



Plan-les-Ouates, April 17, 2012

To the shareholders of Addex Pharmaceuticals Ltd

Invitation to the Annual General Meeting

Wednesday, May 9, 2012, 14:30 at Addex Pharmaceuticals Ltd, Chemin des Aulx 12, CH-1228 Plan-les-Ouates, Geneva (doors open at 14:00).

Agenda

1. Approval of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for the business year 2011
2. Appropriation of the results
3. Discharge to the members of the Board of Directors and the Executive Management
4. Elections to the Board of Directors
 - 4.1. Re-elections to the Board of Directors
 - 4.2. Election to the Board of Directors
5. Re-election of the Auditors
6. Amendments to the Articles of Association
 - 6.1. Change of Name (Article 1 of the Articles of Association)
 - 6.2. Increase of the Authorized Share Capital (Article 3b of the Articles of Association)
 - 6.3. Extension and increase of the Conditional Share Capital (Article 3c of the Articles of Association)
 - 6.4. Creation and issue of new bons de jouissance (Genussscheine) (Article 3a of the Articles of Association)
7. Miscellaneous

Motions and Explanations

1. **Approval of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for the business year 2011**

The Board of Directors **proposes** to approve the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for the business year 2011.

2. **Appropriation of the results**

The Board of Directors **proposes** to:

- carry forward the loss of CHF 28,875,755 for the business year 2011;
- release CHF 117 from the general reserve from capital contribution to the treasury share reserve; and
- offset the accumulated loss of CHF 32,640,152 with the general reserve from capital contribution.

3. **Discharge to the members of the Board of Directors and 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 2011.

4. **Elections to the Board of Directors**

4.1. **Re-elections to the Board of Directors**

The Board of Directors **proposes** to re-elect

André J. Mueller for a term of 3 years

Vincent Lawton for a term of 3 years

as members of the Board of Directors.

Explanations

The term of office of André J. Mueller and Vincent Lawton expires at the 2012 Annual General Meeting. André J. Mueller has been a member of the Board of Directors of the Company and its predecessor company since 2002. He stands for re-election for a term of 3 years. Vincent Lawton has been a member of the Board of Directors of the Company since 2009. He stands for re-election for a term of 3 years.

Detailed CVs are available at the Company's website at <http://www.addextherapeutics.com/about/board-of-directors/>.

4.2. Election to the Board of Directors

The Board of Directors **proposes** to elect Bharatt Chowrira for a term of 3 years as new member of the Board of Directors.

Explanations

Dr. Chowrira, who joined Addex in 2011 and currently serves as the President and Chief Executive Officer of Addex, has a strong track record in the biopharmaceutical industry with over 17-years of experience, combining a unique blend of research, licensing, corporate development, operations and legal expertise. Most recently, Dr. Chowrira was the Senior Vice President and Chief Operating Officer of Nektar Therapeutics, a NASDAQ-traded U.S. biopharmaceutical company. At Nektar he led a team that established several revenue-generating strategic alliances. He also led efforts to streamline, realign and integrate operations across research, manufacturing, business development, marketing and multiple R&D sites. Dr. Chowrira previously served as Executive Director, Worldwide Licensing & External Research at Merck & Co., Inc. Prior to that, he was a key member of the executive management team that restructured and re-launched Sirna Therapeutics, a development-stage biopharmaceutical firm focused on the discovery and development of RNAi-based drugs, which was acquired by Merck & Co., Inc. He has a Ph.D. in Microbiology and Molecular Genetics from the University of Vermont and a law degree (J.D.) from the College of Law at the University of Denver. Dr. Chowrira is a registered U.S. patent attorney and a licensed member of the Colorado Bar Association.

5. Re-election of the Auditors

The Board of Directors proposes the re-election of PricewaterhouseCoopers SA, Geneva, as Auditors for the business year 2012.

6. Amendments to the Articles of Association

6.1. Change of Name

The Board of Directors **proposes** to change the name of the Company to Addex Therapeutics Ltd (Addex Therapeutics SA) and accordingly to amend Article 1 of the Articles of Association as follows:

Current Version

Article 1

Corporate Name, Registered Office, Duration

Under the name **Addex Pharmaceuticals Ltd** (the “Company”) exists a corporation which is subject to these Articles of Association and the provisions of Chapter 26 of the Swiss Code of Obligations (CO).
(...)

Proposed New Version

Article 1

Corporate Name, Registered Office, Duration

Under the name **Addex Therapeutics Ltd (Addex Therapeutics SA)** (the “Company”) exists a corporation which is subject to these Articles of Association and the provisions of Chapter 26 of the Swiss Code of Obligations (CO).
(...)

