

## Power of attorney and voting instructions to the proxies appointed by the Company

If you are unable to attend the Annual General Meeting personally, you can authorise the proxies appointed by the Company to exercise your vote in accordance with your instructions now, that is to say before the Annual General Meeting. In this case, too, shareholders must register themselves and provide evidence of share ownership in due time pursuant to the provisions as stated in the section "Participation in the Annual General Meeting and exercise of voting rights" in the invitation of the Annual General Meeting.

For organisational reasons, shareholders who intend to grant power of attorney to the Company's appointed proxies before the Annual General Meeting are requested to send the powers of attorney with instructions **by no later than the end of 18 June 2019 (receipt)** by post, telefax or e-mail (*e. g. as a pdf file*) to the following address, telefax number or email address

Evotec SE  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany

**or by telefax:** +49 (0)89 889 690 655  
**or by email:** evotec@better-orange.de

or **electronically via internet** at <http://www.evotec.com> under the section 'Invest', and then 'Annual General Meeting' under the 'Voting Proxy' item.

### Power of attorney (please fill in)

I/We herewith authorise, if applicable under revoking my/our former authorisation of a power of attorney, the proxies appointed by Evotec SE,

(Surname, name or commercial firm name of the shareholder): \_\_\_\_\_

Mr. Thomas Wagner and Mr. Michael Schwarz, both employees of Better Orange IR & HV AG, Munich, to represent me/us individually with disclosure of my/our name at the Annual General Meeting of Evotec SE on 19 June 2019, with the power to delegate the authorisation to another person(s) and and to exercise my/our vote inherent in the

(Number of shares): \_\_\_\_\_ shares pursuant to admission ticket number \_\_\_\_\_ in accordance with the following **instructions** on the individual resolutions proposed by the Company's management and published in the invitation of the Annual General Meeting in the Federal Gazette (*please complete*):

Individual voting instructions for agenda item:	YES	NO	ABSTENTION
2. Resolution regarding formal approval of the actions of the members of the Management Board for fiscal year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution regarding formal approval of the actions of the members of the Supervisory Board for fiscal year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution regarding the appointment of the auditor for the annual financial statements and the consolidated financial statements for fiscal year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution regarding the election of a new Supervisory Board:			
5.1. Mr Prof. Dr. Wolfgang Plischke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2. Ms Prof. Dr. Iris Löw-Friedrich	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3. Mr Dr. Mario Polywka	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.4. Mr Roland Sackers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.5. Mr Dr. Michael Shalmi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.6. Ms Dr. Elaine Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution regarding amendments to the Remuneration of Supervisory Board members and to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution revoking the existing authorisation to issue convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or combinations of those instruments), revoking the corresponding contingent capital and new resolution authorising the issuance of convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or combinations of those instruments), creation of new contingent capital, and amendments to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution regarding the approval of the remuneration system for members of the Management Board of Evotec SE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We herewith confirm that I/we have read and accepted the following "Legal notes concerning the issue of a power of attorney and voting instructions to the proxies appointed by the Company".

\_\_\_\_\_  
City Date Signature(s) or Person making the declaration (legible)

If you have any queries, please give me/us a call on: \_\_\_\_\_

**Legal notes concerning the issue of a power of attorney and voting instructions to the proxies appointed by the Company:**

Shareholders or their appointed proxies are entitled to personally attend the Annual General Meeting on 19 June 2019 even after issuing a power of attorney to the proxies appointed by the Company. Personal attendance does not constitute a revocation of the power of attorney and voting instructions issued to the proxies appointed by the Company; such a revocation must be made in text form. A special form to revoke a former issued power of attorney to the proxies appointed by the Company is available under <http://www.evotec.com> under the section 'Invest', and then 'Annual General Meeting' and at the registration desks on the site of the Annual General Meeting.

If the proxies appointed by the Company are granted power of attorney, they must, in any case, be issued with instructions for exercising the voting rights with regard to the management's proposed resolutions. The Company's proxies are obligated to vote in accordance with instructions. Without instructions, the proxies will abstain from voting. The Company's proxies will not accept any powers of attorney for filing objections against Annual General Meeting resolutions, to exercise the right to speak and ask questions or to file motions.

During the voting procedure, the proxies appointed by the Company will, in the following cases, abstain in a subtractive procedure or not participate in the voting in an additive procedure: if voting instructions have not been issued or are unclear, when voting on a counter-motion or motion on published agenda items proposed by shareholders, on motions unknown prior to the Annual General Meeting (e.g. procedural motions), and when voting on a resolution proposed by the Company's management but diverging from that published in the invitation to the Annual General Meeting in the Federal Gazette.

If the proxies appointed by the Company receive several proxies with voting instructions from one individual shareholder through different channels (postal mail, e-mail, telefax, internet), the last valid power of attorney received will be considered binding with the corresponding voting instructions.

By issuing your power of attorney and voting instructions you also accept the "*Legal notes concerning the issue of a power of attorney and voting instructions to the proxies appointed by the Company*".

**If you have any queries in conjunction with the issue of a power of attorney, contact our hotline on telephone number +49 (0)89 889 690 620, on working days between 09.00 am to 05.00 pm (CEST).**