

epigenomics

INVITATION TO THE
ANNUAL GENERAL
SHAREHOLDERS' MEETING

2011

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ANNUAL GENERAL
SHAREHOLDERS' MEETING 2011
OF EPIGENOMICS AG, BERLIN

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Dear Shareholders,

We invite you to attend

**the Annual General Shareholders' Meeting
of Epigenomics AG**

*on Tuesday, June 28, 2011, at 11:00 a.m., in the
premises of Deutsche Bank AG, Unter den Linden 13-15
(entrance Charlottenstrasse), 10117 Berlin, Germany.*

AGENDA

1. Presentation of the approved annual financial statements and the approved consolidated financial statements as well as the management report of Epigenomics AG and the Group management report, the report of the Supervisory Board and the explanatory report by the Executive Board as to the specifications pursuant to Section 289 Paragraph 4, Section 315 Paragraph 4 German Commercial Code (HGB) as well as to the specifications pursuant to Section 289 Paragraph 5, Section 315 Paragraph 2 No. 5 German Commercial Code (HGB) for the fiscal year 2010

The aforementioned documents can be inspected in the internet at www.epigenomics.com/news-investors/investors/annual-general-shareholder-meeting.html and at the offices of Epigenomics AG, Kleine Präsidentenstrasse 1, 10178 Berlin, Germany. Upon request, every shareholder will promptly receive a copy free of charge.

The Supervisory Board has approved the annual financial statements and the consolidated statements prepared by the Executive Board; thus, the annual financial statements are formally approved according to Section 172 Sentence 1 of the German Stock Corporation Act (AktG). The documents specified under this item of the agenda are to be presented to the Annual General Shareholders' Meeting without the adoption of a resolution by the Annual General Shareholders' Meeting being required.

2. Resolution on the discharge of the members of the Executive Board for the fiscal year 2010

The Executive Board and the Supervisory Board propose that discharge be granted for the members of the Executive Board holding office in the fiscal year 2010 with regard to such term.

3. Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2010

The Executive Board and the Supervisory Board propose that discharge be granted for the members of the Supervisory Board holding office in the fiscal year 2010 with regard to such term.

4. Approval of the compensation system applying to the members of the Executive Board

The German Act for the Appropriateness of Executive Board Compensation that entered into force on August 5, 2009, provides the possibility that the Annual General Shareholders' Meeting may adopt a resolution on the current compensation system applying to the members of the Executive Board. Also under the aspect of a good corporate governance, the Annual General Shareholders' Meeting is to avail itself of this right. The compensation system currently applying to the members of the Company's Executive Board is described in more detail in the compensation report which is published in the annual report 2010 and which is available in the internet at www.epigenomics.com/news-investors/investors/annual-general-shareholder-meeting.html.

The Executive Board and the Supervisory Board propose that the compensation system applying to the members of the Executive Board be approved.

5. Resolution on the creation of a new Authorized Capital 2011/I and the amendment of the Articles of Association

The Executive Board and the Supervisory Board propose to pass the following resolutions:

- a) The Executive Board is authorized until June 27, 2016, to increase, with the consent of the Supervisory Board, the share capital of the Company once or several times by up to EUR 4,409,205.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares (Authorized Capital 2011/I). The subscription rights shall be granted to the shareholders. The new shares can be subscribed by a financial institution or a syndicate of financial institutions under the obligation to offer the shares to the shareholders for subscription (indirect subscription right).

The Executive Board is, however, authorized to exclude, with the consent of the Supervisory Board, the shareholders' statutory subscription rights in the following events:

- for fractional amounts;
- in the event the new shares are issued against contribution in cash at an issuing price which is not materially lower than the market price of listed shares with essentially the same rights during the last five stock exchange trading days prior to the day of the determination of the issuing price by the Executive Board pursuant to Section 203 Paragraph 1 Sentence 1 and 2 AktG, Section 186 Paragraph 3 Sentence 4 AktG; this authorization to exclude subscription rights, however, applies only insofar as the new shares and such shares issued by the Company during the term of this authorization, as the case may be, with the exclusion of subscription rights pursuant to or in accordance with Section 186 Paragraph 3 Sentence 4 AktG from an ordinary capital increase, utilization of an authorized capital or after a repurchase or for which, on or after June 28, 2011, a conversion or option right under convertible or warrant bonds has been granted with the exclusion of subscription rights in accordance with Section 186 Paragraph 3 Sentence 4 AktG do not exceed 10% of the share capital at the time of the registration of this authorization in the commercial register or – if lower – at each time this authorization is executed;
- for capital increases against contribution in kind in order to offer the new shares to third parties with regard to mergers or upon the purchase of enterprises, parts of enterprises, shares in enterprises or other assets;
- as far as it is necessary to grant as many subscription rights on new shares to holders of option rights or creditors of convertible bonds issued by the Company or its subordinated Group companies as such holders and creditors could claim for upon the exercise of the option or conversion rights respectively upon fulfillment of conversion obligations.

The Executive Board is authorized to establish further details of the implementation of capital increases from the Authorized Capital 2011/I. The Supervisory Board is authorized to amend the wording of the Articles of Association after implementation of the capital increase from the Authorized Capital 2011/I or after expiry of the term of the authorization in accordance with the capital increase from the Authorized Capital 2011/I.

- b) Section 5 of the Articles of Association shall be amended by inserting the following Paragraph 9:

“(9) The Executive Board is authorized until June 27, 2016, to increase, with the consent of the Supervisory Board, the share capital of the Company once or several times by up to EUR 4,409,205.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares (Authorized Capital 2011/I). The subscription rights shall be granted to the shareholders. The new shares can be subscribed by a financial institution or a syndicate of financial institutions under the obligation to offer the shares to the shareholders for subscription (indirect subscription right). The Executive Board is, however, authorized to exclude, with the consent of the Supervisory Board, the shareholders’ statutory subscription rights in the following events:

- for fractional amounts;
- in the event the new shares are issued against contribution in cash at an issuing price which is not materially lower than the market price of listed shares with essentially the same rights during the last five stock exchange trading days prior to the day of the determination of the issuing price by the Executive Board pursuant to Section 203 Paragraph 1 Sentence 1 and 2 AktG, Section 186 Paragraph 3 Sentence 4 AktG; this authorization to exclude subscription rights, however, applies only insofar as the new shares and such shares issued by the Company during the term of this authorization, as the case may be, with the exclusion of subscription rights pursuant or in accordance with Section 186 Paragraph 3 Sentence 4 AktG from an ordinary capital increase, utilization of an

- authorized capital or after a repurchase or for which, on or after June 28, 2011, a conversion or option right under convertible or warrant bonds has been granted with the exclusion of subscription rights in accordance with Section 186 Paragraph 3 Sentence 4 AktG do not exceed 10% of the share capital at the time of the registration of this authorization with the commercial register or – if lower – at each time this authorization is executed;
- for capital increases against contribution in kind in order to offer the new shares to third parties with regard to mergers or upon the purchase of enterprises, parts of enterprises, shares in enterprises or other assets;
 - as far as it is necessary to grant as many subscription rights on new shares to holders of option rights or creditors of convertible bonds issued by the Company or its subordinated Group companies as such holders and creditors could claim for upon the exercise of the option or conversion rights respectively upon fulfillment of conversion obligations.

