

Declaration of Corporate Management for the financial year 2020 (§§ 289f, 315d HGB)

The actions of Evotec SE's management and oversight bodies are determined by the principles of good and responsible Corporate Governance. In this declaration, the Management Board – also acting on behalf of the Supervisory Board – provides its report on corporate management in the Group pursuant to sections 289f, 315d of the German Commercial Code (HGB) and pursuant to the German Corporate Governance Code. Our aim is to present our corporate management principles as clearly and concisely as possible.

Definition of good Corporate Governance

Due to its shares' listing on the Frankfurt Stock Exchange and its international shareholder base, Evotec recognises both German and international Corporate Governance standards. Good and transparent Corporate Governance ensures that the Company is managed and controlled in a responsible manner, with the objective of sustainable creation of value. The Management Board and Supervisory Board are convinced that compliance with high standards of Corporate Governance is a key factor of success. This also includes integrity in our dealings with employees, partners, shareholders and the public, which is demonstrated by the exemplary conduct of the Company's management and controlling bodies. As a service provider and collaboration partner, Evotec depends on its ability to win and retain the trust of its partners and customers through impeccable behaviour. The objective is to be credible, solid and reliable and act accordingly. The Company's Corporate Governance is therefore regularly reviewed and enhanced by the Management Board and the Supervisory Board.

As part of the management strategy, specific goals are defined and communicated on an annual basis. To accomplish these targets, we rely on the enterprise and initiative of our managers and employees. We achieve consensus on clearly defined objectives, and we regularly monitor how well we are meeting them. These agreements on targets are a key element of our leadership philosophy and an integral part of our remuneration system.

Declaration of compliance with the German Corporate Governance Code for the financial year 2020, pursuant to section 161 of the German Stock Corporation Act (AktG)

The German Corporate Governance Code (in its current version of 16 December 2019; the "Code") contains principles, recommendations and suggestions for the Management Board and the Supervisory Board designed to help observe the Company's best interests. Under the Code, the Management Board and the Supervisory Board are obliged to ensure the Company's continued existence and the sustainable creation of value (the Company's interests) in due consideration of the principles of the social market economy and the interests of its shareholders, staff and other associated parties (stakeholders).

With the following exceptions, Evotec complies with all recommendations of the Code, and it also complies with the majority of the Code's suggestions. As a result, in December 2020 Evotec's Management Board and Supervisory Board declared in accordance with Section 161 of the German Stock Corporation Act (AktG):

"In 2020, Evotec SE complied with the recommendations of the German Corporate Governance Code as published in the official section of the Federal Gazette, and it intends to comply with these recommendations in the future, with the following exceptions:

- Pursuant to section G of the Code, the monetary remuneration of the Management Board members comprises fixed and variable components. The variable remuneration components consist of a one-year variable remuneration determined by a bonus scheme and a long-term Share Performance Plan (SPP) scheme approved by the Annual General Meetings 2012, 2015 and 2017. Assessments under the Share Performance Plans span a period of several years and depend on future developments, whereas the bonus scheme is based on the achievement of specific targets set by the Supervisory Board for a specific financial year.*
- The Share Performance Plans comply with the recommendations set forth in section G of the Code. In particular, they refer to specific key performance indicators and define a "Maximum Target". However, as the issuance of awards under the Share Performance Plans 2012 and 2015 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. That value will be determined solely by the share price at the date of exercise without any ceiling. The Share Performance Plan 2017 introduced a cap with a maximum level of 350% of the contractual issue value and therefore complies in all respects with the Code.*
- Stock options issued in existing stock option programmes before their replacement by the Share Performance Plans remain valid. While the exercise of options under these stock option programmes requires an increase of the share price, the exercise is not related to other relevant comparison parameters as recommended in section G of the Code. This decision is based on the lack of relevant benchmark indices for German biotechnology stocks at the time when the stock option programmes were created."*

The current Declaration of Compliance with the German Corporate Governance Code and the declarations of the past five years can be found on Evotec's website at www.evotec.com/en/invest/corporate-governance.

Composition and working methods of the Management Board and Supervisory Board

Two-tier management and oversight system: Management Board and Supervisory Board

The two-tier system with a clear separation of management and control is a fundamental characteristic of Evotec's Corporate Governance structure. The Management Board is responsible for managing Evotec and representing the Company in its dealings with third parties, while the Supervisory Board appoints or dismisses and oversees the members of the Management Board. German law prohibits the Supervisory Board from making operational management decisions. The two boards, however, work closely together to secure long-term and sustainable growth for the Company and to create shareholder value. The Annual General Meeting is the Company's body representing the interests of the shareholders.

