

## **MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF GENEURO SA**

held on 30 June 2025, at 9:00 am,  
at REGO Avocats, 4 Esplanade de Pont-Rouge, 1212 Lancy –Switzerland

These minutes have been established in accordance with Swiss law and Article 20 of the Articles of Association of GeNeuro SA.

The Chairman formally opens the meeting at 9.15 am. He notes that the General Meeting has been properly convened according to Article 12 of the Articles of Association of GeNeuro SA, by notice published in the Swiss Official Commercial Gazette on June 10, 2025.

The Independent Proxy, the notary firm Gampert Demierre Moreno, is present through Me Amanda Bohren.

No other director is present; the sole member of management present is Mr. Miguel Payró, whom the Chairman appoints as secretary and teller.

The Chairman notes that 20,552,493 shares, representing 69.1% of the Company's share capital, are present or represented.

The Company's own shares, totaling 139,539 shares or 0.47% of the Company's share capital, are not represented. The voting rights attached to these shares and the rights attached to them are suspended.

Out of the 20,552,493 shares, which are all bearer shares with a nominal value of CHF 0.05 each, 20,550,493 are represented by the Independent Proxy and 2,000 by a present shareholder.

The absolute majority of all shares represented at the meeting amounts to 10,276,247 shares.

In the absence of any objection or remark, the Chairman notes that the General Meeting is validly constituted and that it may validly deliberate and resolve.

The Chairman states that no requests that an item be included in the agenda has been received from shareholders and that therefore, the meeting will proceed as per the agenda of the invitation.

### **1 Information concerning the capital loss and the remediation measures**

As you know, the 2024 financial year was a very difficult one for GeNeuro SA: after a €5 million capital increase at the start of the year, which enabled us to complete our precision medicine clinical trial in Long COVID, the results announced just over a year ago were disappointing, with the group of patients treated with temelimab achieving no better results than those on placebo.

We had indicated at the 2024 AGM, as well as in the 2023 financial report, that the Company was in a negative equity situation and that only an injection of new capital would have restored this situation. At December 31, 2023, the Company had negative shareholders' equity of EUR 8,933,428. In 2024, despite the €5 million capital increase of February 2024, this situation was further aggravated by the costs of finalizing the clinical trial, of running the Company (despite the redundancies), and the financial costs resulting from the €7 million loan granted by the European Investment Bank.

Unfortunately, the failure of our clinical trial prevented us from raising the necessary funds, and in July 2024 we had to notify the Geneva Court of First Instance of the company's overindebtedness, which led to the granting of a provisional debt-restructuring moratorium at the end of September 2024. As soon as the Court was notified, we immediately launched an in-depth restructuring of the Company, with the dismissal of all GeNeuro SA staff and the search for buyers for the Company or its assets under development. We also continued to analyze results until October, to determine

whether data from certain patient groups might have been sufficiently interesting to justify continuing the program. This was not the case, and we have therefore ceased all work on Long COVID, despite the very large number of patients who continue to suffer from this new disease.

Against the backdrop of this debt-restructuring moratorium, first provisional then definitive since end of May, we have, as previously mentioned, launched a major effort to find investors and/or buyers for our assets. This effort has continued since January, and Miguel and I have agreed to reduce our contract to 50%, then 25%, in order to reduce costs for the Company while continuing to support this process.

In view of the uncertainty surrounding the outcome of these processes, we have, as stated in our press releases, suspended publication of our financial statements because, given their nature and stage of development, it is difficult to value our intangible assets. Through the sale process that has been launched, it is the market that will determine their value, and this will enable us to finalize our financial statements.

## 2 Re-election of the Members of the Board of Directors

In order to ensure continuity of governance, this Extraordinary General Meeting has been called to vote on the re-election of the members of the Board of Directors, the Chairman of the Board of Directors and the Remuneration Committee, as well as the independent representative, until the next Ordinary General Meeting can be held.

The General Meeting individually re-elects the following members of the Board of Directors for a new term until the end of the next ordinary General Meeting, being:

- Mr. Jesús Martin-Garcia,
- Mr. Philippe Archinard
- Mr. Hedi Ben Brahim,
- Mr. Giacomo Di Nepi,
- Mr. Michel Dubois,
- Mrs Sandrine Flory,
- Mr. Gordon Selby Francis, and
- Mr. Pascal Lemaire.

The Chairman notes that the members of the Board of Directors have accepted their re-election.

