

Invitation to the 2021 Annual General Shareholders' Meeting of Epigenomics AG, Berlin

– ISIN: DE000A3H2184 / German Security Identification Number (WKN): A3H218 –

Dear Shareholders,

We hereby invite you to attend

the Annual General Shareholders' Meeting of Epigenomics AG

on **Wednesday, June 16, 2021 at 11:30 a.m. (CEST)**

The Annual General Shareholders' Meeting will be held as a **virtual Annual General Shareholders' Meeting without the physical presence of the shareholders** or their authorized representatives (except for the proxies nominated by the Company). The virtual General Shareholders' Meeting will be broadcast **live on the internet** for registered shareholders. The shareholders or their authorized representatives can exercise their voting rights exclusively by way of postal vote or by authorizing the proxies nominated by the Company. The venue of the Annual General Shareholders' Meeting for purposes of the German Stock Corporation Act (AktG) is Leopoldstraße 8, 80802 Munich, Germany.

PART A AGENDA

1.

Presentation of the approved annual financial statements and the approved consolidated financial statements as well as the management report of Epigenomics AG and the group management report, the report of the Supervisory Board and the explanatory report of the Executive Board on the information pursuant to Section 289a (1), Section 315a (1) of the German Commercial Code (HGB) for the fiscal year 2020

As of the date of convening the Annual Shareholders' Meeting, the aforementioned documents are available on the internet at <https://www.epigenomics.com/news-investors/general-shareholder-meeting/>. These documents will also be available on the aforementioned website during the Annual General Shareholders' Meeting on June 16, 2021.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Executive Board. Pursuant to Section 172 sentence 1 AktG, the annual financial statements are adopted upon approval by the Supervisory Board. The documents specified under this item of the agenda need only be made available to the Annual General Shareholders' Meeting. No resolution shall therefore be adopted by the virtual Annual General Shareholders' Meeting regarding item 1 of the agenda.

2.

Resolution on the approval of the actions of the members of the Executive Board for the fiscal year 2020

The Executive Board and the Supervisory Board propose that the actions of the members of the Executive Board holding office in the fiscal year 2020 be approved for that period.

3.

Resolution on the approval of the actions of the members of the Supervisory Board for the fiscal year 2020

The Executive Board and the Supervisory Board propose that the actions of the members of the Supervisory Board holding office in the fiscal year 2020 be approved for that period.

4.

Resolution on the reduction of the number of Supervisory Board members and the amendment of § 10 (1) of the Articles of Association

The Supervisory Board currently consists of six members. The number of Supervisory Board members shall be reduced from currently six to four members.

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

The number of Supervisory Board members is reduced from six to four members and § 10 (1) of the Articles of Association is amended accordingly as follows:

"(1) The Supervisory Board shall consist of four members, who are elected by the General Shareholders' Meeting."

5.

Elections to the Supervisory Board

Pursuant to Sections 95, 96 (1) AktG in conjunction with § 10 (1) of the Articles of Association, the Supervisory Board currently consists of six members to be elected by the General Shareholders' Meeting. The term of office of all current Supervisory Board members ends upon the conclusion of the Annual General Shareholders' Meeting on June 16, 2021. Due to the change of the number of Supervisory Board members as proposed under item 4 of the agenda, the new election will be conducted for four Supervisory Board members only.

The General Shareholders' Meeting is not bound by nominations.

The Supervisory Board proposes to elect

- a) **Dr. Helge Lubenow**, independent consultant and CEO of Proteomedix AG, Zurich, Switzerland, resident in Langenfeld, Germany,
- b) **Heino von Prondzynski**, chairman of the Supervisory Board of Epigenomics AG and former member of the group management of Hoffmann-La Roche (CEO of the Roche Diagnostics division at F. Hoffmann-La Roche Ltd., Basel, Switzerland), resident in Einsiedeln, Switzerland,
- c) **Franz Thomas Walt**, member of the Supervisory Board of Epigenomics AG, resident in Flims Dorf, Switzerland,
- d) **Alexander Link**, member of the board of directors of Deutsche Balaton AG, Heidelberg, Germany, and managing director of CornerstoneCapital Beteiligungen GmbH, Frankfurt am Main, Germany, resident in Frankfurt am Main, Germany,

as members of the Supervisory Board for the period until the conclusion of the General Shareholders' Meeting that resolves on the approval of the actions of the Supervisory Board for the second fiscal year after the start of their term of office.

The elections will be conducted as individual elections in accordance with recommendation C.15 of the German Corporate Governance Code.

The candidates proposed for election to the Supervisory Board are members of the following legally required supervisory boards (marked with "—") and comparable domestic or foreign control committees of commercial enterprises (marked with "■"):

Dr. Helge Lubenow

- Indical Biosciences GmbH, Leipzig, Germany
- Tesa Labtec GmbH, Germany

Heino von Prondzynski

- Quotient Ltd., Jersey, Great Britain
- The Binding Site Group, Birmingham, UK

Alexander Link

- 2invest AG (formerly 4basebio AG)
- HW Verwaltungs AG
- PWI Pure System AG
- SPK Süddeutsche Privatkapital AG
- Tabalon Mobile Technologies AG
- Nordic SSW 1000 Verwaltungs AG
- DIO Deutsche Immobilien Opportunitäten AG

Mr. Walt is not a member of other legally required supervisory boards or comparable domestic or foreign control committees of commercial enterprises.

Mr. Link is a member of the board of directors of Deutsche Balaton AG that holds, directly or indirectly via its subsidiaries, more than 10 % of the voting shares of the Company. In addition, it should be noted that the Company's current Supervisory Board Chairman, Heino von Prondzynski, is the chairman of the Board of Directors of Quotient Ltd., whose Chief Executive Officer until the end of March 2021 was Mr. Walt. In the Supervisory Board's view, there are no further personal or business relationships of the proposed candidates with the Group, the governing bodies of the Company, or any shareholders with a material interest in the Company within the meaning of recommendation C.13 of the German Corporate Governance Code.

Pursuant to Section 111 (5) AktG, the Supervisory Board has set a target for the proportion of women on the Supervisory Board of one third. The proportion of women among the candidates proposed for election is one fourth and thus not in line with this target. Nevertheless, the Supervisory Board considers the male and female candidates proposed for election best suited for that office, especially in view of the reduction of the number of members from six to four. As regards future elections, the Supervisory Board intends to maintain the target of one third for the proportion of women on the Supervisory Board.

The election proposals are in line with the profile of skills and expertise prepared by the Supervisory Board with respect to its composition.

The Supervisory Board has satisfied itself that the proposed male and female candidates will be able to devote the time expected to be necessary to exercise their mandates.

The curricula vitae as well as further information on the candidates proposed for election to the Supervisory Board are attached to this invitation as an annex and can be found on the Company's website at <https://www.epigenomics.com/company/supervisory-board/>.

6.

Resolution on the approval of the remuneration system for the members of the Executive Board

Pursuant to Section 120a (1) sentence 1 AktG, as amended by the German Act Implementing the Second Shareholder Rights Directive (*Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie*) of December 12, 2019 (German Federal Law Gazette, Part I 2019, pp. 2637 et seqq.; "SRD II"), the general shareholders' meeting shall resolve on the approval of the remuneration system for the members of the company's executive board presented by the supervisory board in the event of significant amendments to the system, but at least once every four years. The first resolution on the approval of the remuneration system for the members of the executive board presented by the supervisory board shall be adopted by the end of the first annual general shareholders' meeting that takes place after December 31, 2020 (Section 26j (1) sentence 1 of the German Act introducing the German Stock Corporation Act (*Einführungsgesetz zum Aktiengesetz*) (EGAktG)).

On April 27, 2021, the Supervisory Board adopted a new remuneration system for the members of the Executive Board pursuant to Section 87a (1) AktG (in the version as amended by SRD II) that is presented in Part B below (see "The remuneration system for members of the Executive Board").

The Supervisory Board proposes to approve the remuneration system for the members of the Executive Board.