The Management Board provides continuous and detailed updates to the Supervisory Board through verbal and written reports on the status of operations. The information provided includes 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 Management Board must submit a budget for the following fiscal year and a plan for the medium term to the Supervisory Board. The Management Board is also required to report to the Supervisory Board in a timely fashion on any transactions that may be significant with respect to the profitability or liquidity of the Company in order to give the Supervisory Board an opportunity to express its opinion on such transactions prior to their implementation.

Beyond this exchange of information and the discussions between the Boards, the Chairman of the Supervisory Board and the Chief Executive Officer as well as other members of the Management Board discuss current and ongoing topics whenever appropriate.

Management Board

The Management Board of Evotec SE is responsible for the management of the Company, and it represents Evotec SE in all business undertakings with third parties. In consultation with the Supervisory Board, the Management Board determines the Company's strategic direction and ensures its implementation. Its actions and decisions are determined by the Company's best interests. The Management Board is committed to the objective of sustainable value creation while observing the interests of the Company's shareholders, employees and other stakeholders. The members of the Management Board are jointly responsible for the entire management and decide on the fundamental issues of business policy and corporate strategy as well as on the annual and multi-year planning.

Aside from the Chief Executive Officer, the Management Board of Evotec SE has three more members. The Chief Executive Officer coordinates the activities of the Management Board. In accordance with Recommendation B.3 of the Code, new members are appointed to the Management Board for a maximum period of three years. However, contracts may be extended by up to five years, which has been agreed with the current Chief Executive Officer and the Chief Scientific Officer. Management Board members may be reappointed and may be dismissed with good cause prior to the termination of their terms of office. The members of Evotec's Management Board may not accept more than three Supervisory Board mandates in non-Group listed companies or in supervisory bodies of companies with similar requirements. Information on the individual mandates and professional activities of the Management Board members can be found on page 138f of the Annual Report 2020.

With regards to diversity within the Management Board, the Supervisory Board selects Management Board members regardless of gender, nationality or age. Appointments are made based on qualification and work experience only. In accordance with section 111, paragraph 5 of the German Stock Corporation Act (AktG), the Supervisory Board of Evotec SE set a quota for women's representation on the Management Board for the first time in 2015. As the Management Board is composed of four male members with running contracts, the quota was set at 0%. Given the terms of the contracts agreed with the current members and because there are no plans to make changes to the Management Board at this point, this quota was confirmed for another five years in 2017. The Supervisory Board also reserves the right to base its decision to extend the contracts of current Management Board members solely on the members' qualification and performance, regardless of their gender or nationality. Two out of four members of the Management Board are non-German currently.

In accordance with Recommendation B.5 of the Code, Evotec has set an age limit for its Management Board members. Pursuant to section 1 paragraph 4 of the Rules of Procedure of the Supervisory Board of Evotec SE, the Supervisory Board must ensure that the age limit of 65 is observed when appointing new members to the Management Board.

The assignment of duties within the Management Boards is based on functional aspects as laid down in the rules of procedure. The Chief Executive Officer is in charge of Strategic Corporate Development including M&A, Human Resources, Marketing, Investor Relations and Corporate Communications, and the Chief Financial Officer is responsible for Finance, Controlling, Risk Management, Information Technology & Business Applications, Legal & Compliance, Procurement & Logistics, Facility Management and Equity. The Chief Operating Officer is responsible for the EVT Execute segment, Alliance management, Business Development, global operations plus Quality and Environment, Health and Safety (EHS). The Chief Scientific Officer is in charge of the EVT Innovate segment, Evotec BRIDGES and Intellectual Property/Patent Management.

The individual members of the Management Board generally assume the duties of their respective functions under their own responsibility. For any measures or transactions which are of exceptional importance for the Company or which expose the Company to extraordinary risk, prior approval by the entire Management Board is required. Further details are laid down in the rules of procedure.

Meetings of the Management Board shall be called by the Chief Executive Officer. Each member of the Management Board may request that an extraordinary meeting of the Management Board be called outside its regular meetings. The board meetings are chaired by the Chief Executive Officer, who also coordinates the areas of responsibility. Persons who are not board members can, if so resolved by the Management Board, be admitted to board meetings in a consultative capacity.

Brief minutes have to be made of material negotiations and resolutions. The Management Board generally approves resolutions at its meetings. Resolutions may also be approved in writing, by telex or by telephone without a meeting. The quorum for votes on resolutions is reached when the majority of the Management Board members participates in the vote. Resolutions of the Management Board are passed by a simple majority. In the event of a tie, the decision lies with the Chief Executive Officer.

