



INVITATION TO THE 2019 ORDINARY GENERAL MEETING OF GENEURO SA

We hereby invite our shareholders to attend the ordinary General Meeting to be held on
24th May 2019, at 14:00 at the Company's head office,
Chemin du Pré-Fleuri 3, CH-1228 Plan-les-Ouates, Geneva – Switzerland.

AGENDA

1 Approval of the 2018 Annual Report

The Board of Directors proposes to approve the 2018 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 51'800'239.

3 Information concerning the loss of capital and remediation measures

The Company has shareholder's equity of EUR 4,911,317. This amount is less than half its share capital (EUR 676,269) plus legal reserves (EUR 56,035,287), amounting to EUR 28,355,778 (which Swiss law qualifies as a situation of loss of capital). During the Annual Shareholders' Meeting, the Board of Directors will discuss the contemplated remediation measures, which may include, amongst others, financial, structural, strategic or operational measures

4 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.

5 Compensation

5.1 Consultative Vote on the Compensation Report

The Board of Directors proposes to approve the 2018 Compensation Report (consultative vote).

5.2 Standard Annual Approvals

5.2.1 Approval of the Aggregate Compensation of the Board of Directors from the 2019 Ordinary General Meeting until the 2020 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 2019 Ordinary General Meeting (approving the 2018 annual accounts) until the 2020 Ordinary General Meeting (approving the 2019 annual accounts).

5.2.2 Approval of the Aggregate Compensation of Management for the Financial Year 2020

(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 2020 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 2020 financial year.

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

The Board of Directors proposes to individually re-elect :

- Mr. Jesús Martin-Garcia,
- 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.

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

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

8 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 and
- Mr. Christophe Guichard

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

9 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.

10 Election of the Independent Proxy

The Board of Directors proposes to re-elect the notary firm GAMPERT DEMIERRE MORENO (formerly GEMPET & DEMIERRE)– 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.

11 Conditional capital

The Board of Directors proposes to replace the conditional capital pursuant to article 5quater of the Articles of Association by a new conditional capital as follows:

Art. 5quater. Conditional share capital (debt with conversion or option rights and other financial instruments). The share capital of the Company may be increased by a maximum amount of two hundred fifty six thousand five hundred and seventeen Swiss francs and five cents (CHF 256,517.05) through the issuance of a maximum of five million one hundred thirty thousand three hundred and forty one (5,130,341) new bearer shares of five Swiss cents (CHF 0.05) par value each, linked to the exercise of option or conversion rights granted to shareholders or strategic partners of the Company, or in connection with the issuance by the Company or by another group company of bonds or any other financial instrument. In the case of such grants of option or conversion rights, the preferential subscription rights of shareholders shall be excluded. Holders of option or conversion rights are entitled to receive the new shares. The Board of Directors sets the terms of the option or conversion rights.

The Board of Directors may limit or exclude the shareholders' preferential subscription rights (1) if a bond or any other financial instrument or conversion rights or warrants are issued for the purpose of financing or refinancing the acquisition of companies, of parts of companies, of equity stakes or the make new investments, or (2) if a bond or any other financial instrument or conversion or rights or warrants are offered on national or international capital markets with a firm underwriting by a bank institution or consortium of banks including a subsequent offer to the public, or (3) if a bond or any other financial instrument or conversion or rights or warrants are offered in order to raise capital in a rapid and flexible manner, in the event where this could not be achieved without the exclusion of shareholders' preferential subscription rights.

In the event of exclusion of preferential subscription rights by the Board of Directors, the following rules apply: the issuance of convertible debt or debt with warrants or any other similar financial instrument must be made at market terms (including the rules of protection against dilution applicable according to market practice) and the new shares must be issued in application of the conversion or exercise rights set at the issuance of the bond or warrant in question. The conversion rights may be exercised for a maximum of 10 (ten) years and the warrant rights may be exercised for a maximum of 7 (seven) years, in both cases from their respective date of issuance.

General Information

Language

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

Documentation

The 2018 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 Wednesday 22nd May 2019 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 DEMIERRE MORENO (formerly GAMPERT & DEMIERRE), 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 Wednesday 22nd May 2019 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 DEMIERRE MORENO (formerly GAMPERT & DEMIERRE), 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 2019

On behalf of the Board of Directors of GeNeuro SA

Jesús Martin-Garcia
Chairman