The Executive Board is authorized to establish further details of the implementation of capital increases from the Authorized Capital 2011/I. The Supervisory Board is authorized to amend the wording of the Articles of Association after implementation of the capital increase from the Authorized Capital 2011/I or after expiry of the term of the authorization in accordance with the capital increase from the Authorized Capital 2011/I.”

6. Resolution on the creation of a new Authorized Capital 2011/II and the amendment of the Articles of Association

The Executive Board and the Supervisory Board propose to pass the following resolution:

- a) The Executive Board is authorized until June 27, 2016, to increase, with the consent of the Supervisory Board, the share capital of the Company once or several times by up to EUR 17,636,830.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares (Authorized Capital 2011/II). The subscription rights shall be granted

to the shareholders. The new shares can be subscribed by a financial institution or a syndicate of financial institutions under the obligation to offer the shares to the shareholders for subscription (indirect subscription right).

The Executive Board is, however, authorized to exclude, with the consent of the Supervisory Board, the shareholders' statutory subscription rights in the following events:

- for fractional amounts;
- for capital increases against contribution in kind in order to offer the new shares to third parties with regard to mergers or upon the purchase of enterprises, parts of enterprises, shares in enterprises or other assets.

The Executive Board is authorized to establish further details of the implementation of capital increases from the Authorized Capital 2011/II. The Supervisory Board is authorized to amend the wording of the Articles of Association after implementation of the capital increase from the Authorized Capital 2011/II or after expiry of the term of the authorization in accordance with the capital increase from the Authorized Capital 2011/II.

- b) Section 5 of the Articles of Association shall be amended by inserting the following Paragraph 10:

“(10) The Executive Board is authorized until June 27, 2016, to increase, with the consent of the Supervisory Board, the share capital of the Company once or several times by up to EUR 17,636,830.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares (Authorized Capital 2011/II). The subscription rights shall be granted to the shareholders. The new shares can be subscribed by a financial institution or a syndicate of financial institutions under the obligation to offer the shares to the shareholders for subscription (indirect subscription right). The Executive Board is, however, authorized to exclude, with the consent of the Supervisory Board, the shareholders' statutory subscription rights in the following events:

- for fractional amounts;
- for capital increases against contribution in kind in order to offer the new shares to third parties with regard to mergers or upon the purchase of enterprises, parts of enterprises, shares in enterprises or other assets.

The Executive Board is authorized to establish further details of the implementation of capital increase from the Authorized Capital 2011/II. The Supervisory Board is authorized to amend the wording of the Articles of Association after implementation of the capital increase under the Authorized Capital 2011/II or after expiry of the term of the authorization in accordance with the capital increase under the Authorized Capital 2011/II.”

7. Resolution regarding the authorization to issue stock options in connection with the Stock Option Program 11-15, the creation of a new Conditional Capital VIII in order to fulfill the stock options issued under the Stock Option Program 11-15 and the corresponding amendment of the Articles of Association

The Executive Board and the Supervisory Board propose to pass the following resolutions:

A. Conditional Capital VIII; Authorization to issue stock options; Stock Option Program 11-15

1. Conditional capital increase

The share capital of the Company shall be conditionally increased by up to EUR 1,483,240.00 by issuance of up to 1,483,240 new non-par value bearer shares with a calculatory par value of EUR 1.00 per share (Conditional Capital VIII).

2. Authorization to issue subscription rights

The Executive Board of the Company is authorized until the expiration of December 31, 2015, to issue subscription rights with respect to shares in the Company in one or more tranches in per year favor of beneficiaries according to the conditions set out hereafter, but not before the Conditional Capital VIII becomes effective by registration in the commercial register (the “Stock Option Program 11-15”).

The Supervisory Board of the Company is exclusively competent for the issuance of subscription rights in favor of beneficiaries that are members of the Executive Board of the Company.

The Executive Board and the Supervisory Board are free to decide on the granting of subscription rights (the "If") and (within the maximum limits set forth hereinafter) regarding the scope of the subscription rights, to the extent there are no other contractual commitments vis-à-vis beneficiaries.

The Company can choose to fulfill subscription rights that have been validly exercised by either using the Conditional Capital VIII according to No. 1 or by transferring its own shares, acquired based on an authorization by the Annual General Shareholders' Meeting to acquire own shares, as the case may be.

3. *Granting of subscription rights*

A certain amount of subscription rights granted to a beneficiary at a certain point in time is defined as a tranche. During the term of the Stock Option Program 11-15, such tranches can be issued once or several times per year to beneficiaries from the total volume of the Stock Option Program, corresponding to the amount of the Conditional Capital VIII according to No. 1. The minimum number of options to exercise per person is 1,000 per exercise.

4. *Beneficiaries, distribution of total volume*

a) The beneficiaries are

aa) the members of the Executive Board of the Company (group 1);

bb) the employees of the Company and of subordinated affiliated companies within the meaning of Sections 15 et seqq. of the German Stock Corporation Act (AktG, including the members of the Executive Boards of subordinated affiliated companies (group 2).

b) From the total volume of the Stock Option Program 11-15, the distribution shall be as follows:

- group 1 beneficiaries altogether: a maximum of 60% (i.e. altogether a maximum of 889,944 of the subscription rights);
- group 2 beneficiaries altogether: a maximum of 40% (i.e. altogether a maximum of 593,296 of the subscription rights).

5. *Issuance period*

The first issuance of subscription rights shall not take place before registration of the Conditional Capital VIII in the commercial register. Furthermore, the Executive Board or, respectively, the Supervisory Board, shall decide on the point in time of the issuance of subscription rights.

6. *Exercise periods*

The subscription rights can only be exercised during certain exercise periods. The exercise periods each start with the first stock exchange trading day

- after the ordinary Annual General Shareholders' Meeting of the Company;
- after the publication of the Company's quarterly report for the first quarter of the respective fiscal year;
- after the publication of the Company's quarterly report for the second quarter of the respective fiscal year;
- after the publication of the Company's quarterly report for the third quarter of the respective fiscal year;
- after the publication of the approved consolidated financial statements of the Company for the previous fiscal year.

Each exercise period encompasses 20 stock exchange trading days, i.e. it ends with the expiration of the 20th stock exchange trading day following the event triggering the respective exercise period. With respect to stock exchange trading days, the Frankfurt stock exchange shall be relevant.

