

Annex 2

Notice of Bondholders
in case of

Payment

of
Conversion Payment

Please complete, sign and forward to depository bank for delivery to Conversion Agent

ISIN DE000A11QW50 | WKN A11QW5 | Common Code 100502216

Epigenomics AG (the "Issuer")

EUR 2,675,000

Zero Coupon Convertible Bonds

due 2016 (the "Bonds")

When completed, this Notice should be sent via the depository bank by facsimile, e-mail or delivered in writing to the Conversion Agent.

Failure to deliver properly and completely this Notice (in the determination of the Conversion Agent) may result in this Notice being treated as null and void. Expressions defined in the terms and conditions of the Bonds (the "**Terms and Conditions**") shall bear the same meaning herein.

I/We, the account holder(s) specified in paragraph 1.1 below, am/are the account holder(s) of the Bond(s) referred to above. By notice dated 8 December 2016, the Issuer has exercised the Maturity Date Conversion Right granted pursuant to § 10(1)(a) of the Terms and Conditions. I/We hereby **exercise my/our right** to convert the Bond(s) **against Conversion Payment** into ordinary registered shares with no par-value in the Issuer (the "**Shares**") as more fully set forth in § 10(1)(b) of the Terms and Conditions.

1. **Bondholder's Details**

1.1 Our/My details are:

(Name(s)/Company)

(Date of birth)

(Address(es)/Domicile)

(Citizenship/Place of incorporation or domicile)

- 1.2 Details of the nominee to which the number of Shares shall be delivered, if different from paragraph 1.1 above:

(Name(s)/Company)

(Date of birth)

(Address(es)/Domicile)

(Citizenship/Place of incorporation or domicile)

2. Bonds to be converted

Aggregate number of Bonds

with respect to which the Conversion Payment shall be paid: _____

Aggregate Principal Amount of Bonds

with respect to which the Conversion Payment shall be paid: € _____

3. Instructions to Depository Bank

- (a) I/We hereby irrevocably authorize and instruct my/our depository bank:

- (i) upon expiry of the 23 December 2016 to debit immediately the number of Bond(s) referred to under paragraph 2 above from the account referred to below (to the extent the Bond(s) being converted are held through Clearstream Banking AG or a participant thereof) and to deliver them to Clearstream Banking AG to the account number 7424; and
- (ii) to debit the account referred to below with an amount equal to (i) the Conversion Payment referred to in 3.(b) of this Notice and (ii) costs and expenses referred to in 3.(c) of this Notice and, upon expiry of the 23 December 2016, to pay such amounts to the Conversion Agent, respectively, in immediately available funds on the Conversion Agent's account with Deutsche Bank AG, beneficiary bank name: Deutsche Bank AG, beneficiary account number: IBAN DE67500700100970576511, swift address: DEUTDEFF.

Name:

Account:

(b) Undertaking to pay Conversion Payment

I/We hereby undertake to pay the Conversion Payment due by reason of the Maturity Date Conversion of the Bonds and the exercise of my/our right pursuant to in § 10(1)(b) of the Terms and Conditions.

(c) Undertaking to pay Stamp Duty and Other Taxes

I/We hereby undertake to pay all costs and expenses and any applicable stamp duty, stamp duty reserve tax and/or other similar taxes or duties due by reason of the Maturity Date Conversion of the Bond(s) and the exercise of my/our right pursuant to § 10(1)(b) of the Terms and Conditions and I/we hereby authorize the Issuer to deduct any costs and expenses and any such taxes or duties from any amount payable by the Issuer to me/us in connection with the Maturity Date Conversion.

4. Securities Settlement Instructions

I/We irrevocably instruct the Conversion Agent to make arrangements to deliver the Shares to the following securities account with a bank or other financial intermediary with Clearstream Banking AG:

Bank: _____
(Name of bank or other financial intermediary)

Clearstream Frankfurt
Securities Account: _____

Account of: _____

Favour of: _____

5. Payment Instructions

I/We request that any cash sum I am/we are entitled to receive pursuant to the Terms and Conditions is paid by the Conversion Agent by way of transfer to the following Euroclear/Clearstream account:

Bank: _____
(Name of bank or other financial intermediary)

BIC: _____

IBAN: _____

Account number: _____

Account of: _____

Favour of: _____

6. Power of attorney for the Conversion Agent

I/We herewith grant power of attorney to the Conversion Agent to represent me/us in accordance with the instructions contained in this Notice in any way whatsoever in connection with the Maturity Date Conversion of the Bond(s) and the exercise of my/our right pursuant to § 10(1)(b) of the Terms and Conditions and in particular to deliver the subscription certificate pursuant to Sec. 198 subsection 1 of the German Stock Corporation Act (*Aktiengesetz*) to the Issuer.

7. Representations

I/We hereby represent and warrant that the Bond(s) referred to under paragraph 2 above is/are free from all liens, charges, encumbrances and other third party rights.

8. Certification of Beneficial Ownership by non-U.S. Persons

I/We hereby represent and warrant that

- (i) I/we am/are not (a) U.S. person(s) (as that term is defined in Regulation S under the U.S. Securities Act of 1933, as amended (“**Regulation S**”));
- (ii) I/we am/are not acting on the account of or to the benefit of a U.S. person;
- (iii) the Maturity Date Conversion and the exercise of my/our right pursuant to § 10(1)(b) of the Terms and Conditions are conducted outside the United States (as defined under Regulation S); and
- (iv) I/we will receive the Shares, that are to be delivered in the course of the Maturity Date Conversion and the exercise of my/our right pursuant to § 10(1)(b) of the Terms and Conditions in the context of an offshore-transaction (as defined in Rule 903 or 904 of Regulation S).

9. Authorisation of Production in Proceedings

I/We hereby authorize the production of this Notice in any administrative or legal proceedings instituted in connection with the Bond(s) to which this Notice relates.

Signed: _____ Date: _____

Account Holder or
authorized representative

Copies: 1 to be retained by the Account Holder

Attachment: If a representative acts for a holder/holders, attach appropriate evidence of representation