

Invitation to an extraordinary General Shareholders' Meeting 2020 of Epigenomics AG,

Berlin

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

Dear Shareholders,

We invite you to attend

the extraordinary General Shareholders' Meeting of Epigenomics AG

on **Friday, November 27, 2020 at 13:00 p.m. (CET)**

The extraordinary General Shareholders' Meeting will take place as a **virtual General Shareholders' Meeting** without the physical presence of the shareholders or their proxies (except for the proxies nominated by the Company). The virtual General Shareholders' Meeting will be transmitted live for 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 General Shareholders' Meeting for purposes of the German Stock Corporation Act (AktG) is Leopoldstraße 8, 80802 München.

Agenda

1.

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

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

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

2.

Resolution on the granting of an authorization to issue convertible bonds and to exclude the subscription right, as well as on the amendments of Conditional Capital XIV and of Section 5 Paragraph 6 of the Articles of Association

The General Shareholders' Meeting of June 12, 2020 has resolved, under item 8 of the agenda among others, an authorization to issue bonds with warrants, convertible bonds, participation rights or a combination of these instruments and to exclude the subscription right ("Authorization GSM 2020") as well as the creation of a new Conditional Capital XIV and the corresponding amendment of Section 5 Paragraph 6 of the Articles of Association. So far, no use has been made of the Authorization GSM 2020. Moreover, the Company has currently not otherwise issued bonds with warrants, convertible bonds, participation rights or combinations of these instruments.

Against the background of the current liquidity situation and the operational challenges in connection with the current reimbursement proceedings for Epi proColon in the USA (*National Coverage Determination; NCD*), the Company is dependent on short-term raising of additional cash funds. Due to the designated

targets therein, this goal is currently not expected to be achievable on the basis of the Authorization GSM 2020.

Therefore, an additional authorization shall be resolved which enables the issuance of convertible bonds in an aggregate nominal amount of up to € 5,500,000.00. Furthermore, Conditional Capital XIV and Section 5 Paragraph 6 of the Articles of Association shall be adjusted accordingly.

The authorization proposed below provides in particular for the following conditions:

- The proposed authorization is limited until March 31, 2021.
- If the proposed authorization is exercised, the convertible bonds shall be offered to the shareholders for purchase (granting of statutory subscription right). A subscription right exclusion is possible for fractional amounts. In addition to the subscription right, shareholders shall be granted an over-subscription right.
- The convertible bonds have a minimum term of two years and eleven months and a maximum term of three years and three months.
- There is a conversion obligation towards the end of the term of the convertible bonds.
- Before the end of the term, the creditors or holders of the convertible bonds have a conversion right in certain time periods.
- The convertible bonds are issued at their nominal amount.
- The conversion price for a non-par value share of the Company is € 1.10.
- The convertible bonds do not bear interest (*zero coupon*).
- The convertible bonds are to be structured in such a way that they are not treated as liabilities for the purposes of Section 19 of the German Insolvency Act (over-indebtedness).
- The convertible bonds will not be admitted to trading on a regulated market.
- The terms and conditions of the convertible bonds will not be adjusted in the event that the capital reductions proposed under items 3 and 4 of the agenda are adopted and implemented.

Further, the Company will endeavor to ensure a stock exchange trading of the subscription rights.

The Company has signed an agreement with several shareholders, namely Deutsche Balaton Aktiengesellschaft and other companies, which are affiliated with Deutsche Balaton Aktiengesellschaft within the meaning of Sections 15 et seqq. AktG, on November 3, 2020, in which Deutsche Balaton Aktiengesellschaft has undertaken, in the event that the General Meeting resolves the authorization proposed below, the respective amendment of Conditional Capital XIV and of Section 5 Paragraph 6 of the Articles of Association is entered in the commercial register and the Company makes use of this authorization and, furthermore, the General Shareholders' Meeting resolves the capital reductions proposed under items 3 and 4 of the agenda and these resolutions are entered in the commercial register, to subscribe for convertible bonds in a total nominal amount of up to € 4,000,000.00 by exercising its subscription right and, in addition, by acquiring convertible bonds that the shareholders have not subscribed to ("Back-Stop Agreement"). Conversely, in the Backstop-Agreement, the Company has undertaken, in the event that the authorization is exercised, to offer Deutsche Balaton Aktiengesellschaft convertible bonds for purchase after expiry of the subscription period to the extent that Deutsche Balaton Aktiengesellschaft is then obliged to purchase convertible bonds not subscribed to by the shareholders.

