

Rules of Procedure of the Supervisory Board of Epigenomics AG

The supervisory board shall impose upon itself the following

Rules of Procedure:

§ 1

General Provisions

- (1) The supervisory board shall carry out its activities as per statutory provisions, the German Corporate Governance Code, the articles of association and these rules of procedure. In fulfilling its duties the supervisory board shall co-operate with the other corporate bodies of the Company to obtain the best results for the Company. Its members shall have the same rights and duties and are not bound to instructions.
- (2) The members of the supervisory board are required to always act in the best interest of the Company and shall neither pursue personal interests in taking their decisions nor shall they use corporate opportunities belonging to the Company.
- (3) Each supervisory board member shall disclose conflicts of interest, in particular those which can arise as a result of consulting, official functions or other activities at customers, suppliers, creditors, competitors or other business partners of the Company, to the chairperson of the supervisory board. The chairperson of the supervisory board shall disclose his/her own conflicts of interest to the supervisory board.

§ 2

Election of Chairperson and of One or Several Deputy Chairpersons

- (1) From among its members, the supervisory board shall elect a chairperson and one or several deputy chairpersons. In the absence of a chairperson the election of the chairperson shall be conducted by the eldest member of the supervisory board.
- (2) The tenure of the chairperson and of the deputy chairperson or deputy chairpersons shall be equal to their tenure as members of the supervisory board. If the chairperson ceases to be member of the supervisory board prior to the termination of his tenure, an election of a new chairperson for the remaining term of office of the chairperson who has ceased to be a member of the supervisory board shall take place without undue delay. The same applies accordingly in the event the sole deputy chairperson or all deputy chairpersons have ceased to be member of the supervisory board.
- (3) In the event that the first election of a chairperson or of the or a deputy chairperson does not result in a simple majority of the votes for a candidate, a second election shall be held between those two candidates for which most votes were cast. In the event that the outcome of such second election is a tie, the vote of the eldest supervisory board

member or – in case of the election of the or a deputy chairperson – of the chairperson shall be counted twice.

- (4) The deputy chairperson substitutes the chairperson in case of his/her hindrance. This, in particular, also applies with respect to the tasks and competences assigned to the chairperson by these rules of procedure. The deputy chairperson cannot exercise the casting vote of the chairperson (§ 5 paragraph (4) sentence 3). In the event several deputy chair persons are elected the supervisory board determines the order in which they are entitled to substitute the chairperson in case of his/her hindrance. In the absence of such a determination by the supervisory board the order is determined by the age of the deputy chairpersons beginning with the eldest deputy chairperson.

§ 3

Duties of the Chairperson

- (1) The chairperson represents the supervisory board vis-à-vis third parties and vis-à-vis the management board (*Vorstand*). In addition, he/she has the rights and obligations set forth in statutory provisions, the articles of association and these rules of procedure.
- (2) In urgent cases the chairperson has the right to preliminary consent to those measures and actions of the Company which pursuant to the articles of association or rules of procedure of the management board of the Company require the consent of the supervisory board. In the following meeting of the supervisory board a board resolution has to be adopted regarding such consent.
- (3) The chairperson has the right to make and receive such declarations necessary to implement the resolutions and decisions of the supervisory board and of its committees if and to the extent the supervisory board is in charge of such implementation.

§ 4

Convocation of Meetings

- (1) The meetings of the supervisory board shall take place at the seat of the Company or at another meeting place, notification of which shall be given in the invitation.
- (2) The supervisory board shall be convoked if required. At least once every calendar quarter a meeting shall be held. In addition to the regular meetings of the supervisory board extraordinary board meetings can be convoked at any time upon request of a member of the supervisory board or the management board. Other than the provisions of § 110 Stock Corporation Act shall apply.
- (3) Meetings of the supervisory board shall be convened in text form by the chairperson observing a notice period of fourteen (14) days. The day of dispatch of the convening notice and the day of the meeting shall be disregarded in the calculation of the notice period. In urgent cases, the chairperson may shorten the notice period for calling a meeting and convene the meeting orally or by telephone. The chairperson may,

according to his/her best judgement, cancel or postpone a meeting which has been convened.

- (4) Together with the invitation the time and place of the meeting and the agenda shall be communicated. The agenda shall be amended if a member of the supervisory board or the management board so requests, stating the purpose and the reasons, and if such amendment can be notified in text form to the supervisory board members no later than on the seventh days prior to the meeting; in urgent cases, a later notification as well as a notification made orally or by telephone is permissible. Proposals for a resolution shall be communicated so timely and in a form that absent members are able to vote upon them in writing.