Explanations

The Board of Directors proposes to change the name of the Company to reflect more closely the biotechnology Company’s focus on oral small molecule-based therapeutics.

6.2. Extension and increase of the Authorized Share Capital (Article 3b of the Articles of Association)

The Board of Directors **proposes** (i) to “extend” the authorized share capital until May 9, 2014, (ii) to increase the authorized share capital in an amount of CHF 986,693 raising the authorized share capital from CHF 2,931,246 to CHF 3,917,939 and accordingly (iii) to adopt a new Article 3b of the Articles of Association as follows:

Current Version

Article 3b

Authorized Share Capital

The Board of Directors shall be authorized, at any time until 28 April 2013 to increase the share capital in an amount of CHF 2,931,246.- through the issuance of 2,931,246 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.

(...)

Proposed New Version

Article 3b

Authorized Share Capital

The Board of Directors shall be authorized, at any time until 9 May 2014 to increase the share capital in an amount of CHF 3,917,939.- through the issuance of 3,917,939 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.

(...)

Explanations

At present, the Company has an authorized share capital of CHF 2,931,246 authorizing the Board of Directors to issue up to 2,931,246 shares. This authorized share capital shall expire on April 28, 2013.

To date, the Board of Directors has not used the authorized share capital. The Board of Directors however would like to retain full flexibility in connection with possible future financing of the Company and hence proposes to increase the amount of the authorized share capital to CHF 3,917,939 and extend its term until May 9, 2014.

6.3. Increase of the Conditional Share Capital (Article 3c of the Articles of Association)

The Board of Directors **proposes** (i) to increase the conditional share capital reserved for the exercise of option rights or subscription rights attached to bons de jouissance which the employees and/or directors of the Company or a group company are granted according to respective regulations of the Board of Directors in an amount of CHF 400,000 raising the conditional share capital reserved to this effect from CHF 1,300,000 to CHF 1,700,000, and accordingly (ii) to amend Article 3c of the Articles of Association as follows:

Current Version

Article 3c

Conditional Share Capital

A) The share capital of the Company may be increased by a maximum aggregate amount of CHF 1,300,000.- through the issuance of a maximum of 1,300,000 registered shares, which shall be fully paid-in, with a par value of CHF 1 per share by the exercise of option rights or subscription rights attached to bons de jouissance which the employees and/or directors 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.

(...)

Proposed New Version

Article 3c

Conditional Share Capital

A) The share capital of the Company may be increased by a maximum aggregate amount of CHF 1,700,000.- through the issuance of a maximum of 1,700,000 registered shares, which shall be fully paid-in, with a par value of CHF 1 per share by the exercise of option rights or subscription rights attached to bons de jouissance which the employees and/or directors 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.

(...)

Explanations

At present, the Company has a conditional share capital pursuant to which its share capital may be increased by a maximum amount of CHF 1,300,000 by issuing a maximum of up to 1,300,000 shares, under the exclusion of shareholders' pre-emptive rights, to directors or employees of the Company or a Group company who exercise option rights or subscription rights attached to bons de jouissance granted to them under the Company's incentive plans. To date, the Company has granted 1,264,970 such options or subscription rights and has already used CHF 6,905 of its conditional share capital reserved to this effect. The Board of Directors would like to continue the targeted use of options and subscription rights as a long-term incentive and as a means to motivate directors and employees to invest further in Addex shares, and hence propose to increase the amount of the conditional share capital reserved for such situation to CHF 1,700,000, in particular in view of the proposed issuance of new bons de jouissance (item 6.4 of the agenda). The additional conditional capital will be used for future issuances of options or subscription rights.

Besides, at present, the Company has a conditional share capital for the exercise of option and/or conversion rights which are granted in connection with the issue of bonds, similar obligations or other financial instruments by the Company or another group company pursuant to which the share capital may be increased by a maximum amount of CHF 2,031,246.

6.4. Creation and issue of new bons de jouissance (Genussscheine) (Article 3a of the Articles of Association)

Subject to the approval by the shareholders of the Company of item 6.3 above, the Board of Directors **proposes** (i) to increase the number of bons de jouissance in issue by 400 bons de jouissance and to raise the number of outstanding bons de jouissance from 1,300 to 1,700, and accordingly (ii) to amend Article 3a of the Articles of Association as follows:

Current Version

Article 3a

Bons de jouissance

The Company has issued **1,300 (one thousand three hundred)** registered bons de jouissance (profit sharing certificates/Genussscheine) to be granted to employees and/or directors of the Company or a group company according to respective regulations of the Board of Directors.

The bons de jouissance are uncertificated.

The bons de jouissance are transmissible only with the prior consent of the Board of Directors.

