

*Code of Conduct*  
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## Code of Conduct

This policy for ethical business conduct is binding for all employees of the Evotec Group, i.e. Evotec SE and all its majority controlled subsidiaries in Germany and abroad (referred to here collectively as "Evotec").

References to "employees" include members of the Supervisory Board and the Management Board and all other persons employed by the company.

### **I. Use of corporate funds, accounting and record-keeping**

#### *General policy*

The use of Evotec SE's corporate funds for any purpose that would be in violation of any applicable law or regulation or otherwise improper is strictly forbidden.

Accordingly:

- (i) No unrecorded funds or assets of the company shall be established or maintained for any reason whatsoever, and no false, artificial or misleading entries in the books and records of the company shall be made for any reason whatsoever.
- (ii) No transaction shall be effected, and no payment shall be made, on behalf of the company with the intention or understanding that the transaction or payment is different in nature to the documented transaction or payment.

#### *Accounting and record-keeping*

All funds and other assets of Evotec in Germany, the UK or any other jurisdiction in which the company conducts business must be properly accounted for and recorded in the company's books and records. All transactions are to be documented in Evotec's records in accordance with applicable accounting laws and standards and in concordance with recognised methods of recording business events. Improper payments or unrecorded bribes are strictly forbidden and are to be made impossible.

#### *Bribery and improper payments*

No employee of the company may conclude a contract or enter into an agreement due to commission, a discount, consulting or service agreement or bribe granted by a third party. This is also not permitted if the employee is aware or can assume on the basis of the

circumstances or by drawing logical conclusions that the intended or likely outcome of a transaction will be to directly or indirectly receive a payment or another financial advantage from, to make a payment or grant a financial advantage to, or to otherwise compensate any of the following individuals:

- (i) an employee, official or representative of a government, government authority (including the armed forces) or government-owned or -controlled organisation
- (ii) a manager, chief executive officer, employee, shareholder or representative of a private customer or supplier

in return for decisions or measures that are favourable to Evotec, irrespective of whether this relates to obtaining or maintaining business transactions or similar.

An improper payment or reward is deemed to be a cash payment or gift exceeding €35.00 in value. For example, services, trips or holidays at the company's expense are considered as improper payments just as much as a direct cash payment. No action that would otherwise be suspect is permissible merely because it is customary in a particular location or a particular area in which business activities are conducted.

## **II. Conflicts of interest – insider trading**

### *General policy*

Employees may not be influenced by their personal interests in a manner that impacts or could impact their tasks and responsibilities at Evotec. Employees' actions must be motivated by generating the greatest possible benefit for Evotec rather than on any actual or potential personal advantages, which can be of material or of intangible nature.

Accordingly:

- (i) Employees are expected to avoid direct or indirect involvement in any situation in which there is a risk of a conflict of interests with those of Evotec, of the employee competing with Evotec or of the employee taking advantage of an opportunity Evotec would otherwise be entitled to.
- (ii) Employees may not make use of, disclose or share any internal information that is not already in the public domain for the benefit of third parties, in contradiction of Evotec's interest, or for the employee's own personal gain.

Moreover, any actions directly prohibited by this Code of Conduct may also not be performed indirectly by third parties such as spouses, family members or close friends at the employee's instruction or with the knowledge of the employee.

### *Conflicts of interest*

Employees may not place themselves in a situation in which they are directly or indirectly involved in, linked to or draw personal gain from external business activities if these activities are in any way linked to the activities of Evotec. Such conflicts of interest can arise in the following situations:

- direct or indirect majority ownership of a competing company, supplier, client, sub-contractor, customer or any other person or organisation that conducts business with Evotec.
- acting in any capacity – including as a chief executive officer, manager, shareholder, consultant, employee, distributor, agent or the like – on behalf of a competing company or a supplier, client, sub-contractor, customer or other person or organisation that conducts business with Evotec.
- directly or indirectly accepting payments, services or loans from a supplier, client, sub-contractor, customer or other person or organisation that conducts or is likely to conduct business with Evotec.
- directly or indirectly possessing assets such as property, shares or equities, etc., which, if the employee were to disclose them to shareholders, customers, suppliers or other persons, could be considered by such persons to represent a conflict of interests with those of Evotec.

