



Prof. Dr. Wolfgang Plischke
Chairman of the Supervisory Board

Supervisory *Board Report*

As 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 by 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 recommendations, which call for Supervisory Board members to be appointed regardless of gender, nationality and age, on the basis of their qualifications, work experience, independence and diversity. Five of the current members of Evotec's Supervisory Board were elected at the AGM 2019. Following the resignation of Michael Shalmi with effect as of the AGM 2020, the AGM 2020 has elected Kasim Kutay as his successor on 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 that was set up in 2020.

The Supervisory Board appoints a Chair and one Vice Chair from among its members. Prof Dr Wolfgang Plischke was elected as

Chair of the Supervisory Board and Prof Dr Iris Löw-Friedrich was elected as the Vice Chair. The members of the Supervisory Board are elected for a term of five years and may be re-elected. The term of the new Supervisory Board ends at 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 does 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: five members are considered as independent following the two-dimensional evaluation criteria of the German Corporate Governance Code, two nationalities are represented and there are two female members. Only Dr Mario Polywka, being Evotec COO until 31 December 2018, who was elected to the Supervisory Board at the recommendation of a group of shareholders who collectively hold more than 25% of the total number of voting rights in the Company, is currently considered as not independent. Information on the professional affiliations of Supervisory Board members can be found on page 132.

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 scrutinises the Company's accounting processes, the effectiveness of the internal control system and the audit. 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 discusses certain steps and procedures of the audit with the appointed auditing firm, including the auditors' independence, 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 Chair 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. Neither the Chair of the Supervisory Board nor a former member of the Management Board may become Chair of the Audit Committee. Evotec's Audit Committee Charter can be found on the Company's website under <https://www.evotec.com/en/invest/corporate-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.

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>FIRST 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 Chairperson)	2014	X	
Kasim Kutay ¹	2020		X
Dr Mario Polywka	2019		
Roland Sackers	2019	X (Chair)	X
Michael Shalmi ²	2017		X
Dr Elaine Sullivan	2015	X	

¹ Supervisory Board member since AGM in June 2020

² Supervisory Board member until AGM in June 2020

In the course of 2020, the Supervisory Board held four formal meetings to discuss the operational and strategic developments of the Evotec Group. The Audit Committee convened separately for four meetings and the Remuneration and Nomination Committee convened for four

meetings (two of these meetings with the full Supervisory Board). Due to the pandemic, the meetings in 2020 were mainly held per videoconference. At each of such formal meetings, the Supervisory Board also met in closed session without the Management Board.

The individual attendance of the Supervisory Board members as of 31 December 2020 at meetings of the Supervisory Board of Evotec SE and its committees in fiscal year 2020 was as follows:

<i>SUPERVISORY BOARD MEMBER</i>	<i>NUMBER OF SUPERVISORY BOARD AND COMMITTEE MEETINGS</i>	<i>ATTENDANCE</i>	<i>ATTENDANCE RATIO</i>
Prof Dr Wolfgang Plischke (Chairman)	4+4	4+4	100%
Prof Dr Iris Löw-Friedrich (Vice Chairperson)	4+6	4+6	100%
Dr Mario Polywka	4+0	4+0	100%
Kasim Kutay ¹	2+2	2+2	100%
Roland Sackers	4+8	4+8	100%
Dr Elaine Sullivan	4+4	4+4	100%
Michael Shalmi ²	2+2	2+2	100%

¹ Supervisory Board member since AGM in June 2020

² Supervisory Board member until AGM in June 2020

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 2020, the Supervisory Board discussed and approved the 2019 annual financial statements in the presence of the auditors and approved the achievement of Corporate Objectives for 2019 and the bonus payments for the Management Board members for their performance in 2019. The LTI grants to the Management Board members were approved in a circular resolution in January 2020. The Supervisory Board also discussed the Company's compliance and risk

management system and approved the Corporate Objectives 2020 and the preliminary agenda for the AGM 2020. Furthermore, the Supervisory Board reviewed potential M&A projects. The Supervisory Board discussed with the Management the potential impact of the recently started pandemic to Evotec's operations. In the following, the Supervisory Board was regularly updated on this topic by the Management.

► At the meeting in June 2020, the Supervisory Board focused on the upcoming AGM, the operational business of the Company and on strategic development opportunities, including the approval of new equity investments and academic BRIDGES. The Supervisory Board also discussed the long-term financing strategy of Evotec SE and reviewed the impact of the pandemic. Furthermore, the Supervisory Board discussed a letter from BaFin (German Federal Financial Supervisory Authority) with reference to a potential error in the Company's half-year reports for 2017 and 2018.

► In its September 2020 meeting, the Supervisory Board discussed the operational business of the Company, including the global footprint and capacity strategies. It further discussed strategic development opportunities, including M&A and corporate formation opportunities, and approved certain further equity investments. Furthermore, the Supervisory Board was updated on and discussed potential financing strategies. The new contract of the Company's Chief Executive Officer was approved in a circular resolution in October 2020.

► In October 2020, the Supervisory Board approved the Company's capital increase where Evotec issued a total of 11,478,315 new shares to the Government of Abu Dhabi (Mubadala Investment Company) and Novo Holdings A/S. This transaction was discussed already at the September meeting as part of the financing strategies.

► In December 2020, the Supervisory Board reviewed and approved the budget and guidance for the fiscal year 2021 as well as regular Corporate Governance matters, including the results from its regular efficiency testing. 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 2020 and the objectives for 2021 and reviewed the current risk report. It further discussed the Company's new mid-range plan and certain strategic opportunities, including the Company's equity portfolio.

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 oral 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 Chair 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 and upon request, the Supervisory Board Chair is available to discuss Supervisory Board-related issues with investors.

The financial statements and the Management Report for Evotec SE for the fiscal year 2020 as well as the consolidated financial statements together with the consolidated Management Report of the Evotec Group were audited by Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Hamburg. The managing auditor

of Ernst & Young for the Evotec Group is Dirk Machner. The auditors issued an unqualified audit opinion.

In preparation for the Supervisory Board meeting on 16 March 2021, the auditors presented the status of the 2020 audit, a summary of key audit findings and other relevant topics to the Audit Committee. The Audit 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 March 2021 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 2020. 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 2020.

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 was not informed about a potential conflict of interest among one of its members in the course of 2020.

The Supervisory Board thanks the Management Board and the Company's employees for their hard work during the year and wishes them ongoing success for 2021.

Hamburg, 16 March 2021

The Supervisory Board
Prof. Dr Wolfgang Plischke