The bons de jouissance do not form part of the share capital and do not have a nominal value. They do not grant any right to vote nor the right to attend Meetings of Shareholders. Each bon de jouissance grants (i) a right to subscribe for 1,000 shares and (ii) a right to liquidation proceeds of the Company calculated in accordance with Article 25 of the Articles of Association.

The Company shall maintain register of holders of bons de jouissance listing the surname and first name (in the case of legal entities, the company name), address and nationality (in the case of legal entities, the registered office) of the holders of bons de jouissance.

The provisions regarding the share register (Article 5 of the Articles of Association) shall apply mutatis mutandis to the register of holders of bons de jouissance.

The Board of Directors may at any time hold, acquire or alienate bons de jouissance for the account of the Company. The Company can at any time cancel bons de jouissance.

(...)

Proposed New Version

Article 3a

Bons de jouissance

The Company has issued **1,700 (one thousand seven hundred)** registered bons de jouissance (profit sharing certificates/Genussscheine) to be granted to employees and/or directors of the Company or a group company according to respective regulations of the Board of Directors.

The bons de jouissance are uncertificated.

The bons de jouissance are transmissible only with the prior consent of the Board of Directors.

The bons de jouissance do not form part of the share capital and do not have a nominal value. They do not grant any right to vote nor the right to attend Meetings of Shareholders. Each bon de jouissance grants (i) a right to subscribe for 1,000 shares and (ii) a right to liquidation proceeds of the Company calculated in accordance with Article 25 of the Articles of Association.

The Company shall maintain register of holders of bons de jouissance listing the surname and first name (in the case of legal entities, the company name), address and nationality (in the case of legal entities, the registered office) of the holders of bons de jouissance.

The provisions regarding the share register (Article 5 of the Articles of Association) shall apply mutatis mutandis to the register of holders of bons de jouissance.

The Board of Directors may at any time hold, acquire or alienate bons de jouissance for the account of the Company. The Company can at any time cancel bons de jouissance.

(...)

Explanations

To date, the Company has granted 1,265 out of the 1,300 outstanding bons de jouissance under the incentive plan that was set up by the Board of Directors to this effect. The Board of Directors would like to have the possibility to increase incentives to the employees and/or directors of the Company or another group company to contribute to the Group's success and its long-term business value and issue new bons de jouissance. For this reason, the Board of Directors proposes to increase the number of bons de jouissance in issue by 400 to 1,700.

On behalf of the Board of Directors of Addex Pharmaceuticals Ltd



André J. Mueller, Chairman

Enclosures:

- Registration and Power of Attorney Form
- Return envelope to Addex Pharmaceuticals Ltd, Aktienregister, c/o ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg

Attendance Procedures and Documentation

Registration and Participation to the Annual General Meeting

Only shareholders entered in the share register with the right to vote on May 2, 2012 will be entitled to participate in the Annual General Meeting. From May 3, 2012 until May 9, 2012 no registrations will be entered in the share register. Shareholders with the right to vote will receive their admission cards upon request using the Registration and Power of Attorney Form enclosed with this invitation. The Registration and Power of Attorney Form should be sent to the Company's share register (ShareCommService AG, Aktienregister der Addex Pharmaceuticals Ltd, Europastrasse 29, CH-8152 Glattbrugg) as soon as possible. Admission cards will be sent out starting April 25, 2012.

Please note that you do not need to attend the Annual General Meeting in person and that you may be represented by:

- a) Addex Pharmaceuticals Ltd, as corporate proxy holder to exercise your voting rights in accordance with the proposals of the Board of Directors. Proxies with different instructions will be transferred to the independent proxy holder; or
- b) Robert P. Briner, attorney-at-law, Briner & Brunisholz, Cours des Bastions 5, CH-1205 Geneva, as independent proxy holder.

You can authorize Mr. Briner to act as your representative (with substitution rights) in accordance with article 689c of the Swiss Code of Obligations. Mr. Briner will vote as instructed by you. If no instructions have been given, or shall the instructions not be clear, Mr. Briner will vote in favour of the Board's proposal(s); or

- c) a proxy which can be another person who does not need to be a shareholder, e.g. your depository bank (in accordance with article 689d of the Swiss Code of Obligations).

To authorize another person, e.g. your depository bank, 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 Annual General Meeting you need to hand the admission card to that person.

Documentation

The invitation to the Annual General Meeting, 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 2011 containing the reports of the Auditors and the French text 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 invitation.

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 Chemin des Aulx 12, 1228 Plan-les-Ouates, Geneva, Switzerland. The Annual Report can further be viewed on the internet via <http://www.addextherapeutics.com/investors/downloads/>.

Language

The Annual General Meeting will be held partially in French and partially in English. There will be no simultaneous translation of the Annual General Meeting.

