

[Convenience translation from German]

**Articles of Association
of Evotec AG**

**I.
General Stipulations**

**§ 1
Company and Domicile**

- (1) The name of the Company shall be:
- Evotec AG.
- (2) The Company shall be domiciled in Hamburg.

**§ 2
Object of the Company**

- (1) The object of the Company shall be research activities in the field of biologically functional synthetic, semi-synthetic, and natural active agents with chemical and molecular biological processes including their link with other areas of activity, in particular also the information-technology, the development, the manufacture and the sales and distribution of biotechnological, chemical, pharmaceutical and diagnostic products and processes, software and technical equipment, including the granting of licenses, the development of evolutionary processes of optimisation as well as the provision of services connected with this.
- (2) The Company shall make all such transactions suitable for the direct or indirect enhancement of the Company's objectives. The Company shall particularly have the right to establish, take over, represent or participate in other companies of the same or similar category. The Company may exercise the object of the enterprise in whole or in part through subsidiaries and associated companies.

§ 3 Duration and Business Year

- (1) The Company is founded for an indefinite period of time.
- (2) Business year shall be the calendar year.

§ 4 Public Announcements

- (1) The public announcements of the Company shall be published in the Federal Gazette ("Bundesanzeiger").
- (2) Provided the approval of the shareholders the conveyance of information to them via remote data transmission is permissible.

II. Share Capital and Shares

§ 5 Share Capital and Shares

- (1) The share capital of the Company amounts to € 147,532,681.00.
- (2) The share capital is split into 147,532,681 bearer share certificates.
- (3) The shares are issued in the name of the holder. The form of the shares and the profit-sharing and renewal certificates shall be determined by the Management Board in accordance with the Supervisory Board. Global certificates may be issued. Shareholders are not entitled to claim individual shares.
- (4) The Management Board is authorised to increase the share capital of the Company by up to € 29,332,457.00 by 13 June 2022, with the consent of the Supervisory Board, by issuing at one time or multiple times up to a total of 29,332,457 new common bearer shares without nominal value (non-par value shares) (Authorised Capital 2017). In general, shareholders are entitled to a subscription right. The new shares can also be taken over by one or several credit institutions subject to the obligation that the shares will be offered to shareholders for purchase.

The Management Board, with the consent of the Supervisory Board, is authorised to preclude the subscription right of shareholders one time, or several times:

a) to the extent required, in order to exclude possible fractional amounts from the subscription right of shareholders;

b) to the extent required, in order to grant holders of options or conversion rights and/or obligations resulting from options or convertible bonds a subscription right for new shares at a level to which they would be entitled

as a shareholder after exercising the option and/or conversion right or meeting the conversion obligation;

c) to the extent that the new shares are issued in return for cash contributions and the proportional share of the share capital that applies to the shares to be newly issued does not in the aggregate exceed the amount of a total of € 14,666,228.00 or, should this amount be lower, of a total of 10% of the share capital existing at the time of effectiveness and at the time of the first exercise of this authorisation for precluded subscriptions (the "**Maximum Amount**"), and the issue price of the new shares is not significantly below the market price of the existing listed shares of the Company at the time of the final determination of the issue price;

d) to the extent the new shares are issued in return for contributions in kind, in particular in the form of companies, parts of companies, shareholdings in companies, licences or receivables.

The aforementioned authorisations to exclude subscription rights for capital increases in cash or in kind are limited in aggregate to an amount not exceeding 20% of share capital, either at the time this authorisation takes effect or at the time it is first exercised. Also counted towards the 20% limit are treasury shares sold during the period of this authorisation until new shares without subscription rights are issued excluding subscription rights, and those shares that are issued or will be issued for the purpose of servicing convertible and/or warrant-linked bonds and/or option obligations, insofar as the financial instruments are issued during the period of this authorisation until new shares without subscription rights are issued excluding the shareholders' subscription rights. After authorisation to exclude subscription rights has been exercised and counted towards the 20% limit, the shares are no longer counted if and insofar as the Annual General Meeting renews the authorisation to exclude subscription rights.

