



## **INVITATION TO THE GENERAL MEETING OF GENEURO SA**

We hereby invite our shareholders to attend the ordinary General Meeting to be held on 14 juin 2017, at 17:00 at the Starling Hotel Geneva, Route François-Peyrot 34, 1218 Le Grand-Saconnex, Geneva – Switzerland.

### **AGENDA**

#### **1 Approval of the Annual Report 2016**

The Board of Directors proposes to approve the annual financial statements, the group financial statements and the annual report 2016.

#### **2 Appropriation of Balance Sheet Results**

The Board of Directors proposes to carry forward the balance sheet loss of EUR 41 790 660.

#### **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 Compensation Report 2016 (consultative vote).

##### **4.2 Approvals for the Transition Period after the IPO**

In accordance with article 45 of the Articles of Association, at the first ordinary General Meeting after the IPO, the General Meeting shall approve, upon the proposal of the Board of Directors :

- the maximum aggregate compensation for the members of the Board of Directors from the date of the IPO until the date of the ordinary general meeting; and
- the maximum aggregate compensation for the members of Management from the date of the IPO until the end of the current financial year.

##### **4.2.1 Approval of the Compensation of the Board of Directors**

The Board of Directors proposes to approve an aggregate compensation (including related social security payments) of EUR 83 200 from the date of the IPO of the Company until the date of the ordinary General Meeting 2017.

#### **4.2.2 Approval of the Compensation of Management**

(a) Fixed Compensation

The Board of Directors proposes to approve an aggregate fixed compensation (including social security payments and pension fund contributions) of EUR 1 908 898 for the financial year 2016 and maximum EUR 2 075 000 for the financial year 2017.

(b) Variable Compensation

The Board of Directors proposes to approve an aggregate variable compensation (including related social security payments) of EUR 2 081 107 for the financial year 2016 and maximum EUR 1 375 000 for the financial year 2017.

#### **4.3 Standard Annual Approvals**

##### **4.3.1 Approval of the Aggregate Compensation of the Board of Directors from the Ordinary General Meeting 2017 until the Ordinary General Meeting 2018**

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

##### **4.3.2 Approval of the Aggregate Compensation of Management for the Financial Year 2018**

(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 financial year 2018.

(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 financial year 2018.

#### **5 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.

## **6 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.

## **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 financial year 2017.

## **9 Election of the Independent Proxy**

The Board of Directors proposes to 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.

## **General Information**

### **Language**

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

### **Documentation**

The annual statutory financial statements, the annual group financial statements, the annual report and the compensation report 2016, as well as the auditor's reports shall be available at the seat of the Company, chemin du Pré-Fleuri 3, 1228 Plan-les-Ouates and on our website [www.geneuro.com](http://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](mailto:netvote@segetis.ch)) for the logistics of the General Meeting.

Shareholders who wish to attend the General Meeting must contact the bank holding their deposit account. The deposit bank will then liaise with SEGETIS Ltd and will procure to the shareholder the admission card to the General Meeting. Alternatively, the deposit bank will deliver to the shareholder a confirmation that his 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 Monday, 12 June 2017 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, Mrs. Françoise 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 Monday, 12 June 2017 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.

#### **Electronic Voting**

The proxy and the instructions to the Independent Proxy, Mrs. Françoise 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, 24 May 2017

On behalf of the Board of Directors of GeNeuro SA

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Jesús Martin-Garcia  
Chairman