

**Invitation to the Annual General Shareholders'
Meeting 2015 of Epigenomics AG, Berlin**

**- ISIN: DE000A11QW50 / German Security identification
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Dear Shareholders,

We invite you to attend

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

on Wednesday, May 13, 2015 at 10:00 a.m.,

in the premises of Deutsche Bank AG, Friedrichsaal,

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 of the Executive Board as to the specifications pursuant to Section 289 Paragraph 4, Section 315 Paragraph 4 of the German Commercial Code (HGB) as well as to the specifications pursuant to Section 289 Paragraph 5, Section 315 Paragraph 2 No. 5 HGB for the fiscal year 2014

The aforementioned documents can, as of the calling of the meeting, be inspected on the internet at www.epigenomics.com/en/new-investors/investors/annual-general-shareholder-meeting/2015.html and at the offices of Epigenomics AG, Geneststr. 5, 10829 Berlin, Germany. Upon request, shareholders will promptly receive a copy of these documents free of charge. These documents will also be available during the Annual General Shareholders' Meeting on May 13, 2015.

The Supervisory Board has approved the annual financial statements and the consolidated financial 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 merely to be presented to the Annual General Shareholders' Meeting. No resolution is therefore to be adopted by the Annual General Shareholders' Meeting regarding item 1 of the agenda.

2.

Resolution on the approval of the actions of the members of the Executive Board for the fiscal year 2014

The Executive Board and the Supervisory Board propose that the actions of the members of the Executive Board holding office in the fiscal year 2014 be approved with regard to such term.

3.

Resolution on the approval of the actions of the members of the Supervisory Board for the fiscal year 2014

The Executive Board and the Supervisory Board propose that the actions of the members of the Supervisory Board holding office in the fiscal year 2014 be approved with regard to such term.

4.

Elections to the Supervisory Board

According to Section 95, Section 96 Paragraph 1 AktG in conjunction with Section 10 Paragraph 1 of the Articles of Association, the Supervisory Board consists of three members who are elected by the General Shareholders' Meeting. The term of all current Supervisory Board members expires at the close of the Annual General Shareholders' Meeting on May 13, 2015. The Annual General Shareholders' Meeting is not bound by any proposals.

The Supervisory Board proposes to elect as members of the Supervisory Board:

- a) **Ms. Ann Clare Kessler, Ph.D.**, independent business consultant, former Head of Global Project Management at F. Hoffmann-La Roche Ltd. in Basel, Switzerland, and former Head of the Exploratory Research Division at Hoffmann-La Roche Inc., U.S.A., with residence in Rancho Santa Fe, California, U.S.A.,

- b) **Prof. Dr. Günther Reiter**, Professor at the ESB Business School in Reutlingen, with residence in Pfullingen, Germany, and
- c) **Mr. Heino von Prondzynski**, independent business consultant and former member of the group executive management of Hoffmann-La Roche (CEO of the Roche Diagnostics Division at F. Hoffmann-La Roche Ltd., Basel, Switzerland), with residence in Einsiedeln, Switzerland

for the term until the close of the Annual General Shareholders' Meeting which resolves on the approval of the actions of the Supervisory Board for the second fiscal year after commencement of the term.

The elections will be performed in accordance with Section 5.4.3 Sentence 1 of the German Corporate Governance Code on an individual basis. Please note the following in accordance with Section 5.4.3 Sentence 3 of the German Corporate Governance Code: In the event of his election to the Supervisory Board, Mr. von Prondzynski will seek re-election as chairman of the Supervisory Board.

Information according to Section 125 Paragraph 1 Sentence 5 AktG concerning memberships of other mandatory supervisory boards and comparable boards with supervisory functions of German and foreign business undertakings

- a) **Ms. Kessler, Ph.D.**, is not a member of other mandatory supervisory boards. She is a member of comparable boards with supervisory functions of the following German and foreign business undertakings:
 - AltheaDx Inc., San Diego, CA, U.S.A.
 - MedGenesis Therapeutix, Inc., Victoria, BC, Canada
- b) **Prof. Dr. Reiter** is not a member of other mandatory supervisory boards. He is a member of comparable boards with supervisory functions of the following German and foreign business undertakings:
 - CSA Verwaltungs GmbH, Würzburg, Germany
- c) **Mr. von Prondzynski** is not a member of other mandatory supervisory boards. He is a member of comparable boards with supervisory functions of the following German and foreign business undertakings:
 - Hospira, Inc., Lake Forest, IL, U.S.A.
 - HTL-Strefa S.A., Warsaw, Poland (chairman of the supervisory board)
 - Koninklijke Philips Electronics N.V. (Royal Philips Electronics), Eindhoven, The Netherlands
 - Quotient Ltd., Jersey, Channel Islands

In the assessment of the Supervisory Board, there are no personal or business relations between any of the candidates proposed for election to the Supervisory Board and the Company, its corporate bodies or any major shareholder of the Company within the meaning of Section 5.4.1 Paragraph 4 to Paragraph 6 of the German Corporate Governance Code.

5.

Creation in Section 5 Paragraph 7 of the Articles of Association of new Authorized Capital 2015/I against contribution in cash and/or in kind with the authorization to exclude subscription rights

Authorized Capital 2014/I has been utilized in full. Against the background that the Company needs to be in a position to cover potential financing needs in a flexible manner, new Authorized Capital 2015/I in an amount of up to EUR 1,567,768.00 (corresponding to just under 10% of the present share capital) shall be created.

