

## Invitation to the Annual General Shareholders' Meeting 2020 of Epigenomics AG, Berlin

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

Dear Shareholders,

We invite you to attend

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

on Friday, June 12, 2020 at 12:30 p.m. (CEST)

The Annual General Shareholders' Meeting will take place as a **virtual Annual General Shareholders' Meeting** without the physical presence of the shareholders or their proxies (except for the proxies nominated by the Company). The virtual Annual General Shareholders' Meeting will be transmitted live for registered shareholders on the Internet. Shareholders or their authorized representatives can exercise their voting rights exclusively by way of postal vote or by authorization of the proxies nominated by the Company. The location of the Annual General Shareholders' Meeting for purposes of the German Stock Corporation Act (AktG) is Leopoldstraße 8, 80802 München.

#### Agenda

##### 1.

**Presentation of the approved annual financial statements and the approved consolidated financial statements as well as the management report of Epigenomics AG and the Group management report, the report of the Supervisory Board and the explanatory report of the Executive Board as to the specifications pursuant to Section 289a Paragraph 1, Section 315a Paragraph 1 of the German Commercial Code (HGB) for the fiscal year 2019**

The aforementioned documents are, as of the calling of the meeting, available on the Internet at <http://www.epigenomics.com/news-investors/general-shareholder-meeting/>. These documents will also be available on the aforementioned homepage during the Annual General Shareholders' Meeting on June 12, 2020.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Executive Board. By way of the Supervisory Board's approval the annual financial statements are formally approved according to Section 172 Sentence 1 AktG. The documents specified under this item of the agenda are merely to be made available to the Annual General Shareholders' Meeting. No resolution is therefore to be adopted by the virtual Annual General Shareholders' Meeting regarding item 1 of the agenda.

##### 2.

**Resolution on the approval of the actions of the members of the Executive Board for the fiscal year 2019**

The Executive Board and the Supervisory Board propose that the actions of the members of the Executive Board holding office in the fiscal year 2019 be approved with regard to such term.

3.

**Resolution on the approval of the actions of the members of the Supervisory Board for the fiscal year 2019**

The Executive Board and the Supervisory Board propose that the actions of the members of the Supervisory Board holding office in the fiscal year 2019 be approved with regard to such term.

4.

**Resolution on the enlargement of the Supervisory Board and the amendment of Section 10 Paragraph 1 of the Articles of Association**

The Supervisory Board currently consists of five members. The number of Supervisory Board members shall be increased from five to six. The enlargement is aimed at gaining additional expertise for the Company, also taking into account the constantly increasing demands on the Supervisory Board.

The Executive Board and the Supervisory Board therefore propose to resolve:

The number of Supervisory Board members shall be increased from five to six and Section 10 Paragraph 1 of the Articles of Association shall be amended accordingly as follows:

"(1) The Supervisory Board consists of six members who are elected by the Annual General Meeting."

5.

**Election of a new Supervisory Board member**

From the effective date of the amendment to Section 10 Paragraph 1 of the Articles of Association proposed under agenda item 4, the Supervisory Board of the Company pursuant to Sections 95, 96 Paragraph 1 AktG in conjunction with Section 10 Paragraph 1 of the Articles of Association (in the version proposed under agenda item 4) shall consist of a total of six members elected by the Annual General Meeting.

Currently, only five members elected by the Annual General Meeting are members of the Company's Supervisory Board, whose term of office ends at the end of the Annual General Meeting that resolves on the approval of the actions of the Supervisory Board for fiscal year 2020. Therefore, a further Supervisory Board member is to be elected whose term of office commences upon the effective date of the amendment to Section 10 Paragraph 1 of the Articles of Association proposed under agenda item 4 and ends upon the conclusion of the Annual General Meeting that resolves on the approval of the actions of the Supervisory Board for fiscal year 2020.

The Supervisory Board proposes to elect

Mr. Alexander Link, Frankfurt am Main, Germany, Member of the Executive Board of Balaton AG, as member of the Supervisory Board for the period from the entry into force of the amendment to Section 10 Paragraph 1 of the Articles of Association proposed under agenda item 4 until the end of the Annual General Meeting that resolves on the ratification of the actions of the Supervisory Board for the fiscal year 2020.

Mr. Link is not a member of any other statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises.

Mr. Link is a Member of the Executive Board of Balaton AG, who directly and indirectly through its subsidiaries holds more than 10 % of the voting shares of the Company. Furthermore, according to the opinion of the Supervisory Board, there are no personal and business relationships of Mr. Link within the meaning of Recommendation C.13 of the German Corporate Governance Code with the enterprise, the governing bodies of the Company, and any shareholders with a material interest in the Company.

Pursuant to Section 111 Paragraph 5 AktG, the Supervisory Board has set a target of one third for the proportion of women on the Supervisory Board. The election proposal is in line with this target for the proportion of women on the Supervisory Board. If Mr. Link is elected, the Supervisory Board, which will then consist of six members, will comprise a total of two women (which corresponds to a quota of one third).

The election proposal is also in accordance with the profile of skills and expertise prepared by the Supervisory Board.

With regard to the proposed candidate, the Supervisory Board has satisfied itself that the candidate is able to devote the amount of time expected for the performance of his mandate.

Mr. Link has declared acceptance of the election in advance in the event of his election. Mr. Link's curriculum vitae including an overview of his material activities is attached to this convocation as an annex and can be found on the Company's website under <http://www.epigenomics.com/news-investors/general-shareholder-meeting/>.

## 6.

### **Resolution on the creation of new Authorized Capital 2020/I against contribution in cash and/or in kind with the authorization to exclude subscription rights in Section 5 Paragraph 7 of the Articles of Association**

The Authorized Capital 2019/I has been fully utilized by the capital increase carried out at the end of March 2020. Against the background that the Company needs to be in a position to cover future need for financing in a flexible manner, a new Authorized Capital 2020/I in an amount of up to € 4,712,984.00 (corresponding to 10 % of the present share capital) shall therefore be created.

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

a) New Authorized Capital (Authorized Capital 2020/I) is created and, to this end, Section 5 Paragraph 7 of the Articles of Association is restated as follows:

"(7) The Executive Board is authorized until June 11, 2025 to increase with the consent of the Supervisory Board the share capital of the Company once or several times by up to a total of € 4,712,984.00 against contribution in cash and/or in kind by issuing new non-par value registered shares (Authorized Capital 2020/I). The subscription rights shall be granted to the shareholders. The new shares can also be subscribed by one or more credit institutions or companies acting according to Section 53 Paragraph 1 Sentence 1 or Section 53b Paragraph 1 Sentence 1 or Paragraph 7 of the German Banking Act (KWG) under the obligation to offer the shares to the shareholders for subscription (indirect subscription right). The Executive Board is, however, authorized to exclude, with the consent of the Supervisory Board, the shareholders' statutory subscription rights in the following events:

- for fractional amounts;
- if the new shares are issued according to Section 186 Paragraph 3 Sentence 4 AktG against contribution in cash at an issue price which is not significantly below the stock exchange price of the shares already listed, and the *pro rata* notional portion of the share capital represented by the new shares does not exceed ten per cent (10 %) of the share capital at the time this authorization is registered with the commercial register, or, if lower, at the respective time when the authorization is exercised. Other shares which have been newly issued by the Company by way of a capital increase against contribution in cash during the term of this authorization pursuant to Section 186 Paragraph 3 Sentence 4 AktG or Section 203 in connection with Section 186 Paragraph 3 Sentence 4 AktG, or pursuant to Section 71 Paragraph 1 Number 8 AktG in connection with Section 186 Paragraph 3 Sentence 4 AktG which have been sold following a repurchase, in each case under exclusion of subscription rights, shall be

counted towards the 10 % limitation. Furthermore, shares for which there is an option or conversion right or obligation, or a share delivery right in favor of the Company, based on bonds with warrants or convertible bonds or participation rights or combinations of these instruments that have been issued during the term of this authorization under exclusion of subscription rights pursuant to Section 221 Paragraph 4 Sentence 2 in conjunction with Section 186 Paragraph 3 Sentence 4 AktG by the Company or a controlled enterprise of the Company within the meaning of Section 17 AktG, shall be counted towards the 10 % limitation;

- to the extent necessary to grant subscription rights for new shares to holders or creditors of bonds with warrants or convertible bonds or participation rights or combinations of these instruments issued by the Company or a controlled enterprise of the Company within the meaning of Section 17 AktG, in the amount in which they would be entitled thereto upon the exercise of the option or conversion rights or the exercise of share delivery rights, or fulfillment of option or conversion obligations.