The further details are set out in the Back-Stop Agreement, which is available on the Internet at <http://www.epigenomics.com/de/news-investoren/hauptversammlung/> as of the date on which the General Shareholders' Meeting is convened. The Back-Stop Agreement will be available on the aforementioned website during the General Shareholders' Meeting.

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

a) Authorization to issue bonds and to exclude the subscription right

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

The Executive Board is authorized in the period until March 31, 2021, with the consent of the Supervisory Board, to issue once convertible bonds in an aggregate nominal amount of up to € 5,500,000.00 at their nominal amount and to grant conversion rights to the holders or creditors of convertible bonds for up to a total of 5,000,000 non-par value registered shares of the Company representing an aggregate notional portion of the share capital of the Company of up to € 5,000,000.00 as further specified in the terms and conditions of the bonds.

A conversion by the holders or creditors of the bonds is possible within the first 14 calendar days of each calendar quarter, for the first time in the period from April 1, 2021 to April 14, 2021. If the last day of such 14-calendar day period is a Saturday, Sunday or public holiday in Berlin, Hamburg and/or Frankfurt am Main, the period will end upon expiry of the first subsequent day which is not a Saturday, Sunday or public holiday in Berlin, Hamburg and/or Frankfurt am Main. The terms and conditions of the bonds may provide for further conversion rights of the holders or creditors of the bonds (also prior to April 1, 2021).

In addition to conversion rights of the holders or creditors of the bonds to the above extent, the terms and conditions of the bonds will also provide for a conversion obligation at the end of the term or at a point in time during the last three months of the term of the convertible bonds.

The bonds will not bear interest (*zero coupon*). Their term is at least two years and eleven months and at a maximum three years and three months. They are structured in such a way that they are not taken into account as liabilities for the purposes of Section 19 of the German Insolvency Act (over-indebtedness).

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

The bonds will not be admitted to trading on a regulated market.

(2) Subscription right; exclusion of subscription right; over-subscription right

The bonds, to the extent that they provide for conversions rights or obligations, shall be offered to the shareholders for subscription (under reservation of an exclusion for fractional amounts). The statutory subscription right may also be granted to the shareholders in such a manner that the bonds 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").

However, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights for any fractional amounts resulting from the subscription ratio.

In addition to the subscription right, the shareholders shall be granted an over-subscription right.

(3) Conversion ratio

The holders of bearer bonds or, otherwise, the creditors of the notes, have the indefeasible right or – as the case may be – the obligation to convert their notes into non-par value registered shares of the Company, as further specified in the terms and conditions of the bonds determined by the Executive Board in accordance with this authorization.

The conversion ratio is determined by dividing the nominal amount by the conversion price of € 1.10 determined for one non-par value registered share of the Company. The conversion ratio may in any event be rounded up or down to the next whole number. 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) *Conversion price; anti-dilution protection*

The conversion price for one non-par value registered share of the Company amounts to € 1.10.

Notwithstanding Section 9 Paragraph 1 AktG, the 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 to preserve the rights of the holders and/or creditors of the bonds if the Company, during the term of the bonds, (i) increases its share capital by way of a capital increase from the Company's reserves and the issue of new shares, or (ii) increases its share capital or sells treasury shares granting an exclusive subscription right to its shareholders (in each case 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 with conversion rights or with the obligation to exercise a 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 conversion rights or the debtors of already existing conversion obligations 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 conversion right or fulfillment of the conversion obligation. The conversion price may, to the extent legally permissible, also be reduced by a cash payment upon the exercise of the conversion right or the fulfillment of the conversion obligation. To the extent required to protect against dilution, the terms and conditions of the bonds 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, as applicable.

The terms and conditions of the bonds may also provide for an adjustment of the conversion rights or obligations and/or the number of conversion rights or, as the case may be, conversion obligations in relation to the notes 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.

There will be no adjustment in the event of the resolution and implementation of the capital reductions proposed under agenda items 3 and 4.

(5) *Further provisions*

The Executive Board of the Company is authorized, with the consent of the Supervisory Board and within the framework of the authorization, to determine the further details concerning the issuance and features of the bonds, in particular, exact term and denomination, subscription and/or conversion ratio, settlement or consolidation of fractional amounts, anti-dilution provisions, seniority and a possible sharing of losses, as well as, to provide for a subscription right of the holders or creditors of the bonds in the event that the Company or 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") 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.

b) Amendment of Conditional Capital XIV

The Conditional Capital XIV is amended as follows:

"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 or on the basis of the authorization resolution of the General Shareholders' Meeting of November 27, 2020 prior to the end of March 31, 2021 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 respectively in accordance with the authorization resolution of the General Shareholders' Meeting of November 27, 2020.