7. Vesting

- a) The subscription rights in every tranche shall vest for the group 2 beneficiaries as follows:
 - aa) one-third of the subscription rights issued in one tranche shall vest one year after the issuance of this tranche (the relevant point in time for the issuance of the subscription rights according to this Stock Option Program 11-15 is always the date of the written information on the issuance of the respective tranche to the beneficiary by the Executive Board or the Supervisory Board);
 - bb) a further one-third of the subscription rights issued in one tranche shall vest two years after the issuance of this tranche and
 - cc) a further one-third of the subscription rights issued in one tranche shall vest three years after the issuance of this tranche.

For the calculation of the vesting of the issued subscription rights, fractions shall generally be truncated to the next lower whole number.

- b) The subscription rights of every tranche shall vest completely or partially for group 1 beneficiaries, if and to the extent that the Supervisory Board of the Company declares vesting of subscription rights vis-à-vis a group 1 beneficiary in compliance with the rules set out hereinafter.
 - aa) The declaration of vesting of subscription rights vis-à-vis a group 1 beneficiary by the Company's Supervisory Board requires a corresponding prior resolution by the Supervisory Board. The Supervisory Board adopts its decision regarding the "If" and the extent of the vesting of subscription rights of a group 1 beneficiary at its free discretion taking into account the individual performance of the respective beneficiary and the development

of the Company. With the exception of the regulation in c) below, no beneficiary shall have a claim regarding the vesting within certain periods of time.

- bb) The Supervisory Board may declare the complete or partial vesting of subscription rights issued in one tranche in favor of group 1 beneficiaries at any time after the issuance of this tranche.
- c) In the case that the Supervisory Board does not decide on the vesting vis-à-vis one or more of the group 1 beneficiaries, the subscription rights of every tranche shall vest for group 1 beneficiaries as follows:
 - aa) one-third of the subscription rights issued in one tranche shall vest one year after the issuance of this tranche (the relevant point in time for the issuance of the subscription rights according to this Stock Option Program 11-15 is always the date of the written information on the issuance of the respective tranche to the beneficiary by the Executive Board or the Supervisory Board);
 - bb) a further one-third of the subscription rights issued in one tranche shall vest two years after the issuance of this tranche and
 - cc) a further one-third of the subscription rights issued in one tranche shall vest three years after the issuance of this tranche.
- d) The expiration of vested subscription rights is limited to the instances expressly set out in Nos. 13 b) and c), 14 and 15.

8. *Waiting period*

Subscription rights of each tranche can be exercised for the first time after their vesting according to the preceding No. 7 and after expiration of the waiting period. The waiting period starts with the issuance of a tranche and ends four years after the issuance of this tranche.

The restriction of the exercise of the subscription rights to certain exercise periods (No. 6) and subject to the compliance with all exercise conditions (Nos. 11 through 13) shall remain unaffected by the expiration of the waiting period.

9. Term of the subscription rights

The term of the subscription rights of every tranche begins with the issuance of the subscription rights and ends seven years after the issuance of the subscription rights.

10. Subscription ratio

- a) Each individual subscription right entitles the beneficiary to subscribe to one non-par value bearer share of the Company with a calculatory par value of EUR 1.00 per share against payment of the exercise price.
- b) In case the total number of shares changes after the issuance of subscription rights according to this Stock Option Program 11-15 (the "Change") without a corresponding inflow or outflow of funds (for instance due to a capital increase from the Company's own resources, a capital reduction or a new partitioning of the share capital), then either
 - aa) the number of shares to which an issued or non-issued subscription right each entitles (the "subscription ratio"), is amended in the same proportion of the total number of shares before the amendment compared with the total number of shares after the amendment, or
 - bb) the number of subscription rights is amended in the same proportion of the total number of shares before the amendment compared with the total number of shares after the amendment, while maintaining or creating a subscription ratio of one share for every subscription right.

In these cases, the exercise price per share shall change in a reciprocal manner. The Executive Board is entitled, with the consent of the Supervisory Board, to choose and implement one of the adjustment

methods set out in lit. b) aa) and bb). In the case of a capital increase from the Company's own resources, the existing Conditional Capital VIII required for securing the subscription rights shall increase in the same proportion as the share capital (Section 218 AktG). Thus, when exercising his subscription right, any beneficiary will receive such additional number of shares, as if he had already exercised his subscription right at the time of the capital increase from Company funds.

- c) If, as a consequence of a change of the subscription ratio, fractions of shares (in case of the exercise of subscription rights) or fractions of subscription rights (in case of an adjustment of the subscription amount) would arise, a truncation to the next lower whole number of shares or, respectively, subscription rights shall be performed. The subscription right regarding the fraction of a share or the fraction of a subscription right affected by the truncation shall expire without compensation.
- d) At the occurrence of other events having a comparable effect as the events of a "Change" set out in lit. b), the exercise price, the subscription ratio or the number of subscription rights can be adjusted according to Section 317 German Civil Code (BGB) based on equitable discretion by the auditor(s) of the Company and thus be determined anew.
- e) The Company is obliged to notify the beneficiaries in writing without undue delay of any "Changes" and any adjustments resulting therefrom as well as the effective date from which these adjustments shall apply.

11. Exercise price

The subscription rights can only be exercised against payment of the exercise price to the Company.

For the calculation of the exercise price, the average stock exchange closing price on the 20 stock exchange trading

days preceding the issuance of the subscription rights in the electronic trading system Exchange Electronic Trading (Xetra) will be compared with the most recently available stock exchange closing price of the share on the day before the subscription rights were issued. The exercise price is defined as the higher of these two values increased by 10%.

If applicable, the exercise price shall be adjusted according to No. 10 b) through d).

12. Performance target

Furthermore, the subscription rights regarding a tranche, that can be exercised, respectively, after the vesting according to No. 7 has occurred and after expiration of the waiting period according to No. 8, can only be exercised in case the average price of the Company's share has reached or surpassed the payable exercise price at least once within the period between the issuance of the subscription rights and the exercise of these subscription rights (performance target). For this purpose, the share price in the electronic trading system Exchange Electronic Trading (Xetra) shall apply.

13. Expiration upon termination of the employment or work contract

- a) Any subscription rights of a beneficiary that have not yet vested according to No. 7 expire without compensation in any case upon termination of the employment or work contract with the beneficiary, irrespective of the reason for such termination. The expiration date is the day on which the employment or work contract ends.
- b) Subscription rights that had already vested or will still vest prior to the expiration date, but have not or could not have been exercised by the respective beneficiaries until the expiration date, shall remain unaffected if
 - aa) on the expiration date the term of these subscription rights has not expired yet and

- bb) the employment or work contract was not or could not have been terminated by the respective company with which it persisted based on an important reason caused by the beneficiary.

Otherwise, such subscription rights shall also vest without compensation. Persisting vested subscription rights can and must be exercised by the respective beneficiary in the first exercise period, in which all exercise requirements set out in Nos. 8 and 12 are met with respect to these subscription rights and in which the term of these subscription rights has not expired yet according to No. 9, as long as the Executive Board (or, in the case that the beneficiaries are members of the Executive Board, the Supervisory Board) did not set a deviating exercise period for such instance when issuing the subscription rights. The Company shall inform the respective beneficiary in writing on the occurrence of these exercise requirements prior to the beginning of the respective exercise period. In case the subscription rights are not exercised within this exercise period, they also expire without compensation.

