

Plan-les-Ouates, 23 February 2018



To the shareholders of Addex Therapeutics Ltd

Invitation to the Extraordinary General Meeting

Friday, 16 March 2018, 11:00 a.m. at Addex Therapeutics Ltd, Campus Biotech, Chemin des Mines 9, CH-1202 Geneva (doors open at 10:30 a.m.).

Agenda

1. Ordinary Share Capital Increase

2. Amendments to the Articles of Association
 - 2.1. Amendment to the allocation of the conditional share capital and amendment to article 3c of the Articles of Association
 - 2.2. Adoption of a new article 39 regarding the exemption from the duty to make an offer (opting-out of mandatory offer rules)

3. Miscellaneous

Motions and Explanations

Introduction

On 15 February 2018, Addex Therapeutics Ltd (“**Addex**” or the “**Company**”), announced its intention to raise CHF40,000,000 of new funds and that the Company’s board of directors (the “**Board of Directors**”) would seek shareholder approval for a transaction consisting of an ordinary increase of the share capital by issuing up to 12,779,553 new registered shares at a price of CHF3.13 each and the issuance of 0.45 warrant for each registered share to be newly issued, each warrant entitling the holder thereof to the subscription of one registered share at a price of CHF3.43 during a 7 year period (the “**Transaction**”). Addex entered into an investment agreement (the “**Investment Agreement**”, and together with other agreements, the “**Transaction Agreements**”) with two investors, Growth Equity Opportunities Fund IV, LLC (“**NEA**”) and New Leaf Biopharma Opportunities I, L.P. (“**NLV**”). Other investors, of which commitments for CHF10,505,000 have already been received, will invest alongside NEA and NLV (such other investors together with NEA and NLV, the “**Committed Investors**”). The remaining up to CHF9,495,000 of the share offering are planned to be placed to an additional syndicate of investors (the “**Other Investors**”, and together with the Committed Investors, the “**Investors**”). The proceeds will be used to advance Addex’s portfolio of drug candidates, including registration studies for lead program, dipraglurant, for levodopa-induced dyskinesia associated with Parkinson’s disease (PD-LID).

The Board of Directors has explored a number of options to secure the funding of its operations and development of its portfolio of drug candidates, including in particular the issuance of pre-emptive subscription rights to its existing shareholders by way of a public offering of shares. The Board of Directors has thoroughly examined the economical and legal aspects of various financing options and strategies. Based on this in-depth review and on the review of the terms and conditions of the Transaction, the Board of Directors has reached the conclusion that the Transaction is in the best interest of Addex and its shareholders compared to alternative financing transactions.

The Transaction will consist of an ordinary capital increase of up to 12,779,553 newly issued shares of Addex (the “**New Shares**”) for an issue price of CHF3.13 per New Share, representing a premium of 5% above the closing price of the shares on February 14, 2018 of CHF2.98, the date the parties entered into the Investment Agreement (the “**Issue Price**”), whereas the pre-emptive subscription rights of Addex’ existing shareholders will be excluded (the “**Capital Increase**”). In addition, each Investor will receive 0.45 warrants for each New Share (*i.e.*, a warrant coverage ratio of 45% per New Share) subscribed for and issued to such Investor (collectively the “**Warrants**”; the registered shares to be issued upon exercise of the Warrants, the “**Warrant Shares**”). The exercise price of the Warrants will be CHF3.43, representing a premium of 15% above the closing price of the shares on February 14, 2018 of CHF2.98, the date the parties entered into the Investment Agreement. The Warrants will be exercisable at the Investors’ discretion anytime for a period of 7 years from the date the Capital Increase is registered in the commercial register. The Warrant Shares, if and when issued, will be issued out of the Company’s conditional capital, whereas the advanced pre-emptive subscription rights of Addex’ existing shareholders with respect to the Warrant Shares will be excluded.

