§ 1
Composition

1. The Audit & Compliance Committee comprises of three members of Evotec's Supervisory Board.

2. The members of the Supervisory Board shall elect a Chairman of the Audit & Compliance Committee. The Chairman shall be primarily responsible for the proper functioning of the Audit & Compliance Committee. He shall act as the spokesman of the Audit & Compliance Committee and shall be the main contact for the Management Board as well as the Supervisory Board.

3. The Chairman must be independent of the Company, the Management Board and the controlling shareholder(s) and shall have specialist knowledge and experience in the application of accounting principles and internal control procedures and be familiar with the audit of the financial statements. Unless special reasons justify a deviation, the Chairman of the Supervisory Board should not also be Chairman of the Audit & Compliance Committee. Furthermore, the Chairman of the Audit & Compliance Committee should not be a former member of the Company's Management Board whose appointment ended at least less than two years ago. A former member of the Company's auditing firm shall be excluded from being a member of the Audit & Compliance Committee for a period of seven years.

4. All members of the Audit & Compliance Committee should have the knowledge and professional experience required to work on the Audit & Compliance Committee and should be sufficiently independent.

§ 2
Duties

1. The Audit & Compliance Committee shall perform all of the duties assigned to it by law, by a decision of the Supervisory Board or by this Charter. The primary function of the Audit & Compliance Committee is to assist the Supervisory Board in fulfilling its independent oversight responsibilities with regard to financial reporting and control. The Audit & Compliance Committee shall further oversee the Company’s compliance program to ensure that such program meets applicable legal and regulatory requirements and appropriate industry standards.

The Audit & Compliance Committee shall

a) oversee the accounting and the accounting process,

b) encourage continuous improvement of Company’s policies, procedures and practices at all levels within the finance, risk and compliance departments;

c) oversee the appropriateness and effectiveness of the internal control system, in particular as it relates to financial reporting; the Management Board shall report to the Audit & Compliance Committee on the audit plan
and the audit results of the internal audit; the Audit & Compliance Committee can make recommendations or proposals for ensuring the integrity of the financial reporting process;

d) review the availability of an established and functioning risk management and reporting system

e) monitor the major financial risk exposure of the Company; it shall discuss the principles of risk assessment and management with the Management Board,

f) oversee the internal process for related party transactions, including approval of any related-party transaction outside normal business scope and conditions;

g) monitor the Company’s compliance with legal provisions, regulations and internal company guidelines and discuss the Company’s major compliance risks and remediation efforts;

h) review the compliance program and its adequacy and effectiveness to ensure it is well communicated, supports lawful and ethical business conduct by employees, and reduces risk to the Company for non-compliance with laws and regulations relative to the Company’s business.

2. The Audit & Compliance Committee shall conduct a preliminary review of the annual consolidated financial statements as well as the annual statutory financial statements of EVOTEC SE. In addition, it shall discuss the documents specified in the preceding sentence 1 with the Management Board and the independent auditors. It shall also review the report of the independent auditors.

3. The Audit Committee shall prepare the Supervisory Board decisions whether to approve the annual consolidated financial statements as well as the annual statutory financial statements of EVOTEC SE as well as the proposal by the Management Board for the appropriation of net income (if any) and report to the Supervisory Board meeting accordingly during the regular Supervisory Board meetings.

4. The Audit & Compliance Committee shall further discuss the quarterly statements and the half-year financial report with the Management Board and the independent auditors.

5. The Audit & Compliance Committee shall discuss any material changes to the auditing and accounting methods.

§ 3
Selection of Independent auditors

1. The Audit & Compliance Committee shall prepare the Supervisory Board proposal to the Annual General Meeting on the election of the independent auditors for the annual consolidated financial statements as well as the annual statutory financial statements, for the management report of EVOTEC SE and
for the review of the half-year as well as the quarterly financial reports for EVOTEC SE (condensed financial statements and interim management report) and shall make a corresponding recommendation to the Supervisory Board.

