Addex

Therapeutics Ltd

(incorporated in Switzerland as a stock corporation/société anonyme)

Listing of 93,000,000 Registered Shares

This Prospectus has been approved on October 23, 2026 by SIX Exchange Regulation as review body pursuant to article 52 FinSA (the "Review Body") as a prospectus within the meaning of article 35 FinSA.

This prospectus (the "Prospectus"), which has been prepared in accordance with the requirements of the Swiss Federal Act on Financial Services ("FinSA"), the Swiss Financial Services Ordinance ("FINSO") listing rules (the "Listing Rules") of the SIX Swiss Exchange Ltd (the "SIX Swiss Exchange") and their implementing provisions relates to the listing of 93,000,000 registered shares of Addex Therapeutics Ltd, with registered office at c/o Addex Pharma SA, Chemin des Aulx 12, CH-1228 Plan-les-Ouates, Switzerland (the "Company" and, together with its subsidiaries, "Addex" or the "Group" and referred to as "we" or "our"), with a nominal value of CHF 0.01 per share (the "New Shares") on the SIX Swiss Exchange according to its International Reporting Standard (the "International Reporting Standard"). The New Shares will be newly issued out of the Company's existing capital band against cash contributions.

The New Shares will be listed on the SIX Swiss Exchange in addition to all existing registered shares of the Company (the "Listing") with a nominal value of CHF 0.01 per share (the "Existing Shares"). The New Shares, together with the Existing Shares, are referred to herein as the "Shares", and each a "Share". The New Shares will rank pari passu in all respects with each other and all other Shares if and when issued. Any dividends, if any, paid by the Company will be subject to Swiss withholding tax (see Section 18 "Certain Tax Considerations" beginning on page 93).

At the time of publication of this Prospectus, the Company had 218,654,496 Shares issued and registered in the commercial register. The Company has a capital band of CHF 1,093,272.48 pursuant to which the board of directors of the Company may issue up to 109,327,248 registered shares. After the Listing of the New Shares, the Company will have 311,654,496 Shares issued and listed.

The Existing Shares are listed according to the International Reporting Standard on the SIX Swiss Exchange under the ticker symbol "ADXN" (ISIN CH0029850754, Swiss Security Number 2985075). The Company has applied and approval has been given by the SIX Swiss Exchange, subject to certain conditions, for the New Shares to be listed and traded on the SIX Swiss Exchange on October 29, 2026 (the "First Day of Trading"). The New Shares are to be accepted for clearance through SIX SIS Ltd. ("SIS"). The New Shares will be traded together with the Existing Shares on the SIX Swiss Exchange in Swiss francs and settle and clear through SIS.

The New Shares will be issued as uncertificated securities (*Wertrechte*) within the meaning of article 973c CO and established as intermediated securities (*Bucheffekten*) within the meaning of the Federal Act on Securities held with an Intermediary (*Bucheffektengesetz*) of October 3, 2008, as amended (the "FISA"). In accordance with article 973*c* CO, the Company maintains a register of uncertificated securities (*Wertrechtebuch*).

The 93,000,000 New Shares will represent 29.84% of the share capital of the Company as recorded in the commercial register upon completion of the Listing.

Information on the Company's website, any website directly or indirectly linked to the Company or any other website mentioned in this Prospectus is not incorporated by reference into this Prospectus and investors should not rely on any such website in making their decision to invest in the Shares.

It is intended that part of the New Shares may be registered under the US Securities Act (the "Securities Act"), which permits their offer and sale by the Company in the United States without restriction. Any New Shares offered or sold in the United States will be in the form of American Depositary Shares, or ADSs, representing the New Shares. Each ADS represents 120 ordinary shares listed on SIX Swiss Exchange. The exchange of New Shares for ADSs pursuant to the terms of the deposit agreement governing the ADSs, and the resale of the New Shares in the form of ADSs, in the United States is permitted without restriction, other than those made by affiliates of the Company, who will be required to comply with the resale requirements of Rule 144 promulgated under the Securities Act in respect thereof.

Copies of this Prospectus and any supplement hereto are/will available free of charge in Switzerland at the offices of Addex Therapeutics Ltd, c/o Addex Pharma SA, Chemin des Aulx 12, CH-1228 Plan-les-Ouates, Switzerland or at (phone +41 22 884 1555, email: investor.relations@addextherapeutics.com. Copies of the Company's articles of association can be downloaded from

the website of the commercial register at https://app2.ge.ch/ecohrcinternet/extract?lang=FR&companyOfsUid=CHE-113.514.094 and copies of the financial statements from its website at https://www.addextherapeutics.com/en/investors/financial-reports/

The date of this Prospectus is October 23, 2026.

Investing in the Shares involves risks. For a discussion of certain factors that should be considered in deciding whether to invest in the Shares, see Section 9 "Risk Factors" beginning on page 15.

1. TABLE OF CONTENTS

1. TABLE OF CONTENTS 3
2. IMPORTANT INFORMATION ABOUT THE LISTING 4
3. CERTAIN SALES RESTRICTIONS 5
4. SUMMARY 7
5. SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS 8
6. PRESENTATION OF FINANCIAL AND OTHER INFORMATION 10
7. SUMMARY OF CONSOLIDATED FINANCIAL INFORMATION 11
8. KEY TERMS OF THE LISTING 13
9. RISK FACTORS 15
10. DIVIDENDS AND OTHER DISTRIBUTIONS 35
11. CAPITALIZATION 36
12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS 37
13. BUSINESS 50
14. BOARD OF DIRECTORS, EXECUTIVE MANAGEMENT AND EMPLOYEES 70
15. MAJOR SHAREHOLDERS 89
16. RELATED PARTY TRANSACTIONS 92
17. ADDITIONAL INFORMATION REGARDING THE COMPANY AND OUR SHARES 94
18. CERTAIN TAX CONSIDERATIONS 104
19. SIX SWISS EXCHANGE 107
20. GENERAL INFORMATION 109
21. GLOSSARY 111

ANNEX: ..... F-1 - F-99

2. IMPORTANT INFORMATION ABOUT THE LISTING

The Company assumes responsibility for the completeness and accuracy of this listing prospectus pursuant to annex 1 of the FINSO. The Company confirms that, to the best of its knowledge, the information contained in this Prospectus is correct and that no material facts or circumstances have been omitted.

This Prospectus has been prepared in accordance with the FinSA, the FINSO and the Listing Rules for the purposes of the listing the New Shares on the SIX Swiss Exchange according to the International Reporting Standard.

The information contained in this Prospectus has been provided by the Company and by the other sources identified in this Prospectus.

Each prospective investor in the Shares outside Switzerland, by accepting delivery of this Prospectus, will be deemed to have acknowledged, represented to and agreed with the Company that:

(i) this Prospectus is personal to such prospective investor and does not constitute an offer to any other person, or to the public generally, to purchase or otherwise acquire the New Shares outside Switzerland. Distribution of this Prospectus or disclosure of any of its contents to any person other than such prospective investor and those persons, if any, retained to advise such prospective investor with respect thereto is unauthorized, and any disclosure of any of its contents, without the prior written consent of the Sole Book-Running Manager is prohibited;

(ii) the prospective investor shall not make any photocopies or electronic copies of this Prospectus or any documents referred to herein (other than for its own use); and

(iii) the prospective investor shall not forward or deliver this Prospectus (in any form) to third parties.

The information contained in this Prospectus is accurate only as of the date of this Prospectus, regardless of the time of delivery of this Prospectus. Neither the delivery of this Prospectus nor any sale made shall, under any circumstances, create any implication that there has been no change in the affairs of the Group since the date hereof or that the information contained herein is correct as of any time after the date hereof. Any notices containing or announcing amendments or changes to the terms of the Prospectus will be announced through electronic media. Notices legally required by SIX Exchange Regulation to be published will be published on the website of the SIX Exchange Regulation (currently: https://www.ser-ag.com/en/resources/notifications-market-participants/official-notices.html#/). Any such notice will constitute an integral part of this Prospectus.

3. CERTAIN SALES RESTRICTIONS

No person has been authorized to give any information or to make any representations other than those contained in this Prospectus and, if given or made, such information or representations must not be relied upon as having been authorized.

This Prospectus does not constitute (i) an offer to sell, or a solicitation of an offer to buy any securities other than the securities to which it relates; or (ii) an offer to sell, or the solicitation of an offer to buy, such securities by any person in any circumstances in which such offer or solicitation is unlawful.

Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date hereof or that the information contained herein is correct as of any time after the date hereof.

Information on the Company's website, any website directly or indirectly linked thereto or any other website mentioned in this Prospectus is not incorporated by reference into this Prospectus, unless specifically stated herein, and prospective investors should not rely on any such website in making their decision to invest in the New Shares.

United States

It is intended that part of the New Shares will be registered under the US Securities Act, which permits their offer and sale by the Company in the United States without restriction. Any New Shares offered or sold in the United States will be in the form of American Depositary Shares, or ADSs, representing the New Shares. The exchange of New Shares for ADSs pursuant to the terms of the deposit agreement governing the ADSs, and the resale of the New Shares in the form of ADSs, in the United States is permitted without restriction, other than those made by affiliates of the Company, who will be required to comply with the resale requirements of Rule 144 promulgated under the US Securities Act in respect thereof.

United Kingdom

This Prospectus is only directed at, and will only be provided to, persons to whom interests may lawfully be promoted pursuant to section 21 of the Financial Services and Markets Act 2000 (the "FSMA"). In particular, this Prospectus is only directed at, and will only be provided to, investment professionals within the meaning of article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 ("FPO") ("Relevant Persons"). Any investment or investment activity to which this Prospectus relates is available only to Relevant Persons and dealings hereunder will be made only with Relevant Persons. Persons who are not investment professionals within the meaning of article 19 of the FPO should not rely on this Prospectus.

This Prospectus has not been delivered for approval to the Financial Services Authority ("FSA") in the United Kingdom or to an authorized person within the meaning of FSMA. No approved prospectus within the meaning of section 85 of FSMA or of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended or superseded (the "Prospectus Regulation") has been published or is intended to be published in relation to the Listing. This Prospectus does not constitute a prospectus for the purposes of FSMA or the Prospectus Regulation.

Canada

This Prospectus is not a prospectus for purposes of Canadian securities laws. Furthermore, this Prospectus is not, and under no circumstances is to be construed as, an advertisement or offering of the Shares in Canada or any provinces thereof in any way and nothing in this Prospectus should be interpreted as extending the offer to a resident in Canada. Canadian residents are not permitted to purchase the Shares directly or indirectly whether pursuant to an exemption from prospectus and registration requirements or otherwise.

Japan

The Shares have not been and will not be registered under the Financial Instruments and Exchange Law, as amended (the "FIEL") and the Shares may not be not, directly or indirectly, offered or sold in Japan or to, or for the account or benefit of, any resident of Japan or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the account or benefit of, any resident of Japan, except pursuant to an exemption available from the registration requirements of, and otherwise in compliance with, the FIEL and any other applicable laws, regulations and governmental guidelines in Japan. As used in this paragraph, "resident of Japan" means any person resident in Japan, including any corporation or other entity organized under the laws of Japan.

Australia

Any offer, invitation, transfer or issue of the Shares to any person located in, or a resident of, Australia may not occur unless the person is professional investor or sophisticated investor for the purposes of Chapter 6D of the Corporations Act 2001 (Cth) (the

"Corporations Act"). This document has not been, and will not be, lodged with the Australian Securities and Investments Commission (ASIC), Australian Securities Exchange (ASX) or any other regulatory body or agency in Australia as a disclosure document for the purposes of the Australian Corporations Act and is not required to, and does not, contain all the information which would be required in a disclosure document under Australian law. If you are in Australia, you represent and warrant that you are a "professional investor" or "sophisticated investor" (within the meaning of section 708(8) and section 708(11), respectively, of the Corporations Act).

European Economic Area

Please note that in addition to this section, additional restrictions apply in the United Kingdom, which are set forth above.

An offer to the public of any Shares may not be made in any state of the European Economic Area (each, an "EEA Member State"), except:

(i) to any person or legal entity which is a "qualified investor" as defined in article 2(e) of the Prospectus Regulation; or

(ii) in any other circumstances falling within article 1(4) of the Prospectus Regulation;

provided, in each case, that no such offer of Shares shall result in a requirement for the publication by the Company or the Sole Book-Running Manager of a prospectus pursuant to article 3 of the Prospectus Regulation or of a prospectus supplement pursuant to article 23 of the Prospectus Regulation and each person who initially acquires Shares or to whom any offer is made will be deemed to have represented, warranted and agreed to and with the Sole Book-Running Manager and the Company that it is a "qualified investor" as defined in article 2(e) of the Prospectus Regulation.

For the purposes of the foregoing, the expression "offer of Shares to the public" in relation to any New Shares in any EEA Member State shall be interpreted as set out in article 2(d) and article 2(b) of the Prospectus Regulation. The expression "Prospectus Regulation" means Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended or superseded.

In the case of any Shares being offered to a financial intermediary as that term is used in the Prospectus Regulation, such financial intermediary will be deemed to have represented, acknowledged and agreed that the Shares acquired by it in the offering have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any Shares to the public other than their offer or resale in an EEA Member State to qualified investors as so defined or in circumstances in which the prior consent of the Sole Book-Running Manager has been obtained to each such proposed offer or resale.

The Company and the Sole Book-Running Manager and their affiliates and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement. Notwithstanding the above, a person who is not a qualified investor and who has notified the Sole Book-Running Manager of such fact in writing may, with the consent of the Sole Book-Running Manager, be permitted to subscribe for or purchase Shares in the offering.

General Sales Restrictions

No action has been or will be taken in any jurisdiction other than Switzerland and the United States by the Company that would, or is intended to, permit a public offering of the Shares, or possession or distribution of this Prospectus or any other offering material, in any country or jurisdiction where further action for that purpose is required.

4. SUMMARY

This summary is to be read and understood as an introduction to the Prospectus. Any decision by an investor to invest in the New Shares should not be based on this summary but on a consideration of this Prospectus as a whole.

Potential investors should be aware that any liability for this summary under article 69 FinSA is limited to cases where the information contained in this summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus.

Words and expressions not defined in this overview shall have the meanings given to them elsewhere in this Prospectus.

Information about the Company:

Company	Addex Therapeutics Ltd
Registered Office	The Company's registered office (*Sitz*) is at Plan-les-Ouates. Its head office is at the Campus Biotech, Chemin des Mines 9, 1202 Geneva, Switzerland
Legal form	The Company is a stock corporation organized under the laws of Switzerland in accordance with articles 620 et seq. CO.
Shares	The Shares are fully paid-in registered shares (*Namenaktien*) of the Company with a nominal value of CHF 0.01 each. (see Section 17 "Additional Information regarding the Company and Our Shares" beginning on page 82).
Trading venue	The Existing Shares are listed on the SIX Swiss Exchange according to the International Reporting Standard.
SIX Ticker Symbol of the Shares	ADXN
Swiss Security Number (*Valorennummer*) of the Shares	2985075
International Security Identification Number (ISIN) of the Shares	CH0029850754

Key Information on the Admission to Trading

Admission to trading of the New Shares	Application has been made to, and approval has been given subject to certain conditions by, the SIX Exchange Regulation to list the New Shares on the SIX Swiss Exchange according to the International Reporting Standard. The Company expects that the New Shares will be listed, and trading in the New Shares will commence, on the SIX Swiss Exchange on October 29, 2026.

Approval of the Prospectus

Review Body	SIX Exchange Regulation AG, Hardturmstrasse 201, 8005 Zurich, Switzerland (the "Review Body").
Prospectus Date and Approval	This Prospectus, dated October 23, 2026, has been approved on October 23, 2026 by SIX Exchange Regulation as Review Body pursuant to article 52 FinSA as a prospectus within the meaning of article 35 FinSA.

5. SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that involve substantial risks and uncertainties. In some cases, you can identify forward-looking statements by the words "may," "might," "will," "could," "would," "should," "expect," "intend," "plan," "objective," "anticipate," "believe," "estimate," "predict," "potential," "continue" and "ongoing," or the negative of these terms, or other comparable terminology intended to identify statements about the future. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements. The forward-looking statements and opinions contained in this prospectus are based upon information available to us as of the date of this prospectus and, while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. Forward- looking statements include statements about:

- the development of our drug candidates, including statements regarding the timing of initiation, completion and the outcome of pre-clinical studies or clinical trials and related preparatory work, the period during which the results of the studies or trials will become available and our research and development programs with respect to our drug candidates;
- the impact of global macroeconomic conditions, including pandemics, inflation, interest rates, trade policies (including tariffs) and geopolitical risks, on our business and operations;
- our ability to obtain and maintain regulatory approval of our drug candidates in the indications for which we plan to develop them, and any related restrictions, limitations or warnings in the label of an approved drug or therapy;
- our plans to collaborate, or statements regarding the ongoing collaborations, with partner companies;
- our plans to research, develop, manufacture and commercialize our drug candidates;
- the timing of our regulatory filings for our drug candidates;
- the size and growth potential of the markets for our drug candidates;
- our ability to raise additional capital;
- our commercialization, marketing and manufacturing capabilities and strategy;
- our expectations regarding our ability to obtain and maintain intellectual property;
- our ability to contract with third party suppliers and manufacturers and their ability to perform adequately;
- how long we will qualify as a non-accelerated filer or a foreign private issuer;
- our estimates regarding future revenue, expenses and needs for additional financing;
- our belief about the duration of our cash runway;
- regulatory developments in the United States, European Union and other jurisdictions.

You should refer to the section titled "Risk Factors" for a discussion of important factors that may cause our actual results to differ materially from those expressed or implied by our forward-looking statements. As a result of these factors, we cannot assure you that the forward-looking statements in this Prospectus will prove to be accurate. Furthermore, if our forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward- looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified time frame, or at all. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. You should read this Prospectus completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

This Prospectus contains market data and industry forecasts that were obtained from industry publications. These data involve a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. We have not independently verified any third-party information. While we believe the market position, market opportunity and market size information included in this prospectus is generally reliable, such information is inherently imprecise.

This Prospectus contains estimates, projections and other information concerning our industry, our business and the markets for our drug candidates. Information that is based on estimates, forecasts, projections, market research or similar methodologies is inherently subject to uncertainties, and actual events or circumstances may differ materially from events and circumstances that are assumed in this information. Unless otherwise expressly stated, we obtained this industry, business, market and other data from our own internal estimates and research as well as from reports, research surveys, studies and similar data prepared by market research firms and other third parties such as investment banking analysts, industry, medical and general

publications, government data and similar sources. In addition, assumptions and estimates of our and our industry's future performance are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described in the section titled "Risk Factors." These and other factors could cause our future performance to differ materially from our assumptions and estimates.

6. PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Financial Information

This Prospectus contains certain historical financial information derived from the audited consolidated financial statements of the Company as of and for the years ended December 31, 2025, 2024 and 2023, all presented in Swiss francs and prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and (ii) the audited statutory financial statements of the Company as of and for the years ended December 31, 2025, 2024 and 2023 all prepared in accordance with the CO.

These financial statements and financial information are contained elsewhere in this Prospectus and should be read in conjunction with the relevant reports of our independent auditor.

The financial statements as of and for the years ended December 31, 2025, 2024 and 2023 of Addex Therapeutics Ltd included in this Prospectus, have been audited by BDO SA, independent accountants, as stated in their report appearing therein, in accordance with Swiss Auditing Standards and International Standards on Auditing ("ISA").

Certain numbers set out in this Prospectus have been subject to rounding adjustments. Accordingly, amounts shown as totals in tables or elsewhere may not be an arithmetic aggregation of the numbers which precede them. In addition, certain percentages presented in the tables in this Prospectus reflect calculations based upon the underlying information prior to rounding and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculation were based upon the rounded numbers.

In this Prospectus: (i) "€", "EUR" or "euro" refers to the single currency of the participating member states in the Third Stage of European Economic and Monetary Union of the Treaty Establishing the European Community, as amended from time to time; (ii) "$", "US dollars", "dollars" or "USD" refers to the lawful currency of the United States; and (iii) "CHF" or "Swiss francs" refers to the lawful currency of Switzerland.

Unless otherwise specified herein, the financial information included herein is prepared and presented in accordance with IFRS. Investors should be aware that the accounting requirements of IFRS and the CO differ in certain respects from each other and from generally accepted accounting principles in certain other countries, including generally accepted accounting principles in the United States ("U.S. GAAP"). Therefore, the financial information contained herein that is prepared in accordance with either IFRS or the CO is not comparable with each other or such other generally accepted accounting principles, including U.S. GAAP. In addition, investors should be aware that the future financial performance of the Company may vary substantially from its historic financial performance. Investors should consult their own professional advisors for an understanding of the differences between IFRS and US GAAP, and how those differences might affect the financial information herein.

Other Financial Measures

This Prospectus contains non-GAAP measures, including net working capital, capital expenditures, net tangible book value per Share that are not required by, or presented in accordance with, IFRS. We present non-GAAP measures because we believe that they are similar measures and widely used by certain investors, securities analysts and other interested parties as supplemental measures of performance and liquidity. The non-GAAP measures may not be comparable to similarly titled measures of other companies and have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of our operating results as reported under IFRS. Non-GAAP measures, including, without limitation, net working capital, capital expenditures, net tangible book value per Share are not measurements of our performance or liquidity under IFRS, US GAAP or any other generally accepted accounting principles.

Reference to Sources of Market Information and Additional Statistical Information

Information contained in this Prospectus relating to market shares, growth potential and potential revenues (not necessarily our revenues), prevalence of diseases, the anticipated sales of our or third-party drug candidates and other statistical information was either derived directly from the public domain, in particular third-party studies, or from estimates made by us based on publicly available data and are unaudited.

We have not independently verified any facts underlying such third-party studies or publications. Furthermore, we do not assume any responsibility for the correctness of the information included in this Prospectus that is derived from third parties, in particular, the information relating to market size and the pricing of future drugs.

7. SUMMARY OF CONSOLIDATED FINANCIAL INFORMATION

The following tables present certain selected consolidated financial information of Addex Therapeutics Ltd as at and for the years ended December 31, 2025, 2024, and 2023 and as at for the six-month periods ended June 30, 2026 and 2025. The consolidated statement of income data for the years ended December 31, 2025, 2024, and 2023 and the consolidated balance sheet data as of December 31, 2025, 2024, and 2023 are derived from our audited consolidated financial statements included elsewhere in this prospectus. The consolidated statement of income data for the six-month periods ended June 30, 2026 and 2025 and the consolidated balance sheet data as of June 30, 2026 are derived from our unaudited interim consolidated financial statements included elsewhere in this prospectus. All consolidated financial statements are prepared in accordance with IFRS and included elsewhere in this Prospectus. The selected financial data in this section is not intended to replace our consolidated financial statements and the accompanying notes. Our historical results are not necessarily indicative of our future results.

	For the six-month periods ended June 30,		For the years ended December 31,		
	2026	**2025**	**2025**	**2024**	**2023***
Consolidated statement of operations data:	**(CHF, unaudited)**			**(CHF, audited)**	
Revenue from contract with customer	**-**	**-**	**29,972**	**404,102**	**1,612,953**
Other income	**17,639**	**107,430**	**142,888**	**5,940**	**4,235**
Operating costs					
Research and development	(74,115)	(390,520)	(671,651)	(854,305)	(1,186,692)
General and administration	(1,068,703)	(1,056,070)	(2,315,807)	(2,310,970)	(2,673,463)
Total operating costs	**1,142,818**	**(1,446,590)**	**(2,987,458)**	**(3,165,275)**	**(3,860,155)**
Operating loss	**1,125,179**	**(1,339,160)**	**(2,814,598)**	**(2,755,233)**	**(2,242,967)**
Finance income	1,681	-	-	26,595	63,964
Finance costs	(2,131)	(13,319)	(15,547)	(3,547)	(321,150)
Finance result	**(450)**	**(13,319)**	**(15,547)**	**23,048**	**(257,186)**
Share of net loss of investments accounted for using the equity method	(2,330,789)	(2,079,296)	(4,012,443)	(2,177,157)	-
Net loss before tax from continuing operations	**(3,456,418)**	**(3,431 ,775)**	**(6,842,588)**	**(4,909,342)**	**(2,500,153)**
Income tax expense	-	-	-	-	-
Net loss from continuing operations	**(3,456,418)**	**(3,431,775)**	**(6,842,588)**	**(4,909,342)**	**(2,500,153)**
Net profit / (loss) from discontinued operations (attributable to equity holders of the Group)	**-**	117,747	114,342	11,965,129	(8,056,074)
Net profit / (loss) for the period	**(3,456,418)**	**(3,314,028)**	**(6,728,246)**	**7,055,787**	**(10,556,227)**
Weighted average shares outstanding[1]	120,977,878	99,440,314	117,927,124	98,342,701	95,236,586
Number of shares issued at the end of the period[2]	218,654,496	184,354,496	218,654,496	184,354,496	184,354,496
Basic and diluted profit / (loss) per share for loss attributable to the ordinary equity holders of the company	(0.03)	(0.03)	(0.06)	0.07	(0.14)

*****The comparative information has been re-presented due to discontinued operations that have been reclassed to the financial line called "Net profit or loss from discontinued operations" (see note 23 of the consolidated financial statements appearing elsewhere in this prospectus)*

[1] Excludes treasury shares directly held through our wholly-owned subsidiary Addex Pharma SA
[2] Includes treasury shares directly held through our wholly-owned subsidiary Addex Pharma SA

	For the six-month periods ended June 30,		For the years ended December 31,		
	2026	**2025**	**2025**	**2024**	**2023**
Consolidated balance sheet data:	**(CHF, unaudited)**			**(CHF, audited)**	
Cash and cash equivalents	767,328	2,300,994	1,638,612	3,341,738	3,865,481
Other current assets	271,179	356,586	41,512	199,625	369,124
Total current assets	**1,038,507**	**2,657,580**	**1,680,124**	**3,541,363**	**4,234,605**
Non-current assets	2,442,795	5,848,435	4,684,148	7,136,940	407,280
Total assets	**3,481,302**	**8,506,015**	**6,364,272**	**10,678,303**	**4,641,885**
Current liabilities	1,364,874	1,150,446	1,198,964	802,093	2,893,284
Non-current liabilities	207,870	142,843	398,616	198,939	603,136
Shareholders' equity, net	1,908,558	7,212,726	4,766,692	9,677,271	1,145,465
Total shareholders' equity, net	**1,908,558**	**7,212,726**	**4,766,692**	**9,677,271**	**1,145,465**

	For the six-month periods ended June 30,		For the years ended December 31,		
	2026	2025	2025	2024	2023
Consolidated Cash Flow Data:	(CHF, unaudited)			(CHF, audited)	
Cash and cash equivalents at the beginning of the period.....	**1,638,612**	**3,341,738**	**3,341,738**	**3,865,481**	**6,957,086**
Net cash flows used in operating activities…….....	(1,234,102)	(1,018,548)	(2,171,117)	(5,373,554)	(7,992,411)
Net cash flows from / (used) in investing activities…….	-	(737,356)	(680,687)	4,645,211	(6,842)
Net cash flows from financing activities……..	355,132	747,185	1,183,864	104,918	5,264,596
Decrease in cash and cash equivalents…….	**(878,970)**	**(1,008,719)**	**(1,667,940)**	**(623,425)**	**(2,734,657)**
Effect of the exchange rates……..	7,686	(32,025)	(35,186)	99,682	(356,948)
**Cash and cash equivalents at end of the period……..... **	**767,328**	**2,300,994**	**1,638,612**	**3,341,738**	**3,865,481**

8. KEY TERMS OF THE LISTING

New Shares	93,000,000 fully paid-in registered shares (Namenaktien) of Addex Therapeutics Ltd with a nominal value of CHF 0.01 each to be newly issued by the Company out of the existing capital band against cash contributions, under exclusion of the pre-emptive and subscription rights of the holders of Existing Shares. The New Shares, if and when issued, will be fully fungible and will rank pari passu in all respects with each other and with all Existing Shares.
Form of New Shares.....	New Shares will be issued in uncertificated form (*Wertrechte*) within the meaning of article 973c of the CO as intermediary-held securities (*Bucheffekten*) within the meaning of the FISA, no share certificates will be issued and share certificates will not be available for individual physical delivery. The New Shares will be registered in the main register (*Hauptregister*) maintained by SIS and credited to the securities account of each purchaser, and thus will become intermediated securities (*Bucheffekten*) within the meaning of the FISA.
Listing Size.....	The Company is listing 93,000,000 newly issued registered shares of the Company, with a nominal value of CHF 0.01 each (*i.e.*, the New Shares). The New Shares represent approximatively 42.53% of the total issued share capital of the Company divided into 218,654,496 Shares prior to their issuance and 29.84% of 311,654,496 Shares following their issuance, respectively.
Shares held in Treasury.....	On September 30, 2026, the Company held a total of 8,437,039 Shares, directly or indirectly, in treasury (the "Treasury Shares"). On December 31, 2025, the Company held a total of 70,822,682 shares, directly or indirectly, in treasury.
Listing and Trading	Application has been made and approval has been given to have the New Shares listed under the International Reporting Standard of the SIX Swiss Exchange and admitted to trading on the SIX Swiss Exchange. It is expected that the New Shares will be listed, and trading in the New Shares will commence, on or around October 29, 2026 (*i.e.*, the First Day of Trading). It is expected that the New Shares will clear through SIS.
Dividends	The New Shares shall be entitled to dividends or other distributions made (if any) to shareholders of Addex Therapeutics Ltd as from the date of the registration of the respective capital increase in the commercial register. Any dividends, if any, will be subject to Swiss withholding tax, see Section 18 "Certain Tax Considerations" beginning on page 93.
Voting Rights.....	Each Share carries one vote at a shareholders' meeting of the Company. Voting rights can only be exercised following registration of a shareholder in the Company's share register as a shareholder with voting rights, which is subject to certain qualifications, see Section 17 "Additional Information regarding the Company and our Shares" beginning on page 82.
Publication | Amendments or Changes to the Listing	The Listing notice in English is expected to be electronically published on the website of the SIX Swiss Exchange on the day of the Listing. Amendments to or changes in the terms of the Listing, if any, will be published on the same platform. Changes so notified will be deemed an amendment of this Prospectus.
Risk Factors.....	For a discussion of certain considerations that should be taken into account in deciding whether to invest in the Shares, see Section 9 "Risk Factors" beginning on page 15.
Selling and Transfer Restrictions	The Shares are subject to certain selling and transfer restrictions as described in

	Section 3 “Certain Sales Restrictions” beginning on page 5.
Swiss Taxation	Any dividends paid on the Shares, if any, will be subject to Swiss withholding tax, see Section 18 “Certain Tax Considerations” beginning on page 93.
Issuer Representative pursuant to art. 43 of the Listing Rules	Homburger AG
Law /Jurisdiction	Swiss law | Zurich, Switzerland
SIX Swiss Exchange | Nasdaq Ticker Symbol	ADXN
Swiss Security Number (*numéro de valeur/Valorennummer*)	2985075
ISIN Number	CH0029850754
LEI Number	89450068Y9KVP2MQGH86
Common Code	030039254
Currency	The Shares are traded in Swiss francs.

9. RISK FACTORS

An investment in our securities involves a high degree of risk. In addition to the other information contained in this Prospectus, you should carefully consider the specific risk factors set forth below before making a decision to invest in our securities. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. The trading price of our ordinary shares could decline due to any of these risks, and investors may lose part or all of their investment. The risks described below are not the only ones applicable to us. Additional risks affecting businesses generally, risks not presently known to us and risks that we currently believe to be immaterial may also impair our business operations. This Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, the risks we face as described below and elsewhere in this Prospectus. For additional information on forward-looking statements, see Section 5"Cautionary Note Regarding Forward-Looking Statements" beginning on page 8.

Investment decisions should not be made solely on the basis of the risk warnings set out in this Prospectus since such information cannot serve as a substitute for individual advice and information that is tailored to the requirements, objectives, experience, knowledge and circumstances of each prospective investor individually. Therefore, before entering into any transaction, each prospective investor should consult with its own legal, regulatory, tax, financial and accounting advisors to the extent it considers necessary in order to determine whether an investment in the Shares is a fit, proper and suitable investment for it with a view to its financial situation, its constitutional documents, its internal policies and guidelines, the laws and regulations applicable to it and the impact an investment in the Shares will have on its overall investment portfolio.

Risks Related to Our Business

We will need significant amounts of additional new capital to fund our continued development activities.

We incurred accumulated losses for a total amount of CHF 363.5 million from inception to June 30, 2026. During the twelve-month period ended December 31, 2025, we generated a net loss of CHF 6.7 million compared to a net profit of CHF 7.1 million for the same period ended December 31, 2024 primarily due to the sale of a part of our business to Neurosterix on April 2, 2024. During the six-month periods ended June 30, 2025 and 2026, we incurred net losses of CHF 3.3 million and CHF 3.5 million respectively.

Our operating losses result principally from costs incurred in research and development of our drug candidates and general and administrative expense. In the medium and long term, we expect to increase our expenses as we continue the development of our portfolio of drug candidates, initiate further clinical trials and seek marketing approval for our drug candidates. The amount of future losses is uncertain and our ability to achieve a recurring profitability, if ever, will depend on, among other things, us or our partners successfully developing drug candidates, obtaining regulatory approval to market and commercialize drug candidates, manufacturing any approved products on commercially reasonable terms, establishing a sales and marketing organization or suitable third party alternatives for any approved product and raising sufficient funds to finance our activities.

We will need significant amounts of additional new capital to fund the development of our drug drug programs and we cannot guarantee that we will have sufficient funds available in the future to develop and commercializeour drug programs. As of June 30, 2026, we had cash and cash equivalents of CHF 0.8 million and we raised USD 2.8 million (CHF 2.3 million) from July 1, 2026 to August 25, 2026. To date, we have funded our operations through equity offerings, payments from licensors and divestment of selected assets. We have limited sources of revenue and will need substantial additional capital to develop and commercialize our drug candidates. We may be unable to raise additional capital when needed, or at all, which could force us to reduce or discontinue operations.

We believe that our current cash and cash equivalents are sufficient to fund our operating expenses through the fourth quarter of 2027. We cannot assure you of our ability to finance our operations and pursue our intended development plans beyond that date. Our ability to continue our operations will depend on our success in obtaining additional funding through existing and future partnership, grants, monetization of our intellectual property portfolio or our financial assets and additional fundings including equity offerings pursuant to our sale agreements with Kepler Cheuvreux and H.C Wainwright & Co. If our development plans are not successful, we may not be able to generate additional funding through partnerships or grants, or raise further financing through equity offerings or otherwise, or we may only be able to do so on terms that are not favorable to our shareholders.

To the extent that we raise additional capital through the issuance of shares, our existing shareholders will be diluted and newly issued shares may contain senior rights and preferences compared to currently outstanding shares. We may receive future milestone payments from Indivior but that is dependent on achieving certain regulatory or commercial milestones that may never happen. We may seek additional funding through public or private financings, debt financing or collaboration agreements. The

inability to obtain funding, as and when needed, would have a negative impact on our financial condition and ability to pursue our business strategies. If we are unable to obtain the required funding to run our operations and to develop and commercialize our candidates, we could be forced to postpone the development of our drug candidates.

We are currently conducting some of our business operations under a service agreement with Neurosterix Group. In order to internally develop our programs, we may need to significantly expand our operations.

On April 2, 2024, we divested our allosteric modulator drug discovery technology platform and a portfolio of pre-clinical programs to Neurosterix Pharma Sàrl (Neurosterix), a new company funded by Perceptive Xontogeny Venture Fund II L.P, Perceptive Life Sciences Master fund Ltd and Acorn Bioventures 2, L.P (the "Transaction"). As part of the Transaction, Addex received CHF 5.0 million in cash and shares representing a 20% equity interest in Neurosterix and all employees of Addex, other than our Head of Finance, became employees of Neurosterix. Pursuant to a service agreement executed as part of the transaction, certain former Addex employees were allowed to dedicate a portion of their time to us at zero cost until December 31, 2024. As of January 1, 2025, the agreement was not formally renewed. However, Neurosterix has continued to provide us with access to certain employees and infrastructure at zero cost. Since November 1, 2025, our CEO Tim Dyer has been remunerated directly by us. On February 28, 2026, Neurosterix relocated its offices, and since that date we assumed responsibility for the rent of our administrative offices. As of the issuance date of this prospectus, we continue to have access to a limited amount of research and development staff time at zero cost. If Neurosterix Group terminates the service agreement, we may need to expand our operations and hire new research and development staff in order to continue to develop our programs. We may not be successful in expanding our operations, and any such expansion may be expensive.

We have no products on the market and we may never commercialize our drug candidates.

Our ability to achieve and sustain profitability depends on obtaining regulatory approvals for and successfully commercializing our drug candidates, either alone or with third parties. Currently, none of our drug candidates have been approved for marketing and commercialization or are in Phase 3 trials. We cannot guarantee that any of our drug candidates will be successfully tested, approved by the U.S. Food and Drug Administration (FDA), the European Medicines Agency (EMA), Swissmedic, Swiss Agency for Therapeutic Products, or any other regulatory agency or marketed and commercialized at any time in the foreseeable future or at all. If approval is obtained for a drug candidate, we cannot assure you that we will be able to generate or sustain revenue from any sales due to factors such as whether the product is manufactured at a competitive cost or accepted in the market, as well as general and industry-specific local and international economic pressures. Should we progress a program for a rare disease indication with the potential for orphan drug designation, the size of the patient population for even an approved product is limited.

Our business could be adversely affected by geopolitical risks

The business of the Group could be adversely affected by geopolitical risks in regions where the Group or partners have concentrations of business operations and could cause significant disruption in the operations of third-party manufacturers and CROs upon whom the Group or partners rely. Geopolitical risks such as Russia-Ukraine war or Middle East conflict may create global security concerns including the possibility of an expanded regional or global conflict and potential ramifications such as disruption of the supply chain including research and development activities being conducted by the Group and its strategic partners. Delays in research and development activities of the Group and its partners could increase associated costs and, depending upon the duration of any delays, require the Group and its partners to find alternative suppliers at additional expense. In addition, Russia-Ukraine war and Middle East conflict have had significant ramifications on global financial markets, which may adversely impact the ability of the Group to raise capital on favorable terms or at all.

If we were deemed to be an investment company under the Investment Company Act of 1940, as amended, or the 1940 Act, including as a result of our interest in Neurosterix, applicable restrictions could make it impractical for us to continue our business as contemplated and could have a material adverse effect on our business.

Under Sections 3(a)(1)(A) and (C) of the 1940 Act, a company generally will be deemed to be an "investment company" for purposes of the 1940 Act if (1) it is, or holds itself out as being, engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting or trading in securities, or (2) it engages, or proposes to engage, in the business of investing, reinvesting, owning, holding or trading in securities and it owns or proposes to acquire investment securities having a value exceeding 40% of the value of its total assets (exclusive of U.S. government securities and cash items) on an unconsolidated basis. We do not believe that we are an "investment company," as such term is defined in either of those sections of the 1940 Act.

We believe that we are engaged in the business of developing and commercializing pharmaceutical drugs and not in the business of investing, reinvesting or trading in securities and we do not propose to engage primarily in the business of investing, reinvesting or trading in securities. Moreover, we and Neurosterix intend to conduct our operations so that we will not be deemed an investment company. Because, we have a designated board seat held by our Chairman of the Board, protective provisions and

rights to participate in the Board of Neurosterix, we believe that our interest in Neurosterix is not an "investment security" as that term is used in the 1940 Act. However, if Neurosterix itself becomes an investment company or we were to cease to have a seat at Neurosterix board, our interest in the Neurosterix could be deemed an "investment security" for purposes of the 1940 Act. If it were established that we were an unregistered investment company, we could be subject to monetary penalties and injunctive relief in an action brought by the SEC, we could be unable to enforce contracts with third parties and third parties could seek to obtain rescission of transactions undertaken during the period it was established that we were an unregistered investment company. If we were required to register as an investment company, restrictions imposed by the 1940 Act, including limitations on our capital structure and our ability to transact with affiliates, could make it impractical for us to continue our business as contemplated and could have a material adverse effect on our business.

Our failure to collaborate successfully with partners may delay, impair or prevent the development or commercialization of our drug candidates.

Our business strategy requires us to enter into various forms of collaboration arrangements with other companies, licensors or licensees to research, develop and commercialize our drug candidates. We cannot assure you that we will be able to negotiate collaboration arrangements in the future on acceptable terms with first choice partners, if at all, or that any such collaboration arrangements will be successful. To the extent that we are not able to establish such arrangements, we would be forced to seek alternatives, including undertaking drug development and commercialization activities on our own, which would increase our capital requirements and could require us to limit the scope of some or all of our other research and development activities. Under a collaboration agreement, we are likely to have limited influence over the future development or commercialization of the relevant drug candidates. Such development or commercialization may depend significantly on the efforts and activities of the collaborator. Under the terms of an agreement, a collaborator may have significant discretion in determining the efforts and resources it dedicates to the collaboration, which may change over time depending on the collaborator's overall strategic priorities. The suspension or termination of our collaboration arrangements, the failure of our collaboration arrangements to be successful or the delay in the development or commercialization of drug candidates pursuant to collaborations could have a material adverse effect on our business, financial condition, results of operations and prospects.

If third parties on which we depend to conduct our preclinical studies and clinical trials do not perform as contractually required, fail to satisfy regulatory or legal requirements or miss expected deadlines, our preclinical studies and clinical development programs could be delayed and otherwise adversely affected.

We rely on third party clinical investigators, contract research organizations, or CROs, clinical data management organizations, medical institutions and consultants to design, conduct, supervise and monitor preclinical studies and clinical trials in relation to our drug candidates. Because we rely on third parties and do not have the ability to conduct clinical and preclinical trials independently, we have less control over the timing, quality and other aspects of clinical trials than we would if we conducted them on our own. These investigators, CROs and consultants are not our employees and we have limited control over the amount of time and resources that they dedicate to our programs. These third parties may have contractual relationships with other entities, some of which may be our competitors, which may draw time and resources from our programs. If we cannot contract with acceptable third parties on commercially reasonable terms, or at all, or if these third parties do not carry out their contractual duties, satisfy legal and regulatory requirements for the conduct of clinical trials or meet expected deadlines, our clinical development program could be delayed or otherwise adversely affected. In all events, we are responsible for ensuring that each of our clinical trials is conducted in accordance with the general investigational plan and protocols for the trial. The FDA requires us to comply with good clinical practices for conducting, recording and reporting the results of clinical trials to assure that data and reported results are credible and accurate and that the rights, integrity and confidentiality of trial participants are protected. Our reliance on third parties that we do not control does not relieve us of these responsibilities and requirements. The third parties with which we contract might not be diligent, careful or timely in conducting our clinical trials, as a result of which the clinical trials could be delayed or unsuccessful. Any such event could have a material adverse effect on our business, financial condition, results of operations and prospects.

Because we rely on third party manufacturing and supply partners, our clinical development supplies and other materials may become limited or interrupted or may not be of satisfactory quality.

We rely on third party manufacturing and supply partners for our research and development, preclinical studies and clinical trials. We currently do not have in-house facilities to manufacture our research and development, preclinical and clinical drug supplies. In the event that any of our suppliers, for research and development, or preclinical studies or clinical trials, fail to perform their respective obligations in terms of quality, timing or otherwise, or if our supply of such components or other materials become limited or interrupted for other reasons, we may not be able to develop or market our drug candidates on a timely and cost-competitive basis, if at all, which may have a material adverse effect on our business, financial condition, results of operations and prospects. There can be no assurance that our supply of research and development, preclinical and clinical development drugs and other materials will not be limited, interrupted, restricted in certain geographic regions or of satisfactory quality. If the suppliers that currently manufacture our clinical drug supplies cannot continue to do so, we can provide no assurance that we will be able to obtain

alternative components and materials from other manufacturers of acceptable quality, or on terms or in quantities acceptable to us, or that we will not require additional components and other materials to manufacture or use our drug candidates. In addition, suppliers need to meet applicable manufacturing requirements and undergo rigorous facility and process validation tests required by regulatory authorities in order to comply with applicable regulatory standards, such as current Good Manufacturing Practices, or cGMP. We cannot provide assurance that our suppliers will comply with such requirements.

Our drug candidates may not successfully obtain regulatory approval.

Even if Phase 3 clinical trials are initiated in any drug product candidate and they are completed, there can be no assurance that we will receive approval from the FDA, the EMA, Swissmedic, Swiss Agency for Therapeutic Products, or any other relevant government agencies. Any approval may be delayed or may be obtained on restrictive terms. This may occur if a drug candidate does not show acceptable safety and efficacy in preclinical studies and clinical trials or otherwise does not meet applicable regulatory standards for approval or the drug candidate does not prove as effective as, or does not offer therapeutic or other improvements over, existing or future drugs used to treat the same or similar illness or conditions. Failure by us or a partner to obtain approval for drug candidates could have a material adverse effect on our business, financial condition, results of operations and prospects.

Our drug candidates must prove their efficacy and safety in rigorous clinical testing that is expensive, time-consuming and may be delayed, suspended or terminated at any time.

Drug approval requires extensive, time consuming and expensive clinical testing to demonstrate safety, tolerability and efficacy of a drug and meet other regulatory standards for authorization to market and commercialize. The development of innovative drugs is inherently risky and the utility and success of a drug will depend on its efficacy and side effect profile for the target patient population. Preclinical studies and clinical trials are long, expensive and uncertain processes. Successful results obtained in preclinical studies and early clinical trials may not be predictive of results in later clinical trials and do not ensure that later preclinical studies or clinical trials will be successful. Clinical trials may be delayed, suspended or terminated as a result of many factors, many of which are or may be beyond our control, such as:

- suspension or termination of clinical trials by regulators, institutional review boards or data safety monitoring boards;
- termination due to safety issues or lack of efficacy of the drug tested;
- a collaboration partner's termination of an arrangement with us or inadequate dedication of financial or other resources towards development under an arrangement with us;
- inability to enter into adequate collaboration arrangements to complete the development or commercialization and manufacturing of our drug candidates;
- insufficient availability of a drug candidate in accordance with cGMP quality standards; or
- slower than expected enrollment of patients or lack of compliance by patients or the clinical investigators conducting the clinical trials.

We or a partner may be required to conduct clinical trials or other testing of drug candidates beyond those currently contemplated, in particular, if the currently contemplated trials fail to be successfully completed or if the results of those trials or tests are negative or inconclusive. It may take us several years to complete this testing, if at all, and failure can occur at any stage of the process, which could delay, increase costs associated with or prevent approval or commercialization of a drug candidate. Even after approval, if any, a drug may be shown to be unsafe or not have its purported effect. As a result, we or a partner may be required to conduct additional trials or studies, be subject to fines, suspension or withdrawal of approval, drug recalls, product seizures, operating restrictions or criminal prosecution. In all such cases, our anticipated development or commercialization timelines may not be met, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

We face competition from entities that have developed or may develop similar or different drug candidates aimed at the indications on which we are focusing.

The development and commercialization of drugs is highly competitive. We compete with a variety of multinational pharmaceutical companies and specialized pharmaceutical companies, including products approved for marketing and/or drug candidates under development, for each of the drug candidates and each of the indications for which we are developing our drug candidates, as well as technology being developed at universities and other research institutions. Many of our competitors have significantly greater financial, technical, manufacturing, marketing, sales and supply resources or experience than we have. Our competitors have developed, are developing or will develop drug candidates and processes that will compete with our drug candidates. Competitors may enjoy a significant competitive advantage if they are able to achieve patent protection, obtain marketing authorizations and commence commercial sales of their drugs before us. Competing drugs could present superior treatment alternatives for our targeted indications, including by being more effective, safer or convenient, and even make our drug candidates or know-how obsolete before we reach the market. In addition, competitors may sell drugs below the price level at which appropriate return for our investment in drug development is possible. As a result of these factors, we may be unable to successfully develop commercially feasible drugs and our commercial opportunities may be reduced or eliminated, and we may not be able to successfully compete. This would have a material adverse effect on our business, financial condition, results of operations and prospects.

We may fail to obtain, maintain or enforce licenses, patents and proprietary technology.

Our success depends in part on our ability to obtain patent protection for our drug candidates and processes, preserve our trade secrets and other proprietary rights and to defend and enforce our rights against infringement in Europe, the United States and other countries. If we are unable to do so, our drugs, technologies and know-how may not provide us with a competitive advantage. The validity and breadth of claims in patent applications involve complex legal and factual questions and, therefore, involve uncertainty. We owned 7 U.S. and 55 foreign patents and a number of pending patent applications that cover various aspects of our technologies at the issuance date of this prospectus. No assurance can be given that patents based on pending patent applications or any future patent applications will be issued. We may need to refine or narrow our claims. Due to their broad scope, some of our generic compound claims may not be patentable. Other of our patent applications may not be granted if third parties have earlier filed applications for inventions covered by our pending patent applications. The scope of any patent protection we are able to obtain may not provide us with sufficient protection against competing drugs or provide competitive advantages to us. Any of the patents that have been or may be issued to us may be held invalid or unenforceable if subsequently challenged by competitors or other third parties. Furthermore, there can be no assurance that others have not developed or will not develop similar drugs, duplicate any of our drugs or design around any patents that have been or may be issued to us. Any of our granted, valid and enforceable patents will provide protection for only a limited period of time. We cannot assure that we will obtain any extensions of patent protection that are sometimes offered if certain clinical development extension application deadlines are met or that we will be successful in seeking any method of use patent. If a method of use patent is granted but product patents are not granted or expire, third parties would be able to develop products using the method in indications not covered by the method of use patent.

We may be restricted in our development and any commercialization activities by third-party patents and patent applications.

Our commercial success depends on our ability to operate without infringing third-party patents and other intellectual property or market exclusivity rights. If we are not able to do so, we may be subject to infringement actions. We may not be aware of all patents and patent applications that may impact our ability to make, use or sell our drug candidates. Other parties may have filed, or may file in the future, patent applications covering compounds or drug candidates that are similar to ours. Any such event could have a material adverse effect on our business, financial condition, results of operations and prospects. In addition, because patent applications can take many years to issue and are not published for a period of time ranging on the jurisdictions in which we applied for registration, there may be applications currently pending, unknown to us, which may later result in patents that our drug candidates or technology may infringe. Any conflicts arising from the patent rights of others could significantly reduce the scope of our patents and limit our ability to obtain meaningful patent protection. We may be required to obtain licenses to those patents or to develop or obtain alternative technology. We may not be able to obtain any such licenses on acceptable terms, or at all. Any failure to obtain such licenses could delay or prevent us from pursuing the development or commercialization, if any, of our drug candidates.

We may fail to protect our intellectual property rights, including trade secrets and know-how.

Our success depends on our ability to obtain and enforce intellectual property rights, including trade secrets and non-patentable know-how related to our allosteric modulator platform. We seek to protect or secure this intellectual property, in part, by entering confidentiality agreements with and receiving assignments from our employees, consultants, suppliers, licensees, funding partners and other contractual partners and advisers. We may not always be able to obtain these agreements or assignments. Even if we obtain these agreements or assignments, there can be no assurance that they will effectively protect our intellectual property rights or prevent improper use or disclosure of confidential information or that they will not be breached. We may not have adequate remedies for any breach of these agreements or assignments, or our trade secrets or non-patentable know-how may

otherwise become known or be independently developed by competitors. In addition, these agreements or assignments may conflict with, or be subject to, the rights of third parties with which our employees, consultants, suppliers, licensees, funding partners or other contractual partners or advisers had previous employment, consulting or other relationships. Any such event could have a material adverse effect on our business, financial condition, results of operations and prospects.

We may have to defend against or initiate lawsuits to protect our intellectual property rights.

In the future, third parties with patent claims that overlap with our intended activities may decide to sue us for monetary damages or to prevent us from manufacturing, selling or developing our drug candidates. We could also become subject to claims that we or our employees have inadvertently or otherwise used or disclosed intellectual property, trade secrets or other proprietary information of an employee's former employer, particularly if such employer is a university or pharmaceutical company. Additionally, to protect our patent rights, we may decide to initiate lawsuits against third parties. Defending against or initiating such claims, which typically go on for years before a legal judgment or settlement is obtained, would involve significant effort and expense and could divert management's attention from the operation of our business. Any such proceedings could involve prior art and put our patents at risk of being invalidated or interpreted narrowly and our pending patent applications at risk of not being issued. In addition, there is a risk that some of our confidential information could be compromised by disclosure in such proceedings and provide competitors with access to our proprietary information. Further, the outcome of any such proceedings may be unfavorable to us. If the manufacture, use or sale of any of our drug candidates infringes the patents, or violates other proprietary rights, of third parties, a court or settlement agreement may require us to pay actual damages and, potentially, penalties, including the other party's attorney's fees, which may be substantial. We could also be required to cease the development, manufacture, use and sale of drugs that infringe the patent rights of others, to expend significant resources to redesign our technology so that it does not infringe the patent rights of others, to develop or acquire non-infringing technology, which may not be possible, or to obtain licenses to the infringed intellectual property, which may not be available to us on acceptable terms or at all. We cannot guarantee that we will have sufficient financial or other resources to protect intellectual property significant to the development of our drug candidates.

Even if a product candidate receives regulatory approval, lack of market acceptance may prevent us from generating revenue from commercialization of the product.

Even if a drug candidate is approved, if we or a partner are not successful in commercializing the product, we will not generate revenue from sales. Revenue generated from an approved product depends on its successful commercialization. Many factors may impede successful commercialization, many of which are or may be beyond our or a partner's control. These factors include the proprietary rights of third parties, including our competitors, the failure of a product to prove effective as, or offer therapeutic or other improvements over, existing or future drugs used to treat the same or similar conditions or the inability of a product to gain acceptance by patients, the medical community or third-party payors, such as insurance companies or government reimbursement programs, or the inability of produce a product in commercial quantities at an acceptable cost, or at all. Even if our drug development is successful and marketing authorization has been obtained, our ability, or our partners' ability, to generate significant revenue will depend on the acceptance of our drugs by physicians, patients, third-party payors and the medical community. We cannot assure you that we or our partners will achieve market acceptance of our drug candidates or generate revenue once we or our partners obtain marketing authorization. The market acceptance of any of our drug candidates depends on a number of factors, including the continued demonstration of efficacy and safety in commercial use, cost-effectiveness, convenience and ease of administration, competition, marketing and distribution support, the scope of the approved uses and labeling requirements, prevalence and severity of any side effects, and adequate government or other third-party coverage or reimbursement for the cost of the drug. To the extent competitors are able to commercialize competing drugs before our drugs have achieved market approval and acceptance, we may have difficulty gaining market acceptance if physicians, patients, third- party payors and the medical community have grown accustomed to use of the competing drugs, whether or not such competing drugs are more effective or have other advantages over our drug.

Any commercialization efforts by us will require us to develop sales, marketing, and distribution capabilities internally or through arrangements with third parties.

Sales, marketing and distribution capabilities are key elements of a successful commercialization strategy, none of which we currently have internally. If any of our product candidates are approved, we intend to market the product either directly or through other strategic alliances and distribution arrangements with third parties. To commercialize our drugs, we will need to enter into new collaborations with third parties or develop our own marketing and sales force with technical expertise and supporting distribution capability. If we decide to market our products directly, we will need to commit significant financial and managerial resources to develop a marketing and sales force with technical expertise and with supporting distribution, administration and compliance capabilities. If we rely on third parties with such capabilities to market our products, we will need to establish and maintain partnership arrangements, and there can be no assurance that we will be able to enter into third-party marketing or distribution arrangements on acceptable terms or at all.

To the extent that we do enter into such arrangements, we will be dependent on our marketing and distribution partners. In entering into third-party marketing or distribution arrangements, we expect to incur significant additional expense and there can be no assurance that such third parties will establish adequate sales and distribution capabilities or be successful in gaining market acceptance for our products and services. Any factors preventing or limiting the market acceptance of our drug candidates could have a material adverse effect on our business, financial condition, results of operations and prospects. There can be no assurance that we will be able to build up our own marketing and sales organization, to attract and maintain established collaboration partners for the third-party commercialization of our drug candidates, to enter into agreements on acceptable terms for sales and marketing, if at all, or that any such collaboration arrangements will be successful. As a consequence, we would be forced to seek alternatives, redirect our resources or have to limit the scope of our research and development activities in other fields and thereby delay the launch and sales of any or all of our drug candidates, or raise new funds. Accordingly, this could have a material adverse effect on our business, financial condition, results of operations and prospects.

We may become exposed to costly and damaging liability claims and may not be able to maintain sufficient liability insurance to cover these claims.

Our business with pharmaceutical drugs entails a potential risk of substantial liability for damages, including drug liability and environmental liability, which are inherent in the development, testing and manufacturing of our drug candidates. It is always possible that a drug, even after marketing authorization, may exhibit unforeseen failures or adverse side effects.

We can provide no assurance that sufficient insurance coverage will be available to us at acceptable terms, or at all, for any damages or costs in connection with any liability claims. Liability lawsuits are costly and time consuming and may divert management's attention from their normal responsibilities. If any of our drugs were to fail or produce adverse side effects, substantial uninsured losses could result, which could have a material adverse effect on our business, financial condition, results of operations and prospects. Even where drug failures or side effects are not so serious as to warrant withdrawing the drug from the market or liability in damages, they may reduce the drug's competitiveness or adversely affect our reputation, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

We and our partners are subject to significant government regulation, including marketing authorization requirements, which could increase the cost of developing our drug candidates or delay, prevent or limit the commercialization of our drug candidates.

We and our partners are subject to extensive and rigorous governmental regulation and the applicable regulatory requirements are subject to change. Our and our partners' research and development, preclinical studies and clinical trials, manufacturing, safety, efficacy, record-keeping, labeling, marketing, sales and distribution of our drug candidates are regulated by the EMA, the FDA, Swissmedic, Swiss Agency for Therapeutic Products, and other government agencies in countries where we are testing or intend to test and market our drug candidates. Before a clinical trial can begin, we and our partners must obtain approval from the competent national authority in the country where the trial is planned to be conducted. A favorable opinion from a competent ethics committee or an independent institutional review board on the clinical trial application is also needed. We cannot assure we or our partners will obtain authorization for further testing of drug candidates already in clinical trials or for human clinical trials of any or all of our other candidates currently in research or pre-clinical development. We, and our partners or regulatory authorities may suspend or terminate clinical trials at any time if it is thought that the participants are being exposed to unacceptable health risks. It may take us or our collaborators several years to complete this testing, and failure can occur at any stage of the process.

The governmental regulation of development of drug candidates extends beyond clinical trials to approvals required for their sale and monitoring after sale, including safety reporting requirements, regulatory oversight of drug promotion and marketing and cGMP.

A failure by us or our partners to obtain marketing authorization or a delay in obtaining and maintaining approval could damage our reputation and adversely affect the marketing of our drugs and our ability to generate revenue, which could have a material adverse effect on our business, financial condition, results of operations and prospects. In addition, marketing authorizations, if granted, may not include all uses for which we may seek to market a drug, thereby limiting the potential market for the drug. Moreover, even after marketing authorization is obtained, a marketed drug, its manufacturer and its manufacturing facilities are subject to continual review and periodic inspections by the relevant authorities. Consequently, any discovery of previously unknown problems with an approved drug, manufacturer or manufacturing facilities may result in restrictions on the drug or manufacturer, including a requirement to withdraw the drug from the market.

In addition, regulatory requirements are evolving in a manner that cannot be predicted. Changes in existing regulations of EMA, FDA, Swissmedic, Swiss Agency for Therapeutic Products or other regulations or the adoption of new regulations could prevent us from obtaining or maintaining, or affect the timing of, future marketing authorizations. Changes in regulatory policy during the period of development of a drug or regulatory review may result in delays or rejections of approvals of the drug candidates. Any change in the regulations governing us could have a material adverse effect on our business, financial condition, results of operations and prospects.

Our relationships with customers, physicians and third-party payors are subject, directly or indirectly, to United States federal and state healthcare fraud and abuse laws, privacy and security laws (including health information privacy and security laws), and other healthcare laws and regulations. If we or our employees, independent contractors, consultants, commercial partners and vendors violate these laws, we could face substantial penalties.

Our current and future arrangements with healthcare professionals, principal investigators, consultants, customers (including governmental bodies) and third-party payors subject us to various federal, state and foreign fraud and abuse laws and other healthcare laws. These laws may impact, among other things, our current and future business operations, including our clinical research activities, and proposed sales, marketing and education programs and constrain the business or financial arrangements and relationships with healthcare providers and other parties through which we market, sell and distribute our products for which we obtain marketing approval.

These laws include, without limitation, anti-kickback and false claims laws and regulations, data privacy and security laws, and transparency laws and regulations. Because of the breadth of these laws and the narrowness of the statutory exceptions and regulatory safe harbors available, it is possible that some of our business activities could be subject to challenge under one or more of such laws. It is possible that governmental authorities will conclude that our business practices may not comply with current or future statutes, regulations or case law involving applicable fraud and abuse or other healthcare laws and regulations. If our operations are found to be in violation of any of these laws or any other governmental regulations that may apply to us, we may be subject to substantial civil, criminal and administrative penalties, damages, fines, disgorgement, imprisonment, exclusion from participating in government funded healthcare programs, such as Medicare and Medicaid, additional reporting requirements and oversight if we become subject to a corporate integrity agreement or similar agreement to resolve allegations of non-compliance with these laws, contractual damages, reputational harm and the curtailment or restructuring of our operations. To the extent that any of our products are sold in a foreign country, we may be subject to similar foreign laws and regulations, which may include, for instance, applicable post marketing requirements, including safety surveillance, anti-fraud and abuse laws and implementation of corporate compliance programs and reporting of payments or transfers of value to healthcare professionals.

Current healthcare laws and regulations and future legislative or regulatory changes to the healthcare system may affect our ability to sell any drugs we may develop.

Healthcare laws are subject to change, which may affect our ability to sell any product candidates for which we receive marketing and commercialization approval. In the U.S., an important potential market for our drug candidates, there have been a number of legislative and regulatory changes to the healthcare system that could affect our future results of operations. In particular, there have been and continue to be a number of initiatives at the U.S. federal and state levels that seek to reduce healthcare costs and to align U.S. drug prices with prices paid in comparable developed countries.

Individual states in the United States have become increasingly aggressive in passing legislation and implementing regulations designed to control pharmaceutical and biological product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access, and marketing cost disclosure and transparency measures, and designed to encourage importation from other countries and bulk purchasing. Legally-mandated price controls on payment amounts by third-party payors or other restrictions could harm our business, results of operations, financial condition and prospects. In addition, regional healthcare authorities and individual hospitals in the United States are increasingly using bidding procedures to determine what pharmaceutical products and which suppliers will be included in their prescription drug and other healthcare programs.

This could reduce ultimate demand for our products or put pressure on our product pricing, which could negatively affect our business, results of operations, financial condition and prospects. In addition, given recent federal and state government initiatives directed at lowering the total cost of healthcare, Congress and state legislatures will likely continue to focus on healthcare reform, the cost of prescription drugs and biologics and the reform of the Medicare and Medicaid programs. While we cannot predict the full outcome of any such legislation, it may result in decreased reimbursement for drugs and biologics, which may further exacerbate industry-wide pressure to reduce prescription drug prices.

This could harm our ability to generate revenue. At the federal level, on August 16, 2022, the Inflation Reduction Act of 2022, or IRA, was signed into law, which, among other things (i) directs the U.S. Department of Health and Human Services, or HHS to negotiate the price of certain high-expenditure, single-source drugs that have been on the market for at least 7 years (in the

case of small molecule drugs) or 11 years (in the case of biological products) covered under Medicare, or the Medicare Drug Price Negotiation Program, and (ii) imposes rebates under Medicare Part B and Medicare Part D to penalize price increases that outpace inflation. These provisions took effect progressively starting in fiscal year 2023, and the maximum fair prices or MFPs, for the first ten drugs selected for negotiation took effect on January 1, 2026. We expect that additional state and federal healthcare reform measures may be adopted in the future, any of which could limit the amounts that federal and state governments will pay for healthcare therapies. Additionally, such legislation, or similar regulatory changes, could put competitive pressure on our ability to profitably price our products, which, in turn, could adversely affect our business, results of operations, financial condition and prospects. It is also possible that other legislative proposals having similar effects will be adopted.

Further, we cannot predict the likelihood, nature, or extent of healthcare reform initiatives that may arise from future legislation or administrative action. Since taking office in January 2025, the Trump administration has pursued policies to reduce regulations and expenditures across government including at HHS, the FDA, CMS and related agencies including through significant workforce reductions, organizational restructuring, and rescission of predecessor-administration initiatives. These actions directed by executive orders or memoranda from the Office of Management and Budget, may have introduced and may continue to introduce policy changes that create additional uncertainty for our business. These actions have included, among others, for example, directives to reduce agency workforce, rescinding a Biden administration executive order tasking the Center for Medicare and Medicaid Innovation to consider new payment and healthcare models to limit drug spending and eliminating the Biden administration's executive order that directed HHS to establishing an AI task force and developing a strategic plan, and directing certain federal agencies to enforce existing law regarding hospital and price plan transparency and by standardizing prices across hospitals and health plans. In addition, on May 12, 2025, the President issued Executive Order 14297, directing HHS and other federal agencies to take action to ensure that Americans pay no more for prescription drugs than patients in comparable developed countries (commonly referred to as "most favored nation" or "MFN" pricing). The administration has also announced a direct-to-consumer drug sales platform referred to as "TrumpRx," and has entered into voluntary arrangements with a number of pharmaceutical manufacturers incorporating MFN or MFN-adjacent pricing commitments. Additionally, in its June 2024 decision in Loper Bright Enterprises v. Raimondo, the U.S. Supreme Court overturned the longstanding Chevron doctrine, under which courts were required to give deference to regulatory agencies' reasonable interpretations of ambiguous federal statutes. The Loper Bright decision could result in additional legal challenges to current regulations and guidance issued by federal agencies applicable to our operations, including those issued by the FDA, CMS, and OIG. Post-*Loper Bright* litigation has already affected, and may continue to affect, the scope and durability of regulatory policies on which we rely or which may apply to our product candidates, including FDA enforcement discretion, labeling and promotion standards, and CMS coverage and reimbursement methodologies. Congress may introduce and ultimately pass health care related legislation that could impact the drug approval process and make changes to the Medicare Drug Price Negotiation Program created under the IRA. If we or any third parties we may engage are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we or such third parties are not able to maintain regulatory compliance, our drug candidates may lose any regulatory approval that may have been obtained and we may not achieve or sustain profitability.

Certain European countries utilize reference pricing to control the prices of drugs. Use of reference pricing may increase, which could restrict the sales potential for many new drugs unless the drug can be significantly differentiated from existing drugs.

Additional governmental and regulatory proposals and health care reforms are possible. However, we are unable to forecast what additional legislation or regulation relating to the health care industry or third-party reimbursement may be enacted in the future, or what effect such legislation or regulation would have on our business. Our business could be harmed by other health care reforms that may be erected or adopted in the future, and in particular this could have a material adverse effect on the amounts that private payors will pay for drugs. As a consequence, we may not be able to realize an appropriate return on our investment in research and development and generate revenue sufficient to attain profitability, even if our drugs are approved for marketing. This could have a material adverse effect on our business, financial condition, results of operations and prospects.

The availability and level of third-party coverage and reimbursement for our potential drugs will be uncertain, and it may be difficult to obtain or maintain expected price levels.

Our or a partner's ability successfully to commercialize our drug candidates and to attract strategic partners for our drug candidates or future drugs will depend in part on price levels and on the extent to which reimbursement for the costs of treatment with these drug candidates will be available from government health administration authorities, private health insurers and other third-party payors, as well as government health care programs. There is significant uncertainty related to third-party payor coverage and reimbursement of newly approved products. In the United States, for example, principal decisions about reimbursement for new products are typically made by CMS and private third-party payors often follow CMS's decisions regarding coverage and reimbursement to a substantial degree. However, one third-party payor's determination to provide coverage for a product candidate does not assure that other payors will also provide coverage for the drug candidate. Further, no uniform policy for coverage and reimbursement exists in the United States, and coverage and reimbursement can differ significantly from payor to payor. Further, coverage policies and third-party payor reimbursement rates may change at any time. Even if favorable coverage and reimbursement

status is attained, less favorable coverage policies and reimbursement rates may be implemented in the future. Governments and other third-party payors are increasingly attempting to contain health care costs, in part by challenging the price of medical drugs and services or by restricting the eligibility for reimbursement. Health care cost pressure could lead to pricing pressure which could adversely affect pricing of our drug candidates. Seeking third-party reimbursement is a time-consuming and costly process, which will require us and our partners to provide scientific and clinical support for the use of each of our drug candidates to each third-party payor separately. Significant uncertainty exists as to the payment status of newly approved medical drugs. The unavailability or inadequacy of third-party reimbursement, or legislation controlling treatments or prices, could have an adverse effect on the price level and consequently the market acceptance of our drug candidates and may have a material adverse effect on our results or operations, financial condition and prospects.

We are subject to U.S. and foreign anti-corruption laws and regulations, export and import controls, sanctions and embargoes. We could face liability and other serious consequences for violations which can harm our business.

We are subject to anti-corruption laws and regulations, including the U.S. Foreign Corrupt Practices Act of 1977, as amended, or FCPA, the U.S. domestic bribery statute contained in 18 U.S.C. § 201, the U.S. Travel Act and other state and national anti-bribery laws in the countries in which we may conduct activities in the future. Anti-corruption laws are interpreted broadly and generally prohibit companies and their employees, agents, contractors and other third-party collaborators from offering, promising, giving, or authorizing others to give anything of value, either directly or indirectly through third parties, to any person in the public or private sector to obtain or retain business. The FCPA also requires public companies to make and keep books and records that accurately and fairly reflect the transactions of the corporation and to devise and maintain an adequate system of internal accounting controls. We may engage third parties to sell our products or to obtain necessary permits, licenses, patent registrations, and other regulatory approvals outside the United States. We can be held liable for the corrupt or other illegal activities of our employees, agents, contractors, and other partners, even if we do not explicitly authorize or have actual knowledge of such activities. Any violation of the laws and regulations described above may result in substantial civil and criminal fines and penalties, imprisonment, the loss of export or import privileges, debarment, tax reassessments, breach of contract and fraud litigation, reputational harm, and other consequences.

We are also subject to export control and import laws and regulations, including the U.S. Export Administration Regulations, U.S. Customs regulations and various economic and trade sanctions regulations administered by the U.S. Treasury Department's Office of Foreign Assets Controls. Compliance with applicable regulatory requirements regarding the export of our products may create delays in the introduction of our products in international markets or, in some cases, prevent the export of our products to some countries altogether. Furthermore, U.S. export control laws and economic sanctions prohibit the provision of certain products and services to countries, governments and persons targeted by U.S. sanctions.

There is no certainty that all of our employees, agents, suppliers, manufacturers, contractors or collaborators, or those of our affiliates, will comply with all applicable anti-corruption, export and import control, and sanctions laws and regulations. Violations of these laws and regulations could result in fines, criminal sanctions against us, our officers, or our employees, the closing down of facilities, including those of our suppliers and manufacturers, requirements to obtain export licenses, cessation of business activities in sanctioned countries, implementation of compliance programs, and prohibitions on the conduct of our business. Any such violations could include prohibitions on our ability to offer our products in one or more countries as well as difficulties in manufacturing or continuing to develop our products, and could materially damage our reputation, our brand, our international expansion efforts, our ability to attract and retain employees, and our business, prospects, operating results and financial condition.

Any non-compliance by us with the environmental, health and safety laws and regulations that we are subject to could result in fines, suspension of drugs research and development or cessation of our operations or civil liability.

We are subject to a variety of health, safety and environmental laws and regulations in the jurisdictions in which we operate, particularly in our research and development activities, as well as in our pre-clinical studies. These laws and regulations govern, among other things, the use, storage, handling and discharge or disposal of hazardous materials, chemicals and compounds, including wastewater discharge, air emissions and waste management, where we operate. Our research and development programs involve the controlled use of hazardous materials, chemical and biological materials and controlled pre-clinical animal studies. Although we believe that we hold all permits currently required to operate our business and otherwise comply with current laws and regulations, any failure by us to comply with present or future laws and regulations could result in fines, suspension of research and development or cessation of our operations. We, like many of our competitors, have incurred, and will continue to incur, capital and operating expenditures and other costs in the ordinary course of our business in complying with such laws and regulations in most of the jurisdictions in which we operate. We do not currently anticipate any material additional capital expenditures in respect of such regulations outside of the ordinary course of our business. However, the risk of environmental liability is inherent in our business and there can be no assurance that additional material costs of complying with environmental regulations will not arise in the future. Our research and manufacturing activities involve the use of hazardous materials. Although we believe that our safety procedures for handling and disposing of hazardous materials (including medical and biological waste) comply with relevant laws and regulations, we cannot eliminate the risk of accidental or manmade contamination, injury or damage from these materials.

In the event of an accident or environmental discharge, we may be held liable for any resulting damages. We cannot assure you that the amount of our insurance coverage will be sufficient to satisfy any such damages. As a result, any such accident could have a material adverse effect on our business, financial condition, results of operation and prospects. In addition, changes to existing or future laws and regulations may result in the imposition on us of significant additional environmental, health and safety compliance costs.

We are exposed to currency fluctuation risks and other financial risks.

For the year ended December 31, 2025, approximately 32% and 21% of our costs and revenue, respectively, were denominated in currencies other than the Swiss franc. This proportion may significantly increase in medium and long term as we expand our operations. As a result, our business is affected by fluctuations in foreign exchange rates between the Swiss franc and other currencies. An important part of our costs are currently denominated in currencies other than Swiss francs, particularly U.S. dollars, Euros and British pounds, as we source supplies, research and development, consulting and other services in several countries other than Switzerland. Our revenue is mostly denominated in Swiss Francs for the twelve-month period ending December 31, 2025. Nevertheless, we expect to receive significant amounts from currencies other than Swiss francs in the medium and long term due to agreements with milestones payable in U.S dollars. Under our agreement with Indivior, all milestones payments and royalties payable by Indivior to us are denominated in U.S dollars. Since our reporting currency is the Swiss franc, we convert financial line items into Swiss francs at the applicable foreign exchange rates. Unfavorable fluctuations in the value of the Swiss franc compared to these other currencies could have a material adverse effect on our business, financial condition, results of operations and prospects.

We are subject to risks related to data privacy concerns, cybersecurity breaches and failure to comply with privacy regulations and security requirements relating to data.

In the ordinary course of our business we come to possess sensitive personal data, including information from clinical trials, and health data obtained in connection with reporting of adverse events. We are subject to data protection laws, privacy requirements and other regulatory restrictions in the various jurisdictions in which we operate.

Our failure to keep apprised of, and comply with, privacy, data use and security laws, standards and regulations, including, for instance, unauthorized disclosure of, or access to, data, could result in the suspension or revocation of our approvals or registrations, the limitation, suspension or termination of services or the imposition of administrative, civil or criminal penalties, including fines which may be as high as €20 million or 4% of our annual worldwide revenue (whichever is greater) for serious infringements of the EU General Data Protection Regulation that became effective in May 2018. In addition, we may obtain health information from third parties in the United States (including research institutions from which we may obtain clinical trial data) that are subject to privacy and security requirements under the Health Insurance Portability and Accountability Act of 1996, as amended, or HIPAA. Depending on the facts and circumstances, we could be subject criminal penalties, including if we knowingly obtain, use, or disclose individually identifiable health information maintained by a HIPAA covered entity in a manner that is not authorized or permitted by, HIPAA. In addition, such failure or non-compliance may cause existing or potential partners, including hospitals, physicians and patients to cease interacting with us, and could damage our reputation and brand. In addition, to the extent more restrictive laws, rules or security requirements relating to business and personal data are adopted in the future in the various jurisdictions in which we operate, such changes could have an adverse impact on our business by increasing our costs or imposing restrictions on our business processes. Accordingly, our failure to keep apprised of, and comply with, privacy, data use and security

laws, standards and regulations could have a material adverse effect on our reputation, business, financial condition, results and prospects. Our financial exposure to any actual or alleged breach of such regulations or standards may either not be insured against or not fully covered through our current insurance.

Cybersecurity attacks on our servers, information systems and databases, or the third-party servers, information systems and databases on which our information is stored, could compromise the security of our data or could cause interruptions in the operations of our businesses. Notwithstanding safeguards, cybersecurity breaches, internal security breaches, physical security breaches or other unauthorized or accidental access to our servers, other information systems or databases could result in tampering with, or the theft or publication of, sensitive information or the deletion or modification of data, or could otherwise cause interruptions in our operations.

The tampering with, disruption to, or the theft or publication of, sensitive information or the deletion or modification of records held either in our systems or the systems of others to which we have access, could subject us to increased costs and exposure to litigation. The loss of confidential information could result in the payment of damages and reputational harm and have a material adverse effect on our business, financial condition, results and prospects.

Our financial exposure from the items referenced above could either not be insured against or not fully covered through any insurance that we maintain and could have a material adverse effect on our business, financial condition, results and prospects.

Risks Related to our ADSs and Shares

An investment in our securities is speculative, and there can be no assurance of any return on any such investment.

