

Invitation to the

Annual General Shareholders' Meeting

» 2009



INVITATION TO THE

Annual General Shareholders'
Meeting 2009 of Epigenomics AG,
Berlin

Dear Shareholders,

We invite you to attend the Annual General
Shareholders' Meeting of Epigenomics AG

on Monday, May 11, 2009,
at 11:00 a.m.,

in the premises of Deutsche Bank AG,
Unter den Linden 13–15
(entrance Charlottenstrasse),
10117 Berlin, Germany.

ISIN: DE000A0BVT96/ Security identification number: A0BVT9

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Agenda

1. *Presentation of the approved annual financial statements and the approved consolidated financial statements as of December 31, 2008, 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 Management Board as to the specifications pursuant to Sec. 289 Para. 4, Sec. 315 Para. 4 German Commercial Code (HGB) for the fiscal year 2008*

The aforementioned documents can be inspected in the internet at www.epigenomics.com/en/investor_relations/Financial_Information/ and at the offices of Epigenomics AG, Kleine Präsidentenstrasse 1, 10178 Berlin, Germany. Upon request, every shareholder will promptly receive a copy of these documents free of charge.

2. *Resolution on the discharge of the members of the Management Board for the fiscal year 2008*

The Management Board and the Supervisory Board propose that discharge be granted for the members of the Management Board holding office in the fiscal year 2008 with regard to such term.

3. *Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2008*

The Management Board and the Supervisory Board propose that discharge be granted for the members of the Supervisory Board holding office in the fiscal year 2008 with regard to such term.

4. *Election to the Supervisory Board*

According to Sec. 95, 96 Para. 1 of the German Stock Corporation Act ("AktG") and Sec. 10 (1) of the Articles of Association, the Supervisory Board consists of six members, that are elected by the Annual General Shareholders' Meeting. The term of all current Supervisory Board members expires with the end of the Annual General Shareholders' Meeting on May 11, 2009. Therefore, six members of the Supervisory Board have to be elected.

The Annual General Shareholders' Meeting is not bound by any proposals.

The Supervisory Board proposes to elect the following persons as members of the Supervisory Board for the term until the end of the shareholders' meeting that shall resolve on the discharge of

the Supervisory Board for the second financial year following the beginning of the term:

a) **Prof. Dr. Dr. Uwe Bicker**

Independent advisor, Honorary Professor at Ruprecht-Karls-Universität Heidelberg, with residence in Bensheim-Auerbach, Germany

Prof. Dr. Dr. Bicker is a member of the following supervisory boards that have to be created by virtue of law or of other comparable boards with supervisory function of business companies in Germany or abroad:

Supervisory boards that have to be created by virtue of law:

- Definiens AG, Munich, Germany
- Future Capital AG, Frankfurt am Main, Germany
- Sanofi Aventis S.A., Paris, France
- Siemens Healthcare Diagnostics Holding GmbH, Eschborn, Germany (chairman)

Comparable boards with supervisory function of business companies in Germany or abroad:

- None

b) **Mr. Günter Frankenne**

Managing owner of the firm STRATCON Strategy Consulting, with residence in Berg near Neumarkt, Germany

Mr. Frankenne is a member of the following supervisory boards that have to be created by virtue of law or of other comparable boards with supervisory function of business companies in Germany or abroad:

Supervisory boards that have to be created by virtue of law:

- Centro AG, Nuremberg, Germany (chairman)
- KeyNeurotek AG, Magdeburg, Germany (chairman)
- 4SC AG, Martinsried, Germany (vice chairman)
- November AG, Munich, Germany (chairman)
- Verbena AG, Berg near Neumarkt, Germany

Comparable boards with supervisory function of business companies in Germany or abroad:

- Curadis GmbH, Erlangen, Germany (vice chairman)
- IMTM GmbH, Magdeburg, Germany (vice chairman)
- ViroLogik GmbH, Erlangen, Germany (chairman)

c) **Ms. Ann Clare Kessler, Ph.D.**

Independent advisor, former Head of Global Project Management at F. Hoffmann-La Roche Ltd. in Basel, Switzerland and former Head of the Division of Exploratory Research at Hoffmann-La Roche Inc. in USA, with residence in Rancho Santa Fe, CA, USA