An investment or stake held in an organisation that conducts business with Evotec is considered material in the following cases:

- (i) if the investment concerns a stake held in a partnership, limited liability company or corporation which is not co-owned by a large number of shareholders or is state-owned
- (ii) if the investment concerns a corporation in which the employee, his or her business partners or family members hold more than 1% of securities of any kind issued by this corporation

### *Competing with the company*

Employees may not put themselves in a situation in which they are competing with Evotec. Some of the activities that fall under this category are as follows:

- using one's own position to prevent Evotec from lawfully competing with other companies
- using Evotec's personnel, facilities or funds to pursue improper interests that do not serve those of Evotec.
- headhunting Evotec personnel or business partners or diverting business away from Evotec
- accepting commission on an Evotec transaction

- any other improper benefits generated both directly and indirectly at the expense of Evotec

*Making use of an opportunity to which Evotec is entitled*

Employees may not take advantage of an opportunity to which Evotec is entitled. If Evotec seeks a particular business opportunity or is offered such an opportunity, or if Evotec funds have been used to finance such an opportunity or Evotec facilities or personnel used to develop the opportunity, Evotec, and not any employees who may be in the position to make use of this opportunity for their own personal gain, is lawfully entitled to this business opportunity.

Examples of making use of an opportunity to which Evotec is entitled for personal gain include the following:

selling information to which employees have access on account of their position (including expertise developed as part of Evotec's research and development activities).

*Insider information*

Employees must not under any circumstances use, disclose or share insider information that is not in the public domain for personal gain, for the benefit of third parties or in any other manner that damages the interests of Evotec.

Securities trading based on material insider information is a breach of the law, which could lead to sanctions being imposed both on the person concerned and Evotec and generate negative publicity for the company (please refer to Evotec Group's Insider Trading Guidelines for further details).

**III. Antitrust provisions**

*General policy*

The aim of antitrust law is to prevent restrictions on free competition, the establishment of monopolies, price discrimination and unlawful competitive practices and therefore preserve a competitive economy. Each and every employee undertakes to acknowledge and adhere to the company's policy of complete compliance with the antitrust laws of the European Union and its member states, the United States of America and all other countries which have laws governing competitive practices; said policy must be made known to the employee by the company.

Accordingly:

- (i) Each employee is responsible for making sure that he or she and all employees who report to him or her comply with the law when acting on behalf of Evotec.
- (ii) No employees are permitted to direct or approve of any action by those who report to him or her which is in violation of antitrust law.
- (iii) Any employee is in the position, provided he or she has

been informed of antitrust issues by the company, to identify situations in which antitrust issues may be relevant.

- (iv) If the question arises as to whether a planned action may violate antitrust law, employees should only take action after consulting the Legal Department, and after all relevant facts have been presented to said Department.

#### *Non-compliance*

Non-compliance with antitrust laws can result in severe penalties being imposed on Evotec, on the individual employees involved in violating laws and managers who are responsible for the actions of their employees. Antitrust issues can also lead to the company's reputation suffering and/or significant costs being incurred by Evotec's efforts to defend itself before government agencies and in court.

### **IV. Employee work environment**

#### *General policy*

Under Evotec's business policy, employees are chosen, recruited, allocated tasks, trained, seconded, promoted, dismissed and remunerated on the basis of their skills and qualifications. The company does not discriminate in terms of race, skin colour, religion, political views, sexual orientation, gender, age or nationality. In addition, Evotec does not tolerate any discrimination of an employee or candidate on account of physical or mental disability or status as disabled. Any form of harassment, including both sexual harassment and any other form of harassment, is strictly forbidden, as is the consumption of alcohol and legally prohibited substances.

#### *Discrimination / equal opportunities*

It is Evotec policy to ensure that equal opportunities are granted to all employees and candidates. It is forbidden to discriminate against anyone on account of his or her race, skin colour, religious beliefs, political views, gender, age, nationality, disability or membership of a group, discrimination against which is prohibited by law. This principle applies to all terms, conditions and privileges of employee including, but not limited to recruitment, placement, training, promotion, reassignment, remuneration, disciplinary measures and termination.

#### *Diversity*

Employees must respect the rights and differences of each of their colleagues to create a working environment in which each and every employee can develop his or her full potential.

#### *Harassment*

Any form of harassment is strictly forbidden both by the law and by Evotec's business policy. Harassment has the same meaning as it does in the German General Act on Equal Treatment and is defined as any unwanted behaviour aimed at or resulting in damaging an employee's dignity and, in the case of non-sexual harassment, that creates an

environment of intimidation, hostility, humiliation, debasement or offensive behaviour. In terms of meeting the criteria of harassment, it is sufficient that the person performing the action could assume from the perspective of an objective observer that his or her behaviour, be it verbal or non-verbal, is not desired or accepted by the employee concerned given the circumstances.