The conditional capital increase is only to be implemented

- (1) 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),

or

- (2) if bonds are issued in accordance with the authorization resolution of the General Shareholders' Meeting of November 27, 2020, and only to the extent that
- conversion rights are exercised or
 - holders or creditors of bonds who are under a conversion obligation fulfill their obligation to exercise the option or their conversion obligation,

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."

c) Amendment of Section 5 Paragraph 6 of the Articles of Association

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

"(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 the holders or creditors of conversion rights under bonds issued by the Company based on the authorization of the Executive Board by resolution of the General Shareholders' Meeting of November 27, 2020 prior to the end of March 31, 2021, 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 the holders or creditors of bonds issued by the Company based on the authorization of the Executive Board by resolution of the General Shareholders' Meeting of November 27, 2020 prior to the end of March 31, 2021, are obliged 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 or in accordance with the authorization resolution of the General Shareholders' Meeting of November 27, 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."

3.

Resolution on the reduction of the share capital by redemption of six shares in a simplified form and amendment of the Articles of Association

In order to establish an even reduction ratio of 8 : 1 for the ordinary capital reduction proposed under agenda item 4, one shareholder transferred six shares to the Company free of charge. These six shares are to be redeemed and the share capital reduced accordingly from EUR 47,129,846.00 by EUR 6.00 to EUR 47,129,840.00.

Executive Board and the Supervisory Board propose to resolve:

- a) The Company's share capital in the amount of EUR 47,129,846.00, divided into 47,129,846 no-par value registered shares, is reduced by EUR 6.00 to EUR 47,129,840.00 by way of simplified form pursuant to Section 237 Paragraph 3 Number 1, Paragraph 4 and Paragraph 5 AktG by redemption of six shares acquired by the Company free of charge. The capital reduction by redemption shall be effected for the purpose of allocation to the capital reserves of the Company and to create an even reduction ratio of 8 : 1 for the ordinary capital reduction proposed under item 4 of the agenda. The proportionate amount of the share capital of EUR 6.00 attributable to the six shares to be withdrawn shall be transferred to the Company's capital reserves.
- b) The Executive Board is authorized, with the consent of the Supervisory Board, to determine the further details concerning the reduction of the share capital and its implementation.
- c) Section 5 Paragraph 1 and 2 of the Articles of Association shall be amended as follows:
 - "(1) The Company's share capital amounts to € 47.129.840,00 (in words: EURO forty-seven million one hundred twenty-nine thousand eight hundred forty).
 - (2) The share capital is divided up into 47.129.840 non-par value shares."

4.

Resolution on the reduction of the share capital by way of an ordinary capital reduction by consolidation the shares for the purpose of covering losses and allocation to the capital reserves of the Company and amendment of the Articles of Association

The interim balance sheet of the Company as of September 30, 2020, shows capital reserves of EUR 54,000,073.87 and losses totaling EUR 77,780,245.27 (loss carried forward of EUR 71,588,874.84 and net loss for the current fiscal year 2020 of EUR 6,191,370.43). The losses not covered by the capital reserve thus amount to EUR 23,780,171.40. Furthermore, the Company's share price has been consistently significantly below EUR 1.00 since October 19, 2020. This limits the Company's ability to raise new funds quickly and flexibly, which is important for the Company. Against this background, the share capital (reduced by EUR 6.00 to EUR 47,129,840.00 according to item 3 of the agenda) shall be reduced for the purpose of covering losses to the extent that they exceed the capital reserves (i.e. in the amount of EUR 23,780,171.40) and otherwise for the purpose of allocation to the capital reserves of the Company.

Executive Board and the Supervisory Board propose to resolve:

- a) The share capital reduced to EUR 47,129,840.00 in accordance with item 3 of the agenda, divided into 47,129,840 registered no-par value shares without nominal value, is reduced by EUR 41.238.610.00 to EUR 5.891.230.00. The reduction of the share capital is carried out in accordance with the provisions on the ordinary capital reduction pursuant to Sections 222 et seq.

AktG. It serves to cover losses in the amount of EUR 23,780,171.40 and otherwise to allocate to the Company's capital reserves.