An investment in our securities is highly speculative, and there is no assurance that investors will obtain any return on their investment. Investors will be subject to substantial risks involved in their investment, including the risk of losing their entire investment.

The market price for our shares and ADSs may be highly volatile and could decline significantly.

Our securities have a relatively small public float and may be less liquid and more volatile than securities of companies with broader public ownership. Factors affecting the market price of the securities, many of which are beyond our control, include:

- trading in our shares and ADSs, and securities derivative thereof;
- low daily trading volume of our securities on the SIX Swiss Exchange and/or on the Nasdaq Stock Market;
- announcements by us and developments that impact our financial results, business and partners;
- fluctuations in our financial position or operating results;
- changes in our business strategy and operations;
- changes in our senior management team or Board of Directors;
- commentary by investors on the prospects for our business, the shares or ADSs on the internet and/or social media and resulting in trading of our shares or ADSs;
- changes in the recommendations of securities analysts regarding us or our industry;
- unusual trading in our shares or ADSs or securities derivative thereof, including pursuant to naked, or uncovered, short positions;
- investor need for liquidity;
- investor assessment of the valuation of us and our competitors;
- fluctuations in interest rates;

- price and volume of the markets where our securities trade; and
- future offerings of our securities.

In addition, securities markets in general have from time to time, and in particular in recent years, experienced significant price and volume fluctuations. Such fluctuations, as well as the economic environment as a whole, can have a substantial negative effect on the market price of our securities, regardless of our operating results or our financial position. Any such broad market fluctuations may adversely affect the trading price of our securities.

Our ADSs may be delisted from Nasdaq which could negatively impact the price of our ADSs, our liquidity and our ability to access the capital markets.

Our ADSs are currently listed on Nasdaq under the symbol "ADXN." The listing standards of Nasdaq provide that a company, in order to qualify for continued listing, must maintain a minimum bid price of USD 1.00 and satisfy standards relative to minimum shareholders' equity, minimum market value of publicly held shares and various additional requirements. We have, in the past, received one notification from Nasdaq that, we were not in compliance with Nasdaq's minimum bid requirements due to the minimum bid price of our ADSs having closed below the minimum USD 1.00 bid price requirement for continued listing on Nasdaq under Nasdaq Listing Rule 5550(a)(2). In order to regain compliance, we changed the ADS ratio from one ADS representing six shares to a new ratio of one ADS representing one hundred and twenty shares on October 23, 2023. Although we regained compliance on that occasion, we cannot assure you the we will not, in the future, fail to comply with all Nasdaq's requirements to maintain the listing of our ADSs on Nasdaq, or that we will be able to regain compliance in the event of any such non-compliance.

If Nasdaq delists our securities from trading on its exchange for failure to meet the listing standards, we and our stockholders could face significant negative consequences including:

- limited availability of market quotations for our securities;
- a determination that the ADSs are a "penny stock" which would require brokers trading in the ADSs to adhere to more stringent rules, possibly resulting in a reduced level of trading activity in the secondary trading market for the ADSs;
- a limited amount of analyst coverage, if any; and
- a decreased ability to issue additional securities or obtain additional financing in the future.

Delisting from Nasdaq could also result in other negative consequences, including the potential loss of confidence by third parties such as institutional investors and fewer business development opportunities.

If our ADSs are delisted from Nasdaq, we believe that they may be eligible to be quoted on the inter- dealer electronic quotation and trading system operated by OTC Markets Group Inc., commonly referred to as the Pink Open Market and we may also qualify to be traded on their OTCQB market (The Venture Market). These markets are generally not considered to be as efficient as, and not as broad as, Nasdaq. Selling our ADSs on these markets could be more difficult because smaller quantities of ADSs would likely be bought and sold, and transactions could be delayed. In addition, in the event our ADSs are delisted, broker-dealers have certain regulatory burdens imposed upon them, which may discourage broker-dealers from effecting transactions in our ADSs or even holding our ADSs, further limiting the liquidity of our ADSs. These factors could result in lower prices and larger spreads in the bid and ask prices for our ADSs.

The value of our ADSs may be driven by the release of preclinical and clinical studies led by Neurosterix Group

On April 2, 2024, we sold a part of our business to Neurosterix and we received gross proceeds of CHF 5.0 million and a 20% equity interest in Neurosterix, an investment accounted for using the equity method. The value of this equity method investment on our balance sheet and the value of our ADSs may be driven by the success or failures of the preclinical and clinical studies led by Neurosterix.

We expect to continue to incur significant costs as a result of operating as a company with securities listed in the United States in addition to Switzerland, and our senior management is required to devote substantial time to new compliance initiatives and corporate governance practices.

As a company with securities listed in the United States in addition to Switzerland, and particularly after we no longer qualify as an emerging growth company for the financial reporting published after December 31, 2025, we expect to continue to incur significant legal, accounting, and other expenses. The Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and

Consumer Protection Act, the listing requirements of Nasdaq and other applicable securities rules and regulations impose various requirements on non-U.S. reporting public companies, including the establishment and maintenance of effective disclosure and financial controls and corporate governance practices. Our senior management and other personnel will need to continue to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations increase our legal and financial compliance costs and make some activities more time-consuming and costly.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, or Section 404, we are required to furnish a report by our senior management on our internal control over financial reporting with our Annual Report to be filed with the SEC. However, for so long as we remain a "non-accelerated" filer defined in rule 12b2-2 under the Exchange Act as a public company with an aggregate market value of its outstanding shares held by non-affiliates below $75 million as of June 30 of each fiscal year, we will not be required to include an attestation report on internal control over financial reporting issued by our independent registered public accounting firm. To ensure compliance with Section 404, we will need to continue to dedicate internal resources, potentially engage outside consultants and adopt a detailed work plan to assess and document the adequacy of internal control over financial reporting, continue steps to improve control processes as appropriate, validate through testing that controls are functioning as documented, and implement a continuous reporting and improvement process for internal control over financial reporting. We anticipate that the process to document and evaluate our internal control over financial reporting will be both costly and challenging.

An active market may not develop or be sustained in which investors can resell ADSs.

Although our shares have traded on SIX since 2007 and ADSs representing our shares have traded on Nasdaq since January 29, 2020, we cannot predict the extent to which an active market for ADSs representing our shares will develop or be sustained on Nasdaq, or how the development of such a market might affect the market price for our shares on SIX and on Nasdaq. The price at which ADSs representing our shares trade on Nasdaq may or may not be correlated with the price at which our shares trade on SIX.

Fluctuations in the exchange rate between the U.S. dollar and the Swiss franc may increase the risk of holding the ADSs.

Our share price is quoted on SIX in Swiss francs, while the ADSs trade on Nasdaq in U.S. dollars. Fluctuations in the exchange rate between the U.S. dollar and the Swiss franc may result in temporary differences between the value of the ADSs and the value of our shares, which may result in heavy trading by investors seeking to exploit such differences. In addition, as a result of fluctuations in the exchange rate between the U.S. dollar and the Swiss franc, the U.S. dollar equivalent of the proceeds that a holder of the ADSs would receive upon the sale in Switzerland of any shares withdrawn from the depositary receipts facility, and the U.S. dollar equivalent of any cash dividends paid in Swiss francs on our shares represented by the ADSs, could also decline.

Future sales, or the possibility of future sales, of a substantial number of ADSs representing our shares or our shares could adversely affect the price of such securities.

Future sales of a substantial number of ADSs representing our shares or our shares, or the perception that such sales will occur, could cause a decline in the market price of ADSs representing our shares and our shares. As of September 30, 2026, we had 210,217,457 outstanding shares, excluding 8,437,039 treasury shares indirectly held through our wholly-owned subsidiary Addex Pharma SA. Of such treasury shares, 770,640 were held under the form of 6,422 ADSs. As of September 30, 2026, the number of outstanding ADSs amounted to 418,718. All of our outstanding shares and ADSs representing our shares are freely tradeable on SIX and Nasdaq respectively. In addition, other than shares held by our affiliates, all such shares are able to be deposited with the depositary in exchange for ADSs representing such shares at a ratio of one ADS for one hundred and twenty shares. If holders sell substantial amounts of ADSs or shares in the respective public markets therefor, or if the market perceives that such sales may occur, the market price of ADSs representing our shares and our shares and our ability to raise capital through an issue of equity securities in the future could be, adversely affected. In addition, we may from time to time sell shares to the public, including offerings under our agreements with Kepler Cheuvreux and H.C Wainwright & CO.

We have never paid dividends on our share capital, and we do not anticipate paying cash dividends in the foreseeable future.

We have never declared or paid cash dividends on our share capital. We do not anticipate paying cash dividends on our registered shares in the foreseeable future. We currently intend to retain all available funds and any future earnings to fund the development and growth of our business. Any future determination to declare cash dividends will be made at the discretion of our board of directors, subject to compliance with applicable laws and covenants under current or future credit facilities, which may restrict or limit our ability to pay dividends and will depend on our financial condition, operating results, capital requirements, distributable profits and/or distributable reserves from capital contributions, general business conditions and other factors that our board of directors may deem relevant. As a result, capital appreciation, if any, of our securities will be your sole source of gain for the foreseeable future.

The exercise of equity incentive instruments granted under our equity incentive plan could dilute our share capital.

Pursuant to our existing equity incentive plan, employee stock option plan, or ESOP, and warrants may be exercisable at prices below the market price of our shares at the time of exercise. To the extent that these instruments are exercised in the future, holders of our registered shares will be diluted. As of August 31, 2026, there were 66,508,150 equity instruments reserved for issuance pursuant to subscription rights outstanding under our existing equity incentive plan, including primarily 58,551,386 warrants and 7,956,764 shares reserved for the ESOP.

Holders of ADSs may not have the same voting rights as the holders of our shares and may not receive voting materials in time to be able to exercise their right to vote.

Holders of ADSs representing our shares are not able to exercise voting rights attaching to the underlying shares on an individual basis. Holders of ADSs representing our shares have appointed the depositary or its nominee as their representative to exercise the voting rights attaching to the shares underlying such ADSs. Holders of ADSs representing our shares may not receive voting materials in time to instruct the depositary to vote. The depositary may not be liable for any failure to carry out any instructions to vote, for the manner in which any vote is cast or for the effect of any such vote. As a result, holders of ADSs representing our shares may not be able to exercise voting rights and may lack recourse if such ADSs are not voted as requested. In addition, holders of ADSs representing our shares will not be able to call a shareholders' meeting.

Holders of ADSs representing our shares may not receive distributions on our shares underlying our ADSs or any value for them if it is illegal or impractical to make them available to such holders.

The depositary for ADSs representing our shares has agreed to pay to holders of such ADSs cash dividends or other distributions that it or the custodian receives on our shares after deducting its fees and expenses. Holders of ADSs representing our shares will receive these distributions in proportion to the number of our shares underlying their ADSs. However, in accordance with the limitations set forth in the deposit agreement, it may be unlawful or impractical for the depositary to make a distribution available to holders of ADSs representing our shares. We have no obligation to take any other action to permit the distribution of ADSs representing our shares, shares themselves, rights or anything else to holders of ADSs representing our shares. This means that holders of ADSs representing our shares may not receive any distributions that we make on our shares or any value from them if it is unlawful or impractical to make such distributions available to holders. These restrictions may negatively impact the trading value of ADSs representing our shares.

Holders of ADSs may be subject to limitations on transfer of their ADSs.

ADSs are transferable on the books of the depositary. However, the depositary may close its transfer books at any time or from time to time when it deems expedient in connection with the performance of its duties. In addition, the depositary may refuse to deliver, transfer, or register transfers of ADSs generally when our books or the books of the depositary are closed, or at any time if we or the depositary deems it advisable to do so because of any requirement of law or of any government or governmental body, or under any provision of the deposit agreement, or for any other reason in accordance with the terms of the deposit agreement.

ADSs holders may not be entitled to a jury trial with respect to claims arising under the deposit agreement, which could augur less favorable results to the plaintiff(s) in any such action.

The deposit agreement governing the ADSs representing our shares provides that holders and beneficial owners of ADSs irrevocably waive the right to a trial by jury in any legal proceeding arising out of or relating to the deposit agreement or the ADSs, including claims under federal securities laws, against us or the depositary to the fullest extent permitted by applicable law. If this jury trial waiver provision is prohibited by applicable law, an action could nevertheless proceed under the terms of the deposit agreement with a jury trial. To our knowledge, the enforceability of a jury trial waiver under the federal securities laws has not been finally adjudicated by a federal court. However, we believe that a jury trial waiver provision is generally enforceable under the laws of the State of New York, which govern the deposit agreement, by a court of the State of New York or a federal court, which have non-exclusive jurisdiction over matters arising under the deposit agreement, applying such law.

In determining whether to enforce a jury trial waiver provision, New York courts and federal courts will consider whether the visibility of the jury trial waiver provision within the agreement is sufficiently prominent such that a party has knowingly waived any right to trial by jury. We believe that this is the case with respect to the deposit agreement and the ADSs. In addition, New York courts will not enforce a jury trial waiver provision in order to bar a viable setoff or counterclaim sounding in fraud or one which is based upon a creditor's negligence in failing to liquidate collateral upon a guarantor's demand, or in the case of an intentional tort claim (as opposed to a contract dispute), none of which we believe are applicable in the case of the deposit agreement or the ADSs. No condition, stipulation or provision of the deposit agreement or ADSs serves as a waiver by any holder or beneficial owner of ADSs or by us or the depositary of compliance with any provision of the federal securities laws. If you or any other holder or beneficial owner of ADSs brings a claim against us or the depositary in connection with matters arising under the deposit agreement or the ADSs, you or such other holder or beneficial owner may not be entitled to a jury trial with respect to such claims, which may have the effect of limiting and discouraging lawsuits against us and / or the depositary. If a lawsuit is brought against us and / or the depositary under the deposit agreement, it may be heard only by a judge or justice of the applicable trial court, which would be conducted according to different civil procedures and may augur different results than a trial by jury would have had, including results that could be less favorable to the plaintiff(s) in any such action, depending on, among other things, the nature of the claims, the judge or justice hearing such claims, and the venue of the hearing.

The rights accruing to holders of our shares may differ from the rights typically accruing to shareholders of a U.S. corporation.

We are organized under the laws of Switzerland. The rights of holders of shares are governed by the laws of Switzerland and by our Articles of Association. These rights differ in certain respects from the rights of shareholders in typical U.S. corporations.

Claims of U.S. civil liabilities may not be enforceable against us.

We are incorporated under the law of Switzerland. Certain of our directors reside outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon such persons or to enforce judgments obtained in U.S. courts against them or us, including judgments predicated upon the civil liability provisions of the U.S. federal securities laws. The United States and Switzerland do not currently have a treaty providing for recognition and enforcement of judgments (other than arbitration awards) in civil and commercial matters. Consequently, a final judgment for payment given by a court in the United States, whether or not predicated solely upon U.S. securities laws, would not automatically be recognized or enforceable in Switzerland. In addition, uncertainty exists as to whether Swiss courts would entertain original actions brought in Switzerland against us or our directors predicated upon the securities laws of the United States or any state in the United States. Any final and conclusive monetary judgment for a definite sum obtained against us in U.S. courts would be treated by the courts of Switzerland. Whether these requirements are met in respect of a judgment based upon the civil liability provisions of the U.S. securities laws, including whether the award of monetary damages under such laws would constitute a penalty, is an issue for the court making such decision. If a Swiss court gives judgment for the sum payable under a U.S. judgment, the Swiss judgment will be enforceable by methods generally available for this purpose. These methods generally permit the Swiss court discretion to prescribe the manner of enforcement. As a result, U.S. investors may not be able to enforce against us or certain of our directors, or certain experts named herein who are residents of Switzerland or countries other than the United States, any judgments obtained in U.S. courts in civil and commercial matters, including judgments under the U.S. federal securities laws.

We are organized under the laws of Switzerland and our jurisdiction of incorporation is Plan-les-Ouates, Geneva, Switzerland. Moreover, a number of our directors and executive officers and a number of directors of each of our subsidiaries are not residents of the United States, and all or a substantial portion of the assets of such persons are located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon us or upon such persons or to enforce against them judgments obtained in U.S. courts, including judgments in actions predicated upon the civil liability provisions of the federal securities laws of the United States. We have been advised by our Swiss counsel that there is doubt as to the enforceability in Switzerland of original actions, or in actions for enforcement of judgments of U.S. courts, of civil liabilities to the extent predicated upon the federal and state securities laws of the United States. Original actions against persons in Switzerland based solely upon the U.S. federal or state securities laws are governed, among other things, by the principles set forth in the Swiss Federal Act on International Private Law of 1987, as amended, or PILA. This statute provides that the application of provisions of non-Swiss law by the courts in Switzerland shall be precluded if the result was incompatible with Swiss public policy. Also, mandatory provisions of Swiss law may be applicable regardless of any other law that would otherwise apply.

Switzerland and the United States do not have a treaty providing for reciprocal recognition of and enforcement of judgments in civil and commercial matters. The recognition and enforcement of a judgment of the courts of the United States in Switzerland is governed by the principles set forth in the PILA. This statute provides in principle that a judgment rendered by a non-Swiss court may be enforced in Switzerland only if:

- the non-Swiss court had jurisdiction pursuant to the PILA;

- the judgment of such non-Swiss court has become final and non-appealable;
- the judgment does not contravene Swiss public policy;
- the court procedures and the service of documents leading to the judgment were in accordance with the due process of law; and
- no proceeding involving the same position and the same subject matter was first brought in Switzerland, or adjudicated in Switzerland, or was earlier adjudicated in a third state and this decision is recognizable in Switzerland.

We currently qualify as a foreign private issuer and, as a result, we are not subject to U.S. proxy rules and are subject to reporting obligations under the Exchange Act, that, to some extent, are more lenient and less frequent than those of a U.S. domestic public company.

We report under the Exchange Act as a non-U.S. company with foreign private issuer status. Because we qualify as a foreign private issuer under the Exchange Act, we are exempt from certain provisions of the Exchange Act that are applicable to U.S. domestic public companies, including (i) the sections of the Exchange Act regulating the solicitation of proxies, consents, or authorizations in respect of a security registered under the Exchange Act; (ii) the sections of the Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and liability for insiders who profit from trades made in a short period of time; and (iii) the rules under the Exchange Act requiring the filing with the SEC of quarterly reports on Form 10-Q containing unaudited financial and other specified information or current reports on Form 8-K, upon the occurrence of specified significant events. In addition, foreign private issuers are not required to file their Annual Report on Form 20-F until 120 days after the end of each fiscal year, while U.S. domestic issuers that are accelerated filers are required to file their Annual Report on Form 10-K within 75 days after the end of each fiscal year. Foreign private issuers also are exempt from Regulation Fair Disclosure, aimed at preventing issuers from making selective disclosures of material information. As a result of the above, you may not have the same protections afforded to shareholders of companies that are not foreign private issuers.

As a foreign private issuer and as permitted by the listing requirements of Nasdaq, we follow certain Swiss corporate governance rules instead of certain corporate governance requirements of Nasdaq.

As a foreign private issuer, we follow certain of our home country corporate governance rules instead of certain corporate governance requirements of Nasdaq. For example, we are exempt from Nasdaq regulations that require a listed U.S. company to:

- have a majority of the board of directors consist of independent directors as such term is defined by Nasdaq;
- have nominating and compensations committees that are fully independent, as defined by Nasdaq;
- solicit proxies and provide proxy statements for all shareholder meetings; and
- seek shareholder approval for the implementation of certain equity compensation plans and issuances of shares.

In accordance with our Nasdaq listing, our Audit Committee is required to comply with the provisions of Section 301 of the Sarbanes-Oxley Act of 2002 and Rule 10A-3 of the Exchange Act, both of which also are applicable to Nasdaq-listed U.S. companies. To the extent we determine to follow Swiss corporate governance practices instead of Nasdaq governance requirements applicable to domestic issuers, you may not have the same protections afforded to shareholders of companies that are subject to these Nasdaq requirements.

We may lose our foreign private issuer status, which would then require us to comply with the Exchange Act's domestic reporting regime and Nasdaq's corporate governance requirements applicable to a domestic issuer, and cause us to incur significant incremental legal, accounting and other expenses.

Although we currently qualify as a foreign private issuer, in order to maintain this status, as of each June either (a) a majority of our shares, including shares represented by ADSs, must be either directly or indirectly owned of record by non-residents of the United States or (b) (i) a majority of our executive officers or directors must not be U.S. citizens or residents, (ii) more than 50 percent of our assets must be located outside of the United States and (iii) our business must be administered principally outside of the United States. If we lose our status as a foreign private issuer, we would be required to comply with the Exchange Act reporting and other requirements applicable to U.S. domestic issuers, on January 1 of the succeeding year which are more detailed and extensive than the requirements for foreign private issuers. We would also be required to make changes in our corporate governance practices in accordance with various SEC and Nasdaq rules. The regulatory and compliance costs to us under U.S. securities laws if we are

required to comply with the reporting requirements applicable to a U.S. domestic issuer will be significantly higher than the costs that we would incur as a foreign private issuer. As a result, we expect that the loss of foreign private issuer status would increase our legal and financial compliance costs and would make some activities highly time consuming and costly.

We were an "emerging growth company" for the financial reporting published until December 31, 2025 and it is possible that investors have found or will continue to find shares or our ADSs less attractive.

We were an "emerging growth company" as defined in the JOBS Act for the finance reporting published until December 31, 2025. During this period, we took advantage of exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies primarily related to the exemption from complying with the auditor attestation requirements of Section 404. Even though we are no longer an emerging growth company, we remain exempt from the auditor attestation requirements of Section 404 pursuant to the rules of the SEC because we remain a "non-accelerated filer" defined in rule 12b2-2 under the Exchange Act as a public company with an aggregate market value of its oustanding shares held by non-affiliates below $75 million as of June 30 of each fiscal year. The other exemptions that we no longer benefit relates to reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation including golden parachute compensation.

As a result of our loss of emerging growth company status for the financial reporting published after December 31, 2025, it is possible that investors have found or will continue to find our ADSs less attractive in light of the fact that we have relied on certain of these exemptions.

If some investors find our ADSs less attractive as a result, there may be a less active trading market for our ADSs and the price of our ADSs may be more volatile. In addition, the loss of our emerging growth company status and compliance with these additional requirements increase our legal and financial compliance costs and, any failure to comply with these additional requirements in a timely manner, or at all, could have an adverse effect on our business and results of operations and could cause a decline in the price of our ADSs.

If we fail to maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results or prevent fraud. As a result, shareholders could lose confidence in our financial and other public reporting, which would harm our business and the trading price of ADSs representing our shares or our shares.

Effective internal controls over financial reporting are necessary for us to provide reliable financial reports and, together with adequate disclosure controls and procedures, are designed to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation could cause us to fail to meet our reporting obligations. In addition, any testing by us conducted in connection with Section 404, or any subsequent testing by our independent registered public accounting firm, may reveal deficiencies in our internal controls over financial reporting that are deemed to be material weaknesses or that may require prospective or retroactive changes to our financial statements or identify other areas for further attention or improvement. Inadequate internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of ADSs representing our shares or our shares.

Management has been required to assess the effectiveness of our internal controls annually beginning with our Annual Report filed in 2021. In our Annual Report filed in 2024, our Management concluded that internal control over financial reporting was not effective, and this conclusion has remained unchanged for 2025 as no material changes were made to internal control procedures during the year. In addition, one material weakness was identified during the preparation of the 2025 half-year consolidated financial statements relating to an accounting treatment that was not fully compliant with IFRS Accounting Standards, as further described in item 15 "Disclosure controls and procedures". Nevertheless, management believes that the consolidated financial statements and related financial information fairly present in all material respects our financial condition, results of operations and cash flows as in conformity with IFRS Accounting Standards. As long as we remain a "non-accelerated" filer defined in rule 12b2-2 under the Exchange Act as a public company with an aggregate market value of its outstanding shares held by non-affiliates below $75 million as of June 30 of each fiscal year, our independent registered public accounting firm will not be required to attest to the effectiveness of our internal controls over financial reporting pursuant to Section 404. An independent assessment of the effectiveness of our internal controls could detect problems that our management's assessment might not. Undetected material weaknesses in our internal controls could lead to financial statement restatements requiring us to incur the expense of remediation and could also result in an adverse reaction in the financial markets due to a loss of confidence in the reliability of our financial statements.

If securities or industry analysts do not publish research, or publish inaccurate or unfavorable research, about our business, the price of ADSs representing our shares or our shares and the trading volume thereof could decline.

The trading market for ADSs representing our shares and our shares will depend in part on the research and reports that securities or industry analysts publish about us or our business. Since we did not undertake a primary offering of ADSs representing our shares in connection with the listing of ADSs on Nasdaq, we do not anticipate that many or any industry analysts in the United States will publish such research and reports in the United States about our shares or ADSs. If no or too few securities or industry analysts commence or continue coverage on us, the trading price for ADSs representing our shares and our shares could be affected. If one or more of the analysts who may eventually cover us downgrade such ADSs or shares or publish inaccurate or unfavorable research about our business, the trading price of ADSs representing our shares or our shares would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for ADSs representing our shares or our shares could decrease, which might cause the price of such securities and the trading volume thereof to decline.

We have determined that we are a "passive foreign investment company," or PFIC, for U.S. federal income tax purposes, for which the consequences to U.S. holders of our shares or ADSs representing our shares may be adverse.

Based on the nature and composition of our income, assets and activities for our taxable year ended December 31, 2025, we believe that we were classified as a PFIC for our taxable year ended December 31, 2025 and may be a PFIC in future taxable years. U.S. Holders should consult with their tax advisors regarding the implications of owning stock in a PFIC. However, because our PFIC status is subject to a number of uncertainties and the applicable law is subject to varying interpretations, neither we nor our tax advisors can provide any assurances with respect to our PFIC status for any prior, the current, or any future taxable year. Moreover, because the calculation of the value of our assets may be based in part on the value of our shares or ADSs, the value of which may fluctuate considerably, our PFIC status may change from year to year and is difficult to predict. A separate determination must be made after the close of each taxable year as to whether we are a PFIC for that year. As a result, our PFIC status may change from year to year and we have not yet made any determination as to our expected PFIC status for the current year. In addition, our U.S. counsel expresses no opinion with respect to our PFIC status for our taxable year ended December 31, 2025, our current or any other past or future taxable year. We intend to annually provide U.S. Holders (as defined below under the section titled "Taxation—Material U.S. Federal Income Tax Considerations for U.S. Holders" under Item 10.E.), upon request, a "PFIC Annual Information Statement", with the information required to allow U.S. Holders to make a "qualified electing fund" election, or "QEF Election" for United States federal income tax purposes.

Under the Internal Revenue Code of 1986, as amended, a non-U.S. company will be considered a PFIC for any taxable year in which (1) 75% or more of its gross income consists of passive income or (2) 50% or more of the quarterly weighted average value of its assets consists of assets that produce, or are held for the production of, passive income. For purposes of these tests, passive income includes dividends, interest, gains from the sale or exchange of investment property and certain rents and royalties. In addition, for purposes of the above calculations, a non-U.S. corporation that directly or indirectly owns at least 25% by value of the shares of another corporation or partnership is treated as if it held its proportionate share of the assets and directly received its proportionate share of the income of such other corporation or partnership. If we are a PFIC for any taxable year during which a U.S. Holder holds our shares or ADSs representing our shares, we will continue to be treated as a PFIC with respect to such U.S. Holder in all succeeding years during which the U.S. Holder owns the shares or ADSs representing our shares, regardless of whether we continue to meet the PFIC test described above, unless the U.S. Holder makes a specified election once we cease to be a PFIC. If we are classified as a PFIC for any taxable year during which a U.S. Holder holds our shares or ADSs representing our shares, the U.S. Holder may be subject to adverse tax consequences regardless of whether we continue to qualify as a PFIC, including ineligibility for any preferred tax rates on capital gains or on actual or deemed dividends, interest charges on certain taxes treated as deferred, and additional reporting requirements. For further discussion of the PFIC rules and the adverse U.S. federal income tax consequences in the event we are classified as a PFIC, see the section titled "Taxation—Material U.S. Federal Income Tax Considerations for U.S. Holders." under Item 10.E. Prospective U.S. Holders are strongly urged to consult their own tax advisors with respect to the impact of PFIC status on the purchase, ownership and disposition of our shares or ADSs, the consequences to them of an investment in a PFIC, any elections available with respect to our shares or ADSs and the IRS information reporting obligations with respect to the purchase, ownership and disposition of shares or ADSs of a PFIC.

If a United States person is treated as owning at least 10% of our shares, such holder may be subject to adverse U.S. federal income tax consequences.

If a U.S. Holder is treated as owning, directly, indirectly or constructively, at least 10% of the value or voting power of our shares (directly or in the form of ADSs representing our shares), such U.S. Holder may be treated as a "United States shareholder" with respect to each "controlled foreign corporation" in our corporate group, if any. A controlled foreign corporation is any foreign corporation in which more than 50% of the total combined voting power of classes of voting stock or the total value of the corporation is owned (or treated as owned) by United States shareholders. If such group includes one or more U.S. subsidiaries, our non-U.S. subsidiaries will be treated as controlled foreign corporations, regardless of whether we are treated as a controlled foreign

corporation. A United States shareholder of a controlled foreign corporation may be required to annually report and include in its U.S. taxable income its pro rata share of "Subpart F income," "net CFC tested income" and investments in U.S. property by controlled foreign corporations, regardless of whether we make any distributions.

An individual that is a United States shareholder with respect to a controlled foreign corporation generally would not be allowed certain tax deductions or foreign tax credits that would be allowed to a United States shareholder that is a U.S. corporation. Failure to comply with these reporting obligations may subject a United States shareholder to significant monetary penalties and may prevent the statute of limitations with respect to such shareholder's U.S. federal income tax return for the year for which reporting was due from starting. We cannot provide any assurances that we will assist our investors in determining whether any of our non-U.S. subsidiaries are treated as a controlled foreign corporation or whether such investor is treated as a United States shareholder with respect to any of such controlled foreign corporations. Further, we cannot provide any assurances that we will furnish to any United States shareholder information that may be necessary to comply with the reporting and tax paying obligations described in this risk factor. U.S. Holders should consult their tax advisors regarding the potential application of these rules to their investment in our shares or ADSs representing our shares.

Tax authorities may disagree with our positions and conclusions regarding certain tax positions, resulting in unanticipated costs, taxes or non-realization of expected benefits.

A tax authority may disagree with tax positions that we have taken, which could result in increased tax liabilities. A tax authority could assert that we are subject to tax in a jurisdiction where we believe we have not established a taxable connection, often referred to as a "permanent establishment" under international tax treaties, and such an assertion, if successful, could increase our expected tax liability in one or more jurisdictions. A tax authority may take the position that material income tax liabilities, interest and penalties are payable by us, in which case, we expect that we might contest such assessment. Contesting such an assessment may be lengthy and costly and if we were unsuccessful in disputing the assessment, the result could increase our anticipated effective tax rate.

10. DIVIDENDS AND OTHER DISTRIBUTIONS

We have never paid a dividend, and we do not anticipate paying dividends in the foreseeable future. We intend to retain all available funds and any future earnings to fund the development and expansion of our business. As a result, investors in our Shares will benefit in the foreseeable future only if our shares appreciate in value.

Under Swiss law, any dividend must be proposed by our board and approved by a shareholders' meeting. In addition, our auditors must confirm that the dividend proposal of our board conforms to Swiss statutory law and our articles of association. A Swiss corporation may pay dividends only if it has sufficient distributable profits brought forward from the previous business years ("*Gewinnvortrag*") or if it has distributable reserves ("*frei verfügbare Reserven*"), each as evidenced by its audited standalone statutory balance sheet prepared pursuant to Swiss law and after allocations to reserves required by Swiss law and its articles of association have been deducted. Distributable reserves are generally booked either as "free reserves" ("*freie Reserven*") or as "reserve from capital contributions" ("*Reserven aus Kapitaleinlagen*"). Distributions out of issued share capital, which is the aggregate nominal value of a corporation's issued shares, may be made only by way of a share capital reduction.

In order for the Company to declare and pay distributions, the distribution must be approved by shareholders holding a relative majority of the Shares represented at the general meeting of shareholders (whereby abstentions, blank or invalid ballots shall be disregarded for purposes of establishing the majority). The board may propose distributions in the form of an ordinary dividend or in the form of a distribution of cash or property that is based upon a reduction of the Company's share capital recorded in the commercial register.

Under the CO, if the Company's general reserves amount to less than 20% of its share capital recorded in the commercial register (i.e. 20% of the aggregate par value of the Company's registered capital), then at least 5% of the Company's annual profit must be retained as general reserves. The CO permits the Company to accrue additional general reserves. In addition, the Company is required to create a minus item in the equity on its annual standalone statutory balance sheet in the amount of the acquisition cost of Shares repurchased by the Company itself or build an additional general reserve if repurchased by another member of the group, which amount may not be used for dividends or subsequent repurchases.

Ordinary dividends may be paid only if the Company has sufficient distributable profits from previous years or freely distributable reserves to allow the distribution of a dividend, in each case, as presented on the Company's annual statutory standalone balance sheet prepared in accordance with Swiss law and the Company's articles of association. The Company's auditor must confirm that a proposal made by the board of directors to shareholders regarding the appropriation of the Company's available earnings conforms to the requirements of the CO and the Company's articles of association (*Statuten*). Dividends paid on Shares are subject to Swiss withholding tax, except, subject to the Fifty-Fifty Distribution Rule, if paid out of statutory reserves from capital contributions (*Reserven aus Kapitaleinlagen*). See Section 18 ''Certain Tax Considerations'' beginning on page 93 for a summary of certain tax consequences regarding dividends paid to holders of the Shares.

Payments out of the Company's registered share capital (in other words, the aggregate par value of the Company's registered share capital) in the form of dividends are not allowed; however, payments out of registered share capital may be made by way of a capital reduction.

A distribution of cash or property that is based upon a reduction of the Company's share capital requires a special audit report confirming that the claims of the Company's creditors remain fully covered by the Company's assets despite the reduction in the share capital recorded in the commercial register. Upon approval by the general meeting of the shareholders of the capital reduction, the Company's board must give public notice of the capital reduction in the Swiss Official Gazette of Commerce (*Schweizerisches Handelsamtsblatt*) three times and notify the Company's creditors that they may request, within two months of the third publication, satisfaction of or security for their claims. Distributions of cash or property that are based upon a capital reduction are not subject to Swiss withholding tax. See Section 18 ''Certain Tax Considerations'' beginning on page 93 for a summary of certain tax consequences regarding distributions paid on the Shares that are based upon a capital reduction.

Swiss companies generally must maintain a separate company, standalone "statutory" balance sheet for the purpose of, among other things, determining the amounts available for the return of capital to shareholders, including by way of a distribution of dividends. The Company's statutory auditors must confirm that a proposal made by the board to shareholders regarding the appropriation of the Company's available earnings conforms to the requirements of the CO and the Company's articles of association. Dividends are usually due and payable shortly after the shareholders have passed a resolution approving the payment. According to Swiss law, dividends that have not been claimed within five years after the due date become the property of the Company.

All Shares are equally entitled to dividends and other distributions paid by the Company with respect to the Shares, if any. Holders of New Shares are entitled to dividends (if any) as from the date of the registration of the respective capital increase in the commercial register. However, the Company intends to retain future earnings, if any, for investment in R&D and financing of its business.

11. CAPITALIZATION

The following table sets forth our statutory capitalization as at August 31, 2026 on an actual basis and as adjusted to reflect the the creation of 93,000,000 treasury shares described in this prospectus. This table should be read in conjunction with our consolidated and statutory financial statements and the related notes included elsewhere in this Prospectus. No material changes have occurred in the Company's liabilities and profits and losses of the Company since August 31, 2026.

In Swiss Francs	Actual As at December 31, 2025	Actual As at June 30, 2026	Actual As at August 31, 2026	Actual As at August 31, 2026, as adjusted
	(audited)	(unaudited)	(unaudited)	(unaudited)
Cash and cash equivalents……	**1,638,612**	**767,328**	**2,644,633**	**2,644,633**
Non-Current Liabilities[1]…….	**398,616**	**207,870**	**207,870**	**207,870**
Shareholders' equity				
Share capital…….....	2,186,545	2,186,545	2,186,545	3,116,545
Share premium…….....	267,308,174	267,620,796	269,274,853	269,274,853
Other equity paid-in capital…….	64,620,223	64,620,223	64,620,223	64,620,223
Treasury shares reserve……..	(1,014,980)	(921,768)	(392,063)	(1,322,063)
Other reserves…….	31,757,431	31,949,881	31,949,881	31,949,881
Accumulated deficit……	(360,090,701)	(363,547,119)	(364,710,238)	(364,710,238)
Total shareholders' equity, net……	**4,766,692**	**1,908,558**	**2,929,201**	**2,929,201**
Total capitalization	**4,766,692**	**1,908,558**	**2,929,201**	**2,929,201**

1 As at December 31, 2025, June 30, 2026 and August 31, 2026, the non-current liabilities relate to consolidation entries for IFRS 16 (Leases) and IAS 19 (Employee Benefit). Therefore, these non-current liabilities are non-guaranteed debt, do not contain any secured liabilities and do not bear interest. All non-current liabilities are in CHF.

The Company does not have any outstanding bonds, contingent liabilities or outstanding loans. With respect to the outstanding options, please refer to Sections entitled ‘‘Securities and Option Rights held by Directors, Executive Management and Employees’’ on page 76, ‘‘Major Shareholders’’ starting on page 78, ‘‘Conditional share capital” on page 84, ‘‘Share option plan” on page 84 and “Description of Ordinary Warrants and Pre-Funded Warrants” on page 87.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of the financial condition and results of operations of the Company should be read in conjunction with our consolidated financial statements and the related notes thereto and other financial information appearing elsewhere in this Prospectus. This discussion contains forward-looking statements, which are based on assumptions about our future business that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements, please see Section 5"Special Note regarding forward-looking statements" beginning on page 8 for a discussion of the risks, uncertainties and assumptions associated with these statements. Factors that may cause such a difference in results include, but are not limited to, those outlined in the Section 9 "Risk Factors" beginning on page 15.

Overview

We are a clinical-stage pharmaceutical company focused on the development of a portfolio of novel orally available small molecule drug candidates. Our business comprises a pipeline of proprietary clinical and preclinical stage drug candidates that are being developed for diseases for which there are no approved therapies or where improved therapies are needed including post-stroke sensorimotor recovery, traumatic brain injury, or TBI, recovery, substance use disorders, or, SUD, and chronic cough. We also hold a 20% equity interest in a spin-out company, Neurosterix US Holdings LLC, a private company developing a portfolio of preclinical stage proprietary drug candidates for schizophrenia and mood disorders.

Our lead development compound is dipraglurant, a metabotropic glutamate receptor subtype 5 negative allosteric modulator, or mGlu5 NAM, currently under evaluation for future development in post-stroke/TBI recovery. On April 30, 2025, we announced entering into an option and collaboration agreement with Sinntaxis AB for an exclusive license to intellectual property covering the use of mGlu5 inhibitors for the treatment of brain injury recovery. The agreement also includes a research collaboration under which the Sinntaxis team will complete evaluation of dipraglurant for the treatment of brain injury recovery.

Our second development compound, ADX71149 is a novel orally active metabotropic glutamate receptor subtype 2 positive allosteric modulator, or mGlu2 PAM. On July 22, 2024, we announced that our partner, Janssen terminated the development of drug candidate ADX71149, because the Phase 2 study did not achieve statistical significance for the primary endpoint. On April 17, 2025, we announced that our partner Janssen terminated our partnership agreement and returned to us the program including all related intellectual property. We are currently evaluating the future development of ADX71149.

Our third development program is gamma-aminobutyric acid subtype-b positive allosteric modulators, or GABAB PAM for substance use disorders. On September 25, 2026, we announced that our partner, Indivior, terminated our license agreement, following their announced merger with Supernus Pharmaceuticals, returning to us the program including all related intellectual property. The program has successfully completed IND enabling studies with a selected compound and subject to securing funding or a development partner, we plan to seek regulatory approval to enter Phase 1.

Our fourth development program is GABAB PAM for chronic cough. Under the terms of the recently terminated agreement with Indivior, we have exercised our right to select a compound to advance our own independent GABAB PAM program for the treatment of chronic cough. Our selected compound has demonstrated robust anti-tussive activity in multiple preclinical models of chronic cough compared to reference drugs. Subject to securing funding or a development partner, we plan to initiate IND enabling studies.

We cannot forecast with any degree of certainty which proprietary products or indications, if any, will be subject to future collaborative arrangements, in whole or in part, and how such arrangements would affect our development plan or capital requirements. To date, we have secured grants and other funding from government and non-governmental organizations. As we advance our clinical and preclinical programs, we will continue to apply for subsidies, grants and government or agency sponsored studies that could offset or reduce our development costs. The development and commercialization of drugs is highly competitive. We compete with a variety of multinational pharmaceutical companies and specialized pharmaceutical companies, including products approved for marketing and/or drug candidates under development, for each of the drug candidates and each of the indications for which we are developing.

Furthermore, government authorities in the United States, at the federal, state and local levels, and in other countries, extensively regulate, among other things, the research, development, testing, manufacture, packaging, storage, recordkeeping, labeling, advertising, promotion, distribution, marketing, import and export of pharmaceutical products, such as those we are developing. The processes for obtaining regulatory approvals in the United States and in foreign countries, along with subsequent compliance with applicable statutes and regulations, require the expenditure of substantial time and financial resources.

We were founded in May 2002 and completed our initial public offering of shares on the SIX Swiss Exchange in May 2007. On January 29, 2020, we listed American Depositary Shares (ADSs) representing our shares on the Nasdaq Stock Market following the United States Securities and Exchange Commission (SEC) having declared our registration statements on Forms F-1 and F-6 effective. On October 6, 2023, we filed a post-effective amendment to the form F-6 in Addex Therapeutics in order to change our ADS ratio from one ADS to six shares to a new ratio of one ADS to one hundred and twenty shares. The ADS ratio change has been effective since October 23, 2023, and had the same effect as a one to twenty ADS reverse split. On September 22, 2025, we filed a new registration statement on F-6 in order to appoint the Bank of New-York Mellon (BNY) as our new ADS depositary agent.

Our operations to date have included organizing and staffing our company, raising capital, out-licensing rights to our research stage programs and conducting preclinical studies and clinical trials.

As of June 30, 2026, we have generated CHF 66.8 million of revenue from the sale of license rights and conducting funded research activities for certain research programs. We have historically financed our operations mainly through the sale of equity. Through June 30, 2026, we had raised an aggregate of CHF 357.1 million of gross proceeds from the sale of equity.

We have incurred losses for a total amount of CHF 363.5 million since our inception to June 30, 2026. During the six-month periods ended June 30, 2025 and 2026 we incurred net losses of CHF 3.3 million and CHF 3.5 million, respectively. During the twelve-month period ended December 31, 2023 and December 31, 2025, we incurred net losses of CHF 10.6 million and CHF 6.7 million, respectively. During the same period ended December 31, 2024, we recognized a net gain of CHF 7.1 million, primarily due to the consideration received in 2024 from the sale of a part of our business to Neurosterix. We expect to continue to incur significant expenses and operating losses in the medium to the long term. We anticipate that our expenses will increase significantly in connection with our ongoing and future activities as we:

- continue to invest in our portfolio of preclinical and clinical stage programs;
- hire additional research and development, and general and administrative personnel;
- maintain, expand and protect our intellectual property portfolio;
- identify and in-license or acquire additional drug candidates; and
- incur additional costs associated with operating as a public company in the United States.

We will need substantial additional funding to support our operating activities as we advance our research and drug candidates through clinical development, seek regulatory approval and prepare for commercialization, if any, of our product candidates are approved. Adequate funding may not be available to us on acceptable terms, or at all.

We have no manufacturing facilities, and all our manufacturing activities are contracted out to third parties. Additionally, we currently utilize third-party contractors to carry out a significant proportion of our research and development activities. Furthermore, we do not yet have a sales organization.

The Neurosterix Transaction

On April 2, 2024, we divested our allosteric modulator discovery platform and a portfolio of pre-clinical programs to a new Swiss company, Neurosterix Pharma Sàrl (equivalent to an LLC), focused on the discovery and development of novel orally available allosteric modulator drug candidates, including M4 PAM for schizophrenia and mGlu7NAM for stress related disorders. In connection with the Transaction, we received gross proceeds of CHF 5.0 million and a 20% equity interest in Neurosterix US Holdings LLC, the parent company of Neurosterix Pharma Sàrl. Neurosterix US Holdings LLC received USD 65.0 million from a syndicate of investors led by Perceptive Advisors.

The divestment of our discovery platform and early-stage programs includes the transfer of the associated research and development staff, with a service agreement to allow key members of staff to support us in achieving our business strategy at zero cost for us until December 31, 2024. As of the date of the Transaction, all employees of the Group, other than our Head of Finance, became employees of Neurosterix Pharma Sàrl. Pursuant to the service agreement, certain former employees dedicate a portion of their time to us. As of January 1, 2025, the agreement was not formally renewed. However, Neurosterix agreed to provide the Group with access to certain employees and infrastructure at zero cost. Since November 1, 2025, our CEO, Tim Dyer, has been directly remunerated by us. On February 28, 2026, Neurosterix relocated its offices, and since that date we assumed responsibility for the rent of our administrative offices.

License Agreement with Indivior

On January 2, 2018, we entered into an agreement with Indivior for the discovery, development and commercialization of novel GABAB PAM compounds for the treatment of addiction and other CNS diseases. This agreement includes the selected clinical candidate, ADX71441. In addition, Indivior agreed to fund a research program at Addex to discover novel GABAB PAM compounds.

On August 27, 2024, Indivior selected a compound for future development in substance use disorder and the Group also exercised its right to select a compound to advance its own independent GABAB PAM program for the treatment of chronic cough. On May 12, 2025, Indivior successfully completed IND enabling studies with their selected compound. On September 25, 2026, Indivior terminated our license agreement, following their announced merger with Supernus Pharmaceuticals, returning to us the program including all related intellectual property

Components of Results of Operations

Revenue

From the beginning of January 1, 2023 through June 30, 2026, we recognized CHF 2.1 million as revenue primarily under our recently terminated license agreement with Indivior. We do not have approval to market or commercialize any of our drug candidates, we have never generated revenue from the sale of products and we do not expect to generate any revenue from product sales for the foreseeable future. Prior to approval of a drug candidate, we will seek to generate revenue from a combination of license fees, milestone payments in connection with collaborative or strategic relationships, royalties resulting from the licensing of our drug candidates and payments from sponsored research and development activities as well as grants from governmental and non-governmental organizations.

Revenue from collaborative arrangements comprises the fair value for the sale of products and services, net of value added tax, rebates and discounts. Revenue from the rendering of services is recognized in the accounting period in which the services are rendered, by reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total service to be provided. Revenue from collaborative arrangements may include the receipt of non-refundable license fees, milestone payments, and research and development payments. When we have continuing performance obligations under the terms of the arrangements, non-refundable fees and payments are recognized as revenue by reference to the completion of the performance obligation and the economic substance of the agreement.

Our revenue has varied, and we expect revenue to continue to vary, substantially from year to year, depending on the structure and timing of milestone events, as well as our development and commercialization strategies and those of our collaboration partners for our drug candidates. We, therefore, believe that historical period to period comparisons are not meaningful and should not be relied upon as an indicator of our future revenue and performance potential.

Other Income

From the beginning of January 2023 through June 30, 2026, we recognized CHF 0.2 million as other income primarily related to the fair value of the service agreement with Neurosterix Group.

Operating Expenses

Research and Development Costs

From the beginning of January 1, 2023 through June 30, 2026, we incurred CHF 9.9 million in research and development costs. They consist mainly of direct research costs, which include costs associated with the use of contract research organizations, or CROs, and consultants hired to assist on our research and development activities, personnel costs, share-based compensation for our employees and consultants, costs related to regulatory affairs and intellectual property, as well as depreciation for assets used in research and development activities. Following the Neurosterix Transaction executed on April 2, 2024, research and development costs no longer include personnel costs and share-based compensation for employees. We currently use our consultants and CRO's across our research and development programs. For the twelve-month periods ended December 31, 2023, 2024 and 2025 respectively, the research and development costs related to divested activities have been recognized in our statements of profit or loss under "Net profit or loss from discontinued operations".

The following table provides a breakdown of our outsourced research and development costs that are directly attributable to the specified programs for the six-month periods ended June 30, 2026 and 2025 and the years ended December 31, 2025, 2024 and 2023 :

	For the six-month periods ended June 30,		For the years ended December 31,		
	2026	2025	2025	2024	2023*
	(CHF in thousands, unaudited)		(CHF in thousands, unaudited)		
Dipraglurant……	-	93	-	78	(99)
GABAB PAM……	6	4	169	357	1,042
Other programs…….....	6	4	21	-	-
Total outsourced research and development costs…….	**12**	**101**	**190**	**435**	**943**

** The 2023 comparatives have been re-presented in order to disclose only continuing operations following the Neurosterix Transaction described above. For more information, please refer to the paragraph below related to the analysis of results of operations.*

Our research and development expenses are low due to the Neurosterix Transaction. We have no ongoing self-funded clinical studies and in the medium and long term, our expenses may increase, particularly as we continue to the development of our drug candidates and initiate further clinical trials. The table above relates to outsourced research and development costs from continuing operations. Outsourced research and development costs related to discontinued operations from January 1, 2023 to April 2, 2024 have been recognized in the statements of profit or loss under "net profit or loss from discontinued operations.

At this time, we cannot reasonably estimate or know the nature, timing and estimated costs of the efforts that will be necessary to complete the development of our drug candidates. We are also unable to predict when, if ever, material net cash inflows will commence from sales of our drug candidates. This is due to the numerous risks and uncertainties associated with developing such drug candidates, including:

- uncertainty related to discovering clinical candidates;
- uncertainty related to efficiently manufacturing and distributing drug products;
- competitor intellectual property restraining our freedom to operate; and
- timing of initiation, completion and outcome of further clinical trials;

In addition, the probability of success for any of our drug candidates will depend on numerous factors, including competition, manufacturing capabilities and commercial viability. A change in the outcome of any of these variables with respect to the development of any of our drug candidates would significantly change the costs, timing and viability associated with the development of that drug candidate.

General and Administrative Costs

General and administrative costs consist primarily of staff costs, including salaries, benefits and share-based compensation cost for our employees, D&O insurances and professional fees including legal fees related to corporate matters and audit fees.

Finance Result, Net

Finance result net consists mainly of currency exchange differences.

Net profit or loss from discontinued operations

The net profit or loss from discontinued operations has been recognized in the statements of comprehensive profit or loss under "net profit or loss from discontinued operations". It primarily relates to research and development costs, general and administrative costs, finance result related to divested activities, and the consideration received from the sale to Neurosterix's Group.

Share of net loss of investments accounted for using the equity method

We received an equity interest of 20% in Neurosterix US Holdings LLC as part of the Neurosterix Transaction. The equity interest has been recognized as an investment at fair value based on a financial valuation of Neurosterix's Group. The carrying amount of the investment has been decreased to recognize the share of loss of Neurosterix's Group and tested for impairment whenever events or changes in circumstances indicate that its fair value may be below its recoverable amount.

Taxation

We are subject to corporate taxation in Switzerland, United States and France. We are also entitled under Swiss laws to carry forward any losses incurred for a period of seven years and can offset our losses carried forward against future taxes.

As of December 31, 2025, we had tax losses carried forward totaling CHF 173.5 million of which CHF 23.1 million will expire by the end of 2026. Deferred income taxes are not recognized as we do not believe it is probable that we will generate sufficient taxable profits to utilize these tax losses carried forward.

Analysis of Results of Operations

The following table presents our consolidated results of operations for the six-month periods ended June 30, 2026 and 2025 and the fiscal years 2025, 2024 and 2023 :

	For the six-month periods ended June 30,		For the years ended December 31,		
	2026	2025	2025	2024	2023*
	(CHF in thousands, unaudited)		(CHF in thousands, audited)		
Revenue……..	**-**	**-**	**30**	**404**	**1,613**
Other Income……..…..	**18**	**107**	**143**	**6**	**4**
Research and development costs……	(74)	(391)	(672)	(854)	(1,187)
General and administrative costs…….....	(1,069)	(1,056)	(2,316)	(2,311)	(2,673)
**Operating loss from continuing operations…….....	**(1,125)**	**(1,340)**	**(2,815)**	**(2,755)**	**(2,243)**
Finance income…….....		-	-	27	64
Finance expense……..		13	(15)	(4)	(321)
Finance result	**-**	**13**	**(15)**	**23**	**(257)**
Share of net loss of investments accounted for using the equity method……	(2,331)	(2,079)	(4,012)	(2,177)	-
Net loss before tax from continuing operations……	**(3,456)**	**(3,432)**	**(6,842)**	**(4,909)**	**(2,500)**
Income tax expense……	**-**	-	**-**	**-**	**-**
Net loss from continuing operations……	**(3,456)**	**(3,432)**	**(6,842)**	**(4,909)**	**(2,500)**
Net profit / (loss) from discontinued operations attributable to equity holders of the Group……	**-**	118	114	11,965	(8,056)
Net profit / (loss) for the period……	**(3,456)**	**(3,314)**	**(6,728)**	**7,056**	**(10,556)**

** The comparative information has been re-presented due to discontinued operations that have been reclassed to the financial line called "Net profit or loss from discontinued operations", following the Neurosterix Transaction described above. In the financial analysis related to the results of operations made further in the section an asterisk will indicate where comparative information has been represented.*

Six Months Ended June 30, 2026 Compared to Six Months Ended June 30, 2025

Other Income

The following table sets forth our other income in the six-month periods ended June 30, 2026 and 2025:

	For the six months ended June 30,	
	2026	**2025**
	(CHF in thousands, unaudited)	
Fair value of services received at zero cost from Neurosterix Group……....	18	105
Other service income.....	**-**	2
**Total ..... **	**18**	**107**

During the six-month periods ended June 30, 2026 and 2025, other income primarily related to the fair value of the services received at zero cost from Neurosterix's Group.

Research and Development Expenses

The following table sets forth our research and development expenses in the six-month periods ended June 30, 2026 and 2025:

	For the six months ended June 30,	
	2026	**2025**
	(CHF in thousands, unaudited)	
GABAB PAM…….	-	93
Dipraglurant	6	4
Other programs.....	15	4
**Subtotal outsourced R&D per program ..... **	**21**	**101**
Patent maintenance and registration costs	30	97
Fair value of services received at zero costs……	10	93
Other operating expenses	13	100
**Subtotal unallocated R&D expenses ..... **	**53**	**290**
**Total ..... **	**74**	**391**

Research and development expenses decreased by CHF 0.3 million in the six-month period ended June 30, 2026, compared to the six-month ended period June 30, 2025, primarily due to decreased GABAB PAM outsourced R&D expenses and reduced services received at zero cost from Neurosterix's Group.

General and Administrative Costs

The following table sets forth our general and administrative costs in the six-month periods ended June 30, 2026 and 2025:

	For the six months ended June 30,	
	2026	**2025**
	(CHF in thousands, unaudited)	
Staff costs	441	146
Professional fees	356	622
D&O Insurance	74	92
Listing costs	106	91
Depreciation	35	4
Fair value of services received at zero costs	8	12
Other operating costs	49	89
Total	**1,069**	**1,056**

General and administrative costs, primarily driven by staff costs and professional fees, remained stable around CHF 1.1 million in the six-month period ended June 30, 2026, compared to the six-month period ended June 30, 2025.

Share of net loss of investments accounted for using the equity method

	For the six months ended June 30,	
	2026	**2025**
	(CHF in thousands, unaudited)	
Share of net loss for the period of Neurosterix Group	2,331	2,079
Total	**2,331**	**2,079**

The share of the net loss of Neurosterix's Group increased by CHF 0.3 million in the six-month period ended June 30, 2026, compared to the six-month period ended June 30, 2025.

Year Ended December 31, 2025 Compared to Year Ended December 31, 2024

Revenue

The following table sets forth our revenue in 2025 and 2024.

	For the years ended December 31,	
	2025	**2024**
	(CHF in thousands, audited)	
Collaborative research funding	30	404
Total	**30**	**404**

Revenue decreased by CHF 0.3 million in 2025 compared to 2024 primarily due to the termination of the research agreement with Indivior on June 30, 2024.

Other Income

The following table sets forth the other income in 2025 and 2024.

	For the years ended December 31,	
	2025	**2024**
	(CHF in thousands, audited)	
Other service income	143	6
Total	**143**	**6**

Other income increased by CHF 0.1 million in 2025 compared to 2024 primarily due to the fair value of the extension of the service agreement with Neurosterix Group.

Research and Development Expenses

The following table sets forth our research and development expenses in 2025 and 2024.

	For the years ended December 31,	
	2025	**2024**
	(CHF in thousands, unaudited)	
Dipraglurant	-	78
GABAB PAM	169	357
Other programs	21	-
Subtotal outsourced R&D per program	**190**	**435**
Depreciation	-	78
Patent maintenance and registration costs	189	283
Other operating expenses	293	58
Subtotal unallocated R&D expenses	**482**	**419**
Total	**672**	**854**

Research and development expenses, relating to continuing activities, decreased by CHF 0.2 million in 2025 compared to 2024, primarily due to lower GABAB PAM outsourced R&D expenses as we successfully completed the research phase of our agreement with Indivior on June 30, 2024.

General and Administrative Costs

The following table sets forth our general and administrative costs in 2025 and 2024.

	For the years ended December 31,	
	2025	**2024**
	(CHF in thousands, unaudited)	
Staff costs	389	243
Depreciation	8	115
Professional fees	1,315	1,207
D&O Insurance	184	226
Other operating costs	420	520
Total	**2,316**	**2,311**

General and administrative costs, relating to continuing activities, driven by the evolution of professional fees remained stable at CHF 2.3 million in 2024 and 2025.

Share of net loss of investments accounted for using the equity method

	For the years ended December 31,	
	2025	**2024**
	(CHF in thousands, audited)	
Share of net loss for the period of Neurosterix Group	(4,012)	(2,177)
Total	**(4,012)**	**(2,177)**

The share of the net loss of Neurosterix Group amounted to CHF 4.0 million (CHF 2.2 million in 2024) and relates to 20% of the net loss incurred by Neurosterix group.

Year Ended December 31, 2024 Compared to Year Ended December 31, 2023

Revenue

The following table sets forth our revenue in 2024 and 2023.

	For the years ended December 31,	
	2024	**2023***
	(CHF in thousands, audited)	
Collaborative research funding	404	1,613
Total	**404**	**1,613**

Revenue decreased by CHF 1.2 million in 2024 compared to 2023 primarily due to the successful completion of the research phase of our agreement with Indivior on June 30, 2024.

Other Income

The following table sets forth the other income in 2024 and 2023.

	For the years ended December 31,	
	2024	**2023***
	(CHF in thousands, audited)	
Other service income	6	4
Total	**6**	**4**

Other income recognized primarily related to IT consulting services and was close to nil in 2024 and 2023.

Research and Development Expenses

The following table sets forth our research and development expenses in 2024 and 2023.

	For the years ended December 31,	
	2024	**2023***
	(CHF in thousands, unaudited)	
Dipraglurant	78	(99)
GABAB PAM	357	1,042
Subtotal outsourced R&D per program	**435**	**943**
Depreciation	78	-
Patent maintenance and registration costs	283	229
Other operating expenses	58	15
Subtotal unallocated R&D expenses	**419**	**244**
Total	**854**	**1,187**

Research and development expenses, relating to continuing activities, decreased by CHF 0.3 million in 2024 compared to 2023, primarily due to lower GABAB PAM outsourced R&D expenses as we completed the research phase of our agreement with Indivior on June 30, 2024.

General and Administrative Costs

The following table sets forth our general and administrative costs in 2024 and 2023.

	For the years ended December 31,	
	2024	**2023***
	(CHF in thousands, unaudited)	
Staff costs	243	237
Depreciation	115	12
Professional fees	1,207	1,164
D&O Insurance	226	629
Other operating costs	520	631
Total	**2,311**	**2,673**

General and administrative costs, relating to continuing activities, decreased by CHF 0.4 million in 2024 compared to 2023, primarily due to reduced D&O insurance costs.

Finance Result, Net

The following table sets forth our finance result net in 2024 and 2023.

	For the years ended December 31,	
	2024	**2023***
	(CHF in thousands, audited)	
Interest income	9	64
Interest expense	(1)	(2)
Interest expense on leases	(2)	(2)
Foreign exchange gain / (loss), net	17	(317)
Total	**23**	**(257)**

Finance result, net increased by CHF 0.3 million in 2024 compared to 2023, primarily due to reduced exchange differences as our cash deposits in U.S dollar have decreased.

Liquidity and Capital Resources

Since our inception through June 30, 2026, we have generated CHF 66.8 million of revenue and have incurred net losses and negative cash flows from our operations. We have funded our operations primarily through the sale of equity. From inception through June 30, 2026, we raised an aggregate of CHF 357.1 million of gross proceeds from the sale of equity. We have also raised gross proceeds of CHF 5.0 million and acquired a 20% equity interest in Neurosterix US Holdings LLC as part of the Neurosterix Transaction executed on April 2, 2024.

As at June 30, 2026, we had CHF 0.8 million in cash and cash equivalents. From July 1, 2026 to August 25, 2026, we raised gross proceeds of USD 2.8 million (CHF 2.3 million) through the sale of 52,970,533 shares of which 52,762,680 have been sold in a form of ADSs through the At the Market (ATM) offering agreement with H.C. Wainwright & Co.

Our primary uses of cash are to fund operating expenses, which consist mainly of research and development expenditures and associated general and administrative costs. Cash used to fund operating expenses is impacted by the timing of when we pay these expenses, as reflected in the changes in our outstanding accounts payable and accrued expenses. We currently have no ongoing material financing commitments, such as lines of credit or guarantees.

In the medium and long term, we expect an increase of our expenses compared to the six-month period ended June 30, 2026, as we continue to the development of our GABAB PAM chronic cough drug candidates and initiate further clinical trials and seek marketing approval for our drug candidates.

In addition, if we obtain marketing approval for any of our drug candidates, we expect to incur significant commercialization expenses related to program sales, marketing, manufacturing and distribution to the extent that such sales, marketing and distribution are not the responsibility of potential collaborators. Accordingly, we will need to obtain substantial additional funding in connection with our continuing operations. If we are unable to raise capital when needed or on attractive terms, we would be forced to delay, reduce or eliminate our research and development programs or future commercialization efforts.

We expect our existing cash and cash equivalents at the issuance date of this prospectus will be sufficient to fund our operations and meet all of our obligations as they fall due through the fourth quarter of 2027. These factors individually and collectively indicate that a material uncertainty exists that raises substantial doubt about our ability to continue as a going concern for one year from the issuance date of this prospectus. Our future viability is dependent on our ability to monetize our intellectual property portfolio or financial assets and /or raise additional capital through public or private financings that may dilute existing shareholders. We have based this estimate on assumptions that may prove to be wrong, and we could utilize our available capital resources sooner than we currently expect. Our future capital requirements will depend on many factors, including:

- the scope, progress, results and costs of our ongoing and planned preclinical and clinical study for our drug candidates;
- the extent to which we out-license, in-license, sell or acquire other drug candidates and technologies;
- the number and development requirements of other drug candidates that we may pursue;
- the costs, timing and outcome of regulatory review of our drug candidates;
- the cost associated with finding alternative suppliers due to geopolitical events such as the ongoing war in Ukraine and the Middle East conflict ;
- the costs associated with building out our operations; and
- the costs and timing of future commercialization activities, including drug manufacturing, marketing, sales and distribution, for any of our drug candidates for which we received marketing approval.

Identifying potential drug candidates and conducting preclinical studies and clinical trials is a time-consuming, expensive and uncertain process that takes many years to complete, and we may never generate the necessary data or results required to obtain marketing approval and achieve product sales. In addition, our drug candidates, if approved, may not achieve commercial success. Our revenue, if any, will be derived from sales of products that we do not expect to be commercially available for many years, if at all.

Until such time, if ever, as we can generate substantial product revenue, we may finance our cash needs through a combination of equity offerings, debt financings, collaborations, strategic alliances and licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, your ownership interest will be diluted, and the terms of any additional securities may include liquidation or other preferences that adversely affect your rights as a shareholder. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends.

If we raise funds through additional collaborations, strategic alliances or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or drug candidates or to grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings when needed, we may be required to delay, limit, reduce or terminate our product development or future commercialization efforts or grant rights to develop and market drug candidates that we would otherwise prefer to develop and market ourselves.

The following table shows a summary of our cash flows of the continuing operations for the periods indicated:

	For the six-month period ended June 30,		For the years ended December 31,		
	2026	2025	2025	2024	2023
	(CHF in thousands, unaudited)		(CHF in thousands, audited)		
Net cash flows used in continuing operating activities…….	(1,234)	(1,019)	(2,171)	(2,772)	(2,168)
Net cash flows used in continuing investing activities……..	-	(737)	(795)	(1)	-
Net cash flows from financing activities…….....	355	747	1,184	174	5,553
Net cash (used in) / from continuing activities…….	**(879)**	**(1,009)**	**(1,782)**	**(2,599)**	**3,385**

Operating activities of continuing operations

Net cash flows used in operating activities consist of the net loss from continuing operations adjusted for changes in net working capital (current assets less current liabilities), and for non-cash items such as the share of net loss of associates, the value of share-based services and changes in post-employment benefits.

During the six-month period ended June 30, 2026, continuing operating activities used CHF 1.2 million of cash primarily due to our continued net loss of CHF 3.5 million partially offset by non-cash items of CHF 2.4 million primarily related to the share of the net loss of Neurosterix's Group and an increased net working capital of CHF 0.1 million due to increased prepayments primarily driven by the retirement benefit contributions paid annually at the beginning of the year.

During the six-month period ended June 30, 2025, operating activities used CHF 1.0 million of cash primarily due to our continued net loss of CHF 3.4 million partially offset by a decreased net working capital of CHF 0.3 million and non-cash items of CHF 2.1 million primarily related to the share of the net loss of Neurosterix's Group.

During the year ended December 31, 2025, continuing operating activities used CHF 2.2 million of cash primarily due to our net loss from continuing operations of CHF 6.8 million partially offset by a decreased net working capital of CHF 0.5 million mainly due to increased payables and non-cash items of CHF 4.1 million primarily related to the share of the net loss of Neurosterix Group.

During the year ended December 31, 2024, continuing operating activities used CHF 2.8 million of cash primarily due to our net loss from continuing operations of CHF 4.9 million partially offset by non-cash items amounting to CHF 2.5 million primarily related to the share of the net loss of the Neurosterix Group.

During the year ended December 31, 2023, continuing operating activities used CHF 2.2 million of cash primarily due to our net loss from continuing operations of CHF 2.5 million partially offset by non-cash items of CHF 0.3 million primarily related to share-based costs.

Investing Activities of Continuing Operations

Net cash flows used in investing activities consists primarily of investments in equity interest.

During the six-month period ended June 30, 2026, cash used in continuing investing activities was nil, whilst it amounted to CHF 0.8 million for the same period ended June 30, 2025 due to the equity investment in Stalicla Ltd.

During the year ended December 31, 2024 and 2023 investing activities of continuing operations were nil or close to nil and primarily related to investments in software and computer hardware.

Financing Activities

Net cash flows from financing activities, primarily consists of proceeds from the sale of equity securities.

During the six-month period ended June 30, 2026, net cash flows from financing activities amounted to CHF 0.4 million and primarily related to the net proceeds from the sale of treasury shares sold under the form of ADSs through the At the Market Agreement with H.C. Wainwright.

During the six-month period ended June 30, 2025, net cash flows from financing activities amounted to CHF 0.7 million and primarily related to the net proceeds from the sale of treasury shares executed through private placements.

During the year ended December 31, 2025, net cash flows from continuing financing activities amounted to CHF 1.2 million and primarily related to proceeds from the sale of treasury shares executed through private placements and the sale agency agreement managed by Kepler Cheuvreux.

During the year ended December 31, 2024, net cash flows from financing activities amounted to CHF 0.2 million and primarily related to the sale of treasury shares through the sale agency agreement managed by Kepler Cheuvreux.

During the year ended December 31, 2023, net cash flows from financing activities amounted to CHF 5.6 million including CHF 4.5 million from the offering executed with an institutional investor on April 3, 2023 and CHF 1.2 million from the sale agency agreement managed by Kepler Cheuvreux, partially offset by costs associated with the offering, the sale and the issuance of treasury shares whose combined amount paid during the annual year ended December 31, 2023 amounted to CHF 0.3 million.

Lease Liabilities and Commitments

The maturities for lease payments in relation to operating lease under IFRS 16 as of June 30, 2026 are as follows:

	Less than 1 Year	1 to 5 Years	More than 5 Years	Total cash out flows	Carrying amount liabilities
			(CHF in thousands)		
Lease liabilities	57	25	-	82	77
Total	**57**	**25**	-	**82**	**77**

Lease liabilities relate to the rent related to our registered office located at 12, Chemin des Aulx, Plan-Les-Ouates, Geneva. Until February 28, 2026, we used at zero cost the administrative offices of Neurosterix Group located in Campus Biotech, Chemin des Mines 9, Geneva, Switzerland. Since that date, we assumed responsibility for the rent of our administrative offices following Neurosterix relocation to other offices within Campus Biotech.

We have no cancellable operating lease commitments over 5 years. We enter into contracts in the normal course of business with CROs for preclinical studies, manufacturing and other services and products for operating purposes. These contracts generally provide for termination upon notice, and therefore we believe that our non-cancelable obligations under these agreements are not material.

Outstanding Debt

We do not engage in trading activities involving non-exchange traded contracts nor do we currently have any debt outstanding. We therefore believe that we are not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in these relationships.

JOBS Act Transition Period

We were an "emerging growth company" as defined in the JOBS Act for the finance reporting published until December 31, 2025. During this period, we took advantage of exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies primarily related to the exemption from complying with the auditor attestation requirements of Section 404. Even though we are no longer an emerging growth company, we remain exempt from the auditor attestation requirements of Section 404 pursuant to the rules of the SEC because we remain a "non-accelerated filer" defined in rule 12b2-2 under the Exchange Act as a public company with an aggregate market value of its outstanding shares held by non-affiliates below $75 million as of June 30 of each fiscal year. The other exemptions that we no longer benefit relate to reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation including golden parachute compensation.

13. BUSINESS

History and Development of the Company

Addex Therapeutics Ltd, the holding company for the Group, is a Swiss corporation (*société anonyme/Aktiengesellschaft*) of unlimited duration, incorporated under the laws of Switzerland and registered in the commercial register of the Canton of Geneva, Switzerland, on March 19, 2007, under the register number CHE-113.514.094. Addex Therapeutics Ltd was listed on the SIX Swiss Exchange in May 2007. Addex Pharma SA, the Group's operating company, was founded in 2002. As at the time of publication of this Prospectus, the Articles are dated June 29, 2026.

Addex Therapeutics Ltd was formerly known as Addex Pharmaceuticals Ltd and changed its name to Addex Therapeutics Ltd in March 2012. We have our seat in Plan-les-Ouates and our registered office at c/o Addex Pharma SA, Chemin des Aulx 12, 1228 Plan-les-Ouates, Switzerland and our head office at the Campus Biotech, Chemin des Mines 9, 1202 Geneva, Switzerland. Our telephone number at this location is +41 22 884 1555. Our website address is http://www.addextherapeutics.com. The information contained on our website is not incorporated by reference in this Prospectus and you should not consider it a part of this Prospectus.

Business Purpose and Business Year

According to article 2 of our articles of association, our purpose is to acquire, to hold, to administer continuously, to sell and to finance participations in companies of all kinds in Switzerland and abroad, to the exclusion of real estate participation unless permitted under Swiss law. Our articles of association further provide that we may (i) open branch offices and subsidiaries and agencies in Switzerland and abroad and grant guarantees or other security in relation to liabilities of affiliated companies, (ii) engage in any other commercial, financial and other activities which may promote or relate to the purpose of the Company and (iii) acquire, manage, exploit and sell in Switzerland and abroad intellectual property rights and, where permitted under Swiss law, real estate.

Our fiscal year commences on January 1 and ends on December 31 of each calendar year.

Group Structure

As of the date of this Prospectus, the Group has three wholly owned subsidiaries. Addex Pharma SA, based in Plan-les-Ouates, Geneva, Switzerland, conducts our operations, including research, development, and registration activities, and holds the Group's intellectual property. Addex Pharmaceuticals Inc., registered in Delaware with its principal business location in San Francisco, California, United States. Addex Pharmaceuticals SAS, based in Archamps, France, is organized under the laws of France. The Group also owns a 20% equity interest in Neurosterix US Holdings LLC, USA. Neurosterix US Holdings LLC fully owns directly Neurosterix Swiss Holdings AG, Switzerland and indirectly Neurosterix Pharma Sàrl whose principal place of business is Chemin des Mines 9, CH 1202 Geneva, Switzerland.

Overview

We are a clinical-stage pharmaceutical company focused on the development of a portfolio of novel orally available small molecule drug candidates. Our business comprises a pipeline of proprietary clinical and preclinical stage drug candidates that are being developed for diseases for which there are no approved therapies or where improved therapies are needed including post-stroke sensorimotor recovery, traumatic brain injury, or TBI, recovery, substance use disorders, or, SUD, and chronic cough. We also hold a 20% equity interest in a spin-out company, Neurosterix US Holdings LLC, a private company developing a portfolio of preclinical stage proprietary drug candidates for schizophrenia and mood disorders.

Our lead development compound is dipraglurant, a metabotropic glutamate receptor subtype 5 negative allosteric modulator, or mGlu5 NAM, currently under evaluation for future development in post-stroke/TBI recovery. On April 30, 2025, we announced entering into an option and collaboration agreement with Sinntaxis AB for an exclusive license to intellectual property covering the use of mGlu5 inhibitors for the treatment of brain injury recovery. The agreement also includes a research collaboration under which the Sinntaxis team will complete evaluation of dipraglurant for the treatment of brain injury recovery.

Our second development compound, ADX71149 is a novel orally active metabotropic glutamate receptor subtype 2 positive allosteric modulator, or mGlu2 PAM. On July 22, 2024, we announced that our partner Janssen terminated the development of drug candidate ADX71149, because the Phase 2 study did not achieve statistical significance for the primary endpoint. On April 17, 2025, we announced that our partner Janssen terminated our partnership agreement and returned to us the program including all related intellectual property. We are currently evaluating the future development of ADX71149.

Our third development program is gamma-aminobutyric acid subtype-b positive allosteric modulators, or GABAB PAM for substance use disorders. On September 25, 2026, we announced that our partner, Indivior, terminated our license agreement, following their announced merger with Supernus Pharmaceuticals, returning to us the program including all related intellectual property. The program has successfully completed IND enabling studies with a selected compound and subject to securing funding or a development partner, we plan to seek regulatory approval to enter Phase 1.

Our fourth development program is GABAB PAM for chronic cough. Under the terms of the recently terminated agreement with Indivior, we have exercised our right to select a compound to advance our own independent GABAB PAM program for the treatment of chronic cough. Our selected compound has demonstrated robust anti-tussive activity in multiple preclinical models of chronic cough compared to reference drugs. Subject to securing funding or a development partner, we plan to initiate IND enabling studies.

We cannot forecast with any degree of certainty which proprietary products or indications, if any, will be subject to future collaborative arrangements, in whole or in part, and how such arrangements would affect our development plan or capital requirements. To date, we have secured grants and other funding from government and non-governmental organizations. As we advance our clinical and preclinical programs, we will continue to apply for subsidies, grants and government or agency sponsored studies that could offset or reduce our development costs.

The development and commercialization of drugs is highly competitive. We compete with a variety of multinational pharmaceutical companies and specialized pharmaceutical companies, including products approved for marketing and/or drug candidates under development, for each of the drug candidates and each of the indications for which we are developing. Furthermore, government authorities in the United States, at the federal, state and local levels, and in other countries, extensively regulate, among other things, the research, development, testing, manufacture, packaging, storage, recordkeeping, labeling, advertising, promotion, distribution, marketing, import and export of pharmaceutical products, such as those we are developing. The processes for obtaining regulatory approvals in the United States and in foreign countries, along with subsequent compliance with applicable statutes and regulations, require the expenditure of substantial time and financial resources.