Now, therefore, the Executive Board and the Supervisory Board propose to resolve:

New Authorized Capital (Authorized Capital 2015/I) is created and to this end Section 5 Paragraph 7 of the Articles of Association is restated as follows:

"(7) The Executive Board is authorized until May 12, 2020 to increase with the consent of the Supervisory Board the share capital of the Company once or several times by up to EUR 1,567,768.00 against contribution in cash and/or in kind by issuing new non-par value registered shares (Authorized Capital 2015/I). The subscription rights shall be granted to the shareholders. The new shares can also be subscribed by one or more credit institutions or undertakings acting according to Section 53 Paragraph 1 Sentence 1 or Section 53b Paragraph 1 Sentence 1 or Paragraph 7 of the German Banking Act (KWG) 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;
- if the new shares are issued according to Section 186 Paragraph 3 Sentence 4 AktG against contribution in cash at an issue price which is not significantly below the stock exchange price of the shares already listed, and the *pro rata* notional portion of the share capital represented by the new shares does not exceed ten per cent (10%) of the share capital at the time this authorization is registered with the commercial register, or, if lower, at the respective time when the authorization is exercised. Other shares which have been newly issued by the Company by way of a capital increase against contribution in cash during the term of this authorization pursuant or corresponding to Section 186 Paragraph 3 Sentence 4, or which have been sold following a repurchase, in each case under exclusion of subscription rights, shall be counted towards the 10% limitation. Furthermore, shares in relation to which there is an option or conversion right or obligation, or a share delivery right in favor of the Company, based on bonds with warrants or convertible bonds or participation rights that have been issued during the term of this authorization under exclusion of subscription rights pursuant to Section 221 Paragraph 4 Sentence 2 in conjunction with Section 186 Paragraph 3 Sentence 4 AktG by the Company or its subsidiaries, shall be counted towards the 10% limitation;
- 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 the purchase of other assets (including receivables);
- to the extent necessary to grant as many subscription rights for new shares to holders or

creditors of option rights or creditors of convertible bonds or participation rights issued by the Company or its subsidiaries upon the exercise of the option or conversion rights or the exercise of share delivery rights, or performance of conversion or option obligations.

The Executive Board is further authorized to determine, with the consent of the Supervisory Board, the dividend rights of the new shares in deviation from Section 60 Paragraph 2 AktG as well as the further details of the implementation of capital increases from Authorized Capital 2015/I. The Supervisory Board is authorized to amend the wording of the Articles of Association, as appropriate, after implementation of a share capital increase from Authorized Capital 2015/I in accordance with the respective share capital increase or after expiry of the term of the authorization."

6.

Resolution on the cancellation of the existing Authorized Capital 2014/II pursuant to Section 5 Paragraph 10 of the Articles of Association and the creation in Section 5 Paragraph 8 of the Articles of Association of new Authorized Capital 2015/II against contribution in cash and/or in kind with the authorization to exclude subscription rights

As described in item 5 of the agenda, the Company needs to be in a position to cover potential financing needs in a flexible manner. Therefore, Authorized Capital 2014/II, which currently amounts to EUR 5,404,356.00, shall also be replaced by new Authorized Capital 2015/II in a total amount of up to EUR 6,271,072.00 (corresponding to just under 40% of the present share capital). In this context, the existing Authorized Capital 2014/II shall only be cancelled if and when it is ensured that new Authorized Capital 2015/II is available.

Now, therefore, the Executive Board and the Supervisory Board propose to resolve:

- a) Authorized Capital 2014/II pursuant to Section 5 Paragraph 10 of the Articles of Association is cancelled. The cancellation becomes effective upon its registration with the commercial register. The Authorized Capital 2014/II can be used until the time its cancellation becomes effective.
- b) New Authorized Capital (Authorized Capital 2015/II) is created and to this end Section 5 Paragraph 8 of the Articles of Association is restated as follows:

"(8) The Executive Board is authorized until May 12, 2020 to increase with the consent of the Supervisory Board the share capital of the Company once or several times by up to EUR 6,271,072.00 against contribution in cash and/or in kind by issuing new non-par value registered shares (Authorized Capital 2015/II). The subscription rights shall be granted to the shareholders. The new shares can also be subscribed by one or more credit institutions or undertakings acting according to Section 53 Paragraph 1 Sentence 1 or Section 53b Paragraph 1 Sentence 1 or Paragraph 7 of the German Banking Act (KWG) 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 the purchase of other assets (including receivables);
- for capital increases in cash, to the extent the capital increases are implemented for the purpose of the placement of the shares in the context of a listing or the subsequent placement on a foreign stock exchange.

The Executive Board is further authorized to determine, with the consent of the Supervisory Board, the dividend rights of the new shares in deviation from Section 60 Paragraph 2 AktG as well as the further details of the implementation of capital increases from Authorized Capital 2015/II. The Supervisory Board is authorized to amend the wording of the Articles of Association, as appropriate, after implementation of a share capital increase from Authorized Capital 2015/II in accordance with the respective share capital increase or after expiry of the term of the authorization."

- c) The Executive Board is instructed to file the cancellation of the existing Authorized Capital 2014/II pursuant to Section 5 Paragraph 10 for registration with the commercial register only together with the resolved creation of new Authorized Capital 2015/II in Section 5 Paragraph 8 of the Articles of Association and only upon expiration of three weeks after the day of the General Shareholders' Meeting. The filing is to be made in a manner that the registration of the creation of new Authorized Capital 2015/II in the commercial register does not occur before the registration of the cancellation of the current Authorized Capital 2014/II and further that the registration of the cancellation of the current Authorized Capital 2014/II occurs only if immediate registration of new Authorized Capital 2015/II is ensured.

7.

Resolution on the changes of Conditional Capital VII, the amendment of Section 5 Paragraph 4 of the Articles of Association and confirmation regarding subscription rights

Conditional Capital VII, which was established by resolution of the General Shareholders' Meeting of May 11, 2009 under item 10 of the agenda and currently amounts to EUR 27,731.00, is no longer required in the full amount, because option rights resulting from the Company's 09-13 Stock Option Program established by resolution of the General Shareholders' Meeting of May 11, 2009, can only be exercised for 21,065 shares representing a total pro-rata amount of the share capital of EUR 21,065.00 and because the authorization to issue option rights under the Company's 09-13 Stock Option Program, which was granted by resolution of the General Shareholders' Meeting of May 11, 2009 under item 10 of the agenda, expired on December 31, 2013. Therefore, Conditional Capital VII shall be reduced to EUR 21,065.00.