The Supervisory Board and the Management Board have agreed on a long-term succession plan. Aside from the requirements of the German Stock Corporation Act and the Corporate Governance Code, this plan takes account of the quota for women's representation as well as the criteria for diversity on the Management Board as determined by the Supervisory Board. Based on the specific qualification requirements and the aforementioned criteria, the Nomination Committee of the Supervisory Board develops a profile for the ideal candidate which serves as a basis for a shortlist of available candidates. These candidates are then interviewed, and a recommendation is submitted to the Supervisory Board as a decision-making basis. External consultants may support the Supervisory Board and the Nomination Committee in developing job profiles and selecting candidates as needed.

Supervisory Board

As laid down in the current Articles of Association of Evotec SE, the Supervisory Board consists of six members which are elected by the shareholders by simple majority vote at the Annual General Meeting. Five of the current members were elected at the Annual General Meeting 2019. Their tenure ends at the end of the Annual General Meeting 2024.

After Michael Shalmi retired from the Supervisory Board with effect from the Annual General Meeting 2020, Kasim Kutay was elected to replace him. His tenure, too, ends at the end of the Annual General Meeting 2024. The beginning and the end of the terms of office are shown in the table below:

Tenure and committee membership on the Supervisory Board

	Initial appointment to the Supervisory Board	End of tenure	Audit and Compliance Committee	Remuneration and Nomination Committee
Prof Dr Wolfgang Plischke (Chairman of the Supervisory Board)	2014	2024		X (Chair)
Prof Dr Iris Löw-Friedrich (Vice Chairman of the Supervisory Board)	2014	2024	X	
Kasim Kutay ¹	2020	2024		X
Dr Mario Polywka	2019	2024		
Roland Sackers	2019	2024	X (Chair)	X
Michael Shalmi ²	2017	2020		X
Dr Elaine Sullivan	2015	2024	X	

¹ Member of the Supervisory Board since the AGM in June 2020

² Member of the Supervisory Board until the AGM in June 2020

In accordance with the Code's recommendations, the members were appointed to the Supervisory Board regardless of gender, nationality or age based on the following criteria: qualification, work experience and competence, independence and diversity. However, the age limit set by the Supervisory Board determines that a candidate may not be older than 72 years at the time of the proposal. In addition, the Supervisory Board has agreed on two full terms as the regular limit of length of membership. Adequate female representation on the Supervisory Board is also intended with a gender quota requiring a minimum of 30% of men and women.

Furthermore, the Supervisory Board has set specific targets for its composition and competencies and developed a Profile of Competencies and Expertise which reflects the company-specific situation. These targets and profiles provide that in consideration of the company-specific situation, the majority of the Supervisory Board members must have national and international experience in the following areas: (i) research and development, (ii) finance, capital markets, law, corporate governance, (iii) marketing, distribution and operations, and (iv) (public) health. In addition, thorough screening of candidates for the Supervisory Board early in the selection process is meant to avoid potential conflicts of interest. 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 independent within the meaning of the German Corporate Governance Code. Two members are female, and two nationalities are represented on the Board. Only Dr Mario Polywka, who served as COO of Evotec until 31 December 2018 and who was elected to the Supervisory Board on the recommendations of a group of shareholders who together hold more than 25% of the total number of voting rights in the Company, is regarded as not independent. Prof Dr Wolfgang Plischke (member of the Supervisory Board of Bayer AG) is independent. Dual membership of two companies with

business relations does not constitute a relationship of dependency, as the members of the Supervisory Board primarily have control and monitoring functions and are not involved in any operating activities. The situation could be different in individual cases if a member held a special position on the Supervisory Board, but this is not the case here. Prof Dr Iris Löw-Friedrich (Chief Medical Officer and Head of Development & Medical Practices of UCB S.A.) is also independent in the opinion of the Company. Her position on the Executive Board of UCB S.A., which has a business relationship with Evotec SE, does not constitute dependency. Business relationships constitute a material and prolonged conflict of interest only in exceptional cases. The Supervisory Board has no influence on the volume of orders or the continuation or expansion of business relationships. This is the responsibility of the Management Board of Evotec SE, which not only represents the Company (section 78 of the German Stock Corporation Act (AktG)), but also makes decisions on these matters under its own responsibility (section 76, paragraph 1 of the German Stock Corporation Act (AktG)). There is also no intersecting executive body position. Mr Kasim Kutay is to be considered an independent member of the Supervisory Board despite his position on the Management Board of Novo Holding A/S. Novo Holding A/S holds 10.58% of the voting shares in Evotec SE and is therefore not a controlling shareholder. A controlling position leading to the independence of the shareholder (and thus also of Mr Kutay) would be given if a control agreement had been concluded with the shareholder or if the shareholder held an absolute majority of the voting rights or at least a sustainable majority at the Annual General Meeting. A voting interest of only 10.58% does not constitute a sustainable majority of the voting rights in favour of Novo Holding A/S and therefore does not constitute a conflict of interest, especially since the number of validly cast votes at past general meetings regularly amounted to well over 40% of the share capital. Dr Elaine Sullivan (the former CEO of Carrick Therapeutics Ltd) is also independent. Evotec SE holds approximately 4.5% of the shares in Carrick Therapeutics Ltd., and it is not a significant partner of Carrick Therapeutics Ltd. at present. Therefore, there is no conflict of interest that could hinder the position of independence, for two reasons: (1) Evotec SE's participation rights in Carrick Therapeutics Ltd. are exercised by the Management Board of Evotec SE on its own responsibility pursuant to section 76 paragraph 1 of the German Stock Corporation Act (AktG). In particular, a member of the Supervisory Board has no influence on the voting on the resolutions of the shareholders of Carrick Therapeutics Ltd. (e.g. on any formal approval). (2) There is also no intersecting executive body position, nor are there any other significant connections to members of the company's Management Board through their involvement in other companies or organisations. Mr Roland Sackers (CFO of Qiagen N.V.) is independent. Qiagen N.V. has no significant business relationship with Evotec SE, and no other circumstances leading to dependency are apparent.