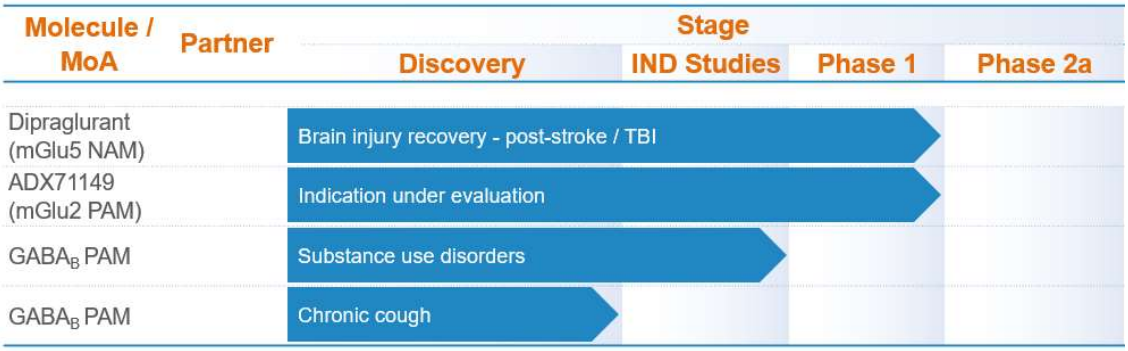
The Neurosterix Transaction

On April 2, 2024, we divested our allosteric modulator discovery platform and a portfolio of pre-clinical programs to a new Swiss company, Neurosterix Pharma Sàrl (equivalent to an LLC), focused on the discovery and development of novel orally available allosteric modulator drug candidates, including M4PAM for schizophrenia, mGlu7NAM for mood disorders and mGlu2NAM for mild neurocognitive disorders. In connection with the Transaction, we received gross proceeds of CHF 5.0 million and a 20% equity interest in Neurosterix US Holdings LLC, the parent company of Neurosterix Pharma Sàrl. Neurosterix US Holdings LLC received USD 65.0 million from a syndicate of investors led by Perceptive Advisors.

The divestment of our discovery platform and early-stage programs included the transfer of the associated research and development staff, with a service agreement to allow key members of staff to support the Group in achieving our business strategy at zero cost for the Group until December 31, 2024. As of the date of the Transaction, all employees of the Group, other than our Head of Finance, became employees of Neurosterix Pharma Sàrl. Pursuant to the service agreement, certain former employees dedicate a portion of their time to the Group. As of January 1, 2025, the agreement was not formally renewed. However, Neurosterix agreed to provide the Group with access to certain employees and infrastructure at zero cost. Since November 1, 2025, our CEO, Tim Dyer, has been directly remunerated by us. On February 28, 2026, Neurosterix relocated its offices, and since that date we assumed responsibility for the rent of our administrative offices.

Development Portfolio

Using our drug development expertise, we have established a portfolio of clinical and preclinical programs, internally and with partners.



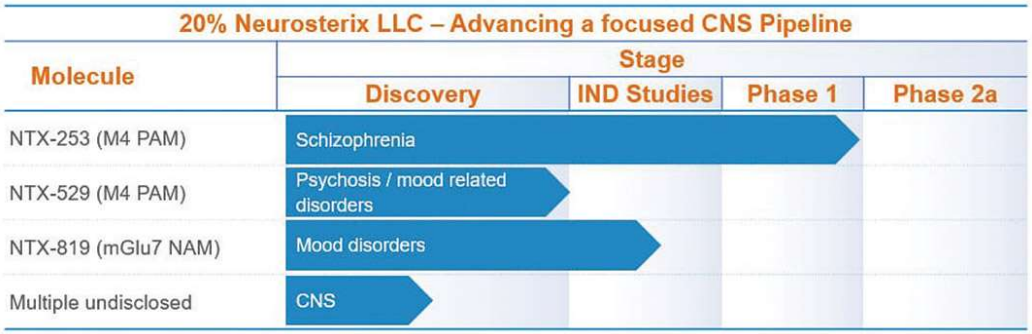
Dipraglurant for post-stroke/TBI recovery. There is currently a large unmet need in post-stroke sensorimotor recovery as there are no drugs to support or enhance sensorimotor recovery, and current therapies rely on retraining and physiotherapy, with rehabilitation taking 6 months or more. Functional recovery by stimulating network connectivity in the brain has been demonstrated with dipraglurant which significantly restored functional control in animal studies. On April 30, 2025, we announced entering into an option and collaboration agreement with Sinntaxis AB for an exclusive license to intellectual property covering the use of mGlu5 inhibitors for the treatment of brain injury recovery. The agreement also includes a research collaboration under which the Sinntaxis team will complete evaluation of dipraglurant for the treatment of brain injury recovery. We are conducting further in vivo testing in stroke models, and subject to securing funding or a development partner, we plan to commence a Phase 2a clinical study.

ADX71149, mGlu2 PAM, indication under evaluation. Our drug candidate, ADX71149 is a novel orally active mGlu2 PAM. On July 22, 2024, we announced that our Partner, Janssen, terminated the development of drug candidate ADX71149, because the Phase 2 study did not achieve statistical significance for the primary endpoint. On April 17, 2025, we announced that our partner Janssen terminated our partnership agreement and returned to us the program including all related intellectual property to the Group. We are currently evaluating the future development of ADX71149.

GABAB PAM for the treatment of substance use disorders. Our drug candidate is a novel orally active GABAB PAM. On September 25, 2026, we announced that our Partner, Indivior, terminated our license agreement, following their merger with Supernus, returning to us the program including all related intellectual property. On May 12, 2025, we announced that our Partner, Indivior, had successfully completed the IND enabling studies. We believe that substance use disorders are an indication with a significant commercial opportunity. Existing therapies often do not provide effective control of symptoms or have side effects that discourage adherence. Subject to regulatory approval, we believe that GABAB PAM may offer an innovative and differentiated treatment approach from existing therapies and provide significant benefit to patients. Subject to securing funding or a development partner, we plan to commence Phase 1 clinical studies.

GABAB PAM for the treatment and chronic cough. Our recently terminated license agreement with Indivior provided for a funded research program, under which we had the right to select drug candidates for exclusive development in certain indications outside of SUD. We plan to develop our selected drug candidates in chronic cough, an indication that has been validated with baclofen, an orthosteric agonist of the GABAB receptor. We have demonstrated preclinical proof of concept of GABAB PAM in various in vivo models of cough and are ready to start IND enabling studies with our selected development candidate. Subject to securing funding or a development partner, we plan to initiate IND enabling studies.

Spin out company – Neurosterix LLC



On April 2, 2024, the Group divested a part of its business to the spin out company Neurosterix. The Group received a cash consideration of CHF 5.0 million and a 20% equity interest in Neurosterix LLC, parent company of Neurosterix Group. The lead program, M4 PAM for schizophrenia, is currently advancing through phase 1 clinical studies.

M4 PAM for the treatment of Schizophrenia (NTX-253). The M4 muscarinic receptor is a validated target for treating schizophrenia and related disorders through indirect modulation of dopamine signaling. NTX-253 is a potent, selective, oral positive allosteric modulator (PAM) of M4 that fine-tunes muscarinic signaling with the potential to reduce psychosis symptoms while avoiding the movement disorders and metabolic complications associated with traditional dopamine antagonists. Preclinical studies demonstrate robust antipsychotic-like activity and a favorable safety profile. Phase 1 studies are currently underway to evaluate safety, tolerability, and pharmacokinetics of NTX-253 in both healthy adults and adults with stable schizophrenia.

mGlu7 NAM for the treatment of Mood disorders (NTX-819). The metabotropic glutamate receptor 7 (mGlu7) is an emerging target for mood and anxiety disorders, with strong links to brain circuits implicated in stress, agitation, and anhedonia. NTX-819 is a first-in-class, oral negative allosteric modulator (NAM) of mGlu7 that modulates glutamatergic signaling to restore balance in these circuits. Preclinical studies demonstrate robust anxiolytic- and antidepressant-like activity with a favorable safety profile, supporting its development as a potential next-generation therapy where current treatments often fall short.

Introduction to Allosteric Modulation

- ***Disease and the Role of Proteins***

Proteins are complex biological molecules that have many structural and functional roles in the body. They are critical components in the lines of communication between the cells of the body known as signaling pathways. It is now recognized that signaling pathways are altered in many disease states through changes in the function of essential proteins underlying the series of cellular events required for normal biological activity. Most drug treatments are focused on modifying these biological signaling pathways by altering the activity profile of selected proteins suspected to play a key role in the manifestation of a particular disease. The major proteins targeted in drug discovery include membrane-bound receptors, such as G-protein coupled receptors, or GPCRs, or ionotropic (ion channels) receptors and enzymes.

GPCRs as Drug Targets

GPCRs are the largest family of integral membrane receptors, accounting for approximately 3-4% of the human genome. GPCRs have evolved to recognize a range of endogenous stimuli and act to transmit messages encoded in stimuli from the exterior to the interior of the cell. The ubiquitous cell surface distribution of GPCRs and their involvement in virtually all biological processes have made GPCRs extremely attractive targets for drug development. In fact, most currently marketed drugs act on GPCRs, emphasizing their importance for drug development.

Conventional Approaches to GPCR Drug Discovery

The drug discovery process involves the design of molecules that interact with a target with high specificity and efficacy. Traditional approaches to drug discovery focus on mimicking or inhibiting the actions of the endogenous activator for a target receptor. Conventionally, this has been done by the design and chemical synthesis of small molecule agonists (activators) or antagonists (inhibitors) that act in a competitive manner through interaction with the same binding site as the endogenous activator.

Competitive agonists and antagonists must have a sufficiently high affinity for the target receptor to displace the endogenous activator and must be maintained at a sufficiently high concentration in the region of the receptor in order to exert an effect. Under these conditions, agonists will induce an activated state and antagonists will induce an inactivated state, and in both states, receptors will not be responsive to natural fluctuations in the levels of endogenous activator, thereby interfering with normal physiological signaling.

Although this approach has historically yielded a number of blockbuster drugs, such as Clopidogrel, or Plavix, Salmeterol, or Serevent, and Aripiprazole, or Abilify, significant challenges remain with respect to the continued development of therapeutically useful GPCR competitive agonists or antagonists due to either lack of receptor selectivity or undesirable side effects.

Allosteric Modulators as GPCR Drugs

In contrast to competitive orthosteric compounds, allosteric modulators of GPCRs interact with binding sites that are topographically distinct from the binding site of the endogenous activator, and therefore do not compete with the endogenous activator. This means that allosteric modulators do not activate or inhibit receptors on their own, but only in the presence of an endogenous activator do they enhance (positively modulate) or inhibit (negatively modulate) the natural physiological activity of the receptor. Consequently, allosteric modulators offer the possibility to preserve normal physiological receptor function while controlling pathologic activity caused by over- or under-activation of an endogenous receptor.

We believe that by applying this non-competitive allosteric modulator approach, we may be able to produce efficacious drug candidates with potentially beneficial properties:

- *Novel drug class:* Allosteric modulators are a novel class of orally available small molecule drug candidates with chemical structures unrelated to that of competitive agonist or antagonist drugs and, as such, represent drug candidates with a high potential for composition of matter patent protection.

- *Superior receptor sub-type selectivity:* The binding site for an endogenous activator is in general, highly conserved within a GPCR family and achieving receptor subtype selectivity within a family has not always been possible for competitive agonists. The best examples of this are the muscarinic acetylcholine and the metabotropic glutamate receptor families, for which developing competitive, sub-type selective agonists have not been successful thus far. In contrast, allosteric modulator binding sites, being independent of endogenous stimuli, have evolved with a much higher structural diversity than endogenous activator binding sites and consequently offer the potential for the synthesis of drug candidates with much greater sub-type selectivity.

- *Ability to discover small molecule drugs for a greater number of GPCR targets:* Several GPCR targets are currently thought to be beyond the reach of conventional competitive drug discovery approaches due to the complexity of the interaction of the endogenous activator with the receptor; including, for example certain peptides, high molecular weight hormones and lipids. For these targets, the allosteric modulator approach represents a novel pathway to develop orally active activator or inhibitor small molecules.

- *Ability to re-address well characterized and clinically validated GPCR targets where the pharmaceutical industry has exhausted competitive compound drug discovery approaches:* Allosteric modulator drug candidates offer a promising way to revisit these targets, providing novel small molecules while capitalizing on the existing knowledge on well-validated GPCR targets.

- *Improved safety:* Allosteric modulators control pathologic activity while preserving natural physiological signaling activity due to their lack of effect in the absence of the endogenous activator. In addition, they show no or less tolerance to their effect when chronically administered, thereby not requiring increased dosing as is often the case with competitive compounds. Together with their superior selectivity, these allosteric modulator compounds have the potential for improved safety compared to their competitive analogs.

- *Clinical use in combination:* Given that allosteric modulators target different binding sites to conventional agonists or antagonists, allosteric modulator drugs may find clinical utility in combination therapies for certain clinical indications.

Orally available brain penetrant small molecule drug candidates that are highly selective for their therapeutic targets and interact with their target in a modulatory manner preserving natural physiological signaling are particularly suitable for chronic diseases such as neurological ones.

Competitive Positioning in Allosteric Modulation drug discovery

Since our inception in 2002, we have focused exclusively on allosteric modulation drug discovery and development.

Our lead development compound is dipraglurant, a metabotropic glutamate receptor subtype 5 negative allosteric modulator, or mGlu5 NAM, currently under evaluation for future development in post-stroke/ TBI recovery. We entered into an option and collaboration agreement with Sinntaxis AB for an exclusive license to intellectual property covering the use of mGlu5 inhibitors for the treatment of brain injury recovery.

Our second development compound, ADX71149 is a novel orally active metabotropic glutamate receptor subtype 2 positive allosteric modulator, or mGlu2 PAM. Originally developed in collaboration with Janssen, the program has since returned to us and we are currently evaluating the future development of ADX71149.

Our third development program is gamma-aminobutyric acid subtype-b positive allosteric modulators, or GABAB PAM for substance use disorders. On September 25, 2026, we announced that our partner, Indivior, terminated our license agreement, following their announced merger with Supernus Pharmaceuticals, returning to us the program including all related intellectual property. The program has successfully completed IND enabling studies with a selected compound and subject to securing funding or a development partner, we plan to seek regulatory approval to enter Phase 1.

Our fourth development program is GABAB PAM for the treatment of chronic cough. Our selected compound has demonstrated robust anti-tussive activity in multiple preclinical models of chronic cough compared to reference drugs. Subject to securing funding or development partner, we plan to initiate IND enabling studies.

All our programs have been developed in house by leading experts in the field of allosteric modulation with years of experience in both industry and academia.

Neurosterix, spin out company in which we have a 20% equity interest, is moving forwards its allosteric modulation drug discovery.

The lead development compound of Neurosterix is M4 PAM for the treatment of Schizophrenia. NTX-253 is a best in class M4 PAM. Preclinical studies demonstrate robust antipsychotic-like activity and a favorable safety profile. Phase 1 studies are currently underway to evaluate safety, tolerability, and pharmacokinetics of NTX-253 in both healthy adults and adults with stable schizophrenia.

The second lead development compound of Neurosterix is mGlu7 NAM for the treatment of Mood disorders. NTX-819 is a first in class mGlu 7 NAM. Preclinical studies demonstrate robust anxiolytic- and antidepressant-like activity with a favorable safety profile.

Our Strategy

Since our inception through June 30, 2026, we have raised an aggregate of CHF 357.1 million in equity financing and generated an aggregate of CHF 66.8 million in revenue, which we have used to discover and develop our pipeline of drug candidates. From July 1, 2026 to August 25, 2026, we raised gross proceeds of USD 2.8 million (CHF 2.3 million) through the sale of 52,970,533 shares of which 52,762,680 have been sold in a form of ADSs through the At the Market (ATM) offering agreement with H.C. Wainwright & Co. We have also raised gross proceeds of CHF 5.0 million and acquired a 20% equity interest in Neurosterix US Holdings LLC as part of the Neurosterix Transaction executed on April 2, 2024.

The key elements of our strategy include the following:

- *Continue to evaluate dipraglurant for post-stroke/TBI recovery.* We entered into an option agreement and collaboration agreement with Sinntaxis AB for an exclusive license to intellectual property covering the use of mGlu5 inhibitors for the treatment of brain injury recovery;

- *Evaluate new indications for ADX71149.* We are currently evaluating a number of potential indications for ADX71149. We have drug product ready and subject to securing funding or collaborative arrangements, plan to initiate clinical studies;

- *Continue to advance our GABAB PAM programs.* We completed a funded research program to discover novel GABAB PAM drug candidate for Indivior and ourselves. Following the merger of Indivior with Supernus Pharmaceuticals, Indivior has terminated our agreement and returned all intellectual property. We intend to

advance drug candidates in substance use disorders and chronic cough. We have two drug candidates, one candidate has been extensively characterized in preclinical studies for substance use disorders and has successfully completed IND enabling studies. Our second selected compound for chronic cough has demonstrated robust anti-tussive activity in multiple preclinical models of chronic cough compared to reference drugs. Subject to securing funding or development partner, we plan to initiate further development of both drug candidates.;

- *Continue to pursue collaborative arrangements with pharmaceutical companies.* We are seeking collaborative arrangements with third parties to advance the development and commercialization of our drug candidates.

Dipraglurant

Dipraglurant is a selective, orally active small molecule drug product which acts as an mGlu5 NAM. We discovered dipraglurant and hold composition of matter and polymorph patents granted in the United States, Europe and Japan. Dipraglurant is selective for mGlu5 and does not have significant activity or binding affinity to other mGlu or other CNS receptors, such as serotonin, GABA or dopamine receptors. There are currently no drugs of this class on the market. On April 30, 2025, we announced entering into an option and collaboration agreement with Sinntaxis AB for an exclusive license to intellectual property covering the use of mGlu5 inhibitors for the treatment of brain injury recovery. The agreement also includes a research collaboration under which the Sinntaxis team will complete evaluation of dipraglurant for the treatment of brain injury recovery. We are conducting further in vivo testing in stroke models, and subject to funding or securing a development partner, we plan to commence a Phase 2a clinical study.

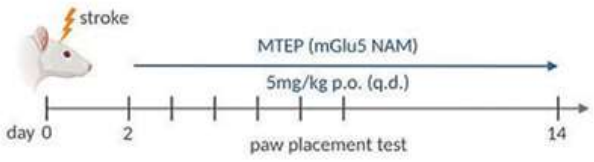
Dipraglurant for post-stroke/TBI recovery

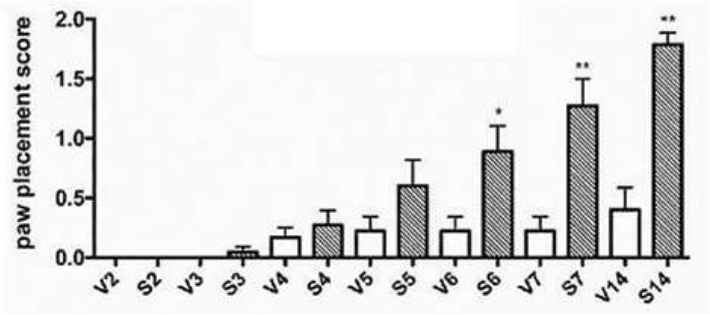
Globally more than 100 million people have survived an ischemic stroke and this number is increasing by 5.7 million per year. In the United States there are around 800,000 strokes of different severities per year, which can lead to motor paralysis, loss of sensory function, impaired autonomic functions such as bladder/bowel control, impaired cognition leading to deficits in communication, attention and memory, and often accompanied by pain.

There are currently no drugs to support sensorimotor recovery and current therapies rely on retraining and physiotherapy, with rehabilitation, often only partial, taking 6 months or more. In the meantime, patients may require assistance in routine tasks, personal care and daily living, increasing the burden of care and the risk of the onset of other comorbidities such as depression and social inadequacy.

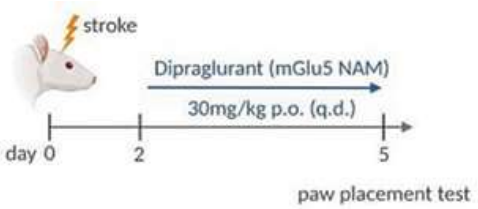
Following stroke, focal lesions lead to neural tissue necrosis in confined areas and the brains modular organization is disrupted causing module segregation, leading to local imbalances in excitation/inhibition. mGlu5 receptors are widely expressed in medial prefrontal, somatosensory and motor cortices of the brain. mGlu5 modulates glutamatergic neurotransmission and is involved in plastic changes in neural circuits, interfering with neuroplasticity – a key mechanism in post-stroke sensorimotor recovery. The mGlu5 receptor is also involved in aberrant synaptogenesis and neural circuit reorganization associated with several neurological disorders, including stroke. By inhibiting mGlu5 receptors with a negative allosteric modulator (NAM), we aim to support cortical reorganization and formation of new functional pathways, restoring functional connectivity changes toward pre-lesion state and excitation/inhibition homeostasis in tandem with physiotherapy.

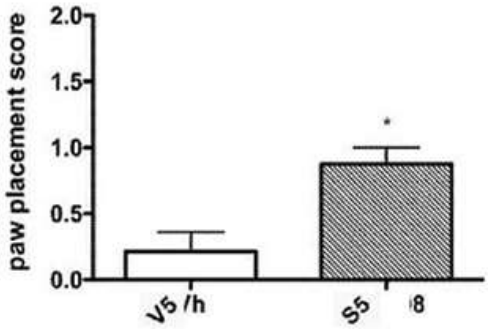
Functional recovery by stimulating network connectivity in the brain has been demonstrated with MTEP (an mGlu5 NAM) and resulted in a significant motor recovery of functional control (Figure below)





Dipraglurant also significantly restored functional control in a shorter, 3-day experiment (Figure below).





We are conducting further in vivo testing and subject to funding or securing a development partner, plan to commence a Phase 2a study.

There is a large unmet need in post-stroke/TBI recovery, and we believe this innovative approach presents a significant commercial opportunity.

ADX71149 – mGlu2 PAM

Our drug candidate, ADX71149 is a novel orally active metabotropic glutamate receptor subtype 2 positive allosteric modulator, or mGlu2 PAM. On April 17, 2025, we announced that our partner Janssen terminated our partnership agreement and returned to us the program including all related intellectual property to the Group. We are currently evaluating the future development of ADX71149.

GABAB PAM

Activation of the GABAB, receptor, a Family C class of GPCR, is clinically and commercially validated. Generic GABAB receptor agonist, baclofen, also known as chlorophenibut, is marketed for spasticity and some spinal cord injuries, and used for overactive bladder, or OAB, but its wider use is limited due to a variety of side effects and short half-life. Researchers have shown that baclofen is effective in reducing drug self-administration, cravings, and anxiety, and thus promotes abstinence.

Our GABAB PAM drug candidates are novel, orally available, small molecules that have demonstrated positive effects and tolerability in several preclinical rodent models of pain, anxiety, addiction, cough and OAB. GABAB PAMs differ from the generic drug baclofen in that they are PAMs rather than orthosteric agonists at the GABAB receptor. The GABAB PAM only acts when the natural ligand (GABA) activates the receptor, and therefore respects the physiological cycle of activation. It has been proposed that PAMs produce fewer adverse effects and lead to less tolerance to effect than direct agonists (May and Christopoulos 2003; Langmead and Christopoulos 2006; Perdona et al. 2011; Urwyler 2011; Gjoni et al., 2008; Ahnaou et al).

GABAB PAM for the treatment of substance use disorders, including alcohol use disorder

We believe that substance use disorders are an indication with a significant commercial opportunity. Existing therapies often do not provide effective control of symptoms or have side effects that discourage adherence. Subject to regulatory approval, we believe that GABAB PAM may offer an innovative and differentiated treatment approach from existing therapies and may provide benefit to patients.

Scientific advances have revolutionized our understanding of addiction as a chronic, relapsing disease and not a moral failure. Drug addiction is a complex illness which is characterized by intense and, at times, uncontrollable drug craving, along with compulsive drug seeking and use that persist even in the face of devastating consequences. Addiction affects multiple brain circuits, including those involved in reward and motivation, learning and memory, and inhibitory control over behavior. While a person initially chooses to take drugs, over time the effects of prolonged exposure on brain functioning compromise the ability to choose, and seeking and consuming the drug become compulsive, often eluding a person's self-control or willpower. Because drug abuse and addiction have so many dimensions and disrupt so many aspects of an individual's life, treatment is not simple. Addiction treatment must help the individual stop using drugs, maintain a drug-free lifestyle, and achieve productive functioning in the family, at work and in society. Patients typically require long-term or repeated episodes of care to achieve the ultimate goal of sustained abstinence and recovery of their lives.

Alcohol Use Disorder, or AUD is a broad term for problems with alcohol, and is generally indicative of compulsive and uncontrolled consumption of alcoholic beverages. It is medically considered a disease, specifically an addictive illness. The World Health Organization estimates that about 400 million people throughout the world suffer from alcohol dependence. Patients with AUD suffer major changes to the brain structure and chemistry. Excessive alcohol consumption damages almost every organ in the body and the cumulative toxic effects can cause both medical (cirrhosis of the liver, pancreatitis, heart disease, peptic ulcers, sexual dysfunction) and psychiatric (epilepsy, dementia, psychosis, anxiety & depression) problems. Treatment of alcoholism is complex with current standard of care typically being prescribed to patients with heavy drinking but largely being unable to prevent them from relapsing. Approximately 10.3 percent or 27.1 million adults in the United States ages 18 and older had AUD in 2024. This includes 16.4 million men and 10.7 million women. In addition, an estimated 775,000 adolescents ages 12-17, in the United States, had AUD in 2024.

Our selected drug candidate for the substance use disorders has completed IND enabling studies. We plan to file a regulatory application to start clinical studies.

- ***GABAB PAM for the treatment of chronic cough***

Chronic cough is a cough that lasts 8 weeks or more and does not respond to treatment for underlying cause or is unexplained. There are more that 18 million sufferers in the United States and Europe. In addition to the inconvenience of coughing potential complications can include, headaches, fainting, anxiety or depression, sleep loss, urine leakage, vomiting and muscle pain.

Current medications, including opioid drugs (codeine, morphine) and gabapentin/pregabalin deliver some relief, but their wider use is limited by side-effects and risk of abuse. Also, they are not recommended for children under 12. Current cough medications show limited or lack of effectiveness in 60% and 30% of patients, respectively. P2X3 inhibitors (gefapixant) have greater scope but still leave up to 25% of patients without any relief; in addition, discontinuation occurs due to gustatory side-effects.

Chronic cough is driven by hypersensitivity of the sensory C- and Aδ-fibers of the vagus nerve in combination with hypersensitivity of brain regions regulating cough. GABAB potentiators reduce cough by acting on GABAB receptors:

- In the brain, in the regions regulating cough, including somatosensory cortex, thalamus, amygdala, solitary tract and paratrigeminal nuclei.

- In the periphery, on sensory endings of C-and Aδ-fibers, airway epithelium, lung smooth muscle cells and neutrophils, on cell bodies located in the jugular and nodose ganglia.

This target is well-validated and supported by clinical and preclinical data. Baclofen (a GABAB agonist) is used off-label in patients with chronic cough. Also, baclofen showed efficacy in several clinical studies and in animal models of cough. However, centrally-mediated side-effects (nausea, sedation, dizziness), poor pharmacokinetic profile (short half-life) and tolerance following repeated administration limit its clinical use.

We are developing multiple chemical series of GABAB PAMs and have selected a drug candidate for development in refractory chronic cough. Subject to securing funding or a development partner, we expect to initiate IND enabling studies.

Intellectual Property

Patents and Proprietary Rights

As of December 31, 2025, the Group owned 7 U.S. and 55 foreign patents and a number of pending patent applications that cover several classes of compounds which are potentially useful as modulators of mGlu5, mGlu2 PAM and GABAB. More specifically, the patents and patent applications of the Group cover compounds, pharmaceutical compositions, polymorphs and uses of compounds for medical treatment.

The patent strategy of the Group is to file patent applications on innovations and improvements to cover a majority of the major pharmaceutical markets in the world. The Group typically files priority applications at the United Kingdom Patent Office to establish a priority date for the generic subject matter and examples which are available at the filing date of each invention. Subsequently, the Group files international applications under the Patent Cooperation Treaty or PCT, with extra examples to support the scope of the claims (International Phase). After the International Phase, the Group files patent applications in selected countries representing potential major markets for its drug candidates (National/Regional Phase).

Generally, patents have a term of twenty years from the filing date, assuming all maintenance fees are paid. In some instances, patent terms can be increased or decreased, depending on the laws and regulations of the country or jurisdiction that issued the patent. Wherever appropriate and legally possible, the Group aims at obtaining patent protection for novel molecules, composition of matter and uses for drugs and inventions originating from its research and development efforts, as well as new manufacturing and other processes and formulations. In each case, the Group carefully balances the value of patent protection against the advantage of keeping the know-how regarding the invention confidential. The Group aims to position the claims of its applications to exploit gaps in prior art.

The Group has two patent families covering dipraglurant as a composition of matter and its polymorphs which are useful as mGlu5 NAMs: 42 patents have been granted to the Group, including 2 in the United States and 40 in other international jurisdictions (Austria, Belgium, Croatia, Denmark, Estonia, Finland, France, Germany, Great Britain, Greece, Hungary, Iceland, Ireland, Italy, Latvia, Lithuania, Luxembourg, Netherlands, Norway, Poland, Portugal, Romania, Spain, Sweden, Switzerland/Liechtenstein, Turkey, Australia, Brazil, Canada, Hong Kong, Indonesia, Israel, Japan, South Korea, Mexico, New Zealand, Russian federation, Singapore, South Africa and Ukraine). The Group also has 1 patent application pending.

The Group has six patent families covering compounds which are useful as GABAB PAMs, of which 2 patents have been granted in the United States and 5 patent applications have reached the PCT stage and will enter the national/regional phase.

The Group has 17 patents in one patent family covering compounds which are useful as mGlu2 PAMs, including ADX71149, which is explicitly exemplified and claimed as a compound and as a pharmaceutical composition, the Group has 3 patents in the United States and 14 in other international jurisdictions (Belgium, France, Germany, Italy, Switzerland/Liechtenstein, United Kingdom, Chile, Israel, Japan, Republic of Korea, Mexico, and New Zealand).

The Group's portfolio of granted patents have expiry dates ranging from 2027 - 2045 without extension. Patent term extension of up to 5 years is available in some jurisdictions. For example, in the United States following the enactment of Title II of the Drug Price Competition and Patent Term Restoration Act (Public Law 98-417) it is generally possible to extend patent life by a maximum of 5 years.

The patent positions of pharmaceutical and biotechnology companies are uncertain and involve complex legal and factual issues. There can be no assurance that patents that have been issued will be held valid and enforceable in a court of law. Even for patents that are held valid and enforceable, the legal process associated with obtaining such a judgment is time consuming and costly. Additionally, issued patents can be subject to opposition or other proceedings that can result in the revocation of the patent or maintenance of the patent in amended form, and potentially in a form that renders the patent without commercially relevant or broad coverage. Further, the competitors of the Group may be able to circumvent and otherwise design around its patents. Even if a patent is issued and enforceable, because development and commercialization of pharmaceutical products can be subject to substantial delays, patents may expire early and provide only a short period of protection, if any, following the commercialization of a product covered by any of the patents of the Group. The Group may have to participate in interference proceedings declared by the U.S. Patent and Trademark Office, which could result in a loss of the patent or the incurrence of substantial cost.

U.S. and foreign patent rights and other proprietary rights exist that are owned by third parties and relate to pharmaceutical compositions and reagents, medical devices and equipment and methods for preparation, packaging and delivery of pharmaceutical compositions. The Group cannot predict with any certainty which, if any, of these rights will be considered relevant to its technology by authorities in the various jurisdictions where such rights exist, nor can the Group predict with certainty which, if any, of these rights will or may be asserted against the Group by third parties. The Group could incur substantial costs in defending itself and its partners against any such claims. Furthermore, parties making such claims may be able to obtain injunctive or other equitable relief, which could effectively block the ability of the Group to develop or commercialize some or all of its products in the United States and abroad and could result in the award of substantial damages. In the event of a claim of infringement, the Group or its partners may be required to obtain one or more licenses from third parties. There can be no assurance that the Group can obtain a license to any technology that the Group determines it needs on reasonable terms, if at all, or that the Group could develop or otherwise obtain alternative technology. The failure to obtain licenses if needed may have a material adverse effect on its business, results of operations and financial condition.

The Group also relies on trade secret protection for its confidential and proprietary information. No assurance can be given that the Group can meaningfully protect its trade secrets. Others may independently develop substantially equivalent confidential and proprietary information or otherwise gain access to, or disclose, the trade secrets of the Group. The success of the Group will depend in part on its ability to obtain and maintain patent protection for its drugs, preserve trade secrets, prevent third parties from infringing upon its proprietary rights and operate without infringing upon the proprietary rights of others, both in Switzerland and in other territories worldwide.

It is the policy of the Group to require its employees and consultants, outside scientific collaborators, sponsored researchers and other advisors who receive confidential information from the Group to execute confidentiality agreements upon the commencement of employment or consulting relationships with the Group. These agreements provide that all confidential information developed or made known to the individual during the course of the individual's relationship with the Group is to be kept confidential and not disclosed to third parties except in specific circumstances. The agreements provide that all inventions conceived by an employee shall be the property of the Group. There can be no assurance, however, that these agreements will provide meaningful protection or adequate remedies for the trade secrets of the Group in the event of unauthorized use or disclosure of such information.

Trademarks

The Group owns trademarks for Addex Pharmaceuticals in Switzerland.

Competition

The biopharmaceutical industry is highly competitive and characterized by rapid technological innovation, evolving standards of care, intense intellectual property competition and strong competition for regulatory approval, reimbursement and market acceptance. The Group faces competition from multinational pharmaceutical companies, specialty biotechnology companies, academic institutions and governmental and public research organizations. Competitors may develop products that are safer, more effective, more convenient, less expensive or otherwise commercially superior to our product candidates.

Many of our competitors have substantially greater financial, technical, manufacturing, marketing, commercialization and human resources than the Group does. In addition, many competitors have significantly greater experience in conducting preclinical studies and clinical trials, obtaining regulatory approvals and commercializing pharmaceutical products. The competitors of the Group may also obtain regulatory approval for their products more rapidly than the Group does or establish stronger market positions.

For each of its product candidates and target indications, the Group is aware of approved therapies, off-label treatments and development-stage compounds that may compete with its programs, including the following:

Dipraglurant for Post-Stroke Sensorimotor Recovery

Currently, there are no approved pharmacological therapies specifically indicated to improve post-stroke sensorimotor recovery, and patient rehabilitation primarily relies on physiotherapy and occupational therapy. However, several academic and industry-sponsored clinical studies are evaluating pharmacological approaches intended to enhance neuroplasticity and rehabilitation outcomes.

Competing or potentially competing approaches include: armodafinil in combination with task-related training; galantamine in combination with cognitive rehabilitation; levodopa/carbidopa (Sinemet®) used in conjunction with physiotherapy or upper limb rehabilitation programs; and other neuromodulatory and neurorehabilitation approaches under academic or commercial development.

In addition to drug-based approaches, advances in digital therapeutics, robotics-assisted rehabilitation, brain stimulation technologies and neurorehabilitation devices may also compete with the product candidates of the Group in this indication.

- *GABAB PAM for the Treatment of Substance Use Disorders, Including Alcohol Use Disorder*

Currently approved pharmacological treatments for substance use disorders include buprenorphine-based products (Suboxone®, Subutex®, Probuphine® and Sublocade™) and naltrexone (Vivitrol®) for opioid use disorder; bupropion (Zyban®) and varenicline (Chantix®) for nicotine dependence; and naltrexone (Vivitrol®), acamprosate (Campral®) and disulfiram (Antabuse®) for alcohol use disorder.

Baclofen, a GABAB receptor agonist, has been used off-label in certain jurisdictions for alcohol use disorder and other addiction-related disorders. In addition, several companies and academic groups are developing next-generation GABAB modulators and related compounds intended to improve efficacy and tolerability compared to baclofen.

The Group is also aware of development-stage compounds targeting GABAB signaling pathways, including Astellas Pharma's ASP8062, a GABAB positive allosteric modulator (PAM), which has been evaluated in early-stage clinical studies for substance-related disorders and other central nervous system indications.

In addition, the Group may face competition from other therapeutic approaches being developed for substance use disorders, including therapies targeting opioid, dopamine, glutamate, cannabinoid and neuroimmune signaling pathways, as well as digital therapeutics and behavioral intervention platforms.

GABAB PAM for the Treatment of Chronic Cough

Current pharmacological treatments for chronic cough include opioid-based antitussives such as codeine and morphine; neuromodulators including gabapentin (Neurontin®, Horizant®) and pregabalin (Lyrica®); and over-the-counter or prescription cough suppressants containing dextromethorphan or guaifenesin. Many of these therapies are associated with significant limitations, including sedation, dizziness, gastrointestinal side effects, abuse potential, limited efficacy and tolerability concerns.

Baclofen, a GABAB receptor agonist, has also been used off-label for gastroesophageal reflux disease (GERD)-associated chronic cough, angiotensin-converting enzyme inhibitor-induced cough and refractory chronic cough.

More recently, novel mechanisms of action have emerged in the treatment of refractory or unexplained chronic cough, including purinergic P2X3 receptor antagonists and neurokinin receptor antagonists. Gefapixant, a P2X3 receptor antagonist marketed as Lyfnua®, has been approved in certain jurisdictions, including Japan and Europe, for the treatment of refractory or unexplained chronic cough in adults. However, reported limitations of gefapixant include taste-related adverse events and incomplete response in a subset of patients.

In addition, Nalbuphine, a mixed-action opioid characterized primarily by a k-opioid receptor agonism and μ-opioid receptor antagonism, is being developped in an extended-release formulation for the treament of chronic coughs. The Group may also face competition from future therapies that demonstrate improved efficacy, safety, tolerability or convenience compared to our product candidates.

The ability of the Group to compete successfully will depend on a number of factors, including the efficacy, safety, tolerability, convenience, cost and reimbursement profile of its product candidates, the timing and scope of regulatory approvals, its intellectual property position, manufacturing capabilities, commercialization strategy and its ability to establish and maintain strategic collaborations.

United States Government Regulation and Product Approval

Government authorities in the United States, at the federal, state and local levels, and in other countries, extensively regulate, among other things, the research, development, testing, manufacture, packaging, storage, recordkeeping, labeling, advertising, promotion, distribution, marketing, import and export of pharmaceutical products, such as those we are developing. The processes for obtaining regulatory approvals in the United States and in foreign countries, along with subsequent compliance with applicable statutes and regulations, require the expenditure of substantial time and financial resources.

In the United States, the FDA regulates drugs under the Federal Food, Drug, and Cosmetic Act, (FDCA), and its implementing regulations. The process of obtaining regulatory approvals and the subsequent compliance with appropriate federal, state, local and foreign statutes and regulations requires the expenditure of substantial time and financial resources. Failure to comply with the applicable United States requirements at any time during the drug development process, approval process or after approval, may subject an applicant to a variety of administrative or judicial sanctions, such as the FDA's refusal to approve pending new drug applications, or NDAs, withdrawal of an approval, imposition of a clinical hold, issuance of warning or untitled letters, product recalls, product seizures, total or partial suspension of production or distribution, injunctions, fines, refusals of government contracts, restitution, disgorgement or civil or criminal penalties.

The process required by the FDA before a drug may be marketed in the United States generally involves:

- completion of pre-clinical laboratory tests, animal studies and formulation studies in compliance with the FDA's good laboratory practice, or GLP, regulations, including laboratory evaluation of product chemistry, toxicity and formulation, as well as animal studies to assess potential safety and efficacy;
- submission to the FDA of an Investigational New Drug application, or IND, which must become effective before human clinical trials may begin;
- approval by an independent institutional review board, or IRB, at each clinical site before each clinical trial may be initiated;
- performance of adequate and well-controlled clinical trials in accordance with good clinical practice, or GCP, requirements to establish the safety and efficacy of the proposed drug for each indication;
- submission to the FDA of an NDA;
- a determination by the FDA within 60 days of its receipt of the NDA to accept the filing for review;
- satisfactory completion of an FDA advisory committee review, if applicable;
- satisfactory completion of an FDA inspection of the manufacturing facility or facilities at which the product is produced to assess compliance with cGMP requirements, and to assure that the facilities, methods and controls are adequate to preserve the drug's identity, strength, quality and purity; satisfactory completion of an FDA inspection of selected clinical sites to assure compliance with GCPs and the integrity of the clinical data; payment of user fees; and
- FDA review and approval of the NDA.

Clinical Trials

Prior to the initiation of clinical testing, a sponsor must submit to the FDA an IND, application to the FDA, including the results of pre-clinical studies, manufacturing information, analytical data and any available clinical data or literature. Some pre-clinical testing may continue even after the IND is submitted. An IND automatically becomes effective 30 days after receipt by the FDA, unless before that time the FDA raises concerns or questions related to one or more proposed clinical trials and places the clinical trial on a clinical hold. In such a case, the IND sponsor and the FDA must resolve any outstanding concerns before the clinical trial can begin. As a result, submission of an IND may not result in the FDA allowing clinical trials to commence.

Clinical trials involve the administration of the investigational new drug to human subjects under the supervision of qualified investigators in accordance with GCP requirements, which include the requirement that all research subjects provide their informed consent in writing for their participation in any clinical trial. Clinical trials are conducted under protocols detailing, among other things, the objectives of the trial, the parameters to be used in monitoring safety and the effectiveness criteria to be evaluated. A protocol for each clinical trial and any subsequent protocol amendments must be submitted to the FDA as part of the IND. In addition, an IRB at each institution participating in the clinical trial must review and approve the plan for any clinical trial before it commences at that institution, and the IRB must continue to oversee the clinical trial while it is being conducted. Information about certain clinical trials must be submitted within specific timeframes to the National Institutes of Health, or NIH, for public dissemination on their ClinicalTrials.gov website.

Human clinical trials are typically conducted in three sequential phases, which may overlap or be combined. In Phase 1, the drug is initially introduced into healthy human subjects or patients with the target disease or condition and tested for safety, dosage tolerance, absorption, metabolism, distribution, excretion and, if possible, to gain an initial indication of its effectiveness. In Phase 2, the drug typically is administered to a limited patient population to identify possible adverse effects and safety risks, to preliminarily evaluate the efficacy of the product for specific targeted diseases and to determine dosage tolerance and optimal dosage. In Phase 3, the drug is administered to an expanded patient population, generally at geographically dispersed clinical trial sites, in well-controlled clinical trials to generate enough data to statistically evaluate the safety and efficacy of the product for approval, to establish the overall risk-benefit profile of the product and to provide adequate information for the labeling of the product.

Progress reports detailing the results of the clinical trials must be submitted, at least annually, to the FDA, and more frequently if certain serious adverse events occur. Phase 1, Phase 2 and Phase 3 clinical trials may not be completed successfully within any specified period, or at all. Furthermore, the FDA or the sponsor may suspend or terminate a clinical trial at any time on various grounds, including a finding that the research subjects are being exposed to an unacceptable health risk. Similarly, an IRB can suspend or terminate approval of a clinical trial at its institution if the clinical trial is not being conducted in accordance with the IRB's requirements, or if the drug has been associated with unexpected serious harm to patients.

Marketing Approval

Assuming successful completion of the required clinical testing, the results of the pre-clinical and clinical studies, together with detailed information relating to the product's chemistry, manufacture, controls and proposed labeling, among other things, are submitted to the FDA as part of an NDA requesting approval to market the product for one or more indications. In most cases, the submission of an NDA is subject to a substantial application user fee. Under the Prescription Drug User Fee Act, or PDUFA, guidelines that are currently in effect, the FDA has a goal of ten months from the date of "filing" of a standard NDA for a new molecular entity to review and act on the submission. This review typically takes twelve months from the date the NDA is submitted to the FDA because the FDA has sixty days from submission to make a "filing" decision.

In addition, under the Pediatric Research Equity Act, certain NDAs or supplements to an NDA must contain data that are adequate to assess the safety and effectiveness of the drug for the claimed indications in all relevant pediatric subpopulations, and to support dosing and administration for each pediatric subpopulation for which the product is safe and effective. The FDA may, on its own initiative or at the request of the applicant, grant deferrals for submission of some or all pediatric data until after approval of the product for use in adults, or full or partial waivers from the pediatric data requirements. Unless otherwise required by regulation, the pediatric data requirements do not apply to products with orphan designation.

The FDA also may require submission of a risk evaluation and mitigation strategy, or REMS, plan to ensure that the benefits of the drug outweigh its risks. The REMS plan could include medication guides, physician communication plans, assessment plans, and / or elements to assure safe use, such as restricted distribution methods, patient registries or other risk minimization tools.

The FDA conducts a preliminary review of all NDAs within the first 60 days after submission, before accepting them for filing, to determine whether they are sufficiently complete to permit substantive review. The FDA may request additional information rather than accept an NDA for filing. In this event, the application must be resubmitted with the additional information. The resubmitted application is also subject to review before the FDA accepts it for filing. Once the submission is accepted for filing, the FDA begins an in-depth substantive review. The FDA reviews an NDA to determine, among other things, whether the drug is

safe and effective and whether the facility in which it is manufactured, processed, packaged or held meets standards designed to assure the product's continued safety, quality and purity.

The FDA may refer an application for a novel drug to an advisory committee. An advisory committee is a panel of independent experts, including clinicians and other scientific experts, that reviews, evaluates and provides a recommendation as to whether the application should be approved and under what conditions. The FDA is not bound by the recommendations of an advisory committee, but it considers such recommendations carefully when making decisions.

Before approving an NDA, the FDA typically will inspect the facility or facilities where the product is manufactured. The FDA will not approve an application unless it determines that the manufacturing processes and facilities are in compliance with cGMP requirements and adequate to assure consistent production of the product within required specifications. Additionally, before approving an NDA, the FDA will typically inspect one or more clinical trial sites to assure compliance with GCP requirements.

The testing and approval process for an NDA requires substantial time, effort and financial resources, and takes several years to complete. Data obtained from pre-clinical and clinical testing are not always conclusive and may be susceptible to varying interpretations, which could delay, limit or prevent regulatory approval. The FDA may not grant approval of an NDA on a timely basis, or at all.

After evaluating the NDA and all related information, including the advisory committee recommendation, if any, and inspection reports regarding the manufacturing facilities and clinical trial sites, the FDA may issue an approval letter, or, in some cases, a complete response letter. A complete response letter generally contains a statement of specific conditions that must be met in order to secure final approval of the NDA and may require additional clinical or pre-clinical testing in order for FDA to reconsider the application. Even with submission of this additional information, the FDA ultimately may decide that the application does not satisfy the regulatory criteria for approval. If and when those conditions have been met to the FDA's satisfaction, the FDA will typically issue an approval letter. An approval letter authorizes commercial marketing of the drug with specific prescribing information for specific indications.

Even if the FDA approves a product, it may limit the approved indications for use of the product, require that contraindications, warnings or precautions be included in the product labeling, require that post-approval studies, including Phase 4 clinical trials, be conducted to further assess a drug's safety after approval, require testing and surveillance programs to monitor the product after commercialization, or impose other conditions, including distribution and use restrictions or other risk management mechanisms under a REMS, which can materially affect the potential market and profitability of the product. The FDA may prevent or limit further marketing of a product based on the results of post-marketing studies or surveillance programs. After approval, some types of changes to the approved product, such as adding new indications, manufacturing changes, and additional labeling claims, are subject to further testing requirements and FDA review and approval.

Orange Book Listing

In seeking approval for a drug through an NDA, applicants are required to list with the FDA certain patents whose claims cover the applicant's product. Upon approval of an NDA, each of the patents listed in the application for the drug is then published in the FDA's Approved Drug Products with Therapeutic Equivalence Evaluations, known as the Orange Book. Any applicant who files an Abbreviated New Drug Application, or ANDA, seeking approval of a generic equivalent version of a drug listed in the Orange Book referencing a drug listed in the Orange Book must certify, for each patent listed in the Orange Book for the referenced drug, to the FDA that (1) no patent information on the drug product that is the subject of the application has been submitted to the FDA, (2) such patent has expired, (3) the date on which such patent expires or (4) such patent is invalid or will not be infringed upon by the manufacture, use or sale of the drug product for which the application is submitted. The fourth certification described above is known as a paragraph IV certification. A notice of the paragraph IV certification must be provided to each owner of the patent that is the subject of the certification and to the holder of the approved NDA to which the ANDA. The applicant may also elect to submit a "section viii" statement certifying that its proposed label does not contain (or carves out) any language regarding the patented method-of-use rather than certify to a listed method-of-use patent. This section viii statement does not require notice to the patent holder or NDA owner. There might also be no relevant patent certification.

If the reference NDA holder and patent owners assert a patent challenge directed to one of the Orange Book listed patents within 45 days of the receipt of the paragraph IV certification notice, the FDA is prohibited from approving the application until the earlier of 30 months from the receipt of the paragraph IV certification expiration of the patent, settlement of the lawsuit, or a decision in the infringement case that is favorable to the applicant. Even if the 45 days expire, a patent infringement lawsuit can be brought and could delay market entry, but it would not extend the FDA-related 30-month stay of approval.

Post-Approval Requirements

Drugs manufactured or distributed pursuant to FDA approvals are subject to pervasive and continuing regulation by the FDA, including, among other things, requirements relating to recordkeeping, periodic reporting, product sampling and distribution, advertising and promotion and reporting of adverse experiences with the product. After approval, most changes to the approved product, such as adding new indications, manufacturing changes or other labeling claims, are subject to further testing requirements and prior FDA review and approval. There also are continuing annual user fee requirements for any marketed products and the establishments at which such products are manufactured, as well as application fees for supplemental applications with clinical data.

Even if the FDA approves a product, it may limit the approved indications for use of the product, require that contraindications, warnings or precautions be included in the product labeling, including a boxed warning, require that post-approval studies, including Phase 4 clinical trials, be conducted to further assess a drug's safety after approval, require testing and surveillance programs to monitor the product after commercialization, or impose other conditions, including distribution restrictions or other risk management mechanisms under a REMS, which can materially affect the potential market and profitability of the product. The FDA may prevent or limit further marketing of a product based on the results of post-marketing studies or surveillance programs.

In addition, drug manufacturers and other entities involved in the manufacture and distribution of approved drugs are required to register their establishments with the FDA and state agencies, and are subject to periodic unannounced inspections by the FDA and these state agencies for compliance with cGMP requirements. Changes to the manufacturing process are strictly regulated and often require prior FDA approval before being implemented. FDA regulations also require investigation and correction of any deviations from cGMP and impose reporting and documentation requirements upon the sponsor and any third party manufacturers that the sponsor may decide to use. Accordingly, manufacturers must continue to expend time, money and effort in the area of production and quality control to maintain cGMP compliance.

Once an approval is granted, the FDA may withdraw the approval if compliance with regulatory requirements and standards is not maintained or if problems occur after the product reaches the market. Later discovery of previously unknown problems with a product, including adverse events of unanticipated severity or frequency, or with manufacturing processes, or failure to comply with regulatory requirements, may result in mandatory revisions to the approved labeling to add new safety information; imposition of post-market studies or clinical trials to assess new safety risks; or imposition of distribution or other restrictions under a REMS program. Other potential consequences include, among other things:

- restrictions on the marketing or manufacturing of the product, complete withdrawal of the product from the market or product recalls;
- fines, warning letters or holds on post-approval clinical trials;
- refusal of the FDA to approve pending NDAs or supplements to approved NDAs, or suspension or revocation of product approvals;
- product seizure or detention, or refusal to permit the import or export of products; or
- injunctions or the imposition of civil or criminal penalties.

The FDA strictly regulates marketing, labeling, advertising and promotion of products that are placed on the market. Drugs may be promoted only for the approved indications and in accordance with the provisions of the approved label, although physicians, in the practice of medicine, may prescribe approved drugs for unapproved indications. The FDA and other agencies actively enforce the laws and regulations prohibiting the promotion of off-label uses, and a company that is found to have improperly promoted off-label uses may be subject to liability.

In addition, the distribution of prescription pharmaceutical products is subject to the Prescription Drug Marketing Act, or PDMA, which regulates the distribution of drugs and drug samples at the federal level, and sets minimum standards for the registration and regulation of drug distributors by the states. Similarly, the Drug Supply Chain Security Act, or DSCSA, was enacted in 2013 with the aim of building an electronic system to identify and trace certain prescription drugs and biologics distributed in the United States. These laws and state laws limit the distribution of prescription pharmaceutical product samples and impose requirements to ensure accountability in distribution.

United States Federal and State Fraud and Abuse, Data Privacy and Security, and Transparency Laws and Regulations

In addition to FDA restrictions on marketing of pharmaceutical products, federal and state healthcare laws and regulations restrict business practices in the biopharmaceutical industry. These laws may impact, among other things, the current and future business operations of the Group, including its clinical research activities, and proposed sales, marketing and education programs and constrain the business or financial arrangements and relationships with healthcare providers and other parties through which the Group markets, sells and distributes its products for which it obtains marketing approval. These laws include anti-kickback and false claims laws and regulations, data privacy and security, and transparency laws and regulations, including, without limitation, those laws described below.

The federal Anti-Kickback Statute prohibits, among other things, individuals or entities from knowingly and willfully offering, paying, soliciting or receiving remuneration, directly or indirectly, overtly or covertly, in cash or in kind to induce or in return for purchasing, leasing, ordering or arranging for or recommending the purchase, lease or order of any item or service reimbursable under Medicare, Medicaid or other federal healthcare programs. The term "remuneration" has been broadly interpreted to include anything of value. The federal Anti-Kickback Statute has been interpreted to apply to arrangements between pharmaceutical manufacturers on one hand and prescribers, purchasers and formulary managers on the other hand. Although there are a number of statutory exceptions and regulatory safe harbors protecting some common activities from prosecution, the exceptions and safe harbors are drawn narrowly. Practices that involve remuneration that may be alleged to be intended to induce prescribing, purchases or recommendations may be subject to scrutiny if they do not qualify for an exception or safe harbor.

The reach of the federal Anti-Kickback Statute was also broadened by the Patient Protection and Affordable Care Act of 2010, as amended by the Health Care and Education Reconciliation Act of 2010, or collectively the ACA, which, among other things, amended the intent requirement of the federal Anti-Kickback Statute such that a person or entity no longer needs to have actual knowledge of this statute or specific intent to violate it in order to have committed a violation. In addition, the ACA provides that the government may assert that a claim including items or services resulting from a violation of the federal Anti-Kickback Statute constitutes a false or fraudulent claim for purposes of the False Claims Act and the civil monetary penalties statute.

The federal civil and criminal false claims laws, including the False Claims Act, which prohibit, among other things, any individual or entity from knowingly presenting, or causing to be presented, a false claim for payment to the federal government or knowingly making, using or causing to be made or used a false record or statement material to a false or fraudulent claim to the federal government. A claim includes "any request or demand" for money or property presented to the U.S. government. Numerous pharmaceutical and other healthcare companies have been prosecuted under these laws for, among other things, allegedly providing free product to customers with the expectation that the customers would bill federal programs for the product and for causing false claims to be submitted because of the companies' marketing of products for unapproved, and thus non-reimbursable, uses.

The federal Health Insurance Portability and Accountability Act of 1996, or HIPAA, created additional federal criminal statutes that prohibit, among other things, knowingly and willfully executing a scheme to defraud any healthcare benefit program, including private third party payors and knowingly and willfully falsifying, concealing or covering up a material fact or making any materially false, fictitious or fraudulent statement in connection with the delivery of or payment for healthcare benefits, items or services. Similar to the federal Anti-Kickback Statute, a person or entity does not need to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation.

HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act, or HITECH, and their respective implementing regulations, impose certain requirements relating to the privacy, security and transmission of individually identifiable health information without appropriate authorization on certain health plans, healthcare clearinghouses and certain healthcare providers, known as covered entities, and their respective business associates, independent contractors that perform certain services involving the use or disclosure of individually identifiable health information as well as their covered subcontractors. HITECH also created new tiers of civil monetary penalties, amended HIPAA to make civil and criminal penalties directly applicable to business associates, and gave state attorneys general new authority to file civil actions for damages or injunctions in federal courts to enforce HIPAA and seek attorneys' fees and costs associated with pursuing federal civil actions.

The federal Physician Payments Sunshine Act requires certain manufacturers of drugs, devices, biologics and medical supplies for which payment is available under Medicare, Medicaid or the Children's Health Insurance Program, with specific exceptions, to report annually to the Centers for Medicare & Medicaid Services, or CMS, information related to payments or other transfers of value made to physicians (defined to include doctors, dentists, optometrists, podiatrists and chiropractors), other healthcare professionals (such as physician assistants and nurse practitioners), and teaching hospitals, and applicable manufacturers and applicable group purchasing organizations to report annually to CMS ownership and investment interests held by physicians and their immediate family members.

The Group may also be subject to state and foreign law equivalents of each of the above federal laws; state laws that require manufacturers to report information related to payments and other transfers of value to physicians and other healthcare providers or marketing expenditures; state laws that require pharmaceutical companies to comply with the pharmaceutical industry's voluntary compliance guidelines and the relevant compliance guidance promulgated by the federal government, or that otherwise restrict payments that may be made to healthcare providers; state and local laws that require the registration of pharmaceutical sales representatives; as well as state and foreign laws that govern the privacy and security of health information in some circumstances, many of which differ from each other in substantial ways and often are not preempted by HIPAA, thus complicating compliance efforts.

Efforts to ensure that our business arrangements with third parties will comply with applicable healthcare laws and regulations will involve substantial costs. Because of the breadth of these laws and the narrowness of the statutory exceptions and regulatory safe harbors available, it is possible that some of our business activities could be subject to challenge under one or more of such laws. It is possible that governmental authorities will conclude that our business practices may not comply with current or future statutes, regulations or case law involving applicable fraud and abuse or other healthcare laws and regulations. If our operations are found to be in violation of any of these laws or any other governmental regulations that may apply to us, we may be subject to substantial civil, criminal and administrative penalties, damages, fines, disgorgement, imprisonment, exclusion from participating in government funded healthcare programs, such as Medicare and Medicaid , additional reporting requirements and oversight if we become subject to a corporate integrity agreement or similar agreement to resolve allegations of non-compliance with these laws, contractual damages, reputational harm and the curtailment or restructuring of our operations.

To the extent that any of its products are sold in a foreign country, the Group may be subject to similar foreign laws and regulations, which may include, for instance, applicable post-marketing requirements, including safety surveillance, anti-fraud and abuse laws and implementation of corporate compliance programs and reporting of payments or transfers of value to healthcare professionals.

- *Coverage and Reimbursement*

Market acceptance and sales of any drug products depend in part on the extent to which reimbursement for drug products will be available from third party payors, including government health administration authorities, managed care organizations and other private health insurers. third party payors decide which drug products they will pay for and establish reimbursement levels. third party payors often rely upon Medicare coverage policy and payment limitations in setting their own coverage and reimbursement policies. However, decisions regarding the extent of coverage and amount of reimbursement to be provided for drug products are made on a payor-by-payor basis. One payor's determination to provide coverage for a drug product does not assure that other payors will also provide coverage, and adequate reimbursement, for the drug product. Additionally, a third party payor's decision to provide coverage for a drug product does not imply that an adequate reimbursement rate will be approved. Each payor determines whether or not it will provide coverage for a drug product, what amount it will pay the manufacturer for the therapy, and on what tier of its formulary it will be placed. The position on a payor's list of covered drugs, or formulary, generally determines the co-payment that a patient will need to make to obtain the drug product and can strongly influence the adoption of such drug product by patients and physicians. Patients who are prescribed drug products for their conditions and providers prescribing such drug products generally rely on third party payors to reimburse all or part of the associated costs. Patients are unlikely to use a drug product unless coverage is provided and reimbursement is adequate to cover a substantial portion of the cost of the drug product.

Reimbursement by a third-party payor may depend upon a number of factors, including the third-party payor's determination that a drug product is neither experimental nor investigational, safe, effective, and medically necessary, appropriate for the specific patient, cost-effective, supported by peer-reviewed medical journals and included in clinical practice guidelines.

Third party payors have attempted to control costs by limiting coverage and the amount of reimbursement for particular drug products. Even if reimbursement is available, the level of reimbursement is unpredictable. Inadequate coverage and reimbursement can impact the demand for, or the price of, drug products. If coverage and adequate reimbursement are not available, or are available only to limited levels, drug products may not be successfully commercialized. Further, adequate third-party payor reimbursement may not be available to enable price levels sufficient to realize appropriate returns on investment in drug product development.

In addition, the federal government and state legislatures have continued to implement cost containment programs, including price controls and restrictions on coverage and reimbursement. To contain costs, governmental healthcare programs and third-party payors are increasingly challenging the price, scrutinizing the medical necessity and reviewing the cost-effectiveness of drug products.

- *Impact of Healthcare Reform on our Business*

In the United States and some foreign jurisdictions, there have been, and continue to be, several legislative and regulatory changes and proposed changes regarding the healthcare system that could prevent or delay marketing approval of drug product candidates, restrict or regulate post-approval activities, and affect the profitable sale of drug candidates.

Among policy makers and payors in the United States and elsewhere, there is substantial interest in promoting changes in healthcare systems with the stated goals of containing healthcare costs, improving quality and / or expanding access. In the United States, the pharmaceutical industry has been a particular focus of these efforts and has been affected by major legislative initiatives. In March 2010, the ACA was passed, which substantially changed the way healthcare is financed by both the government and private insurers, and continues to greatly impact the U.S. pharmaceutical industry. The ACA, among other things: (i) increased the minimum Medicaid rebates owed by manufacturers under the Medicaid Drug Rebate Program and extends the rebate program to individuals enrolled in Medicaid managed care organizations; (ii) established an annual, nondeductible fee on any entity that manufactures or imports certain specified branded prescription drugs and biologic agents apportioned among these entities according to their market share in some government healthcare programs; (iii) expanded the availability of lower pricing under the 340B drug pricing program by adding new entities to the program; (iv) increased the statutory minimum rebates a manufacturer must pay under the Medicaid Drug Rebate Program, to 23.1% and 13% of the average manufacturer price for most branded and generic drugs, respectively and capped the total rebate amount for innovator drugs at 100% of the Average Manufacturer Price, or AMP; (v) expanded the eligibility criteria for Medicaid programs by, among other things, allowing states to offer Medicaid coverage to additional individuals and by adding new mandatory eligibility categories for individuals with income at or below 133% of the federal poverty level, thereby potentially increasing manufacturers' Medicaid rebate liability; (vi) established a Medicare Part D coverage gap discount program that required manufacturers to offer 50% (later increased to 70%) point-of-sale discounts off negotiated prices of applicable brand drugs to eligible beneficiaries during their coverage gap period, as a condition for the manufacturer's outpatient drugs to be covered under Medicare Part D, a provision later replaced by the Medicare Part D Manufacturer Discount Program under the Inflation Reduction Act of 2022; (vii) created a new Patient-Centered Outcomes Research Institute to oversee, identify priorities in, and conduct comparative clinical effectiveness research, along with funding for such research; and (viii) established a Center for Medicare Innovation at CMS to test innovative payment and service delivery models to lower Medicare and Medicaid spending, potentially including prescription drug.

There have been executive, judicial and Congressional challenges to certain aspects of the ACA. For example, on August 16, 2022, the Inflation Reduction Act of 2022, or IRA, was signed into law, which among other things, extends enhanced subsidies for individuals purchasing health insurance coverage in ACA marketplaces through plan year 2025.

The IRA also eliminates the "donut hole" under the Medicare Part D program beginning in 2025 by significantly lowering the beneficiary maximum out-of-pocket cost and creating a new manufacturer discount program. It is possible that the ACA will be subject to judicial or Congressional challenges in the future. It is unclear how such challenges, and the healthcare reform measures of the second Trump administration will impact the ACA and our business.

Other legislative changes have been proposed and adopted since the ACA was enacted. These changes include aggregate reductions to Medicare payments to providers of 2% per fiscal year pursuant to the Budget Control Act of 2011, which subsequent legislative amendments to the statute will remain in effect through fiscal year 2032 unless additional Congressional action is taken. Additionally, on March 11, 2021, the American Rescue Plan Act of 2021 was signed into law, which eliminated the statutory Medicaid drug rebate cap, previously set at 100% of a drug's average manufacturer price, for single source and innovator multiple source drugs, effective on January 1, 2024, with the result that manufacturers may now owe total Medicaid rebates in excess of a drug's average manufacturer price.

Additionally, there has been heightened governmental scrutiny in the United States of pharmaceutical pricing practices in light of the rising cost of prescription drugs and biologics. Such scrutiny has resulted in several recent congressional inquiries and proposed and enacted federal and state legislation designed to, among other things, bring more transparency to product pricing, review the relationship between pricing and manufacturer patient programs, and reform government program reimbursement methodologies for products.

At the federal level, the IRA, among other things, (i) directs the U.S. Department of Health and Human Services, or HHS, to negotiate the price of certain high-expenditure, single-source drugs that have been on the market for at least 7 years (in the case of small molecules) or 11 years (in the case of biological products) covered under Medicare, and subjects drug manufacturers to civil monetary penalties and a potential excise tax by offering a price that is not equal to or less than the negotiated "maximum fair price" or MFP for such drugs and biologics under the law, or the Medicare Drug Price Negotiation Program, and (ii) imposes rebates with respect to certain drugs and biologics covered under Medicare Part B or Medicare Part D to penalize price increases that outpace inflation. The IRA permits HHS to implement many of these provisions through guidance, as opposed to regulation, for the initial years. These provisions took effect progressively starting in fiscal year 2023 and the MFPs for the first ten drugs selected for

negotiation took effect on January 1, 2026. On August 15, 2024, HHS announced the agreed-upon prices of the first ten drugs that were subject to price negotiations, although the Medicare Drug Price Negotiation program is currently subject to legal challenges. On January 17, 2025, HHS selected fifteen additional products covered under Part D for price negotiation in 2025. Each year thereafter more Part B and Part D products will become subject to the Medicare Drug Price Negotiation Program. Since taking office in January 2025, the Trump administration has pursued policies to reduce regulations and expenditures across government including at HHS, the FDA, CMS and related agencies, including through significant workforce reductions, organizational restructuring, and rescission of predecessor-administration initiatives. These actions directed by executive orders or memoranda from the Office of Management and Budget, have introduced and may continue to introduce policy changes that create additional uncertainty for our business. These actions have included, among others, directives to reduce agency workforce, rescinding a Biden administration executive order tasking the Center for Medicare and Medicaid Innovation to consider new payment and healthcare models to limit drug spending, eliminating the Biden administration's executive order that directed HHS to establishing an AI task force and developing a strategic plan, and directing certain federal agencies to enforce existing law regarding hospital and price plan transparency and by standardizing prices across hospitals and health plans.

In addition, on May 12, 2025, the President issued Executive Order 14297, directing HHS and other federal agencies to take action to ensure that Americans pay no more for prescription drugs than patients in comparable developed countries (commonly referred to as "most favored nation" or "MFN" pricing). The administration has also announced a direct-to-consumer drug sales platform referred to as "TrumpRx," and has entered into voluntary arrangements with a number of pharmaceutical manufacturers incorporating MFN or MFN-adjacent pricing commitments. The scope, legal durability, and economic impact of any MFN program remain uncertain, and MFN-based initiatives are likely to continue to be the subject of litigation.

Additionally, in its June 2024 decision in Loper Bright Enterprises v. Raimondo, the U.S. Supreme Court overturned the longstanding Chevron doctrine, under which courts were required to give deference to regulatory agencies' reasonable interpretations of ambiguous federal statutes. The Loper Bright decision could result in additional legal challenges to current regulations and guidance issued by federal agencies applicable to our operations, including those issued by the FDA. Congress may introduce and ultimately pass health care related legislation that could impact the drug approval process and make changes to the Medicare Drug Price Negotiation Program created under the IRA.

At the state level, legislatures are increasingly passing legislation and implementing regulations designed to control pharmaceutical and biological product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, designed to encourage importation from other countries and bulk purchasing. For example, on January 5, 2024, the FDA approved Florida's Section 804 Importation Program (SIP) proposal to import certain drugs from Canada for specific state healthcare programs. It is unclear how this program will be implemented, including which drugs will be chosen, and whether it will be subject to legal challenges in the United States or Canada. Other states have also submitted SIP proposals that are pending review by the FDA. Any such approved importation plans, when implemented, may result in lower drug prices for products covered by those programs.

Manufacturing and Supply

The Group relies on third party manufacturing and supply partners for its supply for, preclinical studies and clinical trials. The Group currently does not have in-house facilities to manufacture our research and development, preclinical and clinical drug supplies.

Employees

As of August 31, 2026 and December 31, 2025, we had 3 full-time equivalent. None of our employees are represented by any collective bargaining unit. We believe that we maintain good relations with our employees.

Property and Facilities

Our registered office is located in Chemin des Aulx 12, Plan-les-Ouates, Geneva, Switzerland. Our headquarters are located in Campus Biotech, Chemin des Mines 9, Geneva, Switzerland, and consist of approximately 150 square meters of office space. The Group may require additional space and facilities as our business expands. The Company does not own any real estate.

Legal Proceedings

From time to time, the Group may become involved in litigation or other legal proceedings relating to claims arising from the ordinary course of business. There are currently no pending or impending court, arbitration or administrative proceedings that, in the opinion of our management, are of material importance to the issuer's assets and liabilities or profits and losses.

14. BOARD OF DIRECTORS, EXECUTIVE MANAGEMENT AND EMPLOYEES

A. Board of Directors and Executive Management

Board of Directors

The following table sets forth certain information with respect to our current directors. Except for Tim Dyer and Roger Mills, all Board members are non-executive and none of them were members of the management of the Company or one of its subsidiaries or has significant business connections with the Company or one of its subsidiaries. The business address for each member of the board is c/o Addex Therapeutics Ltd, c/o Addex Pharma SA, Chemin des Aulx 12, CH-1228 Plan-les-Ouates, Switzerland.

Name	Year of birth	First elected	Elected until	Board
Vincent Lawton (1) (2)	1949	2009	2027	Chairman
Raymond Hill (1)	1945	2015	2027	Member
Tim Dyer	1968	2015	2027	Member
Roger Mills	1957	2017	2027	Member
Jake Nunn (2)	1970	2018	2027	Member
Isaac Manke (2)	1977	2018	2027	Member

(1) Member of the Compensation Committee
(2) Member of the Audit Committee

Vincent Lawton. Professor Lawton was Vice President Merck Europe and Managing Director of MSD UK until he stepped down in 2006, after 26 years' service internationally for Merck & Co Inc. He was appointed CBE (Commander of the British Empire) by the Queen of England for services to the Pharmaceutical Industry. During his tenure, MSD UK achieved sustained commercial success, launching many new medicines to the market in a wide range of therapeutic areas, becoming the fastest growing company in the market over a number of years. He worked in commercial, research and senior management roles in France, the US and Canada, Spain and throughout Europe. As President of the UK Industry Association, the ABPI, he negotiated industry pricing, worked with Government bodies to help establish the UK globally as a leading center of clinical research. He served on the board of the UK regulatory authority (MHRA) from 2008 to 2015. He was Senior Strategy Adviser for Imperial College Department of Medicine, University of London and serves as a consultant to a number of leading healthcare organizations. He is also a board member of Neurosterix. He studied Psychology at the University of London and holds an undergraduate degree and PhD.

Raymond Hill. Dr. Hill was previously a member of the Board of Directors from the Annual General Meetings of 2008 until 2012. Currently Visiting Professor of Pharmacology at Imperial College in London, Chairman/Non-Executive Director of Avilex (Denmark) and member of the SAB of Neurosterix (Switzerland), an allosteric modulator drug discovery and development company based on the former Addex Technology platform of which Addex owns a 20% equity interest. Dr Hill was previously Chair of SAB Asceneuron (Switzerland) from 2014 to 2021 and was NED of Orexo AB (Sweden) from 2008 to 2019. Prior to his retirement, he was Executive Director, Licensing and External Research at Merck/MSD in Europe (2002 - 2008); Executive Director, Pharmacology (1990-2002) at the Merck Neuroscience Research Centre and had oversight responsibility for Neuroscience research at the Banyu Research Labs in Tsukuba, Japan (1997-2002). At Merck, he chaired a number of discovery project teams including those responsible for the marketed products Maxalt® and Emend®. Dr. Hill received his academic training (BPharm PhD) at the University of London. He was awarded an Honorary DSc by the University of Bradford in 2004 and was elected to Fellowship of the Academy of Medical Sciences in 2005. He was a lecturer in Pharmacology at the University of Bristol School of Medicine from 1974 to 1983 and supervisor in Pharmacology at Downing College, University of Cambridge from 1983 to 1988. He joined the pharmaceutical industry in 1983 as Head of Biology and founder member of the Park Davis Research Unit at Cambridge. In 1988, he joined SK&F (United Kingdom) as Group Director of Pharmacology and in 1990 moved to Merck. He is a past Council Member of the UK Academy of Medical Sciences and President Emeritus of the British Pharmacological Society. He is a Visiting Professor at the University of Bristol and was a member of the UK Government Advisory Council on the Misuse of Drugs from 2010 to 2019. He continues to serve on the ACMD Working Group on the Medicinal Uses of Cannabis and is a member of the drug misuse WG of Royal Pharmaceutical Society Science Committee.

Tim Dyer. MrDyer is a seasoned life sciences executive with more than three decades of leadership experience spanning finance, corporate development, and company building. Since co-founding Addex in 2002, Mr. Dyer has been instrumental in driving the Company's strategic growth and execution. Under his leadership, Addex successfully completed its IPO and Nasdaq listing, established key industry partnerships, and advanced a robust pipeline of allosteric modulators targeting neurological disorders. Mr. Dyer also led the spin-out of Neurosterix from Addex, serving as its CEO/CFO until May 2025. Earlier in his career, he spent ten years with PricewaterhouseCoopers in the United Kingdom and Switzerland as part of the audit and business advisory group, advising multinational clients including investment firms and companies active in the life sciences sector. In addition to his executive responsibilities, Mr. Dyer serves as a Board Director of Addex spin out company, Neurosterix, Chairman of Stalicla SA, a clinical-stage precision medicine company focused on neurodevelopmental disorders, and as a Board Director of Multiwave Technologies AG, an innovator in medical imaging. Mr. Dyer is a UK Chartered Accountant and holds a BSc (Hons) in Biochemistry and Pharmacology from the University of Southampton.

Roger Mills. Dr. Mills brings more than 30 years of biopharmaceutical industry experience at both large global pharmaceutical companies and smaller biotechnology companies, including Acadia Pharmaceuticals, Pfizer, Gilead Sciences, Abbott Laboratories and The Wellcome Foundation, across a spectrum of disease areas. His extensive track record includes managing drug development programs, including IND's and NDAs as well as post-marketing and OTC products. Most recently, Dr. Mills was with Acadia Pharmaceuticals for nine years, serving as Executive Vice President, Development and Chief Medical Officer. In this role, he oversaw the largest ever international Phase 3 program in Parkinson's Disease Psychosis and led its NDA submission to the FDA for NUPLAZID, which was subsequently approved and remains the first and only medication approved in this indication. Dr. Mills currently serves as an Honorary Professor at the University of Exeter, UK and is a Fellow of the Faculty of Pharmaceutical Medicine, a faculty of the three Royal Colleges of Physicians of the UK. He is a member of the Board of Directors of Enterin Inc, a US biopharmaceutical company. He received his medical degree from Imperial College, Charing Cross Hospital Medical School, London, United Kingdom.

Isaac Manke. Dr. Manke has more than 15 years of experience in the life science industry as an investor, research analyst, consultant and scientist. For over 5 years, Dr Manke was a General Partner at Acorn Bioventures, where he focused on investing in small-cap public and private biotechnology companies. Prior to Acorn, Isaac spent 11 years at New Leaf Venture Partners (NLV). In addition to private venture investments, during his time at NLV, he also led the firm's public investment activities initially with the public portfolio within NLV-II, and from 2014 through 2019, had day-to-day management and oversight responsibility for the NLV Biopharma Opportunities Funds. Dr Manke is a Director of Onkure therapeutics (Nasdaq : OKUR) and Q32 Bio (Nasdaq : QTTB) . Isaac has been a board member or observer for several companies, including the boards of True North Therapeutics (acquired by Bioverativ) and Karos Pharmaceuticals (acquired by an undisclosed company). Previously, Isaac was an Associate in the Global Biotechnology Equity Research group at Sanford C. Bernstein. Isaac was also an Associate in the Biotechnology Equity Research group at Deutsche Bank and was a Senior Analyst at Health Advances, a biopharmaceutical and medical device strategy consulting firm. Isaac received a B.A. in Biology and a B.A. in Chemistry at Minnesota State University (Moorhead), and a Ph.D. in Biophysical Chemistry and Molecular Structure at the Massachusetts Institute of Technology, or MIT. Isaac's discoveries led to several publications in top journals, including Science and Cell, and were selected by Science as one of the "2003: Signaling Breakthroughs of the Year". These discoveries also resulted in four issued patents.

Jake Nunn. Mr. Nunn has more than 30 years of experience in the life science industry as an investor, independent director, research analyst and investment banker. He is currently an independent advisor to life science companies and a partner at SR One Capital Management. Mr. Nunn was previously a venture advisor at New Enterprise Associates, or NEA, where he was a partner from 2006 to 2018, focusing on later-stage specialty pharmaceuticals, biotechnology and medical device investments and managing a number of NEA's public investments in healthcare. Mr. Nunn is a Director of Zenas BioPharma, Inc. (Nasdaq: ZBIO). He previously was a Director of Regulus Therapeutics (acquired by Novartis), Dermira Inc. (acquired by Eli Lilly), Hyperion Therapeutics (acquired by Horizon Pharma PLC), TriVascular (acquired by Endologix), Aciex Therapeutics (acquired by Nicox SA), Transcept Pharmaceuticals (merged with Paratek) and a board observer at Vertiflex, Inc. (acquired by Boston Scientific). Prior to NEA, Mr. Nunn worked at MPM Capital as a Partner with the MPM BioEquities Fund, where he specialized in public, PIPE and mezzanine-stage life sciences investing. Previously, he was a healthcare research analyst and portfolio manager at Franklin Templeton Investments. Mr. Nunn was also an investment banker with Alex. Brown & Sons. He received an MBA from the Stanford Graduate School of Business and an AB in Economics from Dartmouth College. Mr. Nunn holds the Chartered Financial Analyst designation, is a member of the CFA Society of San Francisco, and recently completed the Stanford GSB Directors' Consortium executive education program.