Counted towards the Maximum Amount defined in c) above is the share capital that applies to shares that are issued or will be issued for the purpose of servicing convertible and/or warrant-linked bonds that will be issued after 14 June 2017, as provided by § 186 para 3 sentence 4 AktG, subject to preclusion of the subscription right, or which will be sold after 14 June 2017, correspondingly subject to § 186 para 3 sentence 4 AktG.

An imputation is waived to the extent the powers of authority to issue conversion and/or convertible bonds according to § 221 para 4 sentence 2, 186 para 3 sentence 4 AktG, or for the sale of treasury shares according to § 71 para 1 no. 8, § 186 para 3 sentence 4 AktG are newly granted by the Annual General Meeting subsequent to exercising such powers of authority, which have led to an imputation.

The Management Board has the authority, with the consent of the Supervisory Board, to determine the further details of the increase in capital and the conditions of the issuance of shares. The Supervisory Board has the authority to adjust § 5 of the Articles of Association after the complete or partial implementation of the increase in share capital, corresponding to the respective usage of the authorised capital, and after the elapse of the period of time for which authority was granted.

- (5) The stock capital is conditionally increased by € 32,395.00, split into 32,395 non-par value stock certificates issued in the name of the bearer. The conditional capital increase is put into effect only to the extent that the bearers of subscription rights of which are issued by the Company based on the authorisation by the Annual General Meeting of 7th June 1999 exercise their options on new shares. The new shares participate in profits from the start of the fiscal year for which, at the time of exercising the subscription right, no resolution of the Annual General Meeting for the appropriation of the net income for the year has been adopted yet. Given the Supervisory Board approval, the Management Board shall be empowered to stipulate further details of the conditional capital increase and their implementation.
- (6) The Company's stock capital is conditionally increased by a further € 7,000.00. The conditional capital increase is put into effect only to the extent that the bearers of subscription rights of which are issued by the Company based on the authorisation by the Annual General Meeting of 26th June 2000 exercise their options on new shares. The new shares participate in profits from the start of the fiscal year for which, at the time of exercising the subscription right, no resolution of the Annual General Meeting for the appropriation of the net income for the year has been adopted yet. With the approval of the Supervisory Board, the Management Board shall be empowered to stipulate further details of the conditional capital increase and their implementation.
- (7) The stock capital of the Company is conditionally increased by a further € 49,094.00. The conditional capital increase is put into effect only to the extent that the bearers of the rights of subscription which are issued by the Company based on the authorisation by the Annual General Meeting of 18th June 2001 exercise their rights to the subscription of new shares. The new shares participate in profits from the start of the fiscal year for which, at the time of exercising the subscription right, no resolution of the Annual General Meeting for the appropriation of the net income for the year has been adopted yet. With the approval of the Supervisory Board, the Management Board and – if members of the Management Board are affected – the Supervisory Board are empowered to stipulate further details of the conditional capital increase and their implementation.
- (8) The stock capital of the Company is conditionally increased by a further € 247,744.00 by issuing up to 247,744 new no-par value bearer shares of the Company (conditional capital IV). The conditional capital increase shall be executed only insofar as the holders of the subscription rights issued by the Company in accordance with the authorization of the Annual General Meeting on 7 June 2005, as amended by resolution of the Annual General Meeting on 4 June 2009, exercise their rights to subscribe to new shares. The new shares participate in profits from the start of the fiscal year for which, at the time of exercising the subscription right, no resolution of the Annual General Meeting for the appropriation of the net income for the year has been adopted yet. With the approval of the Supervisory Board, the Management Board and – if members of the Management Board are affected – the Supervisory Board are empowered to stipulate further details of the conditional capital increase and their implementation.
- (9) The share capital of the company is increased by up to € 3,053,598.00 through the issue of up to 3,053,598 new bearer shares of the company with no nominal value (no-par-value shares). The contingent capital serves the

