

# Previous Corporate Governance Declarations

## - 2016 - CORPORATE GOVERNANCE

### **Declaration of Compliance with the German Corporate Governance Code for the year 2016**

The German Corporate Governance Code in its current version as of 5 May 2015 (the 'Code') sets forth substantial legal requirements for the management and supervision of listed German companies. The rules are based to a large extent on internationally recognized standards for sound and responsible company management.

The general key principles of sound Corporate Governance are: observance of shareholder and employee interests, effective cooperation between the Management Board and the Supervisory Board and open and transparent communication.

With the following exceptions, Evotec complies with all recommendations of the Code and the majority of the Code's suggestions. In December 2016, Evotec's Management Board and Supervisory Board declared in accordance with Section 161 of the German Stock Corporation Act (AktG):

"Evotec AG has complied in 2016 with the recommendations of the Governmental Commission on the German Corporate Governance Code (the "Code") as published in the official section of the Federal Gazette and intends to comply in the future with the recommendations of the Code, with the following exceptions:

- To incentivise executives via variable long-term incentive compensation, the 2012 and 2015 Annual General Meetings approved the so-called Share Performance Plans. These comply with the recommendations set forth in Section 4.2.3 of the Code. In particular, they refer to specific key performance indicators and define a "Maximum Target". As the issuance of awards under the Share Performance Plans 2012 and 2015 occurs after the four year vesting period is effected in shares, there is a cap for the number of awards upon allocation, but no other cap for the value of the allocated shares after the expiration of the vesting period. That value will only be determined by the share price at that time. From 2012 onwards, the Share Performance Plans replaced Evotec's stock option programme. Stock options issued in existing stock option programmes remain valid. While the exercise of options under these programmes requires an increase of the share price, the exercise is not related to other relevant comparison parameters as recommended in Section 4.2.3 of the Code. This decision is based on the lack of relevant comparison benchmarks in the field of German Biotech at the time when the stock option programmes were created.
- The Company's D&O insurance and the deductible for members of the Management Board contained therein are in line with Section 3.8 of the Code and with the regulations of the Act on the Appropriateness of Management Board Compensation (VorstAG) that was enacted in 2009. However, for members of the Supervisory Board, the D&O insurance contains a "reasonable" deductible as foreseen by the version of the Code in force before its version published on 05 August 2009. The Company has decided to maintain this reasonable deductible. This decision was made in view of the Company's interest to attract international expertise for its Supervisory Board and the fact that a deductible for non-executive directors is not very common in international practice. Whilst a lot of the German companies quoted on the TecDAX do not have a respective deductible at all, the Company believes that a reasonable deductible is a good compromise."

Hamburg, December 2016

Management Board

Supervisory Board

## **- 2015 - CORPORATE GOVERNANCE**

### **Declaration of Compliance with the German Corporate Governance Code for the year 2015**

The German Corporate Governance Code in its current version as of 05 May 2015 (the 'Code') sets forth substantial legal requirements for the management and supervision of listed German companies. The rules are based to a large extent on internationally recognized standards for sound and responsible company management.

The general key principles of sound Corporate Governance are: observance of shareholder and employee interests, effective cooperation between the Management Board and the Supervisory Board and open and transparent communication.

With the following exceptions, Evotec complies with all recommendations of the Code and the majority of the Code's suggestions. In December 2015, Evotec's Management Board and Supervisory Board declared in accordance with Section 161 of the German Stock Corporation Act (AktG):

"Evotec AG has complied in 2015 with the recommendations of the Governmental Commission on the German Corporate Governance Code (the "Code") as published in the official section of the Federal Gazette and intends to comply in the future with the recommendations of the Code, with the following exceptions:

