



Issuer Services DEPOSITARY RECEIPTS

February 27, 2009

Corporate Action

ATTENTION: International Research, Sales, Trading and Operations Staff

Termination Notice

Name:	GPC Biotech AG
Country:	Germany
Symbol:	GPCBY
CUSIP Number:	38386P108
Exchange:	TBD
Ratio:	1 ADR : 1 ORDs

You are hereby notified, as owners and beneficial owners of the above American Depositary Receipts ("ADRs"), that The Bank of New York Mellon will terminate the Deposit Agreement, dated **June 25, 2004**, between **GPC Biotech AG**, The Bank of New York, as Depositary, and the Owners and Beneficial Owners of American Depositary Shares ("ADSs") (the "Deposit Agreement"). As a result, the existing ADR facility will be terminated, effective on March 31, 2009.

As a result of the termination of the Deposit Agreement described above, you have until at least **March 31, 2010** to decide if you would like to retain your interest in shares of the Issuer. If you do not surrender your ADRs and request delivery of the underlying Issuer shares before the Depositary sells those shares, you will lose the right to receive those shares and instead will be entitled, upon subsequent surrender of your ADRs, to receive the net proceeds of sale of those shares. The date or dates on which the Depositary will sell remaining deposited Issuer shares has not been determined, but it will not be earlier than **March 31, 2010**.

If you surrender ADRs for the purpose of withdrawing the underlying Issuer shares before the Depositary sells those shares, you must pay the fee of the Depositary as provided in the Deposit Agreement of up to \$0.05 per ADS surrendered, a cable fee of \$12.50 and any applicable taxes or governmental charges. Payment should be made payable to The Bank of New York.



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If you surrender your ADRs to obtain payment of proceeds of sale of Issuer shares after the Depositary sells the remaining deposited Issuer shares, the fee of the Depositary as provided in the Deposit Agreement of up to \$0.05 per ADS surrendered, the expenses of sale and any applicable taxes or governmental charges will be deducted from the payment you will receive.

Please note that the delivery in Germany requires your bank/agent to have instructions to receive the shares from The Bank of New York's custodian. You or your broker must contact your bank/agent to ensure that the necessary receive instructions are in place. If the shares are not delivered to and received by your bank/agent by the date the Depositary is permitted to sell the shares, the owner will remain an ADR holder and may thereafter receive any net cash proceeds, from sale of the shares, as described herein.

If you wish to receive payment of the proceeds of sale of Issuer shares, please do not surrender your ADRs at this time. The Depositary will send a separate notice with instructions to surrender your ADRs after the sale of shares has been completed.

New York

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