fulfilment of subscription rights that were issued and exercised based on the authorization decided by the Annual General Meeting on 14 June 2012, under agenda item 7, letter a). The contingent capital increase only occurs to the degree that holders of subscription rights make use of their subscription rights for the purchase of company shares. The issue of shares occurs at the set exercise price as the Issue Amount, according to agenda item 7, letter a), subparagraph 7 of the Annual General Meeting resolution of 14 June 2012; Section 9, Par. 1 AktG remains unaffected. The new shares are entitled to dividends for the first time for the fiscal year for which, at the time of their issue, no Annual General Meeting resolution for the appropriation of the net income has taken place. The Supervisory Board is authorised to determine further details of the contingent capital increase and its implementation. The Supervisory Board is further authorised to adjust section 5 of the Articles of Association according to the respective implementation of the capital increase, as well as after expiry of the authorization or after expiry of the term set for exercising the option rights.

- (10) The stock capital of the Company is conditionally increased by a further € 45,229.00 (conditional capital VI) by issuing 45,229 new bearer shares. The conditional capital increase shall be executed only insofar as the holders of the subscription rights issued by the company in accordance with the authorization of the Annual General Meeting on 30 May 2007, as amended by resolution of the Annual General Meeting on 4 June 2009, exercise their rights to subscribe to new shares. The new shares participate in profits from the start of the fiscal year for which, at the time of exercising the subscription right, no resolution of the Annual General Meeting for the appropriation of the net income for the year has been adopted yet. With the approval of the Supervisory Board, the Management Board and – if members of the Management Board are affected – the Supervisory Board are empowered to stipulate further details of the conditional capital increase and their implementation.
- (11) The stock capital of the Company is conditionally increased by another € 833,100.00 on the basis of the issue of 833,100 new bearer shares (conditional capital VII). The conditional capital increase will only be implemented to the extent to which owners of subscription rights granted to them on the basis of the authorization by the Annual General Meeting on 28 August 2008, as amended by resolution of the Annual General Meeting on 4 June 2009, make use of their rights to subscribe to new shares. The new shares participate in profits from the start of the fiscal year for which, at the time of exercising the subscription right, no resolution of the Annual General Meeting for the appropriation of the net income for the year has been adopted yet. The Management Board, with the approval of the Supervisory Board and – to the extent that members of the Management Board are affected – the Supervisory Board shall be authorised to determine additional details of the conditional capital increase and its implementation.
- (12) The Company's share capital is increased by up to € 50,000.00 by issuing up to 50,000 new no-par value bearer shares of the Company (no-par value shares). The purpose of the contingent capital is to fulfil subscription rights which have been issued and exercised on the basis of the authorization adopted by the Annual General Meeting dated 16 June 2011 under Item 8 Letter a) of the agenda and amended by the resolution of the Annual General Meeting dated 14 June 2012 under Item 9 Letter a) of the agenda. The conditional capital increase shall only be implemented to the extent that

holders of subscription rights make use of their subscription rights to subscribe to the Company's shares. The issuing of the shares shall occur at the respective strike price pursuant to Letter a), Clause (4) of the resolution of the Annual General Meeting dated 16 June 2011, amended by the resolution of the Annual General Meeting dated 14 June 2012, as issue price; § 9, Par. 1 AktG shall remain unaffected. The new shares participate in profits from the start of the fiscal year for which, at the time of exercising the subscription right, no resolution of the Annual General Meeting for the appropriation of the net income for the year has been adopted yet. The Supervisory Board is authorised to define further details of the conditional capital increase and its implementation. The Supervisory Board is furthermore authorised to adjust § 5 of the Articles of Association in accordance with the respective implementation of the capital increase as well as after the expiry of the authorization or after the expiry of the period defined for exercising the option rights.

- (13) The company's share capital is conditionally increased by up to € 26,516,816.00 through the issue of up to 26,516,816 new common bearer shares without nominal value (no-par value shares) with a proportionate amount of € 1.00 of the share capital attributable to each no-par value share. The contingent capital increase serves to issue no-par value bearer shares to the owners or creditors of convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or a combination of such instruments) that are issued by Evotec AG or its directly or indirectly associated companies on the basis of the authorization resolved by the Annual General Meeting on 14 June 2016 under agenda item 5, and grant a conversion or option right to new no-par value shares of the company or designate a conversion obligation.

