

Plan-les-Ouates, June 5 2024

To the shareholders of Addex Therapeutics Ltd

## Notice of the Annual General Meeting 2024

Friday, 28 June 2024, 11:00 a.m. CEST at Addex Therapeutics Ltd, Campus Biotech, Chemin des Mines 9, CH-1202 Geneva (doors open at 10:30 a.m.).

### Agenda

1. Approval of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for the business year 2023
2. Consultative vote on the Compensation Report for the business year 2023
3. Appropriation of the results
4. Discharge of the members of the Board of Directors and of the Executive Management
5. Re-elections of the members of the Board of Directors and re-election of the Chairman of the Board of Directors
  - 5.1. Re-election of Vincent Lawton as member and Chairman of the Board of Directors
  - 5.2. Re-election of Raymond Hill as member of the Board of Directors
  - 5.3. Re-election of Timothy Dyer as member of the Board of Directors
  - 5.4. Re-election of Roger Mills as member of the Board of Directors
  - 5.5. Re-election of Jake Nunn as member of the Board of Directors
  - 5.6. Re-election of Isaac Manke as member of the Board of Directors
6. Re-elections of the members of the Compensation Committee
  - 6.1. Re-election of Vincent Lawton as member of the Compensation Committee
  - 6.2. Re-election of Raymond Hill as member of the Compensation Committee
7. Re-election of the Auditors
8. Re-election of the Independent Voting Rights Representative
9. Amendments to the Articles of Association
  - 9.1. Increase of the capital band (article 3b of the Articles of Association)
  - 9.2. Increase of the conditional share capital (article 3c of the Articles of Association)
  - 9.3. Other amendments to the Articles of Association related to the revised corporate law
    - 9.3.1. Matters related to shareholders and general meetings
      - 9.3.1.1. Powers of the shareholders meeting (article 8 of the Articles of Association)
      - 9.3.1.2. Ordinary and Extraordinary Meeting of shareholders (article 9 of Articles of Association)
      - 9.3.1.3. Agenda (article 11 of Articles of Association)
    - 9.3.2. Attributions of the Board of Directors (article 19 of Articles of Association)
    - 9.3.3. Compensation and Mandates Outside of the Group
      - 9.3.3.1. Additional amounts in case of changes in the Executive Management (article 28 of Articles of Association)
      - 9.3.3.2. Agreements with members of the Board of Directors and of the Executive Management (article 29 of the Articles of Association)
      - 9.3.3.3. Mandates Outside the Group (article 31 of the Articles of Association)

10. Approval of the compensation of the members of the Board of Directors and of the Executive Management
  - 10.1. Compensation of the members of the Board of Directors
  - 10.2. Compensation of the members of the Executive Management
11. Miscellaneous

## Motions and Explanations

### 1. Approval of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for the business year 2023

The Board of Directors **proposes** to approve the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for the business year 2023.

#### *Explanation*

According to Article 698 paragraph 2 items 3 and 4 of the Swiss Code of Obligations (CO) and our Articles of Association, the Annual General Meeting is responsible for approving the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements.

### 2. Consultative vote on the Compensation Report for the business year 2023

The Board of Directors **proposes** to endorse the Compensation Report 2023. This vote is consultative.

#### *Explanation*

According to Article 735 paragraph 3 item 4 CO, the Board of Directors submits the Compensation Report 2023 to a consultative vote of the shareholders. The Compensation Report 2023 has been made available to shareholders and can be downloaded from the company's website: <https://www.addextherapeutics.com/en/investors/financial-reports/>. It explains the governance framework and the principles underlying the compensation structure at the Company. In addition, the Compensation Report 2023 sets out the remuneration of the Board of Directors and the Executive Management for 2023, as required under the CO.

### 3. Appropriation of the results

The Board of Directors **proposes** to carry forward the loss of CHF 9,752,341 for the business year 2023.

#### *Explanation*

According to Article 698 paragraph 2 item 4 CO and our Articles of Association, the Annual General Meeting is responsible for approving the appropriation of retained earnings or net loss. The Board of Directors proposes that the net loss for the year 2023 be carried forward.

### 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 2023.

#### *Explanation*

According to Article 698 paragraph 2 item 7 CO and our Articles of Association, the Annual General Meeting is responsible for approving the discharge.

### 5. 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*

According to Article 698 paragraph 2 item 2 CO, Article 698 paragraph 3 item 1 CO and our Articles of Association, the Annual General Meeting is responsible for electing the members of the Board of Directors and the Chairman annually; re-election is possible.

#### 5.1. 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.

**5.2. 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.

**5.3. 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.

**5.4. 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.

**5.5. 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.

**5.6. 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.

**6. 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*

According to Article 698 paragraph 3 item 2 and our Articles of Association, the Annual General Meeting is responsible for electing the members of the Compensation Committee. The term of office is one year; re-election is possible.

**6.1. 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.

**6.2. 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.

**7. Re-election of the Auditors**

The Board of Directors **proposes** the re-election of BDO AG as Auditors for a term of office extending until completion of the next AGM.

*Explanation*

According to Article 698 paragraph 2 item 2 CO and our Articles of Association, the Annual General Meeting is responsible for electing the statutory auditor.

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

The Board of Directors **proposes** to re-elect Robert P. Briner, attorney-at-law, B & B Avocats, 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*

According to Article 698 paragraph 2 item 3 CO and our Articles of Association, the Independent Voting Rights Representative has to be elected by the shareholders. The term of office is one year; re-election is possible.

