



Prof Dr Iris Löw-Friedrich  
Chairwoman of the Supervisory Board

# Supervisory *Board Report*

**A**s required by the German Stock Corporation Act, Evotec SE has a two-tier board system consisting of Evotec's Management Board and Evotec's Supervisory Board. The Management Board is responsible for managing Evotec and representing the Company in its dealings with third parties, while the Supervisory Board appoints and dismisses the members of Evotec's Management Board and oversees the management of the Company. German law prohibits the Supervisory Board from making operational management decisions. The two boards, however, work closely together to achieve long-term and sustainable growth for the Company and to create shareholder value. They agree on the Company's strategy and on business transactions that are significant.

Evotec's Supervisory Board consists of six members – as provided in the current Articles of Association – all of whom are elected by the shareholders with a simple majority of the votes cast at an Annual General Meeting ("AGM"). The proposal to the AGM is carried out in accordance with the German Corporate Governance Code's recommendations regardless of gender, nationality or age. Appointments are based on qualifications, work experience and independence. With effective date of the Annual General Meeting 2021, the Chairman of the Supervisory Board, Prof Dr Wolfgang Plischke, stepped down from his mandate. The Annual General Meeting elected Dr Constanze Ulmer-Eilfort as a new member of the Supervisory Board. The Company provides a relevant set

of on-boarding materials regarding statutory documents, policies, rules of procedures etc. for each new Supervisory Board member, which is also accessible to each member in a virtual Board room.

The Supervisory Board appoints a Chair and one Vice Chair from among its members. After the resignation Prof Dr Wolfgang Plischke effective to the 2021 Annual General Meeting, Prof Dr Iris Löw-Friedrich was elected Chair of the Supervisory Board, and Roland Sackers became her Vice Chair. The members of the Supervisory Board were elected for a term of five years and may be re-elected. A shortening of the five year term is envisaged from the next election. The term of the new Supervisory

Board ends with the close of the AGM 2024 that is charged with approving the actions of the members of the Supervisory Board in the 2023 fiscal year.

The Supervisory Board has determined concrete objectives regarding its composition and competencies, and prepared a profile of skills and expertise reflecting the company-specific situation. These objectives and skills profiles stipulate that the activities of the Company shall be represented by having a majority of independent Supervisory Board members with national and international experience in the respective fields of (i) Research and Development, (ii) Finance, Capital markets, Legal, Corporate Governance, (iii) Marketing and Sales and Operations and (iv) Healthcare Economy/Public Health. In addition, the Supervisory Board shall ensure that the individual age of a candidate shall not exceed 72 years at the time of the proposal. Diversity with regard to female representation shall be ensured by having a target quota of 30% female members of the Supervisory Board. Finally, the Supervisory Board has agreed on two full terms as the regular limit of length of membership to the Supervisory Board. Overall, the Supervisory Board shall be composed in such a way that the majority of its members are independent and that its members as a group possess the knowledge, ability and expert experience required to properly complete its tasks.

Currently, the composition of Evotec's Supervisory Board fulfils all those objectives: All members have an extensive international professional background from working in numerous internationally operating companies. All members are considered as independent following the two-dimensional evaluation criteria of the German Corporate Governance Code, two nationalities are represented and there are three female members.

Evotec's aspiration of a "diversity of thoughts" is ensured by composing an internationally experienced Management and Supervisory Board with broad based skill sets.