The new no-par value bearer shares from the contingent capital may only be issued at a conversion or option price that corresponds to the requirements in the authorization resolved by the Annual General Meeting on 14 June 2016 under agenda item 5.

The contingent capital increase shall only be carried out to the extent that option or conversion rights are utilised, or the owners or creditors obligated to convert carry out their duty of conversion, and to the extent that no treasury shares or new shares from an exploitation of authorised capital are utilised for servicing. The new no-par value bearer shares shall participate in profit from the start of the fiscal year in which they are issued through the exercise of option or conversion rights or the performance of conversion obligations. The Management Board is authorised to define the further details of the contingent capital increase and its implementation.

The Supervisory Board is authorised to adjust § 5 of the Articles of Association in accordance with the respective issue of the new no-par value bearer shares and to carry out all other related adjustments of the Articles of Association that concern only the form. This also applies analogously if the authority to issue option or conversion obligations is not exercised by the expiry of the authorization period, or if the contingent capital is not exploited by the expiry of the deadlines for exercising option and conversion rights or for fulfilling conversion or option obligations.

- (14) The share capital of the Company is increased by up to € 3,000,000.00 through the issue of up to 3,000,000 new bearer shares of the Company

with no nominal value (no-par-value shares). The contingent capital serves the fulfilment of subscription rights that were issued and exercised based on the authorisation decided by the Annual General Meeting on 09 June 2015, under agenda item 6, letter a). The contingent capital increase only occurs to the degree that holders of subscription rights make use of their subscription rights for the purchase of Company shares. The issue of shares occurs at the set exercise price as the Issue Amount, according to agenda item 6, letter a), subparagraph 8 of the Annual General Meeting resolution of 09 June 2015; Section 9, para. 1 AktG remains unaffected. The new shares are entitled to dividends for the first time for the fiscal year for which, at the time of their issue, no Annual General Meeting resolution for the appropriation of the net income has taken place. The Supervisory Board is authorised to determine further details of the contingent capital increase and its implementation. The Supervisory Board is further authorised to adjust section 5 of the Articles of Association according to the respective implementation of the capital increase, as well as after expiry of the authorisation or after expiry of the term set for exercising the option rights.

- (15) The share capital of the Company is increased on a contingent basis by up to € 6,000,000.00 through the issue of up to 6,000,000 new bearer shares of the company with no nominal value (no-par-value shares). The contingent capital serves to fulfil subscription rights that were issued and exercised based on the authorisation decided by the Annual General Meeting on 14 June 2017 under agenda item 8 a). The contingent capital increase will only take place to the extent that holders of subscription rights make use of their right to subscribe for company shares. The issue of shares takes place at the exercise price determined according to agenda item 8 a) subparagraph (8) of the General Meeting resolution of 14 June 2017 as the issue amount; § 9, para. 1 AktG remains unaffected. The new shares are entitled to dividends for the first time for the fiscal year for which, at the time of their issue, no Annual General Meeting resolution as to the appropriation of the net income has taken place. The Supervisory Board is authorised to determine further details of the contingent capital increase and its implementation. The Supervisory Board is further authorised to alter § 5 of the Articles of Association in line with the respective implementation of the capital increase, as well as after expiry of the authorisation or after expiry of the deadline set for exercising the option rights.

III. Executive Board

§ 6 Composition

- (1) The Management Board shall comprise one person or several persons. The Supervisory Board determines the number of Management Board members. The appointment of deputy Management Board members is possible.
- (2) The Supervisory Board may appoint a member of the Management Board as Chairman of the Management Board as well as further members of the Management Board as Deputy Chairmen.

- (3) The decisions of the Management Board shall be resolved by simple majority if not otherwise stipulated by law or the procedural rules of the Management Board. Should a Chairman of the Management Board be appointed, his vote shall be decisive in the event of a parity of votes.
- (4) The Management Board shall determine its own rules of internal procedures if the Supervisory Board does not decree rules of internal procedures for the Management Board.