- To incentivise executives via variable long-term incentive compensation, the 2012 and 2015 Annual General Meetings approved the so-called Share Performance Plans. These comply with the recommendations set forth in Section 4.2.3 of the Code. In particular, they refer to specific key performance indicators and define a "Maximum Target". From 2012 onwards, the Share Performance Plans replaced Evotec's stock option programme. Stock options issued in existing stock option programmes remain valid. While the exercise of options under these programmes requires an increase of the share price, the exercise is not related to other relevant comparison parameters as recommended in Section 4.2.3 of the Code. This decision is based on the lack of relevant comparison benchmarks in the field of German Biotech at the time when the stock option programmes were created.
- The Company's D&O insurance and the deductible for members of the Management Board contained therein are in line with Section 3.8 of the Code and with the regulations of the Act on the Appropriateness of Management Board Compensation (VorstAG) that was enacted in 2009. However, for members of the Supervisory Board, the D&O insurance contains a "reasonable" deductible as foreseen by the version of the Code in force before its version published on 05 August 2009. The Company has decided to maintain this reasonable deductible. This decision was made in view of the Company's interest to attract international expertise for its Supervisory Board and the fact that a deductible for non-executive directors is not very common in international practice. Whilst a lot of the German companies quoted on the TecDAX do not have a respective deductible at all, the Company believes that a reasonable deductible is a good compromise."

Hamburg, December 2015

Management Board

Supervisory Board

## **- 2014 - CORPORATE GOVERNANCE**

### **Declaration of Compliance with the German Corporate Governance Code for the year 2014**

The German Corporate Governance Code in its current version as of 24 June 2014 (the 'Code') sets forth substantial legal requirements for the management and supervision of listed German companies. The rules are based to a large extent on internationally recognized standards for sound and responsible company management.

The general key principles of sound Corporate Governance are: observance of shareholder and employee interests, effective cooperation between the Management Board and the Supervisory Board and open and transparent communication.

With the following exceptions, Evotec complies with all recommendations of the Code and the majority of the Code's suggestions. In December 2014, Evotec's Management Board and Supervisory Board declared in accordance with Section 161 of the German Stock Corporation Act (AktG):

"Evotec AG has complied in 2014 with the recommendations of the Governmental Commission on the German Corporate Governance Code (the "Code") as published in the official section of the Federal Gazette and intends to comply in the future with the recommendations of the Code, with the following exceptions:

- To incentivise executives via variable long-term incentive compensation, the 2012 Annual General Meeting in June approved the so-called Share Performance Plan. This complies with the recommendations set forth in Section 4.2.3 of the Code. In particular, it refers to specific key performance indicators and defines a "Maximum Target". From 2012 onwards, the Share Performance Plan replaced Evotec's stock option programme. Stock options issued in existing stock option programmes remain valid. While the exercise of options under these programmes requires an increase of the share price, the exercise is not related to other relevant comparison parameters as recommended in Section 4.2.3 of the Code. This decision is based on the lack of relevant comparison benchmarks in the field of German Biotech at the time when the stock option programmes were created.
- The Company's D&O insurance and the deductible for members of the Management Board contained therein are in line with Section 3.8 of the Code and with the regulations of the Act on the Appropriateness of Management Board Compensation (VorstAG) that was enacted in 2009. However, for members of the Supervisory Board, the D&O insurance contains a "reasonable" deductible as foreseen by the version of the Code in force before its version published on 05 August 2009. The Company has decided to maintain this reasonable deductible. This decision was made in view of the Company's interest to attract international expertise for its Supervisory Board and the fact that a deductible for non-executive directors is not very common in international practice. Whilst a lot of the German companies quoted on the TecDAX do not have a respective deductible at all, the Company believes that a reasonable deductible is a good compromise.
- The Supervisory Board has specified concrete objectives regarding its composition, which are ensured when making proposals to the Annual General Meeting (AGM) for election or re-election of new Supervisory Board members. These objectives and Supervisory Board's Rules of Procedure include inter alia that the individual age of a candidate shall not exceed 72 years at the time of the proposal. All members of the Supervisory Board were up for election at the AGM 2014. To ensure the required expertise and some element of continuity in the Supervisory Board after the AGM 2014, it was proposed to the AGM as an exemption that due to his professional expertise Dr Walter Wenninger should serve again as Supervisory Board member although Dr Walter Wenninger was already 76 years at the AGM 2014. The Rules of Procedure of the Supervisory Board allows an exemption from the general age limit of 72 years at election. The AGM has elected Dr Wenninger as Supervisory Board member."