The current composition of the Supervisory Board fully represents the competence profile as set out above and last confirmed by the Supervisory Board at the by-election in 2020:

	Research and Development	Finance, Capital Markets, Law, Corporate Governance	Marketing, Sale, Operating Business	(public) Health System	Nationality/ Age	Independence
Prof Dr Wolfgang Plischke (Chairman of Supervisory Board)			X	X	1951 German	X
Prof Dr Iris Löw-Friedrich (Vice Chairman of Supervisory Board)	X			X	1960 German	X

Dr Mario Polywka	X		X		1963 British	
Roland Sackers		X			1968 German	X
Kasim Kutay		X	X		1965 British	X
Dr Elaine Sullivan	X		X		1961 British	X

The members of the Supervisory Board assume full responsibility for any training and educational measures required for their duties.

The Supervisory Board appoints a Chairman and a Vice Chairman from amongst its members. The Chairman of the Supervisory Board coordinates the work of the Supervisory Board and externally represents the concerns of the body. The Chairman is available to discuss issues pertaining to the Supervisory Board with investors upon request.

The members of the Supervisory Board are elected for a period of five years and may be re-elected for a maximum of two full terms of office.

The Supervisory Board appoints and dismisses the members of the Management Board and advises and oversees the Management Board in the management of the Company. The Management Board and the Supervisory Board maintain an open dialogue which is treated with confidentiality by both parties. The Supervisory Board, in particular the Chairman of the Supervisory Board, exchanges information with the Management Board on a regular basis. In numerous conference calls as needed, the Management Board continuously informed the Supervisory Board of the Company's operational business and further current issues such as strategy, planning, risk management, and compliance management systems, providing in-depth analyses both orally and in writing.

Pursuant to Recommendation D.7 of the Code, the Supervisory Board held regular board meetings also without the attendance of the Management Board.

In addition, the Supervisory Board is directly involved in fundamental decisions. The areas of fundamental importance which require prior approval by the Supervisory Board mainly include:

- Matters which legally require the consent of the Supervisory Board
- The strategic and operational direction of the Company
- Annual budget targets and major deviations from related resolutions
- Material changes to the development pipeline
- Investments outside of the ordinary business exceeding € 5 m, including in-licensing transactions
- The establishment or acquisition of companies or material changes in the corporate structure, either by +/- 5% of ownership or to the effect that control in such entity is assumed or lost
- Business contracts outside the Company's ordinary course of business that have significantly different risk profiles
- Out-licensing agreements with a total value exceeding € 300 m
- The granting of loans, guarantees or liens and the issuance of bonds or other securities
- The acquisition or disposal of land
- The establishment of new business operations or material changes in existing business operations

The articles of association provide that resolutions by the Supervisory Board shall typically be passed in meetings. However, in individual cases and upon the Chairman's instruction, resolutions can be passed and meetings held by written notice, by telephone, by telex, by fax or by other means of telecommunication. The articles of association further provide that more than half of the members of the Supervisory Board must participate in voting on a resolution, either in person or in writing or in another permissible form, to constitute a quorum. If such a quorum is not met, a new meeting shall be called with a notice period of two weeks, in which case three present board members constitute a quorum. Absent members may participate in a resolution by delivering a written vote to the Supervisory Board. Resolutions of the Supervisory Board are passed by a simple majority of the votes cast. The Supervisory Board has its own internal rules of procedure (see www.evotec.com; Invest section).

It has been ensured that each member of the Supervisory Board has sufficient time to fulfil its duties. None of the members of the Supervisory Board have accepted more than five supervisory board mandates in listed companies outside the Group. Equally, of the members of the Supervisory Board who at the same time are members of the executive boards of listed companies, none have accepted more than two supervisory board mandates in listed group companies or similar functions, and none have accepted to chair the supervisory board of a listed company outside the Group.