Conditional Capital VII was established by resolution of the General Shareholders' Meeting of May 11, 2009 under part A. of item 10 of the agenda. Pursuant to such resolution, Conditional Capital VII is divided into shares "representing a pro-rata amount of the share capital of EUR 1.00 per share", i.e. into no-par value shares. Under part B. of item 10 of the agenda, the General Shareholders' Meeting of May 11, 2009 also resolved on Section 5 Paragraph 4 of the Articles of Association, which served to

incorporate the resolution on Conditional Capital VII in the Articles of Association. Pursuant to Section 5 Paragraph 4 Sentence 1, Conditional Capital VII is divided into shares "with a nominal amount of EUR 1.00 per share", i.e., into par value shares. This divergence between the provision contained in the Articles of Association and the resolution on Conditional Capital VII is to be removed, and Section 5 Paragraph 4 Sentence 1 of the Articles of Association is to clarify that Conditional Capital VII is divided into no-par value shares representing a pro-rata amount of the share capital of EUR 1.00 per share.

In 2014, option rights issued under the 09-13 Stock Option Program were exercised. The option rights so exercised grant their holders the right to subscribe for one new no-par value share per option right, to be satisfied out of Conditional Capital VII. Against the background of the diverging wording of the description of Conditional Capital VII on the one hand and Section 5 Paragraph 4 Sentence 1 of the Articles of Association on the other, it is to be confirmed that subscription rights resulting from the exercise of option rights under the 09-13 Stock Option Program in 2014 refer to the subscription of no-par value shares of the Company.

Now, therefore, the Executive Board and the Supervisory Board propose to resolve:

- a) The amount of Conditional Capital VII shall be reduced from EUR 27,731.00 to EUR 21,065.00.
- b) In line with the adjustment of the amount of Conditional Capital VII proposed under lit. a) as well as in line with the resolution approved by the General Shareholders' Meeting of May 11, 2009 in part A. of item 10 of the agenda and in modification of the resolution approved by the General Shareholders' Meeting of May 11, 2009 in part B. of item 10 of the agenda, Section 5 Paragraph 4 Sentence 1 of the Articles of Association shall be restated as follows:

"(4) The share capital shall be conditionally increased by up to EUR 21,065.00, divided into up to 21,065 non-par value registered shares representing a pro-rata amount of the share capital of EUR 1.00 per share (Conditional Capital VII)."
- c) It is hereby confirmed that subscription rights resulting from the exercise of option rights under the 09-13 Stock Option Program in 2014 refer to the subscription of no-par value shares of the Company.

8.

Resolution on the amendment of Sections 4, 5, 7, 10, 11, 12, 16, 17, 18, 19 and 20 of the Articles of Association

The Articles of Association shall be adjusted to reflect changes that have been made to certain laws. In addition, various structuring options provided by law with regard to the Articles of Association shall be used. Finally, various provisions of the Articles of Association shall be revised as to their content or updated.

Now, therefore, the Executive Board and the Supervisory Board propose to resolve the following amendments of the Articles of Association:

a) § 4 – Announcements and Transmission of Information

Section 4 Sentence 1 of the Articles of Association is re-stated as follows:

"Notices by the Company shall be published in the Federal Gazette".

b) § 5 – Amount and Division of Share Capital

The former Section 5 Paragraph 11 (Conditional Capital X) becomes Section 5 Paragraph 6 of the Articles of Association.

c) § 7 – Term of Office, Composition, Resolutions

Section 7 Paragraph 3 of the Articles of Association is re-stated as follows:

"(3) The resolutions of the Executive Board shall be adopted with a simple majority of the votes cast. If the Executive Board has more than two members, the chairman of the Executive Board shall have a casting vote in the event of a tie."

d) § 10 – Composition of the Supervisory Board

Section 10 Paragraph 2 of the Articles of Association is re-stated as follows:

"(2) The election of the Supervisory Board members shall be made for the period until the end of the General Shareholders' Meeting that decides on the approval of their actions for the fourth fiscal year after commencement of their term of office. For this purpose, the fiscal year in which the term of office commences shall not be counted. The General Shareholders' Meeting may specify a shorter term of office for individual or all members to be elected to the Supervisory Board at the time of the election. Re-election is possible, also more than once."

e) § 11 – Rules of Procedure, Convening Meetings, Resolutions, Committees, Participation

The heading of Section 11 of the Articles of Association is changed to "Internal Procedures and Passing of Resolutions by the Supervisory Board".

In addition, Section 11 Paragraph 3 of the Articles of Association is re-stated as follows:

"(3) The meetings of the Supervisory Board shall be convened in text form by the chairperson observing a notice period of 14 days. The day of dispatch of the convening notice and the day of the meeting shall be disregarded in the calculation of the notice period. In urgent cases, the chairperson may shorten the notice period for calling a meeting and convene the meeting orally or by telephone. The invitation must specify the time and place of the meeting and set out the agenda items. Any amendments of the agenda must be notified in text form no later than seven days prior to the meeting; in urgent cases, a later notification as well as a notification made orally or by telephone is permissible."

f) § 12 – Remuneration of Supervisory Board Members

Section 12 Paragraph 1 Sentence 3 is re-stated as follows:

"Every deputy chairperson and any member of the Supervisory Board who fulfills the requirements of Section 100 Paragraph 5 AktG and who is not the chairperson or deputy chairperson of the Supervisory Board, shall, in addition to the remuneration pursuant to Sentence 1, receive an annual remuneration of EUR 10,000.00."