Prof Dr Löw-Friedrich is also to be regarded as independent within the meaning of recommendation C.7 of the German Corporate Governance Code. Although Prof Dr Löw-Friedrich is on the Management Board of UCB S.A., which is an Evotec customer, the Evotec Group's turnover with the UCB Group is only about 1% of the total turnover of the Evotec Group, so that no material business relationship between Evotec and UCB within the meaning of recommendation C.7 is to be assumed. Moreover, Iris Löw-Friedrich is responsible at UCB's Management Board for world-wide clinical development and life-cycle of marketed products but not for discovery research and pre-clinical development which are the only subjects of the services provided by Evotec to UCB. Since these services are not of significant amount they are also neither discussed within the UCB Management Board nor Evotec's Supervisory Board. Despite his position as Chief Executive Officer at Novo Holdings A/S, Kasim Kutay is to be considered an independent Supervisory Board member. Novo Holdings A/S holds slightly more than 10% of Evotec SE's voting shares and, thus, has a material interest in Evotec SE within the meaning of section C.13 of the German Corporate Governance Code as amended on 16 December 2019. Nevertheless, Novo Holdings A/S is not a controlling shareholder within the meaning of section C.9 of the German Corporate Governance Code as amended on 16 December 2019. A shareholder's (and thus also Mr Kutay's) dependency would exist if a controlling agreement existed with the shareholder, the shareholder held an absolute majority of the voting rights or at least a sustainable majority at the Annual General Meeting. A voting share of slightly more than 10% does not constitute a sustainable majority at the Annual General Meeting in favour of Novo Holdings A/S and, therefore neither a conflict of interest that is not merely temporary, nor a dependency due to de facto majorities of voting rights, especially since the number of validly cast votes at past general meetings regularly amounted to significantly more than 40% of the share capital. Dr Mario Polywka's cooling off period pursuant to section C.7 of the German Corporate Governance Code expired by the end of 2020.

Notwithstanding Section C.5 of the German Corporate Governance Code, Prof Dr Iris Löw-Friedrich has also a seat in the Supervisory Board of Fresenius SE & Co. KGaA. However, Prof Dr Iris Löw-Friedrich always has devoted sufficient time to perform her function, including attendance at all board and committee meetings and availability to engage with internal and external stakeholders, and has plausibly demonstrated that this will also be the case in the future.

Information on the mandates and occupations of the Supervisory Board members can be found at the end of the combined Management Report under "Supervisory Board and Management Board".

<b>SKILLS/EXPERTISE</b>	<i>Prof Dr Iris Lów-Friedrich (Chair)</i>	<i>Roland Sackers (Vice-Chair)</i>	<i>Kasim Kutay</i>	<i>Dr Mario Polywka</i>	<i>Dr Constanze Ulmer-Eilfort</i>	<i>Dr Elaine Sullivan</i>
Independent members	X <sup>1</sup>	X	X <sup>2</sup>	X <sup>3</sup>	X	X
Experience in the fields of Research & Development	X	–	–	X	–	X
Experience in the fields of Finance & Capital markets	–	X <sup>4</sup>	X	X <sup>5</sup>	X	–
Experience in the fields of Legal & Compliance	–	X	–	–	X	–
Experience in the fields of ESG	X	X	–	–	X	–
Experience in the fields of Marketing and Sales and Operations	X	–	–	X	–	X
Experience in the fields of Healthcare Economy and Public Health	X	–	X	–	–	X
Age of a candidate shall not exceed 72 years at the time of the proposal	X (1960)	X (1968)	X (1965)	X (1963)	X (1962)	X (1961)
Regional experience	EU, USA, Asia	EU, USA	EU, USA, Asia	EU, USA	EU	EU, USA, Asia
Female members	X	–	–	–	X	X
Two full terms as the regular limit of length of membership to the Supervisory Board	X (2014)	X (2019)	X (2020)	X (2019)	X (2021)	X (2015)

<sup>1</sup> Management Board Member of UCB: The business relationship with UCB as a customer of Evotec is considered immaterial (~1% of 2020 group revenue)

<sup>2</sup> CEO of Novo Holdings A/S: Novo Holdings A/S holds ~10% of Evotec's shares but does not have control as defined in C.9 of GCGC

<sup>3</sup> Cooling-Off Period as per C.7 of GCGC has expired by end of 2020

<sup>4</sup> Experience in audit and accounting

<sup>5</sup> Experience in accounting

A significant proportion of the Supervisory Board's work is conducted in committees. Pursuant to the German Stock Corporation Act and the recommendations of the German Corporate Governance Code, Evotec's Supervisory Board has established an Audit & Compliance Committee as well as a Remuneration and Nomination Committee from among its members.

