

Declaration of Compliance 2022
with the German Corporate Governance Code Pursuant to
Section 161 Paragraph 1 of the German Stock Corporation Act (AktG)

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The Executive Board and the Supervisory Board of Epigenomics AG hereby declare that, since the last declaration of compliance in October 2021, the recommendations of the German Government Commission on the German Corporate Governance Code (hereinafter also "Code") until June 27, 2022 as amended on December 16, 2019 (hereinafter also "Code 2019") and following June 27, 2022 as amended by the German Government Commission on April 28, 2022 (hereinafter also "Code 2022") have been complied with, with the exceptions set forth below:

Recommendation A.2 sentence 2 of the Code 2019 and Recommendation A.4 of the Code 2022

The Company does not have a separate system that employees can use to report, in a protected manner, suspected breaches of the law within the Company. Owing to its size and organization, the Company does not believe that it is necessary to implement such a system. Accordingly, the Company deviated or deviates, as applicable, from the recommendation pursuant to Section A.2 sentence 2 half-sentence 1 of the Code 2019 and recommendation A.4 half-sentence 1 of the Code 2022, as applicable.

Recommendations B.1, B. 5, C.1 and C.2 of the Code 2019 and of the Code 2022

In the past, when filling the positions in its bodies, the Executive Board and the Supervisory Board considered the Company-specific situation, and also made allowances for potential conflicts of interest as well as the international activities of the Company through an appropriate diversity of their members as well as the appointment of an adequate number of independent Supervisory Board members. Furthermore, the Supervisory Board has set a standard limit for the length of membership of the Supervisory Board as well as a competence profile for the entire body. In deviation from the recommendations B.5 and C.2 of the Code, we however consider the commitment to institute special age limits for members of the Executive Board and the Supervisory Board as an inadequate limitation of the voting rights of our shareholders. Accordingly, contrary to recommendations B.5 and C.2 of the Code, no such age limits are stated in the corporate governance declaration. In addition, we are convinced that blanket requirements for the composition of the Executive Board as requested in recommendation B.1 of the Code, constrain the Supervisory Board inadequately in its selection of suitable members of the Executive Board. The same applies to blanket requirements for the composition of the Supervisory Board, as required by recommendation C.1 sentences 1 and 2 of the Code. We strive to achieve an appropriate diversity in the Executive Board and the Supervisory Board and to ensure that an adequate number of independent Supervisory Board members is elected. However, it is ultimately in the corporate interest to appoint the most suitable male or female candidates. Furthermore, the Supervisory Board has defined gender diversity objectives for the proportion of women in both the Executive Board and the Supervisory Board in accordance with Section 111 paragraph 5 of the Stock Corporation Act (*Aktiengesetz*). We believe that (additional) blanket requirements constitute an inadequate limitation of the individual selection of suitable male and female candidates for the Executive Board or the Supervisory Board. Furthermore, target requirements regarding the composition of the Supervisory Board also inadequately impair our shareholders' right to elect the Supervisory Board members. Accordingly, we did not and will not comply with these recommendations of the Code. Finally, in the absence of concrete targets for the composition of the Supervisory Board, and in deviation from recommendation C.1 sentence 4 of the Code 2019 and recommendation C.1 sentence 5 of the Code 2022, the status of the implementation of such targets is not published in the corporate governance statement.

In deviation from recommendation C.1 sentence 2 Code 2022, the competence profile of the Supervisory Board does not contain any expertise on sustainability issues that are significant for the Company. Due to the situation of the Company, economic, financial and operational criteria are currently more urgent from the perspective of the Supervisory Board.

Recommendations D.2 sentence 1 and D.5 of the Code 2019 and Recommendation D.2 sentence 1 and D.4 of the Code 2022

Due to the size of the Company, the Supervisory Board did not and does not consider it necessary to form a Nomination Committee composed exclusively of shareholder representatives to recommend suitable Supervisory Board candidates for the proposals of the Supervisory Board to the General Shareholders' Meeting. Rather, this task is performed by the full Supervisory Board. Owing to the size of the Company and of the Supervisory Board, the Supervisory Board considers it adequate and appropriate to form only an Audit Committee. In contrast, the Supervisory Board did not and does not consider it necessary to form further, professionally qualified committees. Hence, the Company has deviated and will deviate from the recommendations pursuant to D.2 sentence 1 and D.5 of the Code 2019 as well as D.2 sentence 1 and D.4 of the Code 2022.

Recommendation G.1 third indent of the Code 2019 and of the Code 2022

On April 27, 2021, the Supervisory Board resolved a new system for the remuneration of the members of the Executive Board and submitted it to the General Shareholders' Meeting for approval on June 16, 2021. By resolution dated April 28, 2022, the Supervisory Board adopted an additional system for the remuneration of Executive Board members and also submitted it for approval to the General Shareholders' Meeting on June 15, 2022. The General Shareholders' Meeting approved the submitted remuneration systems for members of the Executive Board. These approved remuneration systems do not contain any non-financial performance criteria, in deviation from recommendation G.1 third indent, because the pursuit of certain financial and strategic objectives appears to be urgent in view of the Company's situation.

Recommendation G. 11 sentence 1 of the Code 2019 and of the Code 2022

The remuneration system for Executive Board members resolved by the Supervisory Board on April 27, 2021 and approved by the General Shareholders' Meeting on June 16, 2021 as well as the remuneration system for Executive Board members resolved by the Supervisory Board on April 28, 2022 and approved by the Annual General Shareholders' Meeting on June 15, 2022 provide for the possibility of adjusting variable remuneration "downwards" and "upwards" in the event of extraordinary developments. The existing contracts, on the other hand, do not contain any provision allowing the Supervisory Board to "upwardly" adjust compensation that is inappropriately low due to extraordinary developments. Until now, the regulatory framework for such an "upward" adjustment option has seemed unclear and the practical need not urgent. In future contracts with Executive Board members, however, such an "upward" adjustment option shall be regulated.

Furthermore, the Executive Board and the Supervisory Board of Epigenomics AG hereby declare the following deviations from the recommendations of the Code 2022 since its entry into force on June 27, 2022:

Recommendations A.1 and A.3 of the Code 2022

The Company specifically implements environmental and social aspects relevant to its activities. In its activities, it also takes into account the environmental and social risks and impacts. However, environmental and social aspects and impacts are not systematically identified and assessed. Furthermore, they are not defined as goals in corporate planning or strategically recorded. The internal control system and risk management system also do not cover sustainability-related goals.

Therefore, the Company deviated and deviates from recommendations A.1 and A.3 of the Code 2022. The Executive Board and Supervisory Board are of the opinion that ecological and social aspects are important and essential. However, in the view of the Executive Board and the Supervisory Board, their structured and planned recording and consideration has not been and is not a priority in view of the size of the Company and the financial and operational challenges the Company is facing. If this changes in the future, the Executive Board and Supervisory Board intend to comply with recommendations A.1 and A.3 of the Code 2022.

Berlin, October 2022

For the Supervisory Board:

Heino von Prondzynski
(Chairman of the Supervisory Board)

For the Executive Board:

Gregory Hamilton
(CEO)

Andrew Lukowiak
(Member of the Executive Board)

Jens Ravens
(Member of the Executive Board)