The Executive Board is further authorized to determine, with the consent of the Supervisory Board, the dividend rights of the new shares in deviation from Section 60 Paragraph 2 AktG as well as the further details of the implementation of capital increases from Authorized Capital 2020/I. The Supervisory Board is authorized to amend the wording of the Articles of Association, as appropriate, after implementation of a share capital increase from Authorized Capital 2020/I in accordance with the respective share capital increase or after expiry of the term of the authorization."

## 7.

### **Resolution on the cancellation of the existing Authorized Capital 2019/II in Section 5 Paragraph 8 of the Articles of Association and on the creation of new Authorized Capital 2020/II against contribution in cash and/or in kind with the authorization to exclude subscription rights in Section 5 Paragraph 8 of the Articles of Association**

As described in item 6 of the agenda, the Company needs to be in a position to cover potential financing needs in a flexible manner. Therefore, the existing Authorized Capital 2019/II, which was partly utilized in 2019 within the context of a rights issue and as a result still exists in the amount of currently up to € 6,902,464.00, shall be cancelled and new Authorized Capital 2020/II in a total amount of up to € 18,851,939.00 (corresponding to 40 % of the present share capital) shall be created. The existing Authorized Capital 2019/II shall only be cancelled once it has been ensured that the new Authorized Capital 2020/II is available.

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

- a) The Authorized Capital 2019/II pursuant to Section 5 Paragraph 8 of the Articles of Association is cancelled. The cancellation becomes effective with the entry in the commercial register. The Authorized Capital 2019/II can be utilized until its cancellation becomes effective.
- b) New Authorized Capital (Authorized Capital 2020/II) is created and, to this end, Section 5 Paragraph 8 of the Articles of Association is restated as follows:

"(8) The Executive Board is authorized until June 11, 2025 to increase with the consent of the Supervisory Board the share capital of the Company once or several times by up to a total of € 18,851,939.00 against contribution in cash and/or in kind by issuing new non-par value registered shares (Authorized Capital 2020/II). The subscription rights shall be granted to the shareholders. The Company shall organize a stock exchange trading of the subscription rights. The new shares can also be subscribed by one or more credit institutions or companies acting according to Section 53 Paragraph 1 Sentence 1 or Section 53b Paragraph 1 Sentence 1 or Paragraph 7 of the German Banking Act (KWG) under the obligation to offer the shares to the shareholders for subscription (indirect subscription right). The Executive

Board is, however, authorized to exclude, with the consent of the Supervisory Board, the shareholders' statutory subscription rights for fractional amounts. The Executive Board is further authorized to determine, with the consent of the Supervisory Board, the dividend rights of the new shares in deviation from Section 60 Paragraph 2 AktG as well as the further details of the implementation of capital increases from Authorized Capital 2020/II. The Supervisory Board is authorized to amend the wording of the Articles of Association, as appropriate, after implementation of a share capital increase from Authorized Capital 2020/II in accordance with the respective share capital increase or after expiry of the term of the authorization."

- c) The Executive Board is instructed to apply for the cancellation of the existing Authorized Capital 2019/II in in Section 5 Paragraph 8 of the Articles of Association for entry in the commercial register only together with the resolved creation of the new Authorized Capital 2020/II in Section 5 Paragraph 8 of the Articles of Association. The application is to be made in such a way that the creation of the new Authorized Capital 2020/II is not entered in the commercial register before the cancellation of the Authorized Capital 2019/II is entered in the commercial register and, furthermore, the cancellation of the Authorized Capital 2019/II is only entered in the commercial register if the immediate entry of the new Authorized Capital 2020/II is ensured.

## 8.

**Resolution on the cancellation of the authorization, as resolved by the General Shareholders' Meeting of May 15, 2019 under item 9 subparagraph b) of the agenda to issue bonds with warrants, convertible bonds, participation rights or a combination of such instruments and to exclude the subscription right, on the granting of a new authorization to issue bonds with warrants, convertible bonds, participation rights or combinations of these instruments and to exclude the subscription right, as well as on the cancellation of Conditional Capitals IX and X and the creation of new Conditional Capital XIV as well as on the amendment of Section 5 Paragraphs 5 and 6 of the Articles of Association**

The General Shareholders' Meeting of May 15, 2019 has resolved, under item 9 of the Agenda, an authorization to issue bonds with warrants, convertible bonds, participation rights or a combination of these instruments and to exclude the subscription right as well as amendments of the Conditional Capitals IX and X as well as Section 5 Paragraphs 5 and 6 of the Articles of Association. So far, no use has been made of the authorization to issue bonds with warrants, convertible bonds, participation rights or a combination of these instruments and to exclude the subscription right. Moreover, the Company has currently not otherwise issued bonds with warrants, convertible bonds, participation rights or combinations of these instruments.

In order to give the Company – against the background of the increased share capital resulting from capital measures carried out in the second half of 2019 and at the end of March 2020 – additional flexibility in covering any potential financial needs, the authorization resolved by the Annual General Meeting of May 15, 2019 shall be replaced by a new authorization to issue bonds with warrants, convertible bonds, participation rights or combinations of these instruments and to exclude the subscription right and the Conditional Capitals IX and X shall be cancelled and replaced by new Conditional Capital XIV as well as Section 5 Paragraph 5 and Paragraph 6 of the Articles of Association shall be amended accordingly.

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

**a) Cancellation of the authorization granted by the General Shareholders' Meeting of May 15, 2019 under item 9 subparagraph b) of the agenda to issue bonds with warrants, convertible bonds, participation rights or a combination of these instruments and to exclude the subscription right**

The authorization of the Executive Board to issue bonds with warrants, convertible bonds, participation rights or a combination of these instruments and to exclude the subscription right as resolved by the Annual General Shareholders' Meeting of the Company of May 15, 2019 under item 9 subparagraph b) of the agenda is cancelled with effect from the entry in the commercial register of the resolutions proposed in subparagraph c) and d).

**b) Authorization to issue bonds with warrants, convertible bonds, participation rights or combinations of these instruments and to exclude the subscription right**

*(1) Term of authorization, nominal amount, term, number of shares and further specifications of the bonds and/or participation rights*

The Executive Board is authorized in the period from the entry in the commercial register of the resolutions proposed in subparagraph c) and d) until June 11, 2025, with the consent of the Supervisory Board, to issue, once or several times, also simultaneously in several tranches, bearer or registered bonds with warrants, convertible bonds, participation rights or combinations of these instruments in an aggregate nominal amount of up to € 150,000,000.00 with or without a fixed term and to grant option rights to the holders or creditors of bonds with warrants and/or participation rights with warrants and grant conversion rights to the holders or creditors of convertible bonds and/or convertible participation rights for up to a total of 20,564,923 non-par value registered shares of the Company representing an aggregate notional portion of the share capital of the Company of up to € 20,564,923.00 as further specified in the terms and conditions of these bonds or participation certificates. The terms and conditions of the bonds or participation certificates may, instead of conversion or option rights for the holders or creditors of the bonds or participation certificates, within the scope set forth above, provide for (i) an obligation to exercise an option or conversion right at the end of the term or at another point in time (or event) or (ii) the right of the Company, upon maturity of the bonds or participation rights (in particular upon final maturity or maturity due to the exercise of a termination right), to grant to the holders or creditors non-par value shares of the Company or another listed company instead of the payment of the cash amount due (or parts thereof) ("share delivery right").

The bonds or participation rights may, in addition to euros, be issued in the legal currency of another country, limited to the corresponding value expressed in euro. They may also be issued by a group company of the Company within the meaning of Section 18 AktG, in which the Company has a direct and/or indirect holding of at least 90 % ("Subordinated Group Company"). In such case, the Executive Board is authorized to assume, subject to Supervisory Board approval, the guarantee on behalf of the Company for the bonds or participation rights and to grant to the holders or creditors option or conversion rights for non-par value registered shares of the Company or to agree on option or conversion obligations or a share delivery right.

