

INVITATION TO THE

Annual General  
Shareholders' Meeting  
» 2008



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INVITATION TO THE

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**Annual General Shareholders'  
Meeting 2008 of Epigenomics AG,  
Berlin**

Dear Shareholders,

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

on Tuesday, June 3, 2008,  
at 11:00 a.m.,

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

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– ISIN: DE000A0BVT96 / Security identification number: A0BVT9 –

## Agenda

1. *Presentation of the approved annual financial statements and the approved consolidated financial statements as of December 31, 2007, 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 fiscal year 2007*

The aforementioned documents can be inspected in the internet at [www.epigenomics.com/en/investor\\_relations/Financial\\_Information/](http://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 2007*

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 2007 with regard to such term.

3. *Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2007*

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 2007 with regard to such term.

4. *Resolution on the authorization to issue convertible bonds, the exclusion of subscription rights, the creation of conditional capital and the corresponding amendment of the Articles of Association*

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

- a) **Authorization to issue convertible bonds and to the exclusion of subscription rights**

- (1) Term of authorization, nominal amount, term, number of shares and further definition of the bonds

The Management Board is authorized until June 2, 2013, to issue with the consent of the Supervisory Board once or several times convertible bearer bonds in an aggregate nominal amount of up to € 25,000,000.00 with a maximum term of ten years and to grant conversion rights to the holders of convertible bonds for up to a total of 2,671,088 no-par value

bearer shares in the Company representing a notional portion of the share capital of the Company of up to € 2,671,088.00 in total as further specified in the terms and conditions of the convertible bonds.

The convertible bonds can also be issued by a Group company within the meaning of Sec. 18 German Stock Corporation Act (AktG) in which the Company directly or indirectly holds at least 90% of the share capital. In such event, the Management Board is authorized to assume with the consent of the Supervisory Board the guarantee on behalf of such company for the convertible bonds and to grant to the holders of convertible bonds conversion rights on no-par value bearer shares in the Company.

(2) Subscription rights, exclusion of subscription rights

The convertible bonds shall be offered to the shareholders. They might also be subscribed by a financial institution or a syndicate of financial institutions under the obligation to offer the convertible bonds to the shareholders. If the convertible bonds are issued by a Group company within the meaning of Sec. 18 German Stock Corporation Act (AktG) in which the Company directly or indirectly holds a least 90% of the share capital, the Company must ensure that the subscription rights be granted to the shareholders of the Company in accordance with the preceding sentence.

The Management Board is authorized to exclude with the consent of the Supervisory Board the shareholders' subscription rights to exempt fractional amounts resulting from a given subscription ratio.

The Management Board is also authorized to completely exclude with the consent of the Supervisory Board the shareholders' subscription rights for convertible bonds which are issued against payment in cash to the extent that the Management Board comes to the conclusion after a proper examination that the issuing price of the convertible bonds is not materially lower than their theoretical market value calculated on the basis of recognized, particularly financial mathematical methods. This authorization to exclude the subscription rights applies to convertible bonds which are issued with conversion rights and/or conversion obligations for shares representing a notional portion of the share capital which in the aggregate cannot exceed 10% of the share capital, neither at the time the issuance takes effect nor – given this value is lower – at the

time of the exercise of this authorization. Shares issued under the Authorized Capital 2008/I with exclusion of the subscription rights pursuant to Sec. 186 Para. 3 Sent. 4 AktG during the term of this authorization will be credited against the above-mentioned 10% limit.

(3) Conversion ratio

The holders of convertible bonds obtain the right to convert their convertible bonds into shares in the Company as further specified in the terms and conditions of the convertible bonds. The conversion ratio for the conversion results from dividing the nominal amount of a single convertible bond (partial bond) by the determined conversion price for one new share in the Company. The conversion ratio can also result from dividing the issuing price of a partial bond being less than the nominal amount by the determined conversion price for one new share in the Company. The conversion ratio can be variable, and the conversion price can be determined within a defined range dependent from the development of the share price during the term of convertible bond. The conversion ratio can, in any event, be rounded up or rounded down to a full integer; furthermore, any additional payment to be rendered in cash by the holder of the partial bond can be determined. Finally, fractional amounts can be aggregated and/or being compensated in cash.