7.

Resolution on the remuneration of the members of the Supervisory Board, including the information pursuant to Section 87a (1) sentence 2 AktG

Pursuant to Section 113 (3) sentence 1 AktG (in the version as amended by SRD II), the general shareholders' meeting shall adopt a resolution regarding the remuneration of the members of the supervisory board at least once every four years. The first resolution shall be adopted by the end of the first annual general shareholders' meeting that takes place after December 31, 2020 (Section 26j (1) sentence 1 EGAktG). The current remuneration of the members of the Supervisory Board is described in Part C. below. In the opinion of the Executive Board and of the Supervisory Board, that remuneration is still appropriate and should not be changed but rather confirmed by the General Shareholders' Meeting.

Furthermore, in the resolution on the remuneration of the members of the Supervisory Board, the information required pursuant to Section 87a (1) sentence 2 AktG (in the version as amended by SRD II) is to be provided analogously and in a clear and understandable manner or a reference to such information is to be included (Section 113 (3) sentence 3 AktG in the version as amended by SRD II). This information is also presented in Part C. below (see "The remuneration system for members of the Supervisory Board").

The Executive Board and the Supervisory Board propose that the remuneration for the members of the Supervisory Board presented in Part C., including the remuneration system for the members of the Supervisory Board described thereunder, be confirmed.

8.

Appointment of the auditor for the audit of the annual financial statements and the consolidated financial statements for the fiscal year 2021 as well as the auditor for the review, if applicable, of interim financial statements for the fiscal year 2021 and the first and second quarter of the fiscal year 2022

In accordance with the recommendation issued by the Audit Committee, the Supervisory Board proposes that the audit firm Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, be appointed

- a) as auditor for the annual financial statements and the consolidated financial statements for the fiscal year 2021 and

- b) as auditor for the review of interim (condensed) financial statements and interim management reports for the fiscal year 2021 and for the first and second quarter of the fiscal year 2022, if and to the extent such interim financial statements and interim management reports are reviewed.

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

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

PART B THE REMUNERATION SYSTEM FOR MEMBERS OF THE EXECUTIVE BOARD

1. Preliminary remarks

Pursuant to Section 87a (1) sentence 1 AktG, the supervisory board of a listed company adopts a clear and understandable system for the remuneration of the executive board members.

On April 27, 2021, the Supervisory Board of Epigenomics AG has adopted a remuneration system for members of the Executive Board that is presented hereinbelow. To the extent that this remuneration system deviates from the recommendations set forth in the German Corporate Governance Code in each case as amended from time to time, this will be separately disclosed in the Company's declaration of conformity and justified.

2. The remuneration system for members of the Executive Board

Principles of the remuneration system for members of the Executive Board

The remuneration system of the Company's Executive Board is designed to contribute to the achievement of strategic goals and the Company's development. This report provides detailed and individualized explanations of the structure and amount of the individual components of remuneration paid to the members of the Executive Board. The remuneration of the Executive Board is determined by the Company's size, complexity, geographical scope and financial position, as well as the performance of the members of the Executive Board as a whole. The amount of the variable remuneration is derived from the achievement of operational and strategic goals as well as the development of the share price. The long-term strategic goals communicated as part of Epigenomics AG's strategy form the key performance indicators for the short-term and long-term variable remuneration (short-term incentives and long-term incentives).

The Supervisory Board determines the structure and amount of remuneration of the members of the Executive Board. To assess the appropriateness of the structure and level of remuneration, a comparison to the external market has been performed. For this, a selection of companies operating in the biotechnology sector and operating in Europe and the United States have served as an external reference. The following 18 companies were identified to make up the peer group: 4basebio AG, 4SC AG, AC Immune SA, Advaxis, Inc., Advicenne S.A., Biofrontera AG, BioPorto A/S, Cembio Diagnostics, Inc., Exact Sciences, Corp., Genmark Diagnostics, Inc., Heidelberg Pharma AG, Medigene AG, Oramed Pharmaceuticals, Inc., Oxford Biodynamics plc, Oxford Immunotec, Inc., Paion AG, Synlogic, Inc., Synthetic MR AB. The peer group used in the market benchmark performed in 2020 as depicted in Table 1. When determining the remuneration of the members of the Executive Board, Epigenomics AG has also considered the internal wage and salary structure and looked at the relation between the Executive Board remuneration and that of Senior Managers and other employees over time.

The remuneration system for the Executive Board is determined by the Supervisory Board. If needed, the Supervisory Board can call on external independent advisors. The Supervisory Board also annually reviews the system and determines the target total remuneration for each member of the Executive Board. This is done in compliance with the provisions set out by the German Stock Corporation Act and the German Corporate Governance Code (GCGC) regarding executive remuneration and the treatment of conflicts of interests. In the event of significant amendments, but at least every four years, the remuneration system decided upon by the Supervisory Board is presented to the Annual General Shareholders' Meeting for adopting advisory resolutions on the approval of the remuneration system (say on pay).

In exceptional cases (such as a severe economic crisis), the Supervisory Board can temporarily deviate from the components of the remuneration system (procedures and rules on the remuneration structure and amounts as well as relating to the individual remuneration components) for the Executive Board, if this is in the interest of the long-term well-being of the Company. This remuneration system for the Executive Board is applicable for all current service contracts for the Executive Board, the extension of these contracts as well as new contracts to be signed.

Table 1 Peer group of Epigenomics AG in 2020

Company	Country
4basebio AG	Germany
4SC AG	Germany
AC Immune SA	Switzerland
Advaxis. Inc.	USA
Advicenne S.A.	France
Biofrontera AG	Germany
BioPorto A/S	Denmark
Chembio Diagnostics. Inc.	USA
Exact Sciences Corp.	USA
Genmark Diagnostics. Inc.	USA
Heidelberg Pharma AG	Germany
Medigene AG	Germany
Oramed Pharmaceuticals Inc.	USA
Oxford Biodynamics plc	UK
Oxford Immunotec, Inc.	UK
Paion AG	Germany
Synlogic. Inc.	USA
SyntheticMR AB	Sweden

The remuneration components for members of the Executive Board are a fixed salary, a short-term (STI) and a long-term incentive component (LTI) as well as further benefits customary in the market. The two variable components STI and LTI are linked to Epigenomics AG's annual performance and the performance over four years, respectively, and thus reward the sustainable, value-oriented development of the Company. The remuneration system for the Executive Board contains the components listed in the following overview:

Table 2 Overview of remuneration components for each member of the Executive Board

Non-performance-related compensation	Fixed Salary	35% - 55% of total compensation.
	Benefits	up to 6% of total compensation.
Performance-related compensation	Value enhancement bonus ¹	3% of the excess of the CoC Consideration over the initial market cap, capped at an individual level per Executive Board position.
	STI	15% - 40% of total compensation at 100% Target achievement.
	LTI	25% - 50% of total compensation.

¹ The entitlement to a value enhancement bonus is triggered in the event of a Change-of-Control or of an Asset Deal.

Components of the remuneration system also include a clawback clause, which enables variable remuneration components to be clawed back in the event that a Board member commits a serious infringement of the duty of care as a member of the Executive Board.

The structure of the remuneration is strongly aligned with the Company's performance and long-term value creation.

Fixed Salary

The fixed remuneration comprises the annual fixed salary paid out in twelve equal instalments at month-end. The annual fixed salary of the members of the Executive Board is market oriented.

Short-term incentive (STI)

For each fiscal year, a short-term variable remuneration ("short-term incentive") with a one-year performance period is granted. The short-term incentive (STI) is based on the achievement of financial criteria, commercial goals and development goals, which are relevant for the further development of the Company. The weights attributed to the financial, commercial and development goals are 25 %, 50 % and 25 %, respectively. The achievement of each of these goals is calculated additively. The actual STI amount is paid out after the Annual General Shareholders' Meeting in the following year.

