



## CORPORATE POLICY

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| Document Name:       | Whistleblower Policy<br>for Accounting & Auditing Matters                  |
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Approved by:

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Vincent Lawton  
Chairman of the Board

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Tim Dyer  
Secretary to the Board

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## 1. Purpose

Addex Therapeutics Ltd, a company incorporated in Plan-les-Ouates/Geneva, Switzerland, and listed on the SIX Swiss Exchange (**SIX**) (**Addex**), and all the companies included in its consolidated financial statements (**Addex Group**) have to comply with all applicable laws of Switzerland, as well as the federal securities laws of the United States of America and the rules of the Nasdaq Stock Market LLC.

Addex is committed to complying with all laws and regulations that govern its business, including those that govern its accounting and auditing practices. Addex encourages open discussion within the workplace of its business practices. Addex will not tolerate conduct that is in violation of laws and regulations. If any employee of the Addex Group has a good faith complaint regarding a possible violation of law, regulation or policy, including with regard to accounting or auditing matters, Addex expects the employee to immediately report the complaint in accordance with this whistleblower policy (**Policy**).

The Audit Committee of Addex Board of Directors (the **Audit Committee**) has established these procedures to facilitate the reporting of complaints regarding accounting or auditing matters. The procedures govern (i) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters. This Policy is a supplement to Addex Organizational Rules and should be read in conjunction therewith.

This Policy is a binding directive issued by the Board of Directors of Addex.

References in this Policy to one gender shall be deemed to include the other gender.

## 2. Who is Subject to this Policy?

This Policy applies to all members of the Board of Directors and all members of the Executive Management, and of the scientific advisory board of the Addex Group, as well as any employee or consultant of the Addex Group.

Other third parties, such as vendors, collaborators or partners also may report a good faith complaint regarding accounting or auditing matters in accordance with this Policy.

## 3. Scope of Accounting Matters Covered by Policy

This Policy covers complaints relating to accounting matters, including the following:

- a. fraud, deliberate error, **gross negligence or recklessness** in the preparation, evaluation, review, or audit of the financial statements of Addex;
- b. fraud, deliberate error, **gross negligence or recklessness** in the recording and maintaining of financial records of Addex;
- c. deficiencies in or noncompliance with Addex internal accounting controls;
- d. misrepresentation or false statement to management, regulators, the outside auditor, or others by a senior officer, accountant, or other employee regarding a matter contained in the financial records, financial reports, or audit reports of Addex;  
or
- e. any other deviation from full and fair reporting of Addex results or financial condition.

## 4. Policy of Non-Retaliation

Addex will not retaliate against any individual and will not permit retaliation by any employee of the Addex Group against any individual, for raising a good faith concern regarding

noncompliance with this Policy. Also, Addex will not retaliate against any individual, and will not permit retaliation by any employee of the Addex Group against any individual, for participating in the investigation of any such complaint. If any employee believes that he has been subjected to any such retaliation, or the threat of it, he may file a complaint with the Audit Committee Chair. Addex will take appropriate corrective action if an employee has experienced retaliation in violation of this Policy.

## 5. Compliance Officer and Audit Committee Chair

The Audit Committee has appointed a **Compliance Officer** who is responsible for certain aspects of this Policy. The Compliance Officer is responsible for administering this Policy. The Compliance Officer is **Eric Gaillard**. The Audit Committee has also designated the Audit Committee Chair as the person responsible for receiving, reviewing and then investigating (under the direction and oversight of the Audit Committee) complaints under this Policy. The Audit Committee Chair may be reached by calling or emailing the Compliance Hotline as provided below. If an employee has a complaint covered by this Policy, he must report such matter to the Audit Committee Chair. If the suspected violation involves the Audit Committee Chair, the employee must instead report the suspected violation to the Chief Executive Officer or another member of the Audit Committee.