The bonds shall be divided into notes (*Teilschuldverschreibungen*).

*(2) Subscription right; exclusion of subscription right*

The bonds, to the extent that they provide for option or conversion rights, option or conversion obligations or a share delivery right for the delivery of shares of the Company, and the participation rights shall be offered to the shareholders for subscription. The statutory subscription right may also be granted to the shareholders in such a manner that the bonds and/or participation rights will be underwritten by one or more credit institutions or by one or more companies operating in accordance with Section 53 Paragraph 1 Sentence 1 and/or Section 53b Paragraph 1 Sentence 1 or Paragraph 7 of the German Banking Act (KWG) subject to the obligation to offer the bonds

and/or participation rights to the shareholders for subscription ("indirect subscription right"). If the bonds or participation rights are issued by a Subordinated Group Company, the Company must ensure that the statutory subscription rights are granted to the shareholders of the Company in accordance with the two preceding sentences.

However, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights in the following circumstances:

- The Executive Board is authorized, with the consent of the Supervisory Board, to exclude from the shareholders' subscription rights any fractional amounts resulting from the subscription ratio.
- The Executive Board is authorized, with the consent of the Supervisory Board, to also exclude the shareholders' subscription rights to the extent required to grant a subscription right to the holders or creditors of previously issued bonds with warrants, convertible bonds or participation rights or combinations of these instruments (and/or bonds or participation rights with a share delivery right for the delivery of shares of the Company) in an amount to which such holders or creditors would be entitled as shareholders after the exercise of the option or conversion rights, or in case of the fulfillment of obligations to exercise option or conversion rights, or after the exercise of a share delivery right.

(3) *Option right; conversion ratio*

If bonds with warrants or participation rights with warrants are issued, one or more warrants will be attached to each note or each participation certificate which entitle or oblige – including under a share delivery right – the holders or creditors to subscribe for non-par value registered shares of the Company as further specified by the terms and conditions of the bonds or participation certificates determined by the Executive Board. The terms and conditions of the bonds or participation certificates may provide that the option price may also be paid by way of transfer of notes and/or participation certificates or by offsetting against the claim for repayment under the notes and/or the participation rights and, if appropriate, an additional cash payment (respectively an agio) or an option premium in cash. Any fractions of shares may, if so provided for in the terms and conditions of the bond and/or participation certificates, be added up for the subscription of whole shares, against additional payment if necessary.

If convertible bonds or convertible participation rights are issued, the holders of bearer bonds or bearer participation certificates or, otherwise, the creditors of the notes and/or participation certificates, have the indefeasible right or – including based on a share delivery right – the obligation to convert their notes and/or participation certificates as further specified in the terms and conditions of the bonds and/or participation certificates determined by the Executive Board into non-par value registered shares of the Company or, as the case may be, to take delivery of such shares. The conversion ratio is determined by dividing the nominal amount by the conversion price determined for one non-par value registered share of the Company. If the issue price of a note or a participation certificate is below its nominal amount, the conversion ratio may also be determined by dividing the issue price by the conversion price determined for one non-par value registered share of the Company. For the calculation of the conversion ratio, an additional cash payment (respectively an agio to be paid in cash) or a cash conversion premium may be added to the nominal amount or the issue price of a note or participation certificate. The terms and conditions of the bonds and/or participation certificates may provide for a variable conversion ratio and for the conversion price being determined (subject to the minimum price as described in (4) below) depending on the development of the stock price of the Company during the term of the bond and/or participation right. The conversion ratio may in any event be rounded up or down to the next whole number; also in this case an additional payment (or an agio) or a conversion premium, in each case payable in cash, may be determined. Also, it may be provided that fractional amounts resulting from the conversion ratio that cannot be converted are consolidated and/or settled in cash. Section 9 Paragraph 1 and Section 199 Paragraph 2 AktG remain unaffected.

(4) *Option and conversion price; anti-dilution protection*

If a subscription right is granted or if the subscription right is only excluded for fractional amounts, the option or conversion price to be determined for a non-par value share of the Company must at least be equal to 70 % of the non-weighted average closing share price of the shares of the Company as quoted in the electronic trading system of the Frankfurt Stock Exchange (i) during the subscription period, except for those days which are necessary to timely announce the option or conversion price pursuant to Section 186 Paragraph 2 Sentence 2 AktG, or, (ii) if the Executive Board determines and announces the option or conversion price already at an earlier point in time, during the last ten trading days preceding the day of the Executive Board's resolution on the determination of the option or conversion price.

If the subscription right is not only excluded for fractional amounts, the option or conversion price to be determined in each case for a non-par value share of the Company must - subject to the provisions hereinafter - be equal to at least 110 % and if the term of the bond or the participation right is more than 18 months at least 120 % of the non-weighted average closing share price of the non-par value shares of the Company as quoted in the electronic trading system of the Frankfurt Stock Exchange on the ten trading days preceding the day when the Executive Board has adopted the resolution to issue the bonds and/or participation rights.

If an option or conversion obligation or a share delivery right in respect of shares of the Company is provided for, the option or conversion price – as further specified in the terms and conditions of the bond and/or participation certificates – can amount to 70 % or more of the non-weighted average closing share price of the Company as quoted in the electronic trading system of the Frankfurt Stock Exchange on the ten trading days preceding the day of final maturity or, as the case may be, another specified point in time, even if the price resulting therefrom is lower than the minimum price calculated pursuant to paragraph 1 and 2 of this no. (4), however, in case the subscription right is not only excluded for fractional amounts, to at least 110 % and if the term of the bond or the participation right is more than 18 months to at least 120 % of the non-weighted average closing share price of the non-par value shares of the Company as quoted in the electronic trading system of the Frankfurt Stock Exchange on the ten trading days preceding the day when the Executive Board has adopted the resolution to issue the bonds and/or participation rights.

The pro rata amount of the share capital attributable in respect of each note or participation certificate to the non-par value shares of the Company to be issued thereunder must not exceed the nominal amount of the note and/or participation certificate including, if applicable, an additional cash payment (or a share premium paid upon issue) or a cash option or conversion premium. Section 9 Paragraph 1 and Section 199 Paragraph 2 AktG remain unaffected.

Notwithstanding Section 9 Paragraph 1 AktG, the option or conversion price may be reduced pursuant or analogously to Section 216 Paragraph 3 AktG based on an anti-dilution provision as further specified in the terms and conditions of the bonds and/or participation certificates to preserve the rights of the holders and/or creditors of the bond and/or participation rights if the Company, during the option or conversion period, (i) increases its share capital by way of a capital increase from the Company's reserves and the issue of new shares, (ii) increases its share capital or sells treasury shares granting an exclusive subscription right to its shareholders (notwithstanding a possible exclusion of subscription rights for fractional amounts) or (iii) while granting an exclusive subscription right to its shareholders (in each case notwithstanding a possible exclusion of subscription rights for fractional amounts) issues, grants or guarantees additional bonds or participation rights with option or conversion rights or with the obligation to exercise an option or conversion or with a share delivery right in respect of shares of the Company, and if, in the cases referred to in (i) to (iii), the holders or creditors of already existing option or conversion rights or the debtors of already existing option or conversion obligations or share delivery rights in respect of shares of the Company are not granted the subscription rights they would have been entitled to by statute following the exercise of the option or conversion right or fulfillment of the option or conversion obligation, or the exercise of the share delivery right by the Company. The option or



conversion price may, to the extent legally permissible, also be reduced by a cash payment upon the exercise of the option or conversion right or the share delivery right or the fulfillment of the option or conversion obligation. To the extent required to protect against dilution, the terms and conditions of the bond and/or participation certificates may in the aforementioned cases also provide for an adjustment of the number of the option or conversion rights or obligations or share delivery rights per note or participation certificate, as applicable.

The terms and conditions of the bonds and/or participation certificates may also provide for an adjustment of the option or conversion rights or obligations or share delivery rights in respect of shares of the Company and/or the number of option or conversion rights or, as the case may be, conversion obligations or, as the case may be, share delivery rights per partial bond or, as the case may be, per participation certificate in the event that the Company's capital is reduced, the Company's capital is increased under (partial or complete) exclusion (not only for fractional amounts) of the shareholders' subscription right, or other extraordinary measures are taken or events occur resulting in economic dilution of the value of the option or conversion rights or obligations or share delivery rights (e.g. third parties gaining control of the Company). Section 9 Paragraph 1 and Section 199 Paragraph 2 AktG remain unaffected.