- c) The regulations of this No. 13 shall apply in case of death of a beneficiary with the proviso that previously vested subscription rights that have not been or could not yet be exercised still can and must be exercised by the heirs and/or the legatees of the deceased beneficiary within the two exercise periods following the death of the beneficiary, in which all exercise requirements set out in Nos. 8 and 12 are met with respect to these subscription rights and in which the term of these subscription rights has not yet expired according to No. 9, as long as the Executive Board (or, in the case that the beneficiaries are members of the Executive Board, the Supervisory Board) did not set a deviating exercise period for such instance when issuing the subscription rights. Otherwise, such subscription rights shall also vest without compensation. Vis-à-vis the Company, several heirs and/or legatees can exercise any rights resulting from the inherited or bequeathed subscription rights only through a joint

agent of all heirs and/or legatees. The nomination of the joint agent vis-à-vis the Company must be effected in writing, jointly by all heirs and/or legatees.

- d) Special regulations can be included in favor of the affected beneficiary by the Executive Board (or, in the case that the beneficiaries are members of the Executive Board, the Supervisory Board) for cases of occupational disability or incapacity to work, retirement or termination of the employment agreement by mutual consent as well as for the termination of the affiliation of a company to Epigenomics AG within the meaning of Sections 15 et seqq. AktG. However, specific exercise periods stipulated by the Executive Board (or, in the case that the beneficiaries are members of the Executive Board, the Supervisory Board) when issuing the subscription rights as well as the four-year waiting period according to No. 8 must not be shortened.

14. Transferability/exercisability

The subscription rights granted to the beneficiaries under this Stock Option Program 11-15 are non-transferable. Any disposal of subscription rights, the granting of a sub-participation, pledge of subscription rights and the establishment of a trust with respect to the subscription rights are not permitted. The same shall apply for legal transactions that would economically result in a sale or encumbrance of the subscription rights. If a beneficiary disposes of his subscription rights in contravention of the aforementioned rules, they expire without compensation.

15. Expiration at the end of the term

In case that subscription rights are not or cannot be exercised until the end of their term, they expire without compensation. The same applies for vested subscription rights.

16. Implementation of the capital increase

The capital increase (the issuance of shares) shall occur in each case immediately following the valid exercise of subscription rights.

17. Entitlement to dividend

The new shares shall participate in the profit from the beginning of the fiscal year in which they are issued.

18. Authorization regarding the amendment of the Articles of Association

The Supervisory Board is authorized to amend the Articles of Association according to the respective issuance of the subscribed shares.

19. Authorization to determine the details

The Supervisory Board shall determine the details regarding the issuance of subscription rights and the further conditions for exercising these rights as far as the members of the Executive Board are affected.

In all other cases, the Executive Board of the Company is competent to determine such details.

These details involve, in particular, the granting of subscription rights to individual beneficiaries as well as the determination of regulations regarding the implementation and the procedure of the granting and exercise of subscription rights.

20. Taxation

All taxes that are payable due to the granting or exercise of subscription rights or the sale of the shares acquired through the exercise of the subscription rights by the beneficiaries, shall be borne by the beneficiaries.

21. Voluntary benefit

The granting of subscription rights to the beneficiaries under this Program constitutes a voluntary benefit by the Company, with respect to which the beneficiaries shall have no claim (even in case of a future iteration). It is, in particular, not intended to establish a company practice regarding the granting of subscription rights.

22. Insider trading

In principle, the beneficiaries are entitled to immediately resell the shares acquired through the exercise of their subscription rights. However, it is expressly pointed out to the beneficiaries that a sale of these shares can be subject to an insider trading ban according to Section 14 of

the German Securities Trading Act (Wertpapierhandelsgesetz) and that, therefore, the beneficiaries must refrain from any disposal of the shares acquired through the exercise of their subscription rights, in case the beneficiaries have knowledge of a not publicly known circumstance relating to the Company's shares that is capable to considerably affect the share price in case it becomes publicly known.

23. Choice of law, place of jurisdiction

The granting of subscription rights under the conditions set forth herein is exclusively subject to German law, excluding the rules of Private International Law. As far as legally admissible, the place of jurisdiction for all disputes arising in connection with the granting of subscription rights according to this Stock Option Program is the place of the registered office of the Company.

24. Severability Clause

Should any provision of these conditions be invalid, ineffective or unenforceable as a whole or in part, the validity, effectiveness and enforceability of the remaining provisions shall not be affected thereby. Any such invalid, ineffective or unenforceable provision shall be deemed replaced by such valid, effective and enforceable provision as comes closest to the intent of the Company or its presumed intent according to the purpose of the conditions if it had taken into account the relevant point in question upon determination of these conditions. The aforesaid shall apply mutatis mutandis to any gap in these conditions.

B. Amendment of the Articles of Association

Section 5 of the Articles of Association shall be amended by inserting the following Paragraph 8:

“(8) The share capital shall be increased conditionally by up to EUR 1,483,240.00 divided into up to 1,483,240 non-par value bearer shares with a par value of EUR 1.00 per share (Conditional Capital VIII). The conditional capital increase shall only be carried out in so far as option rights were issued

on the basis of the Stock Option Program 11-15 of the Company, resolved at the Annual General Shareholders' Meeting on June 28, 2011, and the holders of these stock options exercise their right to subscribe to shares of the Company and the Company does not transfer its own shares in fulfillment of these option rights. The new shares shall participate in the profit from the beginning of the fiscal year in which they are issued. The Supervisory Board is authorized to lay down the further details regarding the implementation of the conditional capital increase as far as the granting of options to members of the Executive Board is concerned. In other cases, the Executive Board is authorized to lay down the further details. The Supervisory Board is authorized to amend the wording of Section 5 Paragraph 1 and 8 of the Articles of Association in accordance with the volume of the capital increase from conditional capital."

8. Resolution on the reduction of the share capital of Epigenomics AG by way of a simplified capital reduction to cover losses and the amendment of the Articles of Association

The Executive Board and the Supervisory Board propose to pass the following resolutions:

- a) The share capital of the Company, which currently amounts to EUR 44,092,085.00 and which is divided into 44,092,085 non-par value bearer shares, will be reduced by EUR 35,273,668.00 to EUR 8,818,417.00. The reduction of the share capital shall be performed in accordance with the provisions on simplified capital reduction pursuant to Sections 229 et seqq. of the German Stock Corporation Act and serves in the full amount to offset depreciation and cover other losses.
- b) The reduction of the share capital will be implemented in such a way that the currently existing 44,092,085 non-par value shares will be combined at a ratio of 5:1.
- c) The Executive Board shall be authorized to establish with the consent of the Supervisory Board the further details of the reduction of the share capital and its implementation.