Epigenomics AG's primary corporate objective is to develop and commercialize in vitro diagnostic products for detecting cancer. The Company takes a goal-oriented approach to managing and monitoring operational progress when executing its strategy. The Supervisory Board and the Executive Board of the Company regularly define milestones and deliverables including revenue, operating results and business targets, as well as product development, clinical and regulatory milestones, against which the performance of the Company and its employees is regularly monitored.

In order to assess the performance of the members of the Executive Board, each year the Supervisory Board sets a target agreement with the Executive Board as a whole. This target agreement contains:

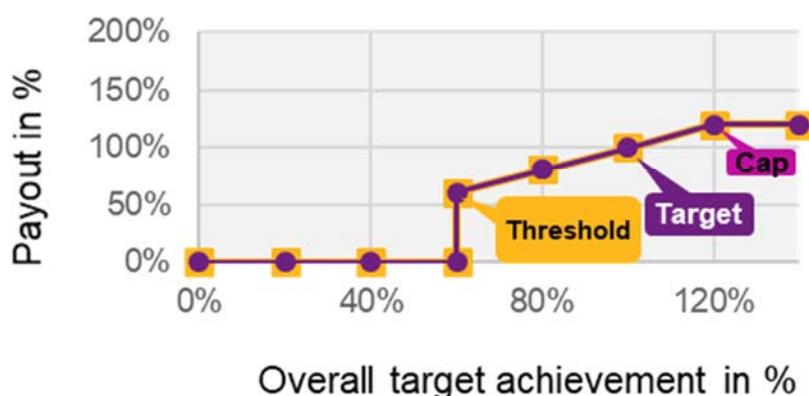
- One-year financial goals.

- One-year strategic targets relating to the further development of Epigenomics AG, primarily targets for commercial success and the development of the Company.

The overall level of achievement is subject to the discretion of the Supervisory Board. No payout takes place at an overall level of achievement below 60 %. Payout is capped at a maximum of 120 % of target performance. The corresponding payout curve is shown in Graph 1. The payout mechanism underlying the short-term variable component will be identical across the service agreements of all members of the Executive Board (if not yet the case).

The service agreements can provide that, in accordance with the recommendation of the German Corporate Governance Code, the Supervisory Board is entitled to take extraordinary developments and circumstances into account and apply adequate upward/downward adjustments. Notably, the Supervisory Board shall have the power through corresponding agreements in the employment contracts, in particular through a so-called clawback clause (see below), to withhold or reclaim variable remuneration.

Graph 1 STI payout curve for all members of the Executive Board



Long-term incentive (LTI)

The LTI plan takes into consideration the development of the share price of Epigenomics AG over a period of four years and, thus, fosters the creation of long-term value. This long-term remuneration component is granted in the form of stock options under the Company's Stock Option Program (SOP). Epigenomics AG intends to give substantial weight to the LTI in order to stay competitive and to be able to attract, motivate and retain the necessary talent.

Provided that a sufficient number of stock options is available under the respective SOP in a given calendar year, the Company grants on an annual basis a fixed number of stock options to each member of the Executive Board.

The Supervisory Board decides whether the stock options will be issued in one or several tranches. The issuance of stock options (vesting) occurs over four years with a vesting proportion of 25 % per year. The waiting period of four years calculated from the date of grant ensures an orientation towards the long-term development of the Company.

After the waiting period the stock options can be exercised within an exercise period of three years with the exception of certain black-out periods. The exercise price includes a premium ensuring an ambitious target level. The remuneration which the Executive Board members receive under the long-term

component for a fiscal year is limited to a maximum amount determined for each Board member. Once the member of the Executive Board has received from the exercise of stock options granted in a calendar year a total remuneration equal to the defined maximum amount, the member of the Executive Board is not entitled to exercise any further stock options granted in that calendar year and such further stock options automatically expire without consideration.

Should the number of available stock options not be sufficient, the Supervisory Board can grant virtual stock rights in lieu of stock options on terms that are essentially economically equivalent.

Non-monetary remuneration and further remuneration components

In addition to the above-mentioned remuneration, the Company grants benefits to members of the Executive Board. The benefits granted can consist of a D&O insurance policy with excess according to the statutory minimum amount; a full reimbursement of business travel expenses in accordance with the Company's general travel policy; in the case of a temporary incapacity to work due to illness, a continued payment of the fixed salary for a period of up to twelve months or up to the termination of the respective service agreement (in such a case, any payments received under insurance policies as sickness benefits will be deducted from the fixed salary); an annual car allowance; various insurance policies and reimbursement for legal and tax advice expenses and the communication costs associated with the Executive Board member working from his or her country of residence. The Company also pays members of the Executive Board contributions towards their health insurance, nursing care insurance and accident insurance. In addition to the benefits mentioned above, the Company may grant further benefits, in particular, sign-on bonuses or relocation costs, if the corresponding total value does not exceed 15 % of Fixed Salary and STI at 100 % target achievement (without a sign-on bonus) or 50 % (including a sign-on bonus) (cap). Finally, the Supervisory Board may provide in the service agreements that it is entitled to grant, in exceptional cases, a special remuneration for extraordinary performance of a member of the Executive Board of up to 60 % of the fixed salary and within the scope of the defined maximum remuneration.

Clawback clause

A clawback provision is included in the service agreements of all members of the Executive Board. In the event of serious substantial violations by the Executive Board member of his statutory obligations or internal company guidelines, the Company is entitled:

To withhold the short-term variable remuneration (STI) of the Executive Board member for the fiscal year in which the serious substantial violation was, in whole or in part, committed and / or persisted, or to reclaim it from the board member if the bonus has already been paid out; and / or:

Not to grant stock options (long-term variable remuneration, LTI) for the fiscal year in which the serious infringement was committed and / or persisted and / or subsequent years, or if they have already been granted, but have not yet been exercised, to declare them as lapsed without replacement.

The assertion of claims is at the dutiful discretion of the Supervisory Board. It is not necessary to provide evidence of damage caused by the member of the Executive Board acting in breach of duty. The claims also exist if the time of office or the employment relationship with the Board member has already ended at the time the respective claim is asserted. The Board member cannot plead that the remuneration that is the subject of a claim for reimbursement is no longer available in his or her assets; Section 818 (3) BGB does not apply. Claims for damages against the Board member remain unaffected.

Maximum remuneration

The total remuneration is capped in accordance with § 87a German Stock Corporation Act (Aktiengesetz, AktG) and the recommendation under G.1 of the German Corporate Governance Code (GCGC). By establishing a maximum amount (cap) for the STI and the LTI, the amount of both variable remuneration

components is limited. The maximum remuneration levels based on the current target remuneration for members of the Executive Board are calculated as sum of Fixed Salary, benefits, the value of the enhancement bonus, and the maximum amount of variable remuneration. The maximum remuneration amounts to € 5 million without the value enhancement bonus and € 12 million if the value enhancement bonus is included for the CEO, respectively to € 3.25 million and € 6.75 million for other Board members. These maximum remuneration levels concern the sum of all payments resulting from the remuneration system for a given fiscal year (provided that, in regards to the LTI, in the calculation of the maximum amounts, only the payments or remuneration relating to an LTI tranche granted for one year are taken into account, even if the LTI tranches for several years are paid out or exercised in the same year). Regarding the foregoing amounts it should be noted that the Company continues to be in a crucial stage. The remuneration of the board members largely depends on whether and to what extent this situation is successfully mastered. In line with their nature as maximums, the foregoing amounts, while high, are and can only be achieved in case of extraordinary performance by the Board members and exceptional circumstances in the event of which they appear to be commensurate with the increase in value of the Company and thus the added value for the shareholders.