(5) *Further provisions*

The terms and conditions of the bond and/or participation certificates may provide that, if the option or conversion is exercised, the Company shall be entitled – instead of granting new non-par value shares – to pay a cash amount for each share otherwise to be delivered, which is equal to the non-weighted average closing share price of the non-par value shares of the Company in the electronic trading system of the Frankfurt Stock Exchange during the ten trading days following the day on which the declaration of exercise of the option or conversion was made.

The terms and conditions of the bond and/or participation certificates may also provide that, instead of conversion into new shares from conditional capital, the bonds and/or participation rights may, at the option of the Company, be converted into existing shares of the Company or shares of another listed company or that the option right may be fulfilled or, where an option obligation or a share delivery right is provided for, such obligation may be discharged by delivering such shares.

The Executive Board of the Company is authorized, with the consent of the Supervisory Board, to determine the further details concerning the issuance and features of the bonds and/or participation rights, in particular, interest rate, issue amount, determination of an option or conversion premium to be paid in cash, term and denomination, subscription and/or conversion ratio, creation of an option or conversion obligation or of a share delivery right, settlement or consolidation of fractional amounts, cash payment instead of delivery of shares, anti-dilution provisions, option and conversion period, seniority and a possible sharing of losses, as well as, within the aforementioned range, the option and/or conversion price and the issue price of the new shares, and to provide for a subscription right of the holders or creditors of the bonds or participation rights in the event that the Company or a Subordinate Group Company issues additional bonds or participation rights with option or conversion rights or obligations or a share delivery right for delivery of shares of the Company, or, as the case may be, to determine any such details in coordination with the competent bodies of the Subordinate Group Company issuing the bonds and/or participation rights.

**c) Cancellation of Conditional Capitals IX and Conditional Capital X**

The Conditional Capital IX and the Conditional Capital X are cancelled.

**d) Creation of new Conditional Capital XIV**

"The Company's share capital is conditionally increased by up to € 20,564,923.00 through issuance of up to 20,564,923 new non-par value registered shares (Conditional Capital XIV). The conditional capital increase serves the purpose of granting shares to the holders or creditors of bonds or

participation rights issued by the Company or by a group company of the Company within the meaning of Section 18 AktG, in which the Company has a direct and/or indirect holding of at least 90 %, on the basis of the authorization resolution of the General Shareholders' Meeting of June 12, 2020 prior to the end of June 11, 2025 if option or conversion rights are exercised, if option or conversion obligations are fulfilled or if the Company exercises its optional right to deliver shares of the Company instead of payment of the cash amount due (or parts thereof). The new shares are issued at the respective option or conversion price in accordance with the authorization resolution of the General Shareholders' Meeting of June 12, 2020.

The conditional capital increase is only to be implemented if bonds or participation rights are issued in accordance with the authorization resolution of the General Shareholders' Meeting of June 12, 2020, and only to the extent that

- option or conversion rights are exercised or
- holders or creditors of bonds or participation rights who are under an obligation to exercise an option or under a conversion obligation fulfill their obligation to exercise the option or their conversion obligation or
- the Company exercises its optional right to deliver shares of the Company instead of paying the cash amount due (or parts thereof)

and to the extent that no cash settlement is granted and no shares from an authorized capital, treasury shares or shares of another listed company are delivered. The new shares issued carry dividend rights from the commencement of the fiscal year in which they are issued. The Executive Board is authorized, as far as legally permissible and with the consent of the Supervisory Board, to determine that, if no resolution on the application of the profit of the fiscal year immediately preceding the year of the issuance of the new shares has been adopted when the new shares are issued, the new shares shall carry dividend rights from the commencement of the fiscal year immediately preceding the year of the issuance. The Executive Board is also authorized, with the consent of the Supervisory Board, to determine the further details concerning the implementation of the conditional capital increase."

**e) Amendment of Section 5 Paragraphs 5 and 6 of the Articles of Association**

Section 5 Paragraph 5 and 6 of the Articles of Association shall be amended as follows:

"(5) (left blank)

- (6) The Company's share capital is conditionally increased by up to € 20,564,923.00 divided into up to 20,564,923 non-par value registered shares (Conditional Capital XIV). The conditional capital increase is only to be implemented to the extent that
- (a) the holders or creditors of option or conversion rights under bonds or participation rights issued by the Company or issued by a group company of the Company within the meaning of Section 18 AktG, in which the Company has a direct and/or indirect holding of at least 90 %, and guaranteed by the Company based on the authorization of the Executive Board by resolution of the General Shareholders' Meeting of June 12, 2020 prior to the end of June 11 2025, exercise their option or conversion rights, or
  - (b) the holders or creditors of bonds or participation rights issued by the Company or issued by a group company of the Company within the meaning of Section 18 AktG, in which the Company has a direct and/or indirect holding of at least 90 %, and guaranteed by the Company based on the authorization of the Executive Board by resolution of the General Shareholders' Meeting of June 12, 2020 prior to the end of June 11, 2025, are obliged to exercise an option or to effect a conversion and fulfill this obligation, or

- (c) the Company exercises its optional right to grant shares of the Company, instead of paying a cash amount due (or parts thereof), to the holders or creditors of bonds or participation rights issued by the Company or issued by a group company of the Company within the meaning of Section 18 AktG, in which the Company has a direct and/or indirect holding of at least 90 %, and guaranteed by the Company based on the authorization of the Executive Board by resolution of the General Shareholders' Meeting of June 12, 2020 prior to the end of June 11, 2025

and to the extent that no cash settlement is granted and no shares from an authorized capital, treasury shares or shares of another listed company are delivered. The new shares are issued at the respective option or conversion price, in each case to be determined in accordance with the authorization resolution of the General Shareholders' Meeting of June 12, 2020. The new shares issued carry dividend rights from the commencement of the fiscal year in which they are created. The Executive Board may, as far as legally permissible and with the consent of the Supervisory Board, determine that, if no resolution on the application of the profit of the fiscal year immediately preceding the year of the issuance of the new shares has been adopted when the new shares are issued, the new shares shall carry dividend rights from the commencement of the fiscal year immediately preceding the year of the issuance. The Executive Board is further authorized, with the consent of the Supervisory Board, to determine the further details concerning the implementation of the conditional capital increase. The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the amount in which the share capital is increased in each case from Conditional Capital XIV."

**f) Application for registration with the commercial register**

As a precautionary measure, the Executive Board is instructed to carry out the resolutions pursuant to subparagraph c), d) and e) in such a way that the registration of the new Conditional Capital XIV is not entered in the commercial register before the cancellation of the Conditional Capitals IX and X is entered in the commercial register and, furthermore, the cancellation of the Conditional Capitals IX and X is only entered in the commercial register if the immediate entry of the new Conditional Capital XIV is ensured and the amendment of Section 5 Paragraphs 5 and 6 of the Articles of Association is only entered in total.

**9.**

**Cancellation of Section 16 Paragraph 6 of the Articles of Association**

Section 16 Paragraph 6 of the Articles of Association stipulates that notices pursuant to Sections 125 Paragraph 2 Sentence 1, 128 Paragraph 1 Sentence 1 AktG in its previous form may be transmitted by electronic communication, but that the Executive Board may also send the notices as hard copies.

The Act Implementing the Second Shareholders' Rights Directive (ARUG II) published in the Federal Law Gazette (BGBl. 2019 II, p. 2637 et seq.) on December 12, 2019 came into force on January 1, 2020. Among other changes, ARUG II also amends Section 125 Paragraph 2 AktG; as a result of this amendment, there is no longer any basis for provisions in the Articles of Association regarding the form of transmission of notices pursuant to Section 125 Paragraph 2 AktG. ARUG II also repeals Section 128 AktG; accordingly, there are no longer any notices under this provision. The amendment of Section 125 AktG and the repeal of Section 128 AktG are to be applied from September 3, 2020 (Section 26j Paragraph 4 EGAktG). As a result of ARUG II, there is no longer any room for Section 16 Paragraph 6 of the Articles of Association from this date.