Hamburg, December 2014

Management Board

Supervisory Board

## **- 2013/2014 - CORPORATE GOVERNANCE**

### **Declaration of Compliance with the German Corporate Governance Code for the year 2013/2014**

The German Corporate Governance Code in its current version as of 13 May 2013 (the 'Code') sets forth substantial legal requirements for the management and supervision of listed German companies. The rules are based to a large extent on internationally recognized standards for sound and responsible company management.

The general key principles of sound Corporate Governance are: observance of shareholder and employee interests, effective cooperation between the Management Board and the Supervisory Board and open and transparent communication.

Evotec's Management Board and Supervisory Board have decided to update the Corporate Governance declaration in accordance with Section 161 of the German Stock Corporation Act (AktG) as of 11 December 2013 as follows:

"Evotec AG has complied in 2013 with the recommendations of the Governmental Commission on the German Corporate Governance Code (the "Code") as published in the official section of the Federal Gazette and intends to comply in the future with the recommendations of the Code, with the following exceptions:

- To incentivise executives via variable long-term incentive compensation, the 2012 Annual General Meeting in June approved the so-called Share Performance Plan. This complies with the recommendations set forth in Section 4.2.3 of the Code. In particular, it refers to specific key performance indicators and defines a "Maximum Target". From 2012 onwards, the Share Performance Plan replaced Evotec's stock option programme. Stock options issued in existing stock option programmes remain valid. While the exercise of options under these programmes requires an increase of the share price, the exercise is not related to other relevant comparison parameters as recommended in Section 4.2.3 of the Code. This decision is based on the lack of relevant comparison benchmarks in the field of German Biotech at the time when the stock option programmes were created.
- The Company's D&O insurance and the deductible for members of the Management Board contained therein are in line with Section 3.8 of the Code and with the regulations of the Act on the Appropriateness of Management Board Compensation (VorstAG) that was enacted in 2009. However, for members of the Supervisory Board, the D&O insurance contains a "reasonable" deductible as foreseen by the version of the Code in force before its version published on 05 August 2009. The Company has decided to maintain this reasonable deductible for the time being. This decision was made in view of the Company's interest to attract international expertise for its Supervisory Board and the fact that a deductible for non-executive directors is not very common in international practice. Whilst a lot of the German companies quoted on the TecDAX do not have a respective deductible at all, the Company believes that a reasonable deductible is a good compromise.
- The performance-related compensation of the Supervisory Board has been deleted without replacement at the 2013 Annual General Meeting. This is in compliance with the Code. Until then the performance-related compensation as stipulated in Article 12 (4) of the Company's Articles of Association was linked to potential dividend payments. The Company believed that this was sufficiently oriented toward sustainable growth of the enterprise as recommended in Article 5.4.6 para 2 of the Code. However, since it cannot be completely ruled out that this will be interpreted differently and for the reasons of precaution, we declare for the past a deviance from the recommendation set forth in Article 5.4.6 para 2 of the Code.
- The Supervisory Board has specified concrete objectives regarding its composition, which are ensured when making proposals to the Annual General Meeting for election or re-election of new Supervisory Board members. These objectives and Supervisory Board's rules of Procedure include inter alia that the individual age of a candidate shall not exceed 72 years at the time of the proposal. All members of the Supervisory Board are up for election at the AGM 2014. The Supervisory Board has approved a list of nominees for the Supervisory Board election. To ensure the required expertise and some element of continuity in the Supervisory Board after the AGM 2014, it is proposed to the AGM as an exemption that due to his



professional expertise Dr Walter Wenninger should serve again as Supervisory Board member although Dr Walter Wenninger will be 76 years at the AGM 2014. The Rules of Procedure of the Supervisory Board allows an exemption from the general age limit of 72 years at election.”

Hamburg, May 2014

Management Board

Supervisory Board

## - 2013 - CORPORATE GOVERNANCE

### **Declaration of Compliance with the German Corporate Governance Code for the year 2013**

The German Corporate Governance Code as amended on 13 May 2013 (the 'Code') sets forth substantial legal requirements for the management and supervision of listed German companies. The rules are based to a large extent on internationally recognised standards for sound and responsible company management.