Executive Management

In accordance with the Articles and the Organizational Rules, the Board has delegated the operational management to the CEO. The CEO together with the Executive Management and under the control of the Board conducts the operational management of the Company pursuant to the Organizational Rules and reports to the Board on a regular basis.

The following table sets forth the name, year of birth and principal position of those individuals who currently are part of the Executive Management followed by a short description of each member's business experience, education and activities. The business address for each member of the Excecutive Management is c/o Addex Therapeutics Ltd, c/o Addex Pharma SA, Chemin des Aulx 12, CH-1228 Plan-les-Ouates, Switzerland.

Name	Year of Birth	Position	Nationality	Member since
Tim Dyer	1968	Chief Executive Officer	Swiss / British	2002
Roger Mills	1957	Chief Medical Officer	USA / British	2016
Jean-Philippe Rocher	1959	Head of Pharmaceutical Development	French	2026
Lénaïc Teyssédou	1985	Head of Finance	French	2024

Mikhail Kalinichev is no longer an Executive Manager since October 2, 2026, but continues to work for the Group through the service agreement with Neurosterix. Jean-Philippe Rocher has been appointed on October 2, 2026 as Head of Pharmaceutical Development.

Tim Dyer – Refer to page 70.

Roger Mills – Refer to page 71.

Jean-Philippe Rocher. Dr. Rocher is responsible for IP and preclinical development including all chemistry activities CMC, medicinal chemistry and activities linked to developability. He has extensive experience in drug discovery and returns to Addex from Neurosterix Pharma Sàrl where he was Head of Pharmaceutical Development from June 2018 and Pierre Fabre where he was Director of CNS Programs from March 2014 to May 2018. Joining Addex at its inception in 2002, Dr. Rocher established the Company's chemistry capabilities and built its small molecule allosteric modulator chemistry platform. He played a pivotal role in the success of both internal and partnered programs, including the GABAB program, the discovery of dipraglurant and ADX71149, both of which progressed into Phase 2 clinical development. Prior to joining Addex, Dr. Rocher was Director of Chemistry at Devgen NV (Gent, Belgium), Senior Research Scientist for GlaxoSmithKline KK (Tsukuba, Japan), Scientific Project Leader in CNS at Mitsubishi Tanabe (Yokohama, Japan) and Head of Drug Discovery Unit for Battelle (Geneva, Switzerland). He started his career as a Research Scientist in the Dermatology Research Center of Galderma (Sophia-Antipolis, France) following a PhD in Medicinal Chemistry and Pharm D at the Faculty of Pharmacy of Lyon (France). He is a co-author of more than 50 research publications and patents.

Lénaïc Teyssédou. Mr. Teyssédou has worked as Head of finance of Addex since 2017 and has extensive experience in the financial management of both private and public companies. Mr. Teyssédou is a French certified public accountant and worked in audit firms where he gained valuable experience related to audit, due diligence, financial regulation and compliance across a diverse client portfolio of startups, small and middle size companies. Mr Teyssédou also holds two master's degrees in Finance and Management from EM Strasbourg Business School, France.

B. Compensation of the Members of the Board of Directors and the Executive Management

General Information

The Company is incorporated in Switzerland and is subject to the information required by Articles 734 – 734f of the Swiss Code of Obligations, the section 5 of the Annex to the Directive on Information relating to Corporate Governance of the SIX Swiss Exchange (Amendment effective on December 2, 2025) and the Swiss Code of Best Practice for Corporate Governance (status February 6, 2023).

Compensation of the Members of the Board of Directors

The compensation of the non-executive Board members mostly includes variable elements whilst executive Board members are not remunerated as board member. The fixed element comprises a fixed annual monetary compensation per Board term from one general meeting of shareholders to the next. The variable element comprises a monetary compensation based on Board meeting attendance and the fair value of equity incentive units (share options and equity sharing certificates) and represents from 50% to 200% of fixed annual compensation. In 2025, the Company has not granted equity incentive units to the Board members. Social security contributions of the Company are accrued on the fixed and variable elements. Board member social security contributions are accrued on the fair value of equity incentive units. Equity incentive units are granted based on the discretion of the Board of Directors. Equity incentive units are granted to compensate for the dilutive effects of capital raising to ensure Board Members have sufficient unvested equity incentive units in accordance with external benchmarks. The most recent review of compensation for members of the Board took place in November 2025.

Compensation for the board of Directors in 2025 and 2024

2025	Fixed	Variable compensation			
CHF	cash compensation	cash attendance	number of equity incentive units(1)	value of equity incentive units(1)	Total 2025
Vincent Lawton, chairman..…….	29,015	29,015	-	-	**58,030**
Raymond Hill, member……	18,017	18,017	-	-	**36,034**
Tim Dyer, member……..….....	-	-	-	-	**-**
Roger Mills, member (2)……..……..	12,825	12,825	-	-	**25,650**
Jake Nunn, member…….	16,355	16,355	-	-	**32,710**
Isaac Manke, member……..	16,355	16,355	-	-	**32,710**
Total…….....	**92,567**	**92,567**	**-**	**-**	**185,134**

(1) In 2025, the Company has not granted any equity incentive units. Equity incentive units include share options granted during the year under the Company's share option.
(2) Roger Mills has only been remunerated as Board Member in 2025, as he spent most of his time acting as Board Member and not as Chief Medical Officer.

2024	Fixed	Variable compensation			
CHF	cash compensation	cash attendance	number of equity incentive units(1)	value of equity incentive units(2)	Total 2024
Vincent Lawton, chairman..…….……	29,022	29,022	501,598	18,813	**76,857**
Raymond Hill, member…….….....	18,018	18,018	273,107	10,243	**46,279**
Tim Dyer, member……..….....	-	-	-	-	**-**
Roger Mills, member 3……	12,937	12,937	50,000	1,875	**27,749**
Jake Nunn, member……..	16,361	16,361	50,000	1,875	**34,597**
Isaac Manke, member……..	16,361	16,361	50,000	1,875	**34,597**
Total……	**92,699**	**92,699**	**924,705**	**34,681**	**220,079**

(1) Equity incentive units include share options granted during the year under the Company's share option plan.
(2) The value of the equity incentive units include the fair value of the share options granted during the year under the Company's share option plan.
(3) Roger Mills has only been remunerated as Board Member in 2024 as he spent most of his time acting as Board Member and not as Chief Medical Officer.

Deferred Strike Price Payment Obligations of the Board of Directors

CHF	December 31, 2025	December 31, 2024
Vincent Lawton, chairman..…….	235,219	235,219
Raymond Hill, member……	128,106	128,106
Tim Dyer, member……..……	-	-
Roger Mills, member……	46,719	46,719
Jake Nunn, member……...	20,598	20,598
Isaac Manke, member……..…	20,598	20,598
Total (1).....	**451,239**	**451,239**

(1) The amounts reported in this table correspond to the amounts owed by members of the Board of Directors in relation to Deferred Strike Price Payment Obligations, which may be assimilated to loans to be disclosed in this Compensation report within the meaning of the Swiss Code of Obligations.

Compensation of the Members of the Executive Management

The compensation of members of the Executive Management consists of fixed and variable elements. The fixed element may include a base salary or a cash retainer paid under a consulting contract. The variable element may include performance-related cash or share based bonuses, consulting fees based on chargeable hours and equity incentive units (equity sharing certificates and share options). Company contributions to pension plans, death and invalidity insurances and social security contributions are accrued on all fixed and variable element compensation that relates to an employment relationship. Company social security contributions are accrued for all shares or equity incentive unit compensation. The amount of the fixed element depends on the position, responsibilities, experience and skills, and takes into account individual performance. The fixed element is reviewed at the end of each year by the Board. Any changes in the fixed elements are made effective in January of the following year. The variable elements are based on individual and company goals. The potential variable cash bonus is determined in the employment contract and in

general is a percentage of the base salary. Every year, the Board decides on the total amount of variable elements including the amount of cash and equity incentive units to be granted for the previous year based on the achievement of Company and Individual goals. Equity incentive units are granted based on the discretion of the Board of Directors. Variable cash compensation paid to Executive Managers includes bonus and equity incentive units. During the year 2025, no variable compensation has been paid to Executive Managers. Mr. Dyer is remunerated for his role of Chief Executive Officer since November 1, 2025. Our Chief Medical Officer ("CMO"), spends most of his time acting as Board member, therefore, he is only remunerated as a Board Member.

Compensation to the Executive Management in 2025 and 2024

2025	Fixed	Variable compensation			
CHF	Cash compensation	Cash	number of equity incentive units (2)	value of shares (2)	Total 2025
Total Executive Management (1)…….	**289,433**	**-**	**-**	**-**	**289,433**

(1) Two Executive Managers have been paid for their role role in Addex Therapeutics in 2025. The highest paid member of the Executive Management was Lénaïc Teyssédou for his role of Head of Finance and received a fixed cash compensation of CHF 206,196. Tim Dyer was remunerated for his role of Chief Executive Officer since November 1, 2025.
(2) No variable compensation and/or equity incentive units were granted in 2025.

2024	Fixed	Variable compensation			
CHF	cash compensation	Cash(3)	number of equity incentive units(2)	value of shares(2)	Total 2024
Total Executive Management (1)…..	**478,105**	**343,840**	**4,920,964**	**192,377**	**1,014,322**

(3) On April 2, 2024, the Group transferred a part of its business to Neurosterix Group. As part of this transaction, all the Executive Managers have been transferred to Neurosterix Group and a service agreement was concluded between Addex Pharma SA and Neurosterix Pharma Sàrl allowing our CEO, Mr. Tim Dyer, and our Head of Translational Science, Mr Mikhail Kalinichev, to continue to work for Addex at zero cost for the Group. Mr Teyssédou Lénaïc has been promoted as Executive Manager on April 2, 2024. In 2024, the highest paid member of the Executive Management remained our CEO, Tim Dyer, who received CHF 115,698 of fixed cash compensation, CHF 168,000 of variable cash compensation and 3,369,796 equity incentive units from January 1, 2024 to April 2, 2024. The fair value of equity incentive units including accrued social charges amounted to CHF 133,089 Equity incentive units include shares awarded for consulting services under the share purchase plan and share options granted under the Company's share option plan.
(4) Variable compensation in cash relates to bonuses and compensation paid to Executive Managers.
(5) Equity incentive units include share options granted during the year under the Company's share option plan.
(6) The value of equity incentive units relates to the fair value of share options granted during the year under the Company's share option plan.

Deferred Strike Price Payment Obligations of the Executive Management

CHF	December 31, 2025	December 31, 2024
Total Executive Management (1).....	**1,552,872**	**1,552,872**

(1) The amounts reported in this table correspond to the amounts owed by Executive Managers at balance sheet date in relation to Deferred Strike Price Payment Obligations, which may be assimilated to loans to be disclosed in this Compensation Report within the meaning of the Swiss Federal Code of Obligations. The highest Deferred Strike Price Payment Obligation was attributable to our CEO Tim Dyer and amounted to CHF 1,524,093 as of December 31, 2025 and December 31, 2024.

Equity incentive plans

The purpose of the Group's share purchase, share option and equity sharing certificate programs is to provide members of the Board of Directors, Executive Management, employees and certain consultants (together "Staff") with an opportunity to benefit from the potential appreciation in the value of the Company's shares, thus providing an increased incentive for participants to contribute to the future success and prosperity of the Group, enhancing the value of the shares for the benefit of the shareholders of the Group and increasing the ability of the Group to attract and retain individuals of exceptional skills. In addition, these plans provide the Group with a mechanism to engage services for non-cash consideration by settling them through a transfer of treasury shares under the share purchase plan based on predefined terms of the consulting contract. The grant of any share option or equity sharing certificate is at the discretion of the Board of Directors. Key factors considered by the Board of Directors in making grants of share options or equity sharing certificates are the amount of shareholder approved conditional capital, the benchmarking with other companies as well as individual performance. The strike price is determined by the Board of Directors and is primarily based on the closing price of the Company's shares on the SIX Swiss Exchange on the grant date. In addition, the Group has implemented a staff retention plan which includes a deferred strike price payment plan ("DSPPP") encouraging Board Members, Executive Managers and employees to exercise their share options or equity sharing certificates and become shareholders of the Company by allowing deferral of the obligation to pay the strike price on exercise ("Deferred Strike Price Payment Obligations").

Indirect benefits

The Company may contribute to the pension plan and maintains certain insurance for death and invalidity for the members of the Executive Management. New entrants may be eligible for reimbursement of relocation costs, compensation for lost benefits or stock

granted by a previous employer, international school for children or language courses for a limited time period. No Indirect benefits have been paid to Executive Management in 2024 and 2025.

C. Board Practices

Our articles of association provide that the board shall consist between one or eleven members, with the exact number to be fixed by our board. Currently, our board consists of six members. In accordance with the Compensation Ordinance, members of the board including the Chairman are appointed and removed exclusively by shareholders' resolution for a term of one year until completion of the next AGM.

Until September 30, 2026, the board held 3 virtual meetings. In 2025, the board held 4 virtual meetings with average duration of half a day. In addition to regular Board meetings, the board holds additional ad hoc meetings or telephone conferences to discuss specific matters. The CEO and the Chief Medical Officer (CMO) are entitled to attend every Board meeting and to participate in its debates and deliberations with the exception of non-executive sessions.

During Board meetings, each member of the board may request information from the other members of the board, as well as from the members of the Executive Management present on all affairs of the Company. The CEO reports at each meeting of the board on the course of business of the Company in a manner agreed upon from time to time between the board and the CEO. The Board also engages specific advisors to address specific matters when required.

In addition to reporting at Board meetings, the CEO reports immediately any extraordinary event and any significant change within the Company to the Chairman. Outside of Board meetings, each member of the board may request from the CEO information concerning the course of business of the Company.

D. Board Committees

The tasks, responsibilities and constitution of standing committees of the board are defined in the Organizational Rules.

Audit Committee

The Audit Committee consists of Vincent Lawton, Isaac Manke and Jake Nunn. Vincent Lawton serves as Chairman of the Audit Committee. The Audit Committee assists the board in fulfilling its duties of supervision of management. It has the following powers and duties: (i) to review and assess the effectiveness of the statutory auditors and the group auditors, in particular their independence from the Company. In connection therewith, it reviews in particular additional assignments given by the Company or its subsidiaries. It may issue binding regulations or directives in connection with such additional assignments; (ii) to review and assess the scope and plan of the audit, the examination process and the results of the audit and to examine whether the recommendations issued by the auditors have been implemented by management; (iii) to review the auditors' reports, to discuss their contents with the auditors and with the management; (iv) to approve the terms and conditions of the engagement of the auditors; (v) to assess the risk assessment established by the management and the proposed measures to reduce risks; (vi) to assess the state of compliance with norms within the Company (vii) to review in cooperation with the auditors, the CEO and Head of Finance whether the accounting principles and the financial control mechanism of the Company and its subsidiaries are appropriate in view of the size and complexity of the Group; (viii) to review the annual and interim statutory and consolidated financial statements intended for publication. It should discuss these with the CEO and the Head of Finance and, separately, with the head of external audit; and (ix) to make a proposal to the board with respect to these annual and interim statutory and consolidated financial statements; the responsibility for approving the annual financial statements remains with the board.

Until September 30, 2026, the Audit Committee held 3 meetings related to the review the twelve-month period ended December 31, 2025, the three-month period ended March 31, 2026 and the six-month period ended June 30, 2026 financial statements. In 2025, the Audit Committee held 4 meetings. The CEO and Head of Finance were present at a portion of the meetings.

Compensation Committee

The Compensation Committee consists of the following members: Vincent Lawton and Raymond Hill. The Compensation Committee operates under provisions set forth in our Organizational Rules.

The Compensation Committee assists the board in fulfilling its remuneration related matters. The compensation Committee has the following powers and duties to (i) review and assess on a regular basis the remuneration system of the Company and the Group (including the management incentive plans) and makes proposals in connection thereto to the board; (ii) recommend the terms of employment, in particular the remuneration package, of the CEO and to make proposals in relation to the remuneration of Directors; (iii) recommend upon proposal of the CEO the terms of employment, in particular the remuneration package, of employees reporting

directly to the CEO as well as matters related to the compensation of other top managers, as well as the general employee compensation, benefit policies and HR practices of the Company; and (iv) make recommendations on the grant of options or other securities under any management incentive plan of the Company.

The compensation committee meets as often as business requires. The compensation committee held 2 meetings in 2025. The first addressed the absence of bonuses to be paid in 2025. The second related to the fixed compensation of the Chief Executive Officer, who has been remunerated by the Company since November 1, 2025.

Corporate Governance

There are two sets of governance rules in Switzerland: the Swiss Code of Best Practice for Corporate Governance ("Swiss Code") issued by economiesuisse, the largest umbrella organization representing Swiss business establishments, and the Directive Corporate Governance dated January 1, 2026 ("DCG") issued by the SIX Swiss Exchange. The Swiss Code is non-binding and recommends good corporate standards in line with international business practice. The DCG is binding for Swiss companies with shares listed on the SIX Swiss Exchange, as well as for foreign companies not being listed in their home country and having their primary listing on the SIX Swiss Exchange, and requires them to disclose important information on the management and control mechanism at the highest corporate level or, alternatively, to give specific reasons why this information is not disclosed.

E. Employees

As of December 31, 2023, 2024, and 2025, we had 23, 2, and 3 full-time equivalent employees, respectively. As of August 31, 2026, we had 3 employees. None of our employees are represented by any collective bargaining unit. We believe that we maintain good relations with our employees. We have not experienced any work stoppage and consider our employee relations to be good.

F. Securities and Option Rights held by Directors, Executive Management and Employees

The following table lists the shares, subscription rights, options and warrants of the Company held by the members of the board and the Executive Management as of September 30, 2026. Since that date, no material changes with respect to the information listed below occurred.

Name	Position	Number of shares held	% of voting rights[1]	Number of options[2]	% of voting rights[1]	Total
Tim Dyer……..	Chief Executive & Board Member	16,848,979	7.71%	3,369,796	1.54%	20,218,775
Vincent Lawton	Chairman	2,507,987	1.15%	501,598	0.23%	3,009,585
Raymond Hill……..	Board Member	1,365,532	0.62%	273,107	0.12%	1,638,639
Roger Mills……..	Chief Medical Officer & Board Member	785,976	0.36%	50,000	0.02%	835,976
Jean-Philippe Rocher...	Head of Pharmaceutical Development	2,541,197	1.16%	700,000	0.32%	3,241,197
Lenaïc Teyssédou……	Head of Finance	-	-	602,908	0.28%	602,908
Jake Nunn……	Board Member	219,561	0.10%	50,000	0.02%	269,561
Isaac Manke…….	Board Member	219,561	0.10%	50,000	0.02%	269,561

[1] Calculated on the basis of the number of registered shares recorded in the commercial register as of September 30, 2026

[2] Each option held entitles its holder to purchase registered shares of Addex Therapeutics Ltd at a subscription ratio of 1:1, the exercise price per option amounts to CHF 0.026. The options must be exercised during an exercise period running between December 31, 2027 and January 7, 2034.

Except for the general sales restrictions applicable to the Shares (see Section 17 "Additional Information regarding the Company and our Shares" beginning on page 82 and Section 3 "Certain Sales Restrictions" starting on page 5, there a no specific sales restrictions applicable to Shares held by the members of the board and the Executive Management. The options/subscription rights are in principle personal and non-transferrable.

As at September 30, 2026 total options owned by current Members of the Board, Executive Management, Employees and consultants amounted to 1,756,498. All options expire between December 31, 2027 and January 7, 2034. Each option held entitles

its holder to purchase registered shares of Addex Therapeutics Ltd. at a subscription ratio of 1:1, with an exercise price per option of CHF 0.026.

G. Legal Proceedings and Convictions

None of our members of the board or our senior management have been convicted for major or minor economic or white-collar crimes in the last five years nor are there any legal proceedings brought by statutory or regulatory authorities, including designated professional associations, against our members of the board or our senior management that are ongoing or have been concluded with a sanction.

15. MAJOR SHAREHOLDERS

The following tables describe the individual shareholdings of those shareholders that hold 3% or more of the Company's voting rights, to the extent known to the Company, as of the date of this Prospectus, as well as the shareholdings that such shareholders are expected to hold upon registration of the 93,000,000 New Shares in the commercial register. The number of shares held by the relevant shareholder may have changed without the Company's knowledge.

As of September 30, 2026

The percentages set forth in the table below are calculated on the basis of the 218,654,496 Shares recorded in the commercial register.

Shareholder	Place of residence | Registered office	Number of Shares held (registered shares)	% of Voting Rights	Delegated Voting Rights	% of voting rights	Other purchase positions	% of voting Rights	ISIN or basic terms	Aggregate % of voting rights	Sale Positions	% of voting rights	ISIN or basic terms
Addex Pharma SA[1]	Chemin des Aulx 12, PO Box 68, CH-1228 Plan-les-Ouates, Switzerland	8,437,039	3.86%	-	-	-	-	-	3.86%	66,508,150	30.42%	-
Armistice Capital Master Fund Ltd[2]	New York, NY, USA	-	-	-	-	55,809,720	25.52%	[3]	25.52%	-	-	-
Tim Dyer[4]	Chemin CH1196 Gland, Switzerland	16,848,979	7.71%	-	-	3,369,796	1.54%	[5]	9.25%		-	-

Total Shares registered in the commercial register: 218,654,496

(1) The beneficial owner is the Company, chemin des Aulx 12, PO Box 68, CH-1228 Plan-les-Ouates, Switzerland.
(2) The beneficial owner is the Company, New-York, NY, USA.
(3) Warrants. Issuer: Addex Therapeutics Ltd. Underlying: registered shares of Addex Therapeutics Ltd. Subscription ratio: 1:1. Exercise price: USD:0.167. Exercise period: April 5, 2028 at the latest. Exercise type: American. The warrants give the right to purchase Addex Therapeutics shares listed on Six Swiss Exchange and represented by ADS listed on Nasdaq Stock Market. 1 ADS represents 120 shares. The exercise price is USD 20 per ADS. Exercise type: American.
(4) Tim Dyer includes TMD Advisory SARL for which the beneficial owner is Tim Dyer, CH1196 Gland.
(5) Call options. Issuer: Addex Therapeutics Ltd. Underlying: registered shares of Addex Therapeutics Ltd. Subscription ratio: 1:1. Exercise price: CHF 0.050. Exercise period : January 7, 2034 at the latest.

After Completion of the Capital Increase

The figures set forth in the table below are calculated based on the assumption that 93,000,000 New Shares will be recorded in the commercial register upon completion of the capital increase. Further, the table below is based on the assumption that none of the warrants and options have been exercised.

Shareholder	Place of residence | Registered office	Number of Shares held (registered shares)	% of Voting Rights	Delegated Voting Rights	% of voting rights	Other purchase positions	% of voting Rights	ISIN or basic terms	Aggregate % of voting rights	Sale Positions	% of voting rights	ISIN or basic terms
Addex Pharma SA[1]	Chemin des Aulx 12, PO Box 68, CH-1228 Plan-les-Ouates, Switzerland	101,437,039	32.55%	-	-	-	-	-	32.55%	66,508,150	21.34%	-
Armistice Capital Master Fund Ltd[2]	New York, NY, USA	-	-	-	-	55,809,720	17.91%	[3]	17.91%	-	-	-
Tim Dyer[4]	Chemin CH1196 Gland, Switzerland	16,848,979	5.41%	-	-	3,369,796	1.08%	[5]	6.49%		-	-

Total Shares registered in the commercial register: 311,654,496

(1) The beneficial owner is the Company, chemin des Aulx 12, PO Box 68, CH-1228 Plan-les-Ouates, Switzerland.
(2) The beneficial owner is the Company, New-York, NY, USA.
(3) Warrants. Issuer: Addex Therapeutics Ltd. Underlying: registered shares of Addex Therapeutics Ltd. Subscription ratio: 1:1. Exercise price: USD:0.167. Exercise period: April 5, 2028 at the latest. Exercise type: American. The warrants give the right to purchase Addex Therapeutics shares listed on Six

Swiss Exchange and represented by ADS listed on Nasdaq Stock Market. 1 ADS represents 120 shares. The exercise price is USD 20 per ADS. Exercise type: American.

(4) Tim Dyer includes TMD Advisory SARL for which the beneficial owner is Tim Dyer, CH1196 Gland.

(5) Call options. Issuer: Addex Therapeutics Ltd. Underlying: registered shares of Addex Therapeutics Ltd. Subscription ratio: 1:1. Exercise price: CHF 0.050. Exercise period : January 7, 2034 at the latest.

16. RELATED PARTY TRANSACTIONS

The following is a description of related party transactions we have entered into since January 1, 2023 with any members of our board or executive officers and each holder of more than 5% of our shares.

Transactions with Stalicla SA

In June 2025, we invested a total amount of CHF 795,029 in Stalicla SA and received 23,342 preferred shares and derivative financial instruments. In July 2025, Tim Dyer has been appointed President of the Board of Stalicla SA.

Sale of our allosteric modulator drug discovery technology platform and pre-clinical programs

On April 2, 2024, we sold our allosteric modulator drug discovery technology platform and a portfolio of pre-clinical programs to Neurosterix Pharma Sàrl (Neurosterix), a new company funded by Perceptive Xontogeny Venture Fund II L.P, Perceptive Life Sciences Master fund Ltd and Acorn Bioventures 2, L.P (the "Transaction"). Acorn Bioventures 2, L.P is a fund where our Board Member Isaac Manke is a General Partner. As part of the Transaction, Addex received CHF 5.0 million in cash and shares representing 20% equity interest in Neurosterix and concluded a service agreement allowing key members of Addex staff transferred to Neurosterix to support the activities of the Addex Group at zero cost until December 31, 2024. As of January 1, 2025, the agreement was not formally renewed. However, Neurosterix has continued to provide us with access to certain employees and infrastructure at zero cost. Since November 1, 2025, our CEO Tim Dyer has been remunerated directly by us. On February 28, 2026, Neurosterix relocated its offices, and since that date we assumed responsibility for the rent of our administrative offices. As of the issuance date of this prospectus, we continue to have access to research and development staff at zero cost.

The fair value of the service agreement amounted to CHF 141,018 during the twelve-month period ended December 31, 2025 (CHF 182,348 in 2024). As of December 31, 2025, there were no transaction pending to be paid between Neurosterix Group and Addex Group. As of December 31, 2024, the Neurosterix Group owed CHF 7,967 to the Addex Group.

April 3, 2023 offering

On April 3, 2023, we sold to Armistice Capital Master Fund Ltd, or Armistice, 7,999,998 ordinary shares in the form of 66,666 ADSs at a price of USD 19.00 per ADS and 23,578,950 pre-funded warrants, in the form of 196,491 ADSs at a price of USD 18.80 per ADS with a remaining strike price of USD 0.20 per ADS. In addition, we granted Armistice Capital Master Fund Ltd, 31,578,948 warrants, in the form of 263,157 ADSs, with a strike price of USD 20.00 per ADS and an exercise period expiring on April 5, 2028. We also amended 9,230,772 warrants in the form of 76,923 ADSs issued on December 21, 2021 and 15,000,000 warrants in the form of 125,000 ADSs issued on July 26, 2022 to reduce the strike price to USD 20.00 per ADS and extend the exercise period to April 5, 2028. The pre-funded warrants are exercisable only if Armistice Capital Master Fund beneficially owns less than 9.99% of our outstanding shares whilst warrants are exercisable only if Armistice Capital Master Fund beneficially owns less than 4.99% of our outstanding shares. All of the pre-funded warrants were exercised in the year ended December 31, 2023. All the warrants remain unexercised at the issuance date of this prospectus.

	ADSs purchased (1)	ADS Pre-funded warrants purchased (1) (2)	ADS Warrants granted (1) (3)	ADS Warrants repriced (1) (3)
Armistice Capital Master Fund Ltd (4)	66,666	196,491	263,157	201,923

(1) Each ADS represents one hundred and twenty shares.
(2) Pre-funded warrant ADSs are exercisable only if Armistice Capital Master Fund Ltd beneficially owns less than 9.99% of the outstanding shares.
(3) Warrant ADSs are exercisable only if Armistice Capital Master Fund Ltd beneficially owns less than 4.99% of the outstanding shares. Warrant ADSs respectively granted and repriced on April 3, 2023, have both an exercise price of USD 20.00 per ADS and will expire on April 5, 2028.
(4) Armistice Capital Master Fund Ltd, which is wholly owned by Armistice Capital LLC, was a holder of more than 5% of our outstanding shares on April 3, 2023.

Agreements with Our Executive Officers and Directors

We have entered into employment agreements with certain of our executive officers.

We have entered into indemnification agreements with each of our directors and executive officers. These agreements require us to indemnify our directors and executive officers to the fullest extent permitted by law.

Related-Party Transactions Policy

We have adopted a related-party transaction policy that sets forth our procedures for the identification, review, consideration and approval or ratification of related-party transactions. For purposes of our policy only, a related-party transaction is a transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which we and any related parties are, were or will be participants, which are not (1) in the ordinary course of business, (2) at arms' length and (3) in which the amount involved exceeds CHF 120,000. Transactions involving compensation for services provided to us as an employee or director are not covered by this policy. For purposes of this policy, a related party is any executive officer, director (or nominee for director) or beneficial owner of more than 5% of any class of our voting securities, including any of their immediate family members and any entity owned or controlled by such persons.

Under the policy, if a transaction has been identified as a related-party transaction, including any transaction that was not a related-party transaction when originally consummated or any transaction that was not initially identified as a related-party transaction prior to consummation, our management must present information regarding the related-party transaction to our board of directors for review, consideration and approval. The presentation must include a description of, among other things, the material facts, the interests, direct and indirect, of the related parties, the benefits to us of the transaction and whether the transaction is on terms that are comparable to the terms available to or from, as the case may be, an unrelated third party or to or from employees generally. Under the policy, we will collect information that we deem reasonably necessary from each director, executive officer and, to the extent feasible, significant shareholder to enable us to identify any existing or potential related-party transactions and to effectuate the terms of the policy. In addition, our board of directors has adopted a Code of Business Conduct and Ethics, under which our employees and directors will have an affirmative responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest. In considering related-party transactions, our audit committee, or other independent body of our board of directors, will take into account the relevant available facts and circumstances including:

- the risks, costs and benefits to us;
- the impact on a director's independence in the event that the related party is a director, immediate family member of a director or an entity with which a director is affiliated;
- the availability of other sources for comparable services or products; and
- the terms available to or from, as the case may be, unrelated third parties or to or from employees generally.

The policy requires that, in determining whether to approve, ratify or reject a related-party transaction, our audit committee, or other independent body of our board of directors, must consider, in light of known circumstances, whether the transaction is in, or is not inconsistent with, our best interests and those of our shareholders, as our audit committee, or other independent body of our board of directors, determines in the good faith exercise of its discretion.

17. ADDITIONAL INFORMATION REGARDING THE COMPANY AND OUR SHARES

A. Share capital

Corporate History and Capital Structure

As of the date of this Prospectus, the issued share capital (including treasury shares) amounts to CHF 2,186,544.96 consisting of 218,654,496 registered shares with a nominal value of CHF 0.01 per share. The issued share capital is fully paid up. The board of directors intends to resolve to execute a share capital increase by up to CHF 930,000 through the issuance of up to 93,000,000 registered shares with a nominal value of CHF 0.01. After issuance of the New Shares and the Listing, the Company will have 311,654,496 shares issued and listed.

Each of our Shares carries one vote at our general meetings of shareholders. Voting rights may be exercised only after a shareholder has been registered upon application in our share register (*registre des actionnaires/Aktienregister*) as a shareholder or usufructuary (*usufruitier/Nutzniesser*) with voting rights. Registration with voting rights is subject to certain restrictions. See "Transfer of Shares, Restrictions" and "—"General Meeting of Shareholders' Meetings" in this Section.

Our Shares are traded on the SIX Swiss Exchange and are accepted for clearance and settlement through SIS. Since the Shares traded on the SIX Swiss Exchange are issued in uncertificated form (*Wertrechte/droit-valeur*) as intermediary-held securities (*Bucheffekten/titres intermédiés*), no share certificates are issued and share certificates are not available for individual physical delivery. However, any shareholder registered with our share registrar may, at any time, request confirmation of its shareholdings in written form. Such confirmation is not a negotiable instrument.

The Shares rank *pari passu* in all respects with each other, including with respect of entitlements to dividends, to a share of the liquidation proceeds in the case of a liquidation of the Company and to preemptive rights, subject to restrictions under the laws of the domicile or residence of the shareholder.

History of Share Capital

As of the date of this Prospectus, the ordinary share capital of the Company amounts to CHF 2,186,544.96, divided into 218,654,496 registered shares with a nominal value of CHF 0.01 each.

From January 1, 2026 to September 30, 2026, the Group sold 62,482,767 treasury shares at an average price of CHF 0.043 per share for total gross proceeds of CHF 2.7 million. Of these treasury shares 61,629,360 were sold under the form of ADSs through the At The Market Agreement with H.C. Wainwright at an average price of USD 6.43 per ADS (equivalent to CHF 0.043 per share). The remaining 853,407 treasury shares have been sold under the sale agency agreement with Kepler Cheuvreux at an average price of CHF 0.051 per share for gross proceeds of CHF 44 thousand.

On June 29, 2026, the shareholders resolved to increase (i) the upper limit of the capital band allowing the Board to increase the share capital within a range from CHF 2,186,544.96 (lower limit) to CHF 3,279,817.44 (upper limit) at any time until June 28,2031 or until an earlier expiry of the capital range, by issuing up to 109,327,248 registered shares at a nominal value of CHF 0.01 each, and (ii) the conditional capital from CHF 921,772.48 to CHF 1,093,272.48. Such resolution was registered in the commercial register on July 3, 2026.

As at December 31, 2025, the ordinary share capital of the Company amounted to CHF 2,186,544.96, divided into 218,654,496 registered shares with a nominal value of CHF 0.01 each.

On October 28, 2025, the Company increased its share capital by CHF 343,000, from CHF 1,843,544.96 to CHF 2,186,544.96, through the issuance of 34,300,000 new registered shares at a nominal value of CHF 0.01 each from its capital band to its fully owned subsidiary, Addex Pharma SA. As a consequence, the lower limit of the capital band has been adjusted to CHF 2,186,544.96.

On June 28,2024, the shareholders resolved to increase (i) the upper limit of the capital band allowing the Board to increase the share capital within a range from CHF 1,843,544.96 (lower limit) to CHF 2,765,317.44 (upper limit) at any time until June 27,2029 or until an earlier expiry of the capital range, by issuing up to 92,177,248 registered shares at a nominal value of CHF 0.01 each, and (ii) the conditional capital from CHF 829,972.48 to CHF 921,772.48. Such resolution was registered in the commercial register on July 16, 2024.

On February 20, 2024, in accordance with Swiss law, the Company registered in the commercial register 6,120,000 new shares issued out of the conditional capital from December 12, 2023 to December 31, 2023 following the exercise of prefunded warrants granted to one institutional investor on April 3, 2023. Thus, the conditional share capital decreased to CHF 829,972.48, the lower limit of the capital band increased to CHF 1,843,544.96 and the upper limit of the capital band increased to CHF 2,734,717.44.

As of December 31, 2023, following the issuance of 6,120,000 new registered shares at a nominal value of CHF 0.01 each from its conditional share capital following the exercise of pre-funded warrants by one investor during the period between December 12, 2023 to December 31, 2023, the Company's share capital increased by CHF 61,200, from CHF 1,782,344.96 to CHF 1,843,544.96. Accordingly, the conditional share capital decreased to CHF 829,972.48. The new nominal share capital and conditional share capital, as well as the corresponding increase of the lower limit of the capital band to CHF 1,843,544.96 and of the upper limit of the capital band to CHF 2,734,717.44, have been registered in the commercial register on February 20, 2024 in accordance with Swiss corporate law.

On December 19, 2023, the shareholders resolved to increase (i) the upper limit of its capital band from CHF 2,030,086.51 to CHF 2,673,517.44, allowing the Board to increase the share capital within a range from CHF 1,782,344.96 (lower limit) to CHF 2,673,517.44 (upper limit) until December 18, 2028 or until an earlier expiry of the capital range, by issuing up to 89,117,248 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 and (ii) the conditional share capital from CHF 276,879.70 to CHF 891,172.48. Such resolution was registered in the commercial register on December 22, 2023.

On December 13, 2023, the Company (i) increased its share capital by CHF 153,000 through the issuance of 15,300,000 new registered shares at a nominal value of CHF 0.01 each from its capital band to its fully owned subsidiary, Addex Pharma SA and (ii) registered in the commercial register a total of 29,986,185 new registered shares at a nominal value of CHF 0.01 each issued from its conditional share capital of which 17,458,950 new registered shares were issued following the exercise of pre-funded warrants by one investor and 12,527,235 new registered shares were issued following the exercise of equity incentive units by Board Members, Executive Managers and employees. As a consequence, a nominal share capital increase by an aggregate amount of CHF 452,861.85, from CHF 1,329,483.11 to CHF 1,782,344.96, has been registered in the commercial register, the conditional share capital has been reduced by CHF 299,861.85, the lower limit of the capital band has been adjusted to CHF 1,782,344.96 and the upper limit of the capital band has been adjusted to CHF 2,030,086.51.

On June 14, 2023, the Company increased its share capital by CHF 176,000, from CHF 1,153,483.11 to CHF 1,329,483.11, through the issuance of 17,600,000 new registered shares at a nominal value of CHF 0.01 each from its capital band to its fully owned subsidiary, Addex Pharma SA. As a consequence, the lower limit of the capital band has been adjusted to CHF 1,329,483.11.

On May 31, 2023, the shareholders resolved to (i) replace the authorized capital with a capital band, as introduced under the new Swiss corporate law, through the adoption of a new article 3b in the Articles, thereby allowing the Board to increase the share capital within a range from CHF 1,153,483.11 (lower limit) to CHF 1,730,224.66 (upper limit) at any time until May 30, 2028 or until an earlier expiry of the capital range, by issuing up to 57,674,155 fully paid-in registered shares at a nominal value of CHF 0.01 each and (ii) increase the conditional capital from CHF 151,975.93 to CHF 576,741.55. Such resolution was registered in the commercial register on June 5, 2023.

Capital Band

As of the date of this prospectus, and according to Article 3b of the Articles, the Company has a capital band ranging from CHF 2,186,544.96 (lower limit) to CHF 3,279,817.44 (upper limit), authorizing the Board to increase the share capital within the capital band, once or several times and in any amounts, until June 28, 2031 or until an earlier expiry of the capital range. The capital increase may be effected by issuing up to 109,327,248 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 to reduce the share capital. If the share capital increases as a result of an increase from conditional capital pursuant to Article 3c A) and B) of the Articles, the Board shall increase the lower and upper limits of the capital band accordingly.

As at December 31, 2025, according to the then-effective Article 3b of the Articles dated October 28, 2025, the Company had a capital band ranging from CHF 2,186,544.96 (lower limit) to CHF 2,765,317.44 (upper limit), authorizing the Board to increase the share capital within the capital band, once or several times and in any amounts, until June 27, 2029 or until an earlier expiry of the capital range. The capital increase was capable of being effected by issuing up to 57,877,248 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.

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.

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 of 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 of subscription rights. It may permit the expiration of subscription rights that have not been duly exercised, or it may place such subscription 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.

For further discussion of shareholder preemptive rights, see "Additional Information — Share Capital — Preemptive Rights" in this Section.

Conditional Share Capital

As of the date of this Prospectus, and according of the Article 3c of the Articles, the Company has an aggregate conditional share capital (*capital conditionnel/bedingtes Kapital*) of CHF 1,093,272.48, allowing for the issuance of an aggregate 109,327,248 registered shares out of its conditional share capital.

As at December 31, 2025, according to the then-effective Article 3c of the Articles dated October 28, 2025, the Company had an aggregate conditional share capital (*capital conditionnel/bedingtes Kapital*) of CHF 921,772.48, allowing for the issuance of an aggregate 92,177,248 registered shares out of its conditional share capital.

According to Article 3c(A) of the Articles, as of the date of this Prospectus, 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* which the employees, directors, contractors and/or consultants of the Company or a Group company are granted according to respective regulations of the Board. 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.

According to Article 3c(B) of the Articles, as of the date of this Prospectus, the share capital of the Company may be increased by a maximum aggregate amount of CHF 679,922.56 through the issuance of a maximum of 67,992,256 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 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.

We currently expect to use the conditional share capital for the purposes of fulfilling our obligations under the share option Plans and in connection with the warrants issued and for raising additional funds.

Warrants

As of August 31, 2026, we had 58,551,386 warrants of which 55,809,720 Warrants have been granted to the same institutional investor (the "Institutional Investor") through three offerings, with each Warrant entitling the Institutional Investor to subscribe without any specific conditions one ADS representing 120 registered shares : (i) 9,230,772 Warrants granted on December 21, 2021 with an initial exercise price of CHF 1.00 per share, initially expiring on December 21, 2027, (ii) 15,000,000 Warrants granted on July 26, 2022 with an initial exercise price of CHF 0.30 per share, initially expiring on July 26, 2027, and (iii) 31,578,948 Warrants granted on April 5, 2023 with an initial exercise price of CHF 0.15 per share, initially expiring on April 5, 2028. As part of the offering completed on April 5, 2023 with the Institutional Investor, the exercise price of the Warrants granted on December 21, 2021 and July 26, 2022 were reduced to CHF 0.15 per share and their exercise period was extended to April 5, 2028. The remaining 2,741,666 Warrants were granted on June 17, 2025 and June 18, 2025 at an exercise price of CHF 0.06 and a 5-year exercise period.

Share option plan

Under our Share option plan, options may be granted by the group to directors, executive officers or employees and consultants of the Group. As of August 31, 2026, there were 7,956,764 outstanding options to be exercised.

Ordinary Capital Increase, Capital Band and Conditional Share Capital

Under the CO, our share capital may be increased by a resolution passed at a general meeting of our shareholders (i) by a simple majority of the votes cast in consideration of contributions in cash and, (ii) by a majority of two-thirds of the Shares represented and the majority of the nominal value of the Shares represented at the passing of the resolution (x) in consideration of contributions in kind *(apports en nature*/*Sacheinlage*), (y) if the pre-emptive rights (*droits de scouscription préférentiels*/*Bezugsrechte*) of the existing shareholders are excluded or (z) in the event of a transformation of reserves into share capital. In addition, under the CO, the general meeting of shareholders may empower the board to effect the increase of the share capital based on:

(a) capital band to be utilized at the discretion of our board within a period of five years from approval by the general meeting of shareholders; and

(b) conditional share capital to be issued upon the exercise of (1) options granted at the discretion of our board to employees and directors of the Company (2) warrants or pre-funded warrants pursuant to the issue of financial instruments by the Company.

The capital band and the conditional share capital may each not exceed 50 percent of the outstanding share capital.

B. Preemptive Rights

Under the CO, holders of our Shares generally have preemptive rights and preferential rights to subscribe for newly issued securities of the Company in proportion to the nominal value of Shares held. The shareholders may, by a resolution passed by at least two thirds of the votes represented at a general meeting and the majority of the nominal value of the shares represented, withdraw or limit the preemptive rights for "important reasons", with the definition of "important reasons" interpreted by the courts in Switzerland.

If a general meeting of shareholders has approved, by amendment of the articles of association, the creation of a capital band, it may at the same time delegate to the board the decision whether to withdraw or limit the preemptive rights for important reasons, provided that the basic principles are set forth in its delegation. Our articles of association provide for this delegation with respect to our capital band and conditional share capital in the circumstances described below.

Capital Band

Our board is authorized to withdraw or limit the preemptive rights of the shareholders and to allot them to third parties for important reasons, including if:

- if the issue price of the new shares is determined by reference to the market price; or
- 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 advanced subscription rights of existing shareholders; or
- 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
- for the participation of directors and employees at all level of the Company and its Group companies; or
- 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
- for the financing of research and clinical development programs and other strategic projects of the Company; or
- 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

- 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).

Courts in Switzerland have not addressed whether certain of the reasons above qualify as important reasons under Swiss law, in particular, for purposes of the participation of strategic partners.

In order to be an important reason justifying the withdrawal of the preemptive right such withdrawal must in any case:

- be in the interest of the Company and necessary for the pursuit of its lawful goals; and
- observe the principles of the equal treatment of shareholders and of the considerate exercise of rights.

Conditional Share Capital

Our share capital may be increased through (i) the exercise of option rights which are granted to employees, directors and/or consultants and (ii) through the exercise options and/or conversion rights, which are granted to shareholders of the Company and/or in connection with the issue of bonds, similar obligations or others financial instruments by the Company or another group company. Shareholders will not have preferential subscription rights in connection with the granting of such bons the jouissance nor will they have advance preemptive rights with respect to any registered shares issued from our conditional share capital upon the exercise of such equity incentive rights.

In addition, under article 3c of our articles of association, our board is authorized to restrict or exclude the advance preemptive rights of shareholders in relation to the issuance of shares out of conditional share capital 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
- 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
- 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.

If the advance subscription rights are excluded by our board, 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.

C. Transfer of Shares, Restrictions

A transfer of uncertified shares on the SIX Swiss Exchange is effected by a corresponding entry in the books of a bank or depository institution following an assignment in writing by the selling shareholder and notification of such assignment to us by the bank or the depository institution. If following a transfer of shares a shareholder wishes to vote at or participate in a shareholders' meeting, such shareholder must file a share registration form in order to be registered in our share register with voting rights. Failing such registration, a shareholder may not vote at or participate in a shareholders meeting.

A purchaser of Shares will be recorded in our share register as a shareholder with voting rights if the purchaser discloses its name, citizenship or registered office and address and declares that it has acquired the Shares in its own name and for its own account.

Our articles of association provide that a person or entity not explicitly stating in its registration request that it will hold the Shares for its own account (nominee) may be entered as a shareholder in the share register with voting rights for ordinary shares up to a

maximum of five percent of the outstanding nominal share capital. Shares held by a nominee that exceed this limit are only registered in the share register with voting rights if such nominee discloses name, address and shareholding of any person or legal entity for whose account it is holding one percent or more of the outstanding nominal share capital. The limit of one percent shall apply correspondingly to nominees who are related to one another through capital ownership or voting rights or have a common management or are otherwise interrelated. A Share being indivisible, we will only recognize one representative of each Share. Furthermore, ordinary Shares may only be pledged to the bank that administers the bank entries of such Shares for the account of the pledging shareholders.

If the registration of shareholdings with voting rights was effected based on false information, our board may cancel such registration with retroactive effect.

D. Own Shares, Repurchase of Shares and Cross-shareholdings

Swiss law limits the number of ordinary shares that we may hold or repurchase. We may only repurchase ordinary Shares if we have sufficient free distributable reserves in our balance sheet to pay the purchase price and if the aggregate nominal value of such ordinary Shares does not exceed ten percent of our nominal share capital. Ordinary shares repurchased by us do not carry any rights to vote at general meetings of shareholders, but are generally entitled to the economic benefits applicable to the ordinary Shares, such as dividend rights and preemptive rights (*droits de souscription préférentiels/Bezugsrechte*) in case of share capital increases. Furthermore, we must create a special reserve on our balance sheet in the amount of the purchase price of the acquired ordinary shares. In addition, selective share repurchases are only permitted under certain circumstances. In particular, repurchases of ordinary shares listed on the SIX Swiss Exchange are subject to certain restrictions promulgated by the Swiss Takeover Board (the regulatory body for takeover bids in Switzerland) and the Swiss Financial Markets Supervisory Authority FINMA ("FINMA") under the Swiss Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading ("FMIA") and the implementing ordinances enacted thereunder. Within these limitations, as is customary for Swiss companies, we may purchase and sell its own ordinary shares from time to time in order to meet imbalances of supply and demand, to provide liquidity and to even-out swings in the ordinary share market place.

As of September 30, 2026 our 100% owned subsidiary, Addex Pharma SA holds 8,437,039 of our ordinary Shares, each with a nominal value of CHF 0.01.

E. Description of Ordinary Warrants and Pre-funded warrants

In June 2025, the Group granted to investors 2,741,666 warrants at an exercise price of CHF 0.06 with a 3-year exercise.

On April 3, 2023, the Group granted an institutional investor, 23,578,950 pre-funded warrants at a price of CHF 0.14. These pre-funded warrants were totally exercised as of December 31, 2023. In addition, the Group granted the institutional investor, 31,578,948 warrants at an exercise price of CHF 0.15 and an exercise period expiring on April 5, 2028. The Group also reduced the exercise price to CHF 0.15 and extended the exercise period to April 5, 2028 of 9,230,772 warrants and 15,000,000 warrants granted in the securities purchase agreements signed on December 16, 2021 and July 22, 2022, respectively. Therefore, the institutional investor holds a total of 55,809,720 warrants, expiring on April 5, 2028.

F. Description of American Depositary Shares

The Bank of New York Mellon (BNY) acts as the depositary for the ADSs representing our shares. BNY's depositary offices are located at 240 Greenwich street, New York, New York 10286. ADSs represent ownership interests in securities that are on deposit with the depositary. ADSs may be represented by certificates that are commonly known as American Depositary Receipts, or ADRs. The depositary typically appoints a custodian to safekeep the securities on deposit. In this case, the custodian is UBS Switzerland AG.

A deposit agreement among us, the depositary and the ADS holders sets out the ADS holder rights as well as the rights and obligations of the depositary. New York law governs the deposit agreement and the ADSs.

Each ADS represents the right to receive, and to exercise the beneficial ownership interests in one hundred adnd twenty Shares that are on deposit with the depositary and/or custodian. An ADS also represents the right to receive, and to exercise the beneficial interests in, any other property received by the depositary or the custodian on behalf of the owner of the ADS but that has not been distributed to the owners of ADSs because of legal restrictions or practical considerations. We and the depositary may agree to change the ADS-to-share ratio by amending the deposit agreement. This amendment may give rise to, or change, the depositary fees payable by ADS owners. The custodian, the depositary and their respective nominees will hold all deposited property for the benefit of the holders and beneficial owners of ADSs. The deposited property does not constitute the proprietary assets of the depositary, the custodian or their nominees. Beneficial ownership in the deposited property will under the terms of the deposit agreement be

vested in the beneficial owners of the ADSs. The depositary, the custodian and their respective nominees will be the record holders of the deposited property represented by the ADSs for the benefit of the holders and beneficial owners of the corresponding ADSs. A beneficial owner of ADSs may or may not be the holder of ADSs. Beneficial owners of ADSs will be able to receive, and to exercise beneficial ownership interests in, the deposited property only through the registered holders of the ADSs, the registered holders of the ADSs (on behalf of the applicable ADS owners) only through the depositary, and the depositary (on behalf of the owners of the corresponding ADSs) directly, or indirectly, through the custodian or their respective nominees, in each case upon the terms of the deposit agreement.

An owner of ADSs will become a party to the deposit agreement and therefore will be bound to its terms and to the terms of any ADR that represents ADSs. The deposit agreement and the ADR specify our rights and obligations as well as the rights and obligations of the owners of ADSs and those of the depositary. An ADS holder appoints the depositary to act on its behalf in certain circumstances. The deposit agreement, the ADRs and ADSs are governed by New York law. However, our obligations to the holders of shares will continue to be governed by the laws of Switzerland, which may be different from the laws in the United States.

We will not treat owners of ADSs as one of our shareholders and ADS owners will not have direct shareholder rights. The depositary will hold the shareholder rights attached to the shares underlying the ADSs on behalf of the owners of ADDs. An owner of ADSs will be able to exercise the shareholders rights for the Shares represented by ADSs through the depositary only to the extent contemplated in the deposit agreement. To exercise any shareholder rights not contemplated in the deposit agreement an ADS owner needs to arrange for the cancellation of its ADSs to become a direct shareholder.

G. Disclosure of Principal Shareholders

Under the FMIA and its implementing ordinances, persons who directly, indirectly or in concert with other parties acquire or dispose of Shares or are granted the power to exercise the voting rights attached to Shares at their own discretion ("delegated voting rights") or acquire or dispose of purchase or sale rights relating to Shares, and thereby reach, exceed or fall below a threshold of 3%, 5%, 10%, 15%, 20%, 25%, 331/3%, 50% or 662/3% of the Company's voting rights (whether exercisable or not), must report such acquisition or disposal to the Company and the SIX Swiss Exchange in writing within four trading days. Within two trading days after the receipt of such notification, the Company must publish such information through SIX Swiss Exchange's electronic reporting and publishing platform. For purposes of calculating whether a threshold has been reached or crossed, shares, delegated voting rights and acquisition rights or obligations ("Purchase Positions") on the one hand and sale rights or obligations ("Sale Positions") on the other hand may not be netted. Rather, the Purchase Positions and the Sale Positions must be accounted for separately and may each trigger disclosure obligations if the respective positions reach one of the thresholds. In addition, actual share ownership and delegated voting rights must be reported separately from other Purchase Positions if it reaches one of the thresholds.

Furthermore, under the Swiss listing rules, the Company must disclose the identity of shareholders and shareholder groups acting in concert who hold more than 3% of the Company's voting rights in the notes to the financial statements as published in the Company's annual report.

H. Obligation to Make an Offer and Opting-out

Pursuant to the FMIA, any person that acquires shares of a company whose shares are listed on a Swiss stock exchange, whether directly or indirectly or acting in concert with third parties, and, as a result, exceeds the threshold of 33 1/3% of the voting rights (whether exercisable or not) of such company, must submit a public tender offer to acquire 100% of the listed equity securities of such company. A company's articles of association may waive this requirement or raise the relevant threshold to up to 49% ("opting-out" and "opting-up", respectively).

The Swiss Takeover Board or the Swiss Financial Market Supervisory Authority FINMA may grant exemptions from the mandatory offer rule in certain circumstances. Also, there is no obligation to make a public tender offer under the FMIA and its implementing ordinances if the voting rights in question are acquired as a result of a gift, succession or partition of an estate, a transfer based upon matrimonial property law or execution proceedings. However, such acquisitions have to be notified to the Swiss Takeover Board.

I. Cancellation of Remaining Equity Securities

Under the FMIA, any offeror who has made a tender offer for equity securities of a listed Swiss company and who, as a result of such offer, holds more than 98% of the voting rights of such company, may petition the court to cancel such company's remaining equity securities. The petition must be filed against the target company within three months after the lapse of the offer period. The remaining shareholders of the target company may join the proceedings. If the court orders cancellation of the remaining equity securities, the target company must reissue and deliver such equity securities to the offer or against payment of the offer consideration for the benefit of the holders of the canceled equity securities.

J. Squeeze-Out Merger

The Swiss Federal Act on Merger, Demerger, Transformation and Transfer of Assets ("Swiss Merger Act") allows a squeeze-out of minority shareholders by way of a squeeze-out merger. With the approval of at least 90% of all shareholders of the target company, the target company may be merged into another company and the minority shareholders of the target company may be compensated in cash or other consideration (e.g. securities from another company) instead of receiving shares in the surviving company. It is unclear and controversial whether the 90% approval relates to the total number of votes represented by all shares of the target company outstanding or to the total number of shareholders of the target company entitled to vote.

K. Notices

Notices to shareholders are validly made by publication in the Swiss Official Gazette of Commerce (*Feuille Officielle Suisse du Commerce/Schweizerisches Handelsamtsblatt*). Our board may designate further means of communication for publishing notices to shareholders. Notices required under the Listing Rules will be announced via the electronic media and, if required, published in electronic form on the website of the SIX Swiss Exchange (https://www.ser-ag.com/de/resources/notifications-market-participants/official-notices.html#/).

L. General Meetings of Shareholders

Under Swiss law, a meeting of ordinary shareholders must be held annually within six months after the end of the fiscal year. General meetings of shareholders may be convened by our board or, if necessary, by our statutory auditors. Our board is further required to convene an extraordinary shareholders' meeting if so resolved by shareholders at a shareholders' meeting or if so requested by holders of Shares holding in aggregate at least five percent of the nominal share capital of the Company. Shareholders whose combined shareholdings represent at least 0.5 percent of the share capital or the voting rights have the right to request that a specific proposal be discussed and voted upon at the next shareholders' meeting, setting forth the item and proposal. Under our articles of association, a request to put an item on the agenda has to be made at least 60 days prior to the relevant meeting. Extraordinary general meetings of shareholders may be called as often as necessary, including in all cases required by law.

A general meeting of shareholders is convened by publishing a notice in the Swiss Official Gazette of Commerce (*Feuille Officielle Suisse du Commerce/Schweizerisches Handelsamtsblatt*) at least 20 days prior to such meeting. In addition, holders of Shares may be informed by a letter sent to the address indicated in the share register.

Our articles of association do not prescribe a quorum for general meetings of shareholders. Resolutions of general meetings of shareholders generally require the approval of the simple majority (*majorité simple/einfache Mehrheit*) of the votes represented at the general meeting. Such resolutions include most amendments to our articles of association, elections of the members of our board and statutory auditors, approval of the annual financial statements, setting the annual dividend, decisions to discharge the members of our board and management for liability for matters disclosed to the general meeting of shareholders and the ordering of an independent investigation into specific matters proposed to the general meeting of shareholders (*contrôle special/Sonderprüfung*).

A resolution passed at a general meeting of shareholders with a qualified majority (*majorité qualifiée/qualifiziertes Mehr*) of at least two thirds of the votes represented and the absolute majority of the nominal share capital represented at such meeting is required by law for (i) changes to our business purpose; (ii) the creation of shares with privileged voting rights; (iii) restrictions on the transferability of registered shares; (iv) an increase of the capital band or conditional share capital; (v) an increase in our share capital by way of capitalization of reserves (*augmentation de capital au moyen des fonds propres*/*Kapitalerhöhung aus Reserven*), against contribution in kind *(apport en nature*/*Sacheinlage*), for the acquisition of assets (*reprise de biens/Sachübernahme*) or involving the grant of special privileges; (vi) the restriction or elimination of preemptive rights of shareholders; (vii) a relocation of the registered office; and (viii) the dissolution of the Company. Special quorum rules apply by law to a merger (*fusion/Fusion*), demerger (*scission/Spaltung*) or conversion (*transformation/Umwandlung*) of the Company. The introduction or removal of any provision in our articles of association introducing a majority greater than that required by law must be resolved in accordance with such greater majority.

Each shareholder may authorize in writing another person, a company representative (*représentant de la société*/*Organvertreter*), a specially designated independent shareholder representative (*représentant independant/unabhängiger Stimmrechtsvertreter*) or a depositary representative (*représentant dépositaire/Depotvertreter*) to represent such shareholder at a general meeting of shareholders.

Shareholder's Inspection Rights

A shareholder may, upon application to us, inspect the minutes of a general meeting of shareholders. In accordance with Swiss law, we make our annual report and the auditor's report available for inspection by shareholders at our registered address at least 20

days prior to each general meeting of shareholders. Any shareholder may request a copy of these reports in advance of or after the general meeting of shareholders. In addition, at a general meeting of shareholders, a shareholder may request information from our board concerning our business and operations and may request information from the auditors concerning the performance and results of their examination of the financial statements. We may refuse to provide that information to a shareholder if, in our opinion, the disclosure of the requested information would reveal confidential secrets or infringe other of our protected interests.

M. Shareholder's Rights to Bring Derivative Actions

Under the CO, any shareholder may bring an action in the shareholder's own name, for our benefit, against our directors, officers, liquidators or auditors, which seek to allow us to recover any damages incurred due to intentional or negligent breach by such directors, officers, liquidators or auditors of their duties.

N. Net Profits and Dividends

Swiss law requires that we retain at least five percent of our annual net profits as general reserves until the reserves reach 20 percent of our nominal share capital. The allocation of the remaining net profits is decided by the general meeting of shareholders upon the proposal of our board.

Under Swiss law, dividends may only be paid if we have sufficient distributable profits from previous business years or if our reserves are sufficient to allow a distribution of dividends. If our board proposes a dividend, the approval of the general meeting of shareholders is required. Dividends are usually due and payable immediately after the shareholders' meeting approving the distribution of dividends. Payment of dividends is barred by statute of limitations after five years. Dividends for which no payment has been requested within five years after the due date accrue to the issuing company and are allocated to the general reserves.

Our statutory auditors are required to declare that the distribution of dividends proposed by our board complies with Swiss law.

O. Borrowing Power

Neither Swiss law nor our articles of association restrict in any way our power to borrow and raise funds. The decision to borrow funds is passed by our board or the management under the direction of our board. No shareholders' resolution is required.

P. Board Practices

Please see the discussion under "Directors, Senior Management and Employees — Board Practices" in Section 14.

Q. Conflicts of Interest

Our organizational rules set forth rules for handling actual or potential conflicts of interest of directors, members of the Executive Management team (which comprises the CEO and officers of the Group designated by and directly reporting to the CEO) and their related persons. A conflict of interest means the special interest a director or member of the Executive Management team has, which could be opposite to the interest of the Company or the Group, with respect to a transaction or matter due to the fact such director, member or a related person has a financial or non-financial interest in, or is otherwise closely linked to, the transaction or matter. The board shall decide, without the participation of the director or member of the Executive Management team in question, whether any conflict of interest exists. Our directors and members of the Executive Management team are required to disclose all board memberships each holds and any other interests or activities which could potentially lead to a point of contact with the Company or the Group on a continuing basis to the secretary of our board, who shall report to the chairman of the board. Our directors and members of the Executive Management team are required to abstain from dealing or exercising their voting rights (if applicable) in any transaction or matter involving their personal interests or the interests of individuals or entities related to them. They may not receive any confidential information with respect to such transaction or matter and shall not participate in meetings to the extent such transaction or matter is discussed or resolved. In addition, any transaction between the Company or a Group company, on the one hand, and a director or a member of the Executive Management team, on the other hand, is required to be carried out "at arm's length" and approved without participation of the person concerned.

Swiss law does not have a general provision on conflicts of interest. However, under Swiss law, payments made to a shareholder or director, or any person associated with a shareholder or director, other than at arm's length must be repaid to the Company if such shareholder or director was acting in bad faith. Further, any contract entered between the Company and a third party that represented the Company in connection with such contract must be in writing. This requirement does not apply to contracts relating to daily business matters where the value of the performance by the Company does not exceed CHF 1,000.

In addition, the CO contains a provision which requires directors and senior management to safeguard the interests of the Company and, in this connection, imposes a duty of loyalty and duty of care on its directors and officers. Among other effects, this provision is generally understood to disqualify directors and senior management from participation in decisions that directly affect them. Directors and senior management are personally liable to the Company for violation of these provisions. Under Swiss law, the members of our board and all persons engaged in management are liable to the Company, to each shareholder and to the Company's creditors for damages caused by an intentional or negligent violation of their duties.

Under the CO, companies listed on the SIX Swiss Exchange are obliged to disclose, in the notes on the accounts, (i) the total amount of all compensation and loans granted by the Company to current and former members of our board and management; and (ii) compensation and loans granted by the Company to persons affiliated with the current or former members of our board or management. For any compensation or loan to a member of our board, a separate disclosure including the identity of the director must be disclosed. With respect to members of management, only the highest compensation awarded in that fiscal year must be disclosed, including the recipient's identity. With respect to persons affiliated with members of our board or management, a separate disclosure for any compensation or loan to such persons must be made.

R. Duration and Liquidation

Our articles of association do not limit our duration.

The Company may be dissolved at any time by a shareholders' resolution which must be passed with a qualified majority (*majorité qualifiée/qualifiziertes Mehr*) of at least two-thirds of the votes represented and the absolute majority of the nominal share capital represented at the meeting (i) in the event of the Company being dissolved by way of liquidation, and (ii) in case of a merger (in accordance with the Swiss Merger Act). Dissolution and liquidation by court order is possible: (i) if we become bankrupt; or (ii) for valid reasons if shareholders holding at least 10 percent of our share capital so request.

Under Swiss law, any surplus arising out of a liquidation (after the settlement of all claims of all creditors) is distributed in proportion to the paid-in nominal share capital, subject to Swiss withholding tax of 35 percent. See Section 18, "Certain Tax Considerations" beginning on page 93.

S. Material Contracts

We have not entered into any material contracts other than in the ordinary course of business or as described in Section 13, "Business", in Section 15, "Major Shareholders" and in Section 16 "Related Party Transactions" or elsewhere in this Prospectus.

T. Exchange Controls

Persons who are neither nationals of, nor resident in, Switzerland may freely hold, vote and transfer their shares in the same manner as Swiss residents or nationals under Swiss law and under our articles of association.

Other than in connection with government sanctions imposed on certain persons from the Republic of Iraq, the Islamic Republic of Iran, Lebanon, Yemen, Libya, Sudan, the Republic of South Sudan, Burundi, the Democratic Republic of Congo, Somalia, Mali, Guinea-Bissau, Syria, Myanmar (Burma), Zimbabwe, Belarus, Guinea, the Democratic People's Republic of Korea (North Korea), the Central African Republic, Venezuela, Nicaragua, persons and organizations with connections to Usama bin Laden, the "Al-Qaïda" group or the Taliban, certain persons in connection with the assassination of Rafik Hariri, and certain measures in connection with the prevention of circumvention of international sanctions in connection with the situation in Ukraine, there are currently no government laws, decrees or regulations in Switzerland that restrict the export or import of capital, including, but not limited to, Swiss foreign exchange controls on the payment of dividends, interest or liquidation proceeds, if any, to non-resident holders of the Shares.

U. Historical Price Performance of the Shares for the Years Ended 2023, 2024, 2025 and the eight-month period ended August 2026

The following table contains a summary of the historical price performance our Shares for an the nine-month period ended September 30, 2026 and the years ended 2023, 2024 and 2025:

Year Ended | Time Period	High	Low	Year End | End of Time Period
January – December 2023	0.354	0.036	0.046
January – December 2024	0.260	0.045	0.057
January – December 2025	0.085	0.047	0.055
January – September 2026	0.060	0.020	0.020

18. CERTAIN TAX CONSIDERATIONS

The following summary does not purport to address all tax consequences of the acquisition, ownership and sale or other disposition of the Shares, and does not take into account the specific circumstances of any particular investor. The summary relates only to the position of persons who are the beneficial owners of the Shares and may not apply to certain other classes of persons. The summary is based on the tax laws, regulations and regulatory practices of Switzerland as in effect on the date hereof, which are subject to change (or subject to changes in interpretation), possibly with retroactive effect.

Current and prospective shareholders are advised to consult their own tax advisers in light of their particular circumstances as to the Swiss tax laws, regulations and regulatory practices that could be relevant for them in connection with the acquiring, owning and selling or other disposing of Shares and receiving dividends and similar cash or in-kind distributions on Shares (including dividends on liquidation proceeds and stock dividends) (Dividends) or other payments on Shares and the consequences thereof under the tax laws, regulations and regulatory practices of Switzerland.

Swiss Federal, Cantonal and Communal Individual Income Tax and Corporate Income Tax

Non Resident Shareholders

Holders of Shares or ADSs representing our shares who are not resident in Switzerland for tax purposes, and who, during the relevant taxation year, have not engaged in a trade or business carried on through a permanent establishment or fixed place of business situated in Switzerland for tax purposes (all such shareholders are hereinafter referred to as the "Non Resident Shareholders"), will not be subject to any Swiss federal, cantonal and communal income tax on dividends and similar cash or in kind distributions on Shares or ADSs representing our shares (including dividends on liquidation proceeds and stock dividends) (hereinafter referred to as the "Dividends"), distributions based upon a capital reduction (*Nennwertrückzahlungen*) or paid out of qualifying reserves from capital contributions (*Reserven aus Kapitaleinlagen*) recognized by the Swiss Federal Tax Administration on Shares or shares underlying the ADSs, or capital gains realized on the sale or other disposition of Shares or ADSs (see, however, "Swiss Federal Withholding Tax" below for a summary of Swiss federal withholding tax on Dividends).

Resident Private Shareholders

Swiss resident individuals who hold their Shares or ADSs representing our shares as private assets (all such shareholders are hereinafter referred to as the "Resident Private Shareholders") are required to include Dividends, but not distributions based upon a capital reduction (*Nennwertrückzahlungen*) or paid out of qualifying reserves from capital contributions (*Reserven aus Kapitaleinlagen*) of the Shares or shares underlying the ADSs, in their personal income tax return and are subject to Swiss federal, cantonal and communal income tax on any net taxable income for the relevant taxation period, including the Dividends, but not the distributions based upon a capital reduction (*Nennwertrückzahlungen*) or paid out of qualifying reserves from capital contributions (*Reserven aus Kapitaleinlagen*). Capital gains resulting from the sale or other dispositions of Shares or ADSs are not subject to Swiss federal, cantonal and communal income tax, and conversely, capital losses are not tax deductible for Resident Private Shareholders. See "Domestic Commercial Shareholders" below for a summary of the taxation treatment applicable to Swiss resident individuals, who, for income tax purposes, are classified as "professional securities dealers".

Domestic Commercial Shareholders

Corporate and individual shareholders who are resident in Switzerland for tax purposes or otherwise subject to Swiss taxation and corporate and individual shareholder who are not resident in Switzerland, and who, in each case, hold their Shares or ADSs as part of a trade or business carried on in Switzerland, in the case of corporate and individual shareholders not resident in Switzerland, through a permanent establishment or fixed place of business situated, for tax purposes, in Switzerland, are required to recognize Dividends, distributions based upon a capital reduction (*Nennwertrückzahlungen*) or paid out of qualifying reserves from capital contributions (*Reserven aus Kapitaleinlagen*) received on Shares or shares underlying the ADSs and capital gains or losses realized on the sale or other disposition of Shares or ADSs in their income statement for the relevant taxation period and are subject to Swiss federal, cantonal and communal individual or corporate income tax, as the case may be, on any net taxable earnings for such taxation period. The same taxation treatment also applies to Swiss resident private individuals who, for income tax purposes, are classified as "professional securities dealers" for reasons of, inter alia, frequent dealing, or leveraged investments in Shares or ADSs and other securities (the shareholders referred to in this paragraph, hereinafter for the purposes of this section, as the "Domestic Commercial Shareholders"). Domestic Commercial Shareholders who are corporate taxpayers may be eligible for dividend relief (*Beteiligungsabzug*) in respect of Dividends and distributions based upon a capital reduction (*Nennwertrückzahlungen*) or paid out of qualifying reserves from capital contributions (*Reserven aus Kapitaleinlagen*) if the Shares or the shares underlying the ADSs held by them as part of a Swiss business have an aggregate market value of at least CHF 1 million.

Swiss Cantonal and Communal Private Wealth Tax and Capital Tax

Non Resident Shareholders

Non Resident Shareholders are not subject to Swiss cantonal and communal private wealth tax or capital tax.

Resident Private Shareholders and Domestic Commercial Shareholders

Resident Private Shareholders and Domestic Commercial Shareholders who are individuals are required to report their Shares or ADSs as part of private wealth or their Swiss business assets, as the case may be, and will be subject to Swiss cantonal and communal private wealth tax on any net taxable wealth (including the Shares or ADSs), in the case of Domestic Commercial Shareholders to the extent the aggregate taxable wealth is allocated in Switzerland. Domestic Commercial Shareholders who are corporate taxpayers are subject to Swiss cantonal and communal capital tax on taxable capital to the extent the aggregate taxable capital is allocated to Switzerland.

Swiss Federal Withholding Tax

Dividends that the Company pays on the Shares or on the shares underlying the ADSs are subject to Swiss Federal withholding tax (*Verrechnungssteuer*) at a rate of 35% on the gross amount of the Dividend. The Company is required to withhold the Swiss federal withholding tax from the Dividend and remit it to the Swiss Federal Tax Administration. Distributions of the nominal value of the shares underlying the ADSs based upon a capital reduction (*Nennwertrückzahlungen*) or paid out of qualifying reserves from capital contributions (*Reserven aus Kapitaleinlagen*) are not subject to Swiss federal withholding tax.

The Swiss federal withholding tax on a Dividend will be refundable in full to a Resident Private Shareholder and to a Domestic Commercial Shareholder, who, in each case, inter alia, as a condition to refund, duly reports the Dividend in his or her individual income tax return as income or recognizes the Dividends in its income statement as earnings, as applicable.

A Non-Resident Shareholder may be entitled to a partial refund of the Swiss federal withholding tax on Dividend if the country of his or her residence for tax purposes has entered into a bilateral treaty for the avoidance of double taxation with Switzerland and the conditions of such treaty are met. Such shareholders should be aware that the procedures for claiming tax treaty benefits (and the time required for obtaining a refund) might be different from country to country. For example, a shareholder who is resident of the U.S. for the purposes of the bilateral treaty between the U.S. and Switzerland is eligible for a refund of the amount of the withholding tax in excess of the 15% treaty rate, provided such shareholder: (i) qualifies for benefits under this treaty and qualifies as beneficial owner of the Dividends; (ii) hold, directly or indirectly, less than 10% of the voting stock of the Company; (iii) does not qualify as a pension scheme or retirement arrangement for the purpose of the bilateral treaty; and (iv) does not conduct business through a permanent establishment or fixed base in Switzerland to which the Shares or ADSs are attributable. Such an eligible U.S. shareholder may apply for a refund of the amount of the withholding tax in excess of the 15% treaty rate. The applicable refund request form may be filed with the Swiss Federal Tax Administration following receipt of the dividend and the relevant deduction certificate, however no later than December 31 of the third year following the calendar year in which the dividend was payable.

Swiss Federal Securities Transfer Tax

Any dealings in the Shares or ADSs, where a bank or another securities dealer in Switzerland, as defined in the Swiss Federal Stamp Tax Act, acts as intermediary or is a party to the transaction, are, subject to certain exemptions provided for in the Swiss Federal Stamp Tax Act, subject to Swiss securities transfer tax at an aggregate tax rate of up to 0.15% of the consideration paid for such Shares or ADSs.

Swiss Issuance Stamp Duty

The Swiss issuance stamp duty of 1% is levied on the issuance of shares and increases in or contributions to the equity of Swiss tax resident corporations. Exemptions are available in tax neutral restructuring transactions. As a result, the issuance of shares by Company or any other increase in its equity may be subject to the issuance stamp duty unless the equity is increased in the context of a qualifying restructuring transaction.

International Automatic Exchange of Information in Tax Matters

On November 19, 2014, Switzerland signed the Multilateral Competent Authority Agreement, which is based on article 6 of the OECD/Council of Europe administrative assistance convention and is intended to ensure the uniform implementation of automatic exchange of information (the "AEOI"). The Federal Act on the International Automatic Exchange of Information in Tax Matters (the "AEOI Act") entered into force on January 1, 2017. The AEOI Act is the legal basis for the implementation of the AEOI standard in Switzerland.

The AEOI has been introduced in Switzerland through bilateral agreements or multilateral agreements. The agreements have, and will be, concluded on the basis of guaranteed reciprocity, compliance with the principle of specialty (i.e., the information exchanged may only be used to assess and levy taxes (and for criminal tax proceedings)) and adequate data protection.

Based on such multilateral agreements and bilateral agreements and the implementing laws of Switzerland, Switzerland exchanges data in respect of financial assets, including the Shares, held in, and income derived thereon and credited to, accounts or deposits with a paying agent in Switzerland for the benefit of individuals resident in an EU member state or in a treaty state.

Swiss Facilitation of the Implementation of the U.S. Foreign Account Tax Compliance Act

Switzerland has concluded an intergovernmental agreement with the U.S. to facilitate the implementation of FATCA. The agreement ensures that the accounts held by U.S. persons with Swiss financial institutions are disclosed to the U.S. tax authorities either with the consent of the account holder or by means of group requests within the scope of administrative assistance. Information will not be transferred automatically in the absence of consent, and instead will be exchanged only within the scope of administrative assistance on the basis of the double taxation agreement between the U.S. and Switzerland. On October 8, 2014, the Swiss Federal Council approved a mandate for negotiations with the U.S. on changing the current direct-notification-based regime to a regime where the relevant information is sent to the Swiss Federal Tax Administration, which in turn provides the information to the U.S. tax authorities.

19. SIX SWISS EXCHANGE

General Information

As the Shares are listed according to the International Reporting Standard of the SIX Swiss Exchange, the Company is subject to the Listing Rules and further regulations enacted by the SIX Swiss Exchange.

The SIX Swiss Exchange (formerly known as the SWX Swiss Exchange AG) was founded in 1993 as the successor of the local stock exchanges in Zurich, Basel and Geneva. Full electronic trading in foreign equities and derivatives began in 1995. In 1996, the SIX Swiss Exchange introduced full electronic trading in Swiss equities, derivatives and bonds. In 2008, the SWX Swiss Exchange AG changed its name to SIX Swiss Exchange AG.