Now, therefore, the Executive Board and the Supervisory Board propose to resolve that Section 16 Paragraph 6 of the Articles of Association shall be cancelled without replacement.

## 10.

### **Appointment of the auditor for the audit of the annual financial statements and the consolidated financial statements for the fiscal year 2020 as well as of the auditor for the review, if applicable, of interim financial statements for the fiscal year 2020 and the first and second quarter of the fiscal year 2021**

Based on the recommendation issued by the Audit Committee, the Supervisory Board proposes that the audit firm Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, be elected to serve

- a) as auditor for the 2020 annual financial statements and the 2020 consolidated financial statements as well as
- b) for the review of interim (condensed) financial statements and interim management reports for the fiscal year 2020 and for the first and second quarter of the fiscal year 2021, if and to the extent that such interim financial statements and interim management reports are reviewed.

According to Article 16 Paragraph 2 Subparagraph 3 of Regulation (EU) No 537/2014 of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (EU Audit Regulation), the Audit Committee has stated that its recommendation is free from influence by a third party and that no clause of the kind referred to in Article 16 Paragraph 6 of the EU Audit Regulation has been imposed upon it.

The audit firm Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, has issued the confirmation according to Article 6 Paragraph 2 lit. (a) of the EU Audit Regulation.

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### **Reports of the Executive Board on items 6, 7 and 8**

#### **Report of the Executive Board on items 6 and 7 of the agenda pursuant to Section 203 Paragraph 2 Sentence 2 in conjunction with Section 186 Paragraph 4 Sentence 2 AktG**

The Executive Board and the Supervisory Board propose to the Annual General Shareholders' Meeting to be held on June 12, 2020 under items 6 and 7 of the agenda to cancel the Authorized Capital 2019/II and to create new Authorized Capitals 2020/I and 2020/II.

Pursuant to Section 203 Paragraph 2 Sentence 2 in conjunction with Section 186 Paragraph 4 Sentence 2 AktG, the Executive Board issues the following written report on the authorizations to exclude subscription rights in relation to new Authorized Capital 2020/I and Authorized Capital 2020/II proposed for resolution in items 6 and 7 of the agenda:

At the Annual General Shareholders' Meeting on May 15, 2019, a resolution was passed under item 6 of the agenda to authorize the Executive Board, with the consent of the Supervisory Board, to increase the share capital of the Company once or several times by up to a total of € 3,602,154.00 against contribution in cash and/or in kind by issuing new non-par value registered shares until May 14, 2024 (Authorized Capital 2019/I). At the same Annual General Shareholders' Meeting, the Executive Board was also authorized under item 7 of the agenda, with the consent of the Supervisory Board, to increase the share capital of the Company once or several times by up to a total of € 14,408,616.00 against contribution in cash by issuing new non-par value registered shares until May 14, 2024 (Authorized Capital 2019/II). At the time of preparing this report, the Authorized Capital 2019/I has been fully utilized for the purpose of a private placement. The Authorized Capital 2019/II has been partially utilized at the time of preparing this report for the purpose of a rights issue and currently amounts to € 6,902,464.00; this corresponds to approximately 14.6 % of the Company's current share capital.

Against the background of the net assets, financial position and results of operations of the Company as well as the fact that Epi proColon® shall to be commercialized in the U.S. market, the Company will need additional financial resources in order to be able to cover any financial requirements at short notice and

react flexibly to strategic and operational challenges. Therefore, with the proposals under items 6 and 7 of the agenda, the Executive Board shall be authorized, with the consent of the Supervisory Board, to increase the share capital of the Company once or several times by up to a total of € 4,712,984.00 (Authorized Capital 2020/I) and up to a total of € 18,851,939.00 (Authorized Capital 2020/II), in each case until June 11, 2025 and against contribution in cash and/or in kind by issuing new non-par value registered shares. Thus, the amount of the Authorized Capital 2020/I corresponds to 10 % and the amount of the Authorized Capital 2020/II to 40 % of the Company's share capital at the time of the preparation of this report.

In case of utilization of Authorized Capital 2020/I and Authorized Capital 2020/II, the shareholders will, in principle, have a subscription right. Subscription rights may also be granted by way of an indirect subscription right (Section 203 Paragraph 1 Sentence 1 in conjunction with Section 186 Paragraph 5 AktG).

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

1. An exclusion of the subscription rights shall thereby be permissible both for Authorized Capital 2020/I and for Authorized Capital 2020/II for fractional amounts. This serves to simplify the process of a share issue in which the subscription right, in principle, is granted to the shareholders. Fractional amounts might result from the respective issuing volume and the necessity of a practical subscription ratio. Such fractional amounts, in general, hold little value for the individual shareholder, whereas the issuing costs would be considerably higher without such exclusion of the subscription right. In addition, the possible dilution effect is normally marginal due to the restriction to fractional amounts. The new shares for which subscription rights have been excluded due to fractional amounts will be realized on the best possible terms for the Company. The exclusion of subscription rights therefore serves practical purposes and simplifies the process of a share issue and is therefore in the interests of the Company and its shareholders. In determining the subscription ratio, the Executive Board will take into account the interest of the shareholders to minimize fractional amounts.
2. The proposed Authorized Capital 2020/I provides, in addition to the instance set forth under 1., for two further cases where an exclusion of subscription rights shall be possible:
  - It is to be permissible to exclude subscription rights if the new shares are issued in a capital increase against contribution in cash at an issuing price which is not materially below the stock exchange price pursuant to Section 186 Paragraph 3 Sentence 4 AktG. This authorization enables the Company to promptly and flexibly realize opportunities on the market in its different business areas and to satisfy capital needs which may arise therefrom or from other operational reasons, if necessary even on very short notice. The exclusion of subscription rights enables the Company not only to take short-term action in a flexible manner, but also enables the placement of shares at a near-market price, i.e. without the discount which, in general, is required in connection with the issue of shares with subscription rights. This results in higher issue proceeds to the benefit of the Company. In addition, with such placement, new groups of shareholders can be addressed. The German Stock Corporation Act does not provide for a fixed limit on the discount. When utilizing the authorization, the Executive Board will set the discount as low as possible – with the consent of the Supervisory Board – in compliance with legal regulations and taking into account the market conditions prevailing at the time of the placement. The shares issued under exclusion of subscription rights according to Section 186 Paragraph 3 Sentence 4 AktG must not, in aggregate, exceed 10 % of the share capital, neither at the time the requested authorization becomes effective nor at the time such authorization will be utilized. Shares newly issued by the Company during the term of the authorization in a capital increase against contribution in cash or shares acquired and subsequently re-sold by the Company during the term of the authorization count towards this limit if and to the extent subscription rights are excluded in accordance with Section 186 Paragraph 3 Sentence 4 AktG or the re-sale occurs in accordance with this provision. If, during the term of the authorization,

bonds with warrants, convertible bonds or participation rights or combinations of these instruments are issued under exclusion of subscription rights of the shareholders pursuant to Section 221 Paragraph 4 Sentence 2 in conjunction with Section 186 Paragraph 3 Sentence 4 AktG, shares for which an option or conversion right or obligation or a right in favor of the Company to grant to the holders or creditors, upon final maturity of the bonds or participation rights or at another specific point in time, non-par value shares of the Company instead of payment of the cash amount due (or parts thereof) (share delivery right) exists based on these instruments must also be counted towards this limit.

This caters to the need of the shareholders for dilution protection regarding their investment in accordance with statutory regulations. Due to the limited amount of the capital increase with exclusion of subscription rights, each shareholder may, in principle, purchase the number of shares necessary to preserve its share quota on substantially the same terms and conditions on the stock exchange. Thus, in the event of utilization of Authorized Capital 2020/I under exclusion of subscription rights, it is ensured that the shareholders' interests regarding their investment as well as their voting rights are adequately preserved in accordance with the legal rationale of Section 186 Paragraph 3 Sentence 4 AktG while the Company is given further flexibility for the benefit of all shareholders.