**9. Amendments to the Articles of Association**

**9.1. Increase of the capital band (article 3b of the Article of Association)**

The Board of Directors **proposes** to increase the capital band by an amount of CHF 30,600.00. The capital band will allow the Board of Directors to increase the share capital up to CHF 2,765,317.44 at any time until 18 June 2029 by issuing 92,177,248 shares at a nominal value of CHF 0.01 each, as

our share capital amounts to CHF 1,843,544.96 representing 184,354,496 issued shares as of May 1, 2024. The new article 3b in our Articles of Association will be introduced as follows:

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Texte faisant foi / Binding version:	Traduction informelle en anglais / Informal English translation:
<p><b>Article 3b</b> <b>Marge de fluctuation du capital</b></p> <p>La Société dispose d'une marge de fluctuation du capital allant de CHF 1'843'544.96 (limite inférieure) à <del>CHF 2'734'717.44</del> <b>CHF 2'765'317.44</b> (limite supérieure), permettant au Conseil d'administration d'augmenter le capital-actions, dans les limites définies de la marge de fluctuation, en une ou plusieurs fois, de quelque montant que ce soit, et ce jusqu'au <del>18 décembre 2028</del> <b>27 juin 2029</b> ou jusqu'à l'expiration anticipée de la marge de fluctuation. L'augmentation peut se faire par l'émission de jusqu'à <del>89'447'248</del> <b>92'177'248</b> actions nominatives d'une valeur nominale de CHF 0.01 chacune, qui doivent être intégralement libérées, ou par une augmentation, dans la limite de la marge de fluctuation, de la valeur nominale des actions nominatives existantes. La marge de fluctuation du capital ne permet pas au Conseil d'administration de réduire le capital-actions.</p> <p>En cas d'augmentation du capital-actions en raison d'une augmentation conditionnelle du capital-actions conformément à l'article 3c A) et B), le conseil d'administration doit augmenter la limite supérieure et la limite inférieure de la marge de fluctuation en fonction du montant de l'augmentation du capital-actions.</p> <p>En cas d'émission d'actions, la souscription et l'acquisition des nouvelles actions ainsi que tout transfert ultérieur des actions sont assujettis aux restrictions à la transmissibilité conformément à l'article 5 des présents Statuts.</p> <p>En cas d'augmentation du capital-actions dans le cadre de la marge de fluctuation, le Conseil d'administration détermine, le cas échéant, le prix d'émission, la nature des apports (y compris la libération en espèces, les apports en nature, la compensation et la conversion de réserves ou de bénéfice reporté en capital-actions), le moment de l'émission, les conditions de l'exercice du droit de souscription préférentiel et le moment à partir duquel les actions donneront droit à des dividendes. A cet effet, le Conseil d'administration peut émettre des nouvelles actions par voie de prise ferme par une banque, un consortium bancaire ou un tiers et l'offre subséquente de ces actions aux actionnaires actuels ou à des tiers (si les droits de souscription préférentiels des actionnaires actuels ont été supprimés ou qu'ils n'ont pas été valablement exercés). Le Conseil d'administration est en droit d'autoriser, de limiter ou d'exclure le négoce des droits de souscription préférentiels. Le Conseil d'administration peut laisser s'éteindre les droits de souscription préférentiels qui n'ont pas été exercés valablement; il peut aussi aliéner ceux-ci, respectivement les actions pour lesquelles des droits de souscription ont été accordés mais n'ont pas été valablement exercés, aux conditions du marché ou les utiliser autrement dans l'intérêt de la Société.</p> <p>En cas d'émission d'actions, le Conseil d'administration peut exclure ou limiter les droits de souscription préférentiels des actionnaires actuels et les attribuer à des tiers, à la Société ou à une des sociétés du groupe :</p> <p>(a) si le prix d'émission des nouvelles actions est déterminé en fonction du prix du marché; ou</p> <p>(b) pour créer des fonds propres de manière rapide et flexible, ce qui ne serait pas possible ou possible qu'avec difficulté ou à des conditions nettement plus défavorables sans l'exclusion des droits de souscriptions préférentiels des actionnaires actuels; ou</p> <p>(c) pour l'acquisition de sociétés, de partie(s) de sociétés ou de participations, pour l'acquisition de produits, de propriétés intellectuelles, ou licences par ou pour des projets d'investissement de la Société ou de l'une des sociétés du groupe, ou pour le financement ou le</p>	<p><b>Article 3b</b> <b>Capital Band</b></p> <p>The Company has a capital band ranging from CHF 1'843'544.96 (lower limit) to <del>CHF 2'734'717.44</del> <b>CHF 2'765'317.44</b> (upper limit), authorizing the Board of Directors to increase the share capital within the capital band, once or several times and in any amounts, until <del>December 18, 2028</del> <b>June 27, 2029</b> or until an earlier expiry of the capital range. The capital increase may be affected by issuing up to <del>89'447'248</del> <b>92,117,248</b> fully paid-in registered shares with a par value of CHF 0.01 each or by increasing the par value of the existing shares within the limit of the capital range. The capital band does not authorize the Board of Directors to reduce the share capital.</p> <p>If the share capital increases as a result of an increase from conditional capital pursuant to Article 3c A) and B), the Board of Directors shall increase the upper limit and the lower limit of the fluctuation band by the amount of the increase in share capital.</p> <p>In the event of an issue of shares, the subscription and acquisition of the new shares as well as any subsequent transfer of the shares shall be subject to the restrictions pursuant to Article 5 of the Articles of Association.</p> <p>In the event of a capital increase within the capital range, the Board of Directors shall, to the extent necessary, determine the issue price, the type of contribution (including cash contributions, contributions in kind, set-off and conversion of reserves or of profit carried forward into share capital), the date of issue, the conditions for the exercise of subscription 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 financial institution, a syndicate of financial institutions or another third party and a subsequent offer of these shares to the existing shareholders or third parties (if the subscription rights of the existing shareholders have been withdrawn or have not been duly exercised). The Board of Directors is entitled to permit, to restrict or to exclude the trade with subscription rights. It may permit the expiration of subscription rights that have not been duly exercised, or it may place such rights or shares as to which subscription rights have been granted, but not duly exercised, at market conditions or may use them otherwise in the interest of the Company.</p> <p>In the event of a share issue the Board of Directors is authorized to withdraw or restrict subscription rights of existing shareholders and allocate such rights to third parties, the Company or any of its group companies :</p> <p>a. if the issue price of the new shares is determined by reference to the market price; or</p> <p>b. for raising equity capital in a fast and flexible manner, which would not be possible, or would only be possible with great difficulty or at significantly less favorable conditions, without the exclusion of the subscription rights of existing shareholders; or</p> <p>c. for the acquisition of companies, part(s) of companies or participations, for the acquisition of products, intellectual property or licenses by or for investment projects of the Company or any of its group companies, or for the financing or refinancing of any of such transactions through a placement of shares; or</p> <p>d. for the participation of directors and employees at all level of the Company and its group companies; or</p>