§ 7

Representation and General Management

- (1) If only one member of the Management Board is appointed, he shall represent the Company alone. If several Management Board members are appointed, the Company shall be legally represented by two members of the Management Board or by one member of the Management Board acting jointly with a registered authorised officer ("Prokurist").
- (2) The Supervisory Board may grant Management Board members the right to solely represent the Company. It may also grant Management Board members the right of representing the Company also in such legal transactions as may be undertaken with or against such members of the Management Board in their capacity as representatives of a third party.
- (3) The Supervisory Board may order that specific types of businesses be undertaken only with its approval.

IV.

Supervisory Board

§ 8

Composition and Tenure

- (1) The Supervisory Board of the Company consists of 6 members.
- (2) If not otherwise specified in the resolution of the Annual General Meeting, members of the Supervisory Board shall be appointed for a period lasting until the end of the Annual General Meeting which decides on the ratification of the acts of the Supervisory Board for the fourth business year after the start of the tenure. The business year in which the tenure begins shall not count. The Supervisory Board may be re-elected.
- (3) For all members of the Supervisory Board, one or more substitute members may be appointed by the Annual General Meeting who shall become members of the Supervisory Board in the order of their appointment as soon as a member of the Supervisory Board quits his position in the Supervisory Board before the expiration of his tenure. This shall not apply if the Annual General Meeting chooses a successor prior to the departure of the member of the Supervisory Board. The substitute member shall assume the position of the departing member for the duration of the remaining term, however, for a maximum period lasting until the end of the Annual General Meeting in which a new election is held for the departing member.

- (4) If a member of the Supervisory Board is elected to replace a departing member, his tenure shall last for the remaining term of office of the departing member.
- (5) Every member of the Supervisory Board and every substitute member may resign his position with a four-week notice period also without cause, through written declaration addressed to the Chairman of the Supervisory Board or the Management Board. If for good cause, the resignation may take effect immediately.

§ 9 Chairman, Deputy Chairman

- (1) Immediately after the Annual General Meeting during which the shareholders have newly elected all members of the Supervisory Board, the Supervisory Board shall elect a Chairman and one or more deputies amongst its peers in a meeting to be held without any special invitation. If the Chairman or his deputy resigns his office before expiration of his term of office, the Supervisory Board shall hold a new election to replace the resigning chairman or deputy.
- (2) Declarations of the Supervisory Board and its committees shall be made by the Chairman or his Deputy on behalf of the Supervisory Board. The Chairman and his Deputy shall also have the right to receive specific declarations on behalf of the Supervisory Board.

§ 10 Internal Order and Adoption of Resolutions

- (1) The Chairman or the Deputy Chairman in case of the incapacitation of the Chairman shall summon the meeting of the Supervisory Board complying with a two-week period of advanced notification and determine the place and time of the meeting. The invitation shall be issued in writing, by telephone, telegraphically, fax or with aid of other means of electronic communication using the address last disclosed to the Management Board. The agenda shall be disclosed along with the invitation. The individual items of the agenda shall be precisely specified in such a way that absentees are able to utilise their right of commenting in writing. The Chairman may shorten the period of advanced notification to up to three days in urgent cases if the invitation has been evidentially received by all members of the Supervisory Board.
- (2) The resolutions of the Supervisory Board shall be adopted usually in meetings. However, meetings and the adoption of resolutions are also permitted in writing, by telephone, telegraphically, by fax or with aid of other means of electronic communication if the Chairman of the Supervisory Board deems it relevant on individual occasions.
- (3) A quorum shall be deemed constituted by the Supervisory Board if at least half of its members, as statutory required, participate in the adoption of a resolution in person or in writing or by voting through other permissible means. Any member who abstains in the vote on the resolution is deemed to participate.

- (4) Resolutions of the Supervisory Board shall be adopted with a simple majority of the votes cast. In case of a parity of votes, the vote of the Chairman in the respective session shall be decisive – also in elections.
- (5) A written record of the meetings and resolutions of the Supervisory Board and its committees shall be prepared and signed by the Chairman of the meeting.
- (6) The Supervisory Board may, within the scope of compelling legal regulations as well as provisions of these Articles of Association, issue its own rules of internal procedures.