The Supervisory Board was not informed of any conflict of interest among its members in the course of 2020.

The Supervisory Board report, which is published as part of the Annual Report in the Invest section of the Company's website (www.evotec.com), provides an overview of the Board's activities.

The members' mandates and their professional relations with related parties are listed on page 138f and 132 of the Annual Report 2020.

The activities of the Supervisory Board comply with the Corporate Governance Code

A significant proportion of the Supervisory Board's work is conducted in committees. From among its members, Evotec's Supervisory Board has established, pursuant to the German Stock Corporation Act and the recommendations of the Code, an Audit and Compliance Committee as well as a Remuneration and Nomination Committee. Members of both committees are appointed in accordance with the Code.

Evotec's Audit and Compliance Committee, comprising three members, supports the Supervisory Board in independently overseeing the Company's financial reporting activities and in auditing reports. In particular, the Audit and Compliance Committee scrutinises the Company's accounting processes, the effectiveness of the internal control systems, and the audit. In this context, it discusses the quarterly and half-year reports as well as the risk management and compliance management systems with the Management Board. Within the scope of the audit of the financial statements commissioned by the Supervisory Board, the Audit and 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 Chief Financial Officer, 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 Chairman of the Supervisory Board nor a former member of

the Management Board may become Chairman of the Audit Committee. The Audit and Compliance Committee meets at least four times per year. The Audit Committee's charter can be found on the company website at <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 their remuneration system and Share Performance Plan. Decisions in this context are made by the full Supervisory Board.

Members of committees are appointed in accordance with the Code. Detailed information on the composition of the Supervisory Board's committees is shown in the table above.

Efficiency review

The Supervisory Board and its committees regularly examine their efficiency as recommended in the Corporate Governance Code. The required efficiency review was conducted internally by means of questionnaires. In 2020, the review led to the conclusion that the Supervisory Board is organised efficiently and that the Management Board and the Supervisory Board interact professionally and constructively. In their cooperation, the members of the Supervisory Board maintain a highly trusting and open relationship with each other and with the Management Board. In addition, the efficiency review confirms that the Management Board adequately provides information to the Supervisory Board. The Supervisory Board discussed the outcome of the efficiency review in its December meeting in 2020. It did not identify any need for fundamental changes. A few suggestions were adopted and implemented. The next review is planned for 2022.

Remuneration of Board members

Evotec complies with the recommendations of the German Corporate Governance Code to disclose details of the remuneration of each individual member of the Management Board and the Supervisory Board. Detailed information on the remuneration of Management Board members divided into fixed and variable compensation components as well as on any fringe benefits and on the remuneration of Supervisory Board members is reported in a separate section of the Management Report ("Remuneration Report"). The Management Report as part of the Annual Report is published in the Invest section of the company website at <https://www.evotec.com/en/invest/financial-publications>. In addition, the remuneration of Board members is also disclosed in the Invest section of the company website at www.evotec.com/en/invest/corporate-governance.

The remuneration system for the Management Board was last presented to the Annual General Meeting in 2019 and approved by a majority of 89% of votes.

Evotec procured directors and officers liability insurance cover for its Management and Supervisory Board members, its senior management and the directors of its subsidiaries. The costs of the insurance were assumed by the Company. An appropriately sized deductible was agreed upon for the members of the Supervisory Board. The deductible for the members of the Management Board is in line with the stipulations of the German law governing the appropriateness of board remunerations (VorstAG).

Directors' Dealings

Under the European Market Abuse Regulation, the members of the Supervisory Board and the Management Board, senior management members as well as persons who have a close relationship with these persons are obligated to report trading in Evotec stock so far as the transactions exceed in aggregate € 5,000.00 (the de minimus threshold) per calendar year. In addition, Evotec has established an Insider Trading Policy (see www.evotec.com; Invest section) that sets standards for Board members' and employees' trading in Evotec shares and thus ensures transparency.