- d) The Authorized Capital 2011/I resolved under agenda item 5 a), which amounts to EUR 4,409,205.00, will be reduced at the same rate as the reduced share capital under letter a), i.e. at a ratio of 5:1, by EUR 3,527,364.00 to EUR 881,841.00.
- e) The Authorized Capital 2011/II resolved under agenda item 6 a), which amounts to EUR 17,636,830.00, will be reduced at the same rate as the reduced share capital under letter a), i.e. at a ratio of 5:1, by EUR 14,109,464.00 to EUR 3,527,366.00.
- f) The Conditional Capital VIII resolved under agenda item 7 A), which amounts to EUR 1,483,240.00, will be reduced at the same rate as the reduced share capital under letter a), i.e. at a ratio of 5:1, by EUR 1,186,592.00 to EUR 296,648.00.

Likewise, due to the capital reduction, the number of subscription rights resulting from Stock Option Program 11-15 will be adjusted at the same rate as the capital reduction, i.e. at a ratio of 5:1. Moreover, the resolution under agenda item 7 shall be amended as follows:

A. 4. b) shall be reworded as follows:

“Out of the total volume of the Stock Option Program 11-15,

- the beneficiaries of Group 1 together can receive a maximum of 60% (i.e. together no more than 177,989 of the subscription rights);
- the beneficiaries of Group 2 together can receive a maximum of 40% (i.e. together no more than 118,659 of the subscription rights).”

- g) The existing Conditional Capitals IV, V and VII will be reduced at the same rate as the reduced share capital under letter a), i.e. at a ratio of 5:1.
- aa) The Conditional Capital VII, which currently amounts to EUR 1,521,234.00, will be reduced at the same rate as the reduced share capital under letter a), i.e. at a ratio of 5:1, by EUR 1,216,988.00 to EUR 304,246.00.

- bb) The Conditional Capital IV, which currently amounts to EUR 617,426.00, will be reduced at the same rate as the reduced share capital under letter a), i.e. at a ratio of 5:1, by EUR 493,941.00 to EUR 123,485.00.
- cc) The Conditional Capital V, which currently amounts to EUR 647,679.00, will be reduced at the same rate as the reduced share capital under letter a), i.e. at a ratio of 5:1, by EUR 518,144.00 to EUR 129,535.00.

The Conditional Capitals named under letters aa) to cc) serve to make use of stock options resulting from the Stock Option Programs resolved by the Annual General Shareholders' Meeting in the past. Presently there are 116,280 stock options outstanding under Stock Option Program 03-07 (Conditional Capital IV), 561,327 stock options outstanding under Stock Option Program 06-10 (Conditional Capital V), and 841,666 stock options outstanding under Stock Option Program 09-13 (Conditional Capital VII). The Executive Board shall, pursuant to the provisions of the respective authorization on which the Stock Option Programs are based, adjust the subscription ratio or the number of stock options as well as the exercise price to the reduced share capital.

- h) Section 5 Paragraph 1 of the Articles of Association of the Company shall be completely reworded as follows:

“(1) The share capital of the Company amounts to EUR 8,818,417.00 (EURO eight million eight hundred eighteen thousand four hundred and seventeen).”

Section 5 Paragraph 2 of the Articles of Association of the Company shall be completely reworded as follows:

“(2) The share capital is divided into 8,818,417 non-par value shares.”

Section 5 Paragraph 9 Sentence 1 of the amendment to the articles of Association adopted under agenda item 5 b) shall be reworded as follows:

“(9) The Executive Board is authorized until 27 June 2016 to increase with the consent of the Supervisory Board the share capital of the Company once or several times by up to EUR 881,841.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares (Authorized Capital 2011/I).”

Section 5 Paragraph 10 Sentence 1 of the amendment to the Articles of Association adopted under agenda item 6 b) shall be reworded as follows:

“(10) The Executive Board is authorized until 27 June 2016 to increase with the consent of the Supervisory Board the share capital of the Company once or several times by up to EUR 3,527,366.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares (Authorized Capital 2011/II).”

Section 5 Paragraph 8 Sentence 1 of the amendment to the Articles of Association adopted under agenda item 7 B) shall be reworded as follows:

“(8) The share capital shall be conditionally increased by up to EUR 296,648.00 divided into up to 296,648 non-par value bearer shares with a par value of EUR 1.00 per share (Conditional Capital VIII).”

Section 5 Paragraph 4 Sentence 1 of the Articles of Association shall be reworded as follows:

“(4) The share capital shall be conditionally increased by up to EUR 304,246.00, divided into up to 304,246 non-par value bearer shares with a par value of EUR 1.00 per share (Conditional Capital VII).”

Section 5 Paragraph 6 Sentence 1 of the Articles of Association shall be reworded as follows:

“(6) The share capital shall be conditionally increased by up to EUR 123,485.00 divided into up to 123,485 non-par value bearer shares with a calculatory par value of EUR 1.00 per share (Conditional Capital IV).”

Section 5 Paragraph 7 Sentence 1 of the Articles of Association shall be reworded as follows:

“(7) The share capital shall be conditionally increased by up to EUR 129,535.00 divided into up to 129,535 non-par value bearer shares with a par value of EUR 1.00 per share (Conditional Capital V).”

- i) The above letters a) – h) represent a uniform decision. One letter item will not become valid if the others do not also become valid at the same time.
- j) The Executive Board is instructed to register in the commercial register the Authorized Capitals 2011/I and 2011/II resolved under agenda items 5 and 6 as well as the Conditional Capital VIII resolved under agenda item 7, together with the corresponding amendments to the Articles of Association, in the form and amount resolved by this agenda item only if the resolution under this agenda item is, or could be, registered at the same time.

9. Resolution on the revocation of the Conditional Capital III and the deletion of Section 5 Paragraph 5 of the Articles of Association

The currently existing Conditional Capital III in the amount of EUR 139,625.00 is not required anymore, because option rights resulting from the Stock Option Program 01-05 of the Company established by the Annual General Shareholders’ Meeting resolution of April 27, 2001, amended by Annual General Shareholders’ Meeting resolutions of August 1, 2003, cannot be exercised anymore.

Therefore, the Executive Board and the Supervisory Board propose to pass the following resolutions:

- a) The Conditional Capital III shall be revoked.
- b) Section 5 Paragraph 5 of the Articles of Association shall be deleted.

10. Approval of the transmission of information by means of data transmission and appropriate amendment of the Articles of Association

The Executive Board and the Supervisory Board propose that the following resolution should be adopted:

- (a) The Company is also authorized to transmit information to shareholders by means of data transmission.
- (b) The Articles of Association shall be amended as follows:
 - (1) The heading of Section 4 shall be reworded as follows:

“Announcements and transmission of information”
 - (2) Section 4 shall be supplemented by the following sentence 2:

“The Company is authorized to transmit information to shareholders also by means of data transmission.”