<p>refinancement de telles transactions par le placement d'actions; ou</p> <p>(d) pour la participation de membres du Conseil d'administration ou d'employés à tous les niveaux de la Société et de sociétés du groupe; ou</p> <p>(e) pour l'émissions d'actions liées à la conversion de prêts convertibles, d'obligations, de prêts, d'options et d'autres formes similaires de financements de la Société ou d'une filiale, qui sont émis à des fins d'investissement ou d'acquisition; ou</p> <p>(f) pour le financement de la recherche et de programmes de développement clinique, ainsi que d'autres projets stratégiques de la Sociétés; ou</p> <p>(g) pour élargir le cercle des actionnaires de la Société dans certains marchés financiers ou d'investisseurs, pour permettre la participation de partenaires stratégiques y compris d'investisseurs financiers, ou en relation avec la cotation de nouvelles actions sur des bourses nationales ou étrangères; ou</p> <p>(h) pour octroyer une option de surallocation (Greenshoe) allant jusqu'à 20% du nombre total d'actions lors d'un placement ou la vente d'actions à un ou des acheteurs initiaux, respectivement à un ou des souscripteurs.</p> <p>En cas de modification de valeur nominale, les nouvelles actions émises dans le cadre de la marge de fluctuation du capital doivent être émises avec la même valeur nominale que les actions nominatives existantes.</p>	<p>e. for the issuance of shares for conversions under convertible debt instruments, bonds, loans and similar forms of financing of the Company or of a subsidiary company, which are being issued for the purposes of investments or acquisitions; or</p> <p>f. for the financing of research and clinical development programs and other strategic projects of the Company; or</p> <p>g. for purposes of broadening the shareholder constituency of the Company in certain financial or investor markets, for purposes of the participation of strategic partners including financial investors, or in connection with the listing of new shares on domestic or foreign stock exchanges; or</p> <p>h. for purposes of granting an over-allotment option (Greenshoe) of up to 20% of the total number of shares in a placement or sale of shares to the respective initial purchaser(s) or underwriter(s).</p> <p>After a change of the par value, new shares shall be issued within the capital range with the same par value as the existing shares.</p>
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### Explanations

At present, the Company has a capital band ranging from CHF 1,843,544.96 (lower limit) to CHF 2,734,717.44 (upper limit), allowing for the issue of a maximum number of 89,117,248 shares with a nominal value of CHF 0.01 each. The Board of Directors would like to retain full flexibility in connection with possible future financing of the Company and hence proposes to increase the upper limit of the capital band by CHF 30,600, authorizing the Board of Directors to increase the share capital up to CHF 2,765,317.44 at any time until 18 June 2029 by issuing 92,177,248 shares at a nominal value of CHF 0.01 each. If the shareholders approve the increase of the upper limit of the capital band, such upper limit will correspond to 150% of our share capital as currently registered with the commercial register (i.e. the maximum allowed by law). If the share capital increases as a result of an increase from conditional capital pursuant to Article 3c A) and B) of our Articles of Association, the upper limit of the capital range will increase in an amount corresponding to such increase in the share capital.

### 9.2. Increase of the conditional share capital and other amendments (article 3c of the Articles of Association)

The Board of Directors **proposes** (i) to increase the conditional share capital by a total amount of CHF 91,800 from CHF 829,972.48 to CHF 921,772.48 and (ii) to amend article 3c of the Articles of Association in order to allow the Board of Directors to restrict the advance subscription rights of shareholders if certain conditions are met, as follows:

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Texte faisant foi / Binding version:	Traduction informelle en anglais / Informal English translation:
<p><b>Article 3c</b> <b>Capital-actions conditionnel</b></p> <p>A) Le capital-actions de la Société peut être augmenté d'un montant total maximum de CHF 413'349.92 par l'émission de 41'334'992 actions nominatives au maximum, entièrement libérées et d'une valeur nominale de CHF 0.01 chacune, liées à l'exercice des droits d'option ou des droits de souscription attachés aux bons de jouissance attribués</p>	<p><b>Article 3c</b> <b>Conditional Share Capital</b></p> <p>A) The share capital of the Company may be increased by a maximum aggregate amount of CHF 413'349.92 through the issuance of a maximum of 41'334'992 registered shares, which shall be fully paid-in, with a par value of CHF 0.01 per share by the exercise of option rights or subscription rights attached to bons de jouissance</p>

aux employés, aux membres du conseil d'administration, aux cocontractants et/ou aux consultants de la société ou d'une autre société du groupe en fonction des règles respectives adoptées par le conseil d'administration. Les droits de souscription préférentiels des actionnaires sont exclus. L'acquisition d'actions nominatives par l'exercice des droits d'option ou des droits de souscription attachés aux bons de jouissance et le transfert subséquent des actions nominatives sont soumis aux restrictions prévues à l'article 5 des présents Statuts.

- B) Le capital-actions de la Société peut être augmenté d'un montant maximal de **CHF 416'622.56 CHF 508'422.56** par l'émission de **41'662'256 50'842'256** actions nominatives au maximum, entièrement libérées et d'une valeur nominale de CHF 0.01 chacune, liées à l'exercice de droits d'option et/ou de conversion attribués à des actionnaires de la société et/ou en relation avec l'émission par la Société ou par une autre société du groupe de prêts convertibles, d'obligations, de prêts, d'options, de warrants ou de tout autre instrument financier. En cas de telles attributions de droits d'option et/ou conversion, les droits de souscription préférentiels des actionnaires sont exclus. Les détenteurs de droits d'option et/ou de conversion ont un droit de recevoir les nouvelles actions. Le conseil d'administration détermine les termes des droits d'option et/ou de conversion. L'acquisition d'actions nominatives par l'exercice de droits d'option ou de conversion et le transfert subséquent des actions nominatives sont soumis aux restrictions prévues à l'article 5 des présents Statuts.