The general key principles of sound Corporate Governance are: observance of shareholder and employee interests, effective cooperation between the Management Board and the Supervisory Board and open and transparent communication.

With only two exceptions, Evotec complies with all recommendations of the Code and the majority of the Code's suggestions. In December 2013, Evotec's Management Board and Supervisory Board declared in accordance with Section 161 of the German Stock Corporation Act (AktG):

"Evotec AG has complied in 2013 with the recommendations of the Governmental Commission on the German Corporate Governance Code as published in the official section of the Federal Gazette and intends to comply in the future with the recommendations of the Code, with the following exceptions:

- To incentivise executives via variable long-term incentive compensation, the 2012 Annual General Meeting in June approved the so-called Share Performance Plan. This complies with the recommendations set forth in Section 4.2.3 of the Code. In particular, it refers to specific key performance indicators and defines a "Maximum Target". From 2012 onwards, the Share Performance Plan replaced Evotec's stock option programme. Stock options issued in existing stock option programmes remain valid. While the exercise of options under these programmes requires an increase of the share price, the exercise is not related to other relevant comparison parameters as recommended in Section 4.2.3 of the Code. This decision is based on the lack of relevant comparison benchmarks in the field of German Biotech at the time when the stock option programmes were created.
- The Company's D&O insurance and the deductible for members of the Management Board contained therein are in line with Section 3.8 of the Code and with the regulations of the Act on the Appropriateness of Management Board Compensation (VorstAG) that was enacted in 2009. However, for members of the Supervisory Board, the D&O insurance contains a "reasonable" deductible as foreseen by the version of the Code in force before its version published on 05 August 2009. The Company has decided to maintain this reasonable deductible for the time being. This decision was made in view of the Company's interest to attract international expertise for its Supervisory Board and the fact that a deductible for non-executive directors is not very common in international practice. Whilst a lot of the German companies quoted on the TecDAX do not have a respective deductible at all, the Company believes that a reasonable deductible is a good compromise.
- The performance-related compensation of the Supervisory Board has been deleted without replacement at the 2013 Annual General Meeting. This is in compliance with the Code. Until then the performance-related compensation as stipulated in Article 12 (4) of the Company's Articles of Association was linked to potential dividend payments. The Company believed that this was sufficiently oriented toward sustainable growth of the enterprise as recommended in Article 5.4.6 para 2 of the Code. However, since it cannot be completely ruled out that this will be interpreted differently and for the reasons of precaution, we declare for the past a deviance from the recommendation set forth in Article 5.4.6 para 2 of the Code."

December 2013

Management Board

Supervisory Board

## **- 2012 - CORPORATE GOVERNANCE**

### **Declaration on the German Corporate Governance Code for the Year 2012**

The German Corporate Governance Code as amended on 15 May 2012 (the 'Code') sets forth substantial legal requirements for the management and supervision of listed German companies. The rules are based to a large extent on internationally recognized standards for sound and responsible company management.

The general key principles of sound Corporate Governance are: observance of shareholder and employee interests, effective cooperation between the Management Board and the Supervisory Board and open and transparent communication.

With four exceptions, Evotec complies with all recommendations of the Code and the majority of the Code's suggestions. In December 2012, Evotec's Management Board and Supervisory Board declared in accordance with Section 161 of the German Stock Corporation Act (AktG):

"Evotec AG has complied in 2012 with the recommendations of the Governmental Commission on the German Corporate Governance Code (the "Code") as published in the official section of the electronic Federal Gazette and intends to comply in the future with the recommendations of the Code, with the following exceptions:

