

Epigenomics AG – General Shareholders' Meeting on May 15, 2019

Statement by the Supervisory Board regarding the counter-motions of DELPHI Unternehmensberatung AG on items 4 and 5 of the agenda

With its counter-motions on items 4 and 5 of the agenda published by the Company pursuant to Section 126 of the German Stock Corporation Act (AktG), DELPHI Unternehmensberatung AG proposes to increase the size of the Supervisory Board not – as proposed by the management – by one member from four to five, but rather by two members from four to six and to elect Mr. Hansjörg Plaggemars as an additional member of the Supervisory Board.

The Supervisory Board of the Company considers these countermotions unfounded and recommends that they should not be followed:

- Maintaining confidentiality is an essential element of the Supervisory Board's cooperation. In March 2019, Mr. Plaggemars was dismissed with immediate effect by the regional court (Landgericht) of Cologne as a member of the supervisory board of Biofrontera AG. According to publicly available sources, the reason for the dismissal is that Mr. Plaggemars disclosed consulting secrets of the supervisory board of Biofrontera AG in a statement to DELPHI Unternehmensberatung AG within special audit proceedings requested by DELPHI Unternehmensberatung AG and Deutsche Balaton AG. Against this background, it is to be feared that in the event of Mr Plaggemars being elected, the previous confidential cooperation in the Supervisory Board of the Company will be at risk.
- The Supervisory Board so far consists exclusively of independent members. This also applies to the further, fifth member proposed by the Supervisory Board for election by the Annual General Shareholders' Meeting, Mr. Franz Thomas Walt. Mr. Plaggemars, on the contrary, is a member of the supervisory board of Deutsche Balaton AG, which is the largest single shareholder of the company and an associated company of DELPHI Unternehmensberatung AG. Mr. Plaggemars was also entered in the commercial register as a member of the management board of DELPHI Unternehmensberatung AG until June 2018. In the opinion of the Supervisory Board, Mr. Plaggemars therefore has a close relationship to DELPHI Unternehmensberatung AG and Deutsche Balaton AG. This close relationship can – as the court dismissal of Mr. Plaggemars as a member of the supervisory board of Biofrontera AG as described above demonstrates – give rise to conflicts of interest and endanger the independent activities of the Supervisory Board.
- In its election proposals to the General Meeting, the Supervisory Board of the Company ensures that the candidates have knowledge or expertise in areas that represent relevant added value with regard to the activities of the Company. In particular, the Supervisory Board includes members who are proven experts in the field of diagnostics and molecular

diagnostics and are familiar with the medical, technical and regulatory challenges posed in connection with the Company's product development. It is not apparent from the documents available to the Supervisory Board that Mr. Plaggemars has such knowledge or experience or that he has proven expertise in another area of importance to the Company which is not adequately represented in the Supervisory Board to date. Accordingly, it is not clear what material added value the appointment of Mr. Plaggemars would have for the company or all of its shareholders.

Berlin, May 8, 2019

Epigenomics AG

The Supervisory Board