La déclaration concernant l'acquisition d'actions fondée sur le présent article 3c doit faire référence à cet article 3c et au paragraphe A) ou B), suivant lequel est pertinent, et doit être faite sous une forme permettant d'en établir la preuve par texte. La renonciation à un droit d'acquisition d'actions fondé sur le présent article 3c peut également avoir lieu de manière informelle ou par l'écoulement du temps; cela vaut également pour la renonciation à l'exercice et la déchéance de ce droit.

***Le conseil d'administration peut restreindre ou exclure les droits de souscription préférentiels des actionnaires (1) si une obligation ou tout autre instrument financier et/ou des droits de conversion ou des warrants sont émis dans le but de financer ou de refinancer l'acquisition d'entreprises, de parties d'entreprises, ou de participations, ou de réaliser de nouveaux investissements, ou (2) si une obligation ou tout autre instrument financier et/ou des droits de conversion ou des warrants sont offerts sur les marchés des capitaux nationaux ou internationaux avec une souscription ferme par une institution bancaire ou un consortium bancaire comprenant une offre subséquente au public ou (3) si une obligation ou tout autre instrument financier et/ou des droits de conversion ou des warrants sont offerts afin de lever des capitaux de façon rapide et flexible, dans les cas où cela ne pourrait pas être réalisé sans exclure les droits de souscription préférentiels des actionnaires. Si les droits de souscrire par avance sont exclus par le conseil d'administration, les règles suivantes s'appliquent: l'émission d'obligations convertibles ou de warrants ou de tout autre instrument financier doit être réalisée aux conditions du marché (y compris les règles de protection contre la dilution applicables en fonction de la pratique du marché) et les nouvelles actions doivent être émises en application des droits de conversion ou d'exercice prévus à l'émission de l'obligation ou du warrant en cause. Les droits de conversion peuvent être exercés pendant 10 ans au maximum, et les warrants pendant 10 ans, dans les deux cas à compter de leurs dates d'émission respectives.***

which the employees, directors, contractors and/or consultants of the Company or a group company are granted according to respective regulations of the Board of Directors. The pre-emptive rights of the shareholders are excluded. The acquisition of registered shares through the exercise of option rights or subscription rights granted to the holders of bons de jouissance and the subsequent transfer of the registered shares shall be subject to the transfer restrictions provided in Article 5 of the Articles of Association.

- B) The share capital of the Company may be increased by a maximum aggregate amount of **CHF 416'622.56 CHF 508'422.56** through the issuance of a maximum **41'662'256 50'842'256** registered shares, which shall be fully paid-in, with a par value of CHF 0.01 per share by the exercise of option and/or conversion rights which are granted to shareholders of the company and/or in connection with the issue of convertible debt instruments, bonds, loans, options, warrants or similar obligations or other financial instruments by the Company or another group company. In the case of such grants of option and/or conversion rights, the advanced subscription right of shareholders is excluded. The holders of option and/or conversion rights are entitled to receive the new shares. The Board of Directors shall determine the terms of the option and/or conversion rights. The acquisition of registered shares through the exercise of option or conversion rights and the subsequent transfer of the registered shares shall be subject to the transfer restrictions provided in Article 5 of the Articles of Association.

The declaration of acquisition of the shares based on this Article 3c shall refer to this Article 3c and its paragraph A) or B), as relevant, and be made in a form that allows proof by text. A waiver of the right to acquire shares based on this Article 3c may also occur informally or by lapse of time; this also applies to the waiver of the exercise and forfeiture of this right.

***The Board of Directors shall be authorized to restrict or exclude the advanced subscription rights of shareholders (1) if the debt or other financial instruments and/or conversion rights or warrants are issued for the purpose of financing or refinancing of the acquisition of enterprises, parts of an enterprise, or participations or new investments or (2) if such debt or other financial instruments and/or conversion rights or warrants are issued on the national or international capital markets and for the purpose of a firm underwriting by a banking institution or a consortium of banks with subsequent offering to the public or (3) if such debt or other financial instruments and/or conversion rights or warrants are issued for raising capital in a fast and flexible manner, which would not be achieved without the exclusion of the advanced subscription rights of the existing shareholders. If the advance subscription rights are excluded by the Board of Directors, the following shall apply: the issuance of convertible bonds or warrants or other financial market instruments shall be made at the prevailing market conditions (including dilution protection provisions in accordance with market practice) and the new shares shall be issued pursuant to the relevant conversion or exercise rights in connection with bond or warrant issue conditions. Conversion rights may be exercised during a maximum 10-year period, and warrants may be exercised during a maximum 10-year period, in each case from the date of the respective issuance.***

#### Explanations

At present, the Company has a conditional share capital in a total amount of CHF 829,972.48, allowing for the issue of a maximum number of 82,997,248 shares with a nominal value of CHF 0.01 each, under the exclusion of shareholders' pre-emptive subscription rights. In addition, the

Board of Directors would like to retain full flexibility in connection with possible future financing of the Company and hence proposes to increase the amount of conditional share capital under article 3c(B) of the Articles of Association in an amount of CHF 91,800 from CHF 416,622.56 to CHF 508,422.56. Issued shares will be registered, fully paid with a nominal value of CHF 0.01 each.

The Board of Directors further proposes that Article 3c of the Articles of Association be amended to allow the Board of Directors to restrict the advance subscription rights of shareholders if certain conditions are met.

### 9.3. Other amendments to the Articles of Association related to the revised corporate law

The Board of Directors **proposes** to shareholders a number of further amendments to the Articles of Association, in order to align the relevant provisions with the new corporate law. This agenda item no. 9.3 is divided into three separate items based on the overarching topic to which the amendments relate (agenda item nos. 9.3.1 to 9.3.3 below). We are providing an explanation to each of the proposed amendments below.

#### 9.3.1 Matters related to shareholders and general meetings: Amendments to the articles 8, 9 and 11 of the Articles of Association

The Board of Directors **proposes** to amend article 8, article 9, and article 11 of the Articles of Association.