During 2020, the following Directors' Dealings were reported:

Date	Name	Function	Type	No of items	Price	Total
15 Dec 2020	Cord Dohrmann	Member of the Management Board	Exercise against cash settlement (Share Performance Plan)	111,376	EUR 25.53	EUR 2,843,741.13
07 Dec 2020	Craig Johnstone	Member of the Management Board	Exercise against cash settlement (Share Performance Plan)	4,000	EUR 25.01	EUR 100,058.40
26 Nov 2020	Cord Dohrmann	Member of the Management Board	Exercise against cash settlement (Stock Option Programme)	32,594	EUR 22.38	EUR 729,535.21
13 Nov 2020	Mario Polywka	Member of the Supervisory Board	Exercise against cash settlement (Share Performance Plan)	107,908	EUR 24.23	EUR 2,614,729.54
02 Sep 2020	Werner Lanthaler	Member of the Management Board	Purchase of shares by exercising stock options (Share Performance Plan)	11,576	EUR 22.01	EUR 254,787.76
02 Sep 2020	Werner Lanthaler	Member of the Management Board	Exercise against cash settlement (Share Performance Plan)	11,824	EUR 22.01	EUR 260,246.24
02 Sep 2020	Werner Lanthaler	Member of the	Purchase of shares by	8,244	EUR 21.8267	EUR 179,939.31

		Management Board	exercising stock options (Share Performance Plan)			
02 Sep 2020	Werner Lanthaler	Member of the Management Board	Exercise against cash settlement (Share Performance Plan)	8,356	EUR 21.8267	EUR 182,383.91
31 Aug 2020	Werner Lanthaler	Member of the Management Board	Purchase of shares by exercising stock options (Share Performance Plan)	19,746	EUR 21.1379	EUR 417,769.46
31 Aug 2020	Werner Lanthaler	Member of the Management Board	Exercise against cash settlement (Share Performance Plan)	20,236	EUR 21.1379	EUR 427,746.54
28 Aug 2020	Werner Lanthaler	Member of the Management Board	Purchase of shares by exercising stock options (Share Performance Plan)	41,034	EUR 21.1122	EUR 866,318.01
28 Aug 2020	Werner Lanthaler	Member of the Management Board	Exercise against cash settlement (Share Performance Plan)	42,050	EUR 21.1122	EUR 887,768.01
28 Aug 2020	Cord Dohrmann	Member of the Management Board	Purchase of shares by exercising stock options (Share Performance Plan)	20,000	EUR 21.1122	EUR 422,244.00
28 Aug 2020	Cord Dohrmann	Member of the Management Board	Exercise against cash settlement (Share Performance Plan)	31,215	EUR 21.1122	EUR 659,017.32
14 Aug 2020	Werner Lanthaler	Member of the Management Board	Purchase of shares by exercising stock options	20,000	EUR 21.7	EUR 434,000.00

			(Share Performance Plan)			
23 Jun 2020	Werner Lanthaler	Member of the Management Board	Purchase of shares by exercising stock options (Share Performance Plan)	40524,000	EUR 24.2403	EUR 982,313.92
23 Jun 2020	Werner Lanthaler	Member of the Management Board	Exercise against cash settlement (Share Performance Plan)	41,476	EUR 24.2403	EUR 1,005,390.68
03 Jun 2020	Cord Dohrmann	Member of the Management Board	Exercise against cash settlement (Share Performance Plan)	30,000	EUR 23.3362	EUR 700,086.00
21 Feb 2020	Cord Dohrmann	Member of the Management Board	Exercise against cash settlement (Share Performance Plan)	30,000	EUR 24.9126	EUR 747,378.00
29 Jan 2020	Craig Johnstone	Member of the Management Board	Exercise against cash settlement (Share Performance Plan)	19,836	EUR 24.6308	EUR 488,576.55
29 Jan 2020	Craig Johnstone	Member of the Management Board	Exercise against cash settlement (Share Performance Plan)	1,250	EUR 24.6308	EUR 30,788.50
10 Jan 2020	Mario Polywka	Member of the Supervisory Board	Exercise against cash settlement (Share Performance Plan)	127,155	EUR 22.7879	EUR 2,897,595.42

Directors' Shareholdings

As of 31 December 2020, the members of the Management Board and the Supervisory Board owned the following shares in the Company:

	Shares	Stock options	Outstanding Shares from vested SPAs	Granted unvested SPAs (total)
Management Board				
Dr Werner Lanthaler	1,232,878	0	377,674	242,940
Enno Spillner	0	0	92,589	61,861
Dr Cord Dohrmann	165,991	0	0	74,965
Dr Craig Johnstone	0	0	16,115	41,870
Supervisory Board				
Prof Dr Wolfgang Plischke	0	0	0	0
Prof Dr Iris Löw-Friedrich	0	0	0	0
Kasim Kutay	0	0	0	0
Dr Mario Polywka	0	0	0	45,393
Roland Sackers	0	0	0	0
Dr Elaine Sullivan	0	0	0	0

Changes in the directors' shareholdings will be published in the Invest section of Evotec's website at <https://www.evotec.com/de/invest/corporate-governance>.

Annual General Meeting

The shareholders exercise their rights, including their voting rights, at the Annual General Meeting. Each share confers the right to one vote. An audio-visual broadcast of the entire Annual General Meeting was provided online to all shareholders duly registered or to their proxies on 16 June 2020 from 10:00 CET in the password-protected section of the company website at <https://www.evotec.com/en/invest/annual-general-meeting>. All shareholders duly registered were sent personal access codes for the Company's protected online service.