Value enhancement bonus

In the event of a change of control or of an asset deal during the term of the service agreement, the members of the Executive Board receive a value enhancement bonus in cash that is equal to the lower of 3 % of the amount by which the change of control consideration respectively the asset deal consideration exceeds the initial market capitalization, or an individual amount defined per each Executive Board member. A “change of control” means the gaining of control over the Company within the meaning of Sections 29 (2), 30 of the German Securities Acquisition and Takeover Act (Wertpapierübernahmegesetz, WpÜG), irrespective of whether the control is gained by way of a merger, share purchase, share swap or any other means. The “change of control consideration” means the aggregate purchase price or any other consideration offered to the shareholders of the Company as a whole in connection with the change of control. An “asset deal” means an asset deal under which the Company transfers all or essentially all of its assets to a third party. The “asset deal consideration” means the total consideration received by the Company in connection with the asset deal minus the book value of (y) all liabilities of the Company and its subsidiaries existing, and (z) all provisions/accruals booked or that would have to be booked based on statutory law and applicable GAAP in the consolidated financial statements of the Company, in each case at the time of the closing of the asset deal and not assumed by the acquirer in connection with the asset deal. The “initial market capitalization” means the number of shares issued by the Company times the stock exchange closing price of the shares of the Company in the electronic trading system of the Frankfurt Stock Exchange, in each case of the last trading day preceding a specific date as detailed in the respective service agreement.

End of service benefits in special cases

The Supervisory Board observes a time limit of two to three years for the employment contracts of members of the Executive Board.

There is a general limit on severance pay (severance payment cap) for all members of the Executive Board. Accordingly, payments made to a member of the Executive Board upon premature termination of their contract without cause, may not exceed the value of two years' remuneration (not taking into account a value enhancement bonus), including benefits, nor compensate more than the remaining term of the contract. The severance payment cap is to be calculated based on the total remuneration for the past fiscal year and, if appropriate, also the expected total remuneration for the current fiscal year. Unvested stock options will forfeit if the service contract is terminated for cause or if the Executive Board member resigns from office. Vested stock options which have not been exercised yet will forfeit if the service contract is terminated for cause.

In the event of (i) a change of control pursuant to the provisions of the German Securities Acquisition and Takeover Act (WpÜG) or (ii) the closing of an Asset Deal, the members of the Executive Board have a special

right to terminate their service agreements and resign from their office as members of the Executive Board by written notice to the Supervisory Board observing a six months' notice period, and would in such case be entitled to receive payment of their fixed remuneration plus STI for the remaining term of their respective service agreements. However, in no case would such payment exceed 150 % of the severance cap described in G.13 of the German Corporate Governance Code. Severance payments stemming from post-contractual non-compete provisions are considered in the calculation of any remuneration payments.

PART C
REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD (INCLUDING THE SUPERVISORY BOARD REMUNERATION SYSTEM)

1. Remuneration of Supervisory Board Members

The remuneration paid to the Supervisory Board members is governed by § 12 of the Company's Articles of Association, which reads as follows:

"§ 12
Remuneration of Supervisory Board Members

- 1) The members of the Supervisory Board shall receive for each full fiscal year of service a fixed remuneration in the amount of € 30,000.00. The fixed annual remuneration of the chairperson of the Supervisory Board shall be three times the amount pursuant to Sentence 1 and shall be € 40,000.00 for each deputy chairperson of the Supervisory Board.
- (2) Each member of a committee shall receive an annual fixed remuneration of € 5,000.00. The fixed annual remuneration of the chairperson of the committee shall be two times the amount pursuant to Sentence 1. If a Supervisory Board member is a member of several Supervisory Board committees, such member will receive remuneration only for the member's participation in the Supervisory Board committee for which the highest remuneration is paid in accordance with Sentences 1 and 2. When and as long as a committee chairperson or a committee member is at the same time chairperson or deputy chairperson of the Supervisory Board, such individual's remuneration pursuant to Sentences 1 to 3 will be reduced by the amount of remuneration to which such individual is entitled under Paragraph 1 Sentence 2 for the relevant period in addition to the remuneration under Paragraph 1 Sentence 1 taking account of Paragraph 4. When and as long as the Supervisory Board does not set up an audit committee, each Supervisory Board member who fulfils the requirements as a financial expert in accordance with Section 100 Paragraph 5 AktG and who is not the chairperson or deputy chairperson of the Supervisory Board shall receive two times the annual fixed remuneration provided for in Sentence 1.
- (3) The remuneration under Paragraphs 1 and 2 is payable on a half-yearly basis, in each case after the expiry of the first half-year period of a fiscal year as well as after the expiry of the respective fiscal year.
- (4) Members of the Supervisory Board who have been a member of the Supervisory Board or of a committee only for a part of the fiscal year or who have been the chairperson or deputy chairperson of the Supervisory Board or the chairperson of a committee only for a part of the fiscal year or who fulfil the requirements pursuant to Paragraph 2 Sentence 5 only for a part of the fiscal year shall receive a corresponding remuneration in accordance with Paragraph 1 that is reduced pro rata temporis.
- (5) Additionally, the members of the Supervisory Board shall receive an attendance fee of € 2,000.00 for each personal attendance at a Supervisory Board meeting.
- (6) The members of the Supervisory Board will be covered by D&O insurance (if any) with a deductible taken out by the Company in its own interest that provides for an adequate sum insured. The premiums for such insurance will be borne by the Company.

(7) The shareholders' meeting decides on other / further remuneration by way of resolution."

In the opinion of the Executive Board and the Supervisory Board, these provisions are in accordance with statutory requirements and the recommendations of the German Corporate Governance Code, and continue to adequately reflect the situation within the Company. Therefore, these provisions are to remain unchanged.

2. The Supervisory Board remuneration system (information pursuant to Section 113 (3) sentence 3 in conjunction with Section 87 (1) sentence 2 AktG)

Remuneration components

§ 12 of the Articles of Association provides for three remuneration elements:

Membership on the Supervisory Board (§ 12 (1) of the Articles of Association). The members of the Supervisory Board receive fixed annual remuneration in the amount of € 30,000.00. For the chairperson of the Supervisory Board, the fixed annual remuneration is € 90,000.00 and for each deputy chairperson of the Supervisory Board it amounts to € 40,000.00.

Membership on Supervisory Board committees (§ 12 (2) of the Articles of Association). Supervisory Board members who are members of a committee receive an annual fixed remuneration of € 5,000.00. For the chairperson of each committee, the fixed annual remuneration is € 10,000.00. If a Supervisory Board member is a member of several Supervisory Board committees, such member will receive remuneration only for the member's participation in a Supervisory Board committee for which the highest remuneration amount is paid in accordance with the preceding sentences. When and as long as a committee chairperson or a committee member is at the same time chairperson or deputy chairperson of the Supervisory Board, such individual's fixed remuneration for serving as chairperson or member of Supervisory Board committees will be reduced by the amount of remuneration to which such individual is entitled for that period of chairpersonship and his or her holding office as chairperson or deputy chairperson of the Supervisory Board in addition to the remuneration for Supervisory Board members (taking into account any reductions on pro rata temporis basis). When and as long as the Supervisory Board does not set up an audit committee, each Supervisory Board member who fulfils the requirements as a financial expert in accordance with Section 100 (5) AktG and who is not the chairperson or deputy chairperson of the Supervisory Board receives an annual fixed remuneration of € 10,000.00.

Attendance fee (§ 12 (5) of the Articles of Association). The Supervisory Board members receive an attendance fee of € 2,000.00 for each personal attendance at a Supervisory Board meeting. The attendance fee is the remuneration paid for preparing for and attending the meeting. Therefore, the attendance fee does not depend on whether a member participates in the meeting in person or via telephone or video call.

The fixed remuneration for membership on the Supervisory Board (as well as on Supervisory Board committees, where applicable) is payable on a half-yearly basis, in each case after the expiry of the first half-year period of a fiscal year as well as after the end of the respective fiscal year (§ 12 (3) of the Articles of Association).

In accordance with recommendation G.17 of the German Corporate Governance Code, the remuneration set for Supervisory Board membership is increased by 200 % for the chairperson of the Supervisory Board and by 33 % for each deputy chairperson. For the chairperson of a Supervisory Board committee, the set remuneration is increased in each case by 100 %. The increase accounts for the greater commitment and greater responsibility that comes with assuming chairpersonship or deputy chairpersonship.