##### 9.3.1.1 Amendment of article 8: Powers of the Shareholders Meeting

###### Explanations

The revised corporate law has expanded the powers of the shareholders meeting. These powers apply by law, irrespective of whether these powers are specified in the Articles of Association. The Board of Directors proposes to amend the powers enumerated in article 8 in order to align them with the revised corporate law and to clarify that these powers are not exhaustive.

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):	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):
Texte faisant foi / Binding version:	Traduction informelle en anglais / Informal English translation:
<p><b>Article 8</b> <b>Compétences de l'assemblée générale</b></p> <p>L'assemblée générale des actionnaires est le pouvoir suprême de la Société. Elle a <b>notamment</b> les droits inaliénables suivants:</p> <ol style="list-style-type: none"> <li>1. adopter et modifier les statuts;</li> <li>2. nommer et révoquer les membres du conseil d'administration, le président du conseil d'administration, les membres du comité de rémunération, l'organe de révision et le représentant indépendant;</li> <li>3. approuver le rapport annuel et les comptes de groupe;</li> <li>4. approuver les comptes annuels et déterminer l'emploi du bénéfice résultant du bilan, en particulier fixer le dividende;</li> <li>5. <b>fixer le dividende intermédiaire et approuver les comptes intermédiaires nécessaires à cet effet;</b></li> <li>6. <b>décider du remboursement de la réserve légale issue du capital;</b></li> <li>5 7. approuver la rémunération du conseil d'administration et de la direction exécutive selon l'article 27 des présents statuts;</li> </ol>	<p><b>Article 8</b> <b>Powers of the Shareholders Meeting</b></p> <p>The Meeting of Shareholders is the supreme body of the Company. The <b>Meeting of Shareholders shall have in particular the</b> following non-delegable powers <b>are vested in the Meeting of Shareholders:</b></p> <ol style="list-style-type: none"> <li>1. to adopt and amend the Articles of Association;</li> <li>2. to elect and remove the members of the Board of Directors, the Chairman of the Board of Directors, the members of the Compensation Committee, the Auditors and the Independent Voting Rights Representative;</li> <li>3. to approve the annual report and the consolidated financial statements;</li> <li>4. to approve the annual financial statements and to determine the allocation of profits as shown on the balance sheet, in particular with regard to dividends;</li> <li>5. <b>to determine the interim dividends and to approve the interim financial statements required for this purpose;</b></li> <li>6. <b>to decide on the repayment of the statutory capital reserve;</b></li> <li>5 7. to approve the compensation of the Board of Directors and the Executive Management in accordance with Article 27 of these Articles of Association;</li> </ol>



<p><b>8. procéder à la décotation des titres de participation de la société;</b></p> <p><b>6 9.</b> donner décharge aux membres du conseil d'administration et de la direction;</p> <p><b>7 10.</b> prendre toutes les décisions qui lui sont réservées par la loi ou les statuts.</p>	<p><b>8. to decide on the delisting of the Company's equity securities;</b></p> <p><b>6 9.</b> to grant discharge to the members of the Board of Directors and the persons entrusted with management;</p> <p><b>7 10.</b> to pass resolutions concerning all matters reserved to the authority of the Meeting of Shareholders by law or under the Articles of Association.</p>
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### 9.3.1.2 Amendment of article 9: Ordinary and Extraordinary Meeting of Shareholders

#### Explanations

The new Swiss corporate law has lowered the threshold applicable to the right of shareholders of a public company to request that the board of directors convene a shareholders meeting to 5% of the share capital or the votes (from previously 10% of the share capital). The Board of Directors therefore proposes to amend the Articles of Association to reflect the new statutory requirements.

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):	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):
Texte faisant foi / Binding version:	Traduction informelle en anglais / Informal English translation:
<p><b>Article 9</b> <b>Assemblées générales ordinaires et extraordinaires</b></p> <p>L'assemblée générale ordinaire se réunit chaque année dans les six mois qui suivent la clôture de l'exercice social.</p> <p>Une assemblée générale extraordinaire des actionnaires est réunie aussi souvent que le conseil d'administration ou l'organe de révision le juge nécessaire ou lorsque l'assemblée générale des actionnaires le demande. En outre, une assemblée générale extraordinaire est convoquée lorsqu'un ou plusieurs actionnaires représentant ensemble <b>le dixième 5 pour cent</b> au moins du capital-actions <b>ou des voix</b> le requièrent et soumettent par écrit une demande spécifiant les objets à placer à l'ordre du jour et, dans le cas d'une élection, le nom des candidats proposés.</p>	<p><b>Article 9</b> <b>Ordinary and Extraordinary Meeting of Shareholders</b></p> <p>The Ordinary Meeting of Shareholders shall be held each year within six months after the close of the business year.</p> <p>Extraordinary Meetings of Shareholders shall be held when deemed necessary by the Board of Directors or the Auditors or demanded by a resolution of the shareholders in a Meeting of Shareholders. Furthermore, an Extraordinary Meeting of Shareholders shall be convened if this is requested by one or more shareholder(s) who represent an aggregate amount of at least <b>10 5</b> percent of the share capital <b>or the voting rights</b> and who submit in writing a petition specifying the items for the agenda and the proposals, and, in case of elections, the name of the proposed candidates.</p>

### 9.3.1.3 Amendment of article 11: Agenda

#### Explanations

Under the revised corporate law, the threshold applicable to the right of shareholders of public companies to request that an item be included on the agenda of a shareholders meeting has been lowered to 0.5% of the share capital or the votes (our current Articles of Association provide for 10% of the share capital). The Board of Directors therefore propose to amend article 11 of the Articles of Association to make it compliant with the new legal provision.