Ms. Kessler is a member of the following supervisory boards that have to be created by virtue of law or of other comparable boards with supervisory function of business companies in Germany or abroad:

Supervisory boards that have to be created by virtue of law:

- None

Comparable boards with supervisory function of business companies in Germany or abroad:

- MedGenesis Therapeutix, Inc., Victoria, BC, Canada

d) **Prof. Dr. Dr. h.c. Rolf Krebs**

Advisor of the pharmaceutical industry, former speaker of the management board of Boehringer Ingelheim GmbH, with residence in Mainz, Germany

Prof. Dr. Dr. h.c. Krebs is a member of the following supervisory boards that have to be created by virtue of law or of other comparable boards with supervisory function of business companies in Germany or abroad:

Supervisory boards that have to be created by virtue of law:

- Ganymed Pharmaceuticals AG, Mainz, Germany
- Merck KGaA, Darmstadt, Germany
- Merz GmbH Co. KGaA, Frankfurt am Main, Germany
- Merz Pharma GmbH, Frankfurt am Main, Germany

Comparable boards with supervisory function of business companies in Germany or abroad:

- Air Liquide S.A., Paris, France
- E. Merck OHG, Darmstadt, Germany

e) **Prof. Dr. Günther Reiter**

Professor at the European School of Business in Reutlingen, with residence in Pfullingen, Germany

Prof. Dr. Reiter is a member of the following supervisory boards that have to be created by virtue of law or of other comparable boards with supervisory function of business companies in Germany or abroad:

Supervisory boards that have to be created by virtue of law:

- Deltoton AG, Würzburg, Germany

Comparable boards with supervisory function of business companies in Germany or abroad:

- None

f) **Mr. Heino von Prondzynski**

Independent advisor and former member of the group management of Hoffmann-La Roche (CEO of the Division Roche Diagnostics at F. Hoffmann-La Roche Ltd., Basel, Switzerland), with residence in Einsiedeln, Switzerland

Mr. von Prondzynski is a member of the following supervisory boards that have to be created by virtue of law or of other comparable boards with supervisory function of business companies in Germany or abroad:

Supervisory boards that have to be created by virtue of law:

- None

Comparable boards with supervisory function of business companies in Germany or abroad:

- BB MedTech AG, Schaffhausen, Switzerland (president of the board)
- Hospira, Inc., Lake Forest, IL, USA
- Koninklijke Philips Electronics N.V. (Royal Philips Electronics), Eindhoven, The Netherlands
- Qiagen N.V., Venlo, The Netherlands

5. *Notice by the Management Board according to Sec. 92 Para. 1 of the German Stock Corporation Act of a loss equal to one half of the share capital*

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

6. *Resolution on the creation of a new Authorized Capital 2009/I and the amendment of the Articles of Association*

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

- a) The Management Board is authorized until May 10, 2014, to increase with the consent of the Supervisory Board the share capital of the Company once or several times by up to € 2,939,472.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares (Authorized Capital 2009/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 Management Board is, however, authorized to exclude with the consent of the Supervisory Board the shareholders' 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 Management Board pursuant to Sec. 203 Para. 1 Sent. 1 and 2, Sec. 186 Para. 3 Sent. 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 Sec. 186 Para. 3 Sent. 4 AktG from an ordinary capital increase, utilization of an authorized capital or after a repurchase or for which, on or after May 11, 2009, a conversion or option right under convertible or warrant bonds

has been granted with the exclusion of subscription rights in accordance with Sec. 186 Para. 3 Sent. 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 Management Board is authorized to establish further details of the implementation of the capital increases from the Authorized Capital 2009/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 2009/I or after expiry of the term of the authorization in accordance with the capital increase from the Authorized Capital 2009/I.