In addition to the aforesaid remuneration, the members of the Supervisory Board will be covered by a liability insurance (D&O insurance) (if any) with a deductible taken out and maintained by the Company in its own interest that provides for an adequate sum insured. The premiums for this insurance policy will be borne by the Company.

Members of the Supervisory Board who have been a member of the Supervisory Board or of a committee only for a part of the fiscal year receive a corresponding remuneration that is reduced pro rata temporis. When ceasing to hold office on the Supervisory Board or a Supervisory Board committee, the Supervisory Board members will not receive any severance payments or other benefits. There are no provisions for retirement pensions or early retirement schemes (*Ruhegehalts- oder Vorruhestandsregelungen*).

The Supervisory Board members will not receive variable remuneration components and, in particular, no share-based remuneration components. The waiver of variable remuneration elements is in line with suggestion G.18 of the German Corporate Governance Code. Both the Executive Board and the Supervisory Board believe that a purely fixed remuneration corresponds to the supervisory function of the Supervisory Board and thus serves the Supervisory Board in performing its duties. This also serves the purpose of promoting the Company's business strategy and its long-term development. In the opinion of the Executive Board and the Supervisory Board, any excess remuneration that is geared to - and thereby promotes - certain aspects related to the Company's business policy or strategy is not necessary or expedient since, in principle, the Supervisory Board does not act operationally. Since there are no variable remuneration elements, a specific provision stipulating the maximum remuneration is not required; this already follows from the fixed remuneration components determined by the general shareholders' meeting.

Procedure for the determination, implementation and review of the Supervisory Board remuneration including the Supervisory Board remuneration system

Pursuant to Section 113 (1) sentence 2 AktG, remuneration for the Supervisory Board members may be accorded in the Articles of Association or approved by resolution of the General Shareholders' Meeting. In the case of the Company, both the structure of the remuneration for the Supervisory Board and the actual remuneration amounts are stipulated in § 12 of the Articles of Association.

Following the entry into force of the German Act Implementing the Second Shareholder Rights Directive of December 12, 2019 (SRD II), the General Shareholders' Meeting must resolve the remuneration of the members of the Supervisory Board at least once every four years. The first resolution approving the Supervisory Board remuneration system must be adopted by the end of the first Annual General Shareholders' Meeting that takes place after December 31, 2020 (Section 26j (1) sentence 1 Introductory Act to the German Stock Corporation Act (EGAktG).

Additionally, the Executive Board and the Supervisory Board will regularly review the Supervisory Board remuneration with a view to the legal requirements and the recommendations of the German Corporate Governance Code. The review, in particular, includes the question whether the remuneration for the Supervisory Board members is in reasonable proportion to their duties and considering the Company's position. If the Executive Board and the Supervisory Board believe that it is appropriate or necessary to adjust the Supervisory Board remuneration, they will submit such adjustment to the General Shareholders Meeting for approval. While, by including the Company's situation in the review of the Supervisory Board remuneration, the remuneration and employment terms of the Company's employees are also considered indirectly, these terms will not be further taken into account given the structure of the Supervisory Board remuneration. By considering the Company's position, the remuneration and employment terms of the Company's employees are indirectly also included in the review of the remuneration system; due to the structure of the remuneration for the Supervisory Board, these are not taken into account any further.

Any Supervisory Board remuneration that is resolved by the General Shareholders' Meeting will be binding and will then be implemented by the Company. In view of the fact that the General Shareholders' Meeting is responsible both for the structure and the amount of the Supervisory Board remuneration and that the decisions of the General Shareholders Meeting are binding, conflicts of interests are avoided when determining and implementing the Supervisory Board remuneration.

If the Supervisory Board remuneration (including a Supervisory Board remuneration system) is submitted to the General Shareholders' Meeting, and if the required majority is not attained, a revised remuneration (including a revised remuneration system) must be presented for approval at the next Annual General Shareholders' Meeting at the latest (Section 113 (3) sentence 6 in conjunction with Section 120a (3) AktG).

Publication of the Supervisory Board remuneration

The Company will publish the Supervisory Board remuneration, including the Supervisory Board remuneration system, as well as the resolution without undue delay after the General Shareholders' Meeting on the Company's website at <https://www.epigenomics.com/news-investors/general-shareholder-meeting/> and will keep them available to the public on that website free of charge for as long as the remuneration is in effect, but for no less than ten years.

PART D

FURTHER INFORMATION AND DETAILS ON THE CONVENED GENERAL SHAREHOLDERS' MEETING

1. Conducting the General Shareholders' Meeting as a virtual General Shareholders' Meeting

On the basis of the German Act on Measures under the Law of Companies, Cooperative Societies, Associations, Foundations and Condominium Property to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*) (Article 2 of the German Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law (*Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht*), Federal Gazette I 2020, p. 569), last amended by Article 11 of the German Act to Further Accelerate the Discharge of Residual Debt Proceedings and to Adjust Pandemic-Related Provisions under the Law of Companies, Cooperative Societies, Associations, Foundations and under Tenancy Law (*Gesetz zur weiteren Verkürzung des Restschuldbefreiungsverfahrens und zur Anpassung pandemiebedingter Vorschriften im Gesellschafts-, Genossenschafts-, Vereins- und Stiftungsrecht sowie im Miet- und Pachtrecht*) (Federal Gazette I 2020, p. 3328) ("German 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 shareholders or their authorized representatives (except for the proxies nominated by the Company) being physically present. This means the following:

- **No physical attendance.** Physical attendance on the part of the shareholders or their authorized representatives (except for the proxies nominated by the Company) is excluded.
- **Broadcast on the Shareholders' Portal.** Instead, the Annual General Shareholders' Meeting will be broadcasted live in the password-protected internet portal of the Company (Shareholders' Portal) on June 16, 2021 starting at 11:30 a.m. (CEST) at <https://www.epigenomics.com/news-investors/general-shareholder-meeting/>. The live broadcast via the Shareholders' Portal does not allow for a participation in the Annual General Shareholders' Meeting within the meaning of Section 118 (1) sentence 2 AktG.
- **Access to the Shareholders' Portal.** For access to the Shareholders' Portal, the shareholders require their shareholder number and the related access password. The shareholder number is contained in the materials sent to the shareholders with the invitation to the Annual General Shareholders' Meeting. Shareholders who are already registered in the Shareholders' Portal may use the login password they have chosen for the registration. All other shareholders registered in the share register will receive their individual access password for the initial access to the Shareholders' Portal together with the materials sent to the shareholders with the invitation to the Annual General Shareholders' Meeting
- **Registration requirement.** Shareholders who merely wish to follow the broadcast of the Annual General Shareholders' Meeting in the Shareholders' Portal only require access to the Shareholders' Portal and do not need to register for the Annual General Shareholders' Meeting. Shareholders who do not merely wish to follow the Annual General Shareholders' Meeting via the Shareholders' Portal but intend to participate in the virtual Annual General Shareholders' Meeting (and to e.g. exercise their voting rights, to pose questions or to raise objections) must register for the Annual General

Shareholders' Meeting on Wednesday, June 9, 2021, 24:00 hours (CEST), at the latest (see section 2 below).

- **Exercising voting rights.** Shareholders or their authorized representatives can exclusively exercise their voting rights via absentee ballot (postal vote) (see section 5 below) or by issuing power of attorney to the proxies nominated by the Company (see section 6 below). In addition, power of attorney may also be granted to third parties. Authorized third parties (except for the proxies nominated by the Company) may, however, not physically attend the Annual General Shareholders' Meeting either, and may exercise the voting rights on behalf of the shareholders represented by them only by way of absentee voting or by granting a (sub-)power of attorney to the proxies nominated by the Company (see section 7 below).
- **Questions.** Questions of the shareholders must be submitted by way of electronic communication to the Executive Board by Monday, June 14, 2020, 24:00 hours (CEST) at the latest (see section 8.3 below).
- **Raising objections.** Shareholders that have exercised their voting rights may, by way of derogation from Section 245 no. 1 AktG, electronically raise an objection against a resolution adopted by the Annual General Shareholders' Meeting (see section 9 below).