#### *Substance abuse*

Evotec forbids the consumption of alcohol and legally prohibited substances in the workplace. In an effort to enforce this, the following activities are strictly forbidden on company premises, while using company facilities or conducting business on behalf of the company:

- unauthorised production, distribution, dispensing, sale, offering for sale, possession or use of legally prohibited substances
- possessing, distributing, selling, offering for sale or consuming alcoholic beverages (with the exception of small quantities at celebratory events approved by top-level management).

## **V. Safety, health and the environment**

### *General policy*

Evotec is committed to conserving natural resources, operating its facilities safely, protecting the health and safety of its employees, its customers and the surrounding community and minimising the environmental impact of its activities and products.

### *Safety, health and environmental policy*

The general principles of Evotec's health, safety and environment policy are as follows:

- Comprehensive environmental protection and maximum safety standards are given the same priority as high product quality and commercial efficiency.
- Processes and products are designed so that workflows in research, development, production and transport, as well as in the storage, usage and, at the end of their life cycle, disposal of products have as little impact on the environment as possible.
- Evotec is committed to systematically developing environmentally friendly products and processes.
- On request, Evotec informs its customers, employees and authorities in all matters relating to health, safety and the environment by means of product and process evaluations.
- Evotec does not limit its health-, safety- and environment-related activities only to meeting legal requirements. Evotec also takes further steps of its own volition where reasonable and commercially viable.

## **VI. Patents, copyright and confidentiality**

### *General policy*

Evotec's policy is to ensure strict confidentiality with respect to its intellectual property and trade secrets. Information falling under this Code of Conduct can refer to discoveries, inventions, technical improvements, formulae, specifications, processes, etc. that relate to both existing and planned activities.

It is Evotec policy to respect the intellectual property rights of others. Intellectual property includes creative works to which the owners have a legal claim and includes copyright, patents, trade secrets and trademarks. Violation of these rights can lead to significant liability for damages and may even be punishable under criminal law. Therefore it is extremely important that all Evotec employees not only protect the company's own intellectual property rights, but also prevent violations of the rights of others. Employees who have questions about this subject can seek assistance at Evotec's Intellectual Property Department.

### *Patents*

It is Evotec policy to never knowingly infringe valid patents of others. Such an infringement could lead to significant liability for damages for the company. In some circumstances, the individual(s) involved in making a decision that infringes on patents can also be held personally liable. Evotec employees who become aware of potential patent infringement should promptly inform the Evotec Intellectual Property Department.

### *Trade secrets / confidentiality*

Evotec employees may not disclose or pass on trade secrets to anyone outside the company, unless required to do so in the fulfilment of their duties. In the case of trade secrets, approval must first be issued by the company.

Evotec employees may not disclose or pass on any information concerning materials belonging to others to anyone outside the company if the company is legally obliged to treat this information confidentially. This information should only be disclosed or passed on within the company to the extent that is absolutely necessary.

Evotec employees may not use any illegal or unethical means of acquiring trade secrets from others. In addition, employees must promptly report any attempt to sell or disclose trade secrets to the Intellectual Property Department in a manner that appears improper.

### *Use of software*

Reproducing copyright-protected software without the permission of the owner is a breach of copyright and can have severe legal consequences both for Evotec and for the employee who has produced the copies. Copying software in breach of the terms of licensing agreements is against Evotec policy.

#### *Copying copyright-protected printed materials*

The intentional unauthorised copying of copyright-protected materials for any purpose except for personal use is illegal and can also represent a breach of criminal law in certain circumstances. The repeated reproduction of newspaper articles to circumvent the need for additional subscriptions clearly falls under this ban.

#### *Computer espionage*

It is against company policy and, under certain circumstances, illegal to gain access to Evotec's computer system and establish a connection to other computer systems with any of the following intentions:

- (i) acquiring trade secrets or other sensitive data
- (ii) infecting the system with a computer virus or otherwise destroying or damaging the computer
- (iii) committing an act of fraud or theft

### **VII. Duty to report**

Employees are obliged to immediately report any incidents they suspect of having breached in any way the ethical guidelines laid out in this Code of Conduct to their manager or to the company's Compliance Officer.

Employees may not enter into any obligations if they could breach this Code of Conduct by doing so. Alternatively, such incidents can also be reported via the Evotec Whistle-blower Hotline (for further details please refer to the Evotec Whistle-blower Hotline instructions for use). Evotec acknowledges that many potential cases may be borderline in nature. Each and every case is to be judged objectively in consideration of the respective circumstances.

In some cases all employees need to do to protect Evotec's interests is report the relevant incident. In other cases, prompt elimination of outside influences is required. However, should the company determine a inexcusable breach of this Code of Conduct, measures will be taken under employment law that may extend to the termination of the employment relationship.

The Management Board  
(approved by the Supervisory Board)