In addition, Section 12 Paragraph 3 of the Articles of Association becomes Section 12 Paragraph 4 of the Articles of Association,

and Section 12 of the Articles of Association is amended by adding the following new Paragraph 3:

"(3) The members of the Supervisory Board will be covered by D&O insurance (if any) with a deductible taken out by the Company in its own interest that provides for an adequate sum insured. The premiums for such insurance shall be borne by the Company."

g) § 16 – Place of Meetings, Convention and Prerequisites for Attendance

The heading of Section 16 of the Articles of Association is changed to "Place and Convention of and Attendance at General Shareholders' Meetings".

In addition, Section 16 Paragraph 2 of the Articles of Association is re-stated as follows:

"(2) General Shareholders' Meetings shall be called by the Executive Board. This shall not affect the right of other persons to convene General Shareholders' Meeting conferred upon them by law or these Articles of Association."

In addition, in Section 16 Paragraph 5 it shall be clarified that the registration for the General Shareholders' Meeting must be made in the German or the English language. Therefore, Section 16 Paragraph 5 of the Articles of Association is restated as follows:

"(5) The registration for the General Shareholders' Meeting must be received by the Company at the address stated for such purposes in the convening notice at least six days before the General Shareholders' Meeting in the German or English language; the convening notice may provide for a shorter period of days for registration. The day of receipt of the registration and the day of the General Shareholders' Meeting are not to be counted."

In addition, Section 16 of the Articles of Association is amended by adding the following new Paragraph 6:

"(6) As provided by law, electronic communication shall be deemed sufficient for the transmission of notices under Section 125 Paragraph 2 Sentence 1 AktG and Section 128 Paragraph 1 Sentence 1 AktG. The Executive Board has the right to send notices within the meaning of sentence 1 above as hard copies; there shall be no entitlement, however, to receive any hard copies."

h) § 17 – Chair of Shareholders' Meetings and Limitation of the Shareholders' Right to Ask Questions and to Speak at Shareholders' Meetings

Section 17 of the Articles of Association is re-stated as follows:

"Section 17
Chair of General Shareholders' Meeting

(1) The chairperson of the Supervisory Board or a person designated by the chairperson of the Supervisory Board or – in case the chairperson of the Supervisory Board is incapacitated – designated by the eldest member of the Supervisory Board who is not incapacitated shall take the chair at the General Shareholders' Meeting.

(2) The chairperson shall preside over the General Shareholders' Meeting. In particular, the chairperson shall determine the chronological order of items, oral

contributions, and voting. The chairperson also decides on the manner, form, procedure and other details of voting and, to the extent permissible by law, also decides whether several items contained in one agenda item will be voted upon together or separately.

- (3) The chairperson may reasonably limit the time period during which shareholders may ask questions and speak; in particular, the chairperson is entitled to determine – at the beginning of or during the General Shareholders' Meeting – a reasonable time frame for the entire course of the General Shareholders' Meeting, for individual agenda items and for individual questions and oral contributions. The chairperson may also order the end of the debate if this is required for the proper conduct of the General Shareholders' Meeting."

i) **§ 18 – Voting Right, Adoption of Resolutions**

The heading of Section 18 of the Articles of Association is changed to "Adoption of Resolutions by the General Shareholders' Meeting".

Furthermore, the previous Section 18 Paragraph 5 of the Articles of Association, which governed subsequent voting for elections if no majority was reached in the first round, shall be deleted, and Section 18 of the Articles of Association is amended by adding the following new Paragraph 5, which authorizes the Executive Board to allow shareholders to participate in the General Shareholders' Meeting via the Internet:

- "(5) The Executive Board is authorized to allow shareholders to participate in the General Shareholders' Meeting without them being present in person and without a proxy and to exercise some or all of their rights partly or entirely by means of electronic communication. If the Executive Board decides to make use of its authorization pursuant to Sentence 1 above, it shall also determine the scope of the exercise of rights pursuant to Sentence 1 above and the procedure for participation and the exercise of rights pursuant to Sentence 1 above. The determinations must be notified in the convening notice."

j) **§ 19 – Annual Financial Statements**

Section 19 Paragraph 3 of the Articles of Association shall be deleted without replacement.

k) **§ 20 – Appropriation and Distribution of Profits**

Section 20 Paragraph 2 is re-stated as follows:

- "(2) To the extent permitted by law, the General Shareholders' Meeting may approve non-cash dividends in addition to or instead of cash dividends."

In addition, the previous Section 20 Paragraph 4 of the Articles of Association, which governed the lapse of dividend coupons, shall be deleted, and Section 20 of the Articles of Association is amended by adding the following new Paragraph 4, which authorizes the Executive Board and the Supervisory Board to add net profits in whole or in part to other revenue reserves:

- "(4) If the Executive Board and the Supervisory Board adopt the annual financial statements, they may transfer the entire annual net profits remaining after deduction of the amounts to be added to the legal reserve and any loss

carried forward, or parts of such annual net profits, to other profit reserves when they adopt the annual financial statements. Adding more than half of the annual net profits remaining after deduction of the amounts to be added to legal reserve and any loss carried forward to other profit reserves is permissible only if and as long as the other profit reserves do not exceed, or will not exceed after the addition, half of the Company's share capital."

9.

Appointment of the auditor for the fiscal year 2015

The Supervisory Board proposes that the audit firm Baker Tilly Deutschland GmbH Wirtschaftsprüfungsgesellschaft, Berlin, be elected to serve as auditor for the 2014 annual financial statements and the 2014 consolidated financial statements as well as for the review of the interim report for the first half of 2015.

The audit firm Baker Tilly Deutschland GmbH Wirtschaftsprüfungsgesellschaft has issued the statement according to Section 7.2.1 of the German Corporate Governance Code.