(4) Conversion price

The conversion price to be determined for a share in the Company shall be the average closing price of the share in the Company of the twenty stock exchange trading days in the electronic trading system Exchange Electronic Trading (Xetra) (or a corresponding successor system) at the Frankfurt Stock Exchange prior to the issuance, however, except for the last two trading days, raised by 20% or – in the event subscription rights are granted – the average closing price of the share in the Company in the electronic trading system Exchange Electronic Trading (Xetra) (or a corresponding successor system) at the Frankfurt Stock Exchange during the days of the trade of the subscription rights, however, except for the last two days of the trading of the subscription rights, raised by 20% in both cases, however, at least the closing price of the shares of the Company at the issue day. Sec. 9 Para. 1 AktG remains unaffected.

#### (5) Further stipulations

In the event of the conversion, the Company can choose to grant either new shares or existing shares in the Company. The terms and conditions of the convertible bonds can provide for the Company's right to pay an equivalent in cash instead of granting shares in the event of conversion.

The terms and conditions of convertible bonds can provide for an obligation to convert at the end of the term or at any other time (both "final due date") or for the Company's right to grant the creditors of the convertible bonds completely or in part shares in the Company instead of paying the amount due upon the final due date of the convertible bonds (including the event of termination). In such events, the conversion price is, as to be further specified in the terms and conditions of the convertible bonds, the average closing price of the share in the Company of the twenty stock exchange trading days in the electronic trading system Exchange Electronic Trading (Xetra) (or a corresponding successor system) at the Frankfurt Stock Exchange prior to or after the final due date. The proportionate amount of the share capital of the shares to be issued upon conversion or upon the final due date cannot exceed the nominal amount or the issuing price of the partial bonds below the nominal amount.

The Management Board is authorized to establish with the consent of the Supervisory Board the further details on issuing and structuring the convertible bonds, in particular the interest rate, the issuing price, the term and the denomination, the subscription respectively conversion ratio, stipulation of an obligation to convert, determination of an additional payment, settlement or consolidation of fractional amounts, cash payment instead of delivery of shares, provisions on protection against dilution, the conversion period and the conversion price, or to do so in agreement with the management bodies of the Group company issuing the convertible bonds.

#### b) Creation of conditional capital

The Company's share capital is conditionally increased by up to € 2,671,088.00 by issuing up to 2,671,088 new bearer shares of common share representing a notional portion of the share capital of € 1.00 per share (Conditional Capital VI). The conditional

capital increase serves the purpose of granting shares to holders of convertible bonds issued on the basis of the above-mentioned authorization. The new shares are issued at the conversion price determined in accordance with the above-mentioned authorization. The conditional capital increase is to be effected only insofar as the conversion rights are exercised or any conversion obligations under such convertible bonds are fulfilled and insofar as no cash settlement is granted and no shares from authorized capital or own shares are used for servicing. The new shares issued upon the exercise of conversion rights or to fulfill a conversion obligation shall participate in the profit from the beginning of the fiscal year in which they come into existence by the exercise of conversion rights or the fulfillment of a conversion obligation.

The Management Board is authorized to determine with the consent of the Supervisory Board further details of the implementation of the conditional capital increase.

#### c) Amendment of the Articles of Association

Sec. 5 of the Articles of Association receives the following paragraph 8:

“(8)The Company’s share capital is conditionally increased by up to € 2,671,088.00 by issuing up to 2,671,088 new bearer shares of common share representing a notional portion of the share capital of € 1.00 per share (Conditional Capital VI). The conditional capital increase is to be effected only insofar as the conversion rights are exercised or any conversion obligations under such convertible bonds are fulfilled and insofar as no cash settlement is granted and no shares from authorized capital or own shares are used for servicing. The new shares issued upon the exercise of conversion rights or to fulfill a conversion obligation shall participate in the profit from the beginning of the fiscal year in which they come into existence by the exercise of conversion rights or the fulfillment of a conversion obligation. The Management Board is authorized to determine with the consent of the Supervisory Board further details of implementation of the conditional capital increase. The Supervisory Board is authorized to adjust the wording of the Articles of Association in accordance with the capital increase from the conditional capital.”