- Finally, the Executive Board shall be entitled to exclude subscription rights in respect of Authorized Capital 2020/I to the extent that the holders or creditors of bonds with warrants or convertible bonds or participation rights or combinations of these instruments issued by the Company or a controlled enterprise of the Company within the meaning of Section 17 AktG, in the past or in the future are granted a conversion right or subscription right to new shares in accordance with the relevant terms and conditions of issue or to the extent that a conversion or subscription obligation or a share delivery right exists under such instruments. For easier placement in the capital market, the terms and conditions of bonds with warrants and convertible bonds normally provide for protection against dilution which ensures that holders or creditors of bonds with warrants or convertible bonds or participation rights or combinations of these instruments are granted subscription rights for subsequent share issues. In order to be able to include protection against dilution in the terms and conditions of the relevant bonds with warrants, convertible bonds or participation rights or combinations of these instruments, the subscription rights of the shareholders for these shares need to be excluded. This serves the purpose of easier placement of the issues of bonds with warrants, convertible bonds or participation rights or combinations of these instruments and, thus, the interest of the Company and its shareholders in optimizing the financing structure of the Company.

In each individual case, the Executive Board will thoroughly review whether it will make use of the respective authorization to increase the capital under exclusion of shareholders' subscription rights. The Executive Board will make use of this authorization only if the Executive Board and the Supervisory Board, taking into account the terms and conditions of the capital increase, are of the opinion that this is in the interest of the Company and, thus, its shareholders. The Executive Board will report to the General Shareholders' Meeting on each utilization of Authorized Capital 2020/I or of Authorized Capital 2020/II.

#### **Report of the Executive Board on item 8 of the agenda pursuant to Section 221 Paragraph 4 Sentence 2 in connection with Section 186 Paragraph 4 Sentence 2 AktG**

Under item 8 of the agenda, the Executive Board and the Supervisory Board propose to the Annual General Shareholders' Meeting to be held on June 12, 2020 to create a new authorization to issue bonds with warrants, convertible bonds, participation rights or combinations of these instruments and to exclude the subscription right.

The Executive Board issues, pursuant to Section 221 Paragraph 4 Sentence 2 in connection with Section 186 Paragraph 4 Sentence 2 AktG, the following written report on the authorization to exclude the

subscription right in connection with the new authorization to issue bonds with warrants, convertible bonds, participation rights or combinations of these instruments under item 8 of the agenda:

The proposed new authorization to issue bonds with warrants, convertible bonds, participation rights or combinations of these instruments in an aggregate nominal amount of up to € 150,000,000.00 as well as the cancellation of Conditional Capitals IX and X and the creation of Conditional Capital XIV with an amount of up to € 20,564,923.00 are intended to broaden the Company's options to finance its activities (as further described below) and to enable the Executive Board, with the consent of the Supervisory Board, to seize flexible and near-term financing opportunities in the interest of the Company, in particular if favorable capital market conditions arise.

The shareholders are, in principle, entitled to a statutory subscription right for bonds with warrants or conversion rights or option or conversion obligations or with a right of the Company to grant to the holders or creditors of the bonds non-par value shares of the Company instead of payment of the cash amount due (or parts thereof) ("share delivery right"), Section 221 Paragraph 4, Section 186 Paragraph 1 AktG. In the case of participation rights, shareholders generally have a statutory subscription right, regardless of whether the participation rights carry option or conversion rights or obligations or a share delivery right. To the extent that shareholders are not granted the possibility to directly subscribe for the bonds or participation rights, the Executive Board may make use of the possibility to issue bonds or participation rights to a credit institution, to a company which is deemed equivalent to a credit institution by statute and by the proposed resolution, or to several, including to a syndicate of, credit institutions and/or equivalent companies, with the obligation to offer the bonds or participation rights to the shareholders in accordance with their subscription rights (indirect subscription right within the meaning of Section 221 Paragraph 4 Sentence 2 in connection with Section 186 Paragraph 5 AktG).

However, according to the proposed resolution, the Executive Board is to be authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights in the following circumstances:

1. The authorization provides for the possibility to exclude the subscription right for fractional amounts. This allows for a use of the requested authorization for whole amounts, thereby facilitating the technical implementation of the issue and the handling of the shareholders' subscription rights. Moreover, such fractional amounts are normally of small value to the individual shareholder and the possible dilution effect is generally marginal, too, because of its limitation to fractional amounts. Any bonds or participation rights (or combinations of these instruments) that are excluded from the subscription right on account of fractional amounts are utilized in the Company's best interests. In the opinion of the Executive Board, the exclusion of the subscription right is thus in the best interest of the Company and its shareholders.
2. Furthermore, the proposed resolution includes the authorization to exclude the subscription right in favor of the holders or creditors of previously issued option or conversion rights or obligations and/or bonds or participation rights in respect of which the Company has a share delivery right. The advantage of this is that the option and/or conversion price for previously issued option or conversion rights or obligations or share delivery rights need not be reduced, thereby enabling an altogether higher cash inflow. This exclusion of the subscription right is thus in the best interest of the Company and its shareholders, too.

The issue amount of the new shares must in any case be equivalent to at least 70 % of the stock exchange price determined timely upon issuance of the bonds and/or participation rights. If the subscription right is not only excluded for fractional amounts, the issue amount must be equal to at least 110 % and if the term of the bond or the participation right is more than 18 months to at least 120 % of the non-weighted average closing share price of the non-par value shares of the Company as quoted in the electronic trading system of the Frankfurt Stock Exchange on the ten trading days preceding the day when the Executive Board has adopted the resolution to issue the bonds and/or participation rights. If an option or conversion obligation or a share delivery right in respect of shares of the Company is provided for, the issue amount – as further specified in the terms and conditions of the bond and/or participation certificates – can amount to 70 % or more of the non-weighted average closing share price of the Company as quoted in the

electronic trading system of the Frankfurt Stock Exchange on the ten trading days preceding the day of final maturity or, as the case may be, another specified point in time, even if the price resulting therefrom is lower than the minimum price calculated pursuant to the foregoing provisions; in case the subscription right is not only excluded for fractional amounts, the issue amount must, however, equal to at least 110 % and if the term of the bond or the participation right is more than 18 months to at least 120 % of the non-weighted average closing share price of the non-par value shares of the Company as quoted in the electronic trading system of the Frankfurt Stock Exchange on the ten trading days preceding the day when the Executive Board has adopted the resolution to issue the bonds and/or participation rights. This option allows the Company to successfully place the bonds or participation rights on the conditions most favorable to the Company based on the market conditions existing at the time of their issuance.

The reports of the Executive Board on items 6, 7 and 8 of the agenda set forth above can be inspected on the Internet at <http://www.epigenomics.com/news-investors/general-shareholder-meeting/> as of the date of the calling of the meeting. In addition, the reports will be available on the aforementioned website during the Annual General Shareholders' Meeting on June 12, 2020.

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

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

The share capital of the Company amounts to € 47,129,846.00 and is divided into 47,129,846 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 47,129,846. The Company does not hold treasury shares.

#### **2. Conducting the Annual General Shareholders' Meeting as a virtual Annual General Shareholders' Meeting**

Pursuant to the German Act on Measures in the Law on Corporations, Cooperatives, Associations, Foundations and Condominium Property to Combat the Effects of the COVID-19 Pandemic (Art. 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil Law, Insolvency and Criminal Procedure, Federal Official Journal (Bundesgesetzblatt) I 2020, p. 569, the "COVID-19-Act"), the Annual General Shareholders' Meeting, with the consent of the Supervisory Board, will be held as a virtual Annual General Shareholders' Meeting without the physical presence of the shareholders or their authorized representatives (with the exception of the proxies nominated by the Company). A physical attendance on the part of the shareholders or their authorized representatives is therefore excluded.

The Annual Shareholders' Meeting will be transmitted live in the password protected Internet portal of the Company (Shareholders' Portal) on June 12, 2020 starting at 12:30 p.m. (CEST) under the web address <http://www.epigenomics.com/news-investors/general-shareholder-meeting/>. Shareholders gain online access by entering their shareholder's number and the associated password. The shareholder's number is contained in the materials sent to the shareholders with the invitation to the Annual General Shareholders' Meeting. Shareholders who are already registered with the Shareholders' Portal use the login password they have chosen for the registration. All other shareholders recorded in the share register will receive their individual login password for the initial access to the Shareholders' Portal together with the materials sent to the shareholders with the invitation to the Annual General Shareholders' Meeting.

