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Declaration of Compliance with the German Corporate Governance Code pursuant to Section 161 of the German Stock Corporation Act (*AktG*)

The Executive Board and the Supervisory Board of Epigenomics AG hereby declare that Epigenomics complies with the recommendations of the German Corporate Governance Code Commission in the version of May 21, 2003, which were published by the German Federal Ministry of Justice in the official section of the electronic Federal Gazette. Only the following recommendations, partly due to specific corporate particularities, are not complied with:

Section 3.8 Paragraph 2 The D&O (directors' & officers') liability insurance does include a deductible for the Executive Board and the Supervisory Board members. However, we think a deductible is not a pre-condition for *responsible* management; responsible management rather is a self-evident duty of all board members. Therefore, the "adequate" amount of a deductible is not of particular importance. Accordingly, we may not comply with the recommendation regarding an "adequate" deductible.

Section 4.2.3 Paragraph 2 The stock options granted to Executive Board members in the past do not relate to relevant comparison parameters, with regards to the existing stock option programs a retroactive change of performance targets is not excluded, and for extraordinary, unforeseen developments no limitation possibilities (cap) have been agreed upon. The stock option programs underlying the grant of options have all been established prior to the Company's listing and were disclosed in detail in the offering circular. We think that the responsibility and motivation of Executive Board members are not improved by referring to comparison parameters and that a possibility of limitation (cap) is not necessary due to the structure of the existing stock option programs. The general shareholders' meeting would need to resolve upon a retroactive amendment of the performance targets (which is not intended). Therefore, the aforementioned recommendations

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pursuant to section 4.2.3 paragraph 2 of the Code will only be implemented with a new stock option plan.

Section 5.1.2 Paragraph 2 An age limit for members of the Executive Board has not been specified. Such a general limit could restrict the Supervisory Board in its selection of particularly qualified and experienced candidates. From our point of view age is not necessarily an adequate criteria for the disqualification of candidates. Furthermore, the age structure of the Executive Board does not suggest the adoption of an age limit within the foreseeable future.

Section 5.4.1 Sentence 2 Because of the afore-mentioned reasons an age limit for members of the Supervisory Board also has not been specified. An age limit would inappropriately narrow the shareholders' right to elect the members of the Supervisory Board.

Section 5.4.5 Paragraph 1 The compensation of the Supervisory Board members does not take into account the membership in board committees. Since committee memberships are equally distributed among the Supervisory Board members a different compensation is not warranted in this respect.

Section 5.4.5 Paragraph 2 The compensation of the Supervisory Board members does not contain a performance-related component. Given the present composition of the Supervisory Board a performance-related compensation would not have led to an additional increase in incentive or motivation. The possible adoption of performance-related compensation components shall be the subject of a future decision of the general shareholders' meeting, as the case may be.

Berlin, December 2004

The Supervisory Board

The Executive Board