## 6. Anonymous Reporting of Complaints

Addex has also established the following procedure, under which complaints regarding accounting matters may be reported anonymously. Employees may anonymously report these concerns to the Compliance Officer and the Audit Committee chairperson by either (i) leaving an anonymous message via a toll free call to the Compliance Hotline (see Appendix 1), (ii) filing a claim on a secured web-based form (see Appendix 1), or (iii) delivering the complaint anonymously via regular mail to the Audit Committee Chair at Addex Therapeutics Ltd, Chemin des Mines 9, 1202, Geneva, Switzerland, Attention: Audit Committee Chair.

Employees should make every effort to report their concerns using one or more of the methods specified above.

The complaint procedure is specifically designed so that employees have a mechanism that allows the employee to bypass a supervisor he believes is engaged in prohibited conduct under this Policy. Anonymous reports should be factual, instead of speculative or conclusory, and should contain as much specific information as possible to allow the Compliance Officer, Audit Committee Chair and/or other persons investigating the report to adequately assess the nature, extent and urgency of the investigation.

## 7. Policy for Receiving and Investigating Complaints

Upon receipt of a complaint, the Audit Committee Chair will determine whether the information alleged in the complaint pertains to an accounting, internal accounting control or audit matter. The Audit Committee will be notified promptly of all complaints that pertain to an accounting, internal accounting control or audit matter and will determine the planned course of action. Complaints regarding matters other than accounting, internal accounting control or audit matter will be investigated by the Audit Committee Chair or other appropriate person designated by the Audit Committee Chair.

Initially, the Audit Committee will determine if there is an adequate basis for an investigation. If so, the Audit Committee Chair will appoint one or more internal or external investigators to promptly and fully investigate the claim(s) under the direction and oversight of the Audit Committee. The Audit Committee may also appoint other persons to provide direction and oversight of the investigation. The Audit Committee Chair or Compliance Officer, as appropriate, will confidentially inform the reporting person (if his identity is known) that the complaint was received and whether an investigator has been assigned.

Confidentiality of the employee submitting the complaint will be maintained to the fullest extent possible consistent with the need to conduct an adequate investigation. However, Addex may find it necessary to share information on a “need to know” basis in the course of any investigation.

If the investigation confirms that a violation has occurred, Addex will promptly take appropriate corrective action with respect to the allegations and any employees who violated this Policy (who may face disciplinary action up to and including termination of employment). Further, in appropriate circumstances, the matter may be referred to governmental authorities that may investigate and initiate civil or criminal proceedings.

## **8. Retention of Complaints**

The Audit Committee Chair, with the assistance of the Compliance Officer as appropriate, will maintain a log of all complaints, tracking their receipt, investigation and resolution, and will prepare a periodic summary report for each member of the Audit Committee. Each member of the Audit Committee will have access to the log and the Audit Committee Chair may provide access to the log to other personnel involved in the investigation of complaints. Copies of the log and all documents obtained or created in connection with any investigation will be maintained for a minimum of 10 years, or longer if determined necessary by Swiss law.

## Appendix 1 – Details of the Compliance Hotline and Web-based Reporting

You may report anonymously in several ways. The preferred option is the website as it allows you easy access to modify your report or include additional information.

1. **Website:** [www.lighthouse-services.com/addexpharma](http://www.lighthouse-services.com/addexpharma)

2. **Toll-Free Telephone:**  
**Direct Dial**

- English speaking USA and Canada: **855-650-0005**
- Spanish speaking USA and Canada: **800-216-1288**
- All other countries via AT&T USADirect with a country access code first, [click here](#) then call **800-603-2869**
  - eg

|                                     |   |
|-------------------------------------|---|
| <b>Switzerland</b>                  | To access AT&T service <b>0-800-890011</b><br>Then dial <b>800-603-2869</b> to reach Hotline  |
| <b>France (Orange)</b>              | To access AT&T service <b>0-800-99-0011</b><br>Then dial <b>800-603-2869</b> to reach Hotline |
| <b>France (Telecom Development)</b> | To access AT&T service 0805-701-288<br>Then dial <b>800-603-2869</b> to reach Hotline         |

NB-. AT&T access number may change; [Click here](#) for latest dialing instructions

3. **E-mail:** [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must include company name with report)
4. **Fax:** (215) 689-3885 (must include company name with report)