

Code of Conduct**Document:**

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Code of Conduct

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The Evotec Group, i.e. Evotec SE and its majority controlled global affiliates (referred to here collectively as “Evotec”), is a drug discovery and development company focused on rapidly progressing innovative product approaches with leading pharmaceutical and biotechnology companies, academics, patient advocacy groups and venture capitalists.

In the performance of its activities, Evotec is committed to ensure high ethical standards and complies with the applicable local, national and international laws, rules and regulations as well as in-house policies.

This Code of Conduct (hereinafter referred to as “the Code”) has been prepared to clearly and transparently define the fundamental principles to which Evotec aspires in the pursuit of its objectives.

This Code is, without exception, binding for all Employees¹, which include members of the Supervisory Board and the Management Board.

Our values and principles

Our values and principles govern how we act with one another and during the conduct of our business. The values and principles that Evotec considers fundamental are outlined below.

1. USE OF CORPORATE FUNDS, ACCOUNTING AND RECORD-KEEPING

General policy

The use of Evotec’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 Evotec shall be established or maintained for any reason whatsoever, and no false, artificial or misleading entries in the books and records of Evotec shall be made for any reason whatsoever.
- (ii) No transaction shall be effected, and no payment shall be made, on behalf of Evotec 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 any jurisdiction in which Evotec conducts business must be properly accounted for and recorded in the Evotec’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, unrecorded payments or bribes are strictly forbidden and are to be made impossible.

¹ Employees shall include all Evotec interns, students and officers.

2. ANTI-BRIBERY AND CORRUPTION

Employees of Evotec are not permitted to give or offer or accept or request “anything of value,” directly or indirectly, to or from any Government Official², Healthcare Professional³, or any commercial party for the purpose of improperly obtaining or retaining a business advantage.

“Anything of value” is broadly interpreted to include cash, gifts, forgiveness of a debt, loans, personal favors, entertainment, meals and travel, political and charitable contributions, business opportunities and medical care, among other items.

Each Employee is required to critically evaluate the circumstances, ensuring that no violation of the above standards occurs. If an Employee is confronted with a request or demand for an improper payment or other violation of this Code, the request or demand must be immediately rejected and reported to their supervisor. Similarly, if any Employee knows or believes that an improper payment has been or will be made, or otherwise in the event of doubts or uncertainties relating to the appropriateness of a payment or financial or non-financial benefit, Employees must notify their supervisor. 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. Donations to charitable organisations and institutions made at Evotec’s cost and in Evotec’s name are only permitted if they are aimed at achieving social benefits and demonstrating Evotec’s social responsibility.

More specific rules relating to gifts, entertainment, travel, meals, lodging, employment, relationships with third parties and record keeping requirements is set forth in an anti-bribery and corruption policy.

3. ANTI-MONEY LAUNDERING

Evotec condemns any form of money laundering on behalf of others, money laundering on one’s own behalf and/or conduct to hinder the identification of money, goods or other items of illegal origin and it undertakes to comply with all national and international anti-money laundering regulations and provisions. With respect to the above, in particular, it is mandatory to:

- Not receive, acquire or conceal cash or goods arising from criminal activities or carrying out transactions using such cash or goods to hinder their identification;
- Run adequate checks on clients, keeping the related documentation and recording information acquired for this purpose;
- Comply with the rules limiting the use of cash and bearer’s securities, as well as those prohibiting the opening of accounts or passbooks anonymously or under false names;
- Monitor compliance with anti-money laundering legislation

² The term “Government Official” includes all officers or employees of a government department, agency or instrumentality; permitting agencies; customs officials; applicants for political office; and officials of public international organizations (e.g., the Red Cross). This term also includes officers or employees of government-owned or controlled commercial enterprises such as state-owned or controlled universities, airlines, oil companies, health care facilities or other vendors. The term also includes family members and close associates of such individuals (e.g., it is not permissible to give a lavish gift to the sibling, spouse or child of a government employee if a gift to the individual would be prohibited under this Code.

³ The term “Healthcare Professional” includes doctors, physicians, dentists, veterinarians, pharmacists, psychotherapists, nurses, midwives, speech therapists and all other healthcare professionals whose training is subject to national or state regulation.

- Evaluate the commercial and professional reliability of consultants, suppliers and business/financial partners on the basis of the irregularity indicators. Evotec undertakes to not use cash, goods or other items arising from a crime in business or financial activities.

4. 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 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 (amongst others):

- 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 an 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 material 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 Evotec

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.

An examples of making use of an opportunity to which Evotec is entitled for personal gain is 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 Evotec (please refer to Evotec Group's Insider Trading Guidelines for further details).

