



INVITATION TO THE 2018 ORDINARY GENERAL MEETING OF GENEURO SA

We hereby invite our shareholders to attend the ordinary General Meeting to be held on 24th May 2018, at 14:30 at the Company's head office, 3, chemin du Pré-Fleuri, CH-1228 Plan-les-Ouates, Geneva – Switzerland.

AGENDA

1 Approval of the 2017 Annual Report

The Board of Directors proposes to approve the 2017 annual financial statements, group financial statements and annual report.

2 Appropriation of Balance Sheet Results

The Board of Directors proposes to carry forward the balance sheet loss of EUR 46,335,779.

3 Release of the members of the Board of Directors and of Management

The Board of Directors proposes to release the members of the Board of Directors and of the Management.

4 Compensation

4.1 Consultative Vote on the Compensation Report

The Board of Directors proposes to approve the 2017 Compensation Report (consultative vote).

4.2 Standard Annual Approvals

4.2.1 Approval of the Aggregate Compensation of the Board of Directors from the 2018 Ordinary General Meeting until the 2019 Ordinary General Meeting

The Board of Directors proposes to approve a maximum aggregate compensation (including related social security payments) of EUR 185,000 from the 2018 Ordinary General Meeting (approving the 2017 annual accounts) until the 2019 Ordinary General Meeting (approving the 2018 annual accounts).

4.2.2 Approval of the Aggregate Compensation of Management for the Financial Year 2019

(a) Fixed Compensation

The Board of Directors proposes to approve a maximum aggregate fixed compensation (including related social security payments and pension fund contributions) of EUR 2,900,000 for the 2019 financial year.

(b) Variable Compensation

The Board of Directors proposes to approve a maximum aggregate variable compensation (including related social security payments) of EUR 2,900,000 for the 2019 financial year.

5 Re-election of the Members of the Board of Directors

The Board of Directors proposes to individually re-elect :

- Mr. Jesús Martín-García,
- Mr. Marc Bonneville,
- Mr. Giacomo Di Nepi,
- Mr. Michel Dubois,
- Mr. Eric Falcand,
- Mr. Gordon Selby Francis,

- Mr. Christophe Guichard and
- Mr. Jean-Jacques Laborde,

each for a new term until the end of the next ordinary General Meeting.

6 Re-election of the Chairman of the Board of Directors

The Board of Directors proposes to re-elect Mr. Jesús Martín-García as Chairman of the Board of Directors for a new term until the end of the next ordinary General Meeting.

7 Re-election of the Members of the Compensation Committee

The Board of Directors proposes to individually re-elect:

- Mr. Jean-Jacques Laborde,
- Mr. Giacomo Di Nepi et
- Mr. Christophe Guichard

each for a new term until the end of the next ordinary General Meeting.

8 Re-election of the Auditor

The Board of Directors proposes to re-elect PricewaterhouseCoopers SA, Geneva branch, avenue Giuseppe-Motta 50, 1201 Geneva, as statutory auditor for the 2018 financial year.

9 Election of the Independent Proxy

The Board of Directors proposes to re-elect the notary firm GAMPERT et DEMIERRE-MORAND – 19, rue du Général-Dufour – Case Postale 5326 - 1211 Geneva 11, as independent proxy for a term until the end of the next Ordinary General Meeting.

10 Authorized capital (article 5 bis of the Company's Articles of Association)

In order to replace the authorized capital that expired on 16th April 2018, the Board of Directors proposes to adopt a new article 5 bis of the Articles of Association, with shall read as follows:

The Board of Directors is authorized, within the next two years, to increase the Company's equity securities by a maximum amount of CHF 366,452.95 (three hundred sixty six thousand four hundred and fifty Swiss francs and ninety-five cents) through the issuance of a maximum of 7,329,059 (seven million three hundred twenty nine thousand fifty nine) new bearer shares (representing 50% of its existing capital), of five Swiss cents (CHF 0.05) par value each, to be fully paid up. The Board of Directors may implement the capital increase entirely or in installments.

The Board of Directors determines freely the issue price, the types of capital contributions, and the date from and after which the new shares will have dividend rights as well as other terms and conditions of the share issue that are not reserved to the shareholders.

The Board of Directors decides on the allocation of the preferential subscription rights of shareholders that are not exercised. However, the Board of Directors may eliminate or limit the preferential subscription right only:

- *for options granted in the usual way to financial institutions that are firm acquirers involved with the Company's IPO (firm underwriting) (overallotment option);*
- *to acquire companies, parts of companies, and equity stakes; or*
- *to place new shares on international capital markets by a public offering or private placement with institutional investors at the price that results from book-building.*

General Information

Language

The General Meeting shall be conducted in English. A translation into French will be available.

Documentation

The 2017 annual statutory financial statements, annual group financial statements, annual report and compensation report, as well as the auditor's reports shall be available at the head-office of the Company, Chemin du Pré-Fleuri 3, 1228 Plan-les-Ouates and on its website www.geneuro.com. Each shareholder has the right to request a hard copy of those documents.

Admission to the General Meeting

The Company has mandated SEGETIS Ltd, Platz 4, 6039 Root D4, Switzerland (tel. +41 541 91 00, fax +41 541 91 01, netvote@segetis.ch) for the logistics of the General Meeting.

Shareholders who wish to attend the General Meeting must contact the bank holding their securities account. The depositary bank will then liaise with SEGETIS Ltd and will provide to the shareholder the admission card to the General Meeting. Alternatively, the depositary bank will deliver to the shareholder a confirmation that his/her shares are blocked (until the day following the General Meeting). In that latter case, the shareholder must send the confirmation to SEGETIS Ltd, which will issue and send the admission card to the shareholder.

Requests for the issuance admission cards to the General Meeting must reach SEGETIS Ltd by Tuesday, 22nd May 2018 at noon latest (Swiss time). No admission card will be issued on the day of the General Meeting.

Attendance at and Proxy for the General Meeting

Shareholders who wish to attend the General Meeting personally or through their corporate bodies or legal representatives must present their admission cards to the entrance control on the day of the General Meeting.

Shareholders who wish to appoint a proxy to represent them at the General Meeting can do the following:

- Shareholders who wish to issue a proxy to the Independent Proxy, the notary firm GAMPERT et DEMIERRE-MORAND, must complete their admission card accordingly, with the necessary instructions, and sign and return the admission card by post to SEGETIS Ltd (at the address indicated above), which must receive the admission card by no later than Tuesday, 22nd May 2018 at noon (Swiss time).

- Shareholders who wish to be represented by a third-party must complete their entry admission card accordingly, and the third-party must present the admission card to the entrance control on the day of the General Meeting.

Please note that proxies may not be issued in favor of a member of the Board of Directors or of management.

Electronic Voting

The proxy and the instructions to the Independent Proxy, the notary firm GAMPERT et DEMIERRE-MORAND, can be issued electronically via <https://www.netvote.ch/geneuro>. The login details will be indicated on the admission cards sent to the shareholders. The proxy and the instructions to the Independent Proxy must be given online by no later than noon (Swiss time) on the eve of the General Meeting.

Geneva, 3rd May 2018

On behalf of the Board of Directors of GeNeuro SA

Jesús Martin-Garcia
Chairman