Unregistered shareholders or other interested parties were able to follow the first part of the Annual General Meeting, in particular the Management Board presentation, via a special unrestricted link on the company website. The subsequent responses to questions submitted by shareholders prior to the event were not open to the public.

Transparency

Evotec SE regularly and equally communicates with shareholders, financial analysts, the media and the public. In doing so, the Company complies with all requirements of the Code regarding transparency, timeliness, openness and equality. It is a prime concern of corporate communications that all relevant target groups receive the same information at the same time. For this reason, the disclosure of information is governed by the Company's Disclosure Policy. Evotec provides all of its publications simultaneously in both English and

German. The Company's publications are available on its website at www.evotec.com in the Invest section.

This section of Evotec's website maintains information such as news releases, the financial calendar containing the publication dates of the financial statements, the IR events calendar, annual and quarterly reports, other regulatory news and regularly updated corporate governance information. This also includes the Articles of Association, the Rules of Procedure of the Supervisory Board, the Audit Committee Charter, the Code of Conduct, the Insider Trading Policy and all declarations of compliance.

Moreover, the Company regularly communicates with analysts and investors and offers conference calls to discuss its quarterly results. Evotec precludes any preferential treatment of stakeholder groups in its communications. In 2020, Evotec management participated in various national and international investor conferences.

In addition, the company website at www.evotec.com provides comprehensive information on the Evotec Group and the Evotec share.

Accounting and auditing

Evotec regularly provides information to its shareholders and other interested parties by publishing its annual Consolidated Financial Statements, the half-year report and quarterly interim statements. As an incorporated company whose registered head office is located within the European Union, Evotec SE must prepare and publish Consolidated Financial Statements in accordance with the International Financial Reporting Standards (IFRS) whilst observing section 315a of the German Commercial Code (HGB). The consolidated and the individual financial statements are audited by the audit firm and by the Supervisory Board. The audit firm is appointed by the shareholders at the Annual General Meeting and commissioned by the Supervisory Board. It participates at the Supervisory Board's deliberations on the financial statements and reports the most significant results of its audit. The Audit Committee uses this information as a guideline for its own evaluation of the statements and reports.

The disclosed financial statements and the management reports for Evotec SE, as well as the Consolidated Financial Statements together with the consolidated management report of the Evotec Group, are audited by Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Hamburg. These audits also cover risk management and compliance with corporate governance reporting requirements pursuant to section 161 of the German Stock Corporation Act (AktG). Following its consultations, the Supervisory Board also approves the financial statements and the Consolidated Financial Statements.

Compliance organisation

Compliance and Code of Conduct

The Management Board ensures the observance of legal requirements and internal corporate guidelines, working to achieve compliance throughout the Group. Evotec's corporate culture is committed to the highest standards of openness, integrity and accountability. Compliance is a key element of integrity, which means adherence to applicable laws and the Company's internal policies. Evotec's commitment to a compliance-

oriented culture is reflected in the Company's Code of Conduct, which stipulates fundamental ethical principles that apply to board members and other employees alike, such as integrity and professionalism.

The Code of Conduct mainly sets standards for:

- Accounting and the permissible use of the Company's funds and assets
- Anti-money laundering principles
- Compliance with insider trading laws and prevention of conflicts of interest
- Compliance with antitrust legislation
- Compliance with anti-corruption laws and associated internal guidelines
- A work environment free of any form of discrimination and harassment
- Occupational health & safety and environmental aspects
- Animal welfare
- Non-disclosure and protection of intellectual property and business secrets
- Data protection and the use of personal data
- Global trade
- The duty to report upon the suspicion of an infringement of the Code of Conduct (whistle-blowing)

Evotec does not tolerate any violation of applicable laws or internal policies.

The Code of Conduct was revised in 2019 and is published on the Company's website at www.evotec.com in the Invest section.

Compliance Office

The responsible management of compliance risks inherent in Evotec's business activities requires a suitable and efficient compliance management system. The Compliance Programme of Evotec SE is overseen by the Company's Compliance Officer, functioning as an independent and objective body that reviews and evaluates compliance issues within the organisation. In this context, group-wide electronic compliance training or face-to-face trainings tailored to the Company's specific compliance issues and associated risks are organised on a regular basis. The aim is to maintain permanent compliance awareness within all areas of Evotec's business to ensure that any decision is in line with Evotec's compliance guidelines and to mitigate compliance risks. Said training is mandatory for all board members and other employees. The Company's Compliance Officer monitors the participation in the training at regular intervals.

