

Please note: translation is provided for informational purposes only.

DECLARATION OF COMPLIANCE 2015
WITH THE GERMAN CORPORATE GOVERNANCE CODE PURSUANT TO
SECTION 161 PARAGRAPH 1 OF THE GERMAN STOCK CORPORATION ACT (AKTG)

The Executive Board and the Supervisory Board of Epigenomics AG hereby declare that, since the last declaration of compliance in October 2014 and until June 12, 2015, Epigenomics AG has complied with the recommendations of the German Government Commission on the German Corporate Governance Code (hereinafter also "Code") in the version of June 24, 2014 and has since June 12, 2015 complied, and complies, with the recommendations of the Code in the version of May 5, 2015 (published by the Ministry of Justice in the official part of the Federal Gazette on June 12, 2015), in each case with the exceptions set forth below.

Section 5.1.2 Paragraph 1 Sentence 2 and Paragraph 2 Sentence 3 and Section 5.4.1 Paragraph 2 Sentence 1 and Paragraph 3

In the past, when filling the positions in its bodies, the Executive Board and the Supervisory Board considered the company-specific situation, and also made allowances for potential conflicts of interest as well as the international activities of the company through an appropriate diversity of their members as well as the appointment of an adequate number of independent Supervisory Board members. Furthermore, the Supervisory Board determined a maximum term of membership. In deviation from the recommendations in Section 5.1.2 paragraph 2 sentence 3 and in Section 5.4.1 paragraph 2 sentence 1, we however consider the commitment to institute special age limits for members of the Executive Board and the Supervisory Board as an inadequate limitation of the voting rights of our shareholders. In addition, we are convinced that sweeping requirements for the composition of the Executive Board as requested in Section 5.1.2 paragraph 1 sentence 2 constrain the Supervisory Board inadequately in its selection of suitable members of the Executive Board. The same applies accordingly to the specification of sweeping objectives regarding the composition of the Supervisory Board, as required in Section 5.4.1 paragraph 2 sentence 1 and assumed in Section 5.4.1 paragraph 3. We strive to achieve an appropriate diversity in the Executive Board and the Supervisory Board to ensure that an adequate number of independent Supervisory Board members is elected. However, it is ultimately in the corporate interest to appoint as members of the Executive Board and the Supervisory Board the most suitable male or female candidates. For the proportion of women in the Executive Board and Supervisory Board, Section 111 paragraph 5 of the Stock Corporation Act (*Aktiengesetz – AktG*) now requires the definition of gender diversity objectives. We therefore believe that sweeping requirements constitute an inadequate limitation of the individual selection of suitable candidates for the Executive Board or the Supervisory Board. Furthermore, a target requirement regarding the composition of the Supervisory Board also inadequately impairs our shareholders' right to elect the Supervisory Board members. Accordingly, we did not and will not comply with these recommendations of the Code.

Sections 5.3.1, 5.3.2 and 5.3.3 and Section 5.4.6 Paragraph 1 Sentence 2

As the Supervisory Board comprises only three members the Supervisory Board considers the formation of committees not to be adequate. Committees comprising less than three members and therefore less than the full Supervisory Board could not be delegated powers to take decisions. Therefore, the Supervisory Board has not formed any committees. Therefore, in contrary to the recommendation in Section 5.4.6 paragraph 1 sentence 2, no further compensation for the chairperson or the membership to such committees will apply.

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Berlin, October 2015

On behalf of the Supervisory Board:

On behalf of the Executive Board:

Heino von Prondzynski
(Chairman of the Supervisory Board)

Dr. Thomas Taapken
(CEO/CFO)

Dr. Uwe Staub
(COO)