Subject to approval at the extraordinary general meeting (the “**EGM**”), immediately after the implementation of the Capital Increase, the Investors are expected to hold up to 12,779,553 New Shares, representing approximately up to 45% of the then outstanding shares of Addex, and Addex will receive cash in an amount of up to CHF40,000,000. Assuming all Warrants are exercised and the Warrant Shares are fully taken up, the Investors are expected to hold a total of up to 18,530,351 shares of Addex, representing approximately up to 55% of the then outstanding shares of Addex, and Addex would receive additional cash in an amount of up to CHF19,725,237 from the exercise of all Warrants.

The financing of up to CHF40,000,000 is subject to certain conditions that are usual for this kind of transactions. In particular, the Company’s shareholders are asked to approve the following items (the “**Shareholders’ Approval**”):

1. In connection with the Capital Increase and the issuance of the New Shares, an ordinary capital increase of the Company’s share capital under exclusion of the existing shareholders’ pre-emptive subscription rights, as further set out below under [agenda item 1](#);
2. In connection with the Warrants and the issuance of the Warrant Shares, the amendment, without increasing, of the allocation of the existing conditional share capital and the amendment to article 3c of the Articles of Association to enable the issuance of shares to Company’s employees, directors and/or consultants, as well as to the Company’s shareholders in connection with the exercise of option, warrants and/or conversion rights, in each case under the exclusion of the existing shareholders’ advanced pre-emptive subscription rights, as further set out below under [agenda item 2.1](#);
3. As NEA and NLV together following the exercise of the Warrants may hold more than 33⅓% of the then outstanding voting rights of the Company, the introduction of a new article 39 of the Articles of Association exempting NEA and NLV, in each case including their direct or indirect partners or shareholders as well

as any other entity or person (whether incorporated or not) that alone or together with others controls or otherwise holds any relevant interest in them, from the duty to make an offer (a *mandatory offer*) for all publicly held shares of Addex (the “**Opting-out**”) for a period of 5 years, as further set out below under agenda item 2.2. This Opting-out condition is further subject to the Swiss Takeover Board ruling (the “**TOB Approval**”) that the Opting-out is valid. The Swiss Takeover Board’s ruling is expected to be issued within a few days from the date of the EGM.

The resolutions comprising the Shareholders’ Approval are inter-related and -dependent; the Investors’ commitments in connection with the Transaction are conditional upon all such resolutions being cumulatively approved by the EGM and the granting of the TOB Approval.

The Investment Agreement provides that as long as NEA holds 10% or more of Addex’ issued share capital, then NEA will be entitled to propose to the Company’s shareholders’ meeting the election of one member of the Board of Directors (the “**NEA Director**”) and as long as NLV holds 5% or more of Addex’ issued share capital, then NLV will be entitled to propose to the Company’s shareholders’ meeting the election of one member of the Board of Directors (the “**NLV Director**”, and together with the NEA Director, the “**Investor Directors**”). NEA and NLV are expected to propose their respective candidates for members of the Board of Directors at the next Annual General Meeting of shareholder’s which is expected to be held in May 2018.

1. Ordinary Share Capital Increase

The Board of Directors **proposes** that an ordinary share capital increase be resolved in accordance with the following provisions:

1. Increase of the share capital from the current amount of CHF15,384,988 by up to CHF12,779,553 to the new amount of up to CHF28,164,541 (or CHF28,306,007 taking into consideration the 141,466 registered shares issued out of the Issuer’s conditional share capital which have not yet been recorded in the commercial register), through the issuance of up to 12,779,553 fully paid-in registered shares with a nominal value of CHF1 each.
2. The issue price will be CHF3.13 per share. The shares to be issued will be entitled to dividends as of the registration of the share capital increase in the commercial register.
3. The shares to be issued will convey no preferential rights.
4. The contributions for the shares to be issued will be made in cash.
5. The shares to be issued will be subject to the transfer and registration restrictions set out in article 5 of the Articles of Association.
6. The shareholders’ subscription rights will be excluded and the Board of Directors is entitled to allocate them to selected investors in a private placement.
7. The Board of Directors shall execute the capital increase and record the same with the competent commercial register within three months.

