

Plan-les-Ouates, June 3, 2025

To the shareholders of Addex Therapeutics Ltd

Notice of the Annual General Meeting 2025

Tuesday, 24 June 2025, 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 2024
2. Consultative vote on the Compensation Report for the business year 2024
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
 - 5.1. Re-election of Raymond Hill as member of the Board of Directors
 - 5.1. Re-election of Timothy Dyer as member of the Board of Directors
 - 5.1. Re-election of Roger Mills as member of the Board of Directors
 - 5.1. Re-election of Jake Nunn as member of the Board of Directors
 - 5.1. 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
 - 6.1. 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. Approval of the compensation of the members of the Board of Directors and of the Executive Management
 - 9.1. Compensation of the members of the Board of Directors
 - 9.1. Compensation of the members of the Executive Management
10. Miscellaneous

Motions and Explanations

1. Approval of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for the business year 2024

The Board of Directors **proposes** to approve the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for the business year 2024.

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 2024

The Board of Directors **proposes** to endorse the Compensation Report 2024. This vote is consultative.

Explanation

According to Article 735 paragraph 3 item 4 CO, the Board of Directors submits the Compensation Report 2024 to a consultative vote of the shareholders. The Compensation Report 2024 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 2024 sets out the remuneration of the Board of Directors and the Executive Management for 2024, as required under the CO.

3. Appropriation of the results

The Board of Directors **proposes** to carry forward the entire net profit of CHF 8,205,559 for the business year 2024 to offset prior losses.

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 to carry forward the entire net profit of CHF 8,205,559 to offset prior losses.

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 2024.

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

9.1. 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 2025 AGM until the 2026 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 220,079 for the Board of Directors for the period from the 2024 AGM to the 2025 AGM is below the maximum amount approved by the 2024 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 2024.

9.2. 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 2026.

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. Although the actual total compensation of CHF 1,014,322 for the Executive Management is below the maximum amount approved by the 2024 AGM, the proposed amount has been maintained at CHF 2,500,000 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 2024.

On behalf of the Board of Directors of Addex Therapeutics Ltd

Vincent Lawton, Chairman

Enclosures:

- Registration and Power of Attorney Form
- Return envelope to sharecomm ag, Postfach, CH-6010 Kriens 2

Procedures and Documentation

Registration to the Annual General Meeting

Only shareholders entered in the share register on 18 June 2025 at 23:59 CEST will be entitled to vote. From 18 June 2025 until 24 June 2025 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 share-comm ag, Postfach, CH-6010 Kriens 2, as soon as possible, but by no later than 19 June 2025 (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 19 June 2025, 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 2024 Annual Report, including the Annual Financial Statements, the Group Consolidated Financial Statements for the business year 2024 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.