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):	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):
Texte faisant foi / Binding version:	Traduction informelle en anglais / Informal English translation:
<p><b>Article 11</b> <b>Ordre du jour</b></p> <p>Un ou plusieurs actionnaires représentant <del>des actions totalisant une valeur nominale de CHF 1'000'000 au moins</del> <b>ou dix 0.5</b> pour cent au moins du capital-actions <b>ou des voix</b> peuvent requérir l'inscription d'un objet à l'ordre du jour. Une telle requête doit être faite au conseil d'administration par écrit au moins 60 jours avant l'assemblée et doit spécifier les objets à l'ordre du jour et les propositions qui sont faites.</p>	<p><b>Article 11</b> <b>Agenda</b></p> <p>One or more shareholders whose combined shareholdings represent <del>an aggregate nominal value of at least CHF 1,000,000 or</del> at least <b>10 0.5</b> percent of the share capital <b>or the voting rights</b> may demand that an item be included on the agenda of a Meeting of Shareholders. Such a request must be made in writing to the Board of Directors at the latest 60 days before the Meeting and shall specify the agenda items and the proposals made.</p>

<p>Aucune décision ne peut être prise sur des objets qui n'ont pas été portés valablement à l'ordre du jour. Cette disposition ne s'applique toutefois pas aux propositions faites durant une assemblée générale des actionnaires de convoquer une assemblée générale extraordinaire ou d'instituer un contrôle spécial.</p> <p>Il n'est pas nécessaire d'annoncer à l'avance les propositions entrant dans le cadre des objets portés à l'ordre du jour, ni les délibérations qui ne doivent pas être suivies d'un vote.</p>	<p>No resolution may be passed on agenda items for which no proper notice was given; this prohibition does not apply, however, to proposals made during a Meeting of Shareholders to call an Extraordinary Meeting of Shareholders or to initiate a special audit.</p> <p>No prior notice is required for proposals concerning items included on the agenda and for debates as to which no vote is taken.</p>
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### 9.3.2. Attributions of the Board of Directors: amendment of article 19

#### Explanations

As part of the corporate law reform, the responsibility of the Board of Directors to notify the court in the event of financial distress situations has been extended to include the filing of an application for a debt restructuring moratorium. This is an inalienable statutory responsibility of the Board of Directors. The Board of Directors therefore proposes to amend article 19 of the Articles of Association, which lists the inalienable responsibilities of the Board of Directors, accordingly.

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Texte faisant foi / Binding version:	Traduction informelle en anglais / Informal English translation:
<p><b>Article 19</b> <b>Attributions</b></p> <p>Le conseil d'administration peut prendre des décisions sur toutes les affaires qui ne sont pas attribuées à un autre organe social par la loi, les présents Statuts ou un règlement.</p> <p>Le conseil d'administration possède en particulier les attributions intransmissibles et inaliénables suivantes:</p> <ol style="list-style-type: none"> <li>1. exercer la haute direction de la Société et établir les instructions nécessaires;</li> <li>2. fixer l'organisation de la Société;</li> <li>3. fixer les principes de la comptabilité, du contrôle financier et le plan financier;</li> <li>4. nommer et révoquer les personnes chargées de la gestion et de la représentation, ainsi que leur pouvoir de signature;</li> <li>5. exercer la haute surveillance sur les personnes chargées de la gestion pour s'assurer en particulier qu'elles observent la loi, les présents Statuts, les règlements et les instructions données;</li> <li>6. établir le rapport annuel et le rapport de rémunération, préparer les assemblée des actionnaires et exécuter les décisions prises par les assemblées des actionnaires;</li> </ol>	<p><b>Article 19</b> <b>Attributions</b></p> <p>The Board of Directors may pass resolutions concerning all matters not reserved to the authority of any other corporate body by law, these Articles of Association or regulations.</p> <p>The Board of Directors has, in particular, the following non-delegable and inalienable duties:</p> <ol style="list-style-type: none"> <li>1. the ultimate direction of the Company and the issuance of the necessary instructions;</li> <li>2. the determination of the organization of the Company;</li> <li>3. the structuring of the accounting system, financial control and financial planning;</li> <li>4. the appointment and removal of the persons entrusted with management and representation of the Company, as well as the determination of their signatory power;</li> <li>5. the ultimate supervision of the persons entrusted with management of the Company, specifically in view of their compliance with the law, these Articles of Association, the regulations and directives;</li> <li>6. the preparation of the business report and the Compensation report, preparation of the Meetings of Shareholders and the implementation of the resolutions adopted by the Meeting of Shareholders;</li> </ol>

<p>7. prendre les décisions nécessaires concernant le paiement subséquent relatif aux actions qui ne sont pas entièrement libérées;</p> <p>8. prendre les décisions concernant l'augmentation du capital-actions pour autant que ce pouvoir soit conféré au conseil d'administration (<del>article 651 para. 4 CO</del>) et concernant la confirmation d'augmentations de capital avec les modifications y relatives des statuts, ainsi que préparer le rapport d'augmentation;</p> <p>9. toutes les attributions et tous les pouvoirs intransmissibles et inaliénables du conseil d'administration tels que prévus dans la loi suisse sur la fusion et dans toutes autres lois;</p> <p>10. <del>informer le juge déposer d'une demande de sursis concordataire et aviser le tribunal</del> en cas de surendettement.</p> <p>En outre, le conseil d'administration peut, dans les limites de la loi et sur la base du règlement d'organisation, déléguer entièrement ou partiellement ses pouvoirs, ainsi que la gestion et la représentation de la Société, à un ou plusieurs de ses membres ou à des tiers.</p>	<p>7. the passing of resolutions regarding the subsequent payment of capital with respect to non fully paid-in shares;</p> <p>8. the passing of resolutions concerning an increase in share capital to the extent that such power is vested in the Board of Directors (<del>art. 651 para. 4 CO</del>) and of resolutions concerning the confirmation of capital increases and corresponding amendments to the Articles of Association, as well as making the required report on the capital increase;</p> <p>9. the non-delegable and inalienable duties and powers of the board of directors pursuant to the Swiss Merger Act and any other law;</p> <p>10. the <b>submission of a petition for debt-restructuring moratorium and the notification of the judge if liabilities exceed assets court in case of over-indebtedness.</b></p> <p>In addition, the Board of Directors may, within the limits of the law and by virtue of the Organizational Rules, delegate in whole or in part, its powers, as well as management and the representation of the Company to one or several members of the Board of Directors or to third parties.</p>
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### 9.3.3 Compensation and Mandates Outside of the Group: amendments of article 28, article 29 and article 31

#### Explanations

As part of the corporate law reform, the provisions of the Swiss Ordinance Against Excessive Remuneration at Listed Corporations (the **Ordinance**) were included in the corporate law section of the Swiss Code of Obligations. In substance, only a few provisions were changed. The Board of Directors proposes to amend the Articles of Association in accordance with the new statutory requirements as follows:

#### 9.3.3.1 Article 28 Additional amounts in case of changes in the Executive Management:

Under certain circumstances, the revised corporate law restricts the authorization of the Board of Directors to pay new members of the Executive Management an "additional amount" above the maximum aggregate compensation amount approved by the Shareholders Meeting. The use of such an additional amount for persons who are being promoted within the Executive Management is no longer permitted. The additional amount may be used only for persons who become new members of the Executive Management. The Board of Directors proposes to amend article 28 of the Articles of Association to make it compliant with the revised corporate law.