5. 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 Evotec's policy of complete compliance with the relevant applicable antitrust laws of the countries which have laws governing competitive practices; said policy must be made known to the Employee by Evotec.

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 Evotec, 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 Global Compliance Team, 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 Evotec's reputation suffering and/or significant costs being incurred by Evotec's efforts to defend itself before government agencies and in court.

6. ANTI-HEDGING AND PLEDGING

To ensure alignment with the interests of our shareholders, Evotec does not permit members of the Supervisory Board and the Management Board to engage in short-term or speculative transactions involving the Evotec's securities, including short sales, publicly-traded options, or hedging transactions. Members of the Supervisory Board and the Management Board and certain employees, as designated by Evotec's Legal & Compliance Department, are prohibited from pledging Evotec's securities as collateral.

7. EMPLOYEE WORK ENVIRONMENT

General policy

Under Evotec's business policy, Employees are recruited, allocated tasks, trained, seconded, promoted, dismissed and remunerated on the basis of their capabilities, skills and qualifications. Evotec does not discriminate in terms of race, skin colour, religious beliefs, 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 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 applicants. It is forbidden to discriminate against anyone on account of his or her race, skin colour, religious beliefs, political views, sexual orientation, 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

Evotec and its employees value 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 sexual and non-sexual harassment is strictly forbidden both by the law and by Evotec's internal regulation and policies. Harassment is defined as any unwanted behaviour aimed at or resulting in damaging an employee's dignity, creating an environment of intimidation, hostility, humiliation, debasement or any 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 Evotec premises, while using Evotec facilities or conducting business on behalf of Evotec:

- 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 (the latter with the exception at events or occasions approved by line management).

8. SAFETY, HEALTH, THE ENVIRONMENT

General policy

Evotec gives great importance to Health, Safety, Environment and Employee wellbeing.

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, whilst minimising the environmental impact of its activities and products.

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 with the application of best available techniques so far as reasonably practicable.
- All Employees are reminded on their legal duty to comply with the local EHS policies specifically to take reasonable care for their own safety and of those affected by their work; to follow all EHS procedure's including safe systems of work, local procedures, risk assessment, training; and take all reasonable steps to ensure all accidents, incidents, safety observations are reported and investigated.
- It is recognised that improving the priority and culture of Environment, Health, Safety and Employee wellbeing will mitigate against losses and promote sustainability which is achieved through the effective implementation of appropriate safe systems of work and procedures. These systems and procedures will be developed in compliance with all relevant legislation and best industry practice, and where applicable international standards (ISO 14001; 45001). Evotec also takes further steps of its own volition where reasonable and commercially viable.

9. ANIMAL WELFARE

Some Evotec affiliates may use laboratory animals when it is impossible to use valid, accepted alternatives or when required by regulatory authorities. Evotec recognises that it has an ethical and moral responsibility to treat animals respectfully, with pain and stress minimized. According to high internationally-recognised standards, animal testing will be performed after consideration to replace animals, reduce the numbers of animals used or refine procedures to minimize their suffering (principle of 3Rs). Evotec animal facilities are AAALAC accredited or in the process of first accreditation and undergo regular visits by AAALAC. All Evotec Employees who work with laboratory animals are required to comply with all applicable national laws and to adhere to the current version of the Evotec Global Animal Welfare Policy.

10. PATENTS, COPYRIGHT AND CONFIDENTIALITY

General policy

Evotec's policy is to ensure strict confidentiality with respect to its and its customers' intellectual property and trade secrets. Information falling under this Code can refer to discoveries, inventions, technical improvements, formulae, specifications, processes, etc. that relate to both existing and planned activities. All Evotec Employees are required to destroy confidential information in an appropriate manner (e.g using the provided data shredders) once such information is not needed anymore.

It is Evotec policy to respect the intellectual property rights of others. Intellectual property rights include creative works to which the owners have a legal claim and include in particular 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 Evotec'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 Evotec. In some circumstances, the individual(s) involved in making a decision that leads to an infringement of 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 Evotec, unless required to do so in the fulfilment of their duties and subject to approval which must first be issued by Evotec.

Evotec Employees may not disclose or pass on any information concerning materials belonging to others to anyone outside Evotec if Evotec is legally obliged to treat this information confidentially. This information should only be disclosed or passed on within Evotec 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 to the Intellectual Property Department any attempt to sell or disclose trade secrets in a manner that appears improper.