§ 11 Committees of the Supervisory Board

The Supervisory Board shall have the right to form committees amongst its members and delegate individual parts of its duties and responsibilities to such committees for independent execution within the scope of legal provisions.

§ 12 Remuneration

- (1) In addition to reimbursing their out-of-pocket-expenses and any sales tax payable in connection with their compensation and expenses for each fiscal year, the members of the Supervisory Board get paid a fixed compensation in accordance with the following provisions starting with the 2014 fiscal year.
- (2) The fixed compensation payable upon expiration of the given fiscal year shall be € 30,000.00 per Supervisory Board member. The Chairman of the Supervisory Board shall be paid € 75,000.00 and the Deputy Chairman shall be paid € 45,000.00. Supervisory Board members serving on its committees shall be paid € 5,000.00 per committee membership; the chairman of a committee shall be paid € 20,000.00. The foregoing amounts for service on committees shall apply solely if the respective committee met during the given fiscal year.
- (3) The compensation payable to Supervisory Board members shall be prorated if they do not serve on the Supervisory Board during the entire fiscal year. If a member of the Supervisory Board does not serve in a position that is linked to a higher level of compensation during the entire fiscal year, the foregoing sentence shall apply analogously to the compensation applicable to the respective position.
- (4) The Company shall insure members of the Supervisory Board at its own cost, against civil law and criminal law-related litigation in connection with the exercise of their mandates at an appropriate level (D&O) and assume the costs of the legal defence in connection with such litigation as well as taxes possibly incurred on such cost.
- (5) Insofar as members of the Supervisory Board take on the necessary training and further education measures required for their tasks in accordance with the provisions of the German Corporate Governance Code, all costs related to these measures will be reimbursed by the Company.

§ 13 Duty of Secrecy

The members of the Supervisory Board are required to maintain secrecy regarding confidential data and secrets of the Company of which they become aware during their duties as members of the Supervisory Board. This duty of secrecy also applies following their retirement from office.

V. Annual General Meeting

§ 14 Place, Summoning and Right of Participation

- (1) The Annual General Meeting shall be held at the domicile of the Company.
- (2) The Annual General Meeting shall be summoned by the Management Board if resolutions are to be adopted or if summoning is in the interest of the Company for other reasons. The Annual General Meeting which decides on the replacement of the Management Board and the Supervisory Board, the appropriation of profits, the selection of the Annual Account auditor and if necessary, the determination of the Annual Account (ordinary meeting of shareholders) shall be held within the first eight months of every business year.
- (3) The notice of the Annual General Meeting shall be published via a single publication in the Federal Gazette. The German statutory provisions do apply for the call period.
- (4) Every shareholder who has registered with the Company in accordance with the following requirements prior to the Annual General Meeting and has verified their right to participate in the Annual General Meeting and to exercise their voting right, shall be entitled to participate in the Annual General Meeting and to exercise their voting right.

The registration shall be made in text form (Section 126b BGB), in German or English, specifying the number of shares to which the registration refers. It must be received by the Company at the address specified to that end in the Notice of Annual General Meeting six days ahead of the Annual General Meeting. The Notice may provide for a shorter deadline to be specified in days.

Specific evidence of shareholdings in text form (Section 126b BGB), prepared by the depositary bank as of 00:00 a.m. on the 21st day prior to the Annual General Meeting, shall be sufficient and necessary for verifying [a shareholder's] right to participate in the Annual General Meeting and exercise their voting right. Such evidence shall be sent to the Company at the address stated for that purpose in the Notice at least six days ahead of the Annual General Meeting. The Notice may provide for a shorter deadline to be specified in days. The evidence shall be in German or English.

