



Annual General Shareholders' Meeting of Epigenomics AG on Friday, June 12, 2020

EXPLANATION OF SHAREHOLDERS' RIGHTS

pursuant to Sections 122 Paragraph 2, 126 Paragraph 1, 127 and 131 Paragraph 1
of the German Stock Corporation Act (AktG) in conjunction with Article 2 Section 1 Paragraph 2 COVID-
19-Act

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. Shareholders' Rights are accordingly based on the German Stock Corporation Act and the provisions modified by the COVID-19-Act.

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

Shareholders whose shares amount in aggregate to no less than one-twentieth of the share capital or represent a proportional amount of no less than EUR 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 a.m. midnight (CEST), at the latest. Such request must be addressed in writing to the Executive Board of Epigenomics AG. Please address your request to:

Epigenomics AG
Executive Board
to the attention of Mr. Albert Weber
Geneststr. 5
10829 Berlin, Germany

Unless they have already been announced with the notice to call the General Shareholders' Meeting, requests for amendments of the agenda that are required to be published will be published in the German Federal Gazette (*Bundesanzeiger*) without undue delay upon receipt of the request. In addition, such

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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 the required 90 days period prior to the receipt of the demand by the Company and that they will continue to hold the shares until the executive board decides upon the demand. Section 70 AktG applies for 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 shall have no corresponding application.

The provisions of the German Stock Corporation Act providing for these shareholder rights are as follows:

Section 122 Paragraph 1 and 2 AktG

- (1) The shareholders' meeting shall be called if shareholders whose holding in the aggregate equals or exceeds one-twentieth of the share capital demand such meeting in writing, stating the purpose and the reasons of such meeting; such demand shall be addressed to the executive board. The articles may provide that the right to demand a shareholders' meeting shall require another form and the holding of a lower proportion of the share capital. The petitioners must furnish that they have held the shares for at least 90 days prior to the receipt of the demand and will continue to hold the shares until the executive board decides upon the demand. Section 121 Paragraph 7 shall apply accordingly.
- (2) In the same manner shareholders, whose shares amount in the aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000, may demand that items be put on the agenda and published. Each new item shall be accompanied by reasons or a proposed resolution. The demand according to sentence 1 shall be received not less than 24 days, in case of listed companies at least 30 days, prior to the date of the shareholders' meeting; the date of receipt shall not be included in this calculation.

Section 121 Paragraph 7 AktG

- (7) In case of deadlines and dates which are calculated back from the date of the shareholders' meeting, the day of the shareholders' meeting itself shall not be included in the calculation. Adjourning the shareholders' meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. Sections 187 to 193 of the Civil Code shall not be applied accordingly. In case of unlisted companies, the articles may provide for a different calculation of the deadline.

Section 70 AktG

Where the exercise of rights attaching to the share is contingent upon the shareholder having been holder of the share for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, or an enterprise pursuing activities in accordance with Section 53 Paragraph 1, first sentence, or Section 53b Paragraph 1, first sentence, or Paragraph 7 of the Banking Act (KWG) shall be equivalent to ownership of the share. The period of ownership of a predecessor in title shall be attributed to the shareholder if he has purchased the share in any of the following manners: without monetary consideration, from his trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to Section 13 of the Insurance Supervisory Act (VAG) or Section 14 of the Act on Savings and Loan Associations (BauSparkG).

Motions by shareholders and nominations for elections pursuant to Sections 126 Paragraph 1 and 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 of members of the Supervisory Board or independent auditors even before the General

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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, Germany
or via fax: +49 (0) 30 24345-555
or via e-mail: HV@epigenomics.com

by the end of May 28, 2020, i.e., by May 28, 2020 12:00 a.m. midnight (CEST), at the latest, and comply with the statutory requirements in all other respects. In addition, Sections 126 Paragraph 2, 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 a.m. 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 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.