2. Attendance at the virtual Annual General Shareholders' Meeting

Shareholders who merely wish to follow the broadcast of the Annual General Shareholders' Meeting in the Shareholders' Portal do not need to register for the Annual General Shareholders' Meeting. Rather, access to the Shareholders' Portal is sufficient.

However, shareholders of the Company who do not merely wish to follow the broadcast of the Annual General Shareholders' Meeting in the Shareholders' Portal but intend to participate in the virtual Annual General Shareholders' Meeting and, in particular, to exercise their voting rights will be entitled to do so only if they are entered as shareholders into the Company's share register and register with the Company to attend the Annual General Shareholders' Meeting.

The registration must be made in text form in German or English and must be received by the Company by Wednesday, June 9, 2021, 24:00 hours (CEST), at the latest.

In particular, the registration may be made via the internet using the password-protected Shareholders' Portal at <https://www.epigenomics.com/news-investors/general-shareholder-meeting/>. Shareholders gain online access by entering their shareholder number and the related access password.

If registration is not made using the Shareholders' Portal, registration in text form must be received by the Company in German or English

at the following address:

Epigenomics AG
c/o Computershare Operations Center
80249 Munich

or via telefax under the number +49 89 30903-74675

or by email to 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 owner of the shares. The same applies to persons and associations within the meaning of Section 135 (8) AktG, which include in particular shareholders' associations and proxy voting advisory firms.

3. Entering changes 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 Annual General Shareholders' Meeting are

authorized to participate in the virtual Annual General Shareholders' Meeting and to exercise their voting rights. In this respect, entry in the share register at the time of the Annual General Shareholders' Meeting is the relevant point in time. In order to ensure proper preparation and conduct of the Annual General Shareholders' Meeting, the Company will not make any changes to the entries in the share register, i.e., it will not perform any cancellations or add new entries, if the request for a change of a register entry is received by the Company after the end of June 9, 2021, i.e., after June 9, 2021, 24:00 hours (CEST). If a request for a change of a register entry is received by the Company after June 9, 2021, the entry in the share register will be changed only after the Annual General Shareholders' Meeting has ended; the right to attend and vote at the Annual General Shareholders' Meeting pertaining to the shares affected by the change of the register entry will remain with the person whose name is to be canceled in the share register based on such request for a change of the register entry.

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

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
 Email: shrrelations@cpushareownerservices.com

5. Absentee voting

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

Votes can be cast by absentee voting in writing or electronically:

- For the casting of absentee votes in writing, shareholders may use the form provided with the invitation to the Annual General Shareholders' Meeting. Absentee votes submitted in writing must be received by the Company in text form by the end of June 15, 2021, 24:00 hours (CEST) at the latest,

by mail at the following address

Epigenomics AG
 c/o Computershare Operations Center
 80249 Munich

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 <https://www.epigenomics.com/news-investors/general-shareholder-meeting/>. Votes may be cast electronically via the internet-based Shareholders' Portal up until the time voting begins at the virtual Annual General Shareholders' Meeting. Shareholders and shareholder representatives are requested to cast their votes at an early point in time, if possible.

If differing declarations for the exercise of voting rights by absentee voting (postal vote) are received via different means of transmission, priority will be given to the declarations which were submitted via the internet-based Shareholders' Portal.

If, for a specific resolution proposal, both postal votes and a power of attorney with instructions are received from a shareholder, the postal vote will be given priority. The same shall apply in the event that postal

votes and powers of attorney/instructions are received and it cannot be determined which was submitted last. Otherwise, the declaration last made will be given priority.

Further details regarding the absentee voting process will be provided to the shareholders together with the invitation.

6. Absentee voting by granting power of attorney to the proxies nominated by the Company

As a special service, the Company offers its shareholders the option to grant power of attorney to proxies nominated by the Company, who will be bound by the instructions given to them. In the case of voting by the proxies nominated by the Company, the conditions for attending the virtual Annual General Shareholders' Meeting and for exercising 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 issued 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.

Powers of attorney and instructions may be issued via the Shareholders' Portal or outside the Shareholders' Portal:

- Shareholders (or their authorized representatives) may grant power of attorney and give instructions to the proxies nominated by the Company via the Shareholders' Portal at <https://www.epigenomics.com/news-investors/general-shareholder-meeting/> until the voting starts at the virtual Annual General Shareholders' Meeting. Up to this point in time, powers of attorney and instructions (granted or given via the Shareholders' Portal, by email, via telefax or in writing) may be amended or revoked via the Shareholders' Portal under the aforementioned internet address. The details for the registration to the Annual General Shareholders' Meeting via the Shareholders' Portal set forth under section 2 above apply accordingly if registration is made using the Shareholders' Portal.
- On the other hand, shareholders may grant power of attorney and give instructions in text form to the proxies nominated by the Company also outside of the Shareholders' Portal, in particular using the form for the granting of power of attorney and the giving of instructions to proxies nominated by the Company, which is sent to the shareholders together with the invitation to the Annual General Shareholders' Meeting. The same applies to any revocation of a power of attorney and any revocation or change of the instructions that have been given to the proxies nominated by the Company. The power of attorney and the instructions as well as any revocation thereof or changes of instructions must be received by the Company, in this case, in text form, by June 15, 2021, 24:00 hours (CEST) at the latest,
by mail at the following address:
Epigenomics AG
c/o Computershare Operations Center
80249 Munich
or via telefax under the number: +49 89 30903-74675
or by email to anmeldestelle@computershare.de.

Differing declarations regarding the issuing and revocation of a power of attorney to the proxies nominated by the Company or regarding the issuing, changing or revocation of instructions to the proxies nominated by the Company received via different means of transmission will be prioritized in the following order irrespective of the time of receipt: Priority will be given to the declarations which were submitted via the internet-based Shareholders' Portal, followed by those submitted via email, then those submitted via telefax and, finally, those submitted in paper form.

If, for a specific resolution proposal, both postal votes and a power of attorney with instructions are received from a shareholder, the postal vote will be given priority. The same shall apply in the event that postal votes and powers of attorney/instructions are received and it cannot be determined which was last submitted. Otherwise, the declaration last made will be given priority.

7. Authorizing third parties

Shareholders may exercise their voting rights in the virtual Annual General Shareholders' Meeting also by authorized representatives, e.g., an intermediary, a shareholders' association, a proxy voting advisory firm or any other person of their choice. In the case of proxy voting, too, as stated in section 2 above, shareholders must be registered in the share register of the Company and must have registered themselves or their authorized representatives in due time.

Authorized representatives (except for the proxies nominated by the Company) cannot physically participate in the Annual General Shareholders' Meeting. They may exercise voting rights for the shareholders whom they represent by way of absentee voting only, as described in section 5 above, or by issuing (sub-)power of attorney to proxies nominated by the Company, as described in section 6 above.

The granting and revocation of power of attorney and proof of proxy authorization to the Company must be in text form. Where power of attorney is granted to intermediaries or any persons and associations pursuant to Section 135 (8) AktG (which include in particular shareholders' associations and proxy voting advisory firms), the provisions of Section 135 AktG must be observed. Section 135 AktG provides in particular that the authorized representative must keep a verifiable record of the power of attorney granted to it. Furthermore, the power of attorney must be complete and may only contain declarations relating to the exercise of voting rights. In addition, any rules that are relevant to the authorized representative with respect to its authorization must be observed and should be clarified with the authorized representative.

The participation of the authorized representative via the Shareholders' Portal requires that the authorized representative has the information required for access. The authorized representative may 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 granted to the authorized representative is communicated to the Company, the authorized representative will receive an individual access password to the Shareholders' Portal, which allows the authorized representative to participate on behalf of the shareholder. In this case, in order to ensure that the access password is received in good time, the shareholders are requested to communicate the granting of power of attorney to the Company at an early point in time and, if possible, to provide an email address to which the access password for the authorized representative can be sent.