*5. Resolution on the creation of a new Authorized Capital 2008/I as well as on the amendment of the Articles of Association*

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

- a) The Management Board is authorized until June 2, 2013, to increase with the consent of the Supervisory Board the share capital of the Company once or several times by up to € 2,671,088.00 against contribution in cash and/or in kind by issuing new no-par value bearer shares (Authorized Capital 2008/I). The shareholders are to be granted subscription rights. 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, in essence, similar listed shares 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 under an ordinary capital increase, an authorized capital or after a repurchase or for which, during the term of this authorization, 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 under the Authorized Capital 2008/I. The Supervisory Board is authorized to amend the wording of the Articles of Association after implementation of the capital increase under the Authorized Capital 2008/I or after expiry of the term of the authorization in accordance with the capital increase under the Authorized Capital 2008/I.

- b) Sec. 5 of the Articles of Association receives the following paragraph 9:

“(9) The Management Board is authorized until June 2, 2013, to increase with the consent of the Supervisory Board the share capital of the Company once or several times by up to € 2,671,088.00 against contribution in cash and/or in kind by issuing new no-par value bearer shares (Authorized Capital 2008/I). The shareholders are to be granted subscription rights. 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, in essence, similar listed shares 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 under an ordinary capital increase, an authorized capital or after a repurchase or for which, during the term of this authorization, 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 increase under the Authorized Capital 2008/I. The Supervisory Board is authorized to amend the wording of the Articles of Association after implementation of the capital increase under the Authorized Capital 2008/I or after expiry of the term of the authorization in accordance with the capital increase under the Authorized Capital 2008/I.”

#### *6. Appointment of the auditors for the fiscal year 2008*

The Supervisory Board proposes that the auditing company UHY Deutschland AG Wirtschaftsprüfungsgesellschaft, Berlin, Germany, be appointed to serve as auditors for the annual financial statements and the consolidated financial statements for the fiscal year 2008 as well as for the review of the interim financial statements.

#### Report of the Management Board on agenda item 4 pursuant to Sec. 221 Para. 4 Sent. 2 in connection with Sec. 186 Para. 4 Sent. 2 AktG

The Management Board and the Supervisory Board propose to the Annual General Shareholders' Meeting under agenda item 4 to authorize the Management Board to issue with the consent of

the Supervisory Board until June 2, 2013, once or several times convertible bonds in an aggregate nominal amount of up to € 25,000,000.00 and to grant conversion rights to the holders of convertible bonds for new shares in the Company. A conditioned capital is proposed to be established to serve such convertible bonds.

The proposed authorization shall expand the Company's opportunities for financing its business activities, as more specifically defined below, and should allow the Management Board, in particular, to flexibly and promptly utilize with the consent of the Supervisory Board financing opportunities for the best interest of the Company.

The shareholders, in principle, have a subscription right to convertible bonds. Through this, the shareholders obtain the opportunity to invest their capital in the Company and, at the same time, to sustain their share quota therein. The Management Board shall, however, be authorized to exclude with consent of the Supervisory Board and in accordance with the law such subscription right in the following events:

- It should be possible to exclude the subscription right for fractional amounts. This shall simplify the implementation of a capital increase in which subscription rights, in principle, are 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 without the exclusion of the subscription right be considerably higher. 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.
- The Management Board shall be authorized to exclude with the consent of the Supervisory Board the subscription right in analogous application of Sec. 186 Para. 3 Sent. 4 AktG if the issue price of the convertible bonds is not substantially lower than their theoretical market value as determined in accordance with accepted methods of financial mathematics. Such exclusion of the subscription right is necessary if a bond is to be placed at short notice in order to make use of a favorable market environment. The interests of the shareholders are preserved in that the

convertible bonds are issued at a price which is not substantially lower than their market value. This avoids a significant economic dilution of the share value. Furthermore, such exclusion of the subscription right is limited to convertible bonds with rights on shares representing a notional portion of the share capital of not more than 10%, neither at the time the issue takes effect nor at the time of the exercise of the authorization. Such 10% limit includes shares from the Authorized Capital 2008/I proposed under agenda item 5 issued with the exclusion of the subscription right pursuant to Sec. 186 Para. 3 Sent. 4 AktG during the term of the authorization pursuant to agenda item 4. Such deduction serves the interests of the shareholders in a dilution to be as low as possible.

