

**Invitation to an extraordinary General Shareholders' Meeting 2017 of  
Epigenomics AG, Berlin due to notice of a loss  
according to Section 92 Paragraph 1 German Stock Corporation Act**

**- ISIN: DE000A11QW50 / German Security Identification Number: A11QW5 -**

Dear Shareholders,

We invite you to attend

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

on **Monday, September 25, 2017 at 10:00 a.m.**, at the premises of Epigenomics AG, Genestraße 5 (entrance Reichartstraße 2), 10829 Berlin, Germany.

**Agenda**

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

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

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

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

Even though no resolutions are foreseen concerning the item on the agenda, it is not excluded that the General Shareholders' Meeting will pass resolutions. This is, in particular, conceivable, if the agenda is later supplemented, e.g., by way of a request by shareholders to include additional items on the agenda pursuant to Section 122 Paragraph 2 AktG (see below in Section 6). Against this background, shareholders are hereinafter, as a matter of precaution, also informed on the exercise of their voting right as well as the possibility to vote by proxy.

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

The share capital of the Company amounts to € 22,735,260.00 and is divided into 22,735,260 non-par value registered shares. Pursuant to Section 18 Paragraph 1 of the Articles of Association, each share carries one vote in the General Shareholders' Meeting. Therefore, the total number of voting rights at the time of the calling of this Annual General Shareholders' Meeting is 22,735,260. The Company does not hold treasury shares.

**2. Attendance at the General Shareholders' Meeting**

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

Registration must be in text form in German or English and must be received by the Company by Monday, September 18, 2017, 12:00 midnight (CEST), at the latest.

The registration may, subject to the technical availability of the website, be made especially via the Internet by using the password protected Internet portal of the Company (Shareholders' Portal) under the web address <https://ip.computershare.de/epigenomics?plang=en>. Shareholders gain online access by entering their shareholder's

number and the associated password, which are both contained in the materials sent to the shareholders with the invitation to the Annual General Shareholders' Meeting.

If the Shareholders' Portal is not used for registration purposes, registration must be made in text form in German or English and must be received by the Company at the following address:

Epigenomics AG  
c/o Computershare Operations Center  
80249 Munich

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

or *via* e-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

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

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

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

### **3. Changes of registrations in the share register**

As stated in Section 2 above, only those shareholders who are entered in the share register and have properly registered in due time with the Company to attend the General Shareholders' Meeting are authorized to participate in the General Shareholders' Meeting and to exercise their voting rights. In this respect, the point in time decisive as to the registration in the share register is the day of the General Shareholders' Meeting. In order to ensure proper preparation and conduct of the General Shareholders' Meeting, the Company will not make any changes to the entries in the share register, i.e. it will not cancel or add any entries, if the request for a change of a register entry is received by the Company after the end of September 18, 2017, i.e. September 18, 2017, 12:00 midnight (CEST). If a request for a change of a register entry is received by the Company after September 18, 2017, the entry in the share register will be changed only after the General Shareholders' Meeting has ended; the right to attend and vote at the General Shareholders' Meeting pertaining to the shares affected by the change of the register entry will remain with the person whose name is to be canceled in the share register as a result of such request for a change of the register entry.

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

### **4. Holders of American Depositary Receipts (ADRs)**

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

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

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

Tel. +1 201 680 6825 (international)

Website: [www.mybnymdr.com](http://www.mybnymdr.com)

E-mail: [shrrelations@cpushareownerservices.com](mailto:shrrelations@cpushareownerservices.com)

## 5. Proxy voting

Shareholders who are registered in the Company's share register may exercise their voting rights in the General Shareholders' Meeting also by proxy, e.g. a credit institution, a shareholders' association or any other person of their choice. In the case of proxy voting, too, as stated in Section 2 above, shareholders must be entered in the share register of the Company and must have registered themselves or a proxy in due time with the Company to attend and vote at the General Shareholders' Meeting.

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

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

Epigenomics AG  
c/o Computershare Operations Center  
80249 Munich

Fax: +49 89 30903-74675

E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

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

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

Shareholders may, subject to the technical availability of the website, grant power of attorney and give instructions to the proxies nominated by the Company in particular via the Shareholders' Portal under <https://ip.computershare.de/epigenomics?plang=en> by September 21, 2017, 12:00 midnight (CEST). Up to this point in time powers of attorney and instructions granted or given via the Shareholders' Portal may, subject to the technical availability of the website, be amended or revoked via the Shareholders' Portal under the aforementioned web address. The details for the registration to the General Shareholders' Meeting via the Shareholders' Portal set forth under 2. above apply accordingly to the use of the Shareholders' Portal.

Furthermore, shareholders may grant power of attorney and give instructions in text form to the proxies nominated by the Company also at the address indicated in the form for the granting of proxy to proxies nominated by the Company. The same applies to any revocation of a power of attorney and any revocation or amendments to the instructions that have been given to the proxies nominated by the Company. The granting of power of attorney and making instructions as well as their revocation and amendments to instructions must be received by the Company by

September 21, 2017, 12:00 midnight (CEST), at the latest, at the address indicated in the form for the granting of power of attorney to proxies nominated by the Company.

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

#### **6. Shareholders' rights pursuant to Section 122 Paragraph 2, Section 126 Paragraph 1, Section 127, Section 131 Paragraph 1 AktG**

##### **Requests to include items in the agenda pursuant to Section 122 Paragraph 2 AktG**

Shareholders whose shares amount in aggregate to no less than one-twentieth of the share capital or represent a proportional amount of no less than € 500,000.00 (this is equivalent to 500,000 shares) may request that items be included in the agenda and be published. Reasons or a proposal for a resolution must be attached to every new item. Any such request must be received in writing by the Company by the end of August 25, 2017, i.e. by August 25, 2017, 12:00 midnight (CEST), at the latest. Such request must be addressed in writing to the Executive Board of Epigenomics AG. Please address your request to:

Epigenomics AG  
The Executive Board  
For the attention of Mr Peter Vogt  
Geneststr. 5  
10829 Berlin

Unless they have already been announced with the invitation to the General Shareholders' Meeting, requests for amendments of the agenda that are required to be published will be published in the German Federal Gazette (*Bundesanzeiger*) without undue delay upon receipt of the request. In addition, such requests will be published on the Internet at <http://www.epigenomics.com/news-investors/general-shareholder-meeting> and communicated in accordance with Section 125 AktG.

The applicants must establish that they have held the shares at least for 90 days prior to receipt of the request and that they will continue to hold the shares until the motion is decided upon by the Executive Board. In this context, Section 121 Paragraph 7 AktG will apply to the calculation of the deadline.

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

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

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

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

##### **Additional explanations**

Additional explanations regarding shareholders' rights pursuant to Section 122 Paragraph 2, Section 126 Paragraph 1, Section 127, and Section 131 Paragraph 1 AktG can be found on the website of Epigenomics AG at <http://www.epigenomics.com/news-investors/general-shareholder-meeting>.

#### **7. Reference to the Company's website**

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

Berlin, August 2017

Epigenomics AG  
The Executive Board