§ 5

Meetings and Adoption of Resolutions

- (1) Resolutions of the supervisory board shall be adopted at meetings. Resolutions on items of the agenda which were not or not properly communicated can only be adopted if no supervisory board member objects or in urgent cases. In this case absent supervisory board members shall have the opportunity to retroactively object to such resolution within a reasonable period to be determined by the chairperson; the resolution shall only become valid if no absent supervisory board member has objected within such period except in cases of urgency. On instruction of the chairperson of the supervisory board, resolutions can also be adopted in writing, by telegraph, by telex or telefax, by e-mail or any other customary means of telecommunication, in particular by telephone or video conference, if no member of the supervisory board objects to this procedure without undue delay; the members of the supervisory board shall have no right to object if the resolution is adopted by means of telecommunication in a manner which ensures that the members of the supervisory board participating in the resolution can see and/or hear each other in real time conditions and can thus discuss the matter on which the resolution is passed. Resolutions adopted outside of meetings shall be recorded in writing by the chairperson of the supervisory board and shall be sent to all members of the supervisory board.
- (2) The chairperson of the supervisory board shall take the chair.
- (3) The supervisory board shall have a quorum in accordance with the Articles of Association. Absent supervisory board members shall be able to participate in the passing of a resolution by having supervisory board members present in the meeting handing in their written votes. Furthermore, absent supervisory board members shall have the right to cast their vote, during meetings or thereafter within a reasonable period to be determined by the chair of the meeting, orally, by telephone, by telegraph, by telex or telefax, by e-mail or any other customary means of telecommunication, i.e. in particular by video conference, if no supervisory board member attending the meeting in person objects; the members of the supervisory board shall have no right to object if the resolution is adopted by means of telecommunication in a manner which ensures that the absent and the present members of the supervisory board can see and

hear each other in real time conditions and can thus discuss the matter on which the resolution is passed.

- (4) Resolutions of the supervisory board shall be adopted with a simple majority of the votes cast, unless otherwise provided in the statutory provisions or in the articles of association. Abstention from voting shall not be counted as a vote. In the event of a tie the chairperson shall have the casting vote. The chairperson shall determine the electoral procedure. However, if a member of the supervisory board requests a secret ballot then voting shall be conducted in secret. The provisions of this paragraph (4) shall also apply to elections.
- (5) The members of the management board shall participate in the meetings of the supervisory board, unless the supervisory board or its chairperson decides otherwise.
- (6) Minutes shall be prepared of the meetings of the supervisory board and its committees, which shall be signed by the chair of the respective meeting. The minutes shall contain the place and day of the meeting, the participants, the items on the agenda, the main content of the negotiations and the resolutions adopted by the supervisory board. The minutes shall be delivered to all members of the supervisory board. Minutes shall also be prepared regarding resolutions adopted in writing, by telegraph, by telex or telefax, by e-mail or by any other customary means of telecommunication, also stating the manner in which the resolution was adopted, and they shall be signed by the chairperson of the supervisory board. Such minutes shall be delivered to all members of the supervisory board without undue delay. The relevant minutes are deemed to be approved if no supervisory board member, who has attended the meeting, objects to such minutes in writing vis-à-vis the chairperson within one month after mailing of the minutes. Resolutions adopted by the supervisory board in a meeting may be recorded during that meeting in writing and may be signed by the chairperson as part of the minutes of the meeting; if and to the extent board resolutions are recorded in this form and manner, objections against these resolutions by present members of the supervisory board can only be raised during the supervisory board meeting.
- (7) The chairperson of the supervisory board shall be authorized to submit on behalf of the supervisory board those declarations necessary for the implementation of the supervisory board's resolutions.

§ 6

Confidentiality Obligation

- (1) All members of the supervisory board undertake to observe confidentiality regarding confidential information and secrets of the Company, namely operational or business secrets of which they have gained knowledge during their activities. Persons who participate in the meetings of the supervisory board, although they are not members of the supervisory board, need to be specifically bound to observe the confidentiality.
- (2) The disclosure of information to third parties, which is not obviously permissible, shall be notified to the supervisory board and the management board prior to the disclosure identifying the person to whom the information is intended to be disclosed. Prior to

the disclosure the supervisory board and the management board shall have the opportunity to give their opinion as to whether the disclosure of such information is in compliance with the articles of association of the Company, these rules of procedure, the statutory provisions and the interest of the Company. This statement will be given by the chairperson of the supervisory board and the chairperson of the management board. If, based on that statement, the chairperson of the supervisory board refuses to approve the disclosure, he/she shall, without undue delay, request a decision by the supervisory board, if this is requested by the concerned member of the supervisory board. In this case, the concerned member of the supervisory board shall only be permitted to disclose the information to third parties, if the supervisory board has given its approval with a majority of two thirds.