- b) The reduction of the share capital will be carried out in such way that the 47,129,840 non-par value shares will be consolidated at a ratio of 8 : 1.
- c) The Executive Board is authorized, with the consent of the Supervisory Board, to determine the further details concerning the reduction of the capital increase and its implementation.
- d) Section 5 Paragraph 1 and 2 of the Articles of Association shall be amended as follows:
 - "(1) The Company's share capital amounts to € 5,891,230,00 (in words: EURO five million eight hundred ninety-one thousand two hundred thirty).
 - (2) The share capital is divided up into 5,891,230 non-par value shares."

The interim balance sheet of the Company as of September 30, 2020 will be available on the Internet at <http://www.epigenomics.com/de/news-investoren/hauptversammlung/> as of the date on which the General Shareholders' Meeting is convened. The interim balance sheet of the Company will be available on the aforementioned website during the General Shareholders' Meeting.

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

Under item 2 of the agenda, the Executive Board and the Supervisory Board propose to the General Shareholders' Meeting to be held on November 27, 2020 to create another authorization to issue convertible bonds 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 convertible bonds under item 2 of the agenda:

The proposed new authorization to issue convertible bonds in an aggregate nominal amount of up to € 5,500,000.00 as well as the amendment of Conditional Capital XIV and Section 5 Paragraph 6 should enable the Company to raise liquidity at short notice.

The shareholders are, in principle, entitled to a statutory subscription right for bonds with conversion rights or conversion obligations, Section 221 Paragraph 4, Section 186 Paragraph 1 AktG. To the extent that shareholders are not granted the possibility to directly subscribe for the bonds, the Executive Board may make use of the possibility to issue bonds 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 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 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 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.

The issue price of the new shares is € 1.10. This structure enables the Company to raise additional cash at short notice, on which it is urgently dependent in light of the current liquidity situation and the operational challenges in connection with the current reimbursement procedure of Epi proColon in the USA (*National Coverage Determination; NCD*). In particular, the Company succeeded to conclude a so-called backstop agreement with several shareholders, namely Deutsche Balaton Aktiengesellschaft and other companies, which are affiliated with Deutsche Balaton Aktiengesellschaft within the meaning of Sections 15 et seqq. AktG, at this issue amount on November 3, 2020. In the backstop agreement, Deutsche Balaton Aktiengesellschaft undertook, in the event that the General Meeting resolves the authorization proposed under item 2 of the agenda, the respective amendment of Conditional Capital XIV and of Section 5 Paragraph 6 of the Articles of Association is entered in the commercial register and the Company makes use of this authorization and, furthermore, the General Shareholders' Meeting resolves the capital reductions proposed under items 3 and 4 of the agenda and these resolutions are entered in the commercial register, to subscribe for convertible bonds in a nominal amount of up to € 4,000,000.00 by exercising its subscription right and, in addition, by acquiring convertible bonds that the shareholders have not subscribed to.

The conditions of the convertible bonds, including the issue price, will not be adjusted in the event of the adoption of a resolution and implementation of the capital reductions proposed to the General Meeting under items 3 and 4 of the agenda.

The above report of the Executive Board on item 2 of the agenda will be available on the Internet at <http://www.epigenomics.com/news-investors/general-shareholder-meeting/> as of the date on which the General Shareholders' Meeting is convened. In addition, the report will be available on the aforementioned website during the General Shareholders' Meeting on November 27, 2020.

Further information regarding the calling

1. Conducting the General Shareholders' Meeting as a virtual 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, Insolvency and Criminal Procedure Law, Federal Official Journal (Bundesgesetzblatt) I 2020, p. 569, the "COVID-19-Act"), the General Shareholders' Meeting, with the consent of the Supervisory Board, will be held as a virtual General Shareholders' Meeting without the physical presence of the shareholders or their authorized representatives (with the exception of the proxies nominated by the Company). That means:

- **No physical attendance:** Physical attendance of the shareholders or their authorized representatives is excluded.
- **Transmission on Shareholders' Portal (Internet portal):** The General Shareholders' Meeting will be transmitted live in the password protected Internet portal of the Company (Shareholders' Portal) on November 27, 2020 starting at 13:00 p.m. (CET) under the web address <http://www.epigenomics.com/news-investors/general-shareholder-meeting/>. Live transmission especially does not enable attendance of the General Shareholders' Meeting within the meaning of Section 118 Paragraph 1 Sentence 2 AktG.
- **Access to the Shareholders' Portal:** 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 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 General Shareholders' Meeting.