Explanations

In connection with the Capital Increase of up to CHF40,000,000, the Investors have committed to finance CHF30,505,000 and Addex has contacted Other Investors to raise an additional CHF9,495,000 from Other Investors. The Capital Increase of up to CHF40,000,000 and the related issuance of up to 12,779,553 New Shares to the Investors at an Issue Price of CHF3.13 will enable Addex to advance its portfolio of drug candidates, including registration studies for lead program, dipraglurant, for levodopa-induced dyskinesia associated with Parkinson’s disease (PD-LID).

The pre-emptive subscription rights of the existing shareholders of the Company are excluded for the purpose of raising capital by way of a private placement of the New Shares to the Investors. This step is made in the interest of the Company, in consideration of the equal treatment rule and in adherence to the principle of considerate use of rights.

The Capital Increase in particular enables the Company to raise additional equity at a relatively low cost compared to a public offering of shares and the issuance of pre-emptive rights to its existing shareholders because there will be no bank underwriting costs. Furthermore, the additional equity can be raised without a subscription period and without exposure to the volatility of the markets and therefore in an efficient and opportunistic way. As a result, the New Shares will be issued to and subscribed by the Investors at a premium to the shares’ prevailing market price at the date of signing of the Investment Agreement, which the Board of Directors believes would have been significantly more difficult to achieve in the case of a public offering of its shares.

Moreover, the placement risk that a biotech company is facing can be reduced because the raise of equity by way of private placement enables the Company to address specialized, long-term and fundamental investors such as the Investors. In addition to reducing the Company's exposure to share price volatility (by comparison to a public offering where pre-emptive rights would have been allotted), the Capital Increase can be accomplished quickly and swiftly. Engaging in a private placement allows the Company to secure necessary additional funding and enlarge its shareholders' base under terms and conditions that may be individually negotiated and are most likely more favourable to the Company, compared to those that it could obtain in a public offering. Based on these considerations, the Board of Directors believes that the private placement of the New Shares to the Investors under exclusion of the shareholders' pre-emptive subscription rights not only is necessary for the Company to achieve the financial target it has set in connection with the Transaction, but also will convey substantial advantages to the Company and its shareholders. The Board of Directors thus proposes the approval of the Capital Increase to its shareholders.

This resolution is conditional and will only take effect upon the proposal under agenda item 2 also being accepted by the EGM.

2. Amendments to the Article of Association in connection with the Transaction

2.1. Amendment to the allocation of the conditional share capital and amendment to article 3c of the Articles of Association

The Board of Directors **proposes** (i) to amend, without increasing, the existing allocation of the conditional share capital as further explained below and accordingly (ii) to amend article 3c of the Articles of Association as follows.

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

Texte faisant foi / Binding version:

Article 3c **Capital-actions conditionnel**

A) Le capital-actions de la Société peut être augmenté d'un montant total maximum de ~~CHF3'500'000.-~~ **1'941'696.-** par l'émission de ~~3'500'000~~ **1'941'696** actions nominatives au maximum, entièrement libérées et d'une valeur nominale de CHF1 chacune, liées à l'exercice des droits d'option ou des droits de souscription attachés aux bons de jouissance attribués aux employés, aux membres du conseil d'administration 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 ~~CHF4'192'494.-~~ **5'750'798.-** par l'émission de ~~4'192'494~~ **5'750'798** actions nominatives au maximum, entièrement libérées et d'une valeur nominale de CHF1 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 d'obligations ou de tout autre instrument financier. En cas de telles attributions de droits d'option et/ou de 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.
(..)

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

Traduction informelle en anglais / Informal English translation:

Article 3c **Conditional Share Capital**

A) The share capital of the Company may be increased by a maximum aggregate amount of ~~CHF3'500'000.-~~ **1'941'696.-** through the issuance of a maximum of ~~3'500'000~~ **1'941'696** registered shares, which shall be fully paid-in, with a par value of CHF1 per share by the exercise of option rights or subscription rights attached to bons de jouissance which the employees, directors 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 ~~CHF4'192'494.-~~ **5'750'798.-** through the issuance of a maximum ~~4'192'494~~ **5'750'798** registered shares, which shall be fully paid-in, with a par value of CHF1 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 bonds, 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. (...)