11. Appointment of the auditor for the fiscal year 2011

On the recommendation of its Audit and Corporate Governance Committee, the Supervisory Board proposes that the auditing company UHY Deutschland AG Wirtschaftsprüfungsgesellschaft, Berlin, Germany, be appointed to serve as the auditor for the annual financial statements and the consolidated financial statements for the fiscal year 2011 as well as for the review of the interim financial statements. The auditing company UHY Deutschland AG Wirtschaftsprüfungsgesellschaft has issued the statement according to Section 7.2.1 of the German Corporate Governance Code.

Report of the Executive Board on agenda item 5 pursuant to Section 186 Paragraph 4 Sentence 2 AktG, Section 203 Paragraph 2 Sentence 2 of the German Stock Corporation Act (AktG)

The Annual General Shareholders' Meeting of May 11, 2009, passed a resolution to the effect that the Executive Board is authorized until May 10, 2014, to increase the share capital of the Company, with the consent of the Supervisory Board, once or several times by up to EUR 2,939,472.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares

(Authorized Capital 2009/I). In its report pursuant to Section 186 Paragraph 4 Sentence 2 AktG, Section 203 Paragraph 2 Sentence 2 AktG regarding the creation of the Authorized Capital 2009/I, the Executive Board had commented that for the coming years, the Executive Board should be enabled to react at short notice to upcoming financing opportunities and requirements in connection with the development and commercialization of the Company's diagnostic products.

The proposal by the Executive Board and the Supervisory Board to the Annual General Shareholders' Meeting to create the new Authorized Capital 2011/I serves the same purpose. The proposed new Authorized Capital 2011/I together with the new Authorized Capital 2011/II as proposed under agenda item 6 would exhaust the scope permitted by the German Stock Corporation Act. The proposal under agenda item 6 shall authorize the Executive Board to increase the share capital of the Company, with the consent of the Supervisory Board, once or several times by up to EUR 4,409,205.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares until June 27, 2016. The Authorized Capital 2011/I amounts to approx. 10% of the existing share capital of the company. Since agenda item 8 proposes a resolution to reduce the share capital of the company it further provides for an adequate reduction of the Authorized Capital 2011/I. This serves to maintain an appropriate balance between share capital and Authorized Capital 2011/I of approx. 10% also after the capital decrease and thus to protect shareholders' rights against dilution.

Upon the exercise of the Authorized Capital 2011/I, the shareholders, in principle, have a subscription right. However, it is proposed that such subscription right can be excluded, with the consent of the Supervisory Board, in four events:

- The Executive Board shall be entitled to exclude the subscription right for fractional amounts. This shall simplify the implementation of a capital increase in which the subscription right, in principle, is granted to the shareholders. Fractional amounts might result from the volume of the capital increase and the necessity of a practical subscription ratio. The value of such fractional amounts is, in general, of minor value for the individual shareholder, whereas the costs of such capital increase would be considerably higher without the exclusion

of the subscription right. In addition, the possible dilution effect is negligible due to the restriction to only fractional amounts. The new shares for which the subscription right has been excluded due to fractional amounts will be used to the best possible purpose for the Company. The exclusion of the subscription right therefore serves practical purposes and simplifies the implementation of an issuance.

- Furthermore, the Executive Board shall be entitled to exclude the subscription right in the case that the new shares are issued in a capital increase against contribution in cash at an issuing price which is not materially below the market price pursuant to Section 186 Paragraph 3 Sentence 4 AktG. This authorization enables the Company to promptly and flexibly realize opportunities on the market in its different business areas and to satisfy capital needs which may arise therefrom, even on very short notice. The exclusion of the subscription right enables the Company not only to take prompter action, but also enables the placement of shares at a price close to the market price, i.e. without the discount which, in general, is required in connection with an issuance with the subscription right being granted. This results in higher issuance proceeds to the benefit of the Company. In addition, with such placement, new shareholders could be addressed. The German Stock Corporation Act does not provide for a fixed limit on the discount. When utilizing the authorization, the Executive Board will determine, with the consent of the Supervisory Board, the discount as low as possible according to the market conditions prevailing at the time of the placement. A discount of 3% up to a maximum of 5% of the current market price will generally not be regarded as a substantial shortfall. The shares issued with an exclusion of the subscription right according to Section 186 Paragraph 3 Sentence 4 AktG must not, in total, exceed 10% of the share capital, neither at the time the authorization becomes effective nor at the time of the usage thereof. In calculating this limit, the Company's own shares will be considered if sold under exclusion of the subscription right pursuant to Section 186 Paragraph 3 Sentence 4 AktG during the term of this authorization. Shares issued upon the exercise of bonds with conversion and/or option rights respectively to fulfill a conversion obligation will

be credited against this 10% limit as well if the bonds were issued during the term of the authorization with the exclusion of the subscription right in accordance with Section 186 Paragraph 3 Sentence 4 AktG.

This requirement responds, in accordance with the law, to the need of the shareholders for a dilution protection regarding their investment. Due to the limitation of capital increases with the exclusion of subscription rights, each shareholder has, in principle, the possibility to purchase the number of shares necessary to preserve his share quota at substantially the same terms and conditions on the stock exchange. Thus, in the event of the usage of this authorized capital with the exclusion of the subscription right, interests regarding the investment and the voting rights are adequately considered in correspondence with the legal purpose of Section 186 Paragraph 3 Sentence 4 AktG, whereas the Company obtains further flexibility for the benefit of all shareholders.

- Furthermore, the Executive Board shall be entitled to exclude the shareholders' subscription right in the event of a capital increase against contribution in kind. The Executive Board is thereby enabled to use, in singular eligible cases, shares of the Company for the acquisition of enterprises, parts of enterprises, participations in enterprises or other assets. It may become necessary during negotiations to offer as consideration not cash but shares. The possibility to offer shares in the Company as consideration creates an advantage in the competition regarding attractive acquisition objects as well as the required flexibility to make use of upcoming opportunities to acquire enterprises, parts of enterprises, participations in enterprises or other assets while tapping the Company's cash resources. In addition, a consideration in shares may be useful with respect to an optimal financing structure. This would not be disadvantageous for the Company, since the issuance of shares against contribution in kind requires the contribution in kind to be of fair value in relation to the value of the shares. When determining the value relation, the Executive Board will ensure that the interests of the Company and its shareholders are adequately considered and that an adequate issuing price will be achieved for the new shares.

- Finally, the Executive Board shall be entitled to exclude the subscription right as far as holders of option rights or creditors of convertible bonds issued by the Company or its subordinated Group companies are granted a subscription right on new shares in accordance with the terms and conditions of the issuance. For a simplified placement in the capital market, the terms and conditions of warrants and convertible bonds normally provide for a protection against dilution securing that holders of option rights and creditors of convertible bonds upon the subsequent issuance of shares are granted a subscription right on these shares such as shareholders would be entitled to. Thus, the beneficiaries of the subscription rights are treated as if they had exercised their subscription rights and were shareholders. In order to provide the accordant issuance (warrants or convertible bonds) with such a protection against dilution, the subscription right of the shareholders on such shares is to be excluded. This serves a simplified placement of the issuance and, therefore, the interest of the shareholders in an optimized finance structure of the Company.