In 2025, the aggregate trading volume of the SIX for Swiss and foreign equity (on, off and dark order book) was CHF 1.66 billion. At the date of the prospectus, 132 issuers (of shares) were listed in accordance with the International Reporting Standard of the SIX (source: https://www.six-group.com/en/products-services/the-swiss-stock-exchange/market-data/shares/companies.html).

General rules on securities trading

Trading on SIX Swiss Exchange occurs through a fully integrated trading system covering the entire process from trade order to settlement. Trading of equities begins each business day at 9:00 (CET or CEST, as applicable) and continues until 17.20 (CET or CEST, as applicable), at which time the closing auction starts, and continues until 17:30 CET or CEST, as applicable with a random close of trading within two minutes. After the close of exchange trading, new orders can be entered or deleted until 22:00 (CET or CEST, as applicable). From 6:00 (CET or CEST, as applicable) new entries and enquiries can be made until 9:00 (CET or CEST, as applicable). The system is not available between 22:00 (CET or CEST, as applicable) and 6:00 (CET or CEST, as applicable). For the opening phase (starting at 9:00 (CET or CEST, as applicable)), the system closes the order book and starts opening procedures, it establishes the opening prices and determines orders to be executed according to the matching rules. Closing auctions are held to determine the daily closing price for all equity securities traded on SIX Swiss Exchange. At the start of the closing auction, the status of all equity order books changes from permanent trading to auction. The auction itself consists of a pre-opening period and the actual auction according to rules that are similar to the opening procedure.

Transactions take place through the automatic matching of orders. Each valid order of at least a round lot is entered and listed according to the price limit in the order book. A round lot of the shares consists of one share. In general, market orders (orders placed at a best price) are executed first, followed by limit orders (orders placed at a price limit), provided that if several orders are listed at the same price, they are executed according to the time of entry. Transactions in shares effected by or through members of SIX are subject to a stock exchange levy. This levy includes the reporting fee and is payable per trade and participant. The fee is defined individually for each trading segment.

Banks and broker-dealers doing business in Switzerland are required to report all transactions in listed securities traded on SIX Swiss Exchange to SIX Exchange Regulation AG. Reporting occurs automatically for on order book transactions. Off-order book transactions during trading hours must be reported to SIX Swiss Exchange within one minute. Transactions outside trading hours must be reported no later than the next opening. Transaction data and a comprehensive range of other information is collected, processed and immediately distributed by SIX Swiss Exchange through various publications, including, in particular, the Swiss Market Feed which then supplies SIX Swiss Exchange data in real time to all subscribers, as well as to other information providers, such as SIX Financial Information Ltd and LSEG.

As the organizer of the market, SIX Swiss Exchange is generally responsible for market surveillance and monitoring. The aim of such self-regulation is to ensure transparency and fair trading for investors and to guarantee market efficiency. SIX Swiss Exchange may suspend the trading of securities under certain circumstances, including, in particular, if large price fluctuations are observed and if price sensitive information is about to be disclosed, or in other situations that might endanger fair and orderly trading. Under clearly defined circumstances, such as seriously questionable solvency of the issuer or continuous lack of required liquidity for efficient exchange trading, SIX Swiss Exchange may delist the relevant securities.

Clearing, Payment and Settlement

Clearing and settlement of securities listed on the SIX Swiss Exchange is made through SIS. Exchange transactions are usually settled on a T+2 basis, meaning that delivery against payment of exchange transactions occurs two trading days after the trade date.

Corporate Governance Directive and the Swiss Code of Best Practice for Corporate Governance

In Switzerland, two sets of rules are relevant with respect to corporate governance, specifically the SIX Directive on Information Relating to Corporate Governance of January 1, 2026, as amended (the "DCG"), and the Swiss Code of Best Practice for Corporate Governance, as amended (the "Swiss Code"). In addition, the Compensation Ordinance sets out certain requirements on corporate governance (see Section 14 "Board of Directors, Executive Management and employees" — Compensation of the Members of the Board of Directors and the Executive **Management** "Compensation of the Members of the board and the Executive Management" beginning on page 72).

The DCG is binding on all Swiss companies whose equity securities have their primary or main listing on the SIX Swiss Exchange. The DCG requires issuers to disclose important information on the management and control mechanisms at the highest corporate level or to give specific reasons why this information is not disclosed.

The Swiss Code is issued by economiesuisse, the largest umbrella organization representing Swiss businesses. The Swiss Code is non-binding, but provides recommendations for good corporate standards in line with international business practices on a comply-or-explain bas.

Directive on the Disclosure of Management Transactions

The Directive on the Disclosure of Management Transactions of June 28, 2023 issued by the SIX Swiss Exchange (the "DMT") requires issuers whose equity securities have their primary listing on the SIX Swiss Exchange to ensure that members of their board of directors and senior management disclose transactions they have made in the securities of their own company. Under the DMT, the relevant individuals must disclose any such transaction to the issuer, and the issuer must forward such information to the SIX Swiss Exchange. Such transactions are subsequently published on a "no names basis" on the SIX Swiss Exchange's website.

20. GENERAL INFORMATION

Clearing Codes

The Swiss Security number (*numéro de valeur/Valorennummer*) of the Shares is 2985075. The ISIN is CH0029850754. The SIX Swiss Exchange ticker symbol will be ADXN. The Common Code is 030039254.

Documents Available for Inspection

This Prospectus and Addex's Articles are available for inspection during regular business hours c/o Addex Pharma SA, Chemin des Aulx 12, CH-1228 Plan-les-Ouates, Switzerland.

Recognized Representative

In accordance with article 43 of the Listing Rules, Homburger AG being recognized as an expert by the Admission Board of the SIX Swiss Exchange, has filed on our behalf an application for the listing of the New Shares on the SIX Swiss Exchange.

Notices

According to our Articles, notices to shareholders are validly made by publication in the Swiss Official Gazette of Commerce (*Feuille Officielle Suisse du Commerce/Schweizerisches Handelsamtsblatt*). The board may designate other publication organs as well. Notices required under the Listing Rules will be announced via the electronic media, and, if required, published in electronic form on the website of the SIX Swiss Exchange (https://www.ser-ag.com/de/resources/notifications-market-participants/official-notices.html#/).

Any notices containing or announcing amendments or changes to the terms of the Prospectus will be announced through electronic media. Notices legally required by SIX Exchange Regulation to be published will be published on the website of the SIX Exchange Regulation (currently: https://www.ser-ag.com/en/resources/notifications-market-participants/official-notices.html#/).

Information Policy

The Company releases its annual financial results in the form of an annual report. Its annual report is published in electronic form within four months after the December 31 balance sheet date. In addition, results for each quarter and the first half of each financial year are released in electronic form within two months after the end of each quarter and within three months after the end of the semester. The Company's annual report and half-year results are currently announced via press releases, press conferences and investor conference calls. The Company's quarterly results are announced via press release.

Weblinks

The Company's website: https://www.addextherapeutics.com/en/
E-mail distribution list (push system): https://www.addextherapeutics.com/en/investors/register-email-news/
Ad hoc announcements (pull system): https://www.addextherapeutics.com/en/investors/ad-hoc-announcements-art-53-lr/

Independent Auditors

Duration of the mandate and term of office of the independent auditors

Since June 9, 2020, the Company's statutory auditor is BDO SA, Route de Meyrin 123, 1215 Geneve, an audit firm under state oversight (*staatlich beaufsichtigtes Revisionsunternehmen*) by the Swiss Federal Audit Oversight Authority pursuant to the Swiss Federal Act on the Admission and Oversight of Auditors and in accordance with article 727b CO. Mr. Philipp Kegele acts as lead auditor of Addex since 2025. Mr. Christoph Tschumi was previously the lead auditor from 2020 to 2024.

Auditing honorarium

For the financial years 2025 and 2024, BDO received a fee of respectively CHF 289,000 and CHF 308,500 for auditing the financial statements of the Company and the Group.

Additional honorariums

For the financial years 2025 and 2024, BDO AG charged the Group additional fees of CHF 45,000 and CHF 38,000 primarily for filings related to Nasdaq Stock Market.

Paying Agent

As long as the Shares are listed on the SIX Swiss Exchange, the Company will maintain a principal paying agent (*Hauptzahlstelle*) in Switzerland. The principal paying agent for the Shares in Switzerland is Bank Reyl & Cie SA.

21. GLOSSARY

ADS……	American Depositary shares is a security that trades on U.S. stock exchange such as Nasdaq, but represents the ownership interest in shares of a foreign company. One ADS of Addex Therapeutics listed on Nasdaq represents 120 shares listed on SIX Swiss Exchange.
Agonist.....	An endogenous or exogenous agent that mimics the action of hormones and/or neurotransmitters on their receptors to induce a response. For example, dopamine agonists stimulate specific brain dopamine receptors to induce a motor response.
Akinesia	One of the classifications of movement disorders, and refers to decreased bodily movement
Allosteric modulation	The regulation of an enzyme or protein by binding an effector molecule at an allosteric site on the protein, that is, a site other than the binding site of the protein's endogenous activator.
Amygdala.....	One of two almond-shaped clusters of nuclei located deep and medially within the temporal lobes of the brain in complex vertebrates, including humans.
Antagonist.....	A chemical entity that counteracts or neutralizes the action of the body's endogenous chemical messenger or another foreign chemical entity, see Receptor.
Anxiety	An exaggerated response to a natural fear, or an excessive fear of a normal situation. A variety of disorders are grouped under anxiety; these include panic disorder, social phobia, obsessive-compulsive disorder, post-traumatic stress disorder and generalized anxiety disorder ("GAD"). Also anxiety commonly accompanies other psychiatric conditions such as depression, schizophrenia and addiction.
Baclofen.....	A medication used to treat muscle spasticity such as from a spinal cord injury or multiple sclerosis.
Bradykinesia	Slowness of movement
cGMP.....	current Good Manufacturing Practices.
Clinical trial	Clinical trials are conducted to evaluate new drug candidates in patients in a strictly scientifically controlled setting. Such trials are designed to assess safety and efficacy of a potential new therapy.
CMS……..	Centers for Medicare and Medicaid Services. The role of CMS is to administer and oversee U.S government health programs.
CNS	Central Nervous System; the nerves and cells of the brain and the spinal cord.
Contract Research Organization ("CRO")	A company involved in performing clinical or non-clinical research on a contractual basis for a pharmaceutical company, research organization, or other health organization.
Dopamine.....	A monoamine with the chemical formula of C8H11NO2 that functions as a neurotransmitter in the brain.
Dopamine receptors	A class of metabotropic G protein-coupled receptors with the neurotransmitter dopamine as their endogenous ligand.
Drug candidate.....	A molecule that is selected at the end of pre-clinical studies to become the subject of the clinical phase of development.
Dyskinesia.....	Neurological movement disorder, characterized by involuntary shacking movements that are the consequence of medications
EMA	European Medicines Agency.
Endogenous.....	Produced or synthesized within the organism.
Enzyme	Proteins that catalyze (i.e. accelerate) chemical reactions.
Epilepsy	Neurological disorder in which brain activity becomes abnormal, causing unusual sensations and sometimes loss of awareness
ESOP…….	Employee Share Option plans relate to stock-option plans granted to Board Members, employees and consultants.
Exogenous.....	Produced or synthesized outside the organism.

FCPA…….	Foreign Corrupt Practices Act of 1977 is a U.F federal law designed mainly to prevent companies and individuals from bribing foreign government official to obtain or retain business.
FDA	The US Food and Drug Administration.
FDCA.....	Federal Food, Drug and Cosmetic act
GABA	Gamma-Amino Butyric Acid, an amino acid which acts as an inhibitory neurotransmitter in the central and peripheral nervous systems.
GABAB…….	Subtype of GABA receptor.
GAD.....	Generalized Anxiety Disorder, an anxiety disorder characterized by chronic excessive anxiety that is difficult to control, impairs daily functioning, and is accompanied by three or more associated symptoms (e.g., restlessness, irritability, impaired concentration, or sleep disturbances).
GERD	Gastroesophageal Reflux Disease, a chronic condition characterized by abnormal episodes of reflux of stomach contents into the esophagus usually accompanied by heartburn and that may result in mucosal damage in the esophagus.
Glutamate.....	An amino acid which acts as an excitatory neurotransmitter in the central and peripheral nervous systems.
GCP	Good Clinical Practices
GLP.....	Good Laboratory Practices
GMP.....	Good Manufacturing Practices.
GPCRs	G Protein-Coupled Receptors, a protein family of transmembrane receptors that transduce an extracellular signal (ligand binding) into an intracellular signal (G protein activation).
HHS……	The Department of Health and Human Services is a US federal executive department responsible for protecting public health and providing essential health and human services. Some major agencies under HHS include FDA and CMS.
Investigational New Drug (IND)	A request for authorization from the FDA to administer an investigational drug or biological product to humans.
In-vitro	A biological or chemical process occurring outside a living organism, i.e. conducted on cultured cells.
Ionotropic.....	A group of transmembrane ion-channel proteins which open to allow ions such as Na+, K+, Ca2+, and/or Cl− to pass through the membrane in response to the binding of a chemical messenger (i.e. a ligand), such as a neurotransmitter.
IRB.....	Independent Institutional Review Board
LSEG……..	London Stock Exchange Group. It is a major global financial markets infrastructure company based in the UK. It provides Stock Exchanges with exchanges, financial data, analytics and trading infrastructure.
Mechanism of action.....	The manner by which a drug exerts its activity.
mGlu	Metabotropic glutamate receptors, a set of G protein-coupled glutamate receptors (GPCRs) comprising 8 members designated mGluR1-mGluR8. They are members of the family C of GPCRs. Like all glutamate receptors, mGluRs bind glutamate, an amino acid that functions as an excitatory neurotransmitter.
mGlu2	Metabotropic glutamate receptor subtype 2, a subtype of the set of G protein-coupled glutamate receptors.
mGlu5	Metabotropic glutamate receptor subtype 5, a subtype of the set of G protein-coupled glutamate receptors.
mGlu7	Metabotropic glutamate receptor subtype 7, a subtype of the set of G protein-coupled glutamate receptors.
Muscarinic acetylcholine	Are acetylcholine receptors that form G protein-coupled receptor complexes in the cell membranes of certain neurons and other cells. They play several roles, including acting as the main end-receptor stimulated by acetylcholine released from postganglionic fibers in the parasympathetic nervous system.

Nalbuphine……	A mixed-action opioid characterized primarily by a k-opioid receptor agonism and μ-opioid receptor antagonism,
NAM.....	Negative Allosteric Modulator, inhibitors of the natural physiological activity of the endogenous activator.
New Drug Application (NDA).....	New Drug Application with the FDA. A submission form that contains specific information on the manufacturing processes, chemistry, pharmacology, clinical pharmacology and the medical effects of a new chemical entity. If the information provided meets FDA requirements, the application is approved and a license allowing a company to market the product is granted.
Novel drug	A drug/pharmaceutical/antibiotic that is patentable because it is pharmaceutically new in chemical structure and either acts on a target which is not exploited by any other known drug or it has properties which make it sufficiently differentiable from any other drug sharing the same target.
Novel mechanism of action	The mechanism of action of a drug that either acts differently from any other drug on a known target or that acts on a novel target.
Obsessive-compulsive	A psychiatric disorder most commonly characterized by a subject's obsessive, distressing, intrusive thoughts and related compulsive behaviors (tasks or "rituals") which attempt to neutralize the obsessions.
PAM.....	Positive Allosteric Modulator, enhancers of the natural physiological activity of the endogenous activator.
Parkinson's disease (PD)	PD is a degenerative disorder of the central nervous system that affects the control of muscles, and so may affect movement, speech and posture. Parkinson's disease belongs to a group of conditions called movement disorders. It is often characterized by muscle rigidity, tremor, a slowing of physical movement (bradykinesia), and in extreme cases, a loss of physical movement (akinesia). The primary symptoms are the results of excessive muscle contraction, normally caused by the insufficient formation and action of dopamine, which is produced in the dopaminergic neurons of the brain. Secondary symptoms may include impaired cognitive function and language problems. PD is both chronic, meaning it persists over a long period of time, and progressive.
PDUFA	Prescription Drug User Fees Act
Peptide	short molecules formed from the linking, in a defined order, of various α-amino acids.
Phase 1	Clinical trials in which a drug is tested for safety in healthy individuals. This is normally the first time the drug is given to humans. In one or more clinical trials, safety, tolerability, dose range pharmacodynamic and pharmacokinetic profiles are explored.
Phase 2	Clinical trials in which a drug is given to a limited number of patients with a disease for which it is believed the drug may have some therapeutic effect. Positive efficacy is often referred to as clinical "proof of concept". This phase should conclude with evidence of whether the drug works, which patient population to target, and what is the optimal dose between beneficial effect and side effect.
Phase 3	Clinical trials in which a drug undergoes testing of its ultimate proposed use on the market. The trials need to prove statistical significance that the drug presented at a particular dose, to a particular population and in a particular formulation has sufficient effect along with appropriately low side effects. A "pivotal Phase 3 trial" is one which ultimately provides statistically sound evidence of effect and safety.
PILA……	Swiss Federal Act on Private International Law. The PILA determines which contry's law applies and which courts or authorities have juridiction in cases involving an international element.
Placebo.....	An inactive substance designed to resemble the drug being tested. It is used as a control to rule out any psychological effects testing may present.

Pre-clinical (development)	The phase of drug discovery and development which precedes testing of the drug in humans.
Prevalence	A measure of the proportion of people in a population that are affected with a particular disease at a given time.
Protein	Relatively large organic compounds made of amino acids arranged in a linear chain and joined together by peptide bonds between the carboxyl and amino groups of adjacent amino acid residues.
R&D	Research and development.
Receptor	A specialized protein on the cell surface or inside the cell which relays information delivered by chemical messengers called transmitters.
Regulatory approval	Marketing approval granted by regulatory authorities following a positive assessment of a new drug application or marketing authorization application; or approval granted by regulatory authorities allowing the sponsor to conduct a clinical trial.
REMS	Risk Evaluation and Mitigation Strategy
Serotonin	A chemical that has a wide variety of functions in the human body. It is sometimes called the happy chemical, because it contributes to wellbeing and happiness.
Significant	A result is significant when it is unlikely to have occurred by chance.
Swissmedic	Swiss agency for therapeutic products.
Target	A specific biological molecule (protein, enzyme or other) that is addressed by a drug.

INDEX TO THE FINANCIAL STATEMENTS

Unaudited Interim Condensed Consolidated Financial Statements of Addex Therapeutics Ltd as at June 30, 2026 **F-2**
Unaudited Interim Condensed Consolidated Balance Sheets as of June 30, 2026, and December 31, 2025 F-3
Unaudited Interim Condensed Consolidated Statements of Comprehensive Loss for the three-month and six-month periods ended June 30, 2026 and 2025 F-4
Unaudited Interim Condensed Consolidated Statements of Changes in Equity for the six-month periods ended June 30, 2026 and 2025 F-5
Unaudited Interim Condensed Consolidated Statements of Changes in Equity for the three-month period ended June 30, 2025 F-6
Unaudited Interim Condensed Consolidated Statements of Changes in Equity for the three-month period ended June 30, 2026 F-7
Unaudited Interim Condensed Consolidated Statements of Cash Flows for the six-month periods ended June 30, 2026 and 2025 F-8
Unaudited Notes to the Interim Condensed Consolidated Financial Statements for the three-month and six-month periods ended June 30, 2026 F-9

Consolidated Financial Statements of Addex Therapeutics Ltd as at December 31, 2025 **F-23**
Report of the statutory auditor to the General Meeting of Addex Therapeutics Ltd F-24
Consolidated Balance Sheets as at December 31, 2025 and December 31, 2024 F-28
Consolidated Statements of Profit or Loss for the years ended December 31, 2025 and 2024 F-29
Consolidated Statements of Comprehensive Profit or Loss for the years ended December 31, 2025 and 2024 F-30
Consolidated Statements of Changes in Equity for the years ended December 31, 2025 and 2024 F-31
Consolidated Statements of Cash Flows for the years ended December 31, 2025 and 2024 F-33
Notes to the Consolidated Financial Statements for the years ended December 31, 2025 and 2024 F-34

Consolidated Financial Statements of Addex Therapeutics Ltd as at December 31, 2024 **F-62**
Report of the statutory auditor to the General Meeting of Addex Therapeutics Ltd F-63
Consolidated Balance Sheets as at December 31, 2024 and December 31, 2023 F-66
Consolidated Statements of Profit or Loss for the years ended December 31, 2024 and 2023 F-67
Consolidated Statements of Comprehensive Profit or Loss for the years ended December 31, 2024 and 2023 F-68
Consolidated Statements of Changes in Equity for the years ended December 31, 2024 and 2023 F-69
Consolidated Statements of Cash Flows for the years ended December 31, 2024 and 2023 F-71
Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023 F-72

Statutory Financial Statements of Addex Therapeutics Ltd as at December 31, 2025 **F-98**
Report of the statutory auditor to the General Meeting of Addex Therapeutics Ltd F-99
Balance Sheets as at December 31, 2025 and December 31, 2024 F-102
Statements of Profit or Loss for the years ended December 31, 2025 and 2024 F-103
Notes to the Financial Statements for the years ended December 31, 2025 and 2024 F-104
Proposed carry forward of accumulated losses F-109

Statutory Financial Statements of Addex Therapeutics Ltd as at December 31, 2024 **F-110**
Report of the statutory auditor to the General Meeting of Addex Therapeutics Ltd F-111
Balance Sheets as at December 31, 2024 and December 31, 2023 F-114
Statements of Profit or Loss for the years ended December 31, 2024 and 2023 F-115
Notes to the Financial Statements for the years ended December 31, 2024 and 2023 F-116
Proposed carry forward of accumulated losses F-121

Unaudited Interim Condensed Consolidated Financial Statements of Addex Therapeutics Ltd as at June 30, 2026

Unaudited Interim Condensed Consolidated Balance Sheets

as of June 30, 2026, and December 31, 2025

	Notes	June 30, 2026	December 31, 2025
		Amounts in Swiss francs	
ASSETS			
Current assets			
Cash and cash equivalents	6	767,328	1,638,612
Other financial assets	7/13	3,984	5,130
Trade and other receivables	7	29,746	20,087
Prepayments	7	237,449	16,295
Total current assets		**1,038,507**	**1,680,124**
Non-current assets			
Right-of-use assets	8	75,721	33,530
Intangible assets	10	-	-
Equipment	9	495	707
Non-current financial assets	11	54,543	7,086
Investment accounted for using the equity method	22	1,517,007	3,847,796
Financial assets at fair value through Other Comprehensive Income	23	285,962	285,962
Derivative financial instruments	24	509,067	509,067
Total non-current assets		**2,442,795**	**4,684,148**
Total assets		**3,481,302**	**6,364,272**
LIABILITIES AND EQUITY			
Current liabilities			
Current lease liabilities		54,472	7,680
Payables and accruals	12	1,262,941	1,191,284
Other current liabilities	12	47,461	-
Total current liabilities		**1,364,874**	**1,198,964**
Non-current liabilities			
Non-current lease liabilities		23,023	27,008
Retirement benefits obligations	15	184,847	371,608
Total non-current liabilities		**207,870**	**398,616**
Equity			
Share capital	13	2,186,545	2,186,545
Share premium	13	267,620,796	267,308,174
Other equity	13	64,620,223	64,620,223
Treasury shares reserve	13	(921,768)	(1,014,980)
Other reserves		31,949,881	31,757,431
Accumulated deficit		(363,547,119)	(360,090,701)
Total equity		**1,908,558**	**4,766,692**
Total liabilities and equity		**3,481,302**	**6,364,272**

The accompanying notes form an integral part of these consolidated financial statements.

Unaudited Interim Condensed Consolidated Statements of Comprehensive Loss

for the three-month and six-month periods ended June 30, 2026 and 2025

	Notes	For the three months ended June 30,		For the six months ended June 30,	
		2026	2025	2026	2025
		Amounts in Swiss Francs			
Revenue from contract with customer……	**16**	**-**	**-**	**-**	**-**
Other income……	**17**	**9,948**	**36,375**	**17,639**	**107,430**
Operating costs					
Research and development…….		(37,986)	(234,454)	(74,115)	(390,520)
General and administration…….		(617,314)	(534,819)	(1,068,703)	(1,056,070)
Total operating costs……	**18**	**(655,300)**	**(769,273)**	**(1,142,818)**	**(1,446,590)**
Operating loss…….....		**(645,352)**	**(732,898)**	**(1,125,179)**	**(1,339,160)**
Finance income……....		3,382	-	1,681	-
Finance expense…….		(1,175)	5,831	(2,131)	(13,319)
Finance result……	**20**	**2,207**	**5,831**	**(450)**	**(13,319)**
Share of net loss of investments accounted for using the equity method….....	22	(1,101,534)	(1,231,845)	(2,330,789)	(2,079,296)
Net loss before tax from continuing operations….		**(1,744,679)**	**(1,958,912)**	**(3,456,418)**	**(3,431,775)**
Income tax expense……		-	-	-	-
Net loss from continuing operations.....		**(1,744,679)**	**(1,958,912)**	**(3,456,418)**	**(3,431,775)**
Net profit from discontinued operations (attributable to equity holders of the Group)……..	21	-	117,747	-	117,747
Net loss for the period…….....		**(1,744,679)**	**(1,841,165)**	**(3,456,418)**	**(3,314,028)**
Basic and diluted loss per share for loss attributable to the ordinary equity holders of the Company……	**25**	**(0.01)**	**(0.02)**	**(0.03)**	**(0.03)**
From continuing operations……..…….		(0.01)	(0.02)	(0.03)	(0.03)
From discontinued operations…….		-	-	-	-
Other comprehensive income / (loss)					
Items that will never be reclassified to profit or loss :					
Remeasurements of retirement benefits obligation related to continuing operations…….		36,918	(11,585)	178,060	54,307
Items that may be classified subsequently to profit or loss:					
Exchange difference on translation of foreign operations……..		312	(1,218)	358	(1,088)
**Other comprehensive income / (loss) for the period, net of tax……..... **		**37,230**	**(12,803)**	**178,418**	**53,219**
Total comprehensive loss for the period……		**(1,707,449)**	**(1,853,968)**	**(3,278,000)**	**(3,260,809)**
From continuing operations……..		(1,707,449)	(1,971,715)	(3,278,000)	(3,378,556)
From discontinued operations……...		-	117,747	-	117,747

The accompanying notes form an integral part of these consolidated financial statements.

Unaudited Interim Condensed Consolidated Statements of Changes in Equity

for the six-month periods ended June 30, 2026 and 2025

	Notes	Share Capital	Share Premium	Other Equity	Treasury Shares Reserve	Foreign Currency Translation Reserve	Other Reserves	Accumulated Deficit	Total
				Amounts in Swiss francs					
Balance as of January 1, 2025…....		**1,843,545**	**266,382,670**	**64,620,223**	**(869,708)**	**(658,885)**	**31,721,881**	**(353,362,455)**	**9,677,271**
Net loss for the period……..		-	-	-	-	-	-	(3,314,028)	(3,314,028)
Other comprehensive (loss) / Income for the period……..		-	-	-	-	(1,088)	54,307	-	53,219
Total comprehensive loss for the period..		**-**	**-**	**-**	**-**	**(1,088)**	**54,307**	**(3,314,028)**	**(3,260,809)**
Value of share-based services.....	14	-	-	-	-	-	44,098	-	44,098
Movement in treasury shares:	13								
Sale of Treasury shares……..		-	648,558	-	128,988	-	-	-	777,546
Value of Warrants granted……		-	(65,609)	-	-	-	65,609	-	-
Costs related to the sale of treasury shares.		-	(25,897)	-	-	-	-	-	(25,897)
Net sale under liquidity agreement….		-	(1,714)	-	2,231	-	-	-	517
Balance as of June 30, 2025.....		**1,843,545**	**266,938,008**	**64,620,223**	**(738,489)**	**(659,973)**	**31,885,895**	**(356,676,483)**	**7,212,726**

	Notes	Share Capital	Share Premium	Other Equity	Treasury Shares Reserve	Foreign Currency Translation Reserve	Other Reserves	Accumulated Deficit	Total
				Amounts in Swiss francs					
Balance as of January 1, 2026…....		**2,186,545**	**267,308,174**	**64,620,223**	**(1,014,980)**	**(659,399)**	**32,416,830**	**(360,090,701)**	**4,766,692**
Net loss for the period……..		-	-	-	-	-	-	(3,456,418)	(3,456,418)
Other comprehensive Income for the period.		-	-	-	-	358	178,060	-	178,418
Total comprehensive loss for the period….		**-**	**-**	**-**	**-**	**358**	**178,060**	**(3,456,418)**	**(3,278,000)**
Value of share-based services.....	14	-	-	-	-	-	14,032	-	14,032
Movement in treasury shares:	13								
Sale of treasury ADSs and shares……..		-	331,698	-	95,122	-	-	-	426,820
Costs related to the sale of treasury ADSs and shares……..		-	(19,729)	-	-	-	-	-	(19,729)
Net purchase under liquidity agreement….		-	653	-	(1,910)	-	-	-	(1,257)
Balance as of June 30, 2026.....		**2,186,545**	**267,620,796**	**64,620,223**	**(921,768)**	**(659,041)**	**32,608,922**	**(363,547,119)**	**1,908,558**

The accompanying notes form an integral part of these consolidated financial statements.

Unaudited Interim Condensed Consolidated Statements of Changes in Equity

for the three-month period ended June 30, 2025

	Notes	Share Capital	Share Premium	Other Equity	Treasury Shares Reserve	Foreign Currency Translation Reserve	Other Reserves	Accumulated Deficit	Total
					Amounts in Swiss francs				
Balance as of January 1, 2025…....		**1,843,545**	**266,382,670**	**64,620,223**	**(869,708)**	**(658,885)**	**31,721,881**	**(353,362,455)**	**9,677,271**
Net loss for the period……..		-	-	-	-	-	-	(1,472,863)	(1,472,863)
Other comprehensive Income for the period.		-	-	-	-	130	65,892	-	66,022
Total comprehensive loss for the period….		**-**	**-**	**-**	**-**	**130**	**65,892**	**(1,472,863)**	**(1,406,841)**
Value of share-based services.....	14	-	-	-	-	-	24,917	-	24,917
Net sale under liquidity agreement…	13	-	(75)	-	406	-	-	-	331
Balance as of March 31, 2025.....		**1,843,545**	**266,382,595**	**64,620,223**	**(869,302)**	**(658,755)**	**31,812,690**	**(354,835,318)**	**8,295,678**
Net loss for the period……..		-	-	-	-	-	-	(1,841,165)	(1,841,165)
Other comprehensive loss for the period..		-	-	-	-	(1,218)	(11,585)	-	(12,803)
Total comprehensive profit for the period..		**-**	**-**	**-**	**-**	**(1,218)**	**(11,585)**	**(1,841,165)**	**(1,853,968)**
Value of share-based services.....		-	-	-	-	-	19,181	-	19,181
Movement in treasury shares:	13								
Sale of treasury shares……..		-	648,558	-	128,988	-	-	-	777,546
Value of Warrants granted……		-	(65,609)	-	-	-	65,609	-	-
Costs related to the sale of treasury shares.		-	(25,897)	-	-	-	-	-	(25,897)
Net sale under liquidity agreement….		-	(1,639)	-	1,825	-	-	-	186
Balance as of June 30, 2025 ……		**1,843,545**	**266,938,008**	**64,620,223**	**(738,489)**	**(659,973)**	**31,885,895**	**(356,676,483)**	**7,212,726**

The accompanying notes form an integral part of these consolidated financial statements.

Unaudited Interim Condensed Consolidated Statements of Changes in Equity

for the three-month period ended June 30, 2026

	Notes	Share Capital	Share Premium	Other Equity	Treasury Shares Reserve	Foreign Currency Translation Reserve	Other Reserves	Accumulated Deficit	Total
					Amounts in Swiss francs				
Balance as of January 1, 2026…....		**2,186,545**	**267,308,174**	**64,620,223**	**(1,014,980)**	**(659,399)**	**32,416,830**	**(360,090,701)**	**4,766,692**
Net loss for the period……..		-	-	-	-	-	-	(1,711,739)	(1,711,739)
Other comprehensive Income for the period.		-	-	-	-	46	141,142	-	141,188
Total comprehensive loss for the period….		**-**	**-**	**-**	**-**	**46**	**141,142**	**(1,711,739)**	**(1,570,551)**
Value of share-based services.....	14	-	-	-	-	-	22,907	-	22,907
Sale of treasury ADSs/shares……..	13	-	59,058	-	14,452	-	-	-	73,510
Cost related to the sale of treasury ADSs and shares…….		-	(3,181)	-	-	-	-	-	(3,181)
Net purchase under liquidity agreement….		-	(925)	-	(1,790)	-	-	-	(2,715)
Balance as of March 31, 2026.....		**2,186,545**	**267,363,126**	**64,620,223**	**(1,002,318)**	**(659,353)**	**32,580,879**	**(361,802,440)**	**3,286,662**
Net loss for the period……..		-	-	-	-	-	-	(1,744,679)	(1,744,679)
Other comprehensive income for the period..		-	-	-	-	312	36,918	-	37,230
Total comprehensive loss for the period….		**-**	**-**	**-**	**-**	**312**	**36,918**	**(1,744,679)**	**(1,707,449)**
Value of share-based services.....		-	-	-	-	-	(8,875)	-	(8,875)
Sale of treasury ADSs and shares…….	13	-	272,640	-	80,670	-	-	-	353,310
Cost related to the sale of treasury ADSs and shares……..		-	(16,548)	-	-	-	-	-	(16,548)
Net purchase under liquidity agreement….		-	1,578	-	(120)	-	-	-	1,458
Balance as of June 30, 2026 ……		**2,186,545**	**267,620,796**	**64,620,223**	**(921,768)**	**(659,041)**	**32,608,922**	**(363,547,119)**	**1,908,558**

The accompanying notes form an integral part of these consolidated financial statements.

Unaudited Interim Condensed Consolidated Statements of Cash Flows

for the six-month periods ended June 30, 2026 and 2025

	Notes	For the six months ended June 30, 2026	2025
		Amounts in Swiss francs	
Net loss for the period		**(3,456,418)**	**(3,314,028)**
Adjustments for:			
Net gain on Neurosterix Transaction	21	-	(117,747)
Fair value of services received at zero cost recorded as income	10/17	(17,639)	(105,660)
Fair value of services received at zero cost recorded as other operating costs	10/18	17,639	105,660
Value of share-based services	14	14,032	44,098
Post-employment benefits	15	(8,701)	2,003
Share of the net loss of associates	22	2,330,789	2,079,296
Depreciation	8/9	35,046	4,236
Finance cost net		(5,555)	33,399
Decrease / (increase) in other financial assets	7	1,146	(498)
Decrease / (increase) in trade and other receivables	7	4,682	(22,926)
Increase in prepayments	7	(221,154)	(81,430)
Decrease in other current assets		-	7,967
Increase in payables and accruals	12	24,570	347,082
Increase in other liabilities	12	47,461	-
Net cash used in operating activities		**(1,234,102)**	**(1,018,548)**
Cash flows used in investing activities			
Consideration from Neurosterix Transaction	21	-	57,673
Investment in Stalicla Ltd - preferred shares	23	-	(285,962)
Investment in Stalicla Ltd – derivative financial instruments	24	-	(509,067)
Net cash used in investing activities		-	**(737,356)**
Cash flows from financing activities			
Sale of treasury ADSs and shares	13	411,588	777,545
Cost paid on sale of treasury ADSs and shares	13	(18,860)	(25,897)
Movements under liquidity agreement	13	(1,257)	517
Principal element of lease payment		(34,208)	(3,607)
Interest paid	20	(2,131)	(1,374)
Net cash from financing activities		**355,132**	**747,185**
Decrease in cash and cash equivalents		**(878,970)**	**(1,008,719)**
Cash and cash equivalents at the beginning of the period	6	1,638,612	3,341,738
Exchange difference on cash and cash equivalents		7,686	(32,025)
Cash and cash equivalents at the end of the period	6	**767,328**	**2,300,994**

During the six-month periods ended June 30, 2025 and 2026 the non-cash item transactions reported by the Group primarily related to the share of net loss of associates amounting to CHF 2.1 million and CHF 2.3 million, respectively.

The accompanying notes form an integral part of these consolidated financial statements.

Unaudited Notes to the Interim Condensed Consolidated Financial Statements
for the six-month period ended June 30, 2026

(Amounts in Swiss francs)

1. General information

Addex Therapeutics Ltd (the "Company") and its subsidiaries (together, the "Group") are a clinical stage biopharmaceutical company focused on developing a portfolio of novel small molecule allosteric modulators for neurological disorders.

The Company is a Swiss stockholding corporation domiciled c/o Addex Pharma SA, Chemin des Aulx 12, CH 1228 Plan-les-Ouates, Geneva, Switzerland and the parent company of Addex Pharma SA, Addex Pharmaceuticals France SAS and Addex Pharmaceuticals Inc. Addex Therapeutics also owns a 20% equity interest in Neurosterix US Holdings LLC, USA. Neurosterix US Holdings LLC fully owns directly Neurosterix Swiss Holdings AG, Switzerland and indirectly Neurosterix Pharma Sàrl whose principal place of business is Chemin des Mines 9, CH 1202 Geneva, Switzerland.

The Group's principal place of business is Chemin des Mines 9, CH 1202 Geneva, Switzerland. Its registered shares are traded at the SIX Swiss Exchange, under the ticker symbol ADXN and its American Depositary Shares (ADSs) on the Nasdaq Stock Market under the symbol "ADXN". ADSs represents shares that continue to be admitted to trading on SIX Swiss Exchange.

These interim condensed consolidated financial statements have been approved for issuance by the Board of Directors on September 25, 2026.

2. Basis of preparation

These interim condensed consolidated financial statements for the six-month period ended June 30, 2026, have been prepared under the historic cost convention and in accordance with IAS 34 "Interim Financial Reporting" and are presented in a format consistent with the consolidated financial statements under IAS 1 "Presentation of Financial Statements". However, they do not include all the notes that would be required in a complete set of financial statements. Thus, this interim financial report should be read in conjunction with the consolidated financial statements for the year ended December 31, 2025.

Interim financial results are not necessarily indicative of results anticipated for the full year. The preparation of these unaudited interim condensed consolidated financial statements made in accordance with IAS 34 requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of current events and actions, actual results ultimately may differ from those estimates. The areas involving a higher degree of judgment which are significant to the interim condensed consolidated financial statements are disclosed in note 4 to the consolidated financial statements for the year ended December 31, 2025.

A number of new or amended standards and interpretations became applicable for financial reporting periods beginning on or after January 1, 2026. The Group noted that IFRS 18 -*Presentation and Disclosure in Financial Statements-,* will replace IAS 1 - *Presentation of Financial Statements* - from January 1, 2027. The Group concluded that no material impact is expected on its consolidated financial statements. Based on the initial assessment, the Group also expects that no Management defined Performance Measures or MPM's will be required to be reported.

Due to rounding, numbers presented throughout these interim condensed consolidated financial statements may not add up precisely to the totals provided. All ratios and variances are calculated using the underlying amounts rather than the presented rounded amounts.

Where necessary, comparative figures have been revised to conform with the current presentation.

3. Material accounting estimates and judgments

The Group makes estimates and assumptions concerning the future. These estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the related actual results.
The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities or may have had a significant impact on the reported results are disclosed below:

Going concern

The Group's accounts are prepared on a going concern basis. Since inception, the Group has financed its cash requirements primarily from share issuances, licensing certain of its research and development stage products and selling its allosteric modulator drug discovery technology platform with a portfolio of preclinical programs. The Group is a development-stage enterprise and is exposed to all the risks inherent in establishing a business. The Group expects that its existing cash and cash equivalents at the issuance date of these unaudited interim condensed consolidated financial statements will be sufficient to fund its operations and meet all of its obligations as they fall due through the fourth quarter of 2027. These factors individually and collectively indicate that a material uncertainty exists that raises substantial doubt about the Group's ability to continue as a going concern for one year from the issuance date of these unaudited interim condensed consolidated financial statements. The future viability of the Group is dependent on its ability to raise additional capital through public or private financing or collaboration agreements to finance its future operations, which may be delayed due to reasons outside of the Group's control including health pandemics and geopolitical risks. The sale of additional equity may dilute existing shareholders. The inability to obtain funding, as and when needed, would have a negative impact on the Group's financial condition and ability to pursue its business strategies. If the Group is unable to obtain the required funding to run its operations and to develop and commercialize its product candidates, the Group could be forced to delay, reduce or stop some or all of its research and development programs to ensure it remains solvent. Management continues to explore options to obtain additional funding, including through collaborations with third parties related to the future potential development and/or commercialization of its product candidates, as well as through the monetization of the Group's intellectual property portfolio or financial assets. However, there is no assurance that the Group will be successful in raising funds, closing collaboration agreements, obtaining sufficient funding on terms acceptable to the Group, or if at all, which could have a material adverse effect on the Group's business, results of operations and financial condition.

The Business of the Group could be adversely affected by geopolitical risks

The business of the Group could be adversely affected by geopolitical risks in regions where the Group or partners have concentrations of business operations and could cause significant disruption in the operations of third-party manufacturers and CROs upon whom the Group or partners rely. Geopolitical risks such as Russia-Ukraine war or Middle East conflict may create global security concerns including the possibility of an expanded regional or global conflict and potential ramifications such as disruption of the supply chain including research and development activities being conducted by the Group and its strategic partners. Delays in research and development activities of the Group and its partners could increase associated costs and, depending upon the duration of any delays, require the Group and its partners to find alternative suppliers at additional expense. In addition, Russia-Ukraine war and Middle East conflict have had significant ramifications on global financial markets, which may adversely impact the ability of the Group to raise capital on favorable terms or at all.

Discontinued operations related to the Neurosterix Transaction

On April 2, 2024, the Group sold a part of its business constituting its allosteric modulator drug discovery technology platform and a portfolio of preclinical programs (note 21). As a consequence, the Group recognized discontinued operations in the statements of profit or loss under "net profit or loss from discontinued operations" and identified cash flow from discontinued operations in accordance with IFRS 5. The Group has not identified any discontinued transactions for the six-month period ended June 30, 2026. The identification of discontinued operations may require some degree of judgement.

Fair value measurement of financial instruments

The Group measures its financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell its financial asset in an orderly transaction between market participants at the measurement date, in the principal or most advantageous market, under current market conditions. Fair value measurements are categorized into three levels based on the degree to which inputs to the valuation techniques are observable:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets;
- Level 2: Inputs other than quoted prices included within Level 1 that are all observable, either directly or indirectly used to measure the fair value;
- Level 3: One or more of the significant inputs used to measure fair value is not based on observable market data. This is the case for unlisted equity securities or financial instruments where climate risk gives rise to a significant unobservable adjustment. The Group uses appropriate valuation techniques in the circumstances and maximizes the use of relevant observable inputs. The transfers between levels are assessed at the end of each reporting period.

Investments accounted for using the equity method
The Group received an equity interest of 20% in Neurosterix US Holdings LLC as part of the Neurosterix Transaction. The initial recognition of the investment has been accounted at a fair value based on a financial valuation of Neurosterix's Group. This carrying amount has been decreased to recognize the share of loss of Neurosterix's Group.

Impairment of the investments accounted for using the equity method
The Group assesses its investment in Neurosterix US Holdings LLC, which is accounted for using the equity method whenever events, factors or changes in circumstances indicate that it may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount of the investment accounted for using the equity method is based on its fair value. No impairment loss was recognized in respect of the Group's investment in Neurosterix US Holdings LLC for the three-month and six-month periods ended June 30, 2025 and 2026.

Financial assets at fair value through Other Comprehensive Income (OCI)
The financial assets at fair value through OCI relate to strategic investments made by the Group into early-stage R&D companies. The Group made the irrevocable election to classify these strategic investments, that are not held for trading, at fair value through OCI. The valuation at fair value is based on prices paid by investors during recent fundings (note 23). At each closing, the investments are tested by the Group to reflect any change in value due to events, factors or changes in circumstances.

Derivative financial instruments
Derivative financial instruments relate to phantom shares and warrants received as part of the purchase of strategic investment. Derivative financial instruments are accounted at fair value through the statements of loss in accordance with IFRS 9, because they are considered as held for trading. The fair value is measured using the Black-Scholes and binomial valuation models (note 24). A number of assumptions related to the volatility of the underlying shares and to the risk-free rate are made in this model. Should the assumptions and estimates underlying the fair value of these instruments vary significantly from management's estimates, then the fair value of the derivative financial instruments would be materially different from the amounts recognized. At each closing, the investments are tested by the Group to reflect any change in value due to events, factors or changes in circumstances.

Revenue recognition
Revenue is primarily from fees related to licenses, milestones and research services. Given the complexity of the relevant agreements, judgements are required to identify distinct performance obligations, allocate the transaction price to these performance obligations and determine when the performance obligations are met. In particular, the Group's judgement over the estimated stand-alone selling price which is used to allocate the transaction price to the performance obligations is disclosed in note 16.

Accrued research and development costs
The Group records accrued expenses for estimated costs of research and development activities conducted by third party service providers. The Group records accrued expenses for estimated costs of research and development activities based upon the estimated amount of services provided, but not yet invoiced, and these costs are included in accrued expenses on the balance sheets and within research and development expenses in the statements of profit or loss. These costs are a significant component of research and development expenses. Accrued expenses for these costs are recorded based on the estimated amount of work completed in accordance with agreements established with these third parties. Due to the nature of estimates, the Group may be required to make changes to the estimates after a reporting period as it becomes aware of additional information about the status or conduct of its research activities.

Share-based compensation
The Group recognizes an expense for share-based compensation based on the valuation of equity incentive units using the Black-Scholes valuation model. A number of assumptions related to the volatility of the underlying shares and to the risk-free rate are made in this model. Should the assumptions and estimates underlying the fair value of these instruments vary significantly from management's estimates, then the share-based compensation expense would be materially different from the amounts recognized.

Equity instruments
The Group records in equity the pre-funded warrants sold to investors and the warrants granted to investors at a fair value calculated using Black-Scholes model. A number of assumptions related to the volatility of the underlying shares and to the risk-free rate are made in this model. Should the assumptions and estimates underlying the fair value of these instruments vary significantly from management's estimates, then the fair value of the equity instruments would be materially different from the amounts recorded in equity at the grant date.

Pension obligations
The present value of the pension obligations is calculated by an independent actuary and depends on a number of assumptions that are determined on an actuarial basis such as discount rates, future salary and pension increases, and mortality rates. Any changes in

these assumptions will impact the carrying amount of pension obligations. The Group determines the appropriate discount rate at the end of each period. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability. Other key assumptions for pension obligations are based in part on current market conditions. Additional information is disclosed in note 15.

4. Interim measurement note

Seasonality of the business: The business is not subject to any seasonality, but expenses and corresponding revenue are largely determined by the phase of the respective projects, particularly with regard to external research and development expenditures.

Costs: Costs that incur unevenly during the financial year are anticipated or deferred in the interim report only if it would also be appropriate to anticipate or defer such costs at the end of the financial year.

5. Segment reporting

Management has identified one single operating segment, related to the discovery, development and commercialization of small-molecule pharmaceutical products.

Information about products, services and major customers
External income of the Group is derived from the business of discovery, development and commercialization of pharmaceutical products. Income primarily relates to research services provided to a pharmaceutical company and the fair value of services received from Neurosterix's Group at zero cost.

Information about geographical areas
External income is exclusively recorded in the Swiss operating company.

Analysis of revenue from contract with customer and other income by nature is detailed as follows:

	For the three months ended June 30,		For the six months ended June 30,	
	2026	2025	2026	2025
Fair value of services received at zero cost from Neurosterix Group……..	9,948	34,505	17,639	105,560
Other service income……..	-	1,870	-	1,870
Total……..…..……....	**9,948**	**36,375**	**17,639**	**107,430**

Analysis of other income by major counterparties is detailed as follows:

	For the three months ended June 30,		For the six months ended June 30,	
	2026	2025	2026	2025
Neurosterix Group……...	9,948	34,505	17,639	105,560
Other counterparties……	-	1,870	-	1,870
Total……..…..……....	**9,948**	**36,375**	**17,639**	**107,430**

For more detail, refer to note 17 "Other income".

The geographical allocation of long-lived assets is detailed as follows:

	June 30, 2026	December 31, 2025
Switzerland……...……..	2,442,463	4,683,813
France……..……..……..	332	335
Total……....	**2,442,795**	**4,684,148**

The geographical analysis of operating costs is as follows:

	For the three months ended June 30,		For the six months ended June 30,	
	2026	2025	2026	2025
Switzerland…….….....	650,988	765,310	1,135,332	1,439,158
United States of America….....	3,206	2,840	5,199	5,155
France……..……..…….….....	1,106	1,123	2,287	2,277
Total operating costs (note 18)……	**655,300**	**769,273**	**1,142,818**	**1,446,590**

The capital expenditure during the three-month and six-month periods ended June 30, 2025 and 2026 is nil.

6. Cash and cash equivalents

	June 30, 2026	December 31, 2025
Cash at bank and on hand……...	767,328	1,638,612
**Total cash and cash equivalents…….. **	**767,328**	**1,638,612**

Split by currency:

	June 30, 2026	December 31, 2025
CHF…….……...	23.05%	88.80%
USD…….……...	65.09%	4.09%
EUR…….……...	8.75%	4.45%
GBP…….……...	3.10%	2.67%
**Total ……..……..... **	**100.00%**	**100.00%**

The Group invests its cash balances into a variety of current accounts mainly with two Swiss banks whose external credit rating is P-1/A-1.

All cash and cash equivalents were held either at banks or on hand as of June 30, 2026 and December 31, 2025.

7. Other current assets

	June 30, 2026	December 31, 2025
Other financial assets…….....	3,984	5,130
Trade and other receivables……..…….....	29,746	20,087
Prepayments……...	237,449	16,295
**Total other current assets……..... **	**271,179**	**41,512**

Total other current assets increased by CHF 0.2 million as of June 30, 2026 compared to December 31, 2025, primarily due to increased prepayments driven by the retirement benefit contributions and D&O insurance paid annually at the beginning of the year. The Group applies the IFRS 9 simplified approach to measuring expected credit losses ("ECL"), which uses a lifetime expected loss allowance for all trade receivables and other receivables. The Group has considered that the trade receivables and other receivables have a low risk of default based on historic loss rates and forward-looking information on macroeconomic factors affecting the ability of the third parties to settle invoices. As a result, expected loss allowance has been deemed as nil as of June 30, 2026 and December 31, 2025.

8. Right-of-use assets

Year ended December 31, 2025	Properties
Opening net book amount……...	41,578
Depreciation charge……	(8,048)
**Closing net book amount……..……..... **	**33,530**

As of December 31, 2025	**Properties**
Cost	111,642
Accumulated depreciation	(78,112)
Net book value	**33,530**

Period ended June 30, 2026	**Properties**
Opening net book amount	33,530
Additions	77,024
Depreciation charge	(34,833)
Closing net book amount	**75,721**

As of June 30, 2026	**Properties**
Cost	188,666
Accumulated depreciation	(112,945)
Net book value	**75,721**

9. Equipment

Year ended December 31, 2025	**Equipment**
Opening net book amount	1,131
Depreciation charge	(424)
Closing net book amount	**707**

As of December 31, 2025	**Equipment**
Cost	84,775
Accumulated depreciation	(84,068)
Net book value	**707**

Period ended June 30, 2026	**Equipment**
Opening net book amount	707
Depreciation charge	(212)
Closing net book amount	**495**

As of June 30, 2026	**Equipment**
Cost	84,775
Accumulated depreciation	(84,280)
Net book value	**495**

10. Intangible assets

As of December 31, 2025 and June 30, 2026	**Service agreement**
Cost	182,348
Accumulated depreciation	(182,348)
Net book value	-

The service agreement relates to staff and infrastructure provided by Neurosterix Pharma Sàrl at zero cost in accordance with the Neurosterix Transaction and initially valued at CHF 182,348 (note 21). The depreciation charge was recognized at the rate at which these services were provided during the closing period ended December 31, 2024. As of January 1, 2025, the agreement was not formally renewed. However, Neurosterix agreed to provide the Group with access to certain employees and infrastructure at zero cost. The fair value of the services received at zero cost recognized as other income and other operating expenses for the three-month

and six-month periods ended June 30, 2026, amounted to CHF 9,948 and 17,639 respectively (CHF 34,505 and CHF 105,560, respectively for the three-month and six-month periods ended June 30, 2025).

11. Non-current financial assets

	June 30, 2026	December 31, 2025
Security rental deposits ……..	54,543	7,086
Total non-current financial assets …….	**54,543**	**7,086**

Security rental deposits relate to office space. The applicable interest rate to such deposits is immaterial, and therefore, the value approximates amortized cost.

12. Payables, accruals and other current liabilities

	June 30, 2026	December 31, 2025
Trade payables……....	776,028	602,901
Social security and other taxes……...	-	43,792
Accrued expenses…….....	486,913	544,591
Other current liabilities……...	47,461	-
Total…….	**1,310,402**	**1,191,284**

All payables mature within 3 months. Accrued expenses and trade payables primarily relate to R&D services from contract research organizations, consultants and professional fees. The total amount of payables, accruals and other current liabilities increased by CHF 0.1 million as of June 30, 2026 compared to December 31, 2025, primarily due to increased trade payables. The carrying amounts of payables do not materially differ from their fair values, due to their short-term nature.

13. Share capital

	Number of shares		
	Common shares	Treasury shares	Total
Balance as of January 1, 2025…….	**184,354,496**	**(56,061,527)**	**128,292,969**
Sale of treasury shares……	-	12,898,903	12,898,903
Movement of shares under liquidity agreement….....	-	6,268	6,268
Acquisition of shares forfeited from DSPPP……..	-	(5,848)	(5,848)
Balance as of June 30, 2025…..	**184,354,496**	**(43,162,204)**	**141,192,292**
Shares reclassed as treasury shares under IFRS 2…..	-	(29,944,420)	(29,944,420)
Balance as of June 30, 2025 IFRS 2……	**184,354,496**	**(73,106,624)**	**111,247,872**

	Number of shares		
	Common shares	Treasury shares	Total
Balance as of January 1, 2026…….	**218,654,496**	**(70,822,682)**	**147,831,814**
Sale of treasury ADS's and shares…….	-	9,512,234	9,512,234
Movement of shares under liquidity agreement….....	-	(28,524)	(28,524)
Balance as of June 30, 2026…..	**218,654,496**	**(61,338,972)**	**157,315,524**
Shares reclassed as treasury shares under IFRS 2…..	-	(29,904,690)	(29,904,690)
Balance as of June 30, 2026 IFRS 2……	**218,654,496**	**(91,243,662)**	**127,410,834**

As of June 30, 2026, 157,315,524 shares were outstanding excluding 61,338,972 treasury shares directly held by Addex Pharma SA and including 29,904,690 outstanding shares benefiting from our DSPPP, considered as treasury shares under IFRS 2 (note 14). Of the treasury shares, 21,133,320 were held on the form of ADSs as of June 30, 2026.

As of June 30, 2025, 141,192,292 shares were outstanding excluding 43,162,204 treasury shares directly held by Addex Pharma SA and including 29,944,420 outstanding shares benefiting from our DSPPP, considered as treasury shares under IFRS 2 (note 14).

The Group maintains a liquidity agreement with Kepler Cheuvreux ("Kepler"). Under the agreement, the Group has provided Kepler with cash and shares to enable them to buy and sell the Company's shares. As of June 30, 2026, 173,475 (December 31, 2025: 144,951) treasury shares are recorded under this agreement in the treasury share reserve and CHF 3,984 (December 31, 2025: CHF 5,130) is recorded in other financial assets.

During the six-month period ended June 30, 2026, the Group sold 9,512,234 treasury shares at an average price of CHF 0.045 per share for total gross proceeds of CHF 426,820 (during the six-month period ended June 30, 2025, the Group sold 12,898,903 treasury shares at an average price of CHF 0.06 per share for total gross proceeds of CHF 777,546). Of these treasury shares 8,866,680 were sold under the form of ADSs through the At The Market Agreement with H.C. Wainwright at an average price of USD 6.75 per ADS (equivalent to CHF 0.045 per share) for gross proceeds of USD 498,536 (CHF 394,148). The remaining 645,554 treasury shares have been sold under the sale agency agreement with Kepler Cheuvreux at an average price of CHF 0.051 per share for gross proceeds of CHF 32,672.

14. Share-based compensation

The total share-based compensation expense related to equity incentive units recognized in the statements of loss amounted to CHF 44,098 and CHF 14,032 for the six-month periods ended June 30, 2025 and 2026, respectively.

As of December 31, 2025 and June 30, 2026, 7,956,764 options and 29,904,690 shares benefiting from our Deferred Strike Price Payment Plan (DSPPP) were outstanding. All the shares benefiting from our DSPPP have been recorded as treasury shares in accordance with IFRS 2 (note 13).

15. Retirement benefits obligations

The amounts recognized in the statements of profit or loss are as follows:

	For the three months ended June 30,		For the six months ended June 30,	
	2026	2025	2026	2025
Current service cost..….	(17,268)	(7,521)	(34,536)	(15,043)
Interest cost…..……...	(16,659)	(5,399)	(33,319)	(10,799)
Interest income……	15,452	4,861	30,904	9,721
Company pension amount (note 19)...	**(18,475)**	**(8,059)**	**(36,951)**	**(16,121)**

The Group's pension costs recognized in the statement of loss for the three-month and the six-month period ended June 30, 2026, amounted to CHF 18,475 and CHF 36,951, respectively (CHF 8,059 and CHF 16,121 for the three-month and the six-month period ended June 30, 2025).

The amounts recognized in the balance sheet are determined as follows:

	June 30, 2026	December 31, 2025
Defined benefit obligation.....…….	(5,096,588)	(5,126,017)
Fair value of plan assets…….……....	4,911,741	4,754,409
**Retirement benefit obligation…….....	**(184,847)**	**(371,608)**

Retirement benefit obligation decreased by CHF 0.2 million as of June 30, 2026 compared to December 31, 2025, primarily due to an actuarial gain arising from experience adjustments recorded in Other Comprehensive Income.

16. Revenue from contract with customer

License & research agreement with Indivior PLC
On January 2, 2018, the Group entered into an agreement with Indivior for the discovery, development and commercialization of novel GABAB PAM compounds for the treatment of addiction and other CNS diseases. On August 27, 2024, Indivior selected a compound for future development in substance use disorder and the Group also exercised its right to select a compound to advance its own independent GABAB PAM program for the treatment of chronic cough. On May 12, 2025, Indivior successfully completed IND enabling studies with their selected compound. On September 25, 2026, Indivior terminated our license agreement, following their announced merger with Supernus, returning to us the program including all related intellectual property.

No amount has been recognized by the Group under this agreement for the three-month and six-month periods ended June 30, 2025, and 2026.

Janssen Pharmaceuticals Inc. (formerly Ortho-McNeil-Janssen Pharmaceuticals Inc)
On December 31, 2004, the Group entered into a research collaboration and license agreement with Janssen Pharmaceuticals Inc. (JPI). In accordance with this agreement, JPI has acquired an exclusive worldwide license to develop mGlu2 PAM compounds for the treatment of human health.

In 2024, Janssen completed a Phase 2a proof of concept clinical trial of ADX71149 in epilepsy patients that did not achieve statistical significance for the primary endpoint of time for patients to reach baseline seizure count when ADX71149 was added to standard of care and decided to terminate the development of ADX71149. On April 17, 2025, the Group announced that the license agreement had been terminated and the program and all related intellectual property has been returned to the Group.

No amounts have been recognized under this agreement for the three-month and six-month periods ended June 30, 2026 and 2025.

17. Other income

During the three-month and the six-month periods ended June 30, 2026, the Group recognized CHF 9,948 and CHF 17,639, respectively (CHF 34,505 and CHF 105,560 for the three-month and six-month periods ended June 30, 2025) related to the fair value of services received from Neurosterix's Group at zero cost (note 10).

18. Operating costs

	For the three months ended June 30,		For the six months ended June 30,	
	2026	**2025**	**2026**	**2025**
Staff costs (note 19)……..	221,601	44,496	441,014	145,538
Depreciation (notes 8/9)…..…….....	25,226	2,118	35,046	4,236
External research and development cost..	11,587	68,492	20,981	101,075
Patent maintenance and registration costs	15,540	53,865	29,580	97,119
Professional fees……..	237,532	320,253	355,873	622,635
D&O insurance……	37,027	47,207	74,056	91,857
Fair value services received at zero costs.	9,948	34,505	17,639	105,560
Other operating costs……	96,839	198,337	168,629	278,570
**Total operating costs…….. **	**655,300**	**769,273**	**1,142,818**	**1,446,590**

The evolution of the total operating costs is mainly driven by staff costs and professional fees.

During the six-month period ended June 30, 2026, total operating costs decreased by CHF 0.3 million compared to the same period ended June 30, 2025, primarily due to lower professional fees of CHF 0.3 million, reduced external research and development and patent costs of CHF 0.2 million, decreased services received at zero costs valued at CHF 0.1 million, partially offset by higher staff costs of CHF 0.3 million.

During the three-month period ended June 30, 2026, total operating costs decreased by CHF 0.1 million compared to the same period ended June 30, 2025, primarily due to lower professional fees of CHF 0.1 million, reduced external research and development and patent costs of CHF 0.1 million, partially offset by higher staff costs of CHF 0.2 million.

19. Staff costs

	For the three months ended June 30,		For the six months ended June 30,	
	2026	**2025**	**2026**	**2025**
Wages and salaries……..	188,848	28,811	373,300	113,580
Social charges and insurances…..……...	13,743	5,775	29,452	11,550
Value of share-based services ……	535	1,851	1,311	4,287
Retirement benefit (note 15)……...	18,475	8,059	36,951	16,121
**Total staff costs…….. **	**221,601**	**44,496**	**441,014**	**145,538**

During the three-month and six-month periods ended June 30, 2026, total staff costs increased by CHF 0.2 million and CHF 0.3 million, respectively, compared to the same period ended June 30, 2025, primarily due to an increase in the number of full-time employees.

20. Finance result, net

	For the three months ended June 30,		For the six months ended June 30,	
	2026	2025	2026	2025
Interest cost…….	-	(331)	(209)	(362)
Interest expense on leases……...	(1,175)	(495)	(1,922)	(1,012)
Foreign exchange gains /(losses)……	3,382	6,657	1,681	(11,945)
**Finance result, net……..…….. **	**2,207**	**5,831**	**(450)**	**(13,319)**

21. Discontinued operations

On February 8, 2024, the Group signed a non-binding term sheet with Perceptive Advisors related to the divestment of part of its business. On April 2, 2024, the sale became effective. The allosteric modulator drug discovery technology platform and a portfolio of preclinical programs have been divested to a new Swiss company, Neurosterix Pharma Sàrl that has received a funding of USD 65 million from a syndicate of investors led by Perceptive Advisors (Perceptive Xontogeny Venture Fund II L.P, Perceptive Life Sciences Master Fund Ltd and Acorn Bioventures 2, L.P) (the "Neurosterix Transaction" or "Transaction"). The Group received gross proceeds of CHF 5.0 million in cash and an equity interest representing 20% of Neurosterix US Holdings LLC (note 1). The Group retained its partnerships with Janssen Pharmaceuticals, Inc. and Indivior PLC, as well as unpartnered clinical stage assets including dipraglurant for Parkinson's disease and post-stroke/TBI recovery and its preclinical GABAB PAM program for chronic cough. The Transaction includes the transfer of the associated R&D staff and infrastructure. As part of the Transaction, the Group and Neurosterix Pharma Sàrl entered into a service agreement which provides the Group with access to certain staff and infrastructure at zero cost to ensure the operation of the Group retained business until December 31, 2024. As of January 1, 2025, the agreement was not formally renewed. However, Neurosterix agreed to provide the Group with access to certain employees and infrastructure at zero cost (note 10). Since November 1, 2025, the CEO, Tim Dyer, has been directly remunerated by the Group. On February 28, 2026, Neurosterix relocated its offices, and since that date we assumed responsibility for the rent of our administrative offices. As of the issuance date of these unaudited interim condensed consolidated financial statements, the Group continues to have access to research and development staff at zero cost.

As the allosteric modulator drug discovery technology platform and a portfolio of preclinical programs have been sold on April 2, 2024. The net gain of the sale of activities amounted to CHF 13,943,595 for the year ended December 31, 2024 including CHF 5.0 million in cash and CHF 9.4 million for the equity interest of 20% in Neurosterix US Holdings LLC, partially offset by costs related to the activities sold. During the six-month period ended June 30, 2025, the Group recognized an additional gain from discontinued operations of CHF 117,747 from the sale of activities, related to consideration receivable considered as contingent during previous periods. During the six-month periods ended June 30, 2026, the Group did not record any discontinued operations that impacted the statement of comprehensive loss or cash flow.

22. Interests in associates

On April 2, 2024, the Group received an equity interest of 20% in Neurosterix US Holdings LLC domiciliated in the US and parent company of Neurosterix Pharma Sàrl as part of Neurosterix transaction (note 21). Neurosterix's Group primarily operates in Switzerland and uses Swiss franc as functional currency and US Dollars as presentation currency. The carrying amount of the equity-accounted investment in Neurosterix's Group has changed as follow:

	For the three months ended June 30,		For the six months ended June 30,	
	2026	2025	2026	2025
Beginning of the period……	**2,618,541**	**6,239,691**	**3,847,796**	**7,087,142**
Share of the net loss for the period of Neurosterix's Group …...…….	(1,101,534)	(1,231,845)	(2,330,789)	(2,079,296)
End of period……...	**1,517,007**	**5,007,846**	**1,517,007**	**5,007,846**

The 20% equity interest in Neurosterix US Holdings LLC received by the Group on April 2, 2024 was initially valued at CHF 9.43 million using a financial valuation of the Neurosterix's Group. From April 2, 2024 to June 30, 2026, the carrying amount of the equity-accounted investment in Neurosterix's Group decreased by CHF 7.9 million primarily due to the share of net loss in accordance with IAS 28. The loss recognized primarily reflects expenditures related to research and development and general and administrative activities, which are incurred in the ordinary course of Neurosterix operations. As of June 30, 2026, the equity-accounted investment in Neurosterix's Group is not impaired.

23. Financial assets at fair value through other comprehensive income

In June 2025, the Group invested CHF 795,029 in Stalicla SA and received 23,342 preferred shares with attached derivative financial instruments (note 24). The purchase price allocation was performed on the basis of the fair value of the derivative financial instruments, with the residual amount allocated to the preferred shares, initially recognized at CHF 285,962. The Group has made the irrevocable election to classify the 23,342 preferred shares received at fair value through other comprehensive income rather than through the statements of profit or loss, as the shares are held for strategic purposes and not for trading

As of December 31, 2025, and June 30, 2026, the fair value of the unlisted securities of Stalicla SA (level 3) remained unchanged:

	June 30, 2026	December 31, 2025
Stalicla SA.....…….	285,962	285,962
Total…….....	**285,962**	**285,962**

24. Derivative financial instruments

As part of its investment in Stalicla SA (note 23), the Group was granted several related financial instruments. These comprised an anti-dilution protection through a contingent ratchet mechanism, 23,342 phantom shares entitling the Group to proceeds equivalent to those distributable to 23,342 ordinary shares, 23,342 warrants with a ten-year exercise period at a strike price of CHF 34.05 to purchase 23,342 ordinary shares and 3,591 warrants with a five-year exercise period, a strike price of CHF 0.10 to purchase 3,591 preferred shares. These financial instruments are classified as derivatives and valued at fair value (level 3) using Black-Scholes and binomial valuation models. On initial recognition, their aggregate fair value amounted to CHF 509,067. The fair value of phantom shares was capped at the fair value of the preferred shares, as management concluded that the two values should be deemed equivalent. As a result, the amount of CHF 111,552 was not recorded as phantom shares.

As of June 30, 2026, the fair value (level 3) of these derivative financial instruments, driven by the value of Stalicla SA shares (note 23), remained unchanged:

	June 30, 2026	December 31, 2025
Phantom shares.....…….	285,962	285,962
Anti-dilution protection…….	102,547	102,547
Warrants…….	120,558	120,558
Total…….....	**509,067**	**509,067**

The following table presents the Group's financial assets measured and recorded at fair value at June 30, 2026, and December 31, 2025:

	Levels 1 and 2		Level 3	
	June 30, 2026	December 31, 2025	June 30, 2026	December 31, 2025
Financial assets at fair value through profit and loss (FVPL)				
Phantom shares (Stalicla SA)……...	-	-	285,962	285,962
Anti-dilution protection (Stalicla SA)……..	-	-	102,547	102,547
Warrants (Stalicla SA)……..	-	-	120,558	120,558
Financial assets at fair value through other comprehensive income (OCI)				
Preferred shares (Stalicla SA) (note 23)…….	-	-	285,962	285,962
Total financial assets	**-**	**-**	**795,029**	**795,029**

Certain inputs used to measure the fair value of the financial instruments related to the investment in Stalicla SA (note 23) were not based on observable market data and have been classified at a level 3 in the fair value hierarchy.

The following table summarizes the quantitative information about the significant unobservable inputs used in level 3 fair value measurement and how a reasonable possible change in the input would affect the fair values:

Description	Fair value at		Unobservable inputs	Range of inputs		Relation of unobservable inputs to fair value
	June 30, 2026	December 31, 2025		June 30, 2026	December 31, 2025	
Preferred shares (Stalicla SA)...	285,962	285,962	(1)	CHF17-CHF30	CHF17-CHF30	(2)
Phantom shares (Stalicla SA)...	285,962	285,962	Stalicla share price used in Black-Scholes valuation model, determined by the price paid by external investors. The fair value of phantom shares is capped at the fair value of preferred shares	CHF17	CHF17	A 10% increase or decrease in Stalicla's share price would increase or decrease the fair value by CHF 39,682 and CHF 36,138, respectively. In both cases the fair value would remain capped at the fair value of preferred shares.
Anti-dilution protection (Stalicla SA)...	102,547	102,547	Sale price of Stalicla shares used in the different scenarios in binomial valuation model	CHF17-CHF30	CHF17-CHF30	A 10% increase or decrease in the sale price of Stalicla shares under the scenario used in the binomial valuation model, would increase or decrease the fair value by CHF 25,064 and CHF 18,949, respectively.
Warrants (Stalicla SA)...	60,547	60,547	Stalicla share price used in Black-Scholes valuation model, determined by the price paid by external investors	CHF17	CHF17	A 10% increase or decrease in Stalicla's share price would increase or decrease the fair value by CHF 15,673 and CHF 12,791, respectively.
Warrants (Stalicla SA)...	60,011	60,011	Stalicla share price used in Black-Scholes valuation model, determined by the price paid by external investors	CHF17	CHF17	A 10% increase or decrease in Stalicla's share price would increase or decrease the fair value by CHF 6,091 and CHF 5,538, respectively.

(1) The fair value of the preferred shares was determined as the residual amount between the subscription price of CHF 795,029 and the fair value of the derivative financial instruments measured using Black-Scholes and binomial valuation models. The fair value of the phantom shares was capped at the fair value of the preferred shares.
(2) An increase or decrease of 10% in Stalicla's share price used to calculate the fair value of the anti-dilution protection through a ratchet mechanism and warrants would result in a decrease or increase in fair value by CHF 21,697 and CHF 20,357, respectively.

25. Loss per share

Basic profit or loss per share is calculated by dividing the profit or loss attributable to equity holders of the Company by the weighted average number of shares in issue during the period excluding treasury shares. Diluted loss per share and diluted profit per share including a loss from continuing operations are calculated excluding our options and warrants as they would be antidilutive and our treasury shares.

	For the three months ended June 30,		For the six months ended June 30,	
	2026	2025	2026	2025
Net loss from continuing operations….....	(1,744,679)	(1,958,912)	(3,456,418)	(3,431,775)
Net profit from discontinued operations….	-	117,747	-	117,747
Net loss attributable to equity holders of the company……	**(1,744,679)**	**(1,841,165)**	**(3,456,418)**	**(3,314,028)**
Weighted average number of shares in issue…….	122,592,940	100,523,234	120,977,878	99,440,314
Basic and diluted loss per share……	**(0.01)**	**(0.02)**	**(0.03)**	**(0.03)**
From continuing operations…..……	(0.01)	(0.02)	(0.03)	(0.03)
From discontinued operations…….....	-	-	-	-

The Company has three categories of dilutive potential shares: treasury shares, share options and warrants which have been ignored in the calculation of the loss per share for the three-month and six-month periods ended June 30, 2026, and 2025.

26. Related party transactions

Related parties include members of the Board of Directors and the Executive Management of the Group. The following transactions were carried out with related parties:

Key management compensation

Key management compensation	For the three months ended June 30,		For the six months ended June 30,	
	2026	2025	2026	2025
Salaries, other short-term employee benefits and post-employment benefits...	216,591	99,864	438,143	197,156
Share-based compensation…..…….	5,654	18,910	13,980	43,428
Total……	**222,245**	**118,774**	**452,123**	**240,584**

Salaries, other short-term employee benefits and post-employment benefits relate to members of the Board of Directors and Executive Management who are employed by the Group. The total compensation costs for key management increased by CHF 0.1 million and CHF 0.2 million during the three-month and six-month periods ended June 30, 2026, respectively, compared to the same periods ended June 30, 2025, primarily because our CEO has been directly remunerated by the Group since November 2025 (note 21). As of June 30, 2025 and 2026, the Group had a net payable of CHF 0.1 million to the Board of Directors and Executive Management. Share-based compensation relates to the fair value of equity incentive units recognized through profit and loss following their vesting plan.

Transactions with Neurosterix's Group

On April 2, 2024, Addex Group divested a part of its business to Neurosterix Pharma Sàrl (note 22). As part of the transaction, Addex Group received gross proceeds of CHF 5.0 million in cash, an equity interest of 20% of Neurosterix US Holdings LLC whose fair value amounted to CHF 9.42 million and concluded a service agreement allowing Key Members of Addex staff transferred to Neurosterix Pharma Sàrl, including the Chief Executive Officer to support the activities of the Addex Group at zero cost until December 31, 2024. As of January 1, 2025, the agreement was not formally renewed.
However, Neurosterix agreed to provide the Group with access to certain employees and infrastructure at zero cost (note 10). The fair value of the service agreement amounted to CHF 9,948 and CHF 17,639, respectively for the three-month and six-month periods ended June 30, 2026 (CHF 34,505 and CHF 105,560 for the three-month and the six-month periods ended June 30, 2025). As of June 30, 2026, the Group owed CHF 47,461 to Neurosterix Pharma Sàrl.

27. Events after the balance sheet date

From July 1, 2026, to August 25, 2026, the Group sold 52,970,533 shares at an average price of CHF 0.043 (USD 0.053) for total gross proceeds of CHF 2.3 million (USD 2.8 million). Of these shares, 52,762,680 have been sold in a form of ADSs for total gross proceeds of USD 2.8 million (CHF 2.3 million) at an average price of USD 6.37 per ADS (equivalent to CHF 0.043 per share), through the At the Market (ATM) offering agreement with H.C Wainwright & CO. The number of outstanding shares amounts to 203,532,333 shares at the issuance date of these unaudited interim condensed consolidated financial statements excluding 8,437,843

treasury shares directly held by Addex Pharma SA and including 29,904,690 outstanding shares benefiting from our DSPPP considered as treasury shares under IFRS 2.

On September 2, 2026, the strike price of 29,904,690 shares acquired under our Deferred Strike Price Payment Plan (DSPPP) and the strike price of 6,971,992 options were reduced to CHF 0.026. This modification to the equity incentive plans increased the fair value by CHF 0.16 million, which will be recognized as share-based compensation expense in the third quarter of 2026.

On September 25, 2026, we announced that our partner, Indivior, terminated our license agreement, following their announced merger with Supernus Pharmaceuticals, returning to us the program including all related intellectual property.

Consolidated Financial Statements of Addex Therapeutics Ltd as at December 31, 2025

www.bdo.ch

Phone +41 22 322 24 24
Fax +41 22 322 24 00
Case postale 150

BDO AG

1215 Genève 15

STATUTORY AUDITOR'S REPORT

To the general meeting of Addex Therapeutics Ltd, Plan-les-Ouates

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Addex Therapeutics Ltd and its subsidiaries (the Group), which comprise the consolidated balance sheet as at 31 December 2025, and the consolidated statement of profit or loss, consolidated statement of comprehensive profit or loss, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion the accompanying consolidated financial statements (pages F-28 to F-61) give a true and fair view of the consolidated financial position of the Group as at 31 December 2025 and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards and comply with Swiss law.