Report of the Executive Board on agenda items 5 and 6 pursuant to Section 203 Paragraph 2 Sentence 2 in conjunction with Section 186 Paragraph 4 Sentence 2 AktG

Pursuant to Section 203 Paragraph 2 Sentence 2 in conjunction with Section 186 Paragraph 4 Sentence 2 AktG, the Executive Board issues a written report on each of the authorizations to exclude subscription rights in relation to new Authorized Capital 2015/I and Authorized Capital 2015/II proposed for resolution in items 5 and 6 of the agenda which is published in full below:

The General Shareholders' Meeting of June 3, 2014 passed a resolution to the effect that the Executive Board is authorized until June 2, 2019 to increase the share capital of the Company, with the consent of the Supervisory Board, once or several times by up to a total of EUR 1,351,089 against contribution in cash and/or in kind by issuing new non-par value bearer shares (Authorized Capital 2014/I). At the same General Shareholders' Meeting, the Executive Board was further authorized until June 2, 2019 to increase the share capital of the Company, with the consent of the Supervisory Board, once or several times by up to a total of EUR 5,404,356.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares (Authorized Capital 2014/II). In October 2014, Authorized Capital 2014/I was utilized in full. Authorized Capital 2014/II has not yet been utilized as of the date hereof and, therefore, currently amounts to EUR 5,404,356.00. This corresponds to about 34% of the current share capital.

Against the background of the net assets, financial position and results of operations of the Company as well as the fact that Epi proColon® needs to be introduced to the U.S. market if the admission procedure has successfully been completed, the Executive Board believes that the current amount and the terms and conditions of the existing Authorized Capital 2014/II are not sufficient to put the Company in a position to cover potential financing needs at short notice and to be capable of acting in a flexible manner in response to the strategic and operational challenges. Therefore, with the proposals under agenda items 5 and 6, the Executive Board shall be authorized, with the consent of the Supervisory Board, to increase the share capital of the Company once or several times by up to a total of EUR 1,567,768.00 (Authorized Capital 2015/I) and EUR 6,271,072.00 (Authorized Capital 2015/II), in each case until May 12, 2020 and against contribution in cash and/or in kind by issuing new non-par value bearer shares. Thus, the amount of Authorized Capital 2015/I corresponds to just under 10%, and the

amount of Authorized Capital 2015/II corresponds to just under 40% of the existing share capital.

In case of utilization of Authorized Capital 2015/I and Authorized Capital 2015/II, the shareholders will, in principle, have a subscription right. Subscription rights may also be granted by way of an indirect subscription right (Section 186 Paragraph 5 AktG).

In specific cases, the Executive Board shall, however, be authorized, with the consent of the Supervisory Board, to exclude subscription rights of the shareholders.

1. An exclusion of the subscription rights shall thereby be permissible both for Authorized Capital 2015/I and for Authorized Capital 2015/II in the following two instances:

- It is to be permissible in each case to exclude shareholders' subscription rights for fractional amounts first. This serves to simplify the process of a share issue in which the subscription right, in principle, is granted to the shareholders. Fractional amounts might result from the respective issuing volume and the necessity of a practical subscription ratio. Such fractional amounts, in general, hold little value for the individual shareholder, whereas the issuing costs would be considerably higher without such exclusion of the subscription right. In addition, the possible dilution effect is normally marginal due to the restriction to fractional amounts. The new shares for which subscription rights have been excluded due to fractional amounts will be realized on the best possible terms for the Company. The exclusion of subscription rights therefore serves practical purposes and simplifies the process of a share issue and is therefore in the interests of the Company and its shareholders. In determining the subscription ratio, the Executive Board will take into account the interest of the shareholders to minimize fractional amounts.
- Furthermore, the Executive Board shall be entitled to exclude shareholders' subscription rights in the event of capital increases against contribution in kind. The Executive Board is thus enabled to use shares of the Company as appropriate in individual cases for the purchase of enterprises, parts of enterprises, shares in enterprises or for the purchase of other assets, including receivables. It may become necessary during negotiations to offer shares as consideration rather than cash. The possibility to offer shares in the Company as consideration offers not only an advantage when competing for attractive acquisition targets but also the required flexibility to seize opportunities where they present themselves to acquire enterprises, parts of enterprises, shares in enterprises or other assets while preserving the Company's cash resources. Assets which can be acquired as contributions in kind also comprise receivables owed by the Company. The option to pay such receivables by issuing new shares rather than by payment in cash allows the Company to preserve its liquidity and to improve its financing structure. In addition, this option may permit the Company to agree on more favorable terms and conditions with its creditor for the fulfillment of existing receivables. Therefore, from the point of view of the Executive Board, the proposed authorization to exclude subscription rights is in the interest of the Company and its shareholders. The Company does not suffer any disadvantage, 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 adequate consideration will be obtained by the Company for its new shares. To this end, the Executive Board will adequately take into account the stock exchange price of the shares of the Company and retain third party experts to the extent possible and reasonable in the individual case.

2. The proposed Authorized Capital 2015/I provides, in addition to the instances set forth under 1., for two further cases where an exclusion of subscription rights shall be possible:

- It is to be permissible to exclude subscription rights if the new shares are issued in a capital increase against contribution in cash at an issuing price which is not materially below the stock exchange 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 or from other operational reasons, if necessary even on very short notice. The exclusion of subscription rights enables the Company not only to take prompt action, but also enables the placement of shares at a near-market price, i.e. without the discount which, in general, is required in connection with the issue of shares with subscription rights. This results in higher issue proceeds to the benefit of the Company. In addition, with such placement, new groups of shareholders can 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 set the discount as low as possible – with the consent of the Supervisory Board – in compliance with legal regulations and taking into account the market conditions prevailing at the time of the placement. The shares issued under exclusion of subscription rights according to Section 186 Paragraph 3 Sentence 4 AktG must not, in aggregate, exceed 10% of the share capital, neither at the time the authorization by the General Shareholders' Meeting of May 13, 2015 becomes effective nor at the time such authorization will be utilized. Shares newly issued by the Company during the term of the authorization in a capital increase against contribution in cash or shares acquired and subsequently re-sold by the Company during this period count towards this limit if and to the extent subscription rights are excluded in accordance with Section 186 Paragraph 3 Sentence 4 AktG or the re-sale occurs in accordance with this provision. If, during the term of the authorization, convertible bonds, bonds with warrants or participation rights or a combination of these instruments are issued under exclusion of subscription rights of the shareholders pursuant to Section 221 Paragraph 4 Sentence 2 in conjunction with Section 186 Paragraph 3 Sentence 4 AktG, shares for which a conversion or option right or obligation, or a share delivery right exists in favor of the Company based on these instruments must also be counted towards this limit.