In every single case, the Executive Board will thoroughly scrutinize whether it will make use of the authorization to increase the capital and exclude the shareholders' subscription rights. It will make use of this authorization only if the Executive Board and the Supervisory Board are of the opinion that this is in the interest of the Company and, therefore, its shareholders. It will report to the Annual General Shareholders' Meeting on every use it has made of the authorized capital.

Report of the Executive Board on agenda item 6 pursuant to Section 186 Paragraph 4 Sentence 2 AktG, Section 203 Paragraph 2 Sentence 2 of the German Stock Corporation Act (AktG)

The Annual General Shareholders' Meeting of May 11, 2009, passed a resolution to the effect that the Executive Board is authorized until May 10, 2014, to increase the share capital of the Company, with the consent of the Supervisory Board, once or several times by up to EUR 11,757,889.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares (Authorized Capital 2009/II).

In its report pursuant to Section 186 Paragraph 4 Sentence 2, Section 203 Paragraph 2 Sentence 2 AktG regarding the creation of the Authorized Capital 2009/II, the Executive Board has commented that for the coming years, the Executive Board should be enabled to react at short notice to upcoming financing opportunities and requirements in connection with the development and commercialization of the Company's diagnostic products.

The proposal by the Executive Board and the Supervisory Board to the Annual General Shareholders' Meeting to create the new Authorized Capital 2011/II serves the same purpose. The proposed new Authorized Capital 2011/II together with the new Authorized Capital 2011/I proposed under agenda item 5 would exhaust the scope permitted by the German Stock Corporation Act (AktG). The proposal under agenda item 6 shall authorize the Executive Board to increase the share capital of the Company, with the consent of the Supervisory Board, once or several times by up to EUR 17,636,830.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares until June 27, 2016. The Authorized Capital 2011/II amounts to approx. 40% of the existing share capital of the company. Since agenda item 8 proposes a resolution to reduce the share capital of the company it further provides for an adequate reduction of the Authorized Capital 2011/II. This serves to maintain an appropriate balance between share capital and Authorized Capital 2011/II of approx. 40% and thus to protect shareholders' rights against dilution. In total the two Authorized Capitals are approx. 50% of the share capital prior and after the capital decrease.

Upon the exercise of the Authorized Capital 2011/II, the shareholders, in principle, have a subscription right. However, it is proposed that such subscription right can be excluded, with the consent of the Supervisory Board, in two events:

- The Executive Board shall be entitled to exclude the subscription right for fractional amounts. This shall simplify the implementation of an issuance in which the subscription right, in principle, is granted to the shareholders. Fractional amounts might result from the volume of the capital increase and the necessity of a practical subscription ratio. The value of such fractional amounts is, in general, of minor value for the individual shareholder, whereas the costs of such capital increase

would be considerably higher without the exclusion of the subscription right. In addition, the possible dilution effect is negligible due to the restriction to only fractional amounts. The new shares for which the subscription right has been excluded due to fractional amounts will be used to the best possible purpose for the Company. The exclusion of the subscription right therefore serves practical purposes and simplifies the implementation of an issuance.

- Furthermore, the Executive Board shall be entitled to exclude the shareholders' subscription right in the event of a capital increase against contribution in kind. The Executive Board is thereby enabled to use, in singular eligible cases, shares of the Company for the acquisition of enterprises, parts of enterprises, participations in enterprises or other assets. It may become necessary during negotiations to offer as consideration not cash but shares. The possibility to offer shares in the Company as consideration creates an advantage in the competition regarding attractive acquisition objects as well as the required flexibility to make use of upcoming opportunities to acquire enterprises, parts of enterprises, participations in enterprises or other assets without tapping the Company's cash resources. In addition, a consideration in shares may be useful with respect to an optimal financing structure. This would not be disadvantageous for the Company, since the issuance of shares against contribution in kind requires the contribution in kind to be of fair value in relation to the value of the shares. When determining the value relation, the Executive Board will ensure that the interests of the Company and its shareholders are adequately considered and that an adequate issuing price will be achieved for the new shares.

The Executive Board will in every single case thoroughly scrutinize whether it will make use of the authorization to increase the capital and exclude the shareholders' subscription rights. It will make use of this authorization only if the Executive Board and the Supervisory Board are of the opinion that this is in the interest of the Company and, therefore, its shareholders. It will report to the Annual General Shareholders' Meeting on every use it has made of the authorized capital.

The report of the Executive Board on agenda items 5 and 6 can be inspected on the internet at www.epigenomics.com/news-investors/investors/annual-general-shareholder-meeting.html and in the offices of Epigenomics AG, Kleine Präsidentenstrasse 1, 10178 Berlin, Germany. Upon request, every shareholder will promptly receive a copy free of charge.

FURTHER INFORMATION REGARDING THE CONVENING OF THE ANNUAL GENERAL SHAREHOLDERS' MEETING

1. Total number of shares and voting rights at time of calling the meeting

The share capital of the Company amounts to EUR 44,092,085.00 and is divided into 44,092,085 non-par value bearer shares. Pursuant to Section 18 Paragraph 1 of the Articles of Association, each share carries one vote in the Annual General Shareholders' Meeting. The Company does not hold shares of its own. Therefore, the total number of voting rights at the time of the calling of this Annual General Shareholders' Meeting is 44,092,085.

2. Attendance at the Annual General Shareholders' Meeting

Shareholders who register to attend and present proof of their entitlement to the Company shall be entitled to attend the Annual General Shareholders' Meeting and to exercise their voting rights. The proof of entitlement requires a proof in text form by the depository bank with respect to the point in time as provided in the German Stock Corporation Act (AktG). According to Section 123 Paragraph 3 Sentence 3 AktG, the proof must relate to the beginning of the 21st day prior to the Annual General Shareholders' Meeting, i.e. the beginning of June 7, 2011.

The registration and the proof of entitlement must be in the German or English language and must be received by the Company in text form (Section 126b of the German Civil Code - BGB) at the latest by the expiration of June 21, 2011, at the following address:

Epigenomics AG
c/o Deutsche Bank AG
Securities Production
– General Meetings –
Postfach 20 01 07
60605 Frankfurt am Main, Germany

or via fax: +49 (0)69 12012-86045
or via e-mail: wp.hv@xchanging.com

A shareholder will only be deemed a shareholder entitled to participate in the meeting and to exercise voting rights in relation to the Company if the shareholder has submitted proof of shareholding. The entitlement to participate in the meeting and the scope of the voting rights are exclusively determined by the shareholding owned by the shareholder on the record date. The record date will not lead to a block of the sale of the shareholding. Even in the event of a full or partial sale of the shareholding following the record date, solely the shares owned by the shareholder on the record date will be relevant for the participation in the meeting and the scope of the voting rights, i.e. the sale of shares after the record date will not affect the entitlement to participate in the meeting and the scope of the voting rights. This also applies if shares are purchased after the record date. Persons who do not own any shares on the record date and become shareholders only after the record date are not entitled to participate in the meeting or to exercise voting rights.