Basis for Opinion

We conducted our audit in accordance with Swiss law, International Standards on Auditing (ISA) and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Responsibilities of the Auditor for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the provisions of Swiss law, together with the requirements of the Swiss audit profession that are relevant to audits of the financial statements of public interest entities, as well as those of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA-Code), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 4 in the consolidated financial statements, which indicates that the Group future viability is dependent on its ability to raise additional capital through public or private financings or collaboration agreements to finance its future operations. The Group expects that its existing cash and cash equivalents be sufficient to fund its operations and meet all of its obligations as they fall due, through mid-June 2026. As stated in Note 4, these events or conditions, along with other matters as set forth in Note 4, indicate that a material uncertainty exists that may cast significant doubt on the group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

BDO Ltd, a limited company under Swiss law, incorporated in Zurich, forms part of the international BDO Network of independent member firms

Phone +41 22 322 24 24
www.bdo.ch
geneve@bdo.ch

BDO Ltd
Rte de Meyrin 123
P.O. Box 150
1215 Geneva 15

Key Audit Matter	How the Key Audit Matter was addressed in the audit
Accounting for the Stalicla Investment and derivatives	
In 2025, the Group acquired a stake in a company called Stalicla SA, involving the acquisition of multiple financial instruments. The transaction involved various forms of consideration, including ordinary shares, different warrants, anti-dilution protection, and phantom equity participation rights. This requires complex judgments, including the identification of financial instruments and their fair value measurement. The accounting treatment and the related disclosures under IFRS Accounting Standards were critical to users' understanding of the transaction, and therefore, we identified the accounting of Stalicla SA investment and derivatives as a Key Audit Matter. Refer to note "24. Financial assets at fair value through other comprehensive income" and note "25. Derivative financial instruments".	We have obtained and read the relevant investment agreements and related legal documentation to identify all financial instruments arising from the transaction and assess their classification under IFRS 9. We have tested the investment and related payments by agreeing amounts to supporting documentation and evidence of title. We have evaluated management's assessment of the initial and subsequent measurement of the equity and derivative instruments, including the appropriateness of the FVOCI designation election and recoverability. With the assistance of our valuation specialists, we have assessed the valuation methodologies, key assumptions and significant unobservable (Level 3) inputs used to determine fair values. We have assessed the adequacy and completeness of the related disclosures in the financial statements in accordance with IFRS 13 and IAS 1.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, the financial statements, the compensation report and our auditor's reports thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsility is to read the other information and, in doing so, conisder whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Phone +41 22 322 24 24
www.bdo.ch
geneve@bdo.ch

BDO Ltd
Rte de Meyrin 123
P.O. Box 150
1215 Geneva 15

Responsibilities of the Board of Directors for the Consolidated Financial Statements

The Board of Directors is responsible for the preparation of the consolidated financial statements, which give a true and fair view in accordance with IFRS Accounting Standards and the provisions of Swiss law, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law, ISA and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of our responsibilities for the audit of the consolidated financial statements is located on EXPERTsuisse's website at:

https://expertsuisse.ch/audit-report. This description forms an integral part of our report.

Report on Other Legal and Regulatory Requirements

In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of consolidated financial statements according to the instructions of the Board of Directors.

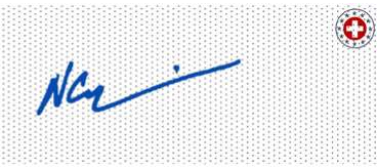
We recommend that the consolidated financial statements submitted to you be approved.

Geneva, 30 April 2026

BDO Ltd

Philipp Kegele

Licensed Audit Expert
Auditor in Charge



Nigel Le Masurier

Licensed Audit Expert

Consolidated Financial Statements of Addex Therapeutics Ltd as at December 31, 2025

Consolidated Balance Sheets
as at December 31, 2025 and December 31, 2024

	Notes	December 31, 2025	December 31, 2024
ASSETS		**Amounts in Swiss francs**	
Current assets			
Cash and cash equivalents	6	1,638,612	3,341,738
Other financial assets	7/13	5,130	6,496
Trade and other receivables	7	20,087	15,513
Prepayments	7	16,295	169,649
Other short-term assets	7	-	7,967
Total current assets		**1,680,124**	**3,541,363**
Non-current assets			
Right-of-use assets	8	33,530	41,578
Intangible assets	10	-	-
Equipment	9	707	1,131
Non-current financial assets	11	7,086	7,089
Investment accounted for using the equity method	23	3,847,796	7,087,142
Financial assets at fair value through other comprehensive income	24	285,962	-
Derivative financial instrument	25	509,067	-
Total non-current assets		**4,684,148**	**7,136,940**
Total assets		**6,364,272**	**10,678,303**
LIABILITIES AND EQUITY			
Current liabilities			
Current lease liabilities	3.2	7,680	7,306
Payables and accruals	12	1,191,284	794,787
Total current liabilities		**1,198,964**	**802,093**
Non-current liabilities			
Non-current lease liabilities	3.2	27,008	34,688
Retirement benefits obligations	20	371,608	164,251
Total non-current liabilities		**398,616**	**198,939**
Equity			
Share capital	13	2,186,545	1,843,545
Share premium	13	267,308,174	266,382,670
Other equity	13	64,620,223	64,620,223
Treasury shares reserve	13	(1,014,980)	(869,708)
Other reserves		31,757,431	31,062,996
Accumulated deficit		(360,090,701)	(353,362,455)
Total equity		**4,766,692**	**9,677,271**
Total liabilities and equity		**6,364,272**	**10,678,303**

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statements of Profit or Loss
for the years ended December 31, 2025 and 2024

	Notes	December 31, 2025	December 31, 2024
		Amounts in Swiss francs	
Revenue from contract with customer	15	**29,972**	**404,102**
Other income	16	**142,888**	**5,940**
Operating costs			
Research and development		(671,651)	(854,305)
General and administration		(2,315,807)	(2,310,970)
Total operating costs	**17**	**(2,987,458)**	**(3,165,275)**
Operating loss		**(2,814,598)**	**(2,755,233)**
Finance income		-	26,595
Finance expense		(15,547)	(3,547)
Finance result	**21**	**(15,547)**	**23,048**
Share of net loss of investments accounted for using the equity method	23	(4,012,443)	(2,177,157)
Net loss before tax from continuing operations		**(6,842,588)**	**(4,909,342)**
Income tax expense	19	-	-
Net loss from continuing operations		**(6,842,588)**	**(4,909,342)**
Net profit from discontinued operations (attributable to equity holders of the Group)	22	114,342	11,965,129
Net profit / (loss) for the period		**(6,728,246)**	**7,055,787**
Basic and diluted profit / (loss) per share for profit / (loss) attributable to the ordinary equity holders of the Company	26	**(0.06)**	**0.07**
From continuing operations		(0.06)	(0.05)
From discontinued operations		-	0.12

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statements of Comprehensive Profit or Loss for the years ended December 31, 2025 and 2024

	Notes	December 31, 2025	December 31, 2024
		Amounts in Swiss francs	
Net profit / (loss) for the period……..		**(6,728,246)**	**7,055,787**
Other comprehensive income / (loss)……			
Items that will never be reclassified to profit and loss:			
Share of other comprehensive loss of investments accounted for using the equity method……	23	773,097	(164,101)
Remeasurements of retirement benefits obligation related to continuing operations……	20	(214,577)	(202,389)
Remeasurements of retirement benefits obligation related to discontinued operations……	20	-	(47,348)
Items that may be classified subsequently to profit or loss:			
Exchange difference on translation of foreign operations……		(514)	985
Other comprehensive income / (loss) for the period, net of tax…..		**558,006**	**(412,853)**
Total comprehensive profit / (loss) for the period.....		**(6,170,240)**	**6,642,934**
From continuing operations……..……		(6,284,582)	(5,274,847)
From discontinued operations……		114,342	11,917,781

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statements of Changes in Equity for the years ended December 31, 2025 and 2024 (1/2)

	Notes	Share Capital	Share Premium	Other Equity	Treasury Shares Reserve	Foreign Currency Translation Reserve	Other Reserves	Accumulated Deficit	Total
Balance as of January 1, 2024…..		**1,843,545**	**266,194,689**	**64,620,223**	**(909,566)**	**(659,870)**	**30,474,686**	**(360,418,242)**	**1,145,465**
Net profit for the year….		-	-	-	-	-	-	7,055,787	7,055,787
Other comprehensive loss for the year…….		-	-	-	-	985	(413,838)	-	(412,853)
Total comprehensive profit for the year.....		**-**	**-**	**-**	**-**	**985**	**(413,838)**	**7,055,787**	**6,642,934**
Cost of treasury shares issuance……..		-	(7,037)	-	-	-	-	-	(7,037)
Cost of pre-funded warrants exercised ……		-	(4,259)	-	-	-	-	-	(4,259)
Value of share-based services.....…….	14	-	-	-	-	-	1,661,033	-	1,661,033
Movement in treasury shares:	13								
Sale of treasury shares……...		-	204,750	-	30,507	-	-	-	235,257
Costs related to the sale of treasury shares……..		-	(1,764)	-	-	-	-	-	(1,764)
Net sales under liquidity agreement……		-	(3,709)	-	9,351	-	-	-	5,642
Balance as of December 31, 2024…..		**1,843,545**	**266,382,670**	**64,620,223**	**(869,708)**	**(658,885)**	**31,721,881**	**(353,362,455)**	**9,677,271**

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statements of Changes in Equity for the years ended December 31, 2025 and 2024 (2/2)

	Notes	Share Capital	Share Premium	Other Equity	Treasury Shares Reserve	Foreign Currency Translation Reserve	Other Reserves	Accumulated Deficit	Total
Balance as of January 1, 2025…..		**1,843,545**	**266,382,670**	**64,620,223**	**(869,708)**	**(658,885)**	**31,721,881**	**(353,362,455)**	**9,677,271**
Net loss for the year…..		-	-	-	-	-	-	(6,728,246)	(6,728,246)
Other comprehensive loss for the year…….		-	-	-	-	(514)	558,520	-	558,006
Total comprehensive loss for the year.....		**-**	**-**	**-**	**--**	**(514)**	**558,520**	**(6,728,246)**	**(6,170,240)**
Issue of treasury shares……..	13	343,000	-	-	(343,000)	-	-	-	-
Cost of treasury shares issuance……..		-	(11,042)	-	-	-	-	-	(11,042)
Value of warrants ……..	13	-	(65,609)	-	-	-	65,609	-	-
Value of share-based services.....……..	14	-	-	-	-	-	70,820	-	70,820
Movement in treasury shares:	13								
Sale of treasury shares……..		-	1,033,978	-	196,126	-	-	-	1,230,104
Costs related to the sale of treasury shares…….		-	(28,850)	-	-	-	-	-	(28,850)
Net sales under liquidity agreement……		-	(2,973)	-	1,602	-	-	-	(1,371)
Balance as of December 31, 2025…..		**2,186,545**	**267,308,174**	**64,620,223**	**(1,014,980)**	**(659,399)**	**32,416,830**	**(360,090,701)**	**4,766,692**

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statements of Cash Flows
for the years ended December 31, 2025 and 2024

	Notes	December 31, 2025	December 31, 2024
		Amounts in Swiss francs	
Net profit / (loss) for the period		**(6,728,246)**	**7,055,787**
Adjustments for:			
Net gain on Neurosterix Transaction	22	(114,342)	(13,943,595)
Fair value of services received at zero cost recorded as income	10/16	(141,018)	-
Fair value of services received at zero cost recorded as other operating costs	10/17	141,018	-
Value of share-based services	14/22	70,820	502,964
Post-employment benefits	20/22	(7,218)	(95,219)
Share of the net loss of associates	23	4,012,443	2,177,157
Depreciation	8/22	8,472	260,120
Net gain related to lease modification		-	(2,770)
Finance cost / (income) net		37,607	(99,628)
Decrease / (increase) in other financial assets	7/22	1,366	(5,648)
Decrease / (increase) in trade and other receivables	7/22	(4,574)	93,107
Decrease in contract asset	7/22	-	40,907
Decrease / (increase) in prepayments	7/22	153,354	(164,284)
Decrease / (increase) in other current assets	7/22	7,967	(7,967)
Increase / (decrease) in payables and accruals	12/22	391,234	(1,146,084)
Decrease in deferred income		-	(38,401)
Net cash used in operating activities		**(2,171,117)**	**(5,373,554)**
Cash flows from / (used in) investing activities			
Consideration from Neurosterix Transaction	22	114,342	5,119,754
Legal fees paid for Neurosterix Transaction		-	(473,270)
Investment in Stalicla SA – preferred shares.	25	(285,962)	-
Investment in Stalicla SA – derivative financial instruments	25	(509,067)	-
Purchase of property, plant and equipment	9	-	(1,273)
Net cash from / (used in) investing activities		**(680,687)**	**4,645,211**
Cash flows from financing activities			
Sale of treasury shares		1,228,733	240,899
Cost paid on sale of treasury shares		(28,850)	(25,782)
Cost of treasury share issuance		(6,292)	-
Costs paid on exercise of pre-funded warrants		-	(36,457)
Principal element of lease payment		(7,306)	(73,688)
Interest received	21	-	9,165
Interest paid	21	(2,421)	(9,219)
Net cash from financing activities		**1,183,864**	**104,918**
Decrease in cash and cash equivalents		**(1,667,940)**	**(623,425)**
Cash and cash equivalents at beginning of the year	6	3,341,738	3,865,481
Exchange difference on cash and cash equivalents		(35,186)	99,682
Cash and cash equivalents at end of the year	**6**	**1,638,612**	**3,341,738**

During the year ended December 31, 2025, the non-cash item transactions reported by the Group primarily related to the share of net loss of associates amounting to CHF 4.0 million. During the year ended December 31, 2024, the Group reported a net gain on Neurosterix Transaction of CHF 13.94 million of which CHF 8.87 million relates to non-cash items including CHF 9.43 million for the fair value of its 20 % participation in Neurosterix US Holdings LLC and CHF 0.2 million for the fair value of the service agreement provided at zero cost partially offset by the accelerated vesting of equity incentive units of employees transferred to Neurosterix Pharma Sàrl amounting to CHF 1.2 million (note 22). During the same period the share of the net loss of associates amounted to CHF 2.2 million.

The accompanying notes form an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements for the years ended December 31, 2025 and 2024

(Amounts in Swiss francs)

1. General information

Addex Therapeutics Ltd (the "Company") and its subsidiaries (together, the "Group") are a clinical stage biopharmaceutical company focused on developing a portfolio of novel small molecule allosteric modulators for neurological disorders.

The Company is a Swiss stockholding corporation domiciled c/o Addex Pharma SA, Chemin des Aulx 12, CH 1228 Plan-les-Ouates, Geneva, Switzerland and the parent company of Addex Pharma SA, Addex Pharmaceuticals France SAS and Addex Pharmaceuticals Inc. Addex Therapeutics also owns a 20% equity interest in Neurosterix US Holdings LLC, USA. Neurosterix US Holdings LLC fully owns directly Neurosterix Swiss Holdings AG, Switzerland and indirectly Neurosterix Pharma Sàrl whose principal place of business is Chemin des Mines 9, CH 1202 Geneva, Switzerland.

The Group's principal place of business is Chemin des Mines 9, CH 1202 Geneva, Switzerland. Its registered shares are traded at the SIX Swiss Exchange, under the ticker symbol ADXN and its American Depositary Shares (ADSs) on the Nasdaq Stock Market under the symbol "ADXN". ADSs represents shares that continue to be admitted to trading on SIX Swiss Exchange.

These consolidated financial statements have been approved for issuance by the Board of Directors on 29 April, 2026.

2. Summary of material accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of Addex Therapeutics Ltd have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board ("IASB"), and under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4 "Material accounting estimates and judgements".

Due to rounding, numbers presented throughout these consolidated financial statements may not add up precisely to the totals provided. All ratios and variances are calculated using the underlying amount rather than the presented rounded amount.

2.2 Standards and interpretations published by the IASB

New and amended standards adopted by the Group

A number of new or amended standards and interpretations became applicable for financial reporting periods beginning on or after January 1, 2025. Of the latter, the Group noted the amendment of IAS 21: The Effects of Changes in Foreign Exchange rates relating to the exchange rate of currencies that are not exchangeable. The Group concluded that this amendment was not relevant as the Group only uses major currencies.

New and amended standards not yet adopted by the Group

The Group is also assessing other new and revised standards which are not mandatory until after 2025. A preliminary assessment has been performed regarding the impact of the implementation of IFRS 18 – *Presentation and Disclosure in Financial Statements*, which will replace IAS 1 - *Presentation of Financial Statements* - from January 1, 2027. The Group concluded that no material impact is expected on its consolidated financial statements. Based on the initial assessment, the Group also expects that no Management defined Performance Measures or MPM's will be required to be reported.

2.3 Consolidation

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. Associates are all entities over which the Group has significant influence but not control or joint control.

This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting after initially being recognized at cost.

The Company currently consolidates the financial operations of its fully-owned subsidiaries, Addex Pharma SA, Addex Pharmaceuticals Inc. and Addex Pharmaceuticals France SAS. The Group as well owns a 20% equity interest in Neurosterix US Holdings LLC accounted for using the equity method.

Inter-company transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. The reporting date of all Group companies is December 31.

2.4 Segment reporting

The Group operates in one segment, which is the discovery, development and commercialization of small-molecule pharmaceutical products. A single management team that reports to the Chief Executive Officer comprehensively manages the entire business. The chief operating decision-maker is the Chief Executive Officer who reviews the statement of operations of the Group on a consolidated basis, makes decisions and manages the operations of the Group as a single operating segment. The Group's activities are not affected by any significant seasonal effect. Revenue is attributable to the Company's country of domicile, Switzerland.

2.5 Foreign currency transactions

Functional and presentation currency
Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Swiss francs, which is the Group's presentation currency.

Transactions and balances
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of comprehensive loss.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of comprehensive loss within 'finance result'.

Group companies
The results and financial position of the Group's subsidiary that has a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each statement of comprehensive loss are translated at the average exchange rate; and
- all resulting exchange differences are recognized in other comprehensive loss.

2.6 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation, and impairment (if any). Historical cost includes expenditure that is directly attributable to the acquisition of the item. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive loss during the financial period in which they are incurred. Depreciation is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives as follows:

Computer equipment	3 years
Laboratory equipment	4 years
Furniture and fixtures	5 years
Chemical library	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see note 2.7). Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are included in the statement of comprehensive loss.

2.7 Financial assets

The Group has two categories of financial assets, namely “trade and other receivables” and “financial instruments”. Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These assets are held for collection of contractual cash flows which represent solely the payment of principal and interest. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for maturities greater than 12 months after the balance sheet date, which are classified as non-current assets. Trade and other receivables are included in other current assets in the balance sheet (see note 7).

Trade and other receivables are initially measured at fair value and subsequently measured at amortized cost and are derecognized when settled.

The Group classifies a contract asset as a receivable when the Group’s right to consideration is unconditional. If the Group transfers control of goods or services to a customer before the customer pays consideration, the Group records either a contract asset or a receivable depending on the nature of the Group’s right to consideration for its performance. Contract assets and contract liabilities arising from the same contract are netted and presented as either a single net contract asset or net contract liability.

The Group measures all financial instruments at fair value. Where the Management has elected to present fair value gains and losses on financial instruments in Other Comprehensive Income (OCI), there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the financial instrument. Changes in the fair value of financial instruments are recognized in other gains and losses in the statement of profit or loss as applicable. The Group measures its instruments instruments at fair value at each reporting date based on measurements categorized into three levels in accordance on the degree to which imputs are observable.

Impairment of trade and other receivables
The Group recognizes a loss allowance for expected credit losses on trade and other receivables, contract assets and security rental deposits that are measured at amortized cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognizes lifetime expected credit losses (“ECL”) for trade and other receivables and contract assets where applicable. The ECL on these financial assets are estimated using a provision matrix based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

2.8 Equity method

Under the equity method accounting, the Group recognize the investments at cost and adjust them there after to recognize the Group’s share of post-acquisition profits and losses of the investee in profit or loss, and the Group’s share of movements in other comprehensive income of the investee in other comprehensive income. Where the Group’ share of losses in an equity-accounted investment equals or exceeds its interest in the entity, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity. Unrealized gains on transactions between the Group and its associates are eliminated to the extent of the Group’s interest in these entities. Unrealized losses are also eliminated, unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group. The carrying amount of the equity-accounted investments is tested for impairment at each closing.

2.9 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less. They are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Any bank overdrafts are not netted against cash and cash equivalents but are shown as part of current liabilities on the consolidated balance sheet.

2.10 Share capital

Shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown as a deduction, net of tax, from the proceeds.

Where any Group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental cost (net of income taxes) is recorded as a deduction from equity attributable to the Company's equity holders as a treasury share reserve until the shares are cancelled, reissued or disposed of. When such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effect,

the nominal amount is reversed from the treasury share reserve, with any remaining difference to the total transaction value being recognized in share premium.

The Company has entered into a liquidity contract where an independent broker buys and sells the Company's shares held in the broker's custody. Such shares are presented in the treasury share reserve with all other treasury shares directly held by Addex Pharma SA.

The Group also uses treasury shares to partially settle services rendered by third and related parties. When shares are issued for this purpose, the nominal share value is recognized as a treasury share reserve and the value above par is presented as a share premium.

2.11 Equity instruments

The group records in equity the pre-funded warrants sold to investors and the warrants granted to investors at a fair value calculated using Black-Scholes model. A number of assumptions related to the volatility of the underlying shares and to the risk-free rate are made in this model. Should the assumptions and estimates underlying the fair value of these instruments vary significantly from management's estimates, then the fair value of the equity instruments would be materially different from the amounts recorded in equity at the grant date.

2.12 Trade payables

Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method. All payables have a contract maturity within 1 year.

2.13 Grants

Grants are not recognized until there is reasonable assurance that the Group will comply with the terms and conditions of the grant and that the grants will be received. Grants are recognized as other income in the statement of comprehensive loss on a systematic basis over the periods in which the Group recognizes as expenses the related costs for which the grant is intended to compensate. Specifically, grants whose primary conditions are that the Group should undertake specific research activities within a defined period of time, are recognized as deferred income in the consolidated statement of financial position and transferred to the statement of comprehensive loss on a systematic and rationale basis over the defined timeframe.

2.14 Deferred income tax

Deferred income tax is recorded in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, if the deferred income tax arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized, or the deferred income tax liability is settled.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred income tax is recorded on temporary differences arising on investments in subsidiaries, except where the Group deems it probable that the temporary difference will not reverse in the foreseeable future. The temporary differences arising in investments accounted for using the equity method are recorded as deferred income taxes.

Deferred income tax assets from tax loss carry forwards are initially recognized to the extent that the realization of the related tax benefit through future taxable profits is probable. Deferred liabilities may be recorded where they exceed tax loss carried forward.

2.15 Pension obligations

The Group operates one pension scheme. The scheme is generally funded through payments to insurance companies or trustee-administered funds, determined by periodic actuarial calculations. The Group has defined benefit plans. A defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation. Actuarial gains and losses arising from experience adjustments, changes in actuarial assumptions and changes in the asset ceiling effect are recognized immediately in other comprehensive loss and past-service costs are recognized immediately in statement of comprehensive loss.

Under IAS 19, the shortfall or the surplus of the fair value of the plan assets compared with the defined benefit obligation is recorded as a liability or an asset in the consolidated balance sheet. That recognition is subject to asset ceiling rules and minimum funding requirements set out in IFRIC 14. The defined benefit obligation is calculated at least annually by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

2.16 Share-based compensation

The Group operates a share option plan. The fair value of the services received in exchange for the grant or transfer of options is recognized in the consolidated financial statements over the period for which the services are received. The total amount to be recognized over the vesting period is determined by reference to the fair value of the equity incentive unit granted or transferred. The fair value of instruments granted includes any market performance conditions and excludes the impact of any service and non-market performance vesting conditions. Service and non-market performance conditions are included in assumptions about the number of equity incentive units that are expected to vest. At each balance sheet date, the Group revises its estimates for the number of equity incentive units that are expected to vest. It recognizes the impact of the revision to original estimates, if any, in the statement of comprehensive loss, with a corresponding adjustment to equity. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the equity incentive units are exercised.

2.17 Revenue recognition

The Group recognizes revenue from the license of intellectual property and providing research and development services:

License of intellectual property
If the license to the Group's intellectual property is determined to be distinct from the other performance obligations identified in the arrangement, the Group recognizes revenues when the license conveys a right of use, or there is a right of access to the underlying intellectual property. For licenses that are sold in conjunction with a related service, the Group uses judgment to assess the nature of the combined performance obligation to determine whether the combined performance obligation is satisfied over time or at a point in time. If the performance obligation is settled over time, the Group determines the appropriate method of measuring progress for purposes of recognizing license revenue. The Group evaluates the measure of progress each reporting period and, if necessary, adjusts the measure of performance and related revenue recognition.

Research and development services
The Group has an arrangement with its partner that includes deploying its employees for research and development activities. The Group assesses if these research and development activities are considered distinct in the context of the respective contract and, if so, they are accounted for as a separate performance obligation. This revenue is calculated based on the costs incurred (input method) in accordance with the respective contract and recorded within "Revenue from contract with customer" over time as the activities are performed.

Contract balances
The Group receives payments and determines credit terms from its customers for its various performance obligations based on billing schedules established in each contract. The actual timing of the income recognition, billings and cash collections may result in other current receivables, accrued revenue (contract assets), and deferred revenue (contract liabilities) being recorded on the balance sheet. Amounts are recorded as other current receivables when the Group's right to consideration is unconditional. The Group does not assess whether a contract has a significant financing component if the expectation at contract inception is such that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less.

Under IFRS 15, the Group mainly recognizes as revenue its non-refundable license fees, milestones, research activities and royalties when its customer obtains control of promised services, in an amount that reflects the consideration which the Group expects to receive in exchange for those rendered services. At contract inception, once the contract is determined to be within the scope of IFRS 15, the Group assesses the services promised within each contract and determine those that are performance obligations and assess whether each promised service is distinct. The Group uses the most likely method to estimate any variable consideration and include such consideration in the amount of the transaction price based on an estimated stand-alone selling price. Revenue is recognized for the respective performance obligation when (or as) the performance obligation is satisfied.

2.18 Finance income and expense

Interest received or paid on cash and cash equivalents are classified in the statement of cash flows under financing activities.

2.19 Leases

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (less than CHF 5 thousand). For these leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments as from the commencement date of the lease until the expected termination date. In determining the lease term, management consider all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Extension option are only considered if the lease is reasonably certain to be extended. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances, that is within the control of the lessees, occurs.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. They are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease. The right-of-use assets are presented as a separate line in the consolidated statement of financial position. All lease payments on leases are presented as part of the cash flow from financing activities, except for the short-term and low value leases cash flows, which are booked under operating activities.

2.20 Research and development

Research and development costs are expensed as incurred. Costs incurred on development projects are recognized as intangible assets when the following criteria are fulfilled:

- it is technically feasible to complete the intangible asset so that it will be available for use or sale;
- management intends to complete the intangible asset and use or sell it;
- there is an ability to use or sell the intangible asset;
- it can be demonstrated how the intangible asset will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and
- the expenditure attributable to the intangible asset during its development can be reliably measured.

In the opinion of management, due to uncertainties inherent in the development of the Group's products, the criteria for development costs to be recognized as an asset, as prescribed by IAS 38, “Intangible Assets”, are not met.

3. Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk, credit risk, liquidity risk and capital risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. Risk management is carried out by the Group's finance department (Group Finance) under the policies approved by the Board. Group Finance identifies, evaluates and in some instances economically hedges financial risks in close co-operation with the Group's operating units. The Board provides written guidance for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest-rate risk, use of derivative financial instruments and non-derivative financial instruments, credit risk and investing excess liquidity.

Market risk and foreign exchange risk
The Group operates internationally and is exposed to foreign exchange risk arising from various exposures with respect to the Euro, US dollar and UK pound. Foreign exchange risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations. To manage foreign exchange risk Group Finance maintains foreign currency cash balances to cover anticipated future requirements. The Group's risk management policy is to economically hedge 50% to 100% of anticipated transactions in each major currency for the subsequent 12 months. The Group has a subsidiary in France and in United States of America, whose net assets are exposed to foreign currency translation risk. In 2025, a 10% increase or decrease in the EUR/CHF exchange rate would have resulted in a CHF 3,007 increase or decrease in net loss and shareholders’ equity as at December 31, 2025 (2024: a CHF 3,783 decrease or increase) a 10% increase or decrease in the GBP/CHF exchange rate would have resulted in a CHF 3,992 increase or decrease in net loss and shareholders’ equity as at December 31, 2025 (2024: a CHF 2,285 decrease or increase) and a 10% increase or decrease in the USD/CHF exchange rate would have resulted in a CHF 19,478 increase or decrease in net loss and shareholders’ equity as at December 31, 2025 (2024: a CHF 42,913 decrease or increase). The Group is not exposed to equity price risk or commodity price risk as it does not invest in these classes of investment.

Interest rate risk
The Group’s exposure to interest rate fluctuations is limited because the Group has no interest-bearing indebtedness.

Credit risk
Credit risk is managed on a Group basis. Credit risk arises from cash and cash equivalents and deposits with banks, as well as credit exposures to collaboration partners. The Group has a limited number of collaboration partners and consequently has a significant concentration of credit risk. The Group has policies in place to ensure that credit exposure is kept to a minimum and significant concentrations of credit risk are only granted for short periods of time to high credit quality partners. The Group's policy is to invest funds in low-risk investments including interest bearing deposits. For banks and financial institutions, only independently rated parties with a minimum rating of “A” are accepted (see note 6).

Liquidity risk
The Group's principal source of liquidity is its cash reserves which are obtained through the sale of new shares and to a lesser extent the sale of its research and development stage products. Group Finance monitors rolling forecasts of the Group’s liquidity requirements to ensure it has sufficient cash to meet operational needs. The ability of the Group to maintain adequate cash reserves

to sustain its activities is highly dependent on the Group's ability to raise further funds from the licensing of its development stage products and the sale of new shares. Consequently, the Group is exposed to significant liquidity risk (see note 4).

3.2 Capital risk management

The Group is not regulated and not subject to specific capital requirements. The amount of equity depends on the Group's funding needs and statutory capital requirements. The Group monitors capital periodically on an interim and annual basis. From time to time, the Group may take appropriate measures or propose capital increases to its shareholders to ensure the necessary capital remains intact. The Group did not have any short-term or long-term debt outstanding as of December 31, 2025 and 2024. The ability of the Group to maintain adequate cash reserves to continue its activities is subject to risk as it is highly dependent on the Group's ability to raise further funds from the sale of new shares.

The Group's objectives when managing capital based on its net debt are to safeguard the Group's ability to continue as a going concern in order to ensure the financing of successful research and development activities so that future profits can be generated and to maintain sufficient financial resources to mitigate against risks and unforeseen events.

A reconciliation of the net debt position is detailed as follows:

	Leases	Cash and cash equivalents	Other financial assets	Total
Net asset / (debt) as at December 31, 2023…….	**(344,336)**	**3,865,481**	**848**	**3,521,993**
Cash flows……..……	73,688	(623,425)	5,648	(544,089)
Effect of modification to lease terms……...	(23,940)	-	-	(23,940)
Disposal……..	10,178	-	-	10,178
Assets transferred to Neurosterix Pharma Sàrl…….	242,416	-	-	242,416
Foreign exchange differences…..……...	-	99,682	-	99,682
Net asset / (debt) as at December 31, 2024……...	**(41,994)**	**3,341,738**	**6,496**	**3,306,240**
Cash flows……..……	7,306	(1,667,940)	(1,366)	(1,662,000)
Foreign exchange differences…..……...		(35,186)		(35,186)
Net asset / (debt) as at December 31, 2025…….	**(34,688)**	**1,638,612**	**5,130**	**1,609,054**

In addition, the maturity profile of the Group's financial liabilities is presented in the table below:

At December 31, 2024

	Less than 1 Year	1 to 5 Years	More than 5 Years	Total cash out flows	Carrying amount liabilities
Lease liabilities…….	9,240	38,499	-	**47,739**	**41,994**

At December 31, 2025

	Less than 1 Year	1 to 5 Years	More than 5 Years	Total cash out flows	Carrying amount liabilities
Lease liabilities…….	9,240	29.259	-	**38,499**	**34,688**

As of December 31, 2025, lease liabilities relate to the rent of reduced office spaces, as the Group had access the Neurosterix office spaces in accordance with the service agreement (note 22).

3.3 Fair value estimation

Trade and other receivables, contract assets and payables are recorded at their nominal amounts less expected credit loss allowances. Due to the short-term nature of these instruments, their carrying amounts are considered to approximate their fair values. Accordingly, these financial assets and liabilities are measured at amortized cost in accordance with IFRS 9 Financial Instruments. For disclosure purposes, the fair values of other financial assets and liabilities are estimated by discounting future contractual cash flows using current market interest rates available to the Group for similar financial instruments.

The fair values of financial instruments are determined using valuation techniques that incorporate both observable market data and unobservable inputs. These techniques include widely accepted valuation models such as the Black–Scholes model and Binomial valuation model.

4. Material accounting estimates and judgments

The Group makes estimates and assumptions concerning the future. These estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities or may have had a significant impact on the reported results are disclosed below:

Going concern
The Group's accounts are prepared on a going concern basis. Since inception, the Group has financed its cash requirements primarily from share issuances, licensing certain of its research and development stage products and selling its allosteric modulator drug discovery technology platform with a portfolio of preclinical programs. The Group is a development-stage enterprise and is exposed to all the risks inherent in establishing a business. The Group expects that its existing cash and cash equivalents, at the issuance date of these consolidated financial statements will be sufficient to fund its operations and meet all of its obligations as they fall due, through mid- June 2026.These factors individually and collectively indicate that a material uncertainty exists that raises substantial doubt about the Group's ability to continue as a going concern for one year from the date of issuance of these consolidated financial statements. The future viability of the Group is dependent on its ability to raise additional capital through public or private financings or collaboration agreements to finance its future operations, which may be delayed due to reasons outside of the Group's control including health pandemics and geopolitical risks. The sale of additional equity may dilute existing shareholders. The inability to obtain funding, as and when needed, would have a negative impact on the Group's financial condition and ability to pursue its business strategies. If the Group is unable to obtain the required funding to run its operations and to develop and commercialize its product candidates, the Group could be forced to delay, reduce or stop some or all of its research and development programs to ensure it remains solvent. Management continues to explore options to obtain additional funding, including through collaborations with third parties related to the future potential development and/or commercialization of its product candidates. However, there is no assurance that the Group will be successful in raising funds, closing collaboration agreements, obtaining sufficient funding on terms acceptable to the Group, or if at all, which could have a material adverse effect on the Group's business, results of operations and financial condition.

The Business of the Group could be adversely affected by health pandemics and geopolitical risks
The business of the Group could be adversely affected by health epidemics and geopolitical risks in regions where the Group or partners have concentrations of clinical trial sites or other business operations and could cause significant disruption in the operations of third-party manufacturers and CROs upon whom the Group or partners rely. Health pandemics may pose the risk that the Group, employees, contractors, collaborators, and partners may be prevented from conducting certain pre-clinical tests, clinical trials or other business activities for an indefinite period of time, including due to travel restrictions, quarantines, "stay-at-home" and "shelter-in-place" orders or shutdowns that have been or may in the future be requested or mandated by governmental authorities. For example, the COVID-19 pandemic has impacted the business of the Group and clinical trials led by the Group or partners, including as a result of delays or difficulties in clinical site initiation, difficulties in recruiting and retaining clinical site investigators and clinical site staff and interruption of the clinical supply chain or key clinical trial activities, such as clinical trial site monitoring, and supply chain interruptions caused by restrictions for the supply of materials for drug candidates or other materials necessary to manufacture product to conduct clinical and preclinical tests. Geopolitical risks such as Russia-Ukraine war or Middle East conflict may create global security concerns including the possibility of an expanded regional or global conflict and potential ramifications such as disruption of the supply chain including research and development activities being conducted by the Group and its strategic partners. Delays in research and development activities of the Group and its partners could increase associated costs and, depending upon the duration of any delays, require the Group and its partners to find alternative suppliers at additional expense. In addition, Russia-Ukraine war and Middle east conflict have had significant ramifications on global financial markets, which may adversely impact the ability of the Group to raise capital on favorable terms or at all.

Discontinued operations related to the Neurosterix Transaction
On April 2, 2024, the Group sold a part of its business constituting its allosteric modulator drug discovery technology platform and a portfolio of preclinical programs (note 22). As a consequence, the Group recognized discontinued operations in the statements of profit or loss under "net profit or loss from discontinued operations" for the twelve-month periods ended December 31, 2025 and 2024 respectively, in accordance with IFRS 5. The Group identified as well, cash flows from discontinued operations for the twelve-month periods ended December 31, 2025 and 2024, respectively (note 22). The identification of discontinued operations may require some degree of judgement.

Fair value measurement of financial instruments

The Group measures its financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell its financial asset in an orderly transaction between market participants at the measurement date, in the principal or most advantageous market, under current market conditions.
Fair value measurements are categorized into three levels based on the degree to which inputs to the valuation techniques are observable:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets;
- Level 2: Inputs other than quoted prices included within Level 1 that are all observable, either directly or indirectly used to measure the fair value;

- Level 3: One or more of the significant inputs used to measure fair value is not based on observable market data. This is the case for unlisted equity securities or financial instruments where climate risk gives rise to a significant unobservable adjustment.

The Group uses appropriate valuation techniques in the circumstances and maximizes the use of relevant observable inputs. The transfers between levels are assessed at the end of each reporting period.

Investments accounted for using the equity method

The Group received an equity interest of 20% in Neurosterix US Holdings LLC as part of the Neurosterix Transaction. The initial recognition of the investment has been accounted at a fair value based on a financial valuation of Neurosterix's Group. This carrying amount has been decreased to recognize the share of loss of Neurosterix's Group.

Impairment of the investments accounted for using the equity method

The Group assesses its investment in Neurosterix US Holdings LLC, which is accounted for using the equity method whenever events, factors or changes in circumstances indicate that it may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount of the investment accounted for using the equity method is based on its fair value. No impairment loss was recognized in respect of the Group's investment in Neurosterix US Holdings LLC for the years ended December 31, 2024 and 2025.

Financial assets at fair value through Other Comprehensive Income (OCI)

The financial assets at fair value through OCI relate to strategic investments made by the Group into early stage R&D companies. The Group made the irrevocable election to classify these strategic investments, that are not held for trading, at fair value through OCI. The valuation at fair value is based on prices paid by investors during recent fundings (note 24). At each closing, the investments are tested by the Group in order to reflect any change in value due to events, factors or changes in circumstances.

Derivative financial instruments

Derivative financial instruments relate to Phantom shares and Warrants received as part of the purchase of strategic investment. Derivative financial instruments are accounted at fair value through the statements of profit or loss in accordance with IFRS 9, because they are considered as held for trading. The fair value is measured using the Black-Scholes and binomial valuation models (note 25). A number of assumptions related to the volatility of the underlying shares and to the risk-free rate are made in this model. Should the assumptions and estimates underlying the fair value of these instruments vary significantly from management's estimates, then the fair value of the derivative financial instruments would be materially different from the amounts recognized. At each closing, the investments are tested by the Group in order to reflect any change in value due to events, factors or changes in circumstances.

Revenue recognition

Revenue is primarily from fees related to licenses, milestones and research services. Given the complexity of the relevant agreements, judgements are required to identify distinct performance obligations, allocate the transaction price to these performance obligations and determine when the performance obligations are met. In particular, the Group's judgement over the estimated stand-alone selling price which is used to allocate the transaction price to the performance obligations is disclosed in note 15.

Grants

Grants are recorded at their fair value when there is reasonable assurance that they will be received and recognized as income when the Group has satisfied the underlying grant conditions. In certain circumstances, grant income may be recognized before explicit grantor acknowledgement that the conditions have been met.

Accrued research and development costs

The Group records accrued expenses for estimated costs of research and development activities conducted by third party service providers. The Group records accrued expenses for estimated costs of research and development activities based upon the estimated amount of services provided, but not yet invoiced, and these costs are included in accrued expenses on the balance sheets and within research and development expenses in the statements of profit or loss. These costs are a significant component of research and development expenses. Accrued expenses for these costs are recorded based on the estimated amount of work completed in accordance with agreements established with these third parties. Due to the nature of estimates, the Group may be required to make changes to the estimates after a reporting period as it becomes aware of additional information about the status or conduct of its research activities.

Share-based compensation

The Group recognizes an expense for share-based compensation based on the valuation of equity incentive units using the Black-Scholes valuation model. A number of assumptions related to the volatility of the underlying shares and to the risk-free rate are made in this model. Should the assumptions and estimates underlying the fair value of these instruments vary significantly from management's estimates, then the share-based compensation expense would be materially different from the amounts recognized. Had these assumptions been modified within their feasible ranges, i.e. a 20% increase or decrease in the volatility assumption for the twelve-month period ended December 31, 2025 (a 20% increase or decrease for the twelve-month period ended December 31, 2024) and a risk-free rate of 1 or 0.5 for the twelve-month period ended December 31, 2025 (1 or 0.5 for the twelve-month period ended December 31, 2024), and the Group calculated the share-based compensation based on the higher and lower values of these ranges, share-based compensation expense in 2025 would have been CHF 55 thousand or CHF 82 thousand (2024: CHF 1.3 million or CHF 1.9 million, respectively). This is compared to the total amount recognized as an expense in the statement of profit or loss for CHF 71 thousand in 2025 (2024: CHF 1.7 million). Additional information is disclosed in note 14.

Equity instruments
The Group records in equity the pre-funded warrants sold to investors and the warrants granted to investors at a fair value calculated using Black-Scholes model. A number of assumptions related to the volatility of the underlying shares and to the risk-free rate are made in this model. Should the assumptions and estimates underlying the fair value of these instruments vary significantly from management's estimates, then the fair value of the equity instruments would be materially different from the amounts recorded in equity at the grant date.

Pension obligations
The present value of the pension obligations is calculated by an independent actuary and depends on a number of assumptions that are determined on an actuarial basis such as discount rates, future salary and pension increases, and mortality rates. Any changes in these assumptions will impact the carrying amount of pension obligations. The Group determines the appropriate discount rate at the end of each period. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability. Other key assumptions for pension obligations are based in part on current market conditions. Additional information is disclosed in note 20.

5. Segment information

Management has identified one single operating segment, related to the discovery, development and commercialization of small-molecule pharmaceutical products.

Information about products, services and major customers
External income of the Group for the years ended December 31, 2025 and 2024 is derived from the business of discovery, development and commercialization of pharmaceutical products. Income was earned from rendering of research services to a pharmaceutical company.

Information about geographical areas
External income is exclusively recorded in the Swiss operating company.

Analysis of revenue from contract with customer and other income by nature is detailed as follows:

	2025	2024
Collaborative research funding…….....	29,972	404,102
Fair value of services received at zero cost from Neurosterix Group……	141,018	-
Other service income…….....	1,870	5,940
Total ……	**172,860**	**410,042**

Analysis of revenue from contract with customer and other income by major counterparties is detailed as follows:

	2025	2024
Indivior PLC ……...	29,972	404,102
Neurosterix Group……	141,018	-
Other counterparties……	1,870	5,940
Total ……	**172,860**	**410,042**

For more detail, refer to note 15, "Revenue from contract with customer" and note 16 "Other Income".

The geographical allocation of long-lived assets is detailed as follows:

	December 31, 2025	December 31, 2024
Switzerland……..……....	4,683,813	7,136,602
France…….....	335	338
Total…….…….....	**4,684,148**	**7,136,940**

The geographical analysis of operating costs is as follows:

	2025	2024
Switzerland	2,974,127	3,129,444
United States of America	8,942	31,276
France	4,391	4,555
Total operating costs (note 17)	**2,987,459**	**3,165,275**

The capital expenditure was nil in 2025 (2024: 1,278).

6. Cash and cash equivalents

	December 31, 2025	December 31, 2024
Cash at bank and on hand	1,638,612	3,341,738
Total cash and cash equivalents	**1,638,612**	**3,341,738**

Split by currency:

	December 31, 2025	December 31, 2024
CHF	88.77%	80.84%
USD	4.10%	14.90%
EUR	4.46%	2.42%
GBP	2.68%	1.84%
Total	**100.00%**	**100.00%**

The Group invests its cash balances into a variety of current and deposit accounts mainly with two Swiss bank whose external credit rating is P-1/A-1.

All cash and cash equivalents were held either at banks or on hand as of December 31, 2025 and December 31, 2024.

Credit quality of cash and cash equivalents

The table below shows the cash and cash equivalents by credit rating of the major counterparties:

External credit rating of counterparty	December 31, 2025	December 31, 2024
P-1 / A-1	1,613,227	3,302,810
P-2 / A-1	2,617	6,681
Other	22,654	32,132
Cash on hand	114	115
Total cash and cash equivalents	**1,638,612**	**3,341,738**

External credit ratings of counterparties were obtained from Moody's (P-) or Standard & Poor's (A-).

7. Other current assets

	December 31, 2025	December 31, 2024
Other financial assets	5,130	6,496
Trade and other receivables	20,087	15,513
Prepayments	16,295	169,649
Other short-term assets	-	7,967
Total other current assets	**41,512**	**199,625**

Other current assets decreased by CHF 0.2 million as of December 31, 2025 compared to December 31, 2024 mainly due to decreased prepayments in patents and retirement benefits. The Group applies the IFRS 9 simplified approach to measuring expected credit losses ("ECL"), which uses a lifetime expected loss allowance for all contract assets, trade receivables and other receivables. The Group has considered that the contract asset, trade receivables and other receivables have a low risk of default based on historic loss rates and forward-looking information on macroeconomic factors affecting the ability of the third parties to settle invoices. As a result, expected loss allowance has been deemed as nil as of December 31, 2025 and December 31, 2024.

8. Right-of-use assets

Year ended December 31, 2024	Properties	Equipment	Total
Opening net book amount	328,524	1,808	330,332
Depreciation charge	(73,337)	(677)	(74,014)
Effect of lease modifications	23,940	-	23,940
Disposals	(7,408)	-	(7,408)
Assets transferred to Neurosterix Pharma Sàrl	(230,141)	(1,131)	(231,272)
Closing net book amount	**41,578**	**-**	**41,578**

As of December 31, 2024	Properties	Equipment	Total
Cost	111,642	-	111,642
Accumulated depreciation	(70,064)	-	(70,064)
Net book value	**41,578**	**-**	**41,578**

Year ended December 31, 2025	Properties	Equipment	Total
Opening net book amount	41,578	-	41,578
Depreciation charge	(8,048)	-	(8,048)
Effect of lease modifications	-	-	-
Disposals	-	-	-
Assets transferred to Neurosterix Pharma Sàrl	-	-	
Closing net book amount	**33,530**	**-**	**33,530**

As of December 31, 2025	Properties	Total
Cost	111,642	111,642
Accumulated depreciation	(78,112)	(78,112)
Net book value	**33,530**	**33,530**

The gross value of the right of use assets relate to an office space rent by the Group. The cash outflows for the principal element of lease payment amounted to CHF 7,306 for the twelve-month period ended December 31, 2025 (CHF 73,688 for the twelve-month period ended December 31, 2024). The maturity analysis of lease liabilities is presented under note 3.2.

9. Equipment

Year ended December 31, 2024	Equipment	Total
Opening net book amount	22,604	22,604
Additions	1,273	1,273
Depreciation charge	(3,759)	(3,759)
Assets transferred to Neurosterix Pharma Sàrl	(18,987)	(18,987)
Closing net book amount	**1,131**	**1,131**

As of December 31, 2024	Equipment	Total
Cost	84,775	84,775
Accumulated depreciation	(83,644)	(83,644)
Net book value	**1,131**	**1,131**

Year ended December 31, 2025	Equipment	Total
Opening net book amount	1,131	1,131
Depreciation charge	(424)	(424)
Closing net book amount	**707**	**707**

As of December 31, 2025	Equipment	Total
Cost	84,775	84,775
Accumulated depreciation	(84,068)	(84,068)
Net book value	**707**	**707**

10. Intangible assets

Year ended December 31, 2024	Service agreement	Total
Opening net book amount	-	-
Additions	182,348	182,348
Depreciation charge	(182,348)	(182,348)
Closing net book amount	-	-

As of December 31, 2024 and 2025	Service agreement	Total
Cost	182,348	182,348
Accumulated depreciation	(182,348)	(182,348)
Net book value	**-**	**-**

The service agreement relates to staff and infrastructure provided by Neurosterix Pharma Sàrl at zero cost in accordance with the Neurosterix Transaction (note 22) and initially valued at CHF 182,348. During the twelve-month period ended December 31, 2024, the depreciation charge was recognized at the rate at which these services were provided. As of January 1, 2025, the agreement was not formally renewed. However, Neurosterix agreed to provide the Group with access to certain employees and infrastructure at zero cost. The fair value of the services received at zero cost has been recognized as other income and other operating expenses for an amount of CHF 141,018.

11. Non-current financial assets

	December 31, 2025	December 31, 2024
Security rental deposits	7,086	7,089
Total non-current financial assets	**7,086**	**7,089**

Security rental deposits relate to office space. The applicable interest rate to such deposits is immaterial, and therefore, the value approximates amortized cost.

12. Payables and accruals

	December 31, 2025	December 31, 2024
Trade payables	602,901	253,290
Social security and other taxes	43,792	22,649
Accrued expenses	544,591	518,848
Total	**1,191,284**	**794,787**

All payables mature within 3 months. Accrued expenses and trade payables primarily relate to R&D services from contract research organizations, consultants and professional fees. The total amount of payables and accruals increased by CHF 0.4 million as of December 31, 2025 compared to December 31, 2024. The carrying amounts of payables do not materially differ from their fair values, due to their short-term nature.

13. Share capital

	Number of shares		
	Common shares	Treasury shares	Total
Balance as of January 1, 2024 [1]……	**184,354,496**	**(59,159,103)**	**125,195,393**
Sale of treasury shares……..	-	3,050,665	3,050,665
Movement of shares under liquidity agreement……	-	55,450	55,450
Acquisition of shares forfeited from DSPPP…….....	-	(8,539)	(8,539)
Balance as of December 31, 2024…….	**184,354,496**	**(56,061,527)**	**128,292,969**
Shares reclassed as treasury shares under IFRS 2….	-	(29,950,268)	(29,950,268)
Balance as of December 31, 2024 IFRS 2……..	**184,354,496**	**(86,011,795)**	**98,342,701**

[1] In accordance with Swiss law, the issuance of 6,120,000 new shares through the exercise of pre-funded warrants from December 12, 2023 to December 31, 2023, have been registered in the commercial register on February 20, 2024. As of January 1, 2024, the amount of the share capital as registered in the commercial register is CHF 1,782,344.96 divided into 178,234,496 shares.

	Number of shares		
	Common shares	Treasury shares	Total
Balance as of January 1, 2025……	184,354,496	(56,061,527)	128,292,969
Issuance of treasury shares…..……	34,300,000	(34,300,000)	-
Sales of treasury shares...……	-	19,612,752	19,612,752
Movement of shares under liquidity agreement…….	-	(28,329)	(28,329)
Acquisition of shares forfeited from DSPPP…….....	-	(45,578)	(45,578)
Balance as of December 31, 2025……..	**218,654,496**	**(70,822,682)**	**147,831,814**
Shares reclassed as treasury shares under IFRS 2….		(29,904,690)	(29,904,690)
Balance as of December 31, 2025 IFRS 2……..	**218,654,496**	**(100,727,372)**	**117,927,124**

As of December 31, 2025, 147,831,814 shares were outstanding excluding 70,822,682 treasury shares directly held by Addex Pharma SA and including 29,904,690 outstanding shares benefiting from our DSPPP, considered as treasury shares under IFRS 2 (see note 14). Of the treasury shares held as of December 31, 2025, 30,000,000 were held as ADSs.

As of December 31, 2024, 128,292,969 shares were outstanding excluding 56,061,527 treasury shares directly held by Addex Pharma SA and including 29,950,268 outstanding shares benefiting from our DSPPP, considered as treasury shares under IFRS 2 (see note 14). All shares have a nominal value of CHF 0.01.

The Group maintains a liquidity agreement with Kepler Cheuvreux ("Kepler"). Under the agreement, the Group has provided Kepler with cash and shares to enable them to buy and sell the Company's shares. As of December 31, 2025, 144,951 (December 31, 2024: 116,622) treasury shares are recorded under this agreement in the treasury share reserve and CHF 5,130 (December 31, 2024: CHF 6,496) is recorded in other financial assets.

During the twelve-month period ended December 31, 2025, the Group sold 19,612,752 treasury shares at an average price of CHF 0.063 per share for total gross proceeds of CHF 1,230,103 (during the twelve-month period ended December 31, 2024, the Group sold 3,050,665 treasury shares at an average price of CHF 0.08 per share for gross proceeds of CHF 235,257). Of these treasury shares 10,966,666 were sold at a price of CHF 0.06 per share with 2,741,666 warrants granted by the Group at an exercise price of CHF 0.06 and a 5-year exercise period. The fair value of the warrants amounted to CHF 65,609 and has been recorded in equity as transaction costs. The remaining 8,646,086 treasury shares have been sold under the sale agency agreement with Kepler Cheuvreux at an average price of CHF 0.066 per share for gross proceeds of CHF 572,102.

On February 20, 2024, in accordance with Swiss law, the company registered in the commercial register 6,120,000 new shares issued out of conditional capital from December 12, 2023 to December 31, 2023 following the exercise of pre-funded warrants granted to one institutional investor on April 3, 2023.

14. Share-based compensation

The total share-based compensation expense recognized as continuing operating costs in the statement of comprehensive profit or

loss for equity incentive units granted to Board Members, Executive Managers, employees and consultants has been recorded under the following headings:

	2025	2024
Research and development……..……..	970	2,089
General and administration…….……....	69,850	173,194
Total share-based compensation for continuing operations……	**70,820**	**175,283**

The total share-based compensation expense recognized as discontinued operating costs in the statement of comprehensive profit or loss under "net profit or loss from discontinued operations" for equity incentive units granted to Board Members, Executive Managers, employees and consultants has been recorded under the following headings:

	2025	2024
Research and development……..……..	-	113,709
General and administration…….……....	-	213,972
**Total share-based compensation for discontinued operations..…….. **	**-**	**327,681**

During the twelve-month period ended December 31, 2024, the total share-based compensation expense for equity units recognized as discontinued operating costs amounted to CHF 1.5 million of which CHF 1.2 million related to the accelerated vesting of equity incentive units of employees and Executive managers transferred to Neurosterix Pharma Sàrl and included in the net gain of the sale of activities (note 22).

Employee share option plans (ESOP)

The Company established an employee share option plan to provide incentives to directors, executives, employees and consultants of the Group.

The Group has not granted any share options in 2025. During the year 2024, the Group granted 6,439,124 share options at an exercise price of CHF 0.05 with vesting over 4 years and a 10-year exercise period. Of these share options, 5,413,934 were granted to employees and Executive Managers transferred to Neurosterix Group on April 2, 2024 and the costs of the remaining vesting period were recognized as accelerated vesting under discontinued operations.

Movements in the number of outstanding share options are as follows:

	Average strike price (CHF)	2025	Average strike price (CHF)	2024
At January 1……	0.10	8,006,791	0.32	1,570,346
Granted……	-	-	0.05	6,439,124
Forfeited……....	1.20	(50,027)	0.05	(2,679)
At December 31…….	**0.09**	**7,956,764**	**0.10**	**8,006,791**

At December 31, 2025, of the outstanding 7,956,764 share options (2024: 8,006,791), 3,324,722 were exercisable with an average strike price of CHF 0.06 (2024: 733,582 share options were exercisable with an average strike price of CHF 0.09).

The outstanding share options as at December 31, 2025 and 2024 have the following expiry dates:

At December 31, 2025	Range of strike prices (CHF)				
Expiry date	**0.043 to 0.106**	**0.13**	**0.14 to 0.99**	**1.00 to 3.00**	**Total**
2027	-	18,885	11,385	45,011	75,281
2028	-	59,530	26,085	5,292	90,907
2029	-	-	-	110,500	110,500
2030	-	10,000	-	44,854	54,854
2031	-	30,000	-	83,888	113,888
2032	436,677	192,928	108,955	-	738,560
2033	356,669	-	-	-	356,669
2034	6,416,105	-	-	-	6,416,105
Total	**7,209,451**	**311,343**	**146,425**	**289,545**	**7,956,764**

At December 31, 2024	Range of strike prices (CHF)				
Expiry date	**0.043 to 0.106**	**0.13**	**0.14 to 0.99**	**1.00 to 3.00**	**Total**
2025	-	-	25,000	4,687	29,687
2027	-	56,655	11,385	7,241	75,281
2028	-	59,530	26,085	5,292	90,907
2029	-	-	-	110,500	110,500
2030	-	10,000	-	44,854	54,854
2031	-	40,000	-	73,888	113,888
2032	436,677	192,928	108,955	-	738,560
2033	356,669	-	-	-	356,669
2034	6,436,445	-	-	-	6,436,445
Total	**7,229,791**	**359,113**	**171,425**	**246,462**	**8,006,791**

The weighted average fair value of share options granted during 2024 determined using a Black-Scholes model was CHF 0.035. The significant inputs to the model were:

	2024
Weighted average share price per share at the grant date	CHF 0.057
Weighted average strike price per share	CHF 0.050
Weighted average volatility (1)	64.62%
Weighted average expected option life (years)	6.25
Dividend yield	-
Weighted average annual risk-free rate	0.84%

Deferred Strike Price Payment Plan (DSPPP)

The Group has implemented a staff retention plan which includes a DSPPP which encourages board members, executive managers and employees to exercise their share options or equity sharing certificates and become shareholders of the Company by allowing the deferral of the obligation to pay the strike price until the earlier of the sale of the shares or 10 years. Shares received through the exercise of unvested share options are subject to sales restrictions reflecting the remaining vesting period of exercised equity incentive units. In the event of a change of control, bankruptcy of the Company or forced sale of the shares at a price below the strike price, the deferred strike price payment obligation is waived. Under IFRS 2, the DSPPP is considered to be a non-recourse loan and consequently the options are deemed to be exercised on the date that the loan is repaid. Therefore, neither the shares nor the loan, are outstanding until either the options are exercised by paying the exercise price for the shares (repaying the loan) or the options expire entirely after 10 years without any remaining obligation from the option holders. The DSPPP is considered to be a modification of the equity incentive plan and consequently, the shares issued from the exercise of equity incentive units (“DSPPP Shares”) are recorded as treasury shares and associated share-based compensation is recognized over the remaining vesting period as if the equity incentive units had not been exercised. During the twelve-month period ending December 31, 2024 and 2025, no options have been exercised through our DSPPP.

Movements in the number of DSPPP shares are as follows:

	Average deferred strike price payment (CHF)	2025	Average deferred strike price payment (CHF)	2024
At January 1……	0.09	29,950,268	0.09	29,958,807
Forfeited……..	0.07	(45,578)	0.09	(8,539)
At December 31…….	**0.09**	**29,904,690**	**0.09**	**29,950,268**

At December 31, 2025, of the 29,904,690 DSPPP shares (2024: 29,950,268 DSPPP shares), 23,632,556 (2024:18,512,037) were not subjected to sales restrictions and 8,660,516(2024: 25,234,215) were related to employees and Executive Managers transferred to, and still employed by, Neurosterix Group at the year end.

The DSPPP has the following expiry dates as at December 31, 2025 and 2024:

At December 31, 2025	**Range of strike prices (CHF)**		
Expiry date	**0.043**	**0.13**	**Total**
2033……	-	17,412,752	17,412,752
2034……	12,491,938	-	12,491,938
Total……	**12,491,938**	**17,412,752**	**29,904,690**

At December 31, 2024	**Range of strike prices (CHF)**		
Expiry date	**0.043**	**0.13**	**Total**
2033……	-	17,427,207	17,427,207
2034……	12,523,061	-	12,523,061
Total……	**12,523,061**	**17,427,207**	**29,950,268**

15. Revenue from contract with customer

License & research agreement with Indivior PLC

On January 2, 2018, the Group entered into an agreement with Indivior for the discovery, development and commercialization of novel GABAB PAM compounds for the treatment of addiction and other CNS diseases. This agreement included the selected clinical candidate, ADX71441. In addition, Indivior agreed to fund a research program at the Group to discover novel GABAB PAM compounds.

The contract contains two distinct material promises and performance obligations: (1) the selected compound ADX71441 which falls within the definition of a licensed compound, whose rights of use and benefits thereon was transferred in January 2018 and, (2) the research services to be conducted by the Group and funded by Indivior to discover novel GABAB PAM compounds for clinical development that may be discovered over the research term of the agreement and selected by Indivior.

Indivior has sole responsibility, including funding liability, for development of selected compounds under the agreement through preclinical and clinical trials, as well as registration procedures and commercialization, if any, worldwide. Indivior has the right to design development programs for selected compounds under the agreement. Through the Group's participation in a joint development committee, the Group reviews, in an advisory capacity, any development programs designed by Indivior. However, Indivior has authority over all aspects of the development of such selected compounds

Under terms of the agreement, the Group granted Indivior an exclusive license to use relevant patents and know-how in relation to the development and commercialization of product candidates selected by Indivior. Subject to agreed conditions, the Group and Indivior jointly own all intellectual property rights that are jointly developed and the Group or Indivior individually own all intellectual property rights that the Group or Indivior develop individually. The Group has retained the right to select compounds from the research program for further development in areas outside the interest of Indivior including chronic cough. Under certain conditions, but subject to certain consequences, Indivior may terminate the agreement.

In January 2018, the Group received, under the terms of the agreement, a non-refundable upfront fee of USD 5.0 million for the right to use the clinical candidate, ADX71441, including all materials and know-how related to this clinical candidate. In addition, the Group is eligible for payments on successful achievement of pre-specified clinical, regulatory and commercial milestones totaling USD 330 million and royalties on net sales of mid-single digits to low double-digits.

On February 14, 2019, Indivior terminated the development of their selected compound, ADX71441. Separately, Indivior funds research at the Group, based on a research plan to be mutually agreed between the parties, to discover novel GABAB PAM compounds. These future novel GABAB PAM compounds, if selected by Indivior, become licensed compounds. The Group agreed with Indivior to an initial research term and duration of two years with a funding of USD 4 million over the period for the Group's R&D costs incurred, that can be extended by twelve-month increments. R&D costs are calculated based on the costs incurred in accordance with the contract. Following Indivior's selection of one newly identified compound, the Group has the right to also select one additional newly identified compound. The Group is responsible for the funding of all development and commercialization costs of its selected compounds and Indivior has no rights to the Group's selected compounds. The initial two-year research term was expected to run from May 2018 to April 2020. In 2019, Indivior agreed to an additional research funding of USD 1.6 million, for the research period. On October 30, 2020, the research term was extended until June 30, 2021 and Indivior agreed to additional research funding of USD 2.8 million. Effective May 1, 2021, the research term was extended until July 31, 2022 and Indivior agreed additional research funding of CHF 3.7 million, of which CHF 2.7 million was paid to the Group and CHF 1.0 million paid directly by Indivior to third party suppliers that are supporting the funded research program. In August 2022, the research agreement was extended until March 31, 2023 and Indivior agreed to additional research funding of CHF 0.85 million. The reserved indications, where Addex retains exclusive rights to develop its own independent GABAB PAM program, have also been expanded to include chronic cough. Effective November 1, 2022, the research term was extended until June 30, 2023 and Indivior agreed to additional research funding of CHF 0.95 million. Effective July 1, 2023, the research agreement with Indivior has been extended until June 30, 2024 and Indivior committed additional research funding of CHF 2.7 million including CHF 1.1 million paid to the Group and CHF 1.6 million paid directly by Indivior to third party suppliers that are supporting the funded research program. On August 27, 2024, Indivior selected a compound for future development in substance use disorder and undertakes all future development of their selected compound. Under the terms of the agreement, the Group has also exercised its right to select a compound to advance its own independent GABAB PAM program for the treatment of chronic cough.

For the year ended December 31, 2025, the Group recognized CHF 29,972 as revenue in continuing operations (2024: CHF 94,127) related to the maintenance of patents licensed to indivior under the licensing and research agreement entered into in 2018. During the twelve-month period ended December 31, 2024, the Group recognized CHF 0.3 million as revenue related to the research agreement that has been completed during the second half of 2024. The trade receivable was nil as of December 31, 2025 (December 31, 2024: CHF 0.1 million).

Janssen Pharmaceuticals Inc. (formerly Ortho-McNeil-Janssen Pharmaceuticals Inc.)

On December 31, 2004, the Group entered into a research collaboration and license agreement with Janssen Pharmaceuticals Inc. (JPI). In accordance with this agreement, JPI has acquired an exclusive worldwide license to develop mGlu2 PAM compounds for the treatment of human health

In 2024, Janssen completed a Phase 2a proof of concept clinical trial of ADX71149 in epilepsy patients that did not achieve statistical significance for the primary endpoint of time for patients to reach baseline seizure count when ADX71149 was added to standard of care and decided to terminate the development of ADX71149. On April 17, 2025, the Group announced that the license agreement had been terminated and the program and all related intellectual property has been returned to the Group.

Under the terms of the Janssen agreement the Group was eligible to receive up to EUR 109 million in success-based development and regulatory milestone, and low double-digit royalties on net sales.

No amounts have been recognized under this agreement in 2025 and 2024.

16. Other income

During the twelve-month period ended December 31, 2025, the other income primarily related to the fair value of the services received by Neurosterix group at zero cost (notes 10 and 28). The income from IT consultancy agreements recognized during the twelve-month periods ended December 31, 2024 and 2025 was close to nil.

Under grant agreements with Eurostars/Innosuisse the Group was required to complete specific research activities within a defined period of time. The Group's funding was fixed and received based on the satisfactory completion of the agreed research activities and incurring the related costs.

In September 2023, the Group was awarded a grant of CHF 0.5 million by Eurostars/Innosuisse to support the mGlu2 NAM program of which CHF 0.3 million were received in December 2023. The Group recognized CHF 38,401 from January 1, 2024 to April 2, 2024, the date when the program was transferred to Neurosterix Pharma Sàrl and recorded as discontinued operations (note 22). The remaining funds and deferred income of CHF 0.3 million recorded as assets and liabilities held for sale as of April 2, 2024, has been transferred to Neurosterix Pharma Sàrl.

17. Operating costs

	2025	2024
Staff costs (note 18)……....	389,230	242,591
Depreciation (notes 8/9)…..…….....	8,472	192,698
External research and development costs…….....	190,190	435,189
Patent maintenance and registration costs…….....	188,918	283,382
Professional fees……....	1,314,859	1,206,813
D&O insurance……..	183,841	225,772
Fair value services received at zero costs (note 10)..	141,018	-
Other operating costs…….….....	570,930	578,830
Total operating costs……..…	**2,987,458**	**3,165,275**

The evolution of the total operating costs is mainly driven by staff costs and professional fees.

During the twelve-month period ended December 31, 2025, total operating costs recognized as continuing operations decreased by CHF 0.2 million compared to the same period ended December 31, 2024, primarily due to decreased external research and development cost, lower D&O insurance and patent maintenance and registration costs, partially offset by increased staff costs and professional fees and other operating costs.

During the twelve-month period ended December 31, 2024, total operating cost recognized as discontinued operations amounted to CHF 2.0 million and is primarily related to staff costs and external research and development costs (note 22).

18. Staff costs

	2025	2024
Wages and salaries……..	322,237	243,629
Social charges and insurances…..……..……...	27,902	26,843
Value of share-based services (note 14)……....….	6,848	17,544
Retirement benefit (note 20)…..…….……	32,243	(45,425)
Total staff costs……..…….....	**389,230**	**242,591**

During the twelve-month period December 31, 2025, staff costs recognized in continuing operations increased to CHF 0.4 million, primarily due to more full-time employees. During the twelve-month ended December 31, 2024, staff costs recognized in discontinued operations amounted to CHF 1.4 million (note 22).

During the twelve-month periods ended December 31, 2023 and 2024, staff costs recognized as discontinued operations amounted to CHF 5.1 million and CHF 1.4 million, respectively (note 22).

19. Taxes

	December 31, 2025	December 31, 2024
Net loss from continuing operations before tax……	(6,842,588)	(4,909,342)
Net gain from discontinued operations……...	114,342	11,965,129
**Net gain / (loss) before tax…….. **	**(6,728,246)**	**7,055,787**
Tax calculated at a tax rate of 14.7% for 2024 and 2025……	989,052	(1,037,201)
Effect of different tax rates in USA and France……..	(1,753)	(4,755)
Difference related to investments accounted for using the equity method……..	(589,289)	(320,042)
Net loss incurred by Neurosterix Pharma Sàrl from March 19 2024 to April 1, 2024 [1]……..	-	(79,270)
Sale of treasury shares by a subsidiary, recognized as financial income in standalone financial statements	(151,997)	(30,103)
Deductible expenses charged against equity for issuance of shares…….	6,270	1,758
Expenses not deductible for tax purposes……	(9,458)	(229,815)
Total tax not recognized as deferred tax (asset) / liability……	**(242,285)**	**1,699,428**
Income tax expense for continuing operations…….	-	-
Income tax expense for discontinued operations……	-	-

[1] *The Group lost the control of its subsidiary Neurosterix Pharma Sàrl on April 2, 2024, as part of the divestment of a part of its business (note 22).*

The Group has decided not to recognize any deferred income tax assets at December 31, 2025 or 2024. The key factors which have influenced management in coming to this evaluation are the fact that the Group has not yet a history of making profits due to the stage of development of its drug products. The Group recognized a net loss of CHF 6.7 million for the twelve-month period ended December 31, 2025. The net profit of CHF 7.1 million recognized for the same period ended December 31, 2024 was primarily due to the sale of a part of the business of the Group to Neurosterix Group, generating a discontinued net gain before tax of CHF 11.97 million (note 22). The amount of deferred income tax assets that arises from sources other than tax losses carried forward and the amount of deferred income tax liabilities remain insignificant compared to the unrecognized tax losses carried forward as of December 31, 2025.

The tax losses carried forward by the Group and their respective expiry dates are as follows:

	December 31, 2025	December 31, 2024
2025……	-	3,586,490
2026……	23,129,685	23,467,840
2027……	12,590,566	12,590,566
2028……	28,427,419	28,427,419
2029……	65,365,173	65,365,173
2030……	33,835,017	33,835,017
2031……	8,520,992	8,224,914
2032……	1,655,352	-
Total unrecorded tax losses carry forwards…….....	**173,524,204**	**175,497,419**

As of December 31, 2025, the unrecorded tax losses carried forward amounted to CHF 173,524,204 (2024: CHF 175,497,419).

20. Retirement benefit obligations

Apart from the social security plans fixed by the law, the Group sponsors an independent pension plan. The Group has contracted with Swiss Life for the provision of occupational benefits. All benefits in accordance with the regulations are reinsured in their entirety with Swiss Life within the framework of the corresponding contract. This pension solution fully reinsures the risks of disability, death and longevity with Swiss Life. Swiss Life invests the vested pension capital and provides a 100% capital and interest guarantee. The pension plan is entitled to an annual bonus from Swiss Life comprising the effective savings, risk and cost results. Although, as is the case with many Swiss pension plans, the amount of ultimate pension benefit is not defined, certain legal obligations of the plan create constructive obligations on the employer to pay further contributions to fund an eventual deficit; this results in the plan nevertheless being accounted for as a defined benefit plan. All employees are covered by this plan, which is a defined benefit plan. Retirement benefits are based on contributions, computed as a percentage of salary, adjusted for the age of the employee and shared approximately 40% / 60% by employee and employer in 2025. In addition to retirement benefits, the plans provide death and long-term disability benefits to its employees. Liabilities and assets are revised every year by an independent actuary. Assets are held in the insurance company. In accordance with IAS 19 (revised), plan assets have been estimated at fair market values and liabilities have been calculated according to the "projected unit credit" method. The Group paid pension contributions related to continuing activities for CHF 60,392 in 2025 (2024: CHF 34,686) and recognized a net gain of CHF 45,425 in the statement of Profit or Loss in 2024 primarily due the modification of the plans effective on April 1, 2024.

Employment benefit obligations
The amounts recognized in the balance sheet are determined as follows:

	December 31, 2025	December 31, 2024
Defined benefit obligation……..……..……...	(5,126,017)	(2,108,384)
Fair value of plan assets……..……..	4,754,409	1,944,133
**Shortfall on funded status …….. **	**(371,608)**	**(164,251)**

The shortfall on funded status amounted to CHF 371,608 and CHF 164,251 as of December 31, 2025 and 2024, respectively and increased by CHF 0.2 million between both periods primarily due to an actuarial loss from experience adjustment in the calculation of the defined benefit obligation.

The amounts recognized as continuing operations in the statement of comprehensive profit or loss are as follows:

	2025	2024
Current service cost	(30,086)	(20,383)
Past service cost	-	66,273
Interest cost	(21,598)	(23,182)
Interest income	19,441	22,717
Company pension gain / (cost) (note 18)	**(32,243)**	**45,425**

The past service cost of CHF 66,273 recognized in 2024 is primarily due to the modification of pension plans effective on April 1, 2024.

The amounts recognized as discontinued operations in the statement of comprehensive profit of loss under “net profit or loss from discontinued operations” are as follows:

	2025	2024
Current service cost	-	(59,730)
Past service cost	-	20,296
Interest cost	-	(34,030)
Interest income	-	30,971
Company pension amount (note 22)	**-**	**(42,493)**

Pension costs reported under discontinued operations relate to employees who were transferred to Neurosterix Group in April 2024. This transfer generated a positive past service cost of CHF 433,791 recognized in the statement of profit and loss under “net profit or loss from discontinued operations” as net gain related to the sale of activities (note 22).

The movements in the defined benefit obligations during the year are as follows:

	2025	2024
Defined benefit obligation at beginning of year	(2,108,384)	(9,138,045)
Current service cost	(30,086)	(80,111)
Past service cost	-	520,360
Interest cost	(21,598)	(57,212)
Employee contributions	(20,929)	(70,748)
Actuarial (loss) / gain arising from changes in financial assumptions	212,470	(176,520)
Actuarial loss on experience adjustment	(459,035)	(184,372)
Benefits (paid) / deposited	(2,698,455)	7,078,264
Defined benefit obligations at end of year	**(5,126,017)**	**(2,108,384)**

The movements in the fair value of plan assets during the year are as follows:

	2025	2024
Fair value of plan assets at beginning of year	1,944,133	8,694,521
Interest income	19,441	53,688
Employee contributions	20,929	70,748
Employer contributions	39,464	92,285
Plan assets loss	31,987	111,155
Benefits paid / (deposited)	2,698,455	(7,078,264)
Fair value of plan assets at end of year	**4,754,409**	**1,944,133**

The defined benefit obligations and the fair value of the plan assets slightly increased between the years ended December 31, 2025 and 2024 primarily due to an increased number of employees.

As of the date of the preparation of these consolidated financial statements, the 2025 annual report of the pension fund has not yet been issued, and therefore the detailed structures and assets held at December 31, 2025, are not currently available for presentation. However, the detailed assets held at December 31, 2024, which were reported to the Group on May 20, 2025 by its plan administrator, are as follows:

	December 31, 2024
Cash……	1.81%
Bonds…….....	42.94%
Equity instruments……	19.34%
Real estate…….....	24.29%
Mortgages…….....	10.32%
Derivatives……	1.30%
Total……	**100.00%**

The principal actuarial assumptions used were as follows:

	December 31, 2025	December 31, 2024
Discount rate……..…….....	1.30%	1.00%
Mortality tables……..……	BVG2020 GT	BVG2020 GT
Salary growth rate……	0.90%	1.00%
Pension growth rate…..……	0.00%	0.00%

The following sensitivity analysis shows the impact of increasing or decreasing certain assumptions on the defined benefit obligation of the Swiss pension plan:

- 0.25% increase or decrease in the discount rate would lead to a decrease of 3.54% (2024: 3.99%) or an increase of 4.02% (2024: 4.64%) in the defined benefit obligation.
- 0.25% increase or decrease in the interest rate on retirement savings capital would lead to an increase of 0.55% (2024: 0.09%) or a decrease of 0.54% (2024: 0.08%) in the defined benefit obligation.
- 0.25% increase or decrease in salaries would lead to an increase of 0.01% (2024: 0.06%) or a decrease of 0.01% (2024: 0.03%) in the defined benefit obligation; and
- +/-1 year in the life expectancy would lead to an increase of 1.44% (2024: 1.54%) or a decrease of 1.50% (2024: 1.59%) in the defined benefit obligation.

The discount rate and life expectancy were identified as significant actuarial assumptions for the Swiss pension plan.

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligations to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as that used in calculating the pension liability recorded on consolidated balance sheets.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

The estimated employer contributions to pension plans for the financial year 2026 amounts to CHF 113,000.