Evotec's Audit & Compliance Committee, comprising three members, supports the

Supervisory Board in independently monitoring the Company's financial reporting activities and in auditing reports. In particular, the Audit & Compliance Committee reviews the Company's accounting processes, the effectiveness of the internal control system and the audit of the financial statements. In addition, it discusses the quarterly and half-year reports with the Management Board as well as its risk management and compliance management systems. Within the scope of the audit of the financial statements commissioned by the

Supervisory Board, the Audit & Compliance Committee also reviews possible transactions with related parties. Moreover, the Audit & Compliance Committee also discusses certain steps and procedures of the audit with the appointed auditing firm, including the auditors' independence, quality, the additional services rendered by the auditor, the issuing of the audit mandate to the auditing firm, the determination of auditing focal points, the fee agreement and compliance issues.

The members of the Audit Committee possess the required skills and experience. As a Chief Financial Officer, the Audit Committee's Chairman Roland Sackers is not only independent, but also has the required specialist knowledge and experience in the application of accounting principles and internal control processes and the audit. In addition, as a former member of the Management Board of Evotec, Dr Mario Polywka has expertise in the field of accounting. Neither the Chairman of the Supervisory Board nor a former member of the

Management Board may become Chairman of the Audit Committee. Evotec's Audit Committee and Compliance Charter can be found on the Company's website under <https://www.evotec.com/en/investor-relations/governance>.

The main duties and responsibilities of the Company's Remuneration and Nomination Committee are to prepare the appointment of Management Board members and to prepare recommendations concerning their remuneration system and Share Performance

Plan. Final decisions are made by the full Supervisory Board. The Articles of the Remuneration and Nomination Committee can be viewed on the Company's website under the link <https://www.evotec.com/en/investor-relations/governance>.

Members of both committees are appointed in accordance with the Code. For detailed information about the composition of the Supervisory Board and its committees, please see the table below:

<i>UNTIL AGM 2021</i>	<i>INITIALLY ELECTED TO THE COMPANY'S SUPERVISORY BOARD</i>	<i>AUDIT AND COMPLIANCE COMMITTEE</i>	<i>REMUNERATION AND NOMINATION COMMITTEE</i>
Prof Dr Wolfgang Plischke (Chairman)	2014		X (Chair)
Prof Dr Iris Löw-Friedrich (Vice Chairwoman)	2014	X	
Roland Sackers	2014	X (Chair)	X
Kasim Kutay	2020		X
Dr Mario Polywka	2019		
Dr Elaine Sullivan	2015	X	

<i>FROM AGM 2021</i>	<i>INITIALLY ELECTED TO THE COMPANY'S SUPERVISORY BOARD</i>	<i>AUDIT AND COMPLIANCE COMMITTEE</i>	<i>REMUNERATION AND NOMINATION COMMITTEE</i>
Prof Dr Iris Löw-Friedrich (Chairwoman)	2014	X	X (Chair)
Roland Sackers (Vice Chairman)	2014	X (Chair)	X
Kasim Kutay	2020		X
Dr Mario Polywka	2019	X	
Dr Constanze Ulmer-Eilfort	2021	X	
Dr Elaine Sullivan	2015		X

In the course of 2021, the Supervisory Board held four formal meetings and six extraordinary meetings to discuss the operational and strategic developments of the Evotec Group. The Audit Committee convened separately for four formal and two extraordinary meetings and

the Remuneration and Nomination Committee convened for five meetings. Due to the pandemic, the meetings in 2021 were mainly held per videoconference. At the majority of these meetings the Supervisory Board also met in closed session without the Management Board.