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Texte faisant foi / Binding version:	Traduction informelle en anglais / Informal English translation:
<p><b>Article 28</b>  <b>Montant complémentaire en cas de changements au sein de la direction exécutive</b></p> <p>Si le montant global maximal de la rémunération déjà approuvé par l'assemblée générale des actionnaires n'est pas suffisant pour couvrir également la rémunération d'une ou plusieurs personnes devenant membre(s) de la direction exécutive <del>ou étant promue(s) au sein de la direction exécutive</del> après que l'assemblée générale des actionnaires a approuvé la rémunération de la direction exécutive pour la période visée,</p>	<p><b>Article 28</b>  <b>Additional amounts in case of changes in the Executive Management</b></p> <p>If the maximum aggregate amount of compensation already approved by the General Meeting of Shareholders is not sufficient to also cover the compensation of one or more persons who become members of the Executive Management <del>or are being promoted within the Executive Management</del> after the General Meeting of Shareholders has approved the compensation of the Executive Management for the relevant period</p>

la Société ou toute autre société qu'elle contrôle est alors autorisée à verser à ce(s) membre(s) un montant complémentaire au cours de la (des) période(s) de rémunération déjà approuvée(s). Le montant maximal total par période de rémunération ne doit au total pas dépasser 100% du montant global de la rémunération de la direction exécutive approuvé en dernier par l'assemblée générale.	then the Company or companies controlled by it shall be authorised to pay such member(s) a supplementary amount during the compensation period(s) already approved. The supplementary amount per compensation period shall in total not exceed 100% of the maximum aggregate amount of compensation of the Executive Management last approved.
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### 9.3.3.2 Article 29 Agreements with members of the Board of Directors and of the Executive Management:

The revised corporate law requires that any consideration paid to a member of the Executive Management for a post-employment non-competition covenant be limited to an amount corresponding to the average compensation of such member of the Executive Management in the three preceding financial years. The Board of Directors proposes to amend article 29 to make it compliant with the revised corporate law.

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Texte faisant foi / Binding version:	Traduction informelle en anglais / Informal English translation:
<p><b>Article 29</b>  <b>Contrats avec les membres du conseil d'administration et de la direction exécutive</b></p> <p>La Société, ou toute société qu'elle contrôle, peut conclure des contrats de durée déterminée ou indéterminée avec les membres du conseil d'administration en relation avec leur rémunération. La durée et la résiliation doivent être conformes avec la durée de fonctions ainsi qu'avec les dispositions légales applicables.</p> <p>La Société, ou toute société qu'elle contrôle, peut conclure des contrats de travail de durée déterminée ou indéterminée avec les membres de la direction exécutive. Les contrats de travail de durée déterminée peuvent avoir une durée maximale d'une année. Ils peuvent être renouvelés. Les contrats de travail de durée indéterminée peuvent prévoir un période de préavis d'au maximum douze mois.</p> <p>La Société, ou toute société qu'elle contrôle peut conclure des accords de non concurrence avec les membres de la direction exécutive pour la période suivant la fin des rapports de travail. Leur durée ne peut excéder une année et l'indemnisation versée en relation avec un tel accord de non concurrence ne peut excéder <b>la dernière rémunération annuelle totale du le dernier total annuel du montant correspondant à la moyenne des rémunérations de ce membre concerné</b> de la direction exécutive <b>au cours des trois derniers exercices financiers.</b></p>	<p><b>Article 29</b>  <b>Agreements with members of the Board of Directors and of the Executive Management</b></p> <p>The Company or companies controlled by it may enter into agreements for a fixed term or for an indefinite term with members of the Board of Directors with respect to their compensation. The duration and termination shall comply with the term of office and the law.</p> <p>The Company or companies controlled by it may enter into employment agreements for a fixed term or for an indefinite term with members of the Executive Management. Employment agreement for a fixed term may have a maximum duration of one year; renewal is permitted. Employment agreements for an indefinite term may have a termination notice period of maximum twelve months.</p> <p>The Company or companies controlled by it may enter agreements on non-compete with members of the Executive Management for the time after termination of employment. Their duration shall not exceed one year, and consideration paid for such non-compete undertaking shall not exceed <b>the last in total annual the amount corresponding to the average</b> of compensation of such member of the Executive Management <b>during the three preceding financial years.</b></p>

### 9.3.3.3 Article 31 Mandates Outside the Group:

According to the Ordinance, the Articles of Association had to specify the maximum number of mandates that a member of the Board of Directors or the Executive Management could hold outside the Addex Therapeutics group. The revised corporate law defines the term mandates as positions in comparable functions in other companies with an economic purpose. The Board of Directors proposes to amend article 31 to reflect this definition.