The following table shows the components of the costs recognized in other comprehensive income, related to continuing operations:

	2025	2024
Actuarial (loss)/ gain on defined benefit obligation……	(246,565)	(224,221)
Actuarial loss on plan assets……..	31,988	21,832
Total ……	**(214,577)**	**(202,389)**

The following table shows the components of the costs recognized in other comprehensive income, related to discontinued operations:

	2025	2024
Actuarial (loss)/ gain on defined benefit obligation……	-	(136,671)
Actuarial loss on plan assets……..	-	89,323
Total ……	**-**	**(47,348)**

The following table shows the estimated benefit payments related to employee and employer contributions for the next ten years where the number of employees remains constant:

2026…..…….…….…….…….…….……..	178,000
2027…..…….…….…….…….…….……..	172,000
2028…..…….…….…….…….…….……..	171,000
2029…..…….…….…….…….…….……..	177,000
2030…..…….…….…….…….…….……..	193,000
2031-2035.....…….…….…….…….……..	2,304,000

21. Finance result, net

	2025	2024
Interest income …….	-	9,165
Interest expense on leases…….....	(1,934)	(1,938)
Interest cost……..…….....	(487)	(1,609)
Foreign exchange net gain / (loss)……..……..	(13,126)	17,430
Finance result, net..……...……	**(15,547)**	**23,048**

The evolution of the finance result net related to continuing operations is primarily driven by foreign exchanges differences on U.S Dollar cash deposits .

22. Discontinued operations

On February 8, 2024, the Group signed a non-binding term sheet with Perceptive Advisors related to the divestment of part of its business. On April 2, 2024, the sale became effective. The allosteric modulator drug discovery technology platform and a portfolio of preclinical programs have been divested to a new Swiss company, Neurosterix Pharma Sàrl that has received a funding of USD 65 million from a syndicate of investors led by Perceptive Advisors (Perceptive Xontogeny Venture Fund II L.P, Perceptive Life Sciences Master Fund Ltd and Acorn Bioventures 2, L.P) (the “Neurosterix Transaction” or “Transaction”). The Group received gross proceeds of CHF 5.0 million in cash and an equity interest representing 20% of Neurosterix US Holdings LLC (note 1). The Group retained its partnerships with Janssen Pharmaceuticals, Inc. and Indivior PLC, as well as unpartnered clinical stage assets including dipraglurant for Parkinson’s disease and post-stroke/TBI recovery and its preclinical GABAB PAM program for chronic cough. The Transaction includes the transfer of the associated R&D staff and infrastructure. As part of the Transaction, the Group and Neurosterix Pharma Sàrl entered into a service agreement which provides the Group with access to certain staff and infrastructure at zero cost to ensure the operation of the Group retained business until December 31, 2024. As of January 1, 2025, the agreement was not formally renewed. However, Neurosterix agreed to provide the Group with access to certain employees and infrastructure at zero cost (note 10).

As the allosteric modulator drug discovery technology platform and a portfolio of preclinical programs have been sold on April 2, 2024, such activities have been identified as discontinued operations for the period beginning on January 1, 2024 and terminating on April 1, 2024. The net gain of the sale of activities amounted to CHF 13,943,595 during the twelve-month period ended December 31, 2024. During the same period ended December 31, 2025, the Group recognized an additional gain from discontinued operations of CHF 114,342 from the sale of activities, related to a consideration receivable considered as contingent during previous periods. As of December 31, 2025, there was no remaining contingent consideration receivable.

Financial performance of discontinued operations:

	2025	2024
Other income…….....	**-**	**38,401**
Research and development……..	-	(1,337,936)
General and administration……	-	(673,259)
Total operating costs……...	**-**	**(2,011,195)**
Operating loss……...	**-**	**(1,972,794)**
Finance expense……	-	(5,672)
Net loss before tax…….....	**-**	**(1,978,466)**
Income tax expense…….....	-	-
Net loss from discontinued operations……...	**-**	**(1,978,466)**
Net gain of the sale of activities after income tax……	114,342	13,943,595
Total net gain from discontinued operations……..	**114,342**	**11,965,129**

Operating costs of discontinued operations:

	2025	2024
Staff costs…….....	-	1,422,182
Depreciation……	-	67,422
External research and development cost……..	-	333,278
Laboratory consumables…….....	-	17,735
Patent maintenance and registration costs……..	-	62,563
Professional fees…….....	-	38,271
Short-term leases……	-	8,329
Other operating costs……..	-	61,415
**Total discontinued operating costs…….. **	**-**	**2,011,195**

Discontinued operating costs are primarily driven by staff and external research and development costs.

Cash flows of discontinued operations:

	2025	2024
Net profit / (loss) from discontinued operations….	**114,342**	**11,965,129**
Adjustments for:		
Net gain on Neurosterix transaction…….....	(114,342)	(13,943,595)
Value of share-based services……..	-	327,681
Post-employment benefits……..	-	(27,338)
Depreciation…….....	-	67,422
Finance cost net……	-	5,672
Decrease in trade and other receivables……	-	12,702
Increase in prepayments……	-	(151,695)
Increase in other current assets……..	-	(7,967)
Decrease in payables and accruals……	-	(811,126)
Decrease in deferred income……..	-	(38,401)
Net cash flow used in operating activities.....	**-**	**(2,601,516)**
**Net cash flow from investing activities…….. **		
Consideration from Neurosterix Transaction……	114,342	5,119,754
Legal fees paid for Neurosterix Transaction……..	-	(473,270)
**Net cash from in investing activities……..... **	**114,342**	**4,646,484**
**Cash flows used in financing activities…… **		
Principal element of lease payment….....	-	(63,772)
Interest paid……...	-	(5,672)
**Net cash used in financing activities…… **	**-**	**(69,444)**
**Net cash from discontinued activities…… **	**114,342**	**1,975,524**

Net cash flow from discontinued activities amounted to CHF 0.1 million for the twelve-month period ended December 31, 2025. For the same period ended December 31, 2024, it amounted to CHF 2.0 million including gross proceeds of CHF 5.0 million from the sale of activities partially offset by the net cash flow used in discontinued operating activities for CHF 2.6 million and CHF 0.5 million paid for Neurosterix transaction.

Details of the net gain of the sale of activities:

	2025	2024
Consideration received		
Cash in from Neurosterix Pharma Sàrl sale……..	-	5,000,000
Fair value of Neurosterix US Holdings LLC's participation……	-	9,428,400
Net gain on Neurosterix Pharma Sàrl derecognition (IFRS10)……	-	539,250
Retirement benefit obligation of employees leaving the Group (IAS 19) (note 20)…….	-	433,791
Fair value of service agreement……	-	182,348
Net debt liabilities related to Neurosterix Pharma Sàrl (IFRS 16)……..	-	11,144
Other consideration……	114,342	-
Total Disposal consideration……...	**114,342**	**15,594,933**
Investment in Neurosterix Pharma Sàrl…….	-	(20,000)
Legal fees paid for Neurosterix Transaction……..	-	(473,269)
Accelerating vesting ESOP/DSPPP……..	-	(1,158,069)
Total costs related to activities sold…….	**-**	**(1,651,338)**
Net gain on sale before income tax……...	**114,342**	**13,943,595**
Income tax expense on gain……	-	-
**Net gain on sale after income tax……..... **	**114,342**	**13,943,595**

The total net fair value of the sales of activities amounted to CHF 14.1 million including CHF 5.0 million in cash and CHF 9.4 million for the equity interest of 20% in Neurosterix US Holdings LLC.

23. Interests in associates

On April 2, 2024, the Group received an equity interest of 20% in Neurosterix US Holdings LLC domiciliated in the US and parent company of Neurosterix Pharma Sàrl as part of Neurosterix transaction (note 22). Neurosterix' Group primarily operates in Switzerland and uses Swiss franc as functional currency and US Dollars as presentation currency. The carrying amount of the equity-accounted investment in Neurosterix' Group has changed as follow:

	2025	2024
**Balance as of January 1 ……..... **	**7,087,142**	**-**
Fair value of Neurosterix US Holdings LLC equity interest…….	-	9,428,400
Share of net loss of Neurosterix's Group……	(4,012,443)	(2,177,157)
Share of other comprehensive gain / (loss) of Neurosterix's Group……...	773,097	(164,101)
Balance as of December 31	**3,847,796**	**7,087,142**

The summarized balancesheet of Neurosterix' Group is indicated as below in Swiss francs:

	December 31, 2025	December 31, 2024
Current assets…….....	24,419,137	19,488,067
Non-current assets…….	15,240,097	15,054,727
Current liabilities……	2,491,407	2,332,589
Non-current liabilities…….....	618,416	709,052
Net assets (100%)…….	36,549,411	31,501,153
Group share of net assets (20%)……	7,309,882	6,300,231

As of December 31, 2025, the equity-accounted investment in Neurosterix' Group was CHF 3.5 million below the Group's share of net asset in Neurosterix, primarily due to a funding executed by Neurosterix'Group during the fourth quarter of 2025 that did not change Addex's ownership interest.

As of December 31, 2024, the equity-accounted investment in Neurosterix' Group was CHF 0.8 million above the Group's share of net asset in Neurosterix primarily due to the fair value of the equity-accounted investment in Neurosterix initially assessed on April 2, 2024, using a financial valuation method.

The summarized statement of comprehensive loss of Neurosterix' Group is indicated as below in Swiss francs:

	2025	2024
Income…….....	105,460	298,379
Net loss for the period…….……	(20,037,010)	(10,885,785)
Other comprehensive gain / (loss)……	3,865,477	(820,507)
Total comprehensive loss……..….	(16,171,533)	(11,706,292)

24. Financial assets at fair value through other comprehensive income

In June 2025, the Group invested CHF 795,029 in Stalicla SA and received 23,342 preferred shares with attached derivative financial instruments (note 25). The purchase price allocation was performed on the basis of the fair value of the derivative financial instruments, with the residual amount allocated to the preferred shares, initially recognized at CHF 285,962. The Group has made the irrevocable election to classify the 23,342 preferred shares received at fair value through other comprehensive income rather than through the statements of profit or loss, as the shares are held for strategic purposes and not for trading

As of December 31, 2025, the fair value of the unlisted securities of Stalicla SA (level 3) remained unchanged:

	December 31, 2025
Stalicla SA…….	285,962
Total	**285,962**

25. Derivative financial instruments

As part of its investment in 23,342 preferred shares of Stalicla SA executed in June 2025 (note 24), the Group was granted several related financial instruments. These comprised an anti-dilution protection through a ratchet mechanism, 23,342 phantom shares entitling the Group to proceeds equivalent to those distributable to 23,342 ordinary shares, 23,342 warrants with a ten-year exercise period at a strike price of CHF 34.05 to purchase 23,342 ordinary shares and 3,591 warrants with a five-year exercise period, a strike price of CHF 0.10 to purchase 3,591 preferred shares. These financial instruments are classified as derivatives and valued at fair value (level 3) using Black-Scholes and binomial valuation models. On initial recognition, their aggregate fair value amounted to CHF 509,067. The fair value of phantom shares was capped at the fair value of the preferred shares, as the management concluded that the two values should be deemed equivalent. As a result, an amount of CHF 111,552 was not recorded as phantom shares.

As of December 31, 2025, the fair value (level 3) of these derivative financial instruments, driven by the value of Stalicla SA shares (note 24), remained unchanged:

	December 31, 2025
Phantom shares……	285,962
Anti-dilution protection……..……..	102,547
Warrants…….	120,558
Total……	**509,067**

The following table presents the Group's financial assets measured and recognized at fair value at December 31, 2025 :

Period ended December 31, 2025	**Levels 1 and 2**	**Level 3**	**Total**
Financial assets at fair value through profit and loss (FVPL)...			
Phantom shares (Stalicla SA)……	-	285,962	285,962
Anti-dilution protection (Stalicla SA)…….	-	102,547	102,547
Warrants (Stalicla SA)…….....	-	120,558	120,558
Financial assets at fair value through other comprehensive income (OCI)……			
Preferred shares (Stalicla SA) (note 24)……..	-	285,962	285,962
Total financial assets……	**-**	**795,029**	**795,029**

Certain inputs used to measure the fair value of the financial instruments related to the investment in Stalicla SA (note 24) were not based on observable market data and have been classified at a level 3 in the fair value hierarchy.

The following table summarizes the quantitative information about the significant unobservable inputs used in level 3 fair value measurement and how a reasonable possible change in the input would affect the fair values:

Description	Fair value at December 31, 2025	Unobservable inputs	Range of inputs	Relation of unobservable inputs to fair value
Preferred shares (Stalicla SA)….	285,962	(1)	CHF 17-CHF 30	(2)
Phantom shares (Stalicla SA)…	285,962	Underlying Stalicla's share price used in Black-Scholes valuation model, determined by the price paid by external investors. The fair value of phantom shares is capped at the fair value of preferred shares	CHF 17	A 10% increase or decrease in Stalicla's underlying share price would increase or decrease the fair value for respectively CHF 39,682 and CHF 36,138. In both cases the fair value would remained capped at the fair value of preferred shares.
Anti-dilution protection (Stalicla SA).....	102,547	Sale price of Stalicla' shares used in the different scenarios in binomial valuation model	CHF 17 -CHF30	A 10% increase or decrease in the sale price of Stalicla' shares under the scenario used in the binomial valuation model, would increase or decrease the fair value for respectively CHF 25,064 and CHF 18,949.
Warrants (Stalicla SA)….	60,547	Underlying Stalicla's share price used in Black-Scholes valuation model, determined by the price paid by external investors	CHF 17	A 10% increase or decrease in Stalicla's underlying share price would increase or decrease the fair value for respectively CHF 15,673 and CHF 12,791
Warrants (Stalicla SA)…..	60,011	Underlying Stalicla's share price used in Black-Scholes valuation model, determined by the price paid by external investors	CHF 17	A 10% increase or decrease in Stalicla's underlying share price would increase or decrease the fair value for respectively CHF 6,091 and CHF 5,538

(1) The fair value of the preferred shares was determined as the residual amount between the subscription price of CHF 795,029 and the fair value of the derivative financial instruments measured using Black-Scholes and binomial valuation models. The fair value of the phantom shares was capped at the fair value of the preferred shares.
(2) An increase or decrease of 10% in Stalicla's underlying share price used to calculate the fair value of the anti-dilution protection through ratchet mechanism and warrants would conduct to a decreased or increased fair value of respectively CHF 21,697 and CHF 20,357.

26. Profit or loss per share

Basic profit or loss per share is calculated by dividing the profit or loss attributable to equity holders of the Company by the weighted average number of shares in issue during the period excluding treasury shares. Diluted loss per share and diluted profit per share including a loss from continuing operations are calculated excluding our options and warrants as they would be antidilutive and our treasury shares.

	2025	2024
Net loss from continuing operations….....	(6,842,588)	(4,909,342)
Net profit from discontinued operations…….	114,342	11,965,129
Net profit / (loss) attributable to equity holders of the company……	**(6,728,246)**	**7,055,787**
Weighted average number of shares in issue	**107,371,457**	**98,112,826**
Basic and diluted profit / (loss) per share……...	**(0.06)**	**0.07**
From continuing operations…..……	(0.06)	(0.05)
From discontinued operations……....	-	0.12

The Company has three categories of dilutive potential shares: treasury shares, share options and warrants which have been ignored in the calculation of the result per share for the years ended December 31, 2024 and 2025.

In addition to treasury shares, the total number of dilutive instruments as of December 31, 2025 is 66,508,150 which consists of 7,956,764 share options, 2,741,666 warrants granted to a group of investors in June 2026 and 55,809,720 warrants granted to one

investor (9,230,772 warrants in December 2021, 15,000,000 in July 2022 and 31,578,94 in April 2023, respectively). As of December 31, 2024, the total number of dilutive instruments is 69,683,409 and primarily consists of 8,006,791 share options, 5,866,898 warrants granted to investors on March 28, 2018 and 55,809,720 warrants granted to one investor.

27. Commitments and contingencies

Capital commitments
As at December 31, 2025 and 2024, the Group has no contracted capital expenditure.

Contingencies
As part of the ordinary course of business, the Group is subject to contingent liabilities in respect of certain litigation. Currently, there is no outstanding litigation with a possible negative effect on the Group.

28. Related party transactions

Related parties include members of the Board of Directors, the Executive Management of the Group and contracts with Neurosterix Group. The following transactions were carried out with related parties:

Key management compensation

	2025	2024	2025	2024
	Continuing operations		Discontinued operations	
Salaries, other short-term employee benefits and post-employment benefits...	474,976	341,575	-	664,525
Share-based compensation…….	69,850	167,066	-	1,260,638
Total…….	**544,826**	**508,641**	**-**	**1,925,163**

Salaries, other short-term employee benefits and post-employment benefits relate to members of the Board of Directors and Executive Management who are employed by the Group. The Group had a net payable to the Board of Directors and Executive Management of CHF 0.1 million as of December 31, 2025 and December 31, 2024. Share-based compensation relates to the fair value of equity incentive units recognized through profit and loss following their vesting plan.

Transactions with Neurosterix Group

On April 2, 2024, Addex Group divested a part of its business to Neurosterix Pharma Sàrl (note 22). As part of the transaction, Addex Group received gross proceeds of CHF 5.0 million in cash, an equity interest of 20% of Neurosterix US Holdings LLC whose fair value amounted to CHF 9.42 million and concluded a service agreement allowing Key Members of Addex staff transferred to Neurosterix Pharma Sàrl, including the Chief Executive Officer to support the activities of the Addex Group at zero cost until December 31, 2024. As of January 1, 2025, the agreement was not formally renewed. However, Neurosterix agreed to provide the Group with access to certain employees and infrastructure at zero cost (note 10).

The fair value of the service agreement amounted to CHF 141,018 (note 10) during the twelve-month period ended December 31, 2025 (CHF 182,348 in 2024). As of December 31, 2025, there were no transaction pending to be paid between Neurosterix Group and Addex Group. As of December 31, 2024, Neurosterix Group owed CHF 7,967 to Addex Group.

Transactions with Stalicla SA

In June 2025, the Group invested a total amount of CHF 795,029 in Stalicla SA and received 23,342 preferred shares and derivative financial instruments (notes 24 and 25). In July 2025, Tim Dyer has been appointed President of the Board of Stalicla SA.

29. Events after the balance sheet date

From January 1, 2026 to the issuance date of these consolidated financial statements, the Group sold 4,068,074 shares at an average price of CHF 0.048 for total gross proceeds of CHF 195,833. Of these shares, 3,422,520 have been sold in a form of ADSs for total gross proceeds of USD 208,698 (CHF 163,160) at an average price of USD 7.32 per ADS (equivalent to CHF 0.045 per share). The number of outstanding shares amounts to 151,901,337 shares at the issuance date of the consolidated financial statements excluding 66,753,159 treasury shares directly held by Addex Pharma SA and including 29,904,690 outstanding shares benefiting from our DSPPP considered as treasury shares under IFRS 2.

Consolidated Financial Statements of Addex Therapeutics Ltd as at December 31, 2024

www.bdo.ch

Phone +41 22 322 24 24
Fax +41 22 322 24 00
Case postale 150

BDO AG

1215 Genève 15

STATUTORY AUDITOR'S REPORT

To the general meeting of **Addex Therapeutics Ltd**, Plan-les-Ouates

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Addex Therapeutics Ltd and its subsidiaries (the Group), which comprise the consolidated balance sheet as at 31 December 2024, and the consolidated statement of profit or loss, consolidated statement of comprehensive profit or loss, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion the accompanying consolidated financial statements (pages F-66 to F-97) give a true and fair view of the consolidated financial position of the Group as at 31 December 2024 and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards and comply with Swiss law.

Basis for Opinion

We conducted our audit in accordance with Swiss law, International Standards on Auditing (ISAs) and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the provisions of Swiss law, together with the requirements of the Swiss audit profession, as well as those of the International Code of Ethics for Professional Accountants (including International Independence Standards) of the International Ethics Standards Board for Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

BDO Ltd, a limited company under Swiss law, incorporated in Zurich, forms part of the international BDO Network of independent member firms.

www.bdo.ch

Phone +41 22 322 24 24
Fax +41 22 322 24 00
Case postale 150

BDO AG

1215 Genève 15

Key Audit Matter	How the Key Audit Matter was addressed in the audit
Disposal of Neurosterix Pharma Sàrl and Discontinued operations During the year, the Group completed the disposal of Neurosterix Pharma Sàrl. The transaction was financially significant and involved various forms of consideration, including cash, services provided by transferred employees, and a 20% equity interest in a newly created holding company, Neurosterix US Holding LLC, which was measured at fair value at the transaction date. This transaction involved complex judgments, including the derecognition of assets and liabilities of Neurosterix Pharma Sàrl, determination of the disposal date and the fair value measurement of the non-cash consideration. Management determined that the activities sold met the requirements to be presented as discontinued operations for all periods presented. The accounting treatment and the related disclosures under IFRS Accounting Standards were critical to users' understanding of the transaction, and therefore, we identified the disposal of Neurosterix Pharma Sàrl as a Key Audit Matter. Refer to note 23 - discontinued operations and note 24 -interest in associates.	We read the equity purchase agreement and related supporting documentation to understand the structure and terms of the transaction. We assessed the determination of the date of loss of control and tested the derecognition of assets and liabilities of Neurosterix Pharma Sàrl in accordance with IFRS 10 Consolidated Financial Statements; We evaluated the measurement of consideration received, including ❖ the cash component of CHF 5 million ❖ the valuation methodology used for the of employee services of CHF 0.2 million and ❖ management's determination of the fair value of the 20% equity interest in Neurosterix US Holding LLC by verifying the appropriateness of the share transaction price. We recalculated the gain on disposal and evaluated whether it was appropriately recognised in accordance with IFRS 10; We identified the discontinued operations and verified that components classified by management as discontinued operations meet the criteria of IFRS 5.31ff. We verified amounts presented in the financial statements as discontinued operations. We verified the Group's application of the accounting for the 20% equity interest acquired under IAS 28. We assessed the related disclosures for accuracy and completness.

Other Information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, the financial statements, the compensation report and our auditor's reports thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

www.bdo.ch

Phone +41 22 322 24 24
Fax +41 22 322 24 00
Case postale 150

BDO AG

1215 Genève 15

Responsibilities of the Board of Directors for the Consolidated Financial Statements

The Board of Directors is responsible for the preparation of the consolidated financial statements, which give a true and fair view in accordance with IFRS Accounting Standards and the provisions of Swiss law, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law, ISAs and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of the auditor's responsibilities for the audit of the consolidated financial statements is located at EXPERTsuisse's website at: https://www.expertsuisse.ch/en/audit-report-for-ordinary-audits. This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements

In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of consolidated financial statements according to the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

Geneva, 25 April, 2025

BDO Ltd

Christoph Tschumi

Licensed Audit Expert
Auditor in Charge

Nigel Le Masurier

Licensed Audit Expert

Consolidated Balance Sheets
as at December 31, 2024 and December 31, 2023

	Notes	December 31, 2024	December 31, 2023
ASSETS		**Amounts in Swiss francs**	
Current assets			
Cash and cash equivalents	6	3,341,738	3,865,481
Other financial assets	7	6,496	848
Trade and other receivables	7	15,513	110,361
Contract asset	7	-	40,907
Prepayments	7	169,649	217,008
Other current assets	7	7,967	-
Total current assets		**3,541,363**	**4,234,605**
Non-current assets			
Right-of-use assets	8	41,578	330,332
Property, plant and equipment	9	1,131	22,604
Non-current financial assets	11	7,089	54,344
Investment accounted for using the equity method	24	7,087,142	-
Total non-current assets		**7,136,940**	**407,280**
Total assets		**10,678,303**	**4,641,885**
LIABILITIES AND EQUITY			
Current liabilities			
Current lease liabilities	3.2	7,306	273,956
Payables and accruals	12	794,787	2,384,350
Deferred income	13	-	234,978
Total current liabilities		**802,093**	**2,893,284**
Non-current liabilities			
Non-current lease liabilities	3.2	34,688	70,380
Retirement benefits obligations	21	164,251	443,524
Deferred income	13	-	89,232
Total non-current liabilities		**198,939**	**603,136**
Equity			
Share capital	14	1,843,545	1,843,545
Share premium	14	266,382,670	266,194,689
Other equity	14	64,620,223	64,620,223
Treasury shares reserve	14	(869,708)	(909,566)
Other reserves		31,062,996	29,814,816
Accumulated deficit		(353,362,455)	(360,418,242)
Total equity		**9,677,271**	**1,145,465**
Total liabilities and equity		**10,678,303**	**4,641,885**

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statements of Profit or Loss
for the years ended December 31, 2024 and 2023

	Notes	December 31, 2024	December 31, 2023*
		Amounts in Swiss francs	
Revenue from contract with customer	16	**404,102**	**1,612,953**
Other income	17	**5,940**	**4,235**
Operating costs			
Research and development		(854,305)	(1,186,692)
General and administration		(2,310,970)	(2,673,463)
Total operating costs	18	**(3,165,275)**	**(3,860,155)**
Operating loss		**(2,755,233)**	**(2,242,967)**
Finance income		26,595	63,964
Finance expense		(3,547)	(321,150)
Finance result	22	**23,048**	**(257,186)**
Share of net loss of investments accounted for using the equity method	24	(2,177,157)	-
Net loss before tax from continuing operations		**(4,909,342)**	**(2,500,153)**
Income tax expense	20	-	-
Net loss from continuing operations		**(4,909,342)**	**(2,500,153)**
Net profit / (loss) from discontinued operations (attributable to equity holders of the Group)	23	**11,965,129**	**(8,056,074)**
Net profit / (loss) for the period		**7,055,787**	**(10,556,227)**
Basic profit / (loss) per share for profit/(loss) attributable to the ordinary equity holders of the Company	25	**0.07**	**(0.14)**
From continuing operations		(0.05)	(0.03)
From discontinued operations		0.12	(0.11)
Diluted profit / (loss) per share for profit/ (loss) attributable to the ordinary equity holders of the Company	25	**0.04**	**(0.14)**
From continuing operations		(0.05)	(0.03)
From discontinued operations		0.07	(0.11)

** The comparative information has been re-presented due to discontinued operations that have been reclassed to the financial line called "Net profit or loss from discontinued operations" (note 23). In the other sections of these consolidated financial statements an asterisk will indicate where comparative information has been re-presented.*

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statements of Comprehensive Profit or Loss for the years ended December 31, 2024 and 2023

	Notes	December 31, 2024	December 31, 2023*
		Amounts in Swiss francs	
Net profit / (loss) for the period……..		**7,055,787**	**(10,556,227)**
Other comprehensive income / (loss)……			
Items that will never be reclassified to profit and loss:			
Share of other comprehensive loss of investments accounted for using the equity method……	24	(164,101)	-
Remeasurements of retirement benefits obligation related to continuing operations……	21	(202,389)	(25,357)
Remeasurements of retirement benefits obligation related to discontinued operations……	21	(47,348)	(480,810)
Items that may be classified subsequently to profit and loss:			
Exchange difference on translation of foreign operations……		985	(2,000)
Other comprehensive income / (loss) for the period, net of tax…..		**(412,853)**	**(508,167)**
Total comprehensive income / (loss) for the period.....		**6,642,934**	**(11,064,394)**
From continuing operations……..……		(5,274,847)	(2,527,510)
From discontinued operations……		11,917,781	(8,536,884)

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statements of Changes in Equity for the years ended December 31, 2024 and 2023 (1/2)

	Notes	Share Capital	Share Premium	Other equity	Treasury Shares Reserve	Foreign Currency Translation Reserve	Other Reserves	Accumulated Deficit	Total
Balance as of January 1, 2023…..		**1,153,483**	**269,511,610**	**64,620,223**	**(6,278,763)**	**(657,870)**	**26,426,243**	**(349,862,015)**	**4,912,911**
Net loss for the year…..		-	-	-	-	-	-	(10,556,227)	(10,556,227)
Other comprehensive loss for the year…….		-	-	-	-	(2,000)	(506,167)	-	(508,167)
Total comprehensive loss for the year.....		**-**	**-**	**-**	**-**	**(2,000)**	**(506,167)**	**(10,556,227)**	**(11,064,394)**
Issue of treasury shares…….	14	329,000	-	-	(329,000)	-	-	-	-
Exercise ESOP (treasury shares IFRS 2)	14/15	125,272	-	-	(125,272)	-	-	-	-
Cost of treasury shares issuance……..		-	(30,804)	-	-	-	-	-	(30,804)
Sales under shelf registration……..	14	-	(920,069)	-	2,079,828	-	-	-	1,159,759
Related costs of sales shelf registration……		-	(36,747)	-	-	-	-	-	(36,747)
Sale of pre-funded warrants……..	14	-	-	-	-	-	3,382,259	-	3,382,259
Cost of pre-funded warrants sold……..		-	-	-	-	-	(136,327)	-	(136,327)
Exercise of pre-funded warrants ……		235,790	3,046,123	-	-	-	(3,245,932)	-	35,981
Costs of pre-funded warrants exercised……..		-	(53,445)	-	-	-	-	-	(53,445)
Value of warrants and pre-funded warrants……	14	-	(2,760,143)	-	-	-	2,760,143	-	-
Value of share-based services.....……..	15	-	-	-	-	-	1,794,467	-	1,794,467
Movement in treasury shares:	14								
Net purchases under liquidity agreement…….		-	(817)	-	(1,504)	-	-	-	(2,321)
Sales agency agreement……..	14	-	(2,552,071)	-	3,745,145	-	-	-	1,193,074
Costs under sale agency agreement……..		-	(8,948)	-	-	-	-	-	(8,948)
Balance as of December 31, 2023…..		**1,843,545**	**266,194,689**	**64,620,223**	**(909,566)**	**(659,870)**	**30,474,686**	**(360,418,242)**	**1,145,465**

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statements of Changes in Equity for the years ended December 31, 2024 and 2023 (2/2)

	Notes	Share Capital	Share Premium	Other equity	Treasury Shares Reserve	Foreign Currency Translation Reserve	Other Reserves	Accumulated Deficit	Total
Balance as of January 1, 2024…..		**1,843,545**	**266,194,689**	**64,620,223**	**(909,566)**	**(659,870)**	**30,474,686**	**(360,418,242)**	**1,145,465**
Net profit for the year….		-	-	-	-	-	-	7,055,787	7,055,787
Other comprehensive loss for the year…….		-	-	-	-	985	(413,838)	-	(412,853)
Total comprehensive profit for the year.....		**-**	**-**	**-**	**-**	**985**	**(413,838)**	**7,055,787**	**6,642,934**
Cost of treasury shares issuance……..		-	(7,037)	-	-	-	-	-	(7,037)
Cost of pre-funded warrants exercised ……		-	(4,259)	-	-	-	-	-	(4,259)
Value of share-based services.....…….	15	-	-	-	-	-	1,661,033	-	1,661,033
Movement in treasury shares:	14								
Net sales under liquidity agreement……		-	(3,709)	-	9,351	-	-	-	5,642
Sales agency agreement……	14	-	204,750	-	30,507	-	-	-	235,257
Costs under sale agency agreement……..		-	(1,764)	-	-	-	-	-	(1,764)
Balance as of December 31, 2024…..		**1,843,545**	**266,382,670**	**64,620,223**	**(869,708)**	**(658,885)**	**31,721,881**	**(353,362,455)**	**9,677,271**

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statements of Cash Flows
for the years ended December 31, 2024 and 2023

	Notes	December 31, 2024	December 31, 2023
		Amounts in Swiss francs	
Net profit / (loss) for the period		**7,055,787**	**(10,556,227)**
Adjustments for:			
Net gain on Neurosterix Transaction	23	(13,943,595)	-
Value of share-based services	15/23	502,964	1,794,467
Post-employments benefits	21/23	(95,219)	(62,643)
Share of net loss of associates	24	2,177,157	-
Depreciation	8/23	260,120	305,952
Net gain related to lease modification		(2,770)	(318)
Net finance cost / (gain)		(99,628)	312,602
Decrease / (increase) in other financial assets	7/23	(5,648)	2,317
Increase in trade and other receivables	7/23	93,107	306,514
Decrease/ (increase) in contract asset	7/23	40,907	140,534
Decrease / (increase) in prepayments	7/23	(164,284)	53,386
Increase in other current assets	7/23	(7,967)	-
Decrease in payables and accruals	12/23	(1,146,084)	(613,205)
Increase / (decrease) in deferred income		(38,401)	324,210
Net cash used in operating activities		**(5,373,554)**	**(7,992,411)**
Cash flows from investing activities			
Cash received from Neurosterix Transaction	23	5,119,754	-
Legal fees paid for Neurosterix Transaction	23	(473,270)	-
Purchase of property, plant and equipment	9	(1,273)	(6,842)
Net cash from / (used in) investing activities		**4,645,211**	**(6,842)**
Cash flows from financing activities			
Proceeds from sale of treasury shares - shelf registration	14	-	1,159,759
Costs paid on sale of treasury shares - shelf registration		(24,018)	(39,103)
Proceeds from the sale or exercise of pre-funded warrants	14	-	3,418,240
Costs paid on sale or exercise of pre-funded warrants		(36,457)	(163,069)
Sales under sale agency agreement & liquidity agreement movements	14	240,899	1,190,753
Costs paid on sale of treasury shares under sale agency agreement		(1,764)	(8,948)
Cost paid on issue of treasury shares		-	(53,600)
Principal element of lease payment		(73,688)	(281,793)
Interest received	22	9,165	63,964
Interest paid	22	(9,219)	(21,607)
Net cash from financing activities		**104,918**	**5,264,596**
Decrease in cash and cash equivalents		**(623,425)**	**(2,734,657)**
Cash and cash equivalents at beginning of the year	6	3,865,481	6,957,086
Exchange difference on cash and cash equivalents		99,682	(356,948)
Cash and cash equivalents at end of the year	**6**	**3,341,738**	**3,865,481**

During the twelve-month period ended December 31, 2024, the Group reported a net gain on Neurosterix Transaction of CHF 13.94 million of which CHF 8.87 million relates to non-cash items including CHF 9.43 million for the fair value of its 20 % participation in Neurosterix US Holdings LLC and CHF 0.2 million for the fair value of the service agreement provided at zero cost partially offset by the accelerated vesting of equity incentive units of employees transferred to Neurosterix Pharma Sàrl amounting to CHF 1.2 million (note 23). During the same period, the share of the net loss of associates amounted to CHF 2.2 million.

The accompanying notes form an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023

(Amounts in Swiss francs)

1. General information

Addex Therapeutics Ltd (the "Company") and its subsidiaries (together, the "Group") are a clinical stage biopharmaceutical company focused on developing a portfolio of novel small molecule allosteric modulators for neurological disorders.

The Company is a Swiss stockholding corporation domiciled c/o Addex Pharma SA, Chemin des Aulx 12, CH 1228 Plan-les-Ouates, Geneva, Switzerland and the parent company of Addex Pharma SA, Addex Pharmaceuticals France SAS and Addex Pharmaceuticals Inc. Addex Therapeutics also owns a 20% equity interest in Neurosterix US Holdings LLC, USA. Neurosterix US Holdings LLC fully owns directly Neurosterix Swiss Holdings AG, Switzerland and indirectly Neurosterix Pharma Sàrl whose principal place of business is Chemin des Mines 9, CH 1202 Geneva, Switzerland.

The Groups principal place of business is Chemin des Mines 9, CH 1202 Geneva, Switzerland. Its registered shares are traded at the SIX Swiss Exchange, under the ticker symbol ADXN and its American Depositary Shares (ADSs) on the Nasdaq Stock Market under the symbol "ADXN". ADSs represents shares that continue to be admitted to trading on SIX Swiss Exchange.

These consolidated financial statements have been approved for issuance by the Board of Directors on 24 April, 2025.

2. Summary of material accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of Addex Therapeutics Ltd have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board ("IASB"), and under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4 "Material accounting estimates and judgements".

Due to rounding, numbers presented throughout these consolidated financial statements may not add up precisely to the totals provided. All ratios and variances are calculated using the underlying amount rather than the presented rounded amount.

Where necessary, comparative figures have been revised to conform with the current year 2024 presentation. In particular, we re-presented the consolidated statements of profit or loss and comprehensive income or loss for the year ended December 31, 2023, in order to reclass discontinued operations in accordance with IFRS 5 (note 23). In addition, the ADS numbers previously disclosed have been amended following the change in ADS ratio executed on October 23, 2023, from one ADS to six shares to a new ratio of one ADS to one hundred and twenty shares. The ADS ratio change had the same effect as a one to twenty ADS reverse split and except as otherwise indicated, all information in these consolidated financial statements gives retroactive effect to the ADS Ratio Change.

2.2 Standards and interpretations published by the IASB

New and amended standards adopted by the Group

A number of new or amended standards and interpretations became applicable for financial reporting periods beginning on or after January 1, 2024. Of the latter, the Group noted the publication of IFRS S1 (General requirement for disclosure of sustainability-related financial information) and IFRS S2 (climate – related Disclosures). The Group concluded that those new IFRS standards were not relevant as the Group did not opt for the publication of a sustainability report in accordance with Six Swiss Exchange listing rules.

There are other new standards, amendments and interpretations which have been deemed by the Group as currently not relevant, hence are not listed or discussed further here.

New standards and interpretations not yet adopted by the Group

The Group is currently assessing the potential impacts of the various new and revised standards and interpretations that will be mandatory from January 1, 2025, which the Group has not yet applied. Based on an analysis to date, the Group does not anticipate that these will have a material impact on the Group's overall results and financial position. The Group is also assessing other new

and revised standards which are not mandatory until after 2025 and noted that IFRS 18 – Presentation and Disclosure in Financial Statements will replace IAS 1 - Presentation of Financial Statements - from January 1, 2027.

2.3 Consolidation

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The Company currently consolidates the financial operations of its four fully-owned subsidiaries, Addex Pharma SA, Addex Pharmaceuticals Inc., Neurosterix SA and Addex Pharmaceuticals France SAS. The Group as well owns a 20% equity interest in Neurosterix US Holdings LLC accounted for using the equity method.

Inter-company transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. The reporting date of all Group companies is December 31.

2.4 Segment reporting

The Group operates in one segment, which is the discovery, development and commercialization of small-molecule pharmaceutical products. A single management team that reports to the Chief Executive Officer comprehensively manages the entire business. The chief operating decision-maker is the Chief Executive Officer who reviews the statement of operations of the Group on a consolidated basis, makes decisions and manages the operations of the Group as a single operating segment. The Group's activities are not affected by any significant seasonal effect. Revenue is attributable to the Company's country of domicile, Switzerland.

2.5 Foreign currency transactions

Functional and presentation currency
Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Swiss francs, which is the Group's presentation currency.

Transactions and balances
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of comprehensive loss.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of comprehensive loss within 'finance result'.

Group companies
The results and financial position of the Group's subsidiary that has a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each statement of comprehensive loss are translated at the average exchange rate; and
- all resulting exchange differences are recognized in other comprehensive loss.

2.6 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation, and impairment (if any). Historical cost includes expenditure that is directly attributable to the acquisition of the item. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive loss during the financial period in which they are incurred. Depreciation is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives as follows:

Computer equipment	3 years
Laboratory equipment	4 years
Furniture and fixtures	5 years
Chemical library	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable

amount (see note 2.7). Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are included in the statement of comprehensive loss.

2.7 Financial assets

The Group has one category of financial assets, namely “trade and other receivables”. Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These assets are held for collection of contractual cash flows which represent solely the payment of principal and interest. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for maturities greater than 12 months after the balance sheet date, which are classified as non-current assets. Trade and other receivables are included in other current assets in the balance sheet (see note 7).

Trade and other receivables are initially measured at fair value and subsequently measured at amortized cost and are derecognized when settled.

The Group classifies a contract asset as a receivable when the Group’s right to consideration is unconditional. If the Group transfers control of goods or services to a customer before the customer pays consideration, the Group records either a contract asset or a receivable depending on the nature of the Group’s right to consideration for its performance. Contract assets and contract liabilities arising from the same contract are netted and presented as either a single net contract asset or net contract liability.

Impairment of financial assets
The Group recognizes a loss allowance for expected credit losses on trade and other receivables, contract assets and security rental deposits that are measured at amortized cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognizes lifetime expected credit losses (“ECL”) for trade and other receivables and contract assets where applicable. The ECL on these financial assets are estimated using a provision matrix based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

2.8 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less. They are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Any bank overdrafts are not netted against cash and cash equivalents but are shown as part of current liabilities on the consolidated balance sheet.

2.9 Share capital

Shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown as a deduction, net of tax, from the proceeds.

Where any Group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental cost (net of income taxes) is recorded as a deduction from equity attributable to the Company's equity holders as a treasury share reserve until the shares are cancelled, reissued or disposed of. When such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effect, the nominal amount is reversed from the treasury share reserve, with any remaining difference to the total transaction value being recognized in share premium.

The Company has entered into a liquidity contract where an independent broker buys and sells the Company’s shares held in the broker’s custody. Such shares are presented in the treasury share reserve with all other treasury shares directly held by Addex Pharma SA.

The Group also uses treasury shares to partially settle services rendered by third and related parties. When shares are issued for this purpose, the nominal share value is recognized as a treasury share reserve and the value above par is presented as a share premium.

2.10 Equity instruments

Shares issued by the Group and the sale of pre-funded warrants are both recorded at the fair value of the proceeds received, net of direct issuance costs. The fair value of pre-funded warrants sold is recorded in equity at the grant date. The Group grants from time-to-time warrants to brokers and investors. The fair value of the warrants is recorded in equity at the grant date.

2.11 Trade payables

Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method. All payables have a contract maturity within 1 year.

2.12 Grants

Grants are not recognized until there is reasonable assurance that the Group will comply with the terms and conditions of the grant and that the grants will be received. Grants are recognized as other income in the statement of comprehensive loss on a systematic basis over the periods in which the Group recognizes as expenses the related costs for which the grant is intended to compensate. Specifically, grants whose primary conditions are that the Group should undertake specific research activities within a defined period of time, are recognized as deferred income in the consolidated statement of financial position and transferred to the statement of comprehensive loss on a systematic and rationale basis over the defined timeframe.

2.13 Deferred income tax

Deferred income tax is recorded in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, if the deferred income tax arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized, or the deferred income tax liability is settled.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred income tax is recorded on temporary differences arising on investments in subsidiaries, except where the Group deems it probable that the temporary difference will not reverse in the foreseeable future. The temporary differences arising in investments accounted for using the equity method are recorded as deferred income taxes.

Potential deferred income tax assets from tax loss carry forwards exceed deferred tax liabilities. Deferred income tax assets from tax loss carry forwards are initially recognized to the extent that the realization of the related tax benefit through future taxable profits is probable.

2.14 Pension obligations

The Group operates one pension scheme. The scheme is generally funded through payments to insurance companies or trustee-administered funds, determined by periodic actuarial calculations. The Group has defined benefit plans. A defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation. Actuarial gains and losses arising from experience adjustments, changes in actuarial assumptions and changes in the asset ceiling effect are recognized immediately in other comprehensive loss and past-service costs are recognized immediately in statement of comprehensive loss.

Under IAS 19, the shortfall or the surplus of the fair value of the plan assets compared with the defined benefit obligation is recorded as a liability or an asset in the consolidated balance sheet. That recognition is subject to asset ceiling rules and minimum funding requirements set out in IFRIC 14. The defined benefit obligation is calculated at least annually by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

2.15 Share-based compensation

The Group operates an equity sharing certificates' equity incentive plan, a share option plan, and a share purchase plan. The fair value of the services received in exchange for the grant or transfer of equity sharing certificates, options, shares is recognized in the consolidated financial statements over the period for which the services are received. The total amount to be recognized over the vesting period is determined by reference to the fair value of the equity incentive unit granted or transferred. The fair value of instruments granted includes any market performance conditions and excludes the impact of any service and non-market performance vesting conditions. Service and non-market performance conditions are included in assumptions about the number of equity incentive units that are expected to vest. At each balance sheet date, the Group revises its estimates for the number of equity incentive units that are expected to vest. It recognizes the impact of the revision to original estimates, if any, in the statement of comprehensive loss, with a corresponding adjustment to equity. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the equity incentive units are exercised.

2.16 Revenue recognition

The Group recognizes revenue from the license of intellectual property and providing research and development services:

License of intellectual property
If the license to the Group's intellectual property is determined to be distinct from the other performance obligations identified in the arrangement, the Group recognizes revenues when the license conveys a right of use, or there is a right of access to the underlying intellectual property. For licenses that are sold in conjunction with a related service, the Group uses judgment to assess the nature of the combined performance obligation to determine whether the combined performance obligation is satisfied over time or at a point in time. If the performance obligation is settled over time, the Group determines the appropriate method of measuring progress for purposes of recognizing license revenue. The Group evaluates the measure of progress each reporting period and, if necessary, adjusts the measure of performance and related revenue recognition.

Research and development services
The Group has an arrangement with its partner that includes deploying its employees for research and development activities. The Group assesses if these research and development activities are considered distinct in the context of the respective contract and, if so, they are accounted for as a separate performance obligation. This revenue is calculated based on the costs incurred (input method) in accordance with the respective contract and recorded within "Revenue from contract with customer" over time as the activities are performed.

Contract balances
The Group receives payments and determines credit terms from its customers for its various performance obligations based on billing schedules established in each contract. The actual timing of the income recognition, billings and cash collections may result in other current receivables, accrued revenue (contract assets), and deferred revenue (contract liabilities) being recorded on the balance sheet. Amounts are recorded as other current receivables when the Group's right to consideration is unconditional. The Group does not assess whether a contract has a significant financing component if the expectation at contract inception is such that the period between payment by the customer and the transfer of the promised goods or services to the customer will be one year or less.

Under IFRS 15, the Group mainly recognizes as revenue its non-refundable license fees, milestone, research activities and royalties when its customer obtains control of promised services, in an amount that reflects the consideration which the Group expects to receive in exchange for those rendered services. At contract inception, once the contract is determined to be within the scope of IFRS 15, the Group assesses the services promised within each contract and determine those that are performance obligations and assess whether each promised service is distinct. The Group uses the most likely method to estimate any variable consideration and include such consideration in the amount of the transaction price based on an estimated stand-alone selling price. Revenue is recognized for the respective performance obligation when (or as) the performance obligation is satisfied.

2.17 Finance income and expense

Interest received or paid on cash and cash equivalents are classified in the statement of cash flows under financing activities.

2.18 Leases

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (less than USD 5 thousand). For these leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments as from the commencement date of the lease until the expected termination date. In determining the lease term, management consider all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Extension option are only considered if the lease is reasonably certain to be extended. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances, that is within the control of the lessees, occurs.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. They are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease. The right-of-use assets are presented as a separate line in the consolidated statement of financial position. All lease payments on leases are presented as part of the cash flow from financing activities, except for the short-term and low value leases cash flows, which are booked under operating activities.

2.19 Research and development

Research and development costs are expensed as incurred. Costs incurred on development projects are recognized as intangible assets when the following criteria are fulfilled:

- it is technically feasible to complete the intangible asset so that it will be available for use or sale;
- management intends to complete the intangible asset and use or sell it;
- there is an ability to use or sell the intangible asset;
- it can be demonstrated how the intangible asset will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and
- the expenditure attributable to the intangible asset during its development can be reliably measured.

In the opinion of management, due to uncertainties inherent in the development of the Group's products, the criteria for development costs to be recognized as an asset, as prescribed by IAS 38, “Intangible Assets”, are not met.

3. Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk, credit risk, liquidity risk and capital risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. Risk management is carried out by the Group's finance department (Group Finance) under the policies approved by the Board. Group Finance identifies, evaluates and in some instances economically hedges financial risks in close co-operation with the Group's operating units. The Board provides written guidance for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest-rate risk, use of derivative financial instruments and non-derivative financial instruments, credit risk and investing excess liquidity.

Market risk and foreign exchange risk
The Group operates internationally and is exposed to foreign exchange risk arising from various exposures with respect to the Euro, US dollar and UK pound. Foreign exchange risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations. To manage foreign exchange risk Group Finance maintains foreign currency cash balances to cover anticipated future requirements. The Group's risk management policy is to economically hedge 50% to 100% of anticipated transactions in each major currency for the subsequent 12 months. The Group has a subsidiary in France and in United States of America, whose net assets are exposed to foreign currency translation risk. In 2024, a 10% increase or decrease in the EUR/CHF exchange rate would have resulted in a CHF 3,783 increase or decrease in net loss and shareholders’ equity as at December 31, 2024 (2023: a CHF 4,901 decrease or increase) a 10% increase or decrease in the GBP/CHF exchange rate would have resulted in a CHF 2,285 increase or decrease in net loss and shareholders’ equity as at December 31, 2024 (2023: a CHF 15,203 decrease or increase) and a 10% increase or decrease in the USD/CHF exchange rate would have resulted in a CHF 42,913 increase or decrease in net loss and shareholders’ equity as at December 31, 2024 (2023: CHF 166,581). The Group is not exposed to equity price risk or commodity price risk as it does not invest in these classes of investment.

Interest rate risk
The Group’s exposure to interest rate fluctuations is limited because the Group has no interest-bearing indebtedness.

Credit risk
Credit risk is managed on a Group basis. Credit risk arises from cash and cash equivalents and deposits with banks, as well as credit exposures to collaboration partners. The Group has a limited number of collaboration partners and consequently has a significant concentration of credit risk. The Group has policies in place to ensure that credit exposure is kept to a minimum and significant concentrations of credit risk are only granted for short periods of time to high credit quality partners. The Group's policy is to invest funds in low-risk investments including interest bearing deposits. For banks and financial institutions, only independently rated parties with a minimum rating of “A” are accepted (see note 6).

Liquidity risk
The Group's principal source of liquidity is its cash reserves which are obtained through the sale of new shares and to a lesser extent the sale of its research and development stage products. Group Finance monitors rolling forecasts of the Group’s liquidity requirements to ensure it has sufficient cash to meet operational needs. The ability of the Group to maintain adequate cash reserves to sustain its activities is highly dependent on the Group's ability to raise further funds from the licensing of its development stage products and the sale of new shares. Consequently, the Group is exposed to significant liquidity risk (see note 4).

3.2 Capital risk management

The Group is not regulated and not subject to specific capital requirements. The amount of equity depends on the Group’s funding needs and statutory capital requirements. The Group monitors capital periodically on an interim and annual basis. From time to time, the Group may take appropriate measures or propose capital increases to its shareholders to ensure the necessary capital remains intact. The Group did not have any short-term or long-term debt outstanding as of December 31, 2024 and 2023.
The ability of the Group to maintain adequate cash reserves to continue its activities is subject to risk as it is highly dependent on the Group’s ability to raise further funds from the sale of new shares.

The Group's objectives when managing capital based on its net debt are to safeguard the Group's ability to continue as a going concern in order to ensure the financing of successful research and development activities so that future profits can be generated and to maintain sufficient financial resources to mitigate against risks and unforeseen events.

A reconciliation of the net debt position is detailed as follows:

	Leases	Cash and cash equivalents	Other financial assets	Total
Net asset / (debt) as at January 1, 2023……	**(373,135)**	**6,957,086**	**3,165**	**6,587,116**
Cash flows……..……	281,793	(2,734,657)	(2,317)	(2,455,181)
Effect of modification to lease terms……...	(252,994)	-	-	(252,994)
Foreign exchange differences…..……...	-	(356,948)	-	(356,948)
Net asset / (debt) as at December 31, 2023……...	**(344,336)**	**3,865,481**	**848**	**3,521,993**
Cash flows……..……	73,688	(623,425)	5,648	(544,089)
Effect of modification to lease terms……	(23,940)	-	-	(23,940)
Disposal……	10,178	-	-	10,178
Assets transferred to Neurosterix Pharma Sàrl…….	242,416	-	-	242,416
Foreign exchange differences…..……...	-	99,682	-	99,682
Net asset / (debt) as at December 31, 2024…….	**(41,994)**	**3,341,738**	**6,496**	**3,306,240**

In addition, the maturity profile of the Group's financial liabilities is presented in the table below:

At December 31, 2024

	Less than 1 Year	1 to 5 Years	More than 5 Years	Total cash out flows	Carrying amount liabilities
Lease Liabilities……	9,240	38,499	-	**47,739**	**41,994**

At December 31, 2023

	Less than 1 Year	1 to 5 Years	More than 5 Years	Total cash out flows	Carrying amount liabilities
Lease Liabilities……	293,399	72,350	-	**365,749**	**344,336**

As of December 31, 2023, lease liabilities relate to the rent of laboratories, equipment, offices and related spaces used by the Group. Following the Neurosterix transaction executed on April 2, 2024 (note 23), the Group reduced the number of leases.

3.3 Fair value estimation

The nominal value less estimated credit adjustments of trade and other receivables, contract assets and payables are assumed to approximate to their fair values due to the short-term maturity of these instruments and are held at their amortized cost in accordance with IFRS 9. The fair value of other financial assets and liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

4. Material accounting estimates and judgments

The Group makes estimates and assumptions concerning the future. These estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities or may have had a significant impact on the reported results are disclosed below:

Going concern

The Group's accounts are prepared on a going concern basis. To date, the Group has financed its cash requirements primarily from share issuances, licensing certain of its research and development stage products and selling its allosteric modulator drug discovery technology platform with a portfolio of preclinical programs. The Group is a development-stage enterprise and is exposed to all the risks inherent in establishing a business. The Group expects that its existing cash and cash equivalents, at the issuance date of these consolidated financial statements will be sufficient to fund its operations and meet all of its obligations as they fall due, through mid-June 2026. The future viability of the Group is dependent on its ability to raise additional capital through public or private financings or collaboration agreements to finance its future operations, which may be delayed due to reasons outside of the Group's control including health pandemics and geopolitical risks. The sale of additional equity may dilute existing shareholders. The inability to obtain

funding, as and when needed, would have a negative impact on the Group's financial condition and ability to pursue its business strategies. If the Group is unable to obtain the required funding to run its operations and to develop and commercialize its product candidates, the Group could be forced to delay, reduce or stop some or all of its research and development programs to ensure it remains solvent. Management continues to explore options to obtain additional funding, including through collaborations with third parties related to the future potential development and/or commercialization of its product candidates. However, there is no assurance that the Group will be successful in raising funds, closing collaboration agreements, obtaining sufficient funding on terms acceptable to the Group, or if at all, which could have a material adverse effect on the Group's business, results of operations and financial condition.

The Business of the Group could be adversely affected by health pandemics and geopolitical risks
The business of the Group could be adversely affected by health epidemics and geopolitical risks in regions where the Group or partners have concentrations of clinical trial sites or other business operations and could cause significant disruption in the operations of third-party manufacturers and CROs upon whom the Group or partners rely. Health pandemics may pose the risk that the Group, employees, contractors, collaborators, and partners may be prevented from conducting certain pre-clinical tests, clinical trials or other business activities for an indefinite period of time, including due to travel restrictions, quarantines, "stay-at-home" and "shelter-in-place" orders or shutdowns that have been or may in the future be requested or mandated by governmental authorities. For example, the COVID-19 pandemic has impacted the business of the Group and clinical trials led by the Group or partners, including as a result of delays or difficulties in clinical site initiation, difficulties in recruiting and retaining clinical site investigators and clinical site staff and interruption of the clinical supply chain or key clinical trial activities, such as clinical trial site monitoring, and supply chain interruptions caused by restrictions for the supply of materials for drug candidates or other materials necessary to manufacture product to conduct clinical and preclinical tests. Geopolitical risks such as Russia-Ukraine war or Middle East conflict may create global security concerns including the possibility of an expanded regional or global conflict and potential ramifications such as disruption of the supply chain including research and development activities being conducted by the Group and its strategic partners. Delays in research and development activities of the Group and its partners could increase associated costs and, depending upon the duration of any delays, require the Group and its partners to find alternative suppliers at additional expense. In addition, Russia-Ukraine war has had significant ramifications on global financial markets, which may adversely impact the ability of the Group to raise capital on favorable terms or at all.

Discontinued operations related to the Neurosterix Transaction
On April 2, 2024, the Group sold a part of its business constituting its allosteric modulator drug discovery technology platform and a portfolio of preclinical programs (note 23). As a consequence, the Group recognized discontinued operations in the statements of profit or loss under "net profit or loss from discontinued operations" for the twelve-month period ended December 31, 2024 and 2023 respectively, in accordance with IFRS 5. The Group identified as well, cash flows from discontinued operations for the twelve-month period ended December 31, 2024 and 2023, respectively (note 23). The identification of discontinued operations may require some degree of judgement.

Investments accounted for using the equity method
The Group received an equity interest of 20% in Neurosterix US Holdings LLC as part of the Neurosterix Transaction. The initial recognition of the investment has been accounted at a fair value based on a financial valuation of Neurosterix's Group. This carrying amount is going to be increased or decreased to recognize the share of profit or loss of Neurosterix's Group and tested for impairment whenever events or changes in circumstances indicate that it may not be recoverable.

Revenue recognition
Revenue is primarily from fees related to licenses, milestones and research services. Given the complexity of the relevant agreements, judgements are required to identify distinct performance obligations, allocate the transaction price to these performance obligations and determine when the performance obligations are met. In particular, the Group's judgement over the estimated stand-alone selling price which is used to allocate the transaction price to the performance obligations is disclosed in note 16.

Grants
Grants are recorded at their fair value when there is reasonable assurance that they will be received and recognized as income when the Group has satisfied the underlying grant conditions. In certain circumstances, grant income may be recognized before explicit grantor acknowledgement that the conditions have been met.

Accrued research and development costs
The Group records accrued expenses for estimated costs of research and development activities conducted by third party service providers. The Group records accrued expenses for estimated costs of research and development activities based upon the estimated amount of services provided, but not yet invoiced, and these costs are included in accrued expenses on the balance sheets and within research and development expenses in the statements of profit or loss. These costs are a significant component of research and development expenses. Accrued expenses for these costs are recorded based on the estimated amount of work completed in accordance with agreements established with these third parties. Due to the nature of estimates, the Group may be required to make changes to the estimates after a reporting period as it becomes aware of additional information about the status or conduct of its research activities.

Share-based compensation
The Group recognizes an expense for share-based compensation based on the valuation of equity incentive units using the Black-Scholes valuation model. A number of assumptions related to the volatility of the underlying shares and to the risk-free rate are made

in this model. Should the assumptions and estimates underlying the fair value of these instruments vary significantly from management's estimates, then the share-based compensation expense would be materially different from the amounts recognized. Had these assumptions been modified within their feasible ranges, i.e. a 20% increase or decrease in the volatility assumption for the twelve-month period ended December 31, 2024 (a 20% increase or decrease for the twelve-month period ended December 31, 2023) and a risk-free rate of 1 or 0.5 for the twelve-month period ended December 31, 2024 (1 or 0.5 for the twelve-month period ended December 31, 2023), and the Group calculated the share-based compensation based on the higher and lower values of these ranges, share-based compensation expense in 2024 would have been CHF 1.3 million or CHF 1.9 million, respectively (2023: CHF 1.3 million or CHF 2.1 million, respectively). This is compared to the total amount recognized as an expense in the statement of profit or loss for CHF 1.7 million in 2024 (2023: CHF 1.8 million). Additional information is disclosed in note 15.

Equity instruments
The group records in equity the pre-funded warrants sold to investors and the warrants granted to investors at a fair value calculated using Black-Scholes model.

Pension obligations
The present value of the pension obligations is calculated by an independent actuary and depends on a number of assumptions that are determined on an actuarial basis such as discount rates, future salary and pension increases, and mortality rates. Any changes in these assumptions will impact the carrying amount of pension obligations. The Group determines the appropriate discount rate at the end of each period. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability. Other key assumptions for pension obligations are based in part on current market conditions. Additional information is disclosed in note 21.

5. Segment information

Management has identified one single operating segment, related to the discovery, development and commercialization of small-molecule pharmaceutical products.

Information about products, services and major customers
External income of the Group for the years ended December 31, 2024 and 2023 is derived from the business of discovery, development and commercialization of pharmaceutical products. Income was earned from rendering of research services to a pharmaceutical company and grants earned.

Information about geographical areas
External income is exclusively recorded in the Swiss operating company.

Analysis of revenue from contract with customer and other income by nature is detailed as follows:

	2024	2023*
Collaborative research funding…….....	404,102	1,612,953
Other service income……....	5,940	4,235
Total ….……	**410,042**	**1,617,188**

Analysis of revenue from contract with customer and other income by major counterparties is detailed as follows:

	2024	2023*
Indivior PLC ……...	404,102	1,612,953
Other counterparties……	5,940	4,235
**Total ……..…….. **	**410,042**	**1,617,188**

For more detail, refer to note 16, “Revenue from contract with customer” and note 17 “Other Income”.

The geographical allocation of long-lived assets is detailed as follows:

	December 31, 2024	December 31, 2023
Switzerland……..…….....	7,136,602	406,946
France…….....	338	334
Total…….…….....	**7,136,940**	**407,280**

The geographical analysis of operating costs is as follows:

	2024	2023*
Switzerland	3,129,444	3,844,670
United States of America	31,276	11,117
France	4,555	4,368
Total operating costs (note 18)	**3,165,275**	**3,860,155**

There was capital expenditure of CHF 1,273 in 2024 and CHF 6,842 in 2023.

6. Cash and cash equivalents

	December 31, 2024	December 31, 2023
Cash at bank and on hand	3,341,738	3,865,481
Total cash and cash equivalents	**3,341,738**	**3,865,481**

Split by currency:

	December 31, 2024	December 31, 2023
CHF	80.84%	39.88%
USD	14.90%	56.22%
EUR	2.42%	3.03%
GBP	1.84%	0.87%
Total	**100.00%**	**100.00%**

The Group earns interest on USD cash and cash equivalents and invests its cash balances into a variety of current and deposit accounts mainly with two Swiss bank whose external credit rating is P-1/A-1.

All cash and cash equivalents were held either at banks or on hand as of December 31, 2024 and December 31, 2023.

Credit quality of cash and cash equivalents

The table below shows the cash and cash equivalents by credit rating of the major counterparties:

External credit rating of counterparty	December 31, 2024	December 31, 2023
P-1 / A-1	3,302,810	3,269,523
P-2 / A-1	6,681	286,399
Other	32,132	309,446
Cash on hand	115	113
Total cash and cash equivalents	**3,341,738**	**3,865,481**

External credit ratings of counterparties were obtained from Moody's (P-) or Standard & Poor's (A-).

7. Other current assets

	December 31, 2024	December 31, 2023
Other financial assets	6,496	848
Trade and other receivables	15,513	110,361
Contract asset (Indivior PLC)	-	40,907
Prepayments	169,649	217,008
Other current assets	7,967	-
Total other current assets	**199,625**	**369,124**

Other current assets decreased by CHF 0.2 million as of December 31, 2024 compared to December 31, 2023 mainly due to a decrease of CHF 0.1 million in the trade and other receivables whose evolution is driven by the termination of the research agreement with Indivior on June 30,2024.The Group applies the IFRS 9 simplified approach to measuring expected credit losses ("ECL"), which uses a lifetime expected loss allowance for all contract assets, trade receivables and other receivables. The Group has considered that the contract asset, trade receivables and other receivables have a low risk of default based on historic loss rates and forward-looking information on macroeconomic factors affecting the ability of the third parties to settle invoices. As a result, expected loss allowance has been deemed as nil as of December 31, 2024 and December 31, 2023.

8. Right-of-use assets

Year ended December 31, 2023	Properties	Equipment	Total
Opening net book amount	353,097	4,516	357,613
Depreciation charge	(277,885)	(2,708)	(280,593)
Effect of lease modifications	253,312	-	253,312
Closing net book amount	**328,524**	**1,808**	**330,332**

As of December 31, 2023	Properties	Equipment	Total
Cost	1,725,162	13,542	1,738,704
Accumulated depreciation	(1,396,638)	(11,734)	(1,408,372)
Net book value	**328,524**	**1,808**	**330,332**

Year ended December 31, 2024	Properties	Equipment	Total
Opening net book amount	328,524	1,808	330,332
Depreciation charge	(73,337)	(677)	(74,014)
Effect of lease modifications	23,940	-	23,940
Disposals	(7,408)	-	(7,408)
Assets transferred to Neurosterix Pharma Sàrl	(230,141)	(1,131)	(231,272)
Closing net book amount	**41,578**	**-**	**41,578**

As of December 31, 2024	Properties	Equipment	Total
Cost	111,642	-	111,642
Accumulated depreciation	(70,064)	-	(70,064)
Net book value	**41,578**	**-**	**41,578**

The gross value of the right of use assets decreased by CHF 1,627,062 between December 31, 2023, and December 31, 2024, primarily due to the transfer of assets to Neurosterix Group on April 2, 2024 (note 23). As a consequence, the depreciation charge has been reduced. For the year ended December 31, 2024, the Group recorded a depreciation charge of CHF 0.1 million (2023: CHF 0.2 million) as part of research and development expenses and close to nil (2023: CHF 0.1 million) as part of general and administration expenses.

The total cash outflows for the principal element of lease payment amounted to CHF 0.1 million for the year ended December 31, 2024 and CHF 0.3 million for the year ended December 31, 2023. The maturity analysis of lease liabilities is presented under note 3.2.

9. Property, plant and equipment

Year ended December 31, 2023	Equipment	Furniture & fixtures	Chemical library	Total
Opening net book amount	41,121	-	-	41,121
Additions	6,842	-	-	6,842
Depreciation charge	(25,359)	-	-	(25,359)
Closing net book amount	**22,604**	**-**	**-**	**22,604**

As of December 31, 2023	Equipment	Furniture & fixtures	Chemical library	Total
Cost	1,721,251	7,564	1,207,165	2,935,980
Accumulated depreciation	(1,698,647)	(7,564)	(1,207,165)	(2,913,376)
Net book value	**22,604**	**-**	**-**	**22,604**

Year ended December 31, 2024	Equipment	Furniture & fixtures	Chemical library	Total
Opening net book amount…….……..	22,604	-	-	22,604
Additions……..……....	1,273	-	-	1,273
Depreciation charge……..……..	(3,759)	-	-	(3,759)
Assets transferred to Neurosterix Pharma Sàrl…….	(18,987)	-	-	(18,987)
Closing net book amount……..	**1,131**	**-**	**-**	**1,131**

As of December 31, 2024	Equipment	Furniture & fixtures	Chemical library	Total
Cost……..……....	84,775	-	-	84,775
Accumulated depreciation…….....	(83,644)	-	-	(83,644)
Net book value……..……..	**1,131**	**-**	**-**	**1,131**

The gross value of property, plant and equipment decreased by CHF 2,851,205 between December 31, 2023 and December 31, 2024, primarily due to the transfer of fixed assets to Neurosterix Group on April 2, 2024 for a gross amount of CHF 2,596,458 and disposals amounting to CHF 256,020.

For the year ended December 31, 2024, the Group recorded a depreciation charge of CHF 3,096 (2023: CHF 22,572) as part of research and development expenses and CHF 663 (2023: CHF 2,787) as part of general and administration expenses.

10. Intangible assets

Period ended December 31, 2024	Service agreement	Total
Opening net book amount……..……,...	-	-
Additions……..……....	182,348	182,348
Depreciation charge……..……	(182,348)	(182,348)
Closing net book amount……..	**-**	**-**

As of December 31, 2024	Service agreement	Total
Cost……..……....	182,348	182,348
Accumulated depreciation…….....	(182,348)	(182,348)
Net book value……..……	**-**	**-**

The service agreement relates to staff and infrastructure provided by Neurosterix Pharma Sàrl at zero cost in accordance with the Neurosterix Transaction (note 23). The depreciation charge was recognized at the rate at which these services were provided.

11. Non-current financial assets

	December 31, 2024	December 31, 2023
Security rental deposits……...	7,089	54,344
Total non-current financial assets…….	**7,089**	**54,344**

Security rental deposits relate to office space. The applicable interest rate to such deposits is immaterial, and therefore, the value approximates amortized cost.

12. Payables and accruals

	December 31, 2024	December 31, 2023
Trade payables……..	253,290	984,384
Social security and other taxes……..……..	22,649	164,609
Accrued expenses……..……..	518,848	1,235,357
Total payables and accruals……	**794,787**	**2,384,350**

All payables mature within 3 months. Accrued expenses and trade payables primarily relate to R&D services from contract research organizations, consultants and professional fees. The total amount of payables and accruals decreased by CHF 1.6 million as of

December 31, 2024 compared to December 31, 2023 mainly due to the sale of a part of our business on April 2, 2024 (note 23). The carrying amounts of payables do not materially differ from their fair values, due to their short-term nature.

13. Deferred income

The Group expects the deferred income to be recognized as follows:

	December 31, 2024	December 31, 2023
Expected income recognition in year one after the balance sheet date	-	234,978
Expected income recognition in year two after the balance sheet date	-	89,232
Total deferred income	**-**	**324,210**

The deferred income relates to a grant from Eurostars/Innosuisse. See note 17 “other income” for further information related to the Eurostars/Innosuisse project.

14. Share capital

	Number of shares		
	Common shares	Treasury shares	Total
Balance as of January 1, 2023	**115,348,311**	**(38,214,291)**	**77,134,020**
Issue of shares - treasury shares	32,900,000	(32,900,000)	-
Issue of shares - exercise ESOP	12,527,235	-	12,527,235
Sale of shares under shelf registration	-	7,999,998	7,999,998
Exercise of pre-funded warrants [1]	23,578,950	-	23,578,950
Sale of shares under sale agency agreement	-	4,006,373	4,006,373
Net purchase of shares under liquidity agreement	-	(43,872)	(43,872)
Acquisition of shares forfeited from DSPPP	-	(7,311)	(7,311)
Balance as of December 31, 2023	**184,354,496**	**(59,159,103)**	**125,195,393**
Shares reclassed as treasury shares under IFRS 2	-	(29,958,807)	(29,958,807)
Balance as of December 31, 2023 IFRS 2	**184,354,496**	**(89,117,910)**	**95,236,586**

[1] In accordance with Swiss law, the issuance of 6,120,000 new shares through the exercise of pre-funded warrants from December 12, 2023 to December 31, 2023, have been registered in the commercial register on February 20, 2024. As of December 31, 2023, the amount of the share capital as registered in the commercial register is CHF 1,782,344.96 divided into 178,234,496 shares.

	Number of shares		
	Common shares	Treasury shares	Total
Balance as of January 1, 2024 [1]	**184,354,496**	**(59,159,103)**	**125,195,393**
Sale of shares under sale agency agreement	-	3,050,665	3,050,665
Net sale of shares under liquidity agreement	-	55,450	55,450
Acquisition of shares forfeited from DSPPP	-	(8,539)	(8,539)
Balance as of December 31, 2024	**184,354,496**	**(56,061,527)**	**128,292,969**
Shares reclassed as treasury shares under IFRS 2	-	(29,950,268)	(29,950,268)
Balance as of December 31, 2024 IFRS 2	**184,354,496**	**(86,011,795)**	**98,342,701**

[1] In accordance with Swiss law, the issuance of 6,120,000 new shares through the exercise of pre-funded warrants from December 12, 2023 to December 31, 2023, have been registered in the commercial register on February 20, 2024. As of January 1, 2024, the amount of the share capital as registered in the commercial register is CHF 1,782,344.96 divided into 178,234,496 shares.

As of December 31, 2024, 128,292,969 shares were outstanding excluding 56,061,527 treasury shares directly held by Addex Pharma SA and including 29,950,268 outstanding shares benefiting from our DSPPP, considered as treasury shares under IFRS 2 (see note 15). As of December 31, 2023, 125,195,393 shares were outstanding excluding 59,159,103 treasury shares directly held by Addex Pharma SA and including 29,958,807 outstanding shares benefiting from our DSPPP, considered as treasury shares under IFRS 2 (see note 15). All shares have a nominal value of CHF 0.01.

The Group maintains a liquidity agreement with Kepler Cheuvreux (“Kepler”). Under the agreement, the Group has provided Kepler with cash and shares to enable them to buy and sell the Company’s shares. As of December 31, 2024, 116,622 (December 31, 2023: 172,072) treasury shares are recorded under this agreement in the treasury share reserve and CHF 6,496 (December 31, 2023: CHF 848) is recorded in other financial assets.

During the year 2024, the Group sold 3,050,665 treasury shares under the sale agency agreement with Kepler Cheuvreux at an average price of CHF 0.08 per share for gross proceeds of CHF 235,257 (during the year 2023, the Group sold 4,006,373 treasury shares at an average price of CHF 0.30 per share for gross proceeds of CHF 1,193,074).

On February 20, 2024, in accordance with Swiss law, the company registered in the commercial register 6,120,000 new shares issued out of conditional capital from December 12, 2023 to December 31, 2023 following the exercise of pre-funded warrants granted to one institutional investor on April 3, 2023.

On December 13, 2023, the company increased its capital from CHF 1,329,483 to CHF 1,782,345 by the issuance of 45,286,185 new registered shares at a nominal value of CHF 0.01 per share. Of these shares, 29,986,185 has been issued out of our conditional capital including 17,458,950 shares issued following the exercise of pre-funded warrants granted in the offering executed in April 2023 and 12,527,235 shares issued through the exercise of equity incentive units at a strike price of CHF 0.043 by Board Members, Executive Managers and employees on November 27, 2023. The payment of the strike price has been deferred under the Group's staff retention deferred strike price payment plan ("DSPPP") and consequently, under IFRS 2, the 12,527,235 shares issued from the exercise of equity incentive units are considered as treasury shares. The 12,527,235 shares are considered to be legally owned by the exercising equity incentive unit holders on November 27, 2023. The remaining 15,300,000 shares have been issued from the capital band of the company and fully subscribed by its 100% owned subsidiary Addex Pharma SA at the nominal value of CHF 0.01.

On October 23, 2023, the ADS ratio was changed from one ADS to six shares to a new ratio of one ADS to one hundred and twenty shares. The ADS ratio change had the same effect as a one to twenty ADS reverse split and except as otherwise indicated, all information in these consolidated financial statements gives retroactive effect to the ADS Ratio Change.

On June 14, 2023, the Company increased its capital from CHF 1,153,483 to CHF 1,329,483 through the issuance of 17,600,000 new shares from its capital band to its 100% owned subsidiary, Addex Pharma SA, at the nominal value of CHF 0.01. These shares are held as treasury shares; hence the operation does not impact the outstanding share capital.

On April 3, 2023, the Group entered into a securities purchase agreement with an institutional investor. The Group sold 7,999,998 treasury shares in the form of ADSs at a price of USD 0.16 (CHF 0.14) per share equivalent to USD 19.00 per ADS (CHF 17.20 per ADS) and 23,578,950 pre-funded warrant shares in the form of ADSs at a price of USD 0.16 (CHF 0.14 per share) equivalent to USD 18.80 (CHF 17.02) per ADS totally exercised as of December 31, 2023. As a consequence, 23,578,950 new shares have been issued from conditional capital of which 6,120,000 have been registered in the commercial register on February 20, 2024 in accordance with Swiss law. The total gross proceeds from the offering amounted to USD 5.0 million (CHF 4.5 million) and directly attributable share offering costs of CHF 0.2 million were recorded as a deduction in equity. In addition, the Group granted the institutional investor, 31,578,948 warrant shares exercisable in the form of ADSs with an exercise price of USD 0.17 (CHF 0.15) per share equivalent to USD 20.00 (CHF 18.11) per ADS and an exercise period expiring on April 5, 2028. The fair value of the warrant shares amounts to CHF 1.78 million and has been recorded in equity as a cost of the offering. The Group also reduced the price to USD 0.17 (CHF 0.15) per share equivalent to USD 20.00 (CHF 18.11) per ADS and extended the exercise period to April 5, 2028 of 9,230,772 warrant shares exercisable in the form of ADSs and 15,000,000 warrant shares exercisable in the form of ADSs granted in the securities purchase agreement signed on December 16, 2021 and July 22, 2022, respectively. Therefore, the institutional investor holds a total of 55,809,720 warrant shares exercisable in the form 465,081 warrant ADSs with an exercise price of USD 0.17 (CHF 0.15) per share equivalent to USD 20.00 (CHF 18.11) per ADS, expiring on April 5, 2028. Additionally, the amendments to the exercise conditions resulted in an increase in the total fair value of CHF 0.96 million that has been recorded in equity as a cost of the offering.

15. Share-based compensation

The total share-based compensation expense recognized as continuing operating costs in the statement of comprehensive profit or loss for equity incentive units granted to Board Members, Executive Managers, employees and consultants has been recorded under the following headings:

	2024	2023
Research and development……..……..	2,089	30,190
General and administration…….....	173,194	250,010
Total share-based compensation for continuing operations……	**175,283**	**280,200**

The total share-based compensation expense recognized as discontinued operating costs in the statement of comprehensive profit or loss under "net profit or loss from discontinued operations" for equity incentive units granted to Board Members, Executive Managers, employees and consultants has been recorded under the following headings:

	2024	2023
Research and development……..……..	113,709	540,470
General and administration…….....	213,972	973,797
Total share-based compensation for discontinued operations..…….	**327,681**	**1,514,267**

As part of the Neurosterix Transaction executed on April 2, 2024, the accelerated vesting of equity incentive units of employees and Executive Managers transferred to Neurosterix Pharma Sàrl amounted to CHF 1.2 million and was included in the net gain of the sale of activities (note 23).

Employee share option plans (ESOP)

The Company established an employee share option plan to provide incentives to directors, executives, employees and consultants of the Group.

During 2024, the Group granted 6,439,124 share options at an exercise price of CHF 0.05 with vesting over 4 years and a 10-year exercise period. Of these share options, 5,413,934 were granted to employees and Executive Managers transferred to Neurosterix Group on April 2, 2024 and the costs of the remaining vesting period were recognized as accelerated vesting under discontinued operations.