2. After consultation with the CEO and the CFO, the Audit & Compliance Committee shall award the audit engagement to the independent auditors elected by the Shareholders’ Meeting. It shall thereby determine, in particular, the focal points of the audit and the fee paid to the independent auditors. Consultancy assignments to the auditor by the Company or by affiliated companies regarding non-audit-related services require the approval of the Audit & Compliance Committee. The audit assignment shall include the auditor’s obligation to inform the Audit & Compliance Committee immediately of all findings and incidents that are essential for the tasks of the Supervisory Board and that arise during the execution of the audit, as well as of the facts established that indicate an incorrectness of the statements made by the Management Board or Supervisory Board in accordance with Section 161 of the German Stock Corporation Act (AktG).

3. The Audit & Compliance Committee shall monitor the selection, independence, qualifications, rotation and efficiency of the independent auditors. For this purpose, it shall – before making a respective proposal to the Annual General Meeting – obtain a declaration from the designated independent auditors stating that the legal requirements regarding auditor independence are complied with. This declaration shall also state the existence and nature of any business, financial, personal or other relationships between the auditing company, its governing bodies or the heads of the independent auditors, on the one hand, and EVOTEC SE, the members of its Supervisory Board or the members of its Management Board, on the other, which could impact the independence of the auditors. The declaration shall state the extent to which the auditing company has provided the EVOTEC group with other services – in particular, services in the consulting field – in the fiscal year just completed or has a contractual obligation to provide such services in the forthcoming fiscal year. The declaration shall include a statement of the independent auditors’ fees pursuant to the relevant laws and regulations governing the disclosure of such fees by the Company for the fiscal year just completed. An agreement shall be made with the independent auditors whereby the Chairman of the Audit & Compliance Committee shall be immediately informed of any grounds for disqualification or any bias which may arise during the course of the audit. The Audit & Compliance Committee shall discuss with the independent auditors the threats to their independence and the safeguards applied to mitigate those threats. It shall regularly assess the quality of the audit and evaluate whether it is appropriate to rotate Auditors on a regular basis.

4. Contracts awarded to the independent auditors or to companies that are connected with them on a legal, business or personal basis may not involve prohibited non-audit services and shall require the prior approval of the Audit & Compliance Committee, which, in this connection, shall properly assess the threats to the independence and the safeguards applied. The Audit & Compliance Committee can establish guidelines to govern the details of the procedure to be followed in this matter.
§ 4  
Cooperation with the independent auditors

1. The Audit & Compliance Committee shall arrange for the independent auditors to provide it with information regarding:
   a) all findings made and issues which come to the knowledge of the independent auditors during the performance of the audit and which are relevant to the duties of the Supervisory Board;
   b) all critical accounting items and alternative methods of accounting for transactions which have been discussed with the Management Board, and significant written communications between the independent auditors and the Management Board;
   c) controversies which have arisen between the independent auditors and the Executive Management Board or any other senior managers of the company in the course of the audit and review;
   d) material deficiencies and weaknesses of the internal control system and risk management system, in particular relating to the accounting process;
   e) all other matters legally to be submitted or reported to the Audit Committee, in particular, those subject to statutory audits.

2. The Audit & Compliance Committee shall approve, in advance, all other services which the Executive Management Board might request from Evotec’s registered public accounting firm (approved auditor) in accordance with the Auditors’ Independence Policy.

§ 5  
Complaints

The Audit & Compliance Committee shall be responsible for reporting and processing complaints raised by Company employees or any other whistleblower regarding accounting procedures, internal controls, the audit and other accounting-related matters. Complaints may be submitted anonymously through the Company’s Whistleblower Hotline. Employees submitting complaints shall suffer no negative consequences as a result of their action.

§ 6  
Meetings and voting procedures

1. The Audit & Compliance Committee meets at least four times each fiscal year at the invitation of its Chairman. Meetings of the Audit & Compliance Committee shall be convened, with at least one week notice, by the Chairman or, if he or she is unable to do so, by a representative, whom the Chairman, where possible, has designated sufficiently in advance.

2. All meetings shall be organized such as to follow reasonable cost/benefit analyses. This includes the possibility of having telephone or video
conferences, if the majority of Committee members don’t disagree. The Chairman can decide that resolutions can be also made via telefax or e-mail.