- b) Sec. 5 of the Articles of Association shall be amended by inserting the following paragraph 9:

“(9) The Management Board is authorized until May 10, 2014, to increase with the consent of the Supervisory Board the share capital of the Company once or several times by up to € 2,939,472.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares (Authorized Capital 2009/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 Management Board is, however, authorized to exclude with the consent of the Supervisory Board the shareholders’ subscription rights in the following events:

- for fractional amounts;
- in the event the new shares are issued against contribution in cash to 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 Management Board pursuant to Sec. 203 Para. 1 Sent. 1 and 2, Sec. 186 Para. 3 Sent. 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 Sec. 186 Para. 3 Sent. 4 AktG from an ordinary capital increase, utilization of an authorized capital or after a repurchase or for which, on or after May 11, 2009, a conversion or option right under convertible or warrant bonds has been granted with the exclusion of subscription rights in accordance with Sec. 186 Para. 3 Sent. 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 Management Board is authorized to establish further details of the implementation of the capital increase from the Authorized Capital 2009/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 2009/I or after expiry of the term of the authorization in accordance with the capital increase from the Authorized Capital 2009/I.”

7. *Resolution on the creation of a new Authorized Capital 2009/II and the amendment of the Articles of Association*

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

- a) The Management Board is authorized until May 10, 2014, to increase with the consent of the Supervisory Board the share capital of the Company once or several times by up to € 11,757,889.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares (Authorized Capital 2009/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 Management Board is, however, authorized to exclude with the consent of the Supervisory Board the shareholders' 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 Management Board is authorized to establish further details of the implementation of the capital increases from the Authorized Capital 2009/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 2009/II or after expiry of the term of the authorization in accordance with the capital increase from the Authorized Capital 2009/II.

- b) Sec. 5 of the Articles of Association shall be amended by inserting the following paragraph 10:

“(10) The Management Board is authorized until May 10, 2014, to increase with the consent of the Supervisory Board the share capital of the Company once or several times by up to € 11,757,889.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares (Authorized Capital

2009/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 Management Board is, however, authorized to exclude with the consent of the Supervisory Board the shareholders' 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 Management Board is authorized to establish further details of the implementation of the capital increase under the Authorized Capital 2009/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 2009/II or after expiry of the term of the authorization in accordance with the capital increase under the Authorized Capital 2009/II."

8. *Resolution on the revocation of the Conditional Capital I and the deletion of Sec. 5 Para. 4 of the Articles of Association*

The currently existing Conditional Capital I in the amount of € 13,508.00 is not required anymore, because option rights resulting from the Stock Option Program 2000 of the Company established by the Annual General Shareholders' Meeting resolution of August 3, 2000, amended by Annual General Shareholders' Meeting resolutions of April 27, 2001; August 1, 2003; and June 22, 2004, can not be exercised anymore.

Therefore the Management Board and the Supervisory Board propose to pass the following resolutions:

- a) The Conditional Capital I shall be revoked.
- b) Sec. 5 Para. 4 of the Articles of Association shall be deleted.

9. *Resolution on the revocation of the authorization of the Management Board to issue convertible bonds, of the Conditional Capital VI and of Sec. 5 Para. 8 of the Articles of Association*

Following the proposal by the Management Board and the Supervisory Board, the Annual General Shareholders' Meeting of June 3, 2008, (agenda item 4) has resolved to authorize the Management Board to issue convertible bonds and to exclude the subscription right, to create a conditional capital and to amend Sec. 5 of the Articles of Association by inserting a paragraph 8.

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

- a) The resolutions passed by the Annual General Shareholders' Meeting of June 3, 2008, under agenda item 4 to authorize the Management Board to issue convertible bonds and to exclude the subscription right shall be revoked.
- b) The Conditional Capital VI shall be revoked.
- c) Sec. 5 Para. 8 of the Articles of Association shall be deleted.

10. *Resolution regarding the authorization to issue stock options in connection with the Stock Option Program 09-13, the creation of a new Conditional Capital VII in order to fulfill the stock options issued under the Stock Option Program 09-13 and the corresponding amendment of the Articles of Association*

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

- A. Conditional Capital VII; Authorization to issue stock options; Stock Option Program 09-13
 1. Conditional capital increase
The share capital of the Company shall be conditionally increased by up to € 1,521,234.00 by issuance of up to 1,521,234 new non-par value bearer shares with a calculatory par value of € 1.00 per share (Conditional Capital VII).
 2. Authorization to issue subscription rights
The Management Board of the Company is authorized until the expiration of December 31, 2013, to issue subscription rights with respect to shares in the Company in one or more annual tranches in favor of beneficiaries according to the conditions

set out hereafter, but not before the Conditional Capital VII becomes effective by registration in the commercial register (“Stock Option Program 09-13”).