This caters to the need of the shareholders for dilution protection regarding their investment in accordance with statutory regulations. Due to the limit imposed on capital increases under exclusion of subscription rights, each shareholder may, in principle, purchase the number of

shares necessary to preserve its participation quota on substantially the same terms and conditions on the stock exchange. Thus, in the event of utilization of Authorized Capital 2015/I under exclusion of subscription rights, it is ensured that the shareholders' interests regarding their investment as well as their voting rights are adequately preserved in accordance with the legal rationale of Section 186 Paragraph 3 Sentence 4 AktG while the Company is given further flexibility for the benefit of all shareholders.

- Finally, the Executive Board shall be entitled to exclude subscription rights to the extent that the holders or creditors of option rights or convertible bonds or participation rights issued by the Company or its subsidiaries in the past or in the future are granted a conversion right or subscription right to new shares in accordance with the relevant terms and conditions of issue or to the extent that a conversion or subscription obligation or a share delivery right exists under such instruments. For easier placement in the capital market, the terms and conditions of bonds with warrants and convertible bonds normally provide for protection against dilution which ensures that holders or creditors of bonds with warrants or convertible bonds or participation rights are granted subscription rights equivalent to those of shareholders for subsequent share issues. Holders or creditors of bonds with warrants, convertible bonds or participation rights are thus treated as if they had exercised their conversion or subscription rights or as if option or conversion obligations had been triggered, or share delivery rights exercised, and as if the holders or creditors of bonds with warrants, convertible bonds or participation rights were shareholders. In order to be able to include protection against dilution in the terms and conditions of the relevant issue (of bonds with warrants, convertible bonds or participation rights), the subscription rights of the shareholders for these shares need to be excluded. This serves the purpose of easier placement of the issues and, thus, the interest of the Company and its shareholders in optimizing the financing structure of the Company.

3. The proposed Authorized Capital 2015/II provides, in addition to the instances set forth in 1., for one further case where an exclusion of subscription rights shall be possible:

- Accordingly, it is to be permissible to exclude subscription rights if the shares are issued against cash contributions in the context of capital increases implemented for the purpose of placement of the shares in the context of a listing or the subsequent placement on a foreign stock exchange. The Company's shares have so far only been admitted to trading in the regulated market of one stock exchange in Germany. In addition, American Depositary Receipts (ADRs) of the Company are traded in the OTCQX market in the U.S., but the shares and ADRs of the Company are not registered in the U.S. under the US Securities Act of 1933.

The Company's business activity has an international focus. This will even be reinforced if Epi proColon – following a successful admission procedure in the U.S. – were to be commercialized there. Against this background, the listing of the Company's shares on one or several foreign stock exchanges, e.g. in the U.S., or the increase in the number of shares of the

Company that are admitted to trading or traded on a foreign stock exchange may prove useful in order to attract additional investors to invest in the Company's shares and thus to expand the group of investors. Attracting additional investors may in particular improve the possibilities of raising equity capital in the future, of serving a positive development of the share price and of mitigating volatility. Against this background, a foreign listing of the shares or an increase in the number of shares admitted to trading or traded abroad may also be advantageous for the Company's range of options to take up third party loans by simplifying the raising of debt capital or by enabling the Company to secure more favorable terms for raising debt capital. In the context of the listing or the subsequent placement of shares on a foreign stock exchange, the exclusion of subscription rights not only enables the Company to obtain more flexibility to act but also to list the shares at a near-market issue price without the discount which, in general, is required in connection with the issue of shares with subscription rights, which is also in the interest of the Company and thus of its shareholders. When deciding whether or not to exercise the authorization, the Executive Board will consider the given circumstances in order to determine whether a listing of the Company's shares on a foreign stock exchange or an increase in the number of shares listed abroad and an exclusion of subscription rights for this purpose are in the interest of the Company taking into account the interests of the shareholders. The same applies to determining the terms and conditions for the listing on the stock exchange or a subsequent placement, if any. In this respect, the Executive Board will ensure that the interests of the Company and its shareholders are adequately considered and that adequate consideration will be obtained by the Company for its new shares. To this end, the Executive Board will take into account in particular the stock exchange price of the shares of the Company and retain third party experts to the extent possible and reasonable in the individual case.

In each individual case, the Executive Board will thoroughly review whether it will make use of the respective authorization to increase the capital under exclusion of shareholders' subscription rights. The Executive Board will make use of this authorization only if the Executive Board and the Supervisory Board, taking into account the terms and conditions of the capital increase, are of the opinion that this is in the interest of the Company and, thus, its shareholders. The Executive Board will report to the General Shareholders Meeting on each utilization of Authorized Capital 2015/I or of Authorized Capital 2015/II.

The reports of the Executive Board on agenda items 5 and 6 set forth above can be inspected on the Internet at www.epigenomics.com/de/news-investors/investor-relations/hauptversammlung/2015.html as well as in the premises of Epigenomics AG, Geneststr. 5, 10829 Berlin, Germany, as of the date of the calling of the meeting. Upon request, shareholders will promptly receive a copy of these reports free of charge. In addition, the reports will be available during the Annual General Shareholders' Meeting on May 13, 2015.

Further information regarding the calling of the Annual General Shareholders' Meeting

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

The share capital of the Company amounts to EUR 15,888,272.00 and is divided into 15,888,272 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. Therefore, the total number of voting rights at the time of the calling of this Annual General Shareholders' Meeting is 15,888,272. The Company does not hold treasury shares.