Explanations

At present, the Company has a conditional share capital pursuant to which the share capital may be increased by a maximum amount of CHF3,500,000 (of which CHF141,466 has already been used through the issuance of 141,466 registered shares, but the reduction of the conditional capital has not yet been registered in the commercial register) by issuing a maximum of up to 3,500,000 (as a consequence of the issuance of 141,466 registered shares which have not yet been registered in the commercial register, 3,358,354 shares) with a nominal value of CHF1 each, under the exclusion of shareholders' pre-emptive subscription rights, to directors, employees or consultants of the Company or a Group company who exercise option rights or subscription rights attached to equity sharing certificates (*bons de jouissance*; *Genussscheine*) granted to them under the Company's equity incentive plans (the "**Equity Incentive Plan Conditional Share Capital**"). In addition, at present the Company has a conditional share capital pursuant to which the share capital may be increased by a maximum amount of CHF4,192,494 by issuing a maximum of up to 4,192,494 shares with a nominal value of CHF1 each, under the exclusion of shareholders' pre-emptive subscription rights, to shareholders, holders of bonds, similar obligations or other financial instruments who exercise their option and/or conversion rights (the "**Other Conditional Share Capital**").

The proposed reallocation of the conditional share capital whereby the Equity Incentive Plan Conditional Share Capital is reduced by CHF1,558,304 from CHF3,500,000 to CHF1'941'696 and the Other Conditional Share Capital is increased by CHF1,558,304 from CHF4,192,494 to CHF5'750'798 is required to enable the Company to meet its obligations under the Transaction Agreements with respect to the number of Warrant Shares necessary to cover the Warrants.

This resolution is conditional upon the proposals under agenda items 1 and 2.2 also being accepted by the EGM, and will only take effect upon the Capital Increase being validly registered with the Commercial Register of the Canton of Geneva.

2.2. Adoption of a new article 39 regarding the exemption from the duty to make an offer (opting-out of mandatory offer rules)

In connection with the Opting-out, the Board of Directors **proposes** to resolve an opting-out of the mandatory offer rules of article 135 of the Swiss Financial Market Infrastructure Act ("**FMIA**") based on article 125 para. 3 FMIA by adopting a new article 39 of the Articles of Association of the Company as follows:

Texte faisant foi / Binding version:

Traduction informelle en anglais / Informal English translation:

Article 39 Opting-out

Growth Equity Opportunities Fund IV, LLC, c/o New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonimu, MD 21093, et New Leaf Biopharma Opportunities I, L.P., 7 Times Square, Suite 3502, New York, NY 10036, Etats-Unis, y compris, dans chaque cas, leurs associés et actionnaires, directs ou indirects, ainsi que toute autre entité ou personne (qu'elle soit fondée ou non) qui, seule ou avec des tiers, contrôle ou détient d'une autre manière une participation topique dans ces sociétés, ne sont pas soumis à l'obligation de présenter une offre publique d'acquisition selon l'art. 135 de la Loi fédérale sur l'infrastructure des marchés financiers (LIMF), qu'ils agissent seuls ou de concert selon l'art. 135 LIMF (*opting-out* au sens de l'art. 125 al. 3 LIMF). La clause d'*opting-out* susvisée expirera le 21 mars 2023, avec effet applicable à tout franchissement du seuil au sens de l'art. 135 LIMF qui surviendrait ultérieurement.

Article 39 Opting-out

Growth Equity Opportunities Fund IV, LLC, c/o New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonimu, MD 21093, and New Leaf Biopharma Opportunities I, L.P., 7 Times Square, Suite 3502, New York, NY 10036, United States, in each case including their direct or indirect partners or shareholders as well as any other entity or person (whether incorporated or not) that alone or together with others controls or otherwise holds any relevant interest in them, are, when acting alone or in concert pursuant to art. 135 of the Swiss Federal Act on Financial Markets Infrastructures (FMIA) exempted from the duty pursuant to art. 135 FMIA (Opting-out within the meaning of art. 125 para. 3 FMIA). The foregoing Opting-out provision will expire on March 21, 2023 with effect for any crossing of the threshold pursuant to art. 135 FMIA which occurs thereafter.