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

The Management Board and the Supervisory Board are free to decide on the granting of subscription rights (“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 VII 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 09-13, 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 VII 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 Management Board of the Company (group 1);

bb) the employees of the Company and of subordinated affiliated companies within the meaning of Sections 15 et seq. AktG, but excluding the members of the Management Board of subordinated affiliated companies (group 2).

b) From the total volume of the Stock Option Program 09-13, the distribution shall be as follows:

- group 1 beneficiaries altogether: a maximum of 30% (i.e. altogether a maximum of 456,370 of the subscription rights);
- group 2 beneficiaries altogether: a maximum of 70% (i.e. altogether a maximum of 1,064,864 of the subscription rights).

5. Issuance period

The first issuance of subscription rights shall not take place before registration of the Conditional Capital VII in the commercial register. Furthermore, the Management 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 twentieth 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 09-13 is always the date of the written information on the issuance of the respective tranche to the beneficiary by the Management 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 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 09-13 is always the date of the written information on the issuance of the respective tranche to the beneficiary by the Management 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 two 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 € 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 09-13 ("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 Management Board is entitled, with the consent of the Supervisory Board, to chose and implement one of the adjustment methods set out in lit. b) aa) and bb). In case of a capital increase from the Company's own resources the existing Conditional Capital VII 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 the share or the 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 "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.

The exercise price corresponds to the average stock exchange closing price, increased by 10%, on the 20 stock exchange trading days preceding the issuance of the subscription rights in the electronic trading system Exchange Electronic Trading (Xetra), at least, however, the stock exchange closing price of the share on the day the subscription rights were issued ("market value" or "fair market value").

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 Management Board (or, in the case that the beneficiaries are members of the Management 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 Management Board (or, in the case that the beneficiaries are members of the Management 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 Management Board (or, in the case that the beneficiaries are members of the Management 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 seq. AktG. However, specific exercise periods stipulated by the Management Board (or, in the case that the beneficiaries are members of the Management Board, the Supervisory Board) when issuing the subscription rights as well as the two-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 09-13 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 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 Management Board are affected.

In all other cases, the Management 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 them that a sale of these shares can be subject to an insider trading ban according to Sec.14 of the German Securities Trading Act (Wertpapierhandelsgesetz) and that, therefore, they must refrain from any disposal of the shares acquired through the exercise of their subscription rights, in case they 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

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

Sec. 5 of the Articles of Association shall be amended by inserting the following paragraph 4:

“(4) The share capital shall be increased conditionally by up to € 1,521,234.00 divided into up to 1,521,234 registered common shares with a par value of € 1.00 per share (Conditional Capital VII). 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 09-13 of the Company, resolved at the Annual General Shareholders’ Meeting on May 11, 2009, 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 Management Board is concerned. In other cases, the Management Board is authorized to lay down the further details. The Supervisory Board is authorized to amend the wording of Sec. 5 (1) and (4) of the Articles of Association in accordance with the volume of the capital increase from conditional capital.”

11. Resolution on the amendment of Sec. 18 Para. 2 of the Articles of Association

The Management Board and the Supervisory Board propose to resolve that Sec. 18 Para. 2 of the Articles of Association shall have the following revised wording:

“(2) The voting right can also be exercised by a proxy. Unless a credit institution, a shareholders’ association or any other person within the meaning of Sec. 135 Para. 9 AktG or Sec. 135 Para. 12 AktG in combination with Sec. 125 Para. 5 AktG is to be authorized, the power of attorney must be in writing or – provided a corresponding determination by the Company and pursuant to the specific provisions which shall be announced together with the convening of the Annual General Shareholders’ Meeting – can be given by fax or by e-mail. A power of attorney to a credit institution, a shareholders’ association or any other person according to Sec. 135 Para. 9 AktG or Sec. 135 Para. 12 AktG in combination with Sec. 125 Para. 5 AktG does not need to be in writing; such a power of attorney must be complete and must only include declarations relating to the exercise of the voting right.”