Shareholders who wish to participate in the virtual Annual General Shareholders' Meeting must register for the Annual General Shareholders' Meeting.



There will be no possibility for shareholders, pursuant to Section 118 Paragraph 1 Sentence 2 AktG, to participate in the Annual General Shareholders' Meeting in absentia and without a proxy and to exercise all or certain of their rights entirely or partially by means of electronic communication. Live transmission especially does not enable attendance of the Annual General Shareholders' Meeting within the meaning of Section 118 Paragraph 1 Sentence 2 AktG.

Shareholders or their authorized representatives can exclusively exercise their voting rights via absentee ballot (postal vote) or by issuing power of attorney to the proxies nominated by the Company further described below. Questions of the shareholders must be submitted by way of electronic communication to the Executive Board as further described below by the end of Tuesday, June 9, 2020, 12:00 midnight (CEST).

### **3. Attendance at the virtual Annual General Shareholders' Meeting**

Only those shareholders who are entered in the share register of the Company and register with the Company to attend the Annual General Shareholders' Meeting are authorized to participate in the virtual Annual 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 Friday, June 5, 2020, 12:00 midnight (CEST), at the latest.

The registration may be made especially via the Internet by using the password protected Shareholders' Portal under the web address <http://www.epigenomics.com/news-investors/general-shareholder-meeting/>. Shareholders gain online access by entering their shareholder's number and the associated password.

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)

Intermediaries 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. The same applies for persons or institutions within the meaning of Section 135 Paragraph 8 AktG, which include in particular shareholders' associations and voting rights advisors.

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

As stated in Section 3 above, only those shareholders who are entered in the share register and have properly registered in due time with the Company to attend the Annual General Shareholders' Meeting are authorized to participate in the virtual Annual 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 Annual General Shareholders' Meeting. In order to ensure proper preparation and conduct of the Annual 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 June 5, 2020, i.e. after June 5, 2020, 12:00 midnight (CEST). If a request for a change of a register entry is received by the Company after June 5, 2020, the entry in the share register will be changed only after the Annual General Shareholders' Meeting has ended; the right to attend and vote at the Annual 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 Annual General Shareholders' Meeting.

## 5. 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)

## 6. Absentee voting

Shareholders may submit their votes in writing or electronically via absentee ballot. Shareholders must duly register in order to exercise their voting rights.

For the casting of absentee votes in writing, shareholders may use the form provided with the invitation to the Annual General Shareholders' Meeting. Absentee votes provided in writing must be delivered in text form at the latest by the end of June 11, 2020, i.e. by no later than June 11, 2020, 12:00 midnight (CEST) to the Company at the following address:

Epigenomics AG  
c/o Computershare Operations Center  
80249 Munich

Fax: +49 89 30903-74675

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

Absentee votes cast in writing to a different address will not be counted.

For the casting of absentee votes electronically, the internet based Shareholders' Portal will be available at: <http://www.epigenomics.com/de/news-investoren/hauptversammlung/>. Electronic voting may occur via the Internet based Shareholders' Portal up until the beginning of the vote in the virtual Annual General Shareholders' Meeting. Shareholders and their representatives are asked to cast their votes early, if possible.

In the event that contradictory statements are made via different means of transmission, and in the event that it is not clear, which was made last, the statements will be given priority which were given via the Shareholders' Portal, then via email, then via telefax and then in paper form. Further details regarding the absentee voting process will be provided to the shareholders together with the invitation.

## 7. Absentee voting by proxies nominated by the Company

As a special service, the Company offers its shareholders to grant power of attorney in or in advance of the virtual Annual 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 virtual Annual General Shareholders' Meeting and the exercise of voting rights as stated in Section 3 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 (or their authorized representatives) may grant power of attorney and give instructions to the proxies nominated by the Company in particular via the Shareholders' Portal under <http://www.epigenomics.com/news-investors/general-shareholder-meeting/> until the start of voting at the virtual Annual General Shareholders' Meeting. Up to this point in time powers of attorney and instructions granted or given via the Shareholders' Portal may be amended or revoked via the Shareholders' Portal under the aforementioned web address. The details for the registration to the Annual General Shareholders' Meeting via the Shareholders' Portal set forth under Section 3 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 and the giving of instructions to proxies nominated by the Company which is sent to the shareholders together with the invitation to the Annual General Shareholders' Meeting. 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 June 11, 2020, 12:00 midnight (CEST) in text form, at the latest, at the address indicated in the form for the granting of power of attorney to proxies nominated by the Company.

If differing statements are received via different means of transmission regarding the granting and the revocation of power of attorney to proxies nominated by the Company or regarding the granting, amendment and revocation of instructions to proxies nominated by the Company, and in the event that it is not clear, which was made last, the statements will be given priority which were given via the Shareholders' Portal, then via email, then via telefax and then in paper form.

In the event that postal votes and power of attorney/instructions are both received and it cannot be determined which was last submitted, the postal votes will be considered first.

## **8. Authorization of third parties**

Shareholders may exercise their voting rights in the virtual Annual General Shareholders' Meeting also by proxy, e.g. an intermediate, a shareholders' association, a voting rights advisor or any other person of their choice. In the case of proxy voting, too, as stated in Section 3 above, shareholders must be entered in the share register of the Company and must have registered themselves or their authorized representatives in due time with the Company to attend and vote at the virtual Annual General Shareholders' Meeting.

Authorized representatives (with the exception of proxies nominated by the Company) may not physically participate at the Annual General Shareholders' Meeting. They may only exercise voting rights for the shareholders whom they represent by way of absentee voting, as stated in Section 6 above, or by issuing (sub-)power of attorney to proxies nominated by the Company, as stated in Section 7 above.

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 intermediaries or any persons and institutions pursuant to Section 135 Paragraph 8 AktG (which include in particular shareholders' associations and voting rights advisors), 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.

The participation of the authorized representative via the Shareholders' Portal requires that the authorized representative has the information required for access. He can obtain the information in two ways. First, the shareholder can provide the authorized representative with his shareholder number and access password. The use of the access password by the authorized representative also serves as proof of authorization. Second, if the power of attorney is granted vis-à-vis the Company, the authorized

representative will receive an individual access password to the Shareholders' Portal, which allows him to participate on behalf of the shareholder.

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 sent to the shareholders together with the invitation to the Annual General Shareholders' Meeting.

## 9. Shareholders' rights

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

Shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent a proportional amount of not 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 May 12, 2020, i.e. by May 12, 2020, 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 exclusively to:

Epigenomics AG  
The Executive Board  
For the attention of Mr. Albert Weber  
Geneststr. 5  
10829 Berlin

Unless they have already been announced with the invitation to the Annual 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 by the Company and that they will continue to hold the shares until the motion is decided upon by the Executive Board. Section 70 AktG applies to the calculation of the share ownership period. Section 121 Paragraph 7 AktG applies mutatis mutandis. Accordingly, the day on which the request is received by the Company shall not be counted. A transfer from a Sunday, Saturday or public holiday to a preceding or following working day does not take place. Sections 187 to 193 of the German Civil Code do not apply mutatis mutandis.

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

During the virtual the Annual General Shareholders' Meeting, motions and nominations for elections may not be made.

However, each shareholder is entitled to file counter-motions against the Executive Board's and/or the Supervisory Board's proposals with respect to certain items on the agenda as well as nominations for elections even before the Annual General Shareholders' Meeting. Such counter-motions and election nominations by shareholders, including the name of the shareholder, are to be made accessible by the

Company pursuant to Section 126 Paragraph 1 and Section 127 AktG if they are received by the Company at the following address:

Epigenomics AG  
Geneststr. 5  
10829 Berlin

or via fax: +49 (0)30 24345-555

or via e-mail: [HV@epigenomics.com](mailto:HV@epigenomics.com)

by the end of May 28, 2020, i.e. by May 28, 2020, 12:00 midnight (CEST), at the latest, and comply with the statutory requirements in all other respects. In addition, Section 126 Paragraph 2, Section 127 Sentences 1 and 3 AktG govern the conditions upon the fulfillment of which counter-motions and election nominations need not be made accessible. Counter-motions and election nominations will be made accessible in compliance with statutory provisions on the Internet at <http://www.epigenomics.com/news-investors/general-shareholder-meeting/>. Any comments by the management on counter-motions and election nominations will likewise be published at this internet address.