2. Attendance at the General Shareholders' Meeting

Only those shareholders who are entered in the share register of the Company and register with the Company to attend the General Shareholders' Meeting are authorized to participate in the General Shareholders' Meeting and to exercise their voting rights.

Registration must be in text form and must be received by the Company by Wednesday, May 6, 2015, 12:00 midnight (CEST), at the latest.

The registration may, subject to the technical availability of the website, be made especially via the internet by using the password protected internet portal of the Company (Shareholders' Portal) under the web address <https://investorportal.computershare.de/www/epigenomics/language/EN>. Shareholders gain online access by entering their shareholders' number and the associated password, which are both contained in the materials sent to the shareholders with the notice of the Annual General Shareholders' Meeting

If the Shareholders' Portal is not used to register, registration must be made in text form and must be received by the Company at the following address:

Epigenomics AG
c/o Computershare Operations Center
80249 Munich

or via fax: +49 (0)89 30903-74675

or via e-mail: anmeldestelle@computershare.de

Credit institutions, shareholders' associations and any persons, institutions or companies of equivalent status pursuant to Section 135 Paragraph 8 AktG or Section 135 Paragraph 10 AktG in conjunction with Section 125 Paragraph 5 AktG are not entitled to exercise the voting rights associated with shares not owned by them but recorded under their name in the Company's share register unless they have been authorized to do so by the relevant person owning the shares.

After receipt of the registration by the Company, shareholders shall be sent admission tickets for the General Shareholders' Meeting. In order to ensure timely receipt of the admission tickets, we ask shareholders to please make sure that the registration is sent to the Company at their earliest convenience. Shareholders who register via the Shareholders' Portal may immediately print their own admission ticket.

To the contrary of the registration, the admission ticket is not a prerequisite for the attendance at the General Shareholders' Meeting, but only serves the purpose of simplifying the access control for the admission to the General Shareholders' Meeting.

3. Changes of registrations in the share register

As stated in Section 2 above, only those shareholders who are entered in the share register and have properly registered in due time with the Company to attend the General Shareholders' Meeting are authorized to participate in the General Shareholders' Meeting and to exercise their voting rights. Therefore, the latest possible record date for registration is the day of the General Shareholders' Meeting. In order to ensure proper preparation and conduct of

the General Shareholders' Meeting, the Company will not make any changes to the entries in the share register, i.e. it will not cancel or add any entries, if the request for a change of a register entry is received by the Company after the end of May 6, 2015, i.e. May 6, 2015, 12:00 midnight (CEST). If a request for a change of a register entry is received by the Company after May 6, 2015, the entry in the share register will be changed only after the General Shareholders' Meeting has ended; the right to attend and vote at the General Shareholders' Meeting pertaining to the shares affected by the change of the register entry will remain with the person whose name is to be cancelled in the share register as a result of such request for a change of the register entry.

It is therefore recommended to file requests for changes of share register entries in good time before the date of the General Shareholders' Meeting.

4. Holders of American Depositary Receipts (ADR)

Holders of American Depositary Receipts (ADR) can obtain further information from:

BNY Mellon Shareowner Services
P.O. Box 30170
College Station, TX 77842-3170
U.S.A.

Tel. +1 888-269-2377 (toll-free number in the U.S.)
Tel. +1 201 680 6825 (international)

Website: www.mybnyhdr.com
E-mail: shrelations@cpushareownerservices.com

5. Proxy voting

Shareholders who are registered in the Company's share register 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, too, as stated in Section 2 above, shareholders must be entered in the share register of the Company and must have registered themselves or a proxy in due time with the Company to attend and vote at the General Shareholders' Meeting.

Proxy authorization, its revocation and proof of authorization vis-à-vis the Company must be made in text form. In case of proxy granted to credit institutions, shareholders' associations or any persons, institutions and companies of equivalent status pursuant to Section 135 Paragraph 8 AktG or pursuant to Section 135 Paragraph 10 AktG in conjunction with Section 125 Paragraph 5 AktG, the provisions of Section 135 AktG must be observed which provide in particular that the proxy must be retained by the proxyholder in a verifiable manner, must be complete and may only contain declarations relating to the exercise of voting rights. Additional regulations must be observed which are laid down by the proxyholder with respect to its proxy and which should be clarified with the proxyholder.

If neither a credit institution nor a shareholders' association or any person, institution and company of equivalent status pursuant to Section 135 Paragraph 8 AktG or pursuant to Section 135 Paragraph 10 AktG in conjunction with Section 125 Paragraph 5 AktG is authorized, proxy authorization vis-à-vis the Company and transmission of a proof of authorization granted to the proxy and its possible revocation of proxy to the Company may be made, subject to the technical availability of the website, especially via the Shareholders' Portal under <https://investorportal.computershare.de/epigenomics/language/EN>. In addition, for proxy authorization vis-à-vis the Company as well as for the transmission of proof of authorization for an authorization given vis-à-vis the proxy and for a possible revocation of proxy to the Company, the following address, fax number and e-mail address are available:

Epigenomics AG

c/o Computershare Operations Center
80249 Munich

Fax: +49 89 30903-74675

E-mail: anmeldestelle@computershare.de

Forms for the authorization of, and giving instructions to, the proxyholder are attached to each admission ticket and are also available on the website of Epigenomics AG at www.epigenomics.com/en/news-investors/investors/annual-general-shareholder-meeting/2015.html. They will also be provided in text form upon request.

As a special service, the Company offers its shareholders to grant power of attorney in advance of the General Shareholders' Meeting to proxies nominated by the Company and bound by instructions. In the case of voting by the proxies nominated by the Company, the conditions for attendance of the General Shareholders' Meeting and the exercise of voting rights as stated in Section 2 above must likewise be observed. Powers of attorney granted to the proxies nominated by the Company must be in text form. Instructions must be given to the proxies nominated by the Company, which instructions must likewise be given in text form. The proxies nominated by the Company are obliged to exercise the voting rights in accordance with the instructions.