12. Appointment of the auditor for the fiscal year 2009

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 2009 as well as for the review of the interim financial statements.

Report of the Management Board on agenda item 6 pursuant to Sec. 186 Para. 4 Sent. 2, Sec. 203 Para. 2 Sent. 2 AktG

The Annual General Shareholders' Meeting of June 3, 2008, passed a resolution to the effect that the Management Board is authorized until June 2, 2013, to increase the share capital of the Company with the consent of the Supervisory Board once or several times by up to € 2,671,088.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares (Authorized Capital 2008/I). In its report pursuant to Sec. 186 Para. 4 Sent. 2, Sec. 203 Para. 2 Sent. 2 AktG regarding the creation of the Authorized Capital 2008/I the Management Board has commented that for the coming years, the Management Board should be enabled to react at short notice on upcoming financing opportunities and requirements in connection with the development and commercialization of the Company's diagnostic products.

The proposal by the Management Board and the Supervisory Board to the Annual General Shareholders' Meeting to create the Authorized Capital 2009/I serves the same purpose. In addition to this purpose and in respect of the notice of a loss equal to one half of the share capital given under agenda item 5, the Management Board and the Supervisory Board consider it necessary to broaden the authorities of the Management Board to obtain additional equity. The proposed new Authorized Capital 2009/I together with the new Authorized Capital 2009/II as proposed under agenda item 7 would exhaust the scope permitted by the German Stock Corporation Act. The proposal under agenda item 6 shall authorize the Management Board to increase the share capital of the Company with the consent of the Supervisory Board once or several times by up to € 2,939,472.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares until May 10, 2014.

Upon the exercise of the Authorized Capital 2009/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 Management 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 Management 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 Sec. 186 Para 3 Sent. 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 prompt actions, but also to the placement of shares at a price close to the market price, i.e. without the reduction 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 to. The German Stock Corporation Act does not provide for a fixed limit on the discount. When utilizing the authorization, the Management 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 Sec. 186 Para. 3 Sent. 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 Sec. 186 Para. 3 Sent. 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 Sec. 186 Para. 3 Sent. 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 Sec. 186 Para. 3 Sent. 4 AktG, whereas the Company obtains further flexibility for the benefit of all shareholders.

- Furthermore, the Management Board shall be entitled to exclude the shareholders' subscription right in the event of a capital increase against contribution in kind. The Management 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. 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 Management 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 Management 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 issuance of shares are granted a subscription right on such shares as shareholders would be entitled to do so. The beneficiaries of the subscription rights are treated as if they had exercised their subscription right and as if they 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 Management 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 Management 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 authorization.

Report of the Management Board on agenda item 7 pursuant to Sec. 186 Para. 4 Sent. 2, Sec. 203 Para. 2 Sent. 2 AktG

The Annual General Shareholders' Meeting of June 3, 2008, passed a resolution to the effect that the Management Board is authorized until June 2, 2013, to increase the share capital of the Company with the consent of the Supervisory Board once or several times by up to € 2,671,088.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares (Authorized Capital 2008/I).

In its report pursuant to Sec. 186 Para. 4 Sent. 2, Sec. 203 Para. 2 Sent. 2 AktG regarding the creation of the Authorized Capital 2008/I, the Management Board has commented that for the coming years, the Management Board should be enabled to react at short notice on upcoming financing opportunities and requirements in connection with the development and commercialization of the Company's diagnostic products.

The proposal by the Management Board and the Supervisory Board to the Annual General Shareholders' Meeting to create the Authorized Capital 2009/II serves the same purpose. In addition to this purpose and with respect to the notice of a loss equal to one half of the share capital given under agenda item 5, the Management Board and the Supervisory Board consider it necessary to broaden the authorities of the Management Board to obtain additional equity. The proposed new Authorized Capital 2009/II together with the new Authorized Capital 2009/I proposed under agenda item 6 would exhaust the scope permitted by the German Stock Corporation Act. The proposal under agenda item 7 shall authorize the Management Board to increase the share capital of the Company with the consent of the Supervisory Board once or several times by up to € 11,757,889.00 against contribution in cash and/or in kind by issuing new non-par value bearer shares until May 10, 2014.

