

Invitation to an extraordinary General Shareholders' Meeting of Epigenomics AG, Berlin
- ISIN: DE000A1K0516 / Security identification number: A1K051 -

Dear Shareholders,

We invite you to attend

the extraordinary General Shareholders' Meeting of Epigenomics AG

on **Friday, March 8, 2013**, at **11:00 a.m.**, in the premises of Epigenomics AG, Kleine Präsidentenstraße 1, 10178 Berlin, Germany.

Agenda

Notice by the Executive Board according to Section 92 Paragraph 1 of the German Stock Corporation Act (AktG) of a loss amounting to half of the share capital

Notice is given to the General Shareholders' Meeting that the Company has suffered a loss amounting to half of the share capital.

No resolution by the General Shareholders' Meeting is foreseen concerning the sole item on the agenda as it is limited, according to statutory regulations, to the notice by the Executive Board of the loss of half of the share capital according to Section 92 Paragraph 1 of the German Stock Corporation Act (AktG).

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Further information regarding the calling of the General Shareholders' Meeting

Even though no resolutions are foreseen concerning the item on the agenda, it is not excluded that the General Shareholders' Meeting will pass resolutions. This is, in particular, conceivable, if the agenda is later supplemented, e.g., by way of a request by shareholders to include additional items on the agenda pursuant to Section 122 Paragraph 2 AktG (see below in Section 4). Against this background, shareholders are hereinafter, as a matter of precaution, also informed on the exercise of their voting right as well as the possibility to vote by proxy.

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

The share capital of the Company amounts to EUR 8,818,417.00 and is divided into 8,818,417 non-par value bearer shares. Pursuant to Section 18 Paragraph 1 of the Articles of Association, each share carries one vote in the General Shareholders' Meeting. The Company does not hold treasury shares. Therefore, the total number of voting rights at the time of calling of this General Shareholders' Meeting is 8,818,417.

2. Attendance of the General Shareholders' Meeting

Shareholders who register to attend and present proof of their entitlement to the Company shall be entitled to attend the General Shareholders' Meeting and to exercise their voting rights. The proof of entitlement requires a proof in text form by the depositary bank with respect to the shareholding at 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 General Shareholders' Meeting, i.e. February 15, 2013, 0:00 a.m. (CET).

The registration and the proof of entitlement must be in the German or English language and must be received by the Company at the latest by the end of March 01, 2013, i.e. at the latest by March 01, 2013, 12:00 p.m. (CET), 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 attend the meeting and to exercise voting rights in relation to the Company if the shareholder has submitted proof of its shareholding. The entitlement to attend and the scope of the voting rights are exclusively determined by the shareholding of the shareholder on the record date. The occurrence of the record date will not hinder a sale of the shareholding. Even in the event of a full or partial sale of the shareholding following the record date, the shares owned by the shareholder on the record date will continue to be exclusively relevant for the attendance of the meeting and the scope of the voting rights. The sale of shares after the record date will not affect the entitlement to attend the meeting or the scope of the voting rights. The same 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 attend the meeting or to exercise voting rights.

3. Proxy voting

Shareholders may exercise their voting rights in the General Shareholders' Meeting also by proxy, e.g. a credit institution, a shareholders' association or any other person of their choice. In the case of proxy voting the conditions for the attendance of the Annual General Shareholders' Meeting and the exercise of voting rights as stated in Section 2 above must also be observed.

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 rights is granted neither to a credit institution or an institution or company with an equivalent status pursuant to Section 135 Paragraph 10 AktG in connection 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 as well as for the transmission of the proof of authorization for an authorization given vis-à-vis the proxy and for a possible revocation of the proxy, the following address, fax number and e-mail address are available:

Epigenomics AG
Ms. Antje Zeise
Kleine Präsidentenstrasse 1
10178 Berlin, Germany

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

In case of proxy granted to credit institutions, institutions or companies with equivalent status pursuant to Section 135 Paragraph 10 AktG in connection with Section 125 Paragraph 5 AktG, shareholders' associations or any persons or institutions with equivalent status pursuant to Section 135 Paragraph 8 AktG, Section 135 AktG, whereby the proxy must be retained in a verifiable manner, must be complete and may only contain declarations relating to the exercise of voting rights, as well as other regulations shall reply which are provided by the proxyholder with respect to its proxy, and which should be clarified with the proxyholder.