- To incentivise executives via variable long-term incentive compensation, the 2012 Annual General Meeting in June approved so called Share Performance Plan 2012 (SPP 2012). This complies with the recommendations set forth in Section 4.2.3 of the Code. In particular, it refers to specific key performance indicators and defines a "Maximum Target". From 2012 onwards, the Share Performance Plan 2012 replaces Evotec's Stock Option Scheme. Stock options issued in existing stock option schemes remain valid. While the exercise of options under these programmes requires an increase of the share price, the exercise is not related to other relevant comparison parameters as recommended in Section 4.2.3 of the Code. This decision is based on the lack of relevant comparison benchmarks in the field of German Biotech at the time when the stock option programmes were created.
- The Company's D&O insurance and the deductible for members of the Management Board contained therein are in line with Section 3.8 of the Code and with the regulations of the Act on the Appropriateness of Management Board Compensation (VorstAG). For members of the Supervisory Board, the D&O insurance contains a reasonable deductible as foreseen by the version of the Code in force before its version published on 5 August 2009. The Company has decided to stick to this reasonable deductible for the time being. This decision was made in view of the Company's interest to attract international expertise for its Supervisory Board and the fact that a deductible for non-executive directors is not very common in international practice. While almost half of the German companies quoted on the TecDAX do not have a respective deductible at all, the Company believes that a reasonable deductible is a good compromise.
- The Chairman of the Supervisory Board is a member of the committee which handles contracts with members of the Management Board (Remuneration and Nomination Committee), but not Chairman of this committee as recommended by Section 5.2 of the Code. This enables to have a further Supervisory Board member involved more deeply in the governance of the Company.
- The performance-related compensation of the Supervisory Board as approved by the shareholders in Article 12 (4) of the Company's Articles of Association is currently linked to potential dividend payments. The Company believes that this is sufficient to be deemed to be oriented toward sustainable growth of the enterprise as recommended in Article 5.4.6 para 2 of the Code. However, since it cannot be completely ruled out that this will be interpreted different and for the reasons of precaution, we declare a deviance from the recommendation set forth in Article 5.4.6 para 2 of the Code."

December 2012

Management Board

Supervisory Board

## **- 2011 - CORPORATE GOVERNANCE**

### **Declaration on the German Corporate Governance Code for the Year 2011**

Management Board and the Supervisory Board of Evotec AG state in accordance with § 161 German Stock Corporation Act (AktG):

“Evotec AG has complied in 2011 with the recommendations of the Governmental Commission on the German Corporate Governance Code (the “Code”) as published in the official section of the electronic Federal Gazette and intends to comply in the future with the recommendations of the Code, with the following exceptions:

- The stock option programs in place are based on binding resolutions of several Annual General Meetings. While the exercise of options under these programs requires an increase of the share price, the exercise is not related to other relevant comparison parameters as recommended in Section 4.2.3 of the Code. This decision is based on the lack of relevant comparison benchmarks in the field of German Biotech at the time when the stock option programs were created.
- The Company’s D&O insurance and the deductible for members of the Management Board contained therein are in line with Section 3.8 of the Code and with the regulations of the Act on the Appropriateness of Management Board Compensation (VorstAG). For members of the Supervisory Board, the D&O insurance contains a reasonable deductible as foreseen by the version of the Code in force before its version published on August 5, 2009. The Company has decided to stick to this reasonable deductible for the time being. This decision was made in view of the Company’s interest to attract international expertise for its Supervisory Board and the fact that a deductible for non-executive directors is not very common in international practice. While almost half of the German companies quoted on the TecDax do not have a respective deductible at all, the company believes that a reasonable deductible is a good compromise.
- The Chairman of the Supervisory Board is a member of the committee which handles contracts with members of the Management Board (Remuneration and Nomination Committee), but he does not chair said committee as recommended by Section 5.2 of the Code. This allows to have a further Supervisory Board member involved more deeply in the governance of the Company.”