Finally, the shareholders will at any time have the opportunity to maintain their share quota even after the exercise of conversion rights or the occurrence of the conversion obligation by virtue of share purchases on the stock exchange. In contrast, the Company's authorization to exclude subscription rights provides for conditions close to the market, for a maximum degree of security to place the convertible bonds with third parties and for a short-term utilization of favorable market conditions.

#### Report of the Management Board on agenda item 5 pursuant to Sec. 186 Para. 4 Sent. 2, Sec. 203 Para. 2 AktG

The Annual General Shareholders' Meeting of May 29, 2007, passed a resolution to the effect that the Management Board is authorized until May 28, 2012, to increase the share capital of the Company with the consent of the Supervisory Board once or several times by up to € 8,458,062.00 against contribution in cash and/or in kind by issuing new no-par value bearer shares (Authorized Capital 2007). In February 2008, the Management Board made use of this authorization to the Authorized Capital 2007 with the consent of the Supervisory Board in the full amount by virtue of a capital increase against contribution in cash.

Also in the coming years, the Management Board shall 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 Management Board and the Supervisory Board, therefore, propose to the Annual General Shareholders' Meeting under agenda item 5 to recreate an authorized capital. Accordingly, the Management Board shall be 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 no-par value bearer shares.

Upon the exercise of the authorized capital, the shareholders, in principle, have a subscription right. However, such subscription right shall be excluded, with the consent of the Supervisory Board, in four events:

- It should be possible 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, it should be possible 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 need which may arise therefrom, even on very short notice. The exclusion of the subscription right enables the Company not only to prompter 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 this 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 limited capital increase 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 right 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, it should be possible 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 in 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, it should be possible 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 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.

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 item 4 and the report of the Management Board on agenda item 5 can be inspected on the internet at [www.epigenomics.com/en/investor\\_relations/general\\_shareholders\\_meeting/](http://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

The attendance in the Annual General Shareholders' Meeting and the voting requires the shareholders to apply for the Annual General Shareholders' Meeting and to present proof of authority to the Company. The proof of authority 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 May 13, 2008. The application and the proof of authority 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 27, 2008, under the following address:

Epigenomics AG  
c/o DZ Bank, c/o DWP Bank AG  
Wildunger Strasse 14  
60487 Frankfurt am Main, Germany  
or via fax: +49/69-50 99 11 10.

## Proxy voting

Shareholders may exercise their voting right in the Annual General Shareholders' Meeting by proxy, e.g. the depositary bank, a shareholders' association or any other person of their choice. For the exercise of the voting right, the representative has to be given a power of attorney in writing. Forms for the power of attorney and for instructions are attached to each entry card. They will, furthermore, be sent to each person with voting power in text form upon request.

As a special service, the Company offers its shareholders the possibility 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 dispose of an entry card to the Annual General Shareholders' Meeting.

Powers of attorney need to be in writing. In case, a power of attorney is given to a proxy nominated by the Company, the proxy has to receive specific instructions for exercising the voting right. 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 the proxy nominated by the Company and for the authorization of another representative nominated by the shareholder) together with the entry 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, Investor Relations  
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 are duly received by the Company at the latest on May 19, 2008, 12:00 p.m., will be published at [www.epigenomics.com/en/investor\\_relations/general\\_shareholders\\_meeting/](http://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 € 26,710,886.00 and is divided into 26,710,886 no-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. The total number of voting rights at the time of the calling of this Annual General Shareholders' Meeting is therefore 26,710,886.

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# 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, April 2008

Epigenomics AG  
The Management Board