Explanations

The Board of Directors proposes the introduction of a selective opting-out clause limited to a 5 year period in order to facilitate the financing of the Company by the Investors and to provide legal certainty in connection with the possible legal consequences under Swiss takeover law of their commitment to subscribe for, and their acquisition of, the New Shares and, if and when the Warrants are exercised, the Warrant Shares.

As noted in the introductory remark, it is expected that NEA and NLV together, following the implementation of the Capital Increase, will in aggregate hold approximately 22.7% and, assuming full exercise of the Warrants, 27.3% of the then outstanding voting rights in Addex, respectively. Neither NEA nor NLV hold any shares or derivatives or any voting rights in Addex as of the date of this invitation.

The Opting-out as contemplated by the new article 39 of the Articles of Association would, if approved by the general meeting of shareholders of Addex, entail the following consequences for Addex' shareholders:

- Neither NEA, NLV nor their respective affiliates would have a duty to make a mandatory offer for a period of 5 years starting from the date of the EGM in case any of them acquires (either alone or acting in concert pursuant to art. 135 FIMA) 33⅓% or more of the outstanding voting rights of Addex and, as a consequence, Addex' shareholders would be deprived of their right to tender their shares in a mandatory offer triggered by a change of control in Addex caused by NEA and/or NLV pursuant to article 135 FMIA;
- Because NEA and NLV (and their respective affiliates) would not have a duty to make a mandatory offer, the related provisions of the FMIA would not apply. In particular, this means that NEA and NLV would not have a duty to extend an offer to all holders of listed equity securities of Addex and, in connection therewith, to offer a minimum price: pursuant to article 135 para 2 FMIA, the offer price in a mandatory offer must at least amount to the higher of the following two amounts (*minimum price*): (i) the highest price directly or indirectly paid by the offeror or by persons acting in concert with the offeror for equity securities of the target company (here: Addex) in the preceding twelve months (prior to submitting the offer) and (ii) the stock exchange price of Addex' shares (as determined in accordance with the applicable legal provisions);
- The Opting-out would be a selective opting-out, meaning that it would be limited in time and scope; it would only be applicable to NEA and NLV and their affiliates, whereby (existing or future) shareholders other than NEA and NLV, assuming such shareholders reached or exceeded the threshold of 33⅓% of the then outstanding voting rights, would not be able to rely on the Opting-out and would have the duty to make a mandatory offer to all the shareholders in accordance with article 135 FMIA which would be subject to the relevant provisions of the FMIA and of the implementing ordinances, including the rules described above.

To clarify, the Board of Directors believes that the nature and scope of NEA's and NLV's respective rights and obligations in connection with the Transaction would not trigger a duty to make a mandatory offer pursuant to art. 135 FMIA in the first place. As mentioned above, in the absence of any opting-out, a duty to submit a mandatory offer would be triggered if a shareholder individually or shareholders acting in concert reach(es) or exceed(s) the threshold of 33⅓% of the then outstanding voting rights of Addex. In connection with or as a result of the Transaction, none of NEA or NLV would reach or exceed that threshold individually, and since, as far as the Board of Directors is aware, besides the subscription of the New Shares, there are no coordinated actions among NEA and NLV, the Board of Directors believes that NEA's and NLV's rights and obligations in connection with the Transaction, as known to the Board of Directors, do not qualify as an acting in concert that would trigger such duty.

However, in light of the recent practice of the Swiss Takeover Board, this is not absolutely clear and as NEA and NLV together following the exercise of the Warrants could hold more than 33⅓% of the then outstanding voting rights of Addex, NEA and NLV might run the risk of having to make a mandatory offer to all shareholders of the Company, which is not their intention. Such legal uncertainty with respect to the applicability of the mandatory offer rules and the consequences thereof would deter NEA and NLV from subscribing for, and acquiring, shares of the Company and jeopardize the Transaction as a whole. As previously noted in the introduction, NEA's and NLV's commitment to subscribe for, and acquire, shares of Addex is conditional upon the approval by the general meeting of shareholders of Addex of the Opting-out and a positive ruling from the Swiss Takeover Board confirming that the Opting-out is valid.