The granting of power of attorney to the Company and the transmission to the Company of the proof of power of attorney granted to the authorized representative and of a possible revocation thereof, may be effected in text form as of June 15, 2021, 24:00 hours (CEST) at the latest,

to the following address:

Epigenomics AG
c/o Computershare Operations Center
80249 Munich

or via telefax under the number +49 89 30903-74675

or by email to anmeldestelle@computershare.de.

Forms for granting power of attorney and giving instructions are sent to the shareholders together with the invitation.

8. Shareholders' rights

8.1. Request to include items on the agenda pursuant to Section 122 (2) AktG

Shareholders whose shares in the aggregate amount to no less than one twentieth of the share capital or represent a proportional amount of no less than € 500,000.00 may request that items be included on the agenda and be published. Each new item must be accompanied by an explanation or a proposal for a resolution. Any such request must be received in writing by the Company by the end of May 16, 2021, i.e., by May 16, 2021, 24:00 hours (CEST). The request must be addressed in writing to the Executive Board of Epigenomics AG. Please address any such request exclusively to:

Epigenomics AG
Executive Board
Attn.: Mr. Albert Weber
Geneststraße 5
10829 Berlin

Additions to the agenda that are to be published will be published in the German Federal Gazette (*Bundesanzeiger*) without undue delay after receipt of the request unless they have already been published together with the invitation to the Annual General Shareholders' Meeting. In addition, these requests will be made accessible on the internet at <https://www.epigenomics.com/news-investors/general-shareholder-meeting/> and communicated in accordance with Section 125 AktG.

Shareholders requesting to have an item added to the agenda must provide proof that they have held the shares for at least 90 days prior to the day of the receipt of the request by the Company and that they will hold the shares until the request has been decided upon by the Executive Board. Section 70 AktG applies to the calculation of the shareholding period. In all other respects, Section 121 (7) AktG applies *mutatis mutandis* when calculating the time limit. Accordingly, the day on which the request is received by the Company is not to be counted. Any postponement from a Sunday, Saturday or public holiday to a preceding or subsequent working day is not possible. Sections 187 to 193 of the German Civil Code (BGB) do not apply *mutatis mutandis*.

8.2 Motions by shareholders and election proposals pursuant to Section 126 (1) and Section 127 AktG, Section 1 (2) sentence 3 of Art. 2 of the German COVID-19 Act

No counter-motions or election proposals may be submitted during the virtual Annual General Shareholders' Meeting.

However, each shareholder is entitled to file counter-motions against the proposals made by the Executive Board and/or the Supervisory Board with respect to certain items on the agenda and election proposals even before the Annual General Shareholders' Meeting. Such counter-motions and proposals for election by shareholders, including the name of the shareholder, are to be made accessible by the Company pursuant to Section 126 (1) and Section 127 AktG if they are received by the Company

to the following address:

Epigenomics AG
Geneststraße 5
10829 Berlin

or via telefax under the number +49 (0) 30 24345-555

or by email to HV@epigenomics.com

by the end of June 1, 2021, i.e., by June 1, 2021, 24:00 hours (CEST), at the latest, and comply with the statutory requirements in all other respects. In addition, Section 126 (2), Section 127 sentences 1 and 3 AktG govern the preconditions for not having to make counter-motions and election proposals accessible. Counter-motions and election proposals will be made accessible in compliance with the statutory provisions on the Company's website at <https://www.epigenomics.com/news-investors/general-shareholder->

meeting/. Any comments by the management on received counter-motions and election proposals will likewise be published under the internet address stated above.

Counter-motions and election proposals of shareholders that are to be made accessible by the Company pursuant to Section 126 AktG or Section 127 AktG will be treated at the Annual General Shareholders' Meeting as if they had been raised orally in the Annual General Shareholders' Meeting, provided that the shareholder who makes the counter-motion or the election proposal – as set forth above in section 2 – is listed in the share register, and has duly registered for the virtual Annual General Shareholders' Meeting, at the time of the virtual Annual General Shareholders' Meeting.

8.3 Right to submit questions pursuant to Section 1 (2) sentence 1 no. 3, sentence 2 of Art. 2 of the German COVID-19 Act

Shareholders who are registered for the Annual General Shareholders' Meeting are entitled to ask questions by way of electronic communication via the Shareholders' Portal under <https://www.epigenomics.com/news-investors/general-shareholder-meeting/>.

Questions from shareholders must be received by the Company by June 14, 2021, 24:00 hours (CEST) at the latest, via the Shareholders' Portal. Any other form of transmission is excluded. For technical reasons, the length of the individual question may be limited to a certain number of characters under certain circumstances; however, the number of possible questions is not limited thereby.

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

The Executive Board will decide at its due and absolute discretion how to answer questions. In particular, it may summarize questions and the answers to them if this appears reasonable to it.

When questions are answered during the Annual General Shareholders' Meeting, the name of the shareholders who submitted the questions will only be disclosed by the Company if the shareholders expressly requested or agreed to such disclosure when submitting the questions.

Shareholders who wish to ask questions are requested to do so as early as possible via the online service in order to facilitate the answering of the questions.

8.4 Additional explanations

Additional explanations regarding shareholders' rights pursuant to Section 122 (2), Section 126 (1) and Section 127 AktG, Section 1 (2) sentence 3 of Art. 2 of the German COVID-19 Act and Section 1 (2) sentence 1 no. 3 and sentence 2 of Art. 2 of the German COVID-19 Act can be found on the website of Epigenomics AG at <https://www.epigenomics.com/news-investors/general-shareholder-meeting/>.

9. Objections to resolutions of the virtual Annual General Shareholders' Meeting

Shareholders who exercised their voting rights by voting by absentee ballot or by granting power of attorney to proxies nominated by the Company have the possibility of objecting to resolutions of the virtual Annual General Shareholders' Meeting. Objections may be raised once the virtual Annual General Shareholders' Meeting has commenced and until its end by sending an email to notar-hauptversammlung-2021@epigenomics.com. The objection must contain the name and shareholder number of the shareholder as proof of share ownership.

10. Total number of shares and voting rights at the time of convening the Annual General Shareholders' Meeting

As of the date of convening the Annual General Shareholders' Meeting, the Company's share capital amounts to € 9,852,690.00 divided into 9,852,690 registered non-par value shares. Pursuant to § 18 (1) of the Articles of Association, each share entitles to one vote in the General Shareholders' Meeting. Accordingly, as at the date of convening this Annual General Shareholders' Meeting, the total number of voting rights amounts to 9,852,690. The Company does not hold any treasury shares.

On April 27, 2021, the Executive Board decided, with the approval of the Supervisory Board, that the share capital be increased using the Authorized Capital 2020/II by issuing up to 1,970,537 new registered non-

par value shares. The subscription offer to the shareholders was published in the German Federal Gazette (*Bundesanzeiger*) on April 30, 2021. If this capital increase is implemented, the new shares will presumably be issued prior to the Annual General Shareholders' Meeting. In this case, the total number of shares issued and the total number of voting rights at the time the Annual General Shareholders' Meeting is held will be higher.

11. Reference to the Company's website

This invitation to the Annual General Shareholders' Meeting, the documents with respect to item 1 of the agenda, the other documents pursuant to Section 124a AktG as well as further information relating to the Annual General Shareholders' Meeting can be downloaded from the website <https://www.epigenomics.com/news-investors/general-shareholder-meeting/> as of the date on which the Annual General Shareholders' Meeting is convened.

The documents that are required to be made available to the Annual General Shareholders' Meeting will also be available during the Annual General Shareholders' Meeting on June 16, 2021 on the above-mentioned website.