- (5) The Management Board is authorised to make provisions such that shareholders may also participate in the Annual General Meeting without being physically present on site and without having to appoint a proxy, as well as to exercise all or some of their rights, in whole or in part, by means of electronic communications (online participation). The Management Board is further authorised to determine both the scope of and the procedure for participating online. These requirements shall be announced at the time the Annual General Meeting is convened.
- (6) The Board of Directors is entitled, but not obliged to disclose information on the Company's homepage before the Annual General Meeting. The information disclosed has to be available over a period of at least seven days before the Annual General Meeting begins as the case may be. Furthermore it has to be continuously accessible during the Annual General Meeting.
- (7) The Management Board may provide for shareholders to participate in the Annual General Meeting without being present at the location where it is being held and to exercise their rights through written or electronic communication (postal vote). It can determine the specifics of the postal voting process. Should the Management Board make use of this authorisation, detailed information shall be provided in the notice of the Annual General Meeting.

§ 15

Conduct of Annual General Meeting, Transmission

- (1) The Annual General Meeting will be chaired by the Chairman of the Supervisory Board or another member of the Supervisory Board designated by the Supervisory Board.
- (2) The Chairman of the occasion shall manage deliberations and determine the order of the items of the agenda as well as the nature and further details of voting. He is authorised to restrict the rights of asking questions or holding speeches to a suitable duration.
- (3) The chairperson of the Annual General Meeting is authorised to permit a partial or complete audiovisual broadcast of the Annual General Meeting using suitable electronic media.

§ 16

Adoption of Resolutions in the Annual General Meeting

- (1) One share corresponds to one vote.
- (2) The voting right may be exercised by proxies. Granting and revoking a proxy, as well as evidencing same to the Company, must be made in text form unless required otherwise by law (Section 126b BGB). The notice of the Annual General Meeting may simplify the requirement as to the form. § 135 AktG remains unaffected. The evidence of proxy may be sent to the Company by electronic communications to be further detailed in the notice of the Annual General Meeting.
- (3) Unless otherwise provided by these Articles of Association or by law, resolutions of the Annual General Meeting are adopted by the simple

majority of all votes cast and, where a capital majority is required, by a simple majority of the capital stock represented when the vote is taken.

- (4) Minutes shall be taken of each Annual General Meeting.
- (5) A simple majority vote shall be necessary for all elections. If no candidate receives a simple majority in the first round of voting, a runoff election shall be held between the two candidates who received the largest number of votes. A lot shall decide if both candidates get the same number of votes in the second round.
- (6) The Management Board is authorised to enable shareholders to exercise their voting right in writing or by electronic means of communication without being physically present at the Annual General Meeting (vote by mail). It may determine the details of such vote by mail. These details shall be announced in the notice of Annual General Meeting.

VI.

Rendering of Accounts and Appropriation of Profits

§ 17

Rendering of Accounts and Appropriation of Profits

- (1) The Management Board shall prepare the annual financial statements (statement of financial conditions and income statement), the management report, consolidated financial statements and Group management report for the previous fiscal year within the statutory periods and shall submit them to the Supervisory Board and to the auditors as soon as they have been prepared. At the same time, the Management Board shall present to the Supervisory Board the proposal of the Management Board for the resolution to be adopted by the Annual General Meeting on the appropriation of the balance sheet profit.
- (2) The Supervisory Board shall examine the annual financial statements, the management report, the proposal for the resolution on the appropriation of the balance sheet profit and the consolidated financial statements and Group management report and report the results of its examination in writing to the Annual General Meeting. The Supervisory Board shall submit the report within one month after the receipt of the documents to the Management Board and inform the Management Board as well as adopt a resolution on whether or not it approves the annual financial statements and consolidated financial statements as provided by the Management Board. If the Supervisory Board approves the annual financial statements, the latter shall be deemed adopted.
- (3) The Annual General Meeting shall decide on the appropriation of the balance sheet profit resulting from the approved annual financial statements.
- (4) In case of capital increase, the level of profit-sharing of the new shares may be determined in deviation from § 60 of the German Stock Corporation Act.

**VII.
Final Stipulations**

**§ 18
Amendment of the Version of these Articles of Association**

The Supervisory Board is empowered to amend the Articles of Association only in their wording.

**§ 19
Formation Expenditure**

The Company shall bear expenses in connection with its formation, entry into the commercial register and publications in this respect, up to the amount of DM 50,000.00. The same applies to costs of the above-mentioned type as well as consultancy expenses in connection with the transformation of the Company from the previous EVOTEC Biosystems GmbH.