The individual attendance of the Supervisory Board members in 2021 at meetings of the Supervisory Board of Evotec SE and its committees was as follows:

<b>SUPERVISORY BOARD MEMBER</b>	<b>NUMBER OF SUPERVISORY BOARD AND COMMITTEE MEETINGS</b>	<b>ATTENDANCE</b>	<b>PRESENCE*</b>
Prof Dr Iris Löw-Friedrich (Chair) <sup>1</sup>	10+6	10+6	100%
Prof Dr Wolfgang Plischke (Chair) <sup>2</sup>	3+2	3+2	100%
Roland Sackers (Vice Chair) <sup>1</sup>	10+11	9+11	95%
Kasim Kutay	10+5	10+4	93%
Dr Mario Polywka	10+3	10+3	100%
Dr Constanze Ulmer-Eilfort	7+3	7+3	100%
Dr Elaine Sullivan	10+6	10+6	100%

<sup>1</sup> Since AGM in June 2021

<sup>2</sup> Until AGM in June 2021

\* Commercially rounded

At each Supervisory Board meeting, the status of the Company's business, its scientific initiatives, its development partnerships, out-licensing activities and regular standard agenda items were discussed. The Supervisory Board was also updated about Evotec's R&D portfolio and discussed this in-depth with the Chief Scientific Officer.

In particular, the Supervisory Board addressed the following specific subjects in detail during its meetings:

► In March 2021, the Supervisory Board discussed and approved the 2020 annual financial statements in one formal and one extraordinary meeting in the presence of the auditors and approved the achievement of Corporate Objectives for 2020 and the bonus payments for the Management Board members for their performance in 2020. The LTI grants to the Management Board members were approved in a circular resolution in January 2021, as well as the Restricted Share Awards granted to the Chief Executive Officer and the Chief Scientific Officer in May 2021. The Supervisory Board also discussed the Company's compliance and risk management system in the March meeting and approved the Corporate Objectives 2021 and the preliminary agenda for the Annual General Meeting 2021. Furthermore, the Supervisory Board reviewed potential equity projects.

The Supervisory Board also discussed with the Management a possible secondary dual listing on NASDAQ and decided to start preparations for this. Thereafter, the Supervisory Board was regularly updated on this topic by the Management.

► At the meeting in June 2021, the Supervisory Board focused on the upcoming Annual General Meeting, the operational business of the Company and on strategic development opportunities, including potential M&A projects, the approval of new equity investments and academic BRIDGES. The Supervisory Board also discussed the long-term financing strategy of Evotec SE including the US listing in preparation. Immediately after the Annual General Meeting in June 2021, another meeting of the Supervisory Board took place, in which the chair and vice-chair as well as the composition of the committees were redefined.

► At another extraordinary meeting at the end of June 2021, the Supervisory Board discussed the first draft of the prospectus for the US listing and the status of the project in the presence of the Management Board and the advisors involved. By circular resolution, the confidential submission of the prospectus to the US Securities and Exchange Commission (SEC) was approved at the beginning of July.

► At its meeting in September 2021, the Supervisory Board discussed the operational business of the Company, including the global footprint and capacity strategies. It further discussed strategic development opportunities, including the possibility for spin-offs into holding companies and approved certain further equity investments. Furthermore, the Supervisory Board was informed that the auditor oversight authority APAS has denied Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft independence due to the increased expense of PCAOB (Public Company Accounting Oversight Board) audits because of the US listing process. The background and possible next steps were discussed in detail. It was decided to seek appointment of BDO Wirtschaftsprüfungsgesellschaft as a substitute auditor for the 2021 financial year by court order.

► In October 2021, the Supervisory Board approved the Company's capital increase through issuing 10,000,000 new shares in the course of the US listing and the launch of the US listing by signing the corresponding agreements with the SEC and the accompanying investment banks.

► At the beginning of November 2021, the Supervisory Board approved the issuing price proposed by the banks for the new shares, so that the US listing process could be completed. Shortly thereafter, the Supervisory Board

approved a further capital increase of the company by issuing an additional 1,497,500 new shares in the course of the US listing as a so-called "greenshoe" due to increased demand.

► Also in November 2021, the Supervisory Board decided to revoke the audit engagement with Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft due to a lack of independence after the Hamburg District Court appointed BDO Wirtschaftsprüfungsgesellschaft as the new auditor for the 2021 financial year.