Shareholders may, subject to the technical availability of the website, grant power of attorney and give instructions to the proxies nominated by the Company via the Shareholders' Portal under <https://investorportal.computershare.de/www/epigenomics/language/EN> by Monday, May 11, 2015, 12:00 midnight (CEST). Up to this point in time powers of attorney and instructions granted or given via the Shareholders' Portal may, subject to the technical availability of the website, be amended or revoked via the Shareholders' Portal under the aforementioned web address. The details for the registration to the General Shareholders' Meeting via the Shareholders' Portal set forth under 2. above apply accordingly to the use of the Shareholders' Portal.

Furthermore, shareholders may grant power of attorney and give instructions in text form to the proxies nominated by the Company at the address indicated in the form for the granting of proxy to proxies nominated by the Company. The same applies to any revocation of a power of attorney and any revocation or amendments to the instructions that have been given to the proxies nominated by the Company. The granting of power of attorney and making instructions as well as their revocation and amendments to instructions must be received by the Company by Monday, May 11, 2015, 12:00 midnight (CEST), at the latest, at the address indicated in the form for the granting of power of attorney to proxies nominated by the Company.

However, the shareholders remain entitled to personally exercise their rights in the General Shareholders' Meeting or to have them exercised by a different proxy. In this case the proxy granted to the proxies who were nominated by the Company and are bound by instructions is deemed to be revoked, and such proxies will therefore not exercise any voting rights on the basis of their proxy. In addition, shareholders or proxies attending the General Shareholders' Meeting may grant power of attorney and give instructions to the proxies nominated by the Company during the General Shareholders' Meeting; in this context, proxies are obliged to satisfy themselves that they are entitled to grant this proxy under their legal relationship with the shareholder represented by them.

6. 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)

Requests to include items in 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 in the agenda and be published. Reasons or a proposal for a resolution must be attached to every new item. Any such request must be received in writing by the Company by the end of April 12, 2015, i.e. by April 12, 2015, 12:00 midnight (CEST), at the latest. Such request must be addressed in writing to the Executive Board of Epigenomics AG. Please address your request to:

Epigenomics AG
The Executive Board
For the attention of Ms. Antje Zeise
Geneststr. 5
10829 Berlin

Unless they have already been announced with the notice to call the General Shareholders' Meeting, requests for amendments of the agenda that are required to be published will be published in the German Federal Gazette (*Bundesanzeiger*) without undue delay upon receipt of the request and will be submitted for publication to those media which can be expected to distribute the information throughout the European Union. In addition, such requests will be published on the Internet at www.epigenomics.com/en/news-investors/investors/annual-general-shareholder-meeting/2015.html and communicated in accordance with Section 125 AktG.

The applicants must establish that they have held the shares at least for the required three-month period prior to the General Shareholders' Meeting pursuant to Section 122 Paragraph 2 Sentence 1 AktG in conjunction with Section 122 Paragraph 1 Sentence 3 and Section 142 Paragraph 2 Sentence 2 AktG and that they will continue to hold the shares until the request is decided upon in the sense of the aforementioned provisions.

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

Each shareholder is entitled to file counter-motions against the Executive Board's and/or the Supervisory Board's proposals with respect to certain items on the agenda as well as nominations for elections even before the General Shareholders' Meeting. Such counter-motions and election nominations by shareholders, including the name of the shareholder, are to be made accessible by the Company pursuant to Section 126 Paragraph 1 and Section 127 AktG if they are received by the Company at the following address:

Epigenomics AG
Ms. Antje Zeise
Geneststr. 5
10829 Berlin

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

by the end of April 28, 2015, i.e. by April 28, 2015 12:00 midnight (CEST), at the latest, and comply with the statutory requirements in all other respects. These requirements include, in particular, that reasons need to be given for counter-motions (but not election nominations). In addition, Section 126 Paragraph 2, Section 127 Sentences 1 and 3 AktG govern the conditions upon the fulfillment of which counter-motions and election nominations need not be made accessible. Counter-motions and election nominations will be made accessible in compliance with statutory provisions on the Internet at www.epigenomics.com/en/news-investors/investors/annual-general-shareholder-meeting/2015.html. Any comments by the management on counter-motions and election nominations will likewise be published at this internet address.

In order to be taken into account in the General Shareholders' Meeting, counter-motions and election nominations must be made in the General Shareholders' Meeting even if they have been sent to, and made accessible

by, the Company in accordance with Section 126 Paragraph 1 and Section 127 AktG.

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

Each shareholder or shareholder representative present at the General Shareholders' Meeting may request information from the Executive Board on matters concerning the Company provided that it is required to make an informed judgment on the agenda items. The duty to provide information also extends to information on the legal and business relationships between the Company and its affiliates, the financial position of the Group and the entities included in the Group's consolidated financial statements. The information provided shall comply with the principles of conscientious and accurate accounting. Information shall, in principle, be given orally. Therefore, shareholders are not entitled to receive information in written form. Section 131 Paragraph 3 AktG sets out the conditions under which the Executive Board may refuse to provide information.

Additional explanations

Additional explanations regarding shareholders' rights pursuant to Section 122 Paragraph 2, Section 126 Paragraph 1, Section 127, 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/2015.html.

7. Reference to the Company's website

This invitation to the Annual General Shareholders' Meeting, the documents that are required to be made available to the Annual General Shareholders' Meeting, in particular the documents with respect to agenda item 1 and the reports by the Executive Board with respect to items 5 and 6 of the agenda as well as further information relating to the Annual General Shareholders' Meeting can be downloaded from the following website once the Annual General Shareholders' Meeting has been called: www.epigenomics.com/en/news-investors/investors/annual-general-shareholder-meeting/2015.html.

The documents that are required to be made available to the Annual General Shareholders' Meeting will also be available during the Annual General Shareholders' Meeting on May 13, 2015.

Berlin, March 2015

Epigenomics AG
The Executive Board