- (3) The members of the supervisory board shall remain to be bound by the confidentiality obligation set out in the above paragraphs after withdrawal from the supervisory board. Once their office has expired they shall return all confidential documents to the chairperson of the supervisory board.
- (4) Written reports of the management board to the supervisory board shall be given to the members of the supervisory board unless the supervisory board decides otherwise in individual cases. Each member of the supervisory board is entitled to inspect audit reports from the auditors, dependence reports (*Abhängigkeitsberichte*) and any special reports. These reports shall not be handed out to the members of the supervisory board unless the supervisory board decides otherwise in individual cases.

§ 7

Committees, Procedures of Committees

- (1) The supervisory board forms an audit committee (§ 8) from among its members. In addition, the supervisory may form further committees, in particular to prepare its negotiations and resolutions or to supervise the implementation of resolutions. The supervisory board may – to the extent legally permissible – transfer to such committees authority to take decisions.
- (2) If a member of a committee ceases to be member of the committee or is not only temporarily prevented from exercising his duties the supervisory board shall elect a new member for the remaining term of office without undue delay and at the latest in the next meeting.
- (3) Committee meetings shall be convened, the agenda shall be announced and special documents for the agenda shall be delivered observing a notice period of five days. Sentence 1 does not apply if and to the extent the committee members have waived its application or the committee chairperson has shortened the period in urgent cases. The committees shall only have quorum if all committee members participate in the passing of a resolution. In the event of a tie the committee chairperson shall have the casting vote.
- (4) Each committee may elect from among its members a committee chairperson, unless the supervisory board determines such a chairperson, unless provided otherwise

hereinafter below. The committee chairperson takes the chair in the meetings of the committee. In case the committee chairperson is prevented from chairing a meeting, the chair is taken by a committee member designated by the committee chairperson or, in the absence of such a designation, elected by the committee. The member so designated or elected cannot exercise the casting vote of the committee chairperson (paragraph (3) sentence 4).

- (5) The committees of the supervisory board shall fulfil in the name and on behalf of the entire supervisory board the functions transferred to them by these rules of procedure and by separate resolutions of the supervisory board.
- (6) The committees shall regularly report to the entire supervisory board about their work.
- (7) The chairperson of the committee may involve members of the supervisory board, who do not belong to the committee, in their advisory capacity. Members of the management board of the Company shall participate in committee meetings if and to the extent that the chairperson of the committee so requests.
- (8) Otherwise, the provisions of the articles of association relating to the supervisory board and of §§ 4 and 5 of these rules of procedure shall apply accordingly to the procedures of the supervisory board committees.

§ 8 Audit Committee

- (1) The audit committee consists of at least two members. The supervisory board determines the exact number of members by way of resolution. At least one member of the audit committee shall have expertise knowledge in the fields of accounting or annual auditing within the meaning of § 100 paragraph (5) Stock Corporation Act. In addition, the members of the audit committee as a whole (*in ihrer Gesamtheit*) shall have competence relevant to the sector in which the Company is operating.
- (2) The chairperson of the audit committee should be independent and not be a former member of the management board of the Company whose appointment ended less than two years ago. He should have specialist knowledge and experience in the application of accounting principles and internal control processes. The chairman of the supervisory board should not be the chairperson of the audit committee.
- (3) Meetings of the audit committee take place prior to the approval of the annual financial statements and of the consolidated financial statements as well as prior to the publication of the half-year financial report of the Company and, beyond that, as and when required.
- (4) The audit committee deals with
 - a) accounting issues,

- b) the monitoring of the accounting process. Thereby the audit committee can submit recommendations and proposals to the supervisory board which are aimed at securing the integrity of the accounting process,
 - c) the effectiveness of the internal control system, of the risk management system and of the internal audit system as well as
 - d) aspects of compliance.
- (5) Moreover, the audit committee also deals with the audit of the annual financial statements.
- a) In particular, the audit committee deals with
 - the choice and the independence of the auditor,
 - the services rendered additionally by the auditor,
 - the issuing of the audit mandate to the auditor,
 - the determination of auditing focal points and
 - the fee agreement.
 - b) The audit committee shall obtain a statement from the proposed auditor within the meaning of section 7.2.1 German Corporate Governance Code.
 - c) The audit committee prepares the decisions of the supervisory board, to the extent required by statutory law, on the approval of non-audit services by the auditor.
 - d) The supervisory board shall agree with the auditor that the chairman of the audit committee will be informed immediately of any grounds for disqualification or partiality occurring during the audit, unless such grounds are eliminated immediately.
 - e) The audit committee should issue a recommendation for the election of the auditor. The proposal of the supervisory board to the shareholder meeting for the election of the auditor shall be based on the recommendation of the audit committee.
- (6) Furthermore, the audit committee prepares the decisions of the supervisory board on the approval of the annual financial statements and of the consolidated financial statements as well as the preparation of the corporate governance report, including the remuneration report. To this effect, the audit committee pre-checks the documents set forth in the foregoing sentence as well as the management report and the consolidated management report and the proposal for the attribution of profits. The auditor shall attend the discussions of the audit committee on these issues.

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