December 2011

Management Board

Supervisory Board

## **- 2010 - CORPORATE GOVERNANCE**

### **Declaration on the German Corporate Governance Code for the Year 2010**

The Management Board and the Supervisory Board of Evotec AG state in accordance with § 161 German Stock Corporation Act (AktG):

“Evotec AG has complied in 2010 with the recommendations of the Governmental Commission on the German Corporate Governance Code (the “Code”) as published in the official section of the electronic Federal Gazette and intends to comply in the future with the recommendations of the Code, with the following exceptions:

- The stock option programs in place are based on binding resolutions of several Annual General Meetings. While the exercise of options under these programs requires an increase of the share price, the exercise is not related to other relevant comparison parameters as recommended in Section 4.2.3 of the Code. This decision is based on the lack of relevant comparison benchmarks in the field of German Biotech at the time when the stock option programs were created.
- Effective 1 July 2010, the Company’s D&O insurance and the deductible contained therein for members of the Management Board were aligned with the latest version of Section 3.8 of the Code and with the regulations of the recent Act on the Appropriateness of Management Board Compensation (VorstAG,). The D&O insurance contains a reasonable deductible for members of the Supervisory Board as foreseen by the version of the Code in force before the version published on August 5, 2009. The Company has decided to stay with an reasonable deductible and to decide at a later point in time about a possible increase as recommended by Section 3.8 of the Code when further information about other companies’ approach is gathered and the Company has a broader understanding of the corporate practice.
- The Chairman of the Supervisory Board is a member of the committee which handles contracts with members of the Management Board (Remuneration and Nomination Committee), but not Chairman of this committee as recommended by Section 5.2 of the Code. This enables to have a further Supervisory Board member involved more deeply in the governance of the Company.”

December 2010

Management Board

Supervisory Board

## **- 2009 - CORPORATE GOVERNANCE**

### **Declaration on the German Corporate Governance Code for the Year 2009**

The Management Board and the Supervisory Board of Evotec AG state in accordance with § 161 German Stock Corporation Act (AktG):

“Evotec AG has complied in 2009 with the recommendations of the Governmental Commission on the German Corporate Governance Code (the “Code”) as published in the official section of the electronic Federal Gazette and intends to comply in the future with the recommendations of the Code, with the following exceptions:

- The stock option programmes in place are based on binding resolutions of several Annual General Meetings. While the exercise of these options requires an increase of the share price, the exercise is not related to other relevant comparison parameters as recommended in Section 4.2.3 of the Code. This decision is based on the lack relevant comparison benchmarks in the field of German Biotech when the stock option programmes were created.
- The Company’s D&O insurance includes a reasonable deductible for members of the Management Board and for members of the Supervisory Board as foreseen by the version of the Code in force before the new version was published on 5 August 2009. For members of the Management Board the deductible will be aligned with Section 3.8 of the Code in due time in accordance with the regulations of the recent Act on the Appropriateness of Management Board Compensation (VorstAG). For members of the Supervisory Board, the Company decided to stay with the current reasonable deductible and to decide at a later point in time about a possible increase as recommended by Section 3.8 of the Code when further information is gathered and the Company has a broader understanding of the corporate practice.
- The Chairman of the Supervisory Board is a member of the committee which handles contracts with members of the Management Board (Remuneration and Nomination Committee), but not the Chairman of this committee as recommended by Section 5.2 of the Code. This enables to have a further Supervisory Board member involved more deeply in the governance of the Company.”

December 2009

Management Board

Supervisory Board



## **- 2008 - CORPORATE GOVERNANCE**

### **Declaration on the German Corporate Governance Code for the Year 2008**

The Management Board and the Supervisory Board of Evotec AG state in accordance with § 161 German Stock Corporation Act (AktG):

“Evotec AG has complied in 2008 with the recommendations of the Governmental Commission on the German Corporate Governance Code as published in the official section of the electronic Federal Gazette and intends to comply in the future with the recommendations of such code, with the following exception:

The stock option programs in place are based on binding resolutions of several Annual General Meetings. While the exercise of these options requires an increase of the share price, the exercise is not related to other comparison parameters as recommended in Section 4.2.3 of the Code.”

December 2008

Management Board

Supervisory Board

**- 2007 - CORPORATE GOVERNANCE**

**Declaration on the German Corporate Governance Code for the Year 2007**

The Management Board and the Supervisory Board of Evotec AG state in accordance with § 161 German Stock Corporation Act (AktG):

“Evotec AG has complied in 2007 with the recommendations of the Governmental Commission on the German Corporate Governance Code as published in the official section of the electronic Federal Gazette and intends to comply in the future with the recommendations of such code, with the following exception:

The stock option programs in place are based on binding resolutions of several Annual General Meetings. While the exercise of these options requires an increase of the share price, the exercise is not related to other comparison parameters as recommended in Section 4.2.3 of the Code.”