3. Proxy voting

Shareholders may exercise their voting rights in the Annual General Shareholders' Meeting also by proxy, e.g. the depositary bank, a shareholders' association or any other person of their choice. Timely registration and the proof of entitlement are required in this instance too.

Proxy authorization, its revocation and proof of authorization vis-à-vis the Company must be made, in principle, in text form if the power of attorney to exercise the voting right is granted neither to a bank or an institution or company with an equivalent status pursuant to Section 135 Paragraph 10 AktG in conjunction with Section 125 Paragraph 5 AktG, nor to a shareholders' association or another person with an equivalent status pursuant to

Section 135 Paragraph 8 AktG. For proxy authorization vis-à-vis the Company or for the transmission of the proof of authorization for an authorization given vis-à-vis the proxy, the following address, fax number and e-mail address are available:

Epigenomics AG
Dr. Achim Plum
Kleine Präsidentenstrasse 1
10178 Berlin, Germany

or via fax: +49 (0)30 24345-555
or via e-mail: HV2011@epigenomics.com

Specific rules usually have to be observed when authorizing depositary banks, shareholders' associations or any persons or institutions of comparable standing pursuant to Section 135 Paragraph 8 AktG; details should be requested from the person or institution to be authorized.

Forms for the authorization of and giving instructions to the proxy are attached to each entrance card and are also available on Epigenomics AG's website at www.epigenomics.com/news-investors/investors/annual-general-shareholder-meeting.html. On request they will be sent in text form to any person entitled to vote.

As a special service, the Company offers its shareholders to grant power of attorney in advance of the Annual General Shareholders' Meeting to a proxy nominated by the Company and bound by instructions. Shareholders that wish to grant power of attorney to such proxy nominated by the Company and bound by instructions are likewise required to obtain an entrance card to the Annual General Shareholders' Meeting.

Powers of attorney to the proxy nominated by the Company must be in text form. Instructions to the proxy nominated by the Company must likewise be in text form; without such instructions, the power of attorney is invalid. The proxy nominated by the Company is obliged to exercise the voting right in accordance with the instructions.

Shareholders will receive the required documents and information (including forms for the authorization of a proxy nominated by the Company and for the authorization of another representative nominated by the shareholder) together with the entrance

card; the required documents and information are also available on Epigenomics AG's website at www.epigenomics.com/news-investors/investors/annual-general-shareholder-meeting.html.

4. Shareholders' rights pursuant to Section 122 Paragraph 2 AktG, Section 126 Paragraph 1 AktG, Section 127 AktG, Section 131 Paragraph 1 of the German Stock Corporation Act (AktG)

Requisitioning items to be included on the agenda pursuant to Section 122 Paragraph 2 of the German Stock Corporation Act (AktG)

Shareholders whose shares amount in aggregate to no less than one-twentieth of the share capital or represent a proportional amount of no less than EUR 500,000.00 (this equivalent to 500,000 shares) may request items to be included on the agenda and to be published for decision by the Annual General Shareholders' Meeting. Grounds or a proposal for a resolution must be attached to every new item. Any requisitions must be received in writing by the Company no later than the close of May 28, 2011. Any requisitions should be addressed to:

Epigenomics AG
Dr. Achim Plum
Kleine Präsidentenstrasse 1
10178 Berlin, Germany

or via fax: +49 (0)30 24345-555
or via e-mail: HV2011@epigenomics.com

Requests for agenda amendments that are required to be disclosed are published immediately upon receipt in the German Electronic Federal Gazette (elektronischer Bundesanzeiger) and submitted to those media for publication which may be presumed to distribute the information throughout the European Union.

In addition, such requests are disclosed on the internet at www.epigenomics.com/news-investors/investors/annual-general-shareholder-meeting.html and communicated to the shareholders according to Section 125 Paragraph 1 Sentence 3 AktG.

The shareholders making requisitions are required to document that they have held the minimum number of shares required for three months or more as of the date of filing the motion pursuant to Section 142 Paragraph 2 AktG in conjunction with Section 122 Paragraph 1 Sentence 3, Paragraph 2 Sentence 1 AktG. The date of receipt by the Company is authoritative.

Motions and election nominations by shareholders pursuant to Sections 126 and 127 of the German Stock Corporation Act (AktG)

Every shareholder has the right in the Annual General Shareholders' Meeting to file a motion with grounds against the Executive Board's and/or the Supervisory Board's proposals concerning a certain item on the agenda. Motions and election nominations by shareholders pursuant to Section 126 Paragraph 1 and Section 127 of the German Stock Corporation Act need to be addressed exclusively to:

Epigenomics AG
Dr. Achim Plum
Kleine Präsidentenstrasse 1
10178 Berlin, Germany

or via fax: +49 (0)30 24345-555
or via e-mail: HV2011@epigenomics.com

Motions and election nominations sent to a different address will not be taken into consideration. Motions and election nominations by shareholders that need to be made accessible and have been received by the Company at the latest by the close of June 13, 2011, will be published at www.epigenomics.com/news-investors/investors/annual-general-shareholder-meeting.html according to the legal provisions. Any comments by the management on the motions and election nominations will likewise be published at this internet address.

Right to obtain information pursuant to Section 131 Paragraph 1 of the German Stock Corporation Act (AktG)

Every shareholder or shareholder representative present at the Annual General Shareholders' Meeting may request from the Executive Board information on matters concerning the Company

to the extent that it serves to help make an informed judgment about the agenda item under discussion. The duty to provide information includes the legal and business relationship between the Company and a subsidiary, the situation of the Group and the Company's consolidated subsidiaries.

The information provided shall conform to the principles of conscientious and accurate accounting. Section 131 Paragraph 3 AktG provides the conditions under which the Executive Board may refuse to provide the information.

Additional explanations regarding shareholders' rights pursuant to Section 122 Paragraph 2 AktG, Section 126 Paragraph 1 AktG, Section 127 AktG, Section 131 Paragraph 1 AktG can be found on Epigenomics AG's website at www.epigenomics.com/news-investors/investors/annual-general-shareholder-meeting.html.

5. Reference to the Company's internet page

This invitation to the Annual General Shareholders' Meeting, the documents that are required to be made available to the Annual General Shareholders' Meeting and further information relating to the Annual General Shareholders' Meeting can be downloaded from the following internet page once the Annual General Shareholders' Meeting has been convened: www.epigenomics.com/news-investors/investors/annual-general-shareholder-meeting.html.

The documents that are required to be made available will also be available during the Annual General Shareholders' Meeting on June 28, 2011. Any motions, election nominations and requisitions of items to be included on the agenda that are received by Epigenomics AG from shareholders and which require publication will also be made available on the above-mentioned internet page.

Berlin, May 2011

Epigenomics AG

The Executive Board