Countermotions and election nominations, which are duly made by shareholders, which are received by the Company by May 28, 2020, i.e. by May 28, 2020 at 12:00 midnight (CEST), and which are made accessible by the Company, will be treated in the Annual General Shareholders' Meeting as if they had been raised orally in the Annual General Shareholders' Meeting, provided that the shareholder who makes the countermotion or the election nomination – as set forth above in Section 3 – , at the time of the virtual Annual General Shareholders' Meeting, is listed in the share register and has duly registered for the virtual Annual General Shareholders' Meeting.

#### **Possibility of asking questions pursuant to Section 131 Paragraph 1 AktG, Art. 2 Section 1 Paragraph 2 Sentence 1 No. 3 and Sentence 2 COVID-19-Act**

Shareholders who are registered for the Annual General Shareholders' Meeting can ask questions to the Executive Board via the Shareholders' Portal under <http://www.epigenomics.com/news-investors/general-shareholder-meeting/>.

Questions from shareholders must be received by the Company no later than by the end of June 9, 2020, i.e. by June 9, 2020, 12:00 midnight (CEST) via the Shareholders' Portal. Any other form of transmission is excluded. For technical reasons, the scope of the individual question may be limited to a certain number of characters; the number of possible questions is not limited.

No questions can be asked during the virtual Annual General Shareholders' Meeting.

There is no right to information for the shareholders. Shareholders do have the possibility to ask questions. However, there is no right to an answer. Instead, the Executive Board may decide to provide an answer at its discretion in accordance with its responsibilities. The Executive Board is not required to answer all questions; it may bundle various questions together and select pertinent questions in the interests of the shareholders. The Executive Board may give preference to shareholder associations and institutional investors with significant voting shares. The Executive Board reserves the right to preliminarily respond to repeating questions in a general form on the Company's website.

#### **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 and Art. 2 Section 1 Paragraph 2 Sentence 1 No. 3 Sentence 2 COVID-19-Act can be found on the website of Epigenomics AG at <http://www.epigenomics.com/news-investors/general-shareholder-meeting/>.

### **10. Objections to resolutions of the virtual Annual General Shareholders' Meeting**

Shareholders, who exercised their voting rights by voting by absentee ballot or by granting power of attorney to proxies nominated by the Company, have the possibility of objecting to resolutions of the

virtual Annual General Shareholders' Meeting. Objections may be raised once the virtual Annual General Shareholders' Meeting has commenced and until its end by sending an email to [notar-hauptversammlung-2020@epigenomics.com](mailto:notar-hauptversammlung-2020@epigenomics.com). The objection must contain the name and share number of the shareholder as a means of providing the right to objection.

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

This invitation to the Annual General Shareholders' Meeting, the documents that are required to be made available to the Annual General Shareholders' Meeting, in particular the documents with respect to item 1 of the agenda and the reports by the Executive Board with respect to items 6, 7 and 8 of the agenda, the documents pursuant to § 124a AktG as well as further information relating to the Annual General Shareholders' Meeting can be downloaded from the following website once the Annual General Shareholders' Meeting has been called: <http://www.epigenomics.com/news-investors/general-shareholder-meeting/>.

The documents that are required to be made available to the Annual General Shareholders' Meeting will also be available during the Annual General Shareholders' Meeting on June 12, 2020 on the abovementioned website.

## **12. Information on data protection**

As data controller, Epigenomics AG processes personal data relating to shareholders (e.g. surname and first name, address, e-mail address, number of shares, type of share, type of share ownership and shareholder number) and, if applicable, personal data relating to shareholder representatives on the basis of the applicable data protection laws. The Company is required to maintain a share register.

The processing of personal data of shareholders and shareholder representatives is mandatory for the proper preparation and conduct of the virtual Annual General Shareholders' Meeting of the Company, for the exercise of voting rights, for the electronic participation and the maintenance of the share register. The legal basis for the processing is Art. 6 Paragraph 1 sentence 1 lit. c) DS-GVO in conjunction with Sections 67, 118 et seq. and in conjunction with Art. 2 Section 1 COVID-19-Act. In addition, personal data that is necessary for the organization of the virtual Annual General Shareholder's Meeting can be processed on the basis of prevailing legitimate interests (Art. 6 Paragraph 1 sentence 1 lit. f) DS-GVO). Insofar as shareholders do not provide their personal data themselves, the Company generally receives it from the shareholder's custodian bank.

The service providers commissioned by Epigenomics AG for the purpose of organizing the Annual General Shareholders' Meeting process the personal data of the shareholders and shareholder representatives exclusively in accordance with the instructions of the Company and only to the extent that this is necessary for the execution of the commissioned service. All employees of the Company and the employees of the commissioned service providers who have access to and/or process the personal data of the shareholders or shareholder representatives are obliged to treat this data confidentially. In addition, personal data of shareholders or shareholder representatives exercising their voting rights may be viewed by other shareholders and shareholder representatives within the framework of the statutory provisions (in particular the list of participants, Section 129 AktG). This also applies to questions that shareholders or shareholder representatives have submitted, where applicable, in advance (Art. 2 Section 1 Paragraph 2 no. 3 COVID-19-Act) and in connection with a motion submitted in advance to include additional items in the agenda, counter-motions or nominations for election.

The Company shall delete the personal data of the shareholders and the shareholders representatives in accordance with the statutory provisions, in particular if the personal data are no longer necessary for the original purposes of collection or processing, the data are no longer required in connection with any administrative or court proceedings and there are no statutory storage obligations.

Under the legal requirements, shareholders and shareholders representatives have the right to obtain information about their processed personal data and to request the correction or deletion of their personal

data or the restriction of processing. Shareholders and shareholders representatives also have the right to appeal to the supervisory authorities. If personal data is processed on the basis of Art. 6 Paragraph 1 sentence 1 lit. f) DS-GVO, the shareholders or the shareholder representatives also have a right to object under the conditions set forth in the law.

For comments and queries regarding the processing of personal data, shareholders can contact the company's data protection officer at: Dr. Uwe Schläger, datenschutz nord GmbH, Niederlassung Berlin, Reinhardtstr. 46, 10117 Berlin; E-Mail: office@datenschutz-nord.de; Tel.: +49 30 30877490.

Shareholders can find further information on data protection on the Company's website at: <https://www.epigenomics.com/imprint/data-protection-statement/>.

Berlin, Mai 2020

Epigenomics AG  
The Executive Board

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## **Annex – Curricula vitae Alexander Link (including an overview of his material activities)**

**Alexander Link** (\*1971, Karlsruhe), Frankfurt am Main  
Member of the Executive Board of Balaton AG.

### **Education**

- 1991-1993 Training as a bank clerk, Deutsche Bank AG, Freiburg
- 1993-2000 Law studies and legal traineeship in Freiburg and Münster

### **Professional career**

- 2001-2004 Booz Allen Hamilton – Business Consultant
- 2004-2012 Eurohypo AG – several management positions in Germany and Asia (among others CFO/COO Asia-Pacific and Head of Department Portfolio Management, Projects and Operations in Global Restructuring)
- 2012-2015 Commerzbank AG – Head of Department Planning and Controlling Non Core Assets Segment, besides Deputy Risk Manager Hypothekenbank Frankfurt AG
- 2015-2019 Commerzbank AG – several positions as Division Manager in Non Core Assets Segment and in Corporate Costumers Segment, most recently Division Manager / Managing Director in the Strategic Development and Digitalization Department of the Corporate Costumers Segment
- Since 2020 Deutsche Balaton AG – Member of the Executive Board: responsible for finance, controlling, risk management, law and unlisted investments

### **Essential activities**

Mr. Link has been a Member of the Executive Board of Deutsche Balaton AG, Heidelberg (publicly listed) since 2020.

Mr. Link is not a member of other mandatory supervisory boards or comparable domestic or foreign boards of commercial enterprises with supervisory functions.

### **Further Information**

Mr. Link has many years of experience in the banking industry and in management consulting. He has successfully established, managed and restructured units in Germany, Europe and Asia.

Mr. Link has particular expertise in the areas of finance/controlling, risk management, restructuring, portfolio/investment management and transformation projects and in M&A.