As a result, the Transaction will not close if the Opting-out is rejected by the EGM of Addex or if such ruling cannot be obtained from the Swiss Takeover Board, and not proposing and not introducing any opting-out will therefore significantly impair Addex' ability to raise the funds necessary to ensure the financing of its operations and further advance its clinical pipeline. While the Opting-out might deprive Addex' shareholders from their right to tender their shares in a mandatory offer in case any of NEA or NLV or their respective affiliates acquires (either alone or acting in concert pursuant to art. 135 FIMA) 33⅓% or more of the outstanding voting rights of Addex, the Transaction will allow the shareholders to participate in a potential financial upside as a consequence of the Transaction. The Board of Directors believes that such a financial upside will not be possible to achieve in the absence of any opting-out and, as a result, NEA and NLV would run the risk of having to extend an offer for all listed securities of Addex to its shareholders.

The Board of Directors thus believes that it is in the best interest of the Company and its shareholders to opt out from the mandatory offer rules and related obligations (in particular minimum price rules) pursuant to the FMIA as proposed. By limiting the Opting-out to NEA and NLV and in time, the Board of Directors further believes that it has commensurately taken account of the shareholders' interests. As NEA and NLV do not hold any shares or derivatives or any voting rights in Addex and that no shareholder of Addex holds 33⅓% or more of the voting rights of Addex, the Opting-out is subject to the shareholders' meeting's approval by the absolute majority of the votes represented at the EGM.

This resolution is conditional upon the proposals under agenda items 1 and 2.1 also being accepted by the EGM and the TOB Approval.

On behalf of the Board of Directors of Addex Therapeutics Ltd

Vincent Lawton, Chairman

Enclosures:

Registration and Power of Attorney Form

Return envelope to Addex Therapeutics Ltd, Aktienregister, c/o ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg

Attendance Procedures and Documentation

Registration and Participation to the Extraordinary General Meeting

Only shareholders entered in the share register with the right to vote on 9 March 2018 will be entitled to participate in the EGM. From 10 March 2018 until 16 March 2018 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 Therapeutics Ltd, Europastrasse 29, CH-8152 Glattbrugg) as soon as possible. Admission cards will be sent out starting 12 March 2018.

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

- a) Robert P. Briner, attorney-at-law, Briner & Brunisholz, Cours des Bastions 5, CH-1205 Geneva, as independent voting rights representative.

If you do not provide specific written voting instructions, you instruct, by signing the Registration and Power of Attorney Form, or if you submit the power of attorney electronically without any specific voting instructions, 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 invitation. If new agenda items (other than those in this invitation) or new proposals or motions with respect to those agenda items set forth in this invitation are put forth before the EGM, you instruct, in the absence of other specific instructions, the Independent Voting Rights Representative to exercise your voting rights in accordance with the recommendation of the Board of Directors. To the extent the voting instructions are not clear, the shares will be deemed non-represented.

Shareholders may cast their votes online by issuing electronic authorizations and instructions to the Independent Voting Rights Representative. The necessary individual login data is enclosed with the meeting materials supplied to each shareholder. Shareholders may vote electronically, or change any instructions they may have communicated electronically until 14 March 2018, 12.00 pm. Shareholders who voted electronically are then not permitted to cast their votes at the EGM in person, but can attend the EGM as guests.

- 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 EGM you need to hand the admission card to that person.

Documentation

The invitation to the EGM, 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 2016 containing the reports of the Auditors, the Group Consolidated Interim Financial Statements 2017 and the French text of the Articles of Association will be mailed upon request.

The Annual Report, the Group Consolidated Interim Financial Statements 2017 and the French text of the Articles of Association are also available to the shareholders at the Company's head office at c/o TMD Advisory, Fongit, Blue Box, Chemin du Pré-Fleuri 3, 1228 Plan-les-Ouates, Geneva, Switzerland. The Annual Report and the Group Consolidated Interim Financial Statements 2017 can further be viewed on the internet via <http://www.addextherapeutics.com/investors/downloads/>.

Language

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