3. The CFO, the Global Head of Finance, the independent auditors and the Chief Compliance Officer (for parts of it) shall attend the meetings of the Audit & Compliance Committee unless the Chairman of the Audit & Compliance Committee determines otherwise in a particular case. The Chairman of the Audit & Compliance Committee and the CFO may invite other individuals to attend meetings of the Audit & Compliance Committee, such as any officer, representative of the internal audit function, employee of the Company or the Company’s outside legal counsel, investment bankers or financial analysts.

4. The Chairman of the Committee can determine that meetings of the Audit & Compliance Committee take place without members of the Management Board in attendance.

5. The provisions of the Rules of Procedure for the Supervisory Board regarding the convening, form and recording of meetings and decisions and regarding quorums and voting procedures shall apply analogously to the proceedings of the Audit & Compliance Committee. The Audit & Compliance Committee shall have a quorum if at least two of its members participate in the passing of a resolution. Resolutions shall be made with simple majority of the votes cast. In the event of a tied vote, the Chairperson's vote shall decide.

6. Minutes of the meetings and of the resolutions of the Audit & Compliance Committee must be kept and must be signed by the Chairman and the taker of the minutes.

§ 7
Internal procedures

1. Each member of the Audit & Compliance Committee is entitled to examine all business-related documents and books, all business information stored on data carriers and all assets and liabilities of the Company. Corresponding requests from a member of the Audit & Compliance Committee shall be addressed to the CFO through the Chairman of the Audit & Compliance Committee.

2. The Audit & Compliance Committee is entitled to obtain all information relevant to its activities from the independent auditors and from the Management Board.

3. To perform its duties, the Audit & Compliance Committee can call in auditors, legal specialists and other internal and external consultants, if it so desires. The costs shall be borne by the Company. Under normal circumstances such contracting should be aligned with the CFO prior to signing external support.

4. The Audit & Compliance Committee shall regularly review the efficiency of its operations. This efficiency review may also be included in the efficiency review referred to in Section 9 of the Rules of Procedure for the Supervisory Board. The Audit & Compliance Committee shall regularly review its Charter and, when necessary, recommend appropriate changes to the Supervisory Board.
5. Furthermore the Audit & Compliance Committee shall regularly review other policies or charters if established, e.g. Investment Policy, Treasury Policy, Internal Audit Policy, Tax Policy or Auditors’ Independence Policy.

6. This Charter of the Audit & Compliance Committee shall be published on the Company’s website.

§ 8 Reporting and declarations

1. The Chairman of the Audit & Compliance Committee shall provide the Supervisory Board with regular reports regarding the activities of the Audit & Compliance Committee.

2. The issuance and receipt of any declarations required to implement the decisions of the Audit & Compliance Committee shall be handled by the Chairman of the Audit & Compliance Committee, or if he or she is unable to do so, by the Chairman of the Supervisory Board.

§ 9 Confidentiality

The members of the Audit & Compliance Committee and all other individuals who have taken part in meetings of the Audit & Compliance Committee may not disclose the information contained in the reports they receive, the contents of discussions or confidential information regarding the Company – in particular, business secrets – which have become known to them through their activities in connection with the Audit & Compliance Committee. The members of the Audit & Compliance Committee shall ensure that any employees appointed to support them likewise comply with this confidentiality obligation.

§ 10 Liability

While the Audit & Compliance Committee has the responsibilities and authorities set forth in this Charter, it is not the duty of the Audit & Compliance Committee to plan or conduct audits, in order to determine that the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of Management Board and the independent auditors. Nor is it the duty of the Audit & Compliance Committee to conduct investigations, to resolve disagreements, if any, between management and the Auditors, or to assure compliance with laws and regulations and the Company’s articles of association. The potential legal liability of the committee members shall be no greater than that of other members of the Supervisory Board.

§ 11

Unless this Charter contains any deviating regulations, the provisions of the Rules of Procedure of the Supervisory Board and those of the Company’s articles of association apply accordingly.