During 2023, the Group granted the following options with vesting over 4 years and a 10-year exercise period at the grant date as described in the table below. Grant conditions relating to the strike price have been amended during the year ended December 31, 2023.

	Strike price at grant date	Expiry date at grant date	Number of share options granted for continuing and discontinued operations	Number of share options repriced to CHF 0.043 on November 27 2023	Number of share options exercised under the DSPPP
January 1, 2023……	0.101	Dec. 31, 2032	436,677	-	-
May 12, 2023……	0.13	May 11, 2033	12,736,209	12,736,209	12,527,235
July 1, 2023……...	0.106	June 30, 2033	147,695	-	-
Total 2023……...			**13,320,581**	**12,736,209**	**12,527,235**

In 2023, 13,320,581 share options were granted of which 12,736,209 were repriced at a strike price of CHF 0.043 on November 27, 2023 and 12,527,235 have been exercised the same day under the DSPPP. Of these share options, 12,521,055 were granted to employees transferred to Neurosterix Group on April 2, 2024 and the costs of the remaining vesting period were recognized as accelerated vesting under discontinued operations.

Movements in the number of outstanding share options are as follows:

	Average strike price (CHF)	2024	Average strike price (CHF)	2023
At January 1……	0.32	1,570,346	0.55	777,000
Exercised under the DSPPP……	-	-	0.043	(12,527,235)
Granted……	0.05	6,439,124	0.13	13,320,581
Forfeited……...	0.05	(2,679)	-	-
At December 31…….	**0.10**	**8,006,791**	**0.32**	**1,570,346**

At December 31, 2024, of the outstanding 8,006,791 share options (2023: 1,570,346), 733,582 were exercisable (2023: 686,605).

The outstanding share options as at December 31, 2024 and 2023 have the following expiry dates:

At December 31, 2024	**Range of strike prices (CHF)**				
Expiry date	**0.043 to 0.106**	**0.13**	**0.14 to 0.99**	**1.00 to 3.00**	**Total**
2025……..	-	-	25,000	4,687	29,687
2027……..	-	56,655	11,385	7,241	75,281
2028……..	-	59,530	26,085	5,292	90,907
2029……..	-	-	-	110,500	110,500
2030……..	-	10,000	-	44,854	54,854
2031……..	-	40,000	-	73,888	113,888
2032……..	436,677	192,928	108,955	-	738,560
2033……..	356,669	-	-	-	356,669
2034……..	6,436,445	-	-	-	6,436,445
Total……	**7,229,791**	**359,113**	**171,425**	**246,462**	**8,006,791**

At December 31, 2023	Range of strike prices (CHF)				
Expiry date	**0.043 to 0.106**	**0.13**	**0.14 to 0.99**	**1.00 to 3.00**	**Total**
2025……..	-	-	25,000	4,687	29,687
2027……..	-	56,655	11,385	7,241	75,281
2028……..	-	59,530	26,085	5,292	90,907
2029……..	-	-	-	110,500	110,500
2030……..	-	10,000	-	44,854	54,854
2031……..	-	40,000	-	73,888	113,888
2032……..	436,677	192,928	108,955	-	738,560
2033……..	356,669	-	-	-	356,669
Total…….	**793,346**	**359,113**	**171,425**	**246,462**	**1,570,346**

The weighted average fair value of share options granted during 2024 determined using a Black-Scholes model was CHF 0.035 (2023: CHF 0.08). The significant inputs to the model were:

	2024	**2023**
Weighted average share price per share at the grant date…….....	CHF 0.057	CHF 0.140
Weighted average strike price per share……..	CHF 0.050	CHF 0.130
Weighted average volatility (1)….....	64.62%	58.16%
Weighted average expected option life (years)……	6.25	6.25
Dividend yield……...	-	-
Weighted average annual risk-free rate……	0.84%	0.86%

(1) The expected volatility is based on historical share prices of the company

Deferred Strike Price Payment Plan (DSPPP)

The Group has implemented a staff retention plan which includes a DSPPP which encourages Board Members, Executive Managers and employees to exercise their share options or equity sharing certificates and become shareholders of the Company by allowing the deferral of the obligation to pay the strike price until the earlier of the sale of the shares or 10 years. Shares received through the exercise of unvested share options are subject to sales restrictions reflecting the remaining vesting period of exercised equity incentive units. In the event of a change of control, bankruptcy of the Company or forced sale of the shares at a price below the strike price, the deferred strike price payment obligation is waived. Under IFRS 2, the DSPPP is considered to be a non-recourse loan and consequently the options are deemed to be exercised on the date that the loan is repaid. Therefore, neither the shares nor the loan, are outstanding until either the options are exercised by paying the exercise price for the shares (repaying the loan) or the options expire entirely after 10 years without any remaining obligation from the option holders. The DSPPP is considered to be a modification of the equity incentive plan and consequently, the shares issued from the exercise of equity incentive units ("DSPPP Shares") are recorded as treasury shares and associated share-based compensation is recognized over the remaining vesting period as if the equity incentive units had not been exercised. During the twelve-month period ending December 31, 2024, no options have been exercised through our DSPPP. During the twelve-month period ending December 31, 2023, 12,527,235 options have been exercised through our DSPPP. The modification of the equity incentive plan decreased the fair value by CHF 12,323. This decrease has not been recognized according to IFRS 2.

Movements in the number of DSPPP shares are as follows:

	Average deferred strike price payment (CHF)	**2024**	**Average deferred strike price payment (CHF)**	**2023**
At January 1……	0.09	29,958,807	0.13	17,438,883
Forfeited……...	0.09	(8,539)	0.13	(7,311)
Granted - exercise of ESOP & ESC……..	-	-	0.043	12,527,235
At December 31……	**0.099**	**29,950,268**	**0.09**	**29,958,807**

On November 27, 2023, Board Members, Executive Managers and employees exercised 12,527,235 equity incentive units at a strike price of CHF 0.043. At December 31, 2024, of the 29,950,268 DSPPP shares (2023: 29,958,807 DSPPP shares), 18,512,037 (2023:12,573,975) were not subjected to sales restrictions and 25,234,215 were related to employees and Executive Managers transferred to Neurosterix Group on April 2, 2024.

The DSPPP has the following expiry dates as at December 31, 2024 and 2023:

At December 31, 2024	Range of strike prices (CHF)		
Expiry date	**0.043**	**0.13**	**Total**
2033	-	17,427,207	17,427,207
2034	12,523,061	-	12,523,061
Total	**12,523,061**	**17,427,207**	**29,950,268**

At December 31, 2023	Range of strike prices (CHF)		
Expiry date	**0.043**	**0.13**	**Total**
2032	-	17,431,572	17,431,572
2033	12,527,235	-	12,527,235
Total	**12,527,235**	**17,431,572**	**29,958,807**

16. Revenue from contract with customer

License & research agreement with Indivior PLC

On January 2, 2018, the Group entered into an agreement with Indivior for the discovery, development and commercialization of novel GABAB PAM compounds for the treatment of addiction and other CNS diseases. This agreement included the selected clinical candidate, ADX71441. In addition, Indivior agreed to fund a research program at the Group to discover novel GABAB PAM compounds.

The contract contains two distinct material promises and performance obligations: (1) the selected compound ADX71441 which falls within the definition of a licensed compound, whose rights of use and benefits thereon was transferred in January 2018 and, (2) the research services to be conducted by the Group and funded by Indivior to discover novel GABAB PAM compounds for clinical development that may be discovered over the research term of the agreement and selected by Indivior.

Indivior has sole responsibility, including funding liability, for development of selected compounds under the agreement through preclinical and clinical trials, as well as registration procedures and commercialization, if any, worldwide. Indivior has the right to design development programs for selected compounds under the agreement. Through the Group's participation in a joint development committee, the Group reviews, in an advisory capacity, any development programs designed by Indivior. However, Indivior has authority over all aspects of the development of such selected compounds

Under terms of the agreement, the Group granted Indivior an exclusive license to use relevant patents and know-how in relation to the development and commercialization of product candidates selected by Indivior. Subject to agreed conditions, the Group and Indivior jointly own all intellectual property rights that are jointly developed and the Group or Indivior individually own all intellectual property rights that the Group or Indivior develop individually. The Group has retained the right to select compounds from the research program for further development in areas outside the interest of Indivior including chronic cough. Under certain conditions, but subject to certain consequences, Indivior may terminate the agreement.

In January 2018, the Group received, under the terms of the agreement, a non-refundable upfront fee of USD 5.0 million for the right to use the clinical candidate, ADX71441, including all materials and know-how related to this clinical candidate. In addition, the Group is eligible for payments on successful achievement of pre-specified clinical, regulatory and commercial milestones totaling USD 330 million and royalties on net sales of mid-single digits to low double-digits.

On February 14, 2019, Indivior terminated the development of their selected compound, ADX71441. Separately, Indivior funds research at the Group, based on a research plan to be mutually agreed between the parties, to discover novel GABAB PAM compounds. These future novel GABAB PAM compounds, if selected by Indivior, become licensed compounds. The Group agreed with Indivior to an initial research term and duration of two years with a funding of USD 4 million over the period for the Group's R&D costs incurred, that can be extended by twelve-month increments. R&D costs are calculated based on the costs incurred in accordance with the contract. Following Indivior's selection of one newly identified compound, the Group has the right to also select one additional newly identified compound. The Group is responsible for the funding of all development and commercialization costs of its selected compounds and Indivior has no rights to the Group's selected compounds. The initial two-year research term was expected to run from May 2018 to April 2020. In 2019, Indivior agreed to an additional research funding of USD 1.6 million, for the research period. On October 30, 2020, the research term was extended until June 30, 2021 and Indivior agreed to additional research funding of USD 2.8 million. Effective May 1, 2021, the research term was extended until July 31, 2022 and Indivior agreed additional research funding of CHF 3.7 million, of which CHF 2.7 million was paid to the Group and CHF 1.0 million paid directly by Indivior to third party suppliers that are supporting the funded research program. In August 2022, the research agreement was extended until March 31, 2023 and Indivior agreed to additional research funding of CHF 0.85 million. The reserved indications, where Addex retains exclusive rights to develop its own independent GABAB PAM program, have also been expanded to include chronic cough. Effective November 1, 2022, the research term was extended until June 30, 2023 and Indivior agreed to additional research funding of CHF 0.95 million. Effective July 1, 2023, the research agreement with Indivior has been extended until June 30, 2024 and Indivior committed additional research funding of CHF 2.7 million including CHF 1.1 million paid to the Group and CHF 1.6 million paid directly

by Indivior to third party suppliers that are supporting the funded research program. On August 27, 2024, Indivior selected a compound for future development in substance use disorder and undertakes all future development of their selected compound. Under the terms of the agreement, the Group has also exercised its right to select a compound to advance its own independent GABAB PAM program for the treatment of chronic cough.

For the year ended December 31, 2024, the Group recognized CHF 0.4 million as revenue in continuing operations (2023: CHF 1.6 million). The combined amount of contract asset and trade receivable was close to nil as of December 31, 2024 (December 31, 2023: CHF 0.1 million).

Janssen Pharmaceuticals Inc. (formerly Ortho-McNeil-Janssen Pharmaceuticals Inc.)

On December 31, 2004, the Group entered into a research collaboration and license agreement with Janssen Pharmaceuticals Inc. (JPI). In accordance with this agreement, JPI has acquired an exclusive worldwide license to develop mGlu2 PAM compounds for the treatment of human health. The Group is eligible to receive up to EUR 109 million in success-based development and regulatory milestone, and low double-digit royalties on net sales. The Group considers these various milestones to be variable considerations as they are contingent upon achieving uncertain, future development stages and net sales. For this reason, the Group considers the achievement of the various milestones as binary events that will be recognized as revenue occurs.

In 2024, Janssen completed a Phase 2a proof of concept clinical trial of ADX71149 in epilepsy patients that did not achieve statistical significance for the primary endpoint of time for patients to reach baseline seizure count when ADX71149 was added to standard of care and decided to terminate the development of ADX71149. On April 17, 2025, the Group announced that the license agreement had been terminated and the program and all related intellectual property has been returned to the Group.

No amounts have been recognized under this agreement in 2024 and 2023.

17. Other income

Under grant agreements with Eurostars/Innosuisse the Group was required to complete specific research activities within a defined period of time. The Group's funding was fixed and received based on the satisfactory completion of the agreed research activities and incurring the related costs.

In September 2023, the Group was awarded a grant of CHF 0.5 million by Eurostars/Innosuisse to support the mGlu2 NAM program of which CHF 0.3 million were received in December 2023. The Group recognized CHF 38,401 from January 1, 2024 to April 2, 2024, the date when the program was transferred to Neurosterix Pharma Sàrl and recorded as discontinued operations (note 23). The remaining funds and deferred income of CHF 0.3 million recorded as assets and liabilities held for sale as of April 2, 2024, has been transferred to Neurosterix Pharma Sàrl.

The Group additionally recognized other income from IT consultancy agreements.

18. Operating costs

	2024	2023*
Staff costs (note 19)……....	242,591	238,527
Depreciation (notes 8/9)…..…….....	192,698	11,752
External research and development costs…….....	435,189	942,714
Patent maintenance and registration costs…….....	283,382	229,227
Professional fees……...	1,206,813	1,163,839
D&O insurance……..	225,772	628,595
Other operating costs…….……....	578,830	645,501
Total operating costs……	**3,165,275**	**3,860,155**

The evolution of the total operating costs is mainly driven by external research and development costs and professional fees.

During the year ended December 31, 2024, total operating costs recognized as continuing operations decreased by CHF 0.7 million compared to the year ended December 31, 2023, primarily due to decreased external research and development cost of CHF 0.5 million and lower D&O insurance of CHF 0.4 million, partially offset by increased depreciation of CHF 0.2 million related to the intangible asset recorded at the fair value of the service agreement provided at zero cost (note 10).

During the year ended December 31, 2023 and 2024, total operating costs recognized as discontinued operations amounted to CHF 8.1 million and CHF 2.0 million respectively and primarily related to staff costs and external research and development costs (note 23).

19. Staff costs

	2024	2023*
Wages and salaries……..	243,629	176,815
Social charges and insurances…..……...	26,843	19,572
Value of share-based services (note 15)…….....	17,544	29,921
Retirement benefit (note 21)…..……	(45,425)	12,219
Total staff costs……..…….....	**242,591**	**238,527**

During the year ended December 31, 2024, staff costs recognized as continuing operations remained stable at CHF 0.2 million compared to the year ended December 31,2023. During the year ended December 31, 2023 and 2024, staff costs recognized as discontinued operations amounted to CHF 5.1 million and CHF 1.4 million, respectively (note 23).

20. Taxes

	December 31, 2024	December 31, 2023
Net (loss) from continuing operations before tax……..	(4,909,342)	(2,500,153)
Net gain / (loss) before tax of discontinued operations	11,965,129	(8,056,074)
Net gain / (loss) before tax…….	**7,055,787**	**(10,556,227)**
Tax calculated at a tax rate of 14.70% for 2024 (13.99% for 2023)……	(1,037,201)	1,476,816
Effect of different tax rates in USA and France……..	4,755	1,658
Deductible expenses charged against equity for issuance of shares…….	1,758	37,374
Sale of treasury shares by a subsidiary, recognized as financial loss (income) in standalone financial statements……..	(30,103)	485,867
Net loss incurred by Neurosterix Pharma Sàrl from March 19 2024 to April 1, 2024 [1]……..	79,270	-
Expenses not deductible for tax purposes…….	(229,815)	(321,494)
Permanent difference related to investments accounted for using the equity method…….	320,042	-
Other temporary differences……...	-	(1,836)
Total tax not recognized as deferred tax (asset) / liability	**891,294**	**(1,678,385)**
Income tax expense for continuing operations…….	-	-
Income tax expense for discontinued operations……	-	-

[1] The Group lost the control of its subsidiary Neurosterix Pharma Sàrl on April 2, 2024, as part of the divestment of a part of its business (note 23).

The Group has decided not to recognize any deferred income tax assets at December 31, 2024 or 2023. The key factors which have influenced management in coming to this evaluation are the fact that the Group has not yet a history of making profits due to the stage development of its drug products. The net profit of CHF 7.1 million recognized on December 31, 2024 was primarily due to the sale of a part of the business of the Group to Neurosterix Group, generating a discontinued net gain before tax of CHF 11.97 million (note 23). The amount of deferred income tax assets that arises from sources other than tax losses carried forward and the amount of deferred income tax liabilities remain insignificant compared to the unrecognized tax losses carried forward as of December 31, 2024.

The tax losses carried forward by the Group and their respective expiry dates are as follows:

	December 31, 2024	December 31, 2023
2024……	-	290,949
2025……	3,586,490	3,586,490
2026……	23,467,840	23,467,840
2027……	12,590,566	12,590,566
2028……	28,427,419	28,427,419
2029……	65,365,173	65,365,173
2030……	33,835,017	19,766,179
2031……	8,224,914	-
Total unrecorded tax losses carry forwards……..	**175,497,419**	**153,494,616**

As of December 31, 2024, the unrecorded tax losses carried forward amounted to CHF 175,497,419 (2023: CHF 153,494,616). The tax losses carried forward expiring in 2030 increased by CHF 14.0 million following one final tax return received from Swiss tax administration in 2024.

21. Retirement benefit obligations

Apart from the social security plans fixed by the law, the Group sponsors an independent pension plan. The Group has contracted with Swiss Life for the provision of occupational benefits. All benefits in accordance with the regulations are reinsured in their entirety with Swiss Life within the framework of the corresponding contract. This pension solution fully reinsures the risks of disability, death and longevity with Swiss Life. Swiss Life invests the vested pension capital and provides a 100% capital and interest guarantee. The pension plan is entitled to an annual bonus from Swiss Life comprising the effective savings, risk and cost results. Although, as is the case with many Swiss pension plans, the amount of ultimate pension benefit is not defined, certain legal obligations of the plan create constructive obligations on the employer to pay further contributions to fund an eventual deficit; this results in the plan nevertheless being accounted for as a defined benefit plan. All employees are covered by this plan, which is a defined benefit plan. Retirement benefits are based on contributions, computed as a percentage of salary, adjusted for the age of the employee and shared approximately 43% / 57% by employee and employer in 2024. In addition to retirement benefits, the plans provide death and long-term disability benefits to its employees. Liabilities and assets are revised every year by an independent actuary. Assets are held in the insurance company. In accordance with IAS 19 (revised), plan assets have been estimated at fair market values and liabilities have been calculated according to the "projected unit credit" method. The Group paid pension contributions related to continuing activities for CHF 34,686 in 2024 (2023: CHF 23,454) and recognized a net gain of CHF 45,425 in the statement of Profit or Loss in 2024 primarily due the modification of the plans effective on April 1, 2024.

Employment benefit obligations

The amounts recognized in the balance sheet are determined as follows:

	December 31, 2024	December 31, 2023
Defined benefit obligation……..……..……...	(2,108,384)	(9,138,045)
Fair value of plan assets…….……..	1,944,133	8,694,521
Shortfall on Funded status……	**(164,251)**	**(443,524)**

The shortfall on funded status amounted to CHF 164,251 and CHF 443,524 as of December 31, 2024 and 2023, respectively and decreased by CHF 0.3 million between both periods primarily due to a reduced number of employees due to the sale of a part of our business on April 2, 2024 (note 23).

The amounts recognized as continuing operations in the statement of comprehensive profit or loss are as follows:

	2024	2023
Current service cost…….……	(20,383)	(13,835)
Past service cost…….……..……	66,273	1,348
Interest cost……..……..……..	(23,182)	(8,797)
Interest income……..…….....	22,717	9,065
**Company pension gain / (cost) (note 19)…….....	**45,425**	**(12,219)**

The past service cost of CHF 66,273 recognized in 2024 is primarily due to the modification of pension plans effective on April 1, 2024.

The amounts recognized as discontinued operations in the statement of comprehensive profit of loss under “net profit or loss from discontinued operations” are as follows:

	2024	2023
Current service cost…….……	(59,730)	(254,667)
Past service cost…….……..……	20,296	25,551
Interest cost……..……..……..	(34,030)	(166,812)
Interest income……..…….....	30,971	171,895
**Company pension amount (note 23)…….....	**(42,493)**	**(224,032)**

Pension costs related to discontinued activities decreased by CHF 0.2 million between the twelve-month periods ended December 31 2024 and 2023, primarily due to the transfer of the employees to Neurosterix Group in April, 2024. In addition, this transfer generated a positive past service cost of CHF 433,791 recognized in the statement of profit and loss under “net profit or loss from discontinued operations” as net gain related to the sale of activities (note 23).

The movements in the defined benefit obligations during the year are as follows:

	2024	2023
Defined benefit obligation at beginning of year.....	(9,138,045)	(7,682,529)
Current service cost…….....	(80,111)	(268,097)
Past service cost……..	520,360	26,899
Interest cost……..……..…..	(57,212)	(171,347)
Employee contributions…….……..	(70,748)	(250,290)
Actuarial (loss) / gain arising from changes in financial assumptions……..	(176,520)	(671,909)
Actuarial gain arising from changes in demographic assumptions……..	-	-
Actuarial gain on experience adjustment……..…	(184,372)	22,250
Benefits (paid) / deposited……..……..	7,078,264	(143,022)
Defined benefit obligations at end of year……..	**(2,108,384)**	**(9,138,045)**

The movements in the fair value of plan assets during the year are as follows:

	2024	2023
Fair value of plan assets at beginning of year…….....	8,694,521	7,867,835
Interest income…….....	53,688	180,960
Employee contributions……..…….….....	70,748	250,290
Employer contributions……..……..	92,285	298,490
Plan assets loss……..……..……..	111,155	(46,076)
Benefits paid / (deposited)…….……..……..	(7,078,264)	143,022
Fair value of plan assets at end of year…….	**1,944,133**	**8,694,521**

The defined benefit obligations and the fair value of the plan assets decreased between the twelve-month periods ended December 31, 2024 and 2023 primarily due to a reduced number of employees due to the sale of a part of our business on April 2, 2024 (note 23).

As of the date of the preparation of these consolidated financial statements, the 2024 annual report of the pension fund has not yet been issued, and therefore the detailed structures and assets held at December 31, 2024, are not currently available for presentation. However, the detailed assets held at December 31, 2023, which were reported to the Group on May 13, 2024 by its plan administrator, are as follows:

	December 31, 2023
Cash……	0.40%
Bonds…….....	46.36%
Equity instruments……	14.02%
Real estate…….....	24.55%
Mortgages…….....	12.30%
Derivatives……	2.37%
Total…….	**100.00%**

The principal actuarial assumptions used were as follows:

	December 31, 2024	December 31, 2023
Discount rate……..…….....	1.00%	1.50%
Mortality tables……..……	BVG2020 GT	BVG2020 GT
Salary growth rate…….	1.00%	1.20%
Pension growth rate……	0.00%	0.00%

The following sensitivity analysis shows the impact of increasing or decreasing certain assumptions on the defined benefit obligation of the Swiss pension plan:

- 0.25% increase or decrease in the discount rate would lead to a decrease of 3.99% (2023: 3.23%) or an increase of 4.64% (2023: 3.66%) in the defined benefit obligation.
- 0.25% increase or decrease in the interest rate on retirement savings capital would lead to an increase of 0.09% (2023: 0.76%) or a decrease of 0.08% (2023: 0.74%) in the defined benefit obligation.

- 0.25% increase or decrease in salaries would lead to an increase of 0.06% (2023: 0.08%) or a decrease of 0.03% (2023: 0.07%) in the defined benefit obligation; and
- +/-1 year in the life expectancy would lead to an increase of 1.54% (2023: 1.23%) or a decrease of 1.59% (2023: 1.28%) in the defined benefit obligation.

The discount rate and life expectancy were identified as significant actuarial assumptions for the Swiss pension plan.

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligations to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as that used in calculating the pension liability recorded on consolidated balance sheets.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

The estimated employer contributions to pension plans for the financial year 2025 amount to CHF 28,000.

The following table shows the components of the costs recognized in other comprehensive income, related to continuing operations:

	2024	2023
Actuarial (loss)/ gain on defined benefit obligation……	(224,221)	(32,545)
Actuarial loss on plan assets……..	21,832	(2,308)
Change in the effect of the asset ceiling ……	-	9,496
Total ……..…	**(202,389)**	**(25,357)**

The following table shows the components of the costs recognized in other comprehensive income, related to discontinued operations:

	2024	2023
Actuarial (loss)/ gain on defined benefit obligation……	(136,671)	(617,114)
Actuarial loss on plan assets……..	89,323	(43,768)
Change in the effect of the asset ceiling ……	-	180,810
Total ……..…	**(47,348)**	**(480,810)**

The following table shows the estimated benefit payments related to employee and employer contributions for the next ten years where the number of employees remains constant:

2025…..…..…..…..…..….....	106,000
2026…..…..…..…..…..….....	107,000
2027…..…..…..…..…..….....	107,000
2028…..…..…..…..…..….....	106,000
2029…..…..…..…..…..….....	106,000
2030-2034.....…..…..…..…..….....	444,000

22. Finance result, net

	2024	2023*
Interest income …….	9,165	63,964
Interest expense on leases…….....	(1,938)	(2,221)
Interest cost……..…….....	(1,609)	(1,644)
Foreign exchange net gain / (loss)……..……..	17,430	(317,285)
Finance result, net..……..……	**23,048**	**(257,186)**

The evolution of the finance result net related to continuing operations is primarily driven by foreign exchanges differences on U.S Dollar cash deposits whose amount has been reduced between the twelve-month period ended December 31, 2024 and 2023.

23. Discontinued operations

On February 8, 2024, the Group signed a non-binding term sheet with Perceptive Advisors related to the divestment of part of its business. On April 2, 2024, the sale became effective. The allosteric modulator drug discovery technology platform and a portfolio of preclinical programs have been divested to a new Swiss company, Neurosterix Pharma Sàrl that has received committed funding of

USD 63 million from a syndicate of investors led by Perceptive Advisors (Perceptive Xontogeny Venture Fund II L.P, Perceptive Life Sciences Master Fund Ltd and Acorn Bioventures 2, L.P) (the "Neurosterix Transaction" or "Transaction"). As part of the Transaction, the Group received gross proceeds of CHF 5.0 million in cash and an equity interest representing 20% of Neurosterix US Holdings LLC (note 1). The Group retained its partnerships with Janssen Pharmaceuticals, Inc. and Indivior PLC, as well as unpartnered clinical stage assets including dipraglurant for Parkinson's disease and post-stroke/TBI recovery and its preclinical GABAB PAM program for chronic cough. The Transaction includes the transfer of the associated R&D staff and infrastructure. As part of the Transaction, the Group and Neurosterix Pharma Sàrl entered into a service agreement which provides the Group with access to certain staff and infrastructure at zero cost to ensure the operation of the Group retained business.

As the allosteric modulator drug discovery technology platform and a portfolio of preclinical programs have been sold on April 2, 2024, such activities have been identified as discontinued operations for the year ended December 31, 2023 and for the period beginning on January 1, 2024 and terminating on April 1, 2024.

Financial performance of discontinued operations:

	2024	2023
Other income	**38,401**	**29,881**
Research and development	(1,337,936)	(5,716,857)
General and administration	(673,259)	(2,351,356)
Total operating costs	**(2,011,195)**	**(8,068,213)**
Operating loss	**(1,972,794)**	**(8,038,332)**
Finance expense	(5,672)	(17,742)
Net loss before tax	**(1,978,466)**	**(8,056,074)**
Income tax expense	-	-
Net loss from discontinued operations	**(1,978,466)**	**(8,056,074)**
Net gain / (loss) of the sale of activities after income tax	13,943,595	-
Total net gain / (loss) from Discontinued operations	**11,965,129**	**(8,056,074)**

Operating costs of discontinued operations:

	2024	2023
Staff costs	1,422,182	5,138,331
Depreciation	67,422	294,200
External research and development cost	333,278	1,805,708
Laboratory consumables	17,735	331,279
Patent maintenance and registration costs	62,563	140,906
Professional fees	38,271	-
Short-term leases	8,329	35,130
Other operating costs	61,415	322,659
Total discontinued operating costs	**2,011,195**	**8,068,213**

Discontinued operating costs are primarily driven by staff and external research and development costs.

Cash flows of discontinued operations:

	2024	2023
Net profit / (loss) from discontinued operations….	**11,965,129**	**(8,056,074)**
Adjustments for:		
Net gain on Neurosterix Transaction…….....	(13,943,595)	-
Value of share-based services……..	327,681	1,514,267
Post-employment benefits……..	(27,338)	(61,238)
Depreciation…….....	67,422	294,200
Net gain related to lease modifications…….	-	(318)
Finance cost net……	5,672	17,742
Decrease / (increase) in trade and other receivables….	12,702	111,829
Decrease / (Increase) in prepayments……..	(151,695)	26,065
Increase in other current assets……..	(7,967)	-
Increase / (decrease) in payables and accruals……	(811,126)	5,059
Increase / (decrease) in deferred income……..	(38,401)	324,210
Net cash flow used in operating activities.....	**(2,601,516)**	**(5,824,258)**
Net cash flow from / (used in) investing activities..		
Cash received from Neurosterix Transaction……	5,119,754	-
Legal fees paid for Neurosterix Transaction……..	(473,270)	-
Purchase of property, plant and equipment……..	-	(6,842)
Net cash from / (used) in investing activities……...	**4,646,484**	**(6,842)**
Cash flows used in financing activities……		
Principal element of lease payment….....	(63,772)	(270,294)
Interest paid……...	(5,672)	(17,742)
Net cash used in financing activities……	**(69,444)**	**(288,036)**
Net cash from / (used in) discontinued activities…	**1,975,524**	**(6,119,136)**

Net cash flow from discontinued activities amounts to CHF 2.0 million for the year ended December 31, 2024 and includes gross proceeds of CHF 5.0 million from the sale of activities partially offset by the net cash flow used in discontinued operating activities for CHF 2.6 million and legal fees of CHF 0.5 million paid for Neurosterix Transaction.

Details of the net gain of the sale of activities:

	2024
Consideration received	
Cash in from Neurosterix Pharma Sàrl sale……..	5,000,000
Fair value of Neurosterix US Holdings LLC's participation……	9,428,400
Net gain on Neurosterix Pharma Sàrl derecognition (IFRS10)……	539,250
Retirement benefit obligation of employees leaving the Group (IAS 19)……	433,791
Fair value of service agreement……	182,348
Net debt liabilities related to Neurosterix Pharma Sàrl (IFRS 16)……..	11,144
Total disposal consideration……...	**15,594,933**
Investment in Neurosterix Pharma Sàrl…….	(20,000)
Legal fees paid for Neurosterix Transaction……..	(473,269)
Accelerating vesting ESOP/DSPPP……...	(1,158,069)
Total costs related to activities sold……..	**(1,651,338)**
Net gain on sale before income tax……...	**13,943,595**
Income tax expense on gain……	-
Net gain on sale after income tax…….....	**13,943,595**

As of December 31, 2024, the net fair value of the sales of activities amounted to CHF 13.9 million including CHF 5.0 million in cash and CHF 9.4 million for the equity interest of 20% in Neurosterix US Holdings LLC.

24. Interests in associates

On April 2, 2024, the Group received an equity interest of 20% in Neurosterix US Holdings LLC domiciliated in the US and parent company of Neurosterix Pharma Sàrl as part of Neurosterix transaction (note 23). Neurosterix' Group primarily operates in Switzerland and uses Swiss franc as functional currency and US Dollars as presentation currency.

The carrying amount of the equity-accounted investment in Neurosterix' Group has changed as follows during the year ended December 31, 2024:

	2024
Balance as of January 1 …….....	**-**
Fair value of Neurosterix US Holdings LLC equity interest…….	9,428,400
Share of net loss of Neurosterix's Group……	(2,177,157)
Share of other comprehensive loss of Neurosterix's Group……...	(164,101)
Balance as of December 31	**7,087,142**

The summarized financial information of Neurosterix' Group is indicated as below in Swiss francs:

	December 31, 2024
Current assets…….....	19,488,067
Non-current assets…….	15,054,727
Current liabilities…….	2,332,589
Non-current liabilities…….....	709,052
Net assets (100%)…….	31,501,153
Group share of net assets (20%)……	6,300,231

The carrying amount of the equity-accounted investment in Neurosterix' Group amounts to CHF 7.1 million as of December 31, 2024, whilst at the same date the Group share of net assets in Neurosterix amounts to CHF 6.3 million. The difference of CHF 0.8 million is due to the fair value of the equity-accounted investment in Neurosterix initially assessed on April 2, 2024, using a financial valuation method.

	2024
Income…….....	298,379
Net loss for the period…….…….	(10,885,785)
Other comprehensive loss…….……	(820,507)
Total comprehensive loss……	(11,706,292)

25. Profit or loss per share

Basic profit or loss per share is calculated by dividing the profit or loss attributable to equity holders of the Company by the weighted average number of outstanding shares. Diluted profit per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of outstanding shares adjusted by outstanding options and warrants. Diluted loss per share is calculated excluding our options and warrants as they would be antidilutive and our treasury shares.

	2024	2023
Net loss from continuing operations….....	(4,909,342)	(2,500,153)
Net profit / (loss) from discontinued operations……	11,965,129	(8,056,074)
Net profit / (loss) attributable to equity holders of the company……	**7,055,787**	**(10,556,227)**
Basic profit / (loss) per share……	**0.07**	**(0.14)**
From continuing operations…..……	(0.05)	(0.03)
From discontinued operations…….....	0.12	(0.11)
Diluted profit / (loss) per share……	**0.04**	**(0.14)**
From continuing operations…..……	(0.05)	(0.03)
From discontinued operations…….....	0.07	(0.11)

	2024	2023
Weighted average number of outstanding shares (1)..	98,112,826	74,307,635
Weighted average number of outstanding shares including share options and warrants (2)……	167,655,827	148,130,555

(1) For the calculation of basic profit and loss per share and diluted loss per share

(2) For the calculation of the diluted profit per share

The Company has three categories of dilutive potential shares: treasury shares, share options and warrants which have been ignored in the calculation of the loss per share for the year ended December 31, 2023, as they would be antidilutive.

In addition to treasury shares, the total number of dilutive instruments as of December 31, 2024 is 69,683,409 which consists of 8,006,791 share options, 5,866,898 warrants granted to investors on March 28, 2018 and 55,809,720 warrants granted to one investor (9,230,772 warrants on December 21, 2021, 15,000,000 on July 26, 2022 and 31,578,948 on April 3, 2023, respectively). As of December 31, 2023, the total number of dilutive instruments is 63,246,964 and primarily consists of 1,570,346 share options, 5,866,898 warrants granted to investors on March 28, 2018 and 55,809,720 warrants granted to one investor. These options could potentially dilute basic earnings per share in the future.

26. Commitments and contingencies

Capital commitments
As at December 31, 2024 and 2023, the Group has no contracted capital expenditure.

Contingencies
As part of the ordinary course of business, the Group is subject to contingent liabilities in respect of certain litigation. Currently, there is no outstanding litigation with a possible negative effect on the Group.

27. Related party transactions

Related parties include members of the Board of Directors, the Executive Management of the Group and contracts with Neurosterix Group. The following transactions were carried out with related parties:

Key management compensation

	2024	2023	2024	2023
	Continuing operations		Discontinued operations	
Salaries, other short-term employee benefits and post-employment benefits...	341,575	159,775	664,525	1,484,290
Consulting fees……	-	17,106	-	-
Share-based compensation…..……	167,066	239,202	1,260,638	1,297,695
Total……	**508,641**	**416,083**	**1,925,163**	**2,781,985**

Salaries, other short-term employee benefits and post-employment benefits relate to members of the Board of Directors and Executive Management who are employed by the Group. Consulting fees relate mainly to Roger Mills, a member of the Executive Management who delivered his services to the Group under a consulting contract until 2023. The Group has a net payable to the Board of Directors and Executive Management of CHF 0.1 million as of December 31, 2024 and December 31, 2023. Share-based compensation relates to the fair value of equity incentive units recognized through profit and loss following their vesting plan.

Transactions with Neurosterix Group

On April 2, 2024, Addex Group divested a part of its business to Neurosterix Pharma Sàrl (note 23). As part of the transaction, Addex Group received gross proceeds of CHF 5.0 million in cash, an equity interest of 20% of Neurosterix US Holdings LLC whose fair value amounted to CHF 9.42 million and concluded a service agreement allowing Key Members of Addex staff transferred to Neurosterix Pharma Sàrl, including the Chief Executive Officer to support the activities of the Addex Group at zero cost until December 31, 2024. The fair value of the service agreement amounted to CHF 182,348. As of December 31, 2024, Neurosterix Group owed CHF 7,967 to Addex Group.

28. Events after the balance sheet date

On April 17, 2025, the Group announced that Jansen terminated the license agreement for the development of ADX71149 and returned the program including all related intellectual property to the Group.

Statutory Financial Statements of Addex Therapeutics Ltd as at December 31, 2025

www.bdo.ch

Phone +41 22 322 24 24
Fax +41 22 322 24 00
Case postale 150

BDO AG

1215 Genève 15

STATUTORY AUDITOR'S REPORT

To of Addex Therapeutics Ltd, Plan-les-Ouates

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Addex Therapeutics Ltd (the Company), which comprise the balance sheet as at 31 December 2025, and the statement of profit or loss for the year then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion the accompanying financial statements (pages F-101 to F-109) comply with Swiss law and the Company's articles of incorporation.

Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Responsibilities of the Auditor for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the provisions of Swiss law, together with the requirements of the Swiss audit profession that are relevant to audits of the financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 17 in the statutory financial statements, which indicates that the company future viability is dependent on its ability to raise additional capital through public or private financings or collaboration agreements to finance its future operations. The company expects that its existing cash and cash equivalents be sufficient to fund its operations and meet all of its obligations as they fall due, through mid-June 2026. As stated in Note 17, these events or conditions, along with other matters as set forth in Note 17, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

BDO Ltd, a limited company under Swiss law, incorporated in Zurich, forms part of the international BDO Network of independent member firms

Phone +41 22 322 24 24
www.bdo.ch
geneve@bdo.ch

BDO Ltd
Rte de Meyrin 123
P.O. Box 150
1215 Geneva 15

Key Audit Matter	How the Key Audit Matter was addressed in the audit
Accounting for the Stalicla Investment and derivatives In 2025, the Company acquired a stake in a company called Stalicla SA, involving the acquisition of multiple financial instruments. The transaction involved the acquisition of ordinary shares, different warrants, anti-dilution protection, and phantom equity participation rights. The accounting treatment and the related disclosures under Swiss Code of Obligations (CO) are critical to users' understanding of the transaction, and therefore, we identified the accounting of Stalicla SA investment and derivatives as a Key Audit Matter. Refer to note 2 - Accounting Principals and note 8 - Significant investments for information provided by the entity.	We have obtained and read the relevant investment agreements and related legal documentation to identify all financial instruments arising from the transaction and assess their under CO. We have tested the investment and related payments by agreeing amounts to supporting documentation and evidence of title. We have evaluated management's assessment of the initial and subsequent measurement of the investment for recoverability. We have assessed the adequacy and completeness of the related disclosures in the annual financial statements of the entity in accordance with CO.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements, the consolidated financial statements, the compensation report and our auditor's reports thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of the Board of Directors for the Financial Statements

The Board of Directors is responsible for the preparation of the financial statements in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Phone +41 22 322 24 24
www.bdo.ch
geneve@bdo.ch

BDO Ltd
Rte de Meyrin 123
P.O. Box 150
1215 Geneva 15

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on EXPERTsuisse's website at: https://expertsuisse.ch/audit-report. This description forms an integral part of our report.

Report on Other Legal and Regulatory Requirements

In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of the financial statements according to the instructions of the Board of Directors.

Based on our audit in accordance with Art. 728a para. 1 item 2 CO, we confirm that the proposal of the board of directors to carry forward the accumulated losses comply with Swiss law and the Company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

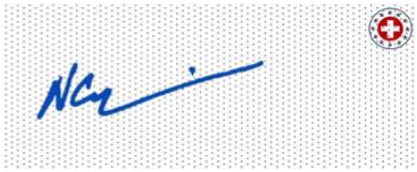
We draw attention to the fact that treasury shares have been subscribed by a group company in excess of 10 percent of the share capital, which is in breach of Article 659 paragraph 2 of the CO.

Geneva, 30 April 2026

BDO Ltd

Philipp Kegele

Licensed Audit Expert
Auditor in Charge



Nigel Le Masurier

Licensed Audit Expert

Balance Sheets
as at December 31, 2025 and December 31, 2024

	Notes	December 31, 2025	December 31, 2024
		Amounts in Swiss francs	
ASSETS			
Current assets			
Cash and cash equivalents……..		194,786	130,820
Trade and other receivables……		-	834
Accrued income and prepayments……		3,787	36,528
Total current assets……		**198,573**	**168,182**
Non-current assets			
Investments in Subsidiaries……..……..……..	8	3	3
Investment in Associates……	8	7,087,142	7,087,142
Other financial investments……	8	795,029	-
Other non-current assets			
Subordinated Loans to Subsidiaries……..	9	4,308,243	6,132,134
Total non-current assets……..…….		**12,190,417**	**13,219,279**
Total assets……..……...		**12,388,990**	**13,387,461**
LIABILITIES AND EQUITY			
Current liabilities			
Trade payables…..…….....		214,148	28,394
Other payables - third parties…….….....		59,891	42,875
Accruals…….……		227,727	116,617
Total current liabilities……..……		**501,766**	**187,886**
Equity			
Share capital……..……	10	2,186,545	1,843,545
Statutory capital reserve ……	10	38,223,179	38,368,718
Reserve from capital contribution. ……	10	64,620,222	64,620,223
Treasury shares reserve……...	11	715,747	570,207
Non-voting equity securities (*)……..……..		p.m	p.m
Accumulated deficit……...		(93,858,469)	(92,203,118)
Total equity……..…….	10	**11,887,224**	**13,199,575**
Total liabilities and equity……..……		**12,388,990**	**13,387,461**

(*) p.m. = pro memoria. Non-voting equity securities have no nominal value.

The accompanying notes form an integral part of these financial statements.

Statements of Profit or Loss
for the years ended December 31, 2025 and 2024

	Notes	December 31, 2025	December 31, 2024
		Amounts in Swiss francs	
Operating costs			
Professional fees…….….....	12	(904,815)	(614,045)
Costs related to the sale of Subsidiaries and offerings…	12	(36,042)	(11,297)
Other operating costs……	12	(503,855)	(513,722)
Provision for loans to Subsidiaries……..…….....	9	(236,911)	(2,228,219)
Provision for investments in Associates……	8	-	(2,341,258)
Taxes…….……..		(6,890)	(6,539)
Total operating costs…….		**(1,688,513)**	**(5,715,080)**
Finance income……..		33,161	3,746
Finance expenses……..……..		-	(46,628)
Finance result……...	13	**33,161**	**(42,882)**
Extraordinary income……		141,018	14,428,400
Extraordinary expenses……...		(141,018)	(464,879)
Extraordinary result, net……	14	**-**	**13,963,521**
Net (loss) / gain before taxes……		**(1,655,352)**	**8,205,559**
Income tax expense……..……...……			-
Net (loss) / gain for the year……		**(1,655,352)**	**8,205,559**

The accompanying notes form an integral part of these financial statements.

Notes to the Statutory Financial Statements for the years ended December 31, 2025 and 2024

(amounts in Swiss francs)

1. General

Addex Therapeutics Ltd, formerly Addex Pharmaceuticals Ltd, was founded on February 19, 2007 and domiciled C/O Addex Pharma SA, Chemin des Aulx 12, CH1228 Plan-les-Ouates, Geneva, Switzerland.

2. Accounting Policies

These financial statements have been prepared in accordance with the provisions of commercial accounting as set out in the Swiss Code of Obligations (Art. 957 to 963b CO). Significant balance sheet items are accounted for as follows:

Cash and cash equivalents

Cash and cash equivalents include cash on hand. Any bank overdrafts are not netted against cash and cash equivalents but are shown as part of current liabilities on the balance sheet.

Loans and other receivables

Loans and other short-term receivables are carried at their nominal value. Impairment charges are calculated for these assets on an individual basis, and no general allowance is recorded.

Foreign currencies

Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transactions. Gains and losses resulting from the settlement of such transactions and from the remeasurement of current assets and current liabilities denominated in foreign currencies are recognized in financial income and financial expense. Net unrealized gains on non-current assets and liabilities are deferred in non-current liabilities, and net unrealized losses are recognized in financial expense.

3. Guarantees, other indemnities and assets pledged in favor of third parties

As of December 31, 2025 and December 31, 2024, there were no guarantees, other indemnities or assets pledged in favor of third parties.

4. Pledges on assets to secure own liabilities

As of December 31, 2025 and December 31, 2024, there were no assets pledged to secure own liabilities.

5. Lease commitments not recorded in the balance sheet

As of December 31, 2025 and December 31, 2024, there were no lease commitments not recorded in the balance sheet.

6. Amounts due to pension funds

As of December 31, 2025 and December 31, 2024, there were no amounts due to pension funds.

7. Full-time positions

The company as the holding of the Group, did not employ any full-time equivalent employees (“FTEs”) during the years ending December 31, 2025 and December 31, 2024.

8. Significant investments

Addex Therapeutics Ltd as a holding company for the Addex Therapeutics Group owns:

Company	Business	Capital	Interest in capital & votes % as of December 31, 2025	Interest in capital & votes % as of December 31, 2024
Addex Pharma SA, Plan-les-Ouates, Switzerland	Research & development	CHF 3,987,492	100%	100%
Addex Pharmaceuticals France SAS, Archamps, France	Research & development	EUR 37,000	100%	100%
Addex Pharmaceuticals Inc., Delaware, USA	Research & development	USD 1	100%	100%
Neurosterix US Holdings LLC[1]	Research & development	USD 928,571	20%	20%
Neurosterix SA,[2] Plan les Ouates, Switzerland	Research & development	CHF 100,000	100%	100%
Stalicla AG, Geneva. Switzerland	Research & development	CHF 235,599	0.99%	-

1 Neurosterix US Holdings LLC is the parent company of the fully owned companies Neurosterix Swiss Holdings AG with a capital of CHF 100,000 and the operating company Neurosterix Pharma Sàrl with a capital of CHF 20,000.
2 Neurosterix SA is an indirect shareholding, all the shares are fully-owned by Addex Pharma SA. As of December 31, 2024, the share capital of CHF 100,000 was paid up at CHF 50,000.

As at December 31, 2025 and 2024, the Company has provided for its investments as follows:

	December 31, 2025	December 31, 2024
Investment in Addex Pharma SA…….	3,987,492	3,987,492
Provision for investment in Addex Pharma SA……..	(3,987,491)	(3,987,491)
Investment in Addex Pharmaceuticals France SAS….	1	1
Investment in Addex Pharmaceuticals Inc……..…...	1	1
Investment in Neurosterix US Holdings LLC……	7,087,142	9,428,400
Provision for investment in Neurosterix US Holdings LLC……..	-	(2,341,258)
Investment in Stalicla A.G……	795,029	-
	7,882,174	**7,087,145**

9. Other non-current assets – loans to Group companies

As at December 31, 2025 and 2024, the Company has provided for its loan to Addex Pharma SA as follows:

	December 31, 2025	December 31, 2024
Subordinated loan to Addex Pharma SA……	240,424,501	242,011,482
Provision for loan to Addex Pharma SA……..	(236,116,259)	(235,879,348)
	4,308,242	**6,132,134**

The loan to Addex Pharma SA is subordinated to the claims of other creditors of the subsidiary up to CHF 242,011,482.

10. Equity

	Share capital	Statutory capital reserves, from… …capital contribution	…retained earnings	other equity	Treasury shares reserve	Accumulated deficit	Total
January 1, 2024.....	**1,843,545**	**202,037,045**	**(163,708,099)**	**64,620,223**	**609,979**	**(100,408,677)**	**4,994,016**
Transfer to treasury shares reserve……..	-	39,772	-	-	(39,772)		-
Result of the year……	-	-	-	-	-	8,205,559	8,205,559
December 31, 2024…….	**1,843,545**	**202,076,817**	**(163,708,099)**	**64,620,223**	**570,207**	**(92,203,118)**	**13,199,575**
Transfer to treasury shares reserve……	-	(145,540)	-	-	145,540	-	-
Issue of treasury shares……	343,000	-	-	-	-	-	343,000
Result of the year……	-	-	-	-	-	(1,655,352)	(1,655,352)
December 31, 2025…….	**2,186,545**	**201,931,277**	**(163,708,099)**	**64,620,223**	**715,747**	**(93,858,470)**	**11,887,223**

At December 31, 2025 the total outstanding share capital is CHF 2,186,545 consisting of 218,654,496 shares with a nominal value of CHF 0.01. At December 31, 2024 the total outstanding share capital is CHF 1,843,545 consisting of 184,354,496 shares with a nominal value of CHF 0.01.

The capital band and conditional capital as at December 31, 2025 and 2024 amounted as described below:

	December 31, 2025	December 31, 2024
Conditional capital…….	921,773	921,773
Capital band……...	578,773	921,773

11. Treasury share reserve

This reserve relates to the purchase price of shares in Addex Therapeutics Ltd held by Group companies according to SIX Swiss Exchange rules. The table shows movements in the number of shares and the treasury share reserve:

	Number of registered shares	% of issued share capital	Treasury shares reserves
Balance at January 1, 2024……...	**59,159,103**	**32.09%**	**609,979**
Net sales……..……	(3,097,576)		(39,772)
Balance at December 31, 2024……	**56,061,527**	**30.41%**	**570,207**
Net sales……..……	14,761,155		145,727
Balance at December 31, 2025……	**70,822,682**	**32.39%**	**715,934**

12. Operating costs

Operating costs excluding provisions for loans to subsidiaries and for investments in associates amounted to CHF 1.4 million for the twelve-month perioded ended December 31, 2025 compared to CHF 1.1 million for the same period in 2024. The increase of CHF 0.3 million is primarily due to higher professional fees.

13. Finance result

	2025	2024
Net gain on sale of treasury shares……	26,817	3,746
Foreign exchange net gain /(loss)…….……..	6,344	(46,628)
Finance result, net..……..……	**33,161**	**(42,882)**

14. Extraordinary result

	2025	2024
Gain on the sale of Neurosterix Pharma Sàrl…….	-	14,428,400
Fair value of service agreement……..	141,018	182,348
Service agreement transferred to Addex Pharma SA.	(141,018)	(182,348)
Legal fees paid for Neurosterix Transaction…….	-	(424,879)
Other costs related to Neurosterix Transaction……	-	(40,000)
Extraordinary result, net..……..…….	**-**	**13,963,521**

The extraordinary result, net decreased by CHF 13.96 million between the twelve-month periods ended December 31, 2024 and 2025 due to a net gain recognized in 2024 following the sale of a part of our business to Neurosterix Phama Sàrl on April 2, 2024 (note 22 of the consolidated financial statements). As part of the transaction, Addex Therapeutics Ltd received gross proceeds of CHF 5.0 million in cash, an equity interest of 20% of Neurosterix US Holdings LLC whose fair value amounted to CHF 9.43 million (note 8) and a free services from Neurosterix allowing the Group to have access to certain staff and infrastrcuture at zero cost valued at a fair value of CHF 182,348 for the twelve-month period ended December 31, 2024. As of January 1, 2025, the agreement was not formally renewed. However, Neurosterix agreed to provide the Group with access to certain employees and infrastructure at zero cost and this service agreement, directly benefiting to the fully owned subsidiary of the Group Addex Pharma SA has been valued at a fair value of CHF 141,018 for the twelve-month period ended December 31, 2025.

15. Significant shareholders

According to the information available, based on disclosure notifications published to SIX, or information otherwise available to the Company, the following shareholders own 3% or more of the company's share capital as of December 31, 2025 and 2024:

	December 31, 2025[1]		December 31, 2024[1]	
	• Number of shares	• Interest in capital in %	• Number of shares	• Interest in capital in %
Addex Pharma SA[2]	70,822,682	32.39%	56,061,527	30.41%
Tim Dyer[3]	16,848,979	7.71%	10,560,568	5.73%
Lock-up Group[4]	-	-	11,438,231	6.20%

[1] This table presents the number of shares held by the shareholders listed therein. The derivative holdings held by such shareholders are not included.
[2] The number of treasury shares held by Addex Pharma SA, subsidiary fully owned by Addex therapeutics, indicated above differs from the information published in the latest SIX notification on November 1, 2025 and is based on information available to the Company as of December 31, 2025.
[3] The number of shares held by Tim Dyer indicated above differs from the information published in the latest SIX notification on August 8, 2024 and is based on information available to the Company as of December 31, 2025.
[4] Lock-up group established by a lock-up agreement following the exercise of options granted to Board Members, Executive Managers and employees. As of December 31, 2025, the lock-up group is below the 3% and is therefore not disclosed. As of December 31, 2024, Tim Dyer owns 3.41% of the voting rights within the lock-up Group and the other 23 other shareholders individually hold less than 3% of the voting rights.

16. Board of Directors and Executive Management shareholdings and equity incentive units

As of December 31, 2025 and 2024, members of the Board of Directors and Executive Management held the following shares in the Company:

	2025 Number of Shares	2024 Number of Shares
Tim Dyer, Chief Executive Officer……	16,848,979	16,848,979
Vincent Lawton, Chairman…….....	2,507,987	2,507,987
Raymond Hill……..…….....	1,365,532	1,365,532
Roger Mills, Chief Medical Officer…….....	392,837	785,976
Mikhail Kalinichev, Head of translational science …….	306,765	306,765
Jake Nunn……...	219,561	219,561
Isaac Manke……...	219,561	219,561
Total……	**21,861,222**	**22,254,361**

As of December 31, 2025, members of the Board of Directors and Executive Management held the following equity incentive units in the Company:

	Number of vested equity incentive units	Number of unvested equity incentive units	Total number of equity incentive units
Tim Dyer, Chief Executive Officer……..	3,369,796	-	3,369,796
Lénaïc Teyssédou, Head of Finance……..	442,533	160,375	602,908
Vincent Lawton, Chairman…….....	229,899	271,699	501,598
Raymond Hill……..…….....	125,174	147,933	273,107
Mikhail Kalinichev, Head of translational science ……	200,000	-	200,000
Roger Mills, Chief Medical Officer…….....	22,917	27,083	50,000
Jake Nunn……..	22,917	27,083	50,000
Isaac Manke……..	22,917	27,083	50,000
Total……	**4,436,153**	**661,256**	**5,097,409**

17. Ability to continue operations

The Company believes that it will be able to meet all its obligations for a further 12 months from the issuance date of the financial statements, hence, the statutory financial statements have been prepared on a going concern basis. The future viability of the Company is dependent on the financial health of the Group. At the issuance of the statutory financial statements, the Group expects that its existing cash and cash equivalents will be sufficient to fund its operations and meet all of its obligations as they fall due, through mid-June 2026. The future viability of the Group will depend in its ability to raise additional capital through public or private financings or collaboration agreements to finance its future operations, which may be delayed due to reasons outside of the Group's control including heath pandemics and geopolitical risks. The sale of additional equity may dilute existing shareholders. The inability to obtain funding, as and when needed, would have a negative impact on the Group's financial condition and ability to pursue its business strategies. If the Group is unable to obtain the required funding to run its operations and to develop and commercialize its product candidates, the Group could be forced to delay, reduce or stop some or all of its research and development programs to ensure it remains solvent. Management continues to explore options to obtain additional funding, including through collaborations with third parties related to the future potential development and/or commercialization of its product candidates. However, there is no assurance that the Group will be successful in raising funds, closing collaboration agreements, obtaining sufficient funding on terms acceptable to the Group, or if at all, which could have a material adverse effect on the Group's business, results of operations and financial condition.

18. Events after the balance sheet date

There were no material events between the balance sheet date and the date on which these financial statements were approved by the board of directors that would require adjustment to the financial statements or disclosure under this heading.

Proposed carry forward of accumulated losses

Swiss Francs	**31/12/2025**
Accumulated losses as at 01.01.2025	92,203,118
Net loss for the year 2025	1,655,352
Accumulated losses as at 31.12.2025	**93,858,469**

The Board of Directors proposes to carry forward the net loss of CHF 1,655,352 in accordance with Article 728a para.1 ch.2 of the Swiss Code of Obligations.

Statutory Financial Statements of Addex Therapeutics Ltd as at December 31, 2024

www.bdo.ch

Phone +41 22 322 24 24
Fax +41 22 322 24 00
Case postale 150

BDO AG

1215 Genève 15

STATUTORY AUDITOR'S REPORT

To the general meeting of **Addex Therapeutics Ltd**, Plan-les-Ouates

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Addex Therapeutics Ltd (the Company), which comprise the balance sheet as at 31 December 2024, and the statement of profit or loss for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion the accompanying financial statements (pages F-114 to F-121) comply with Swiss law and the Company's articles of incorporation.

Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

BDO Ltd, a limited company under Swiss law, incorporated in Zurich, forms part of the international BDO Network of independent member firms.

www.bdo.ch

Phone +41 22 322 24 24
Fax +41 22 322 24 00
Case postale 150

BDO AG

1215 Genève 15

Key Audit Matter	How the Key Audit Matter was addressed in the audit
Disposal of Neurosterix Pharma Sàrl The Company completed the disposal of its wholly owned subsidiary, Neurosterix Pharma Sàrl, during the financial year. The consideration received consisted of cash, services provided by transferred employees, and a 20% equity interest in a newly created holding company, Neurosterix US Holding LLC. The transaction required significant judgment, particularly in relation to the accounting treatment of the non-monetary components and the recognition of the disposal gain under Swiss law. Given the materiality and complexity of the transaction, we considered this matter to be a Key Audit Matter. Refer to notes 8 - Significant investments and 13 - Finance result.	We read the equity purchase agreement and supporting documents to understand the legal structure and terms of the transaction. We assessed management's approach for recognising the disposal and associated gain in accordance with Swiss law, with particular attention to the documentation supporting the valuation of the employee services of CHF 0.2 million and the equity interest received. We tested the CHF 5 million cash inflow against bank statement and transaction records. We evaluated whether the 20% equity interest was appropriately recorded in the statutory balance sheet as a non-current financial asset and supported by adequate valuation evidence. We assessed the accuracy and completeness of disclosures.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements, the consolidated financial statements, the compensation report and our auditor's reports thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors for the Financial Statements

The Board of Directors is responsible for the preparation of the financial statements in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

www.bdo.ch

Phone +41 22 322 24 24
Fax +41 22 322 24 00
Case postale 150

BDO AG

1215 Genève 15

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of the auditor's responsibilities for the audit of the financial statements is located at EXPERTsuisse's website at: https://www.expertsuisse.ch/en/audit-report-for-ordinary-audits. This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements

In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of financial statements according to the instructions of the Board of Directors.

Based on our audit in accordance with Art. 728a para. 1 item 2 CO, we confirm that the proposal of the board of directors to carry forward the accumulated losses comply with Swiss law and the Company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

We draw attention to the fact that treasury shares have been subscribed by a group company in excess of 10 percent of the share capital, which is in breach of Article 659 paragraph 2 of the Swiss Code of Obligations.

Geneva, 25 April, 2025

BDO Ltd

Christoph Tschumi

Licensed Audit Expert
Auditor in Charge

Nigel Le Masurier

Licensed Audit Expert

Balance Sheets
as at December 31, 2024 and December 31, 2023

	Notes	December 31, 2024	December 31, 2023
		Amounts in Swiss francs	
ASSETS			
Current assets			
Cash and cash equivalents……..		130,820	403,798
Trade and other receivables……		834	-
Accrued income and prepayments…….		36,528	-
Total current assets……		**168,182**	**403,798**
Non-current assets			
Investments in Subsidiaries……..……..……..	8	3	3
Investment in Associates……	8	7,087,142	-
Other non-current assets			
Subordinated Loans to Subsidiaries……..	9	6,132,134	5,041,314
Total non-current assets……..		**13,219,279**	**5,041,317**
Total assets……..……...		**13,387,461**	**5,445,115**
LIABILITIES AND EQUITY			
Current liabilities			
Trade payables…..…….....		28,394	199,931
Other payables - third parties…….…….....….		42,875	53,573
Accruals…….……		116,617	197,595
Total current liabilities……..……		**187,886**	**451,099**
Equity			
Share capital……..……	10	1,843,545	1,843,545
Statutory capital reserve ……	10	38,368,718	38,328,946
Reserve from capital contribution. ……	10	64,620,223	64,620,223
Treasury shares reserve……...	11	570,207	609,979
Non-voting equity securities (*)……..……..		p.m	p.m
Accumulated deficit……...		(92,203,118)	(100,408,677)
Total equity……..	10	**13,199,575**	**4,994,016**
Total liabilities and equity……..……		**13,387,461**	**5,445,115**

(*) p.m. = pro memoria. Non-voting equity securities have no nominal value.

The accompanying notes form an integral part of these financial statements.

Statements of Profit or Loss
for the years ended December 31, 2024 and 2023

	Notes	December 31, 2024	December 31, 2023
		Amounts in Swiss francs	
Operating costs			
Professional fees	12	(614,045)	(492,922)
Costs related to the sale of Subsidiaries and offerings	12	(11,297)	(257,322)
Other operating costs	12	(513,722)	(1,085,628)
Provision for loans to Subsidiaries	9	(2,228,219)	(7,769,106)
Provision for investments in Associates	8	(2,341,258)	-
Taxes		(6,539)	(7,150)
Total operating costs		**(5,715,080)**	**(9,612,128)**
Finance income		3,746	-
Finance expenses		(46,628)	(140,213)
Finance result	13	**(42,882)**	**(140,213)**
Extraordinary income		14,428,400	-
Extraordinary expenses		(464,879)	
Extraordinary result, net	14	**13,963,521**	**-**
Net gain / (loss) before taxes		**8,205,559**	**(9,752,341)**
Income tax expense		-	-
Net gain / (loss) for the year		**8,205,559**	**(9,752,341)**

The accompanying notes form an integral part of these financial statements.

Notes to the Financial Statements for the years ended December 31, 2024 and 2023
(amounts in Swiss francs)

1. General

Addex Therapeutics Ltd, formerly Addex Pharmaceuticals Ltd, was founded on February 19, 2007 and domiciled C/O Addex Pharma SA, Chemin des Aulx 12, CH1228 Plan-les-Ouates, Geneva, Switzerland.

2. Accounting Policies

These financial statements have been prepared in accordance with the provisions of commercial accounting as set out in the Swiss Code of Obligations (Art. 957 to 963b CO). Significant balance sheet items are accounted for as follows:

Cash and cash equivalents

Cash and cash equivalents include cash on hand. Any bank overdrafts are not netted against cash and cash equivalents but are shown as part of current liabilities on the balance sheet.

Loans and other receivables

Loans and other short-term receivables are carried at their nominal value. Impairment charges are calculated for these assets on an individual basis, and no general allowance is recorded.

Foreign currencies

Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transactions. Gains and losses resulting from the settlement of such transactions and from the remeasurement of current assets and current liabilities denominated in foreign currencies are recognized in financial income and financial expense. Net unrealized gains on non-current assets and liabilities are deferred in non-current liabilities, and net unrealized losses are recognized in financial expense.

3. Guarantees, other indemnities and assets pledged in favor of third parties

As of December 31, 2024 and December 31, 2023, there were no guarantees, other indemnities or assets pledged in favor of third parties.

4. Pledges on assets to secure own liabilities

As of December 31, 2024 and December 31, 2023, there were no assets pledged to secure own liabilities.

5. Lease commitments not recorded in the balance sheet

As of December 31, 2024 and December 31, 2023, there were no lease commitments not recorded in the balance sheet.

6. Amounts due to pension funds

As of December 31, 2024 and December 31, 2023, there were no amounts due to pension funds.

7. Full-time positions

The company as the holding of the Group, did not employ any full-time equivalent employees (“FTEs”) during the years ending December 31, 2024 and December 31, 2023.

8. Significant investments

Addex Therapeutics Ltd as a holding company for the Addex Therapeutics Group owns:

• Company	• Business	• Capital	• Interest in capital & votes %
Addex Pharma SA, Plan-les-Ouates, Switzerland	Research & development	CHF 3,987,492	100%
Addex Pharmaceuticals France SAS, Archamps, France	Research & development	EUR 37,000	100%
Addex Pharmaceuticals Inc., Delaware, USA	Research & development	USD 1	100%
Neurosterix US Holdings LLC[1]	Research & development	USD 928,571	20%
Neurosterix SA,[2] Plan les Ouates, Switzerland	Research & development	CHF 100,000	100%

1 The equity interest in Neurosterix Holdings LLC relates to the Neurosterix transaction executed on April 2, 2024 and described in note 23 of the consolidated financial statements. For more information about Neurosterix Group refer to paragraph 1.1.1 of the Corporate Governance Report.
2 Neurosterix SA is an indirect shareholding, all the shares are fully-owned by Addex Pharma SA. As of December 31, 2024, the share capital of CHF 100,000 was paid up at CHF 50,000.

As at December 31, 2024 and 2023, the Company has provided for its investments in Group companies as follows:

	December 31, 2024	December 31, 2023
Investment in Addex Pharma SA……	3,987,492	3,987,492
Provision for investment in Addex Pharma SA……..	(3,987,491)	(3,987,491)
Investment in Addex Pharmaceuticals France SAS….	1	1
Investment in Addex Pharmaceuticals Inc……..…...	1	1
Investment in Neurosterix US Holdings LLC……	9,428,400	-
Provision for investment in Neurosterix US Holdings LLC……..	(2,341,258)	-
	7,087,145	**3**

9. Other non-current assets – loans to Group companies

As at December 31, 2024 and 2023, the Company has provided for its loan to Addex Pharma SA as follows:

	December 31, 2024	December 31, 2023
Subordinated loan to Addex Pharma SA……	242,011,482	238,692,443
Provision for loan to Addex Pharma SA……..	(235,879,348)	(233,651,129)
	6,132,134	**5,041,314**

The loan to Addex Pharma SA is subordinated to the claims of other creditors of the subsidiary up to CHF 242,011,482.

10. Equity

	Share capital	Statutory capital reserves, from… …capital contribution	…retained earnings	Reserves from capital contribution	Pre-funded warrants reserve	Treasury shares reserve	Accumulated deficit	Total
January 1, 2023.....	**1,153,483**	**192,946,801**	**(163,708,099)**	**64,620,223**	**-**	**6,104,374**	**(90,656,336)**	**10,460,446**
Issue of shares - capital increase….	125,272	413,399	-	-	-	-	-	538,671
Issue of treasury shares……..	329,000	-	-	-	-	-	-	329,000
Sale of pre-funded warrants……..	-	-	-	-	3,382,259	-	-	3,382,259
Exercise of pre-funded warrants….	235,790	3,182,450	-	-	(3,382,259)	-	-	35,981
Transfer to treasury shares reserve……...	-	5,494,395	-	-	-	(5,494,395)	-	-
Net loss of the year……..	-	-	-	-	-	-	(9,752,341)	(9,752,341)
December 31, 2023[1]……	**1,843,545**	**202,037,045**	**(163,708,099)**	**64,620,223**	**-**	**609,979**	**(100,408,677)**	**4,994,016**
Transfer to treasury shares reserve……...	-	39,772	-	-	-	(39,772)		-
Net profit of the year……..	-	-	-	-	-	-	8,205,559	8,205,559
December 31, 2024……	**1,843,545**	**202,076,817**	**(163,708,099)**	**64,620,223**	**-**	**570,207**	**(92,203,118)**	**13,199,575**

[1] In accordance with Swiss law, the issuance of 6,120,000 new shares through the exercise of pre-funded warrants from December 12, 2023 to December 31, 2023, have been registered in the commercial register on February 20, 2024. As of January 1, 2024, the amount of the share capital as registered in the commercial register is CHF 1,782,344.96 divided into 178,234,496 shares.

At December 31, 2024 the total outstanding share capital is CHF 1,843,545 consisting of 184,354,496 shares with a nominal value of CHF 0.01. At December 31, 2023 the total outstanding share capital is CHF 1,843,545 consisting of 184,354,496 shares with a nominal value of CHF 0.01.

On December 13, 2023, Addex Therapeutics Ltd increased its capital from CHF 1,329,483 to CHF 1,782,345 by the issuance of 45,286,185 new registered shares at a nominal value of CHF 0.01 per share. Of these shares, 29,986,185 has been issued out of our conditional capital including 17,458,950 shares issued following the exercise of pre-funded warrants granted in the offering executed in April 2023 and 12,527,235 shares issued through the exercise of equity incentive units at a strike price of CHF 0.043 by Board Members, Executive Managers and employees on November 27, 2023. The remaining 15,300,000 shares have been issued from the capital band of addex Therapeutics and fully subscribed by its 100% owned subsidiary Addex Pharma SA at the nominal value of CHF 0.01.

On June 14, 2023, Addex Therapeutics Ltd increased its capital from CHF 1,153,483 to CHF 1,329,483 through the issuance of 17,600,000 new registered shares from the capital band to its 100% owned subsidiary, Addex Pharma SA, at CHF 0.01.

On April 3, 2023, Addex therapeutics Ltd sold 23,578,950 pre-funded warrants in the form of ADSs at a sale price CHF 0.14 per share (USD 18.80 per ADS). All pre-funded warrants have been exercised as of December 31, 2023. As a consequence, 23,578,950 new shares have been issued from conditional capital of which 6,120,000 have been registered in the commercial register on February 20, 2024 in accordance with Swiss law.

The capital band and conditional capital as at December 31, 2024 and 2023 amounted as described below:

	December 31, 2024	December 31, 2023
Conditional capital……	921,773	829,972
Capital band……..	921,773	891,173

11. Treasury share reserve

This reserve relates to the purchase price of shares in Addex Therapeutics Ltd held by Group companies according to SIX Swiss Exchange rules. The table shows movements in the number of shares and the treasury share reserve:

	Number of registered shares	% of issued share capital	Treasury shares reserves
Balance at January 1, 2023……...	**38,214,291**	**33.13%**	**6,104,374**
Net purchases……..……	20,944,812		(5,494,395)
Balance at December 31, 2023……	**59,159,103**	**32.09%**	**609,979**
Net sales……..……	(3,097,576)		(39,772)
Balance at December 31, 2024……	**56,061,527**	**30.41%**	**570,207**

12. Operating costs

Operating costs excluding provisions for loans to subsidiaries and for investments in associates amounted to CHF 1.1 million for the year ended December 31, 2024 compared to CHF 1.8 million for the same period in 2023. The decrease of CHF 0.7 million is primarily due to decreased D&O insurance for CHF 0.4 million.

13. Finance result

	2024	2023
Sale of treasury shares (loss) / gain, net……..	3,746	(101,504)
Foreign exchange net losses……..……..	(46,628)	(38,709)
Finance result, net..……...……	**(42,882)**	**(140,213)**

14. Extraordinary result

	2024	2023
Gain on the sale of Neurosterix Pharma Sàrl…….	14,428,400	-
Fair value of service agreement……..	182,348	-
Service agreement transferred to Addex Pharma SA.	(182,348)	-
Legal fees paid for Neurosterix Transaction…….	(424,879)	-
Other costs related to Neurosterix Transaction……	(40,000)	-
Extraordinary result, net...……..……	**13,963,521**	**-**

Extraordinary result, net relates to the net gain on the sale of a part of our business to Neurosterix Phama Sàrl on April 2, 2024 (note 23 of the consolidated financial statements). As part of the transaction, Addex Therapeutics Ltd received gross proceeds of CHF 5.0 million in cash and an equity interest of 20% of Neurosterix US Holdings LLC whose fair value amounted to CHF 9.43 million (note 8).

15. Significant shareholders

According to the information available, based on disclosure notifications published to SIX, or information otherwise available to the Company, the following shareholders own 3% or more of the company's share capital as of December 31, 2024 and 2023:

	December 31, 2024[1]		December 31, 2023[1]	
	Number of shares	Interest in capital in %	Number of shares	Interest in capital in %[2]
Addex Pharma SA[3]	56,061,527	30.41%	59,159,103	33.19%
Lock-up Group[4]	11,438,231	6.20%	17,417,140	9.77%
Growth Equity Opportunities Fund IV, LLC[5]	-	-	5,648,690	3.17%
Tim Dyer	10,560,568	5.73%	7,340,097	4.12%

[1] This table presents the number of shares held by the shareholders listed therein. The derivative holdings held by such shareholders are not included.
[2] Based on the share capital registered in the commercial register as of December 31, 2023 (*i.e.* CHF 1,782,344.96 divided into 178,234,496 registered shares excluding 6,120,000 shares issued out of conditional capital from December 12, 2023 to December 31, 2023 and registered in the commercial register on February 20, 2024 in accordance with Swiss corporate law).
[3] The beneficial owner is Addex Therapeutics Ltd, Chemin des Aulx 12, CH-1228 Plan-les-Ouates, Switzerland. The number of treasury shares held by the Group indicated above is based on disclosure notifications published to SIX and information available to the Company.
[4] Lock-up group established by a lock-up agreement among the following beneficial owners following the exercise of options granted to Board Members, Executive Managers and employees: as of December 31, 2024, Tim Dyer, who owns 3.41% of the voting rights and 23 other shareholders, who individually hold less than 3% of the voting rights (respectively 5.34% and 24 other shareholders as of December 31, 2023). The lock-up agreement will terminate on May 11, 2027.
[5] The beneficial owner is New Enterprise Associates Timonium MD 21093, USA. There is no shares reported as of December 31, 2024 because the shareholding of Growth Equity Opportunities Fund IV, LLC is below 3%.

16. Board of Directors and Executive Management shareholdings and equity incentive units

As of December 31, 2024 and 2023, members of the Board of Directors and Executive Management held the following shares in the Company:

	2024 Number of Shares	2023 Number of Shares
Tim Dyer, Chief Executive Officer	16,848,979	16,848,979
Robert Lütjens (1)	-	3,005,836
Jean-Philippe Rocher (1)	-	2,541,197
Vincent Lawton, Chairman	2,507,987	2,507,987
Raymond Hill	1,365,532	1,365,532
Roger Mills, Chief Medical Officer	785,976	785,976
Mikhail Kalinichev, Head of translational science	306,765	306,765
Jake Nunn	219,561	219,561
Isaac Manke	219,561	219,561
Total	**22,254,361**	**27,801,394**

(1) As of December 31, 2023, Dr Robert Lütjens and Dr Jean-Philippe Rocher were Executive Managers and were holding 3,005,836 and 2,541,197 shares respectively. As of December 31, 2024 no shares are reported as they are no longer Executive Managers of the Company.

As of December 31, 2024, members of the Board of Directors and Executive Management held the following equity incentive units in the Company:

	Number of vested equity incentive units	Number of unvested equity incentive units	Total number of equity incentive units
Tim Dyer, Chief Executive Officer	3,369,796	-	3,369,796
Lénaïc Teyssédou, Head of Finance	340,278	262,630	602,908
Vincent Lawton, Chairman	122,995	378,603	501,598
Raymond Hill	66,967	206,140	273,107
Mikhail Kalinichev, Head of translational science	200,000	-	200,000
Roger Mills, Chief Medical Officer	12,260	37,740	50,000
Jake Nunn	12,260	37,740	50,000
Isaac Manke	12,260	37,740	50,000
Total	**4,136,816**	**960,593**	**5,097,409**

As of December 31, 2023, members of the Board of Directors and Executive Management did not hold any equity incentive units.

17. Ability to continue operations

The Company believes that it will be able to meet all its obligations for a further 12 months from the issuance date of the financial statements, hence, the statutory financial statements have been prepared on a going concern basis. The future viability of the Company is dependent on the financial health of the Group. At the issuance of the statutory financial statements, the Group expects that its existing cash and cash equivalents will be sufficient to fund its operations and meet all of its obligations as they fall due, through mid-June 2026. The future viability of the Group will depend in its ability to raise additional capital through public or private financings or collaboration agreements to finance its future operations, which may be delayed due to reasons outside of the Group's control including heath pandemics and geopolitical risks. The sale of additional equity may dilute existing shareholders. The inability to obtain funding, as and when needed, would have a negative impact on the Group's financial condition and ability to pursue its business strategies. If the Group is unable to obtain the required funding to run its operations and to develop and commercialize its product candidates, the Group could be forced to delay, reduce or stop some or all of its research and development programs to ensure it remains solvent. Management continues to explore options to obtain additional funding, including through collaborations with third parties related to the future potential development and/or commercialization of its product candidates. However, there is no assurance that the Group will be successful in raising funds, closing collaboration agreements, obtaining sufficient funding on terms acceptable to the Group, or if at all, which could have a material adverse effect on the Group's business, results of operations and financial condition.

18. Events after the balance sheet date

There were no material events between the balance sheet date and the date on which these financial statements were approved by the board of directors that would require adjustment to the financial statements or disclosure under this heading.

Proposed carry forward of accumulated losses

Swiss Francs	**31/12/2024**
Accumulated losses as at 01.01.2024	100,408,677
Net (gain) for the year 2024	(8,205,559)
Accumulated losses as at 31.12.2024	**92,203,118**

The Board of Directors proposes to carry forward the entire annual profit of CHF 8,205,559 to offset prior losses in accordance with Article 728a para.1 ch.2 of the Swiss Code of Obligation