The provisions of the German Stock Corporation Act providing for these shareholder rights, and that also set out the conditions under which a counter-motion or an election nomination need not be made accessible, are as follows:

Section 126 AktG

- (1) Motions by shareholders, including their names, the reasons, and any comments by the management shall be made accessible to the persons entitled pursuant to Section 125 Paragraph 1 to 3 under the conditions stated therein if at least 14 days before the shareholders' meeting, the shareholder has sent a counter-motion to a proposal of the executive board and supervisory board regarding a specific item on the agenda with reasons to the address stated for this purpose in the invitation. The date of receipt shall not be taken into account. In the case of listed companies, this information shall be made accessible on the company's website. Section 125 Paragraph 3 shall apply accordingly.
- (2) A counter-motion and the grounds therefor need not be made accessible, if:
 1. the executive board would by reason of such communication become criminally liable,
 2. the counter-motion would result in a resolution of the shareholders' meeting which would be illegal or would violate the articles,
 3. the grounds include statements which are manifestly false or misleading in material respects or which are libellous,
 4. a counter-motion of such shareholder based on the same facts has already been made accessible with respect to a shareholders' meeting of the company pursuant to Section 125,
 5. the same counter-motion of such shareholder on essentially identical grounds has already been made accessible pursuant to Section 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the share capital represented has voted in favour of such counter-motion,
 6. the shareholder indicates that it will neither attend nor be represented at the shareholders' meeting, or

7. within the past two years at two shareholders' meetings the shareholder has failed to make or cause to be made on its behalf a counter-motion communicated by it.

The reasons need not be made accessible if they exceed 5,000 characters.

- (3) If several shareholders make counter-motions for a resolution in respect of the same subject matter, the executive board may combine such counter-motions and the respective statements of the grounds.

Section 127 Sentences 1 to 3 AktG

Section 126 shall apply accordingly to a nomination by a shareholder for the election of a member of the supervisory board or external auditors. Such nomination need not be supported by a statement of the grounds therefor. The executive board also does not need to communicate such nomination if it fails to include the particulars required by Section 124 Paragraph 3 Sentence 4 and Section 125 Paragraph 1 Sentence 5. [...]

Section 124 Paragraph 3 Sentence 4 AktG

- (3) [...] The proposal for the election of members of the supervisory board or auditors shall state their name, profession and place of residence. [...]

Section 125 Paragraphs 1 to 3 AktG¹

- (1) The executive board shall, not less than 21 days prior to the date of the shareholders' meeting, communicate to those credit institutions and shareholders' associations which have exercised voting rights on behalf of shareholders in the preceding shareholders' meeting or which have requested such communication, the notice of the shareholders' meeting. The date of receipt shall not be taken into account. Should the agenda be amended according to Section 122 Paragraph 2 AktG, this amended agenda shall be communicated in case of listed companies. The communication shall point out the possibilities of exercising the voting right by proxy, which may also be an association of shareholders. In the case of listed companies, nominations for the election of supervisory board members shall be accompanied by information on their membership in other mandatory supervisory boards; information on their membership in comparable domestic and foreign supervisory bodies of business undertakings should be included.
- (2) The executive board shall provide the same information to shareholders who make such request or are registered as shareholders in the company's register at the beginning of the 14th day before the shareholders' meeting. The articles may limit transmission to electronic communication.
- (3) Each member of the supervisory board may request that the executive board send the same communication to him.

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

On the basis of the COVID-19-Act, no questions can be asked during the virtual Annual General Shareholders' Meeting. However, 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/>.

The Executive Board, with the approval of the Supervisory Board, has determined that 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

¹ Section 125 Paragraphs 1 and 2 AktG has been amended by the Act on the Implementation of the Second Shareholders' Rights Directive (ARUG II) of December 12, 2019 (Federal Law Gazette I 2019, p. 2637 et seqq.). ARUG II came into force on January 1, 2020. However, Section 125 Paragraphs 1 and 2 AktG, as amended by ARUG II, is only applicable from September 3, 2020 and for the first time to shareholders' meetings convened after September 3, 2020. Therefore, in connection with the General Shareholders' Meeting of the Company on June 12, 2020, the version of Section 125 Paragraphs 1 and 2 AktG without the amendments by ARUG II applies. This version (and not the version amended by ARUG II) is thus provided herein.

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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.

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.

The provisions of the COVID-19-Act providing for these shareholder rights are as follows:

Art. 2 Section 1 Paragraph 2 Sentence 1 No. 3 and Sentence 2 COVID-19-Act

(2) The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorized representatives to be physically present, provided that:

[...]

3. shareholders are given the opportunity to ask questions by means of electronic communication,

[...]

The management board decides at its duty-bound, free discretion which questions it wishes to respond to; it may also stipulate that questions must be submitted by means of electronic communication no later than two days prior to the meeting.