December 2007

Management Board

Supervisory Board

**- 2006 - CORPORATE GOVERNANCE**

**Declaration on the German Corporate Governance Code for the Year 2006**

The Management Board and the Supervisory Board of Evotec AG state in accordance with § 161 German Stock Corporation Act (AktG):

“Evotec AG has complied in 2006 with the recommendations of the Governmental Commission on the German Corporate Governance Code as published in the official section of the electronic Federal Gazette and intends to comply in the future with the recommendations of such code, with the following exception:

The stock option programs in place are based on binding resolutions of several Annual General Meetings. While the exercise of these options requires an increase of the share price, the exercise is not related to other comparison parameters as recommended in Section 4.2.3 of the Code.”

December 2006

Management Board

Supervisory Board



## **- 2005 - CORPORATE GOVERNANCE**

### **Declaration on the German Corporate Governance Code for the Year 2005**

The Management Board and the Supervisory Board of Evotec AG state in accordance with § 161 German Stock Corporation Act (AktG):

“Evotec AG intends to comply in the future with the recommendations of the Governmental Commission on the German Corporate Governance Code as published in the official section of the electronic Federal Gazette and has complied with such code in 2005 with the following exception:

The stock option programs in place are based on binding resolutions of several Annual General Meetings. While the exercise of these options requires an increase of the share price, the exercise is not related to other comparison parameters as recommended in Section 4.2.3 of the Code.”

December 2005

Management Board

Supervisory Board



## **- 2004 - CORPORATE GOVERNANCE**

### **Declaration on the German Corporate Governance Code for the Year 2004**

The Management Board and the Supervisory Board of Evotec OAI AG stated in accordance with § 161 German Stock Corporation Act (AktG):

“Evotec OAI AG intends to comply with the recommendations of the Government Commission’s German Corporate Governance Code (revised version as of 21 May 2003) and has complied with such code in 2004 with the following exception:

The stock option programs in place are based on binding resolutions of several Annual General Meetings. While the exercise of these options requires an increase of the share price, the exercise is not related to other performance benchmarks as recommended in the revised version of Section 4.2.3 of the Code. This recommendation will be followed in relevant future proposals to the AGM.”

December 2004

Management Board

Supervisory Board

**- 2003 - CORPORATE GOVERNANCE**

**Declaration on the German Corporate Governance Code for the Year 2003**

The Management Board and the Supervisory Board of Evotec OAI AG stated in accordance with § 161 German Stock Corporation Act (AktG):

“Evotec OAI AG has complied in 2003 and intends to comply in the future with the recommendations of the Government Commission’s German Corporate Governance Code (revised version as of 21 May 2003) with the following two exceptions:

The stock option programs in place are based on binding resolutions of several Annual General Meetings. While the exercise of these options requires an increase of the share price, the exercise is not related to other comparison parameters as recommended in the revised version of Section 4.2.3 of the Code. This new recommendation will be considered for relevant future proposals to the AGM.

With the current Supervisory Board Committee composition, non-chair members of such committees do not receive any additional compensation on top of the base Supervisory Board compensation. It is planned to recommend to the Annual General Meeting scheduled for 1 June 2004 to amend the Company’s Articles to fully accommodate the recommendation as described in No. 5.4 of the Code.”

December 2003

Management Board

Supervisory Board



## **- 2002 - CORPORATE GOVERNANCE**

### **Declaration on the German Corporate Governance Code for the Year 2002**

The Management Board and the Supervisory Board of Evotec OAI AG stated in accordance with § 161 German Stock Corporation Act (AktG):

"Evotec OAI AG complies with the recommendations of the "Government Commission's German Corporate Governance Code" with the following exception:

For the members of the Management Board and Supervisory Board, there is a directors' and officers' liability insurance policy in place for the year 2002 with no deductible (Code No. 3.8). It is planned to include a suitable deductible with the renewal of the policy."

December 2002

Management Board

Supervisory Board