

epigenomics

Annual General Shareholders' Meeting of Epigenomics AG

on Wednesday, June 15, 2022

EXPLANATION OF SHAREHOLDERS' RIGHTS

pursuant to Sections 122 (2), 126 (1), 127 of the German Stock Corporation Act (AktG), Section 1 (2) Sentence 3 of Art. 2 COVID-19-Act as well as Section 1 (2) Sentence 1 No. 3, Sentence 2 of Art. 2 COVID-19-Act

Conducting the Annual 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*) (Art. 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 Art. 15 of the German Reconstruction Aid Act (*Aufbauhilfegesetz*) of September 10, 2021 (Federal Gazette I 2021, p. 4147 et. seq.) ("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. A physical attendance on the part of the shareholders or their authorized representatives is therefore excluded, and the shareholders' rights are determined by the German Stock Corporation Act the German COVID-19-Act.

Requests 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 15, 2022, i.e., by May 15, 2021, 24:00 hours (CEST), at the latest. 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. Jens Ravens
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.

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

Section 122 (1) and (2) AktG

- (1) The general shareholders' meeting is to be convened wherever shareholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the executive board. The articles of association may tie the right to demand that the general shareholders' meeting be convened to a different form and to possession of a lesser portion of the share capital. The petitioners are to submit proof that they have been holders of the shares of stock since at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the executive board takes a decision regarding their petition. Section 121 (7) shall apply mutatis mutandis.
- (2) In like manner, shareholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, or to a stake of 500 000 euros, may demand that items of business be set out in the agenda and be published by notice. Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The demand in the sense of the first sentence must be received by the company at the latest twenty-four (24) days prior to the general shareholders' meeting, in the case of companies listed on the stock exchange at the latest thirty (30) days prior to the general shareholders' meeting; the date of its receipt shall not be included in calculating the period.

Section 121 (7) AktG

- (7) In the case of periods and deadlines that are counted back from the date of the general shareholders' meeting, the date of the general shareholders' meeting itself is not to be counted. Rescheduling the general shareholders' meeting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the Civil Code (BGB) shall have no corresponding application. In the case of companies not listed on the stock exchange, the articles of association may provide for a different calculation of the period.

Section 70 AktG

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

Motions by shareholders and 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 address

Epigenomics AG
Geneststraße 5
10829 Berlin

or by email to HV@epigenomics.com

by the end of May 31, 2022, i.e., by May 31, 2022, 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 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.

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

Section 126 AktG

- (1) Motions by shareholders are to be made accessible to the beneficiaries set out in Section 125 (1) to (3), subject to the pre-requisites listed therein, including the name of the shareholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the shareholder has sent, at the latest fourteen (14) days prior to the date of the general shareholders' meeting, a counter-motion opposing a proposal or guidance by the executive board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general shareholders' meeting. The date on which the counter-motion is received shall not be included in calculating the period. In the case of companies listed on the stock exchange, the counter-motion shall be made accessible via the company's website. Section 125 (3) shall apply mutatis mutandis.
- (2) A counter-motion and the reasons for which it is being made need not be made accessible:
1. Inasmuch as the executive board would be liable to punishment under law, were it to make such proposal accessible;
 2. If the counter-motion were to result in the general shareholders' meeting adopting a resolution that is in violation of the law or of the articles of association;
 3. If the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;
 4. If a counter-motion made by the shareholder based on the same facts and circumstances has already been made accessible pursuant to Section 125 for a general shareholders' meeting of the company;
 5. If the same counter-motion of the shareholder, citing essentially the same reasons, has been made accessible pursuant to Section 125 in the past five (5) years to at least two (2) general shareholders' meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general shareholders' meeting;
 6. If the shareholder indicates that he will not attend the general shareholders' meeting and will not have a proxy represent him;
 7. If, in the past two (2) years at two (2) general shareholders' meetings, the shareholder has failed to propose or to have proposed a counter-motion regarding which he has informed the company.
- The reasons need not be made accessible if they amount to more than 5,000 characters in total.
- (3) Where several shareholders propose counter-motions regarding one and the same business to be resolved upon, the executive board may combine the counter-motions and the reasons specified for them.

Section 127 Sentences 1 to 3 AktG

Section 126 shall apply mutatis mutandis to nominations by shareholders of candidates for the supervisory board or for auditors of the annual accounts. No reasons need be specified for the nomination. The executive board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to Section 124 (3), fourth sentence, and Section 125 (1), fifth sentence. [...]

Section 124 (3) Sentence 4 AktG

- (3) [...] The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence. [...]

Section 125 (1) to (3) AktG

- (1) At the latest 21 days prior to the general shareholders' meeting, the executive board of a company which has not exclusively issued registered shares is to notify that the general shareholders' meeting is being convened as follows:
 1. to the intermediaries holding shares of the company in custody,
 2. to the shareholders and intermediaries who requested the notification, and
 3. to the associations of shareholders who requested the notification or who exercised voting rights at the last general shareholders' meeting.

The day of the notification shall not be included in calculating the period. Where the agenda is to be amended pursuant to Section 122 (2), then notice of the amended agenda is to be given if the general shareholders' meeting is that of a company listed on the stock exchange. The notice is to indicate the option of exercising the voting right by proxy, as well as by an association of shareholders. In case of companies listed on the stock exchange, information on the candidates' membership in other supervisory boards mandated by the law is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.

- (2) The executive board of a company which has issued registered shares is to provide the same notification to those shareholders, who have been entered, as of the start of the twenty-first day prior to the meeting, as shareholders in the company's share register as well as to the shareholders and intermediaries who demanded to be notified and the associations of shareholders demanded to be notified or who exercised voting rights at the last general shareholders' meeting.
- (3) Each member of the supervisory board may demand that the executive board send him the same notifications.

Section 1 (2) Sentence 3 of Art. 2 of the German COVID-19-Act

- (3) [...] Motions and election proposal of Shareholders that are to be made accessible pursuant to Sections 126 and 127 AktG will be treated as if they had been raised orally in the General Shareholders' Meeting, provided that the shareholder who makes the motion or provides the election proposal is listed in the share register and has duly registered for the virtual General Shareholders' Meeting.

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 13, 2022, 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 Shareholders' Portal in order to facilitate the answering of the questions.

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

Section 1 (2) Sentence 1 No. 3 and Sentence 2 of Art. 2 of the German COVID-19-Act

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

[...]

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

[...]

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