- **Registration requirement:** For merely following the transmission of the General Shareholders' Meeting in the Shareholders' Portal it is sufficient to access the Shareholders' Portal and no registration is required. Shareholders who wish to participate in the virtual General Shareholders' Meeting (and for example exercise voting rights, ask questions or declare objections) must register for the General Shareholders' Meeting at the latest on Monday, November 23, 2020, 12:00 midnight (CET) (see below under 2.).
- **Exercise of voting rights:** Shareholders or their authorized representatives can exclusively exercise their voting rights via absentee ballot (postal vote) (see below under 5.) or by issuing power of attorney to the proxies nominated by the Company (see below under 6.). Furthermore, it is also possible to issue power of attorney to a third party. However, authorized representatives (with the exception of the proxies appointed by the company) may also not physically participate in the General Meeting, and they too may only exercise the voting rights for the shareholders they represent by postal vote or by granting a (sub-) power of attorney to the proxies nominated by the Company (see below under 7.).
- **Questions:** 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, November 24, 2020, 12:00 midnight (CET) (see below under 8.3).
- **Objections to resolutions:** Shareholders, who exercised their voting rights have the possibility, in deviation from Section 245 Number 1 AktG, of objecting electronically to resolutions (see below under 9).

2. Attendance at the virtual General Shareholders' Meeting

For merely following the transmission of the General Shareholders' Meeting in the Shareholders' Portal it is not necessary to register with the Company to attend; it is sufficient to access the Shareholders' Portal.

Only those shareholders who are entered in the share register of the Company and register with the Company to attend the General Shareholders' Meeting are authorized to participate – beyond simply following the transmission – in the virtual General Shareholders' Meeting and in particular to exercise their voting rights.

Registration must be in text form in German or English and must be received by the Company by Monday, November 23, 2020, 12:00 midnight (CET), 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

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.

3. Changes of registrations in the share register

As stated in Section 2 above, only those shareholders who are entered in the share register and have properly registered in due time with the Company to attend the General Shareholders' Meeting are authorized to participate in the virtual General Shareholders' Meeting and to exercise their voting rights. In this respect, the point in time decisive as to the registration in the share register is the day of the General Shareholders' Meeting. In order to ensure proper preparation and conduct of the General Shareholders' Meeting, the Company will not make any changes to the entries in the share register, i.e. it will not cancel or add any entries, if the request for a change of a register entry is received by the Company after the end of November 23, 2020, i.e. after November 23, 2020, 12:00 midnight (CET). If a request for a change of a register entry is received by the Company after November 23, 2020, the entry in the share register will be changed only after the General Shareholders' Meeting has ended; the right to attend and vote at the General Shareholders' Meeting pertaining to the shares affected by the change of the register entry will remain with the person who is to be deleted in the share register as a result of such request for a change of the register entry.

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

4. Holders of American Depositary Receipts (ADRs)

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

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

Tel. +1 888-269-2377 (toll-free number in the U.S.)
Tel. +1 201 680 6825 (international)

Website: www.mybnymdr.com
E-mail: shrrelations@cpushareownerservices.com

5. Absentee voting

Shareholders may submit their votes via absentee ballot (postal vote). Shareholders must duly register in order to exercise their voting rights.

Voting by postal vote can be in writing or electronically:

- For the casting of absentee votes in writing, shareholders may use the form provided with the invitation to the General Shareholders' Meeting. Absentee votes provided in writing must be

delivered in text form at the latest by the end of November 26, 2020, i.e. by no later than November 26, 2020, 12:00 midnight (CET) to the Company

by mail to the following address:

Epigenomics AG
c/o Computershare Operations Center
80249 Munich

or by Fax to +49 89 30903-74675

or by E-Mail to 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/news-investors/general-shareholder-meeting/>. Electronic voting may occur via the Internet based Shareholders' Portal up until the beginning of the vote in the virtual 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.

6. Absentee voting by proxies nominated by the Company

As a special service, the Company offers its shareholders to grant power of attorney 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 General Shareholders' Meeting and the exercise of voting rights as stated in Section 2 above must likewise be observed. Powers of attorney granted to the proxies nominated by the Company must be in text form. Instructions must be given to the proxies nominated by the Company, the 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.