### Result of the vote:

Votes represented: 20,552,493 Absolute majority: 10,276,247

	Yes	No	Abstention
Mr. Jesús Martin-Garcia	20,552,493 – 100.00%	0 – 0.00%	0 – 0.00%
Mr. Philippe Archinard	20,552,493 – 100.00%	0 – 0.00%	0 – 0.00%
Mr. Hedi Ben Brahim	20,552,493 – 100.00%	0 – 0.00%	0 – 0.00%
Mr. Giacomo Di Nepi	20,552,493 – 100.00%	0 – 0.00%	0 – 0.00%
Mr. Michel Dubois	20,552,493 – 100.00%	0 – 0.00%	0 – 0.00%
Mrs Sandrine Flory	20,552,493 – 100.00%	0 – 0.00%	0 – 0.00%
Mr. Gordon Selby Francis	20,552,493 – 100.00%	0 – 0.00%	0 – 0.00%
Mr. Pascal Lemaire	20,552,493 – 100.00%	0 – 0.00%	0 – 0.00%

**Approved.**

### 3 Re-election of the Chairman of the Board of Directors

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

The Chairman accepts his re-election.

Result of the vote:

Votes represented: 20,552,493 Absolute majority: 10,276,247

	Yes	No	Abstention
Mr. Jesús Martin-Garcia	20,552,493 – 100.00%	0 – 0.00%	0 – 0.00%

**Approved.**

### 4 Election and re-election of the Members of the Compensation Committee

The General Meeting individually elects and re-elects the following members of the Compensation Committee for a term until the end of the next ordinary General Meeting, being:

- Mr. Philippe Archinard,
- Mr. Hedi Ben Brahim, and
- Mr. Giacomo Di Nepi.

The Chairman notes that the members of the Compensation Committee have accepted their re-election.

Result of the vote:

Votes represented: 20,552,493 Absolute majority: 10,276,247

	Yes	No	Abstention
Mr. Philippe Archinard	20,552,493 – 100.00%	0 – 0.00%	0 – 0.00%
Mr. Hedi Ben Brahim	20,552,493 – 100.00%	0 – 0.00%	0 – 0.00%
Mr. Giacomo Di Nepi	20,552,493 – 100.00%	0 – 0.00%	0 – 0.00%

**Approved.**

### 5 Re-election of the Independent Proxy

The General Meeting resolves to appoint the notary offices GAMPERT DEMIERRE MORENO – 19, rue du Général-Dufour – Case Postale 5326 – 1211 Geneva, as Independent Proxy for a term until the end of the next Ordinary General Meeting.

The Independent Proxy accepts the appointment.

Result of the vote:

Votes represented: 20,552,493 Absolute majority: 10,276,247

	Yes	No	Abstention
Item 10	20,552,493 – 100.00%	0 – 0.00%	0 – 0.00%

**Approved.**

All items of the agenda being covered, the Chairman closes the meeting at 9:35 am..

For the purpose of these minutes, it is noted that:

- No questions were raised by participants and no answers were provided.
- No shareholder requested that any statement be recorded in these minutes.
- No technical problems arose during the general meeting.

Geneva, 30 June 2025

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Jesús Martin-Garcia  
Chairman

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Miguel Payró  
Secretary & Teller

**GeNeuro SA**  
**Extraordinary Meeting (EGM) of Shareholders of**  
**30 June 2025**  
**RESULT OF VOTE ON RESOLUTIONS**

Number of shares comprising the Company's share capital: 29,760,933

Number of shareholders present or represented at the AGM: 5

Number of votes of shareholders present or represented at the AGM: 20,552,493

Resolution nr.	Number of votes expressed	Representing in nr. of shares	Representing in % of capital	Votes	In number	in %	Result from the vote
2.1	20,552,493 votes	20,552,493 shares	69.06% of capital	for against	20,552,493 0	100.00 0.00	Approved
2.2	20,552,493 votes	20,552,493 shares	69.06% of capital	for against	20,552,493 0	100.00 0.00	Approved
2.3	20,552,493 votes	20,552,493 shares	69.06% of capital	for against	20,552,493 0	100.00 0.00	Approved
2.4	20,552,493 votes	20,552,493 shares	69.06% of capital	for against	20,552,493 0	100.00 0.00	Approved
2.5	20,552,493 votes	20,552,493 shares	69.06% of capital	for against	20,552,493 0	100.00 0.00	Approved
2.6	20,552,493 votes	20,552,493 shares	69.06% of capital	for against	20,552,493 0	100.00 0.00	Approved
2.7	20,552,493 votes	20,552,493 shares	69.06% of capital	for against	20,552,493 0	100.00 0.00	Approved
2.8	20,552,493 votes	20,552,493 shares	69.06% of capital	for against	20,552,493 0	100.00 0.00	Approved
3	20,552,493 votes	20,552,493 shares	69.06% of capital	for against	20,552,493 0	100.00 0.00	Approved
4.1	20,552,493 votes	20,552,493 shares	69.06% of capital	for against	20,552,493 0	100.00 0.00	Approved
4.2	20,552,493 votes	20,552,493 shares	69.06% of capital	for against	20,552,493 0	100.00 0.00	Approved
4.3	20,552,493 votes	20,552,493 shares	69.06% of capital	for against	20,552,493 0	100.00 0.00	Approved
5	20,552,493 votes	20,552,493 shares	69.06% of capital	for against	20,552,493 0	100.00 0.00	Approved