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Texte faisant foi / Binding version:	Traduction informelle en anglais / Informal English translation:
<p><b>Article 31</b></p> <p>Aucun membre du conseil d'administration ne peut exercer plus de quatorze mandats supplémentaires, dont au maximum quatre dans des sociétés cotées.</p> <p>Aucun membre de la direction exécutive ne peut exercer plus de cinq mandats, dont au maximum deux dans une société cotée.</p> <p>Les mandats suivants ne sont pas soumis aux limites mentionnées ci-dessus:</p> <ol style="list-style-type: none"> <li>1) les mandats dans des sociétés contrôlées par la Société ou ayant le contrôle sur la Société; <b>et</b></li> <li>2) les mandats assumés sur requête de la Société ou de toute autre société qu'elle contrôle. Aucun membre du conseil d'administration ou de la direction exécutive ne peut exercer plus de dix mandats de ce genre; <b>et</b>.</li> <li><del>3) les mandats dans des associations, organisation caritatives, fondations, trusts, fondations de prévoyance professionnelle, institutions éducatives, institutions sans buts lucratifs et d'autres organisations similaires. Aucun membre du conseil d'administration ou de la direction générale ne peut exercer plus de vingt-cinq mandats de ce genre.</del></li> </ol> <p>Le terme mandat désigne <del>tout mandat au sein d'organes supérieurs de direction ou d'administration d'entités juridiques qui ont l'obligation de s'inscrire au registre du commerce ou dans un registre similaire à l'étranger les fonctions exercées dans d'autres entreprises à but économique (i) qui sont comparables à celles d'un membre du Conseil d'administration ou de la direction exécutive de l'entreprise ou (ii) en tant que membre d'un conseil consultatif.</del> Sont considérés comme étant un seul mandat, les mandats dans différentes entités légales sous contrôle commun (de droit ou de fait).</p>	<p><b>Article 31</b></p> <p>No member of the Board of Directors may hold more than fourteen additional mandates of which no more than four mandates may be in companies listed on a stock exchange. No member of Executive Management may hold more than five mandates of which no more than two may be in companies listed on a stock exchange.</p> <p>The following mandates shall not be subject to the above mentioned limitations:</p> <ol style="list-style-type: none"> <li>1. Mandates in companies that are controlled by the Company or which control the Company; <b>and</b></li> <li>2. Mandates that are carried out at the request of the Company or companies controlled by it. No member of the Board of Directors or of the Executive Management shall carry out more than ten such mandates; <b>and</b>.</li> <li><del>3. Mandates in associations, non-profit organizations, foundations, trusts and employee welfare foundations, education institutions, non-profit institutions and other similar organisations. No members of the Board of Director or of the Executive Management may carry out more than twenty-five such mandates.</del></li> </ol> <p>Mandates shall mean <del>mandates in the supreme governing body of a legal entity which is required to be registered in the commercial register or a comparable foreign register positions at other enterprises with an economic purpose (i) that are comparable to the position of a member of the Board of Directors or the Executive Management at the Company or (ii) as member of an advisory board.</del> Mandates in different legal entities that are under joint control or same beneficial ownership are deemed one mandate.</p>

## 10. Approval of the compensation of the members of the Board of Directors and of the Executive Management

### 10.1. 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 the members of the Board of Directors for the term of office from the 2024 AGM until the 2025 AGM.

#### *Explanations*

According to Article 698 paragraph 3 item 4 CO and our Articles of Association, the Annual General Meeting is responsible for voting on the compensation of the Board of Directors. Each year, the Board of Directors submits to the Annual General Meeting for approval the aggregate maximum amount of compensation for the Board of Directors for the period until the next Annual General Meeting.

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. Although the actual total compensation of CHF 327,978 for the Board of Directors for the period from the 2023 AGM to the 2024 AGM is below the maximum amount approved by the 2023 AGM, the proposed amount has been maintained at CHF 600,000 to ensure that the amount will cover the fair value of the expected equity incentive unit grants. Further details are available in the Compensation Report 2023.

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

The Board of Directors **proposes** the approval of the maximum total compensation amount of CHF 2,500,000 for the members of the Executive Management for the period from 1 January to 31 December 2025.

### *Explanations*

According to Article 698 paragraph 3 item 4 CO and our Articles of Association, the Annual General Meeting is responsible for voting on the compensation of the members of the Executive Management. Each year, the Board of Directors submits to the Annual General Meeting for approval the aggregate maximum amount of compensation for the Executive Management for the next financial year.

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. As the actual total compensation for the Executive Management amounts to CHF 2,436,913 for the period from 1 January to 31 December 2023, the proposed amount is CHF 2,500,000. Further details are available in the Compensation Report 2023.

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 25 June 2024 at 23:59 CEST will be entitled to vote. From 25 June 2024 until 28 June 2024 no registrations will be entered in the share register. Shareholders entitled to vote will receive their Registration and Power of Attorney Form enclosed with this notice.

Please note that you **do not need to attend the AGM in person** and that you may be represented by:

a) Robert P. Briner, attorney-at-law, B & B Avocats, Cours des Bastions 5, CH-1205 Geneva. Power of attorney must be granted by signing the Registration and Power of Attorney Form or by using the online platform. If you do not provide specific written or electronic voting instructions, you instruct, by signing the Registration and Power of Attorney Form or by 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 and with regard to any new or modified proposal during the AGM. To the extent the voting instructions are not clear, the shares will be deemed non-represented.

If you wish to exercise your shareholders' rights using the Registration and Power of Attorney Form, please send it to the Company's share register ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg, as soon as possible, but by no later than 26 June 2024 (date of receipt). You may also grant power of attorney online by issuing electronic instructions to the Independent Voting Rights Representative through the online platform. The necessary instructions on how to access the online platform and your individual login data are printed on the Registration and Power of Attorney Form enclosed with this notice. Shareholders may vote electronically or change any instructions they may have communicated electronically until 26 June 2024, 12.00 CEST, 11.00 BST, 6.00 ET.

b) a proxy which can be another person who does not need to be a shareholder.

To authorize another person you have to indicate this person's name on the proxy form on the reverse side of the admission card, which you will receive upon request using the Registration and Power of Attorney Form enclosed with this invitation. In order to allow the authorized person to participate in the AGM you need to hand the admission card to that person.

### Documentation

This notice of the AGM, including the agenda and the proposals of the Board of Directors, has been sent to the duly registered shareholders of the Company.

The 2023 Annual Report, including the Annual Financial Statements, the Group Consolidated Financial Statements for the business year 2023 and the reports of the Auditors, as well as the Company's Articles of Association (in French or English) can be inspected by the shareholders at the Company's head office at c/o Addex Pharma SA, Chemin Des Mines 9, 1202 Geneva or can be downloaded at <https://www.addextherapeutics.com/en/investors/financial-reports/>. The documents will also be mailed to the shareholders upon request.