12. Information on data protection for shareholders

As data controller, Epigenomics AG processes personal data relating to the shareholders (e.g. surname and first name, address, email 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 under applicable law for the proper preparation and conduct of the virtual Annual General Shareholders' Meeting, for the exercise of shareholders' voting rights, for the tracking of electronic participation and for the maintenance of the share register. The processing is based in legal terms on Sections 67, 67e AktG and point (c) of Article 6 (1) sentence 1 GDPR in conjunction with Section 118 et seqq. and in conjunction with Section 1 of Art. 2 of the German COVID-19 Act. In addition, personal data that is necessary for the organization of the virtual Annual General Shareholder's Meeting can be processed on the basis of prevailing legitimate interests (Article 6 (1) sentence 1 point (f) GDPR). Insofar as shareholders do not provide their personal data themselves, the Company will generally obtain these via the registration office and, if applicable, from the last intermediary that held the shares in custody on behalf of the relevant shareholder.

The service providers commissioned by Epigenomics AG for the purpose of organizing the Annual General Shareholders' Meeting will 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 performance 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 and shareholder representatives exercising their voting rights will be made available to other shareholders and shareholder representatives subject to the statutory requirements (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 (Section 1 (2) sentence 1 no. 3 of Art. 2 of the German COVID-19 Act) and in connection with the announcement of a shareholder's request to include additional items in the agenda, and of counter-motions and election proposals.

The Company will delete the personal data of the shareholders and shareholder 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 no statutory record retention requirements apply.

Subject to the statutory requirements, shareholders and shareholder representatives have the right to receive information about their processed personal data and to request the rectification or deletion of their personal data or the restriction of the processing thereof. In addition, the shareholders or, where applicable,

shareholder representatives have the right to lodge a complaint with the supervisory authorities. If personal data are processed on the basis of point (f) of Article 6 (1) sentence 1 GDPR, shareholders or shareholder representatives, as the case may be, also have a right of objection subject to the statutory requirements.

For comments and queries regarding the processing of personal data, shareholders can contact the data protection officer of the Company: Dr. Uwe Schläger, datenschutz nord GmbH, Niederlassung Berlin, Reinhardtstr. 46, 10117 Berlin; email: office@datenschutz-nord.de; phone: +49 30 30877490

Additional information on data protection is available for shareholders on the Company's website at <https://www.epigenomics.com/de/impressum/datenschutz/>.

Berlin, in May 2021

Epigenomics AG
The Executive Board

Annex – Curriculum vitae of Dr. Helge Lubenow (including an overview of her main activities)

Dr. Helge Lubenow, (*1968, Germany), Bad Nauheim,
CEO of Proteomedix AG, Zurich, Switzerland

Education

1987-1992 Biology studies at Justus Liebig University of Gießen
1992-1997 Genetics studies at the University of Cologne

Professional career

1997-2015 Qiagen N.V., Hilden, Germany – several management and executive positions in Germany,
Norway, the United States and Australia
2016 until today Self-employed management consultant
2018-2019 Managing Director of tesa Labtec GmbH, Langenfeld, Germany

Main activities

Since 2016, Dr. Lubenow has been a member of the Supervisory Board of Epigenomics AG.

Dr. Lubenow is not a member of other legally required supervisory boards. She is a member of comparable control committees of the following commercial enterprises:

- Indical Biosciences GmbH, Leipzig, Germany
- Tesa Labtec GmbH, Germany

Further information

Dr. Lubenow has many years of experience in the field of molecular diagnostics within a broad network in the health sector, in management consulting and as an expert for the in vitro diagnostics industry in Europe, Asia and the United States.

Annex – Curriculum vitae of Heino von Prondzynski (including an overview of his main activities)

Heino von Prondzynski, (*1949, Germany), Einsiedeln, Switzerland
Chairman of the Supervisory Board of Epigenomics AG

Education

1970-1975 Mathematics, geography and history studies at the Westphalian Wilhelms University, Münster

Professional career

1985-1995 Bayer AG – several management and executive positions in Germany, Austria and Brazil
1996-2000 Chiron Corp. – several executive positions in Germany, Italy and the United States
2000-2006 Member of the group management of F. Hoffmann-La Roche
2006-2018 Self-employed management consultant

Main activities

Since 2012, Mr. von Prondzynski has been a member of the Supervisory Board of Epigenomics AG.

Mr. von Prondzynski is not a member of other legally required supervisory boards. He is a member of comparable control committees of the following commercial enterprises

- Quotient Ltd., Jersey, Great Britain
- The Binding Site Group, Birmingham, United Kingdom.

Further information

Mr. von Prondzynski has many years of experience in the field of molecular diagnostics within a broad network in the health sector, in management consulting and as an expert for the in vitro diagnostics industry in Europe, Asia and the United States.

Annex – Curriculum vitae of Franz Thomas Walt (including an overview of his main activities)

Franz Thomas Walt (*1959, Switzerland), Flims Dorf, Switzerland,
Member of the Supervisory Board of Epigenomics AG

Education

1994 Master of Business Administration, City University, Bellevue, Washington, United States
1988 Management Diploma IMAKA, IMAKA Zurich, Switzerland

Professional career

1989-2011 F. Hoffmann La-Roche Ltd., Basel, Switzerland – several management positions in
Germany, Spain, Asia and South America; most recently CEO of Roche Diagnostics GmbH,
Mannheim, as well as President Roche Diabetes Care and Head of EMEA regions and Latin
America
2012-2017 Siemens Healthineers AG, Munich – several management positions in the United States
and Canada; most recently President Laboratory Diagnostics, Tarrytown, New York, United
States
2018-2021 CEO of Quotient Ltd.

Main activities

Mr. Walt has been a member of Supervisory Board of Epigenomics AG since 2019.

Mr. Walter is not a member of other legally required supervisory boards or comparable domestic or foreign control committees of commercial enterprises.

Further information

Mr. Walt has 30 years of experience in executive management positions at two of the largest health companies worldwide, Siemens Healthineers and Roche, and also as an expert for the in vitro diagnostics industry. His extensive expertise lies in particular in the areas of innovation, introduction and commercialization of new products, quality management and restructurings.

Annex – Curriculum vitae of Alexander Link (including an overview of his main activities)

Alexander Link (*1971, Karlsruhe), Frankfurt am Main
Member of the Board of Directors of Deutsche Balaton AG

Education

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

Professional career

2001-2004 Booz Allen Hamilton – business consultant
2004-2012 Eurohypo AG – several management positions in Germany and Asia (among others, CFO/COO Asia-Pacific and Head of Portfolio Management, Projects and Operations in Global Restructuring)
2012-2015 Commerzbank AG – Head of Planning and Controlling of the Non Core Assets Segment, in addition, Deputy Risk Manager at Hypothekbank Frankfurt AG
2015-2019 Commerzbank AG – several positions as Division Manager in Non Core Assets Segment and in Corporate Customers Segment, most recently, Division Manager / Managing Director in the Strategic Development and Digitalization Department of the Corporate Customers Segment
since 2020 Deutsche Balaton AG – member of the Board of Directors: responsible for finance, controlling, risk management, legal and unlisted investments

Main activities besides the Supervisory Board mandate

From 2020 onwards, Mr. Link has been a member of the Board of Directors of Deutsche Balaton AG, Heidelberg (publicly listed). He has been a member of the Supervisory Board of Epigenomics AG since 2020.

In addition, Mr. Link is a member of the legally required supervisory boards of the following companies:

- Zinvest AG (formerly, 4basebio AG)
- HW Verwaltungs AG
- PWI-Pure System AG
- SPK Süddeutsche Privatkapital AG
- Tabalon Mobile Technologies AG
- Nordic SSW 1000 Verwaltungs AG
- DIO Deutsche Immobilien Opportunitäten AG

He is not a member of comparable domestic or foreign control committees of commercial enterprises.

Further information

Mr. Link has many years of experience in the banking industry and in management consulting. He has successfully established, managed and restructured units in Germany, Europe and Asia. He has extensive expertise in particular in the areas of finance/controlling, risk management, restructuring, portfolio/investment management and transformation projects and in M&A.