► In December 2021, the Supervisory Board reviewed and approved the budget and guidance for the fiscal year 2022 as well as regular corporate governance matters. Governance and compliance is a regular topic of the Supervisory Board meeting and lead to the annual announcement of the Corporate Governance declaration in December. The Supervisory Board discussed the performance of the Company in 2021 and the objectives for 2022 and reviewed the current risk report. It further discussed certain strategic opportunities, including M&A and equity possibilities as well as the Company's equity portfolio. The revision of the remuneration system for the Management Board, related investor feedback in the context of the 2021 Annual General Meeting and the corporate goals for 2022 were discussed, including the company's ESG-strategy and goals based on it.

The Supervisory Board passed resolutions on all of those individual measures taken by the Management Board, which by law or the Statutes required the approval of the Supervisory Board.

The Management Board also provided continuous updates to the Supervisory Board through regular verbal and written reports that included in-depth analyses on the status of operations. The information provided included written monthly management reports with extensive coverage of the Company's financial figures for the previous month, accompanied by detailed comments and explanatory text. In addition, the Chairman of the Supervisory Board and the Chief Executive Officer as well as other

members of the Management and Supervisory Board monitored and discussed current topics such as strategy, planning, risk management and compliance management systems during numerous conference calls, held whenever appropriate.

Furthermore the Supervisory Board Chair was available to discuss Supervisory Board-related issues with investors.

The financial statements and the Management Report for Evotec SE for the fiscal year 2021 as well as the consolidated financial statements together with the consolidated Management Report of the Evotec Group were audited by BDO AG Wirtschaftsprüfungsgesellschaft, Frankfurt. The managing auditor of BDO for the Evotec Group is Dr Jens Freiberg since 2021. The auditors issued an unqualified audit opinion.

In preparation for the Supervisory Board meeting on 6 April 2022, the auditors presented the status of the 2021 audit, a summary of key audit findings and other relevant topics to the Audit and Compliance Committee. The Audit and Compliance Committee used this information as a guideline for its own evaluation of the statements and reports. The auditors participated in the meeting of the full Supervisory Board in April 2022 and presented a comprehensive report on the audit and their observations, including the Company's compliance and risk management system. The Supervisory Board examined both the financial statements and the Consolidated Financial Statements prepared by the Management Board based on its own judgment, taking into account the Audit Committee's input as well as information on key topics provided by the auditors. Following this, the Supervisory Board approved the financial statements of Evotec SE and the Consolidated Financial Statements for the year 2021. Evotec issued a separate Non-financial Group Declaration and a Declaration on Corporate Management in accordance with section 315b and section 315d in conjunction with sections 289b to 289f German Commercial Code (HGB) for fiscal year 2021. The

Supervisory Board examined these reports on the basis of a preliminary review by the Audit Committee and has no objections to the report.

The Supervisory Board bi-annually evaluates its efficiency and working mode by sending out questionnaires to each Supervisory Board member as an opportunity to identify potential improvements. Each Supervisory Board member is required to provide feedback regarding the performance and efficiency of the Supervisory Board and its committees. The General Counsel reviews the questionnaires and provides summary to the Chair and the full Supervisory Board which is then discussed with the Chair and full Supervisory Board. The Chair develops recommendations for improvements and discusses those recommendations with the full Supervisory Board. Approved changes are implemented with the support (if needed) of the Management Board and the General Counsel, such as e.g.: improved efficiency at meetings by dedicated decision proposals to foster discussions on key topics, the establishment of a virtual board room with all meeting documents, or an on-boarding package for new Supervisory Board members.

The Supervisory Board was not informed of any potential conflicts of interest among one of its members in the course of 2021.

The Supervisory Board thanks the Management Board and the Company's employees for their strong commitment and outstanding performance under difficult, pandemic circumstances and for the excellent work done in the year under review and wishes them ongoing success for 2022.

*Hamburg, 6 April 2022*

**The Supervisory Board**  
**Prof Dr Iris Löw-Friedrich**