Upon the exercise of the Authorized Capital 2009/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 Management 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 Management Board shall be entitled to exclude the shareholders' subscription right in the event of a capital increase against contribution in kind. The Management 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. 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 Management 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 Management 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 Management 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 authorization.

The report of the Management Board on agenda items 6 and 7 can be inspected on the internet at www.epigenomics.com/en/investor_relations/general_shareholders_meeting/ 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.

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 depositary bank with respect to the point in time as provided in the German Stock Corporation Act (AktG). According to Sec. 123 Para 3 Sent. 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 April 20, 2009. The registration and the proof of entitlement must be in German or English language and must be received by the Company no later than the 7th day prior to the Annual General Shareholders' Meeting, i.e. at the latest until the expiration of May 4, 2009, under the following address:

Epigenomics AG
c/o Deutsche Bank AG
General Meetings
P.O. Box 20 01 07
60605 Frankfurt am Main, Germany
or via fax: +49-69 12012-86045
or via e-mail: WP.HV@Xchanging.com.

Proxy voting

Shareholders may exercise their voting rights in the Annual General Shareholders' Meeting by proxy, e.g. a credit institution, a shareholders' association or any other person of their choice.

Except for cases in which a credit institution, a shareholders' association or any other person or institution within the meaning of Section 135 Para. 9 and 12 AktG in combination with Section 125 Para. 5 AktG is authorized, a power of attorney to exercise the voting right must be in writing.

If a credit institution, a shareholders' association or any other person or institution within the meaning of Section 135 Para. 9 and 12 AktG in combination with Section 125 Para. 5 AktG is authorized to exercise the voting right, pursuant to Section 135 Para. 2 AktG the power of attorney

must be complete, only include declarations relating to the exercise of voting rights and be recorded by the attorney in a reviewable manner. For this reason we want to point out that in these cases, the credit institution, the shareholders' association or any other person or institution within the meaning of Section 135 Para. 9 and 12 AktG in combination with Section 125 Para. 5 AktG may possibly require the power of attorney to follow a special form.

Forms for the authorization of and giving instructions to the proxy are attached to each entrance card. 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 writing. Instructions to the proxy nominated by the Company must also be in writing; 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.

Motions by shareholders and nominations

Motions and nominations by shareholders pursuant to Sec. 126 and Sec. 127 AktG need to be addressed exclusively to:

Epigenomics AG
Dr. Achim Plum
Kleine Präsidentenstrasse 1
10178 Berlin, Germany
fax: +49-30-2 43 45-555,
e-mail: achim.plum@epigenomics.com

Motions and nominations by shareholders that need to be made accessible and have been received by the Company at the latest on April 24, 2009, 12:00 p.m., will be published at www.epigenomics.com/en/investor_relations/general_shareholders_meeting/ according to the legal provisions. Any comments by management on the motions and nominations will likewise be published at this address.

Total number of shares and voting rights at time of calling

The share capital of the Company amounts to € 29,394,724.00 and is divided into 29,394,724 non-par value bearer shares. Pursuant to Sec. 18 Para. 1 of the Articles of Association, each share carries one vote in the Annual General Shareholders' Meeting. The Company does not hold own shares. Therefore, the total number of voting rights at the time of the calling of this Annual General Shareholders' Meeting is 29,394,724.

Shareholders' rights with regard to the participation in the Annual General Shareholders' Meeting

Under certain conditions specified in the German Stock Corporation Act, shareholders are entitled to claim an addendum to the agenda. Furthermore, they have the right to participate in person or by proxy in the Annual General Shareholders' Meeting as set forth in this invitation to the Annual General Shareholders' Meeting. The shareholders, moreover, are entitled within the limits as set by the law and the Articles of Association to request for information with respect to the items of the agenda as well as to give comments to the items of the agenda and to the Company, to make a motion to the procedure and to cast their vote in person or by proxy at the Annual General Shareholders' Meeting.

Berlin, March 2009

Epigenomics AG
The Management Board