Use of software

Reproducing or amending 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 Evotec 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:

- Acquiring trade secrets or other sensitive data
- Infecting the system with a computer virus or otherwise destroying or damaging the computer
- Committing an act of fraud or theft

11. PERSONAL DATA

Evotec respects and is committed to protect any entrusted personal data with maximum care. This includes data from Employees, applicants, clients, suppliers and other third parties. Evotec applies appropriate technical tools and organizational measures to protect personal data against illegal use, loss or destructions. Employees are obligated to observe all internal rules, policies and applicable regulations when collecting and processing personal data. In particular, personal data may only:

- Be collected, processed or transferred to third parties based on a legal basis (e.g. a specific contract or consent);
- Be collected and limited to what is necessary in relation to the purposes for which they are processed and Employees shall ensure that processed personal data is correct;
- Be used for the intended purpose and on a need-to-know basis; and
- Be used for as long as the personal data is required.

Evotec will provide information to individuals should they exercise their individual rights.

12. GLOBAL TRADE

Evotec complies with the applicable export controls, customs laws and regulations in countries where business takes place.

Employees and business partners involved in cross-border business are expected to comply with all trade sanctions, embargoes and any related policies and procedures established and made available by Evotec.

Employees and business partners are also expected to properly document all products, materials and technology imported or exported to ensure compliance with customs and import/export laws and regulations. In order to ensure compliance with local laws on exporting products, services and technology, Employees shall consult the Evotec Corporate Export Compliance Office prior and in a timely matter to such export.

13. DUTY TO REPORT

Employees are obliged to immediately report any conduct or incident that are, or that they suspect to be, in any way a violation of the ethical guidelines and provisions laid out in this Code to their supervisor. Employees and/or their supervisor can contact Human Resources or one of the specialist's departments at any time. Should local reporting not be appropriate or effective, the Global Compliance Team can be contacted or the Evotec's Whistleblowing Platform "EVOwhistle" should be used as explained below.

Reporting Compliance Concerns - EVOwhistle

All Employees are called upon to be alert and come forward if they have compliance concerns. Where possible, any suspect of a breach of internal or external rules should be addressed locally where they occur. For Employees their supervisor is the preferred first point of contact.

In particular, for serious concerns like corruption, fraud or other criminal activities or for concerns affecting more than one of the Evotec sites, a professional, structured and objective investigation is required. Besides there may be cases or incidents which the Employee does not want to report locally or which were reported locally but have not been resolved.

Therefore, Employees, as well as external stakeholders have access to various reporting methods. In addition to the direct reporting line, Employees can contact Compliance@evotec.com or make a report, also anonymously if required, by using the following Link to the Evotec Whistleblowing Platform *EVOwhistle*: <https://evotecgroup.integrityline.org>. The *EVOwhistle* platform is provided by an external company that is specialised on whistleblowing services and hosted independently from the Evotec network.

Evotec acknowledges that many potential cases may be borderline in nature. Each and every case or concern is to be taken seriously, investigated by internal or external investigators and is to be judged objectively in consideration of the respective circumstances under the frame of the general ethic principles behind this Code and visible throughout the Code, such as: legality, honesty, responsibility, transparency, reliability, impartiality, respect, cooperation, integrity, environment & safety, quality, competition and confidentiality).

Good faith reporting

Anyone who reports information in good faith is protected against potential disadvantages resulting from the report they made. However, should Evotec determine an inexcusable breach of this Code, measures will be taken under employment law that may extend to the termination of the employment relationship.

Enforcement & Waivers

Evotec will ensure prompt and consistent action against violations of this Code. Upon receipt of a determination that there has been a violation of this Code, Evotec will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

Any waiver for a member of the Supervisory Board or Management Board shall be disclosed to Evotec's shareholders, as required by the Securities and Exchange Commission (hereinafter referred to as the "SEC") and NASDAQ rules.

14. SEC DISCLOSURE

Evotec's reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules.

Each Employee who contributes in any way to the preparation or verification of Evotec's financial statements and other financial information must ensure that Evotec's books, records and accounts are accurately maintained. Each Employee with respective responsibilities under his or her employment relationship must cooperate fully with Evotec's accounting and internal audit departments, as well as Evotec's independent public accountants and counsel.

Each Employee who is involved in Evotec's disclosure process and who has respective responsibilities under his or her employment relationship must be familiar with and comply with Evotec's disclosure controls and procedures and its internal control over financial reporting; and take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of Evotec provide full, fair, accurate, timely and understandable disclosure.

15. POLICY OWNER

The Global Compliance Team is primarily responsible for the oversight and enforcement of this Policy. Evotec will (amongst other things) conduct periodic audits of its books and records to monitor compliance with this Policy.

All questions regarding this Policy should be directed to the Global Compliance Team.

The Management Board
(approved by the Supervisory Board)