

Counter-proposal

Referring to item 4 of the agenda for the Annual General Meeting (AGM) of Epigenomics AG on 10 July 2006 the following counterproposal is made on behalf of the shareholder Omega Fund II., L.P.:

Omega Fund II, L.P. herewith proposes and will propose at the AGM, to have Mr. Otello Stampacchia (PhD), investment advisor, with residence in Geneva, Switzerland, elected as a new member of the Supervisory Board of Epigenomics AG.

Mr. Stampacchia (PhD) is member of the following statutory supervisory boards or comparable supervisory bodies of domestic or foreign enterprises:

Statutory supervisory boards:

None

Comparable supervisory bodies of domestic and foreign enterprises:

- CropDesign, N.V. Zwijnaarde, Belgium
- Micromet Inc. Delaware, US
- Trident Pharmaceuticals Inc., Delaware, US

Mr. Stampacchia (PhD) is an established advisor to a number of investment funds specializing in public and private biotech investments, as well as an active Board member of several public and private biotechnology companies. In addition, Mr. Stampacchia (PhD) has accumulated substantial expertise in the European and US capital markets, first as an employee of the Corporate Finance department at Goldman Sachs, and then as a fund manager of a large biotechnology investment fund. With a PhD in molecular biology, Mr. Stampacchia (PhD) brings together a fundamental knowledge of the science underpinning modern biotechnology research with a wide experience of corporate finance and strategic transactions, including assisting companies in their positioning and strategic communication policy towards investors and financial institutions. Such a skill set would be particularly suited to the current conditions of the company, making Mr. Stampacchia (PhD) extremely suitable as an addition to the Epigenomics supervisory board, in particular taking into consideration that the current Supervisory Board composition does not include members with capital markets and strategic company positioning expertise. We believe the current situation

of the company requires a new board member who can provide a more effective input and feedback on the different options facing the company, as well as assist in improving the communication of selected initiatives to the relevant parties in the financial markets. In order to increase shareholder value, we believe the supervisory board must have a balance of members focused in different areas and with expertise relevant to the business and market environment which a small listed biotechnology company currently faces. Only by virtue of such a well-balanced supervisory board, can the obligations imposed on the Board and the difficulties presently facing the company be duly fulfilled. This is also specified in the German Corporate Governance Codex, which in Sec. 5.4.1 provides for that the supervisory board shall consist of members who have the required knowledge, experience and competence required for supervising the management in the interest of its shareholders. We do not believe that the current proposals for the constitution of the Supervisory Board satisfy this requirement.

We therefore strongly recommend electing Mr. Otello Stampacchia (PhD) as a new member of the supervisory board.

Cologne, 22 June 2006

Omega Fund II, L.P.