Proxies and instructions can be issued via the Shareholders' Portal or outside:

- Shareholders (or their authorized representatives) may grant power of attorney and give instructions to the proxies nominated by the Company via the Shareholders' Portal under <http://www.epigenomics.com/news-investors/general-shareholder-meeting/> until the start of voting at the virtual 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 General Shareholders' Meeting via the Shareholders' Portal set forth under Section 2 above apply accordingly to the use of the Shareholders' Portal.
- Furthermore, shareholders may grant power of attorney and give instructions in text form to the proxies nominated by the Company also outside the Shareholders' Portal, in particular by using 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 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 November 26, 2020, 12:00 midnight (CET) in text form, at the latest,

by mail to the following address:

Epigenomics AG
c/o Computershare Operations Center
80249 Munich

or by Fax to +49 89 30903-74675

or by E-Mail to anmeldestelle@computershare.de

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.

7. Authorization of third parties

Shareholders may exercise their voting rights in the virtual 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 2 above, shareholders must be entered into the share register of the Company and must have registered themselves or their authorized representatives in due time with the Company.

Authorized representatives (with the exception of proxies nominated by the Company) may not physically participate at the General Shareholders' Meeting. They may only exercise voting rights for the shareholders whom they represent by way of absentee voting, as stated in Section 5 above, or by issuing (sub-)power of attorney to proxies nominated by the Company, as stated in Section 6 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 possibly 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 order to ensure timely receipt of the access password in this case, shareholders are requested to authorize vis-à-vis the Company in good time and, if possible, to provide an e-mail address to which the authorized representative access password can be sent.

The proxy authorization vis-à-vis the Company as well as the transmission of proof of authorization for an authorization granted to the proxyholder and a possible revocation of proxy to the Company, must be submitted by November 26, 2020, 12:00 midnight (CET) at the latest

in text form

to the address

Epigenomics AG
c/o Computershare Operations Center
80249 Munich

or by Fax to +49 89 30903-74675
or by Mail to 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 General Shareholders' Meeting.

8. Shareholders' rights

8.1 Requests to include items in the agenda pursuant to Section 122 Paragraph 2 AktG, Art. 2 Section 1 Paragraph 3 Sentence 4 COVID-19-Act

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 November 12, 2020, i.e. by November 12, 2020, 12:00 midnight (CET), 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 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.

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

During the virtual the 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 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

by the end of November 12, 2020, i.e. by November 12, 2020, 12:00 midnight (CET), 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 November 12, 2020, i.e. by November 12, 2020 at 12:00 midnight (CET), and which are made accessible by the Company, will be treated in the General Shareholders' Meeting as if they had been raised orally in the General Shareholders' Meeting, provided that the shareholder who makes the countermotion or the election nomination – as set forth above in Section 2 – , at the time of the virtual General Shareholders' Meeting, is listed in the share register and has duly registered for the virtual General Shareholders' Meeting.

8.3 Possibility of asking questions pursuant to Section 131 Paragraph 1 AktG, Art. 2 Section 1 Paragraph 2 Sentence 1 Number 3 and Sentence 2 COVID-19-Act

Shareholders who are registered for the 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 November 24, 2020, i.e. by November 24, 2020, 12:00 midnight (CET) 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 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 due discretion. 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.

8.4 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 Number 3 Sentence 2 and Paragraph 3 COVID-19-Act can be found on the website of Epigenomics AG at <http://www.epigenomics.com/news-investors/general-shareholder-meeting/>.

9. Objections to resolutions of the virtual 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 General Shareholders' Meeting. Objections may be raised once the virtual General Shareholders' Meeting has commenced and until its end by sending an email to 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.

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

At the time of the calling of this General Shareholders' 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 General Shareholders' Meeting is 47,129,846. The Company does not hold treasury shares.

11. Reference to the Company's website

This invitation to the General Shareholders' Meeting, the Back-Stop Agreement dated November 3 2020, the Report of the Executive Board on item 2 of the agenda, the interim balance sheet as of September 30, 2020 and the documents pursuant to Section 124a AktG as well as further information relating to the General Shareholders' Meeting can be downloaded from the following website once the General Shareholders' Meeting has been called: <http://www.epigenomics.com/news-investors/general-shareholder-meeting/>.

The documents that are required to be made available to the General Shareholders' Meeting will also be available during the General Shareholders' Meeting on November 27, 2020 on the abovementioned website.

12. Information on data protection for shareholders

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 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 Sections 67, 67e AktG and Art. 6 Paragraph 1 Sentence 1 lit. c) DS-GVO in conjunction with Sections 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 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 registration agents and, where applicable, from by the final intermediary who holds the shares for the shareholder.

The service providers commissioned by Epigenomics AG for the purpose of organizing the 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 Number 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, November 2020

Epigenomics AG
The Executive Board