The Compliance Office helps to communicate the values underlying the Code of Conduct and anchor them firmly in the Group. It ensures group-wide implementation of the Compliance Programme.

Another important aspect of accountability and transparency is a mechanism to enable all Evotec employees and business partners to voice concerns in a responsible and effective manner. Suspected compliance violations can be reported to an employee's responsible line manager, the Company's Compliance Officer or may also be reported to a worldwide compliance (whistle-blowing) hotline which is available 24 hours a day, 7 days a week. In case that a suspected compliance violation would affect a member of the Management Board, such report would be addressed to the Supervisory Board. In 2020, five reports were registered via the central compliance hotline. Of these, three were related to the same situation and the other two to another situation. Therefore, the compliance hotline registered two cases of suspected violations in 2020, which were both solved and closed in 2020.

In addition, Evotec also complies with the statutory requirements of the capital market. An ad-hoc committee comprising the Chief Financial Officer, the head of Legal & Compliance, the heads of Investor Relations and Corporate Communications as well as the Management Board Assistant reviews the ad-hoc relevance of insider information and ensures it is managed in accordance with applicable law. The ad-hoc committee reports to the Chief Executive Officer.

Further information can be found in the Sustainability Report in accordance with section 289c and section 315c of the German Commercial Code (HGB). This report can be found in the Invest section of Evotec's website under Financial Publications.

Sustainability

Sustainability is the underlying principle guiding our business. *#researchneverstops* – this truth will not change until effective treatments and cures have been found for every last one of more than 3,300 diseases that are undruggable today. Our mission to develop first-in-class or best-in-class treatments in an unbiased and efficient manner is at the core of our sustained corporate development.

The structural integration of sustainability management within Evotec has made visible progress. In line with the announcement made in the 2019 Non-financial Statement, Evotec created the new function Head of Global ESG in 2020, which reports directly to the CEO. For 2021, additional headcount is budgeted for the coordination of relevant ESG topics, and the position was filled shortly after the reference date of this report. In addition, we are expanding the infrastructure to support Evotec's sustainability management within the Environmental, Health & Safety (EHS) division. We reviewed strategically important sustainability issues in a workshop in December 2020, and we intend to refine this process and our sustainability management in future.

Our corporate goals for 2021 now include a Sustainability Goal. In this context, each functional area of the organisation is required to define and implement specific scientific ESG goals that resonate with their respective sphere of influence. In 2021, the promotion and roll-out of a long-term diversity strategy will be in focus.

Our strategy addresses a broad range of sustainability factors. Aside from fostering education and efforts to create the most innovative environment (in-house and in collaboration with academia), we are pursuing a great variety of research approaches. This also includes the focus on molecular phenotypes. The use of patient-derived samples and induced pluripotent stem cells (iPSC) helps to dramatically reduce the number of animal models in the discovery process, and state-of-the-art technologies help to preserve resources. More specifically, they help to reduce waste and energy consumption, and

protect employees by reducing contact with hazardous materials. In an environment where the protection of intellectual property is a key competitive factor, the Company's good reputation will hinge upon the security, quality and integrity of its data. As a foundation for sustainable growth, it is therefore firmly anchored in our sustainability strategy.

Diversity

Our working environment is defined by respect, cooperation, openness and flexibility in the way we think and act. Whether in recruiting, staff development, promotion or pay – Evotec practices equality. In 2020, we launched a project to analyse our gender pay gap at the group level, including factors such as seniority, performance, position level, and others. With this broad range of factors, the analysis is more comprehensive than legally required in some countries (UK, France), and it is still ongoing.

At the end of 2020, Evotec's workforce represented 75 different nationalities (2019: 69 nationalities). The average age of Evotec's employees at the end of 2020 was 38.8 years. 1.2% of our employees have a recognised disability.

With regard to gender diversity, 54.1% of our global workforce were women in 2020. Our corporate gender goal for senior management below the board is a 30% proportion of women by 2022 (unchanged versus previous years). In 2020, the share of women in senior management amounted to 26.5% after 25.8% in 2019.

In recent years, as part of our people development efforts and recruitment, we put our focus on developing the ratio of women on level 2. With a proportion of 28 %, we have nearly reached our target rate. This will help us to feed a pipeline that will be ready to increase our ratio on level 1 in the coming years (18% currently).

Risk Management

The early identification of risks, in particular risks that could jeopardise the Company's continued existence, and the systematic and responsible management of risks are fundamental elements of efficient corporate governance. Evotec's risk and opportunity management is based on international standards (COSO – The Committee of Sponsoring Organizations) and allows the Management Board to identify and respond to material risks in a timely manner. The Management Board reports risk-related matters to the Supervisory Board. The Company's risk and opportunity management is audited as part of the annual financial statements. Details can be found on page 58ff of the Annual Report 2020.