

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 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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Epigenomics AG
The Executive Board