Forms for the authorization of, and giving instructions to, the proxyholder are attached to each admission card and are also available at the website of Epigenomics AG at www.epigenomics.com/en/news-investors/investors/annual-general-shareholder-meeting/egm-2013.html. They will also be provided in text form to any person who is entitled to vote upon request.

In the absence of any proposals for resolutions, voting through proxies nominated by the Company is not provided for.

Shareholders will receive further documents and information (including forms for the authorization of a proxy nominated by the shareholder) together with the admission card; these documents and information are also available on the website of Epigenomics AG at www.epigenomics.com/en/news-investors/investors/annual-general-shareholder-meeting/egm-2013.html.

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

Requisitioning of items to be included on the agenda pursuant to Section 122 Paragraph 2 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 is equivalent to 500,000 shares) may request that items be included on the agenda and be published. Reasons 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 end of February 5, 2013, i.e. until February 5, 2013, 12:00 p.m. (CET). Such request must be addressed in writing to the Executive Board of the Company. Please address your request to:

Epigenomics AG
Executive Board
to the attention of Ms. Antje Zeise
Kleine Präsidentenstrasse 1
10178 Berlin, Germany

The applicants must establish that they have held the shares for at least the three-months prior holding period pursuant to Section 122 Paragraph 2 Sentence 1 AktG in connection with Sections 122 Paragraph 1 Sentence 3 and 142 Paragraph 2 Sentence 2 AktG and that they hold the shares until the request is decided upon in the sense of the aforementioned provisions.

Requests for amendments of the agenda that are required to be published and unless they are announced with the notice to call the General Shareholders' Meeting, will be published without undue delay upon receipt of the request in the German Federal Gazette (*Bundesanzeiger*) and will be submitted to those media for publication which may be expected to distribute the information throughout the European Union. In addition, such requests will be disclosed on the internet at www.epigenomics.com/en/news-investors/investors/annual-general-shareholder-meeting/egm-2013.html and communicated to the shareholders according to Section 125 AktG.

Motions by shareholders and nominations for elections pursuant to Sections 126 Paragraph 1 and 127 AktG

No resolutions are foreseen concerning the item on the agenda of the General Shareholders' Meeting called for in this notice. Therefore, no counter-motions can be filed with respect to this item on the agenda. In addition, the invitation does neither envisage the election of supervisory board members nor of auditors. Additional information concerning counter-motions pursuant to Section 126 Paragraph 1 AktG and nominations for elections pursuant to Section 127 AktG is therefore not necessary.

Right of shareholders to obtain information pursuant to Section 131 Paragraph 1 AktG

Every shareholder or shareholder representative present at the General Shareholders' Meeting may request from the Executive Board information on matters concerning the Company to the extent that it is required to make an informed judgment on the agenda item under discussion. The duty to provide information includes the legal and business relationships between the Company and its subsidiaries, the situation of the Group and the Company's consolidated subsidiaries. The information provided shall comply with the principles of conscientious and accurate accounting. Information shall generally be given orally; insofar there are no rights for shareholders to receive information in written form.

Section 131 Paragraph 3 AktG sets out the conditions under which the Executive Board may refuse to provide the information.

Additional explanations

Additional explanations regarding shareholders' rights pursuant to Section 122 Paragraph 2 and Section 131 Paragraph 1 AktG can be found on the website of Epigenomics AG at www.epigenomics.com/en/news-investors/investors/annual-general-shareholder-meeting/egm-2013.html.

5. Reference to the Company's website

This invitation to the General Shareholders' Meeting as well as further information relating to the General Shareholders' Meeting can be downloaded from the following website once the General Shareholders' Meeting has been called: www.epigenomics.com/en/news-investors/investors/annual-general-shareholder-meeting/egm-2013.html.

Berlin, January 2013

Epigenomics AG

The Executive Board

Disclaimer

This document constitutes a convenience translation of the authentic German version. In case of any discrepancies, the German version shall prevail.