2022.

Version as proposed by the Board of Directors (current and unchanged wording in normal font; deletions in bold, italics and stricken through; amendments in bold and italics):

Traduction informelle en anglais / Informal English translation:

### Article 3b Authorized Share Capital

The Board of Directors shall be authorized, at any time until ~~19 June 2021~~ **9 June 2022** to increase the share capital in an amount of CHF 16'424'317.– through the issuance of 16'424'317 fully paid registered shares with a nominal value of CHF 1 each. An increase in partial amounts shall be permitted. The Board of Directors shall determine the issue price, the type of payment, the date of issue of new shares, the conditions for the exercise of pre-emptive rights and the beginning date for dividend entitlement. In this regard, the Board of Directors may issue new shares by means of a firm underwriting through a banking institution, a syndicate or another third party with a subsequent offer of these shares to the current shareholders (unless the pre-emptive rights of current shareholders are excluded). The Board of Directors may permit pre-emptive rights that have not been exercised to expire or it may place these rights and/or shares as to which pre-emptive rights have been granted but not exercised, at market conditions or use them for other purposes in the interest of the Company.

(...)

## 11. Compensation of the members of the Board of Directors and of the Executive Management

### 11.1. Compensation of the members of the Board of Directors

The Board of Directors **proposes** the approval of the maximum total compensation amount of CHF 600,000 for members of the Board of Directors for the period from the 2020 AGM until the 2021 AGM.

#### *Explanations*

The proposed amount covers the fixed monetary compensation, variable monetary compensation based on board meeting attendance, the fair value of the variable equity incentive unit grants and related social security contributions. Despite the actual total compensation for the Board of CHF 130,220 for the period from the 2019 AGM to the 2020 AGM being significantly below the maximum approved amount of CHF 600,000, the proposed amount has been maintained at CHF 600,000 to accommodate the fair value of expected equity incentive unit grants. Further details are available in the Compensation Report 2019.

## 11.2. Compensation of the members of the Executive Management

The Board of Directors **proposes** the approval of the maximum total compensation amount of CHF 4,000,000 for members of the Executive Management for the period from 1 January to 31 December 2021.

### *Explanations*

The proposed amount covers the fixed monetary compensation, variable monetary compensation based on performance, the fair value of the variable equity incentive unit grants and related social security contributions. The proposed amount has been set at the same level as 2020. For the period from 1 January to 31 December 2019, the total compensation for the Executive Management was CHF 1,596,000. Further details are available in the Compensation Report 2019.

On behalf of the Board of Directors of Addex Therapeutics Ltd

Vincent Lawton, Chairman

Enclosures:

- Registration and Power of Attorney Form
- Return envelope to ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg

## Procedures and Documentation

### Registration to the Annual General Meeting

Only shareholders entered in the share register on 2 June 2020 will be entitled to vote. From 2 June 2020 until 9 June 2020 no registrations will be entered in the share register. Shareholders with the right to vote will receive their Registration and Power of Attorney Form enclosed with this notice. The Registration and Power of Attorney Form should be sent to the Company's share register (ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg) as soon as possible.

Please note that out of concern for people's health and in accordance with applicable ordinance of the Swiss authorities in the light of COVID-19 pandemic, you **cannot physically** attend the AGM and that your votes only can be represented by Robert P. Briner, attorney-at-law, Briner & Brunisholz, Cours des Bastions 5, CH-1205 Geneva, as independent voting rights representative, based on your power of attorney to be given by signing the Registration and Power of Attorney Form. If you do not provide specific written voting instructions, you instruct, by signing the Registration and Power of Attorney Form or submitting your instructions electronically, the Independent Voting Rights Representative to exercise your voting rights in accordance with the proposals of the Board of Directors with regard to the items listed in this notice. If new agenda items (other than those in this notice) or new proposals or motions with respect to those agenda items set forth in this notice are put forth before the AGM, you instruct, in the absence of other specific instructions, the Independent Voting Rights Representative to exercise your voting rights in accordance with the recommendation of the Board of Directors. To the extent the voting instructions are not clear, the shares will be deemed non-represented.

Shareholders may cast their votes online by issuing electronic authorizations and instructions to the Independent Voting Rights Representative. The necessary individual login data is included in the Registration and Power of Attorney Form enclosed with the meeting materials supplied to each shareholder. Shareholders may vote electronically or change any instructions they may have communicated electronically until 4 June 2020, 12.00 CEST, 11.00 BST, 6.00 ET.

### Documentation

The notice of the AGM, the agenda and the proposals of the Board of Directors have been sent to the duly registered shareholders of the Company.

The Annual Report, including the Annual Financial Statements, the Group Consolidated Financial Statements for the business year 2019 containing the reports of the Auditors and the French text (or English translation) of the Articles of Association will be mailed upon request, which may be made by returning the Registration and Power of Attorney Form enclosed with this notice.

The Annual Report and the French text of the Articles of Association are also available to the shareholders at the Company's head office at c/o Addex Pharma SA, Chemin Des Mines 9, 1202 Geneva. The Annual Report can further be viewed on the internet via <https://www.addextherapeutics.com/en/investors/downloads/>.



