

Group policy on insider information
Revision version: July // 2016
Author: Legal Department
Approved by Management Board

Group Policy on Insider Information

As Evotec AG ("Company") is listed on the Frankfurt Stock Exchange, all securities transactions are subject to securities legislation, including the German Securities Trading Act (WpHG). This law prohibits the disclosure/publication and use of insider information for equity trading. The Management Board has issued this Group policy on insider information in order to protect the Company's employees and the Company

I. Objective

The disclosure/publication and use of insider information is prohibited by German, European and US legislation, as well as by many others, and is subject to criminal proceedings.

Evotec complies with all applicable laws and regulations. The Group policy on insider information was created for information purposes and aims to ensure compliance with these laws and regulations within the Evotec Group worldwide. Evotec also intends not to unreasonably restrict the free trading of affected persons. The Group policy on insider information is applied according to the specific circumstances at hand. Evotec's independent consultants and (potential) cooperation or business partners are personally responsible for ensuring the proper handling of insider information.

II. What is insider information

Insider information is any specific information about non-public facts that if published, are likely to have a considerable impact on the stock price of the Company. The term "fact" is also applied to cases where the expectation that these facts will occur in the future has been sufficiently substantiated.

On this basis, Evotec insider information constitutes the knowledge of management boards, administration, executives, employees and consultants of the Company about new non-public facts that they gain within the context of their activities for the Company, where publication of such knowledge would likely have a considerable impact on the Company's stock price. Insider information of this kind can arise particularly within the context of work on projects, such as company mergers, company acquisitions, disposals of assets, capital increases, important capital market transactions, important licence agreements or other collaborations, major clinical trials, etc., and prior to the proper publication of Evotec Group's financial key figures (quarterly results, interim results and annual results). The events specified below are also usually considered insider information:

- issue of new shares (e.g. capital increase, granting stock options)
- capital reductions, share repurchase programme
- other significant changes in the capital structure, such as unforeseeable and extraordinary revenue gains or losses, or events that will likely result in a change of this type to the earnings performance (e.g. a major product liability case, extremely high restructuring costs, etc.)
- company mergers, company acquisitions, disposals of assets, spin-off of a company division, loss of a significant business segment
- extensive restructuring of the Company or the Group
- conclusion or cancellation of an important strategic alliance
- development or purchase of products or technologies with high market value
- significant licence agreements or other collaborations
- results of larger clinical trials
- significant changes in the Company's market position

III. Insider rules

An insider, i.e. a person with Evotec insider knowledge, must adhere to the following rules:

- (i) **Obligation to maintain confidentiality:** Insider information must be treated as strictly confidential and may not be made accessible to non-insiders/external parties (including spouses, relatives) inside or outside of Evotec. The disclosure of any insider information to persons inside or outside of Evotec must be strictly limited to persons who require this information. The disclosure of insider information is permitted only if a person in that group requires this insider information in order to perform their role for Evotec.
- (ii) **Trading ban:** Insiders may not buy, sell or otherwise trade equity securities (stocks, non-voting equity securities, options and their derivatives) of Evotec AG and/or other listed companies in which Evotec holds an investment for themselves or for a third party in their own name or on behalf of a third party.
- (iii) **No trading recommendations:** Trading recommendations (whether express or implied) to non-insiders are not permitted. Non-insiders who trade based on the insider information may also be subject to criminal proceedings.

IV. Projects

Any time information (e.g. about a certain project) reaches a level where it is likely to affect the share price, the responsible ad-hoc committee compiles an insider list and informs the relevant persons (e.g. project participants) about their inclusion on the list. However, the mere inclusion of information on the insider list does not mean that the Company suspects the existence of insider information at that time which would, in principle, make an ad-hoc publication necessary. When including information on the insider list, the insider rules, particularly the obligation to maintain confidentiality and the trading ban, should be strictly complied with in order to avoid any possible penalties.

The responsible ad-hoc committee decides on extending the insider group, updates the insider list immediately and informs all insiders. All insider lists are archived and the Company's legal department maintains a list of all insider topics of the Evotec Group with the relevant status, which is updated on a continuous basis.

V. Measures aimed at organising and complying with insider rules

Every person who comes into contact with insider information is obligated to take all appropriate measures to ensure the confidentiality and non-use of insider information. The circle of insiders must be kept as small as possible based on the strict application of the need-to-know principle as well as by establishing organisational separation and erecting 'Chinese walls' between the various departments (such as between the M&A and Partnership/Licensing/Business Development departments and the Treasury department).

The Legal department should be contacted if questions or uncertainties arise with regard to the content and application of these insider rules.

VI. Criminal proceedings

Infringements of the insider rules may constitute a criminal act that is punishable by imprisonment and/or a fine for the persons involved in trading and/or for Evotec. Infringements also constitute a breach of the employment agreement and may entail disciplinary measures for the employee pursuant to employment law, including termination without notice based on good cause.

VII. Effectiveness

These insider rules of the Evotec Group were resolved by the Management Board on 16 July 2012 and are effective immediately for the entire Evotec Group worldwide. As at the effective date of these insider rules for the Evotec Group, the previous insider rules of the Evotec Group shall be superseded and replaced by these new rules.