

Additional explanations on the rights of shareholders pursuant to Art. 56 sentence 2 and sentence 3 of the SE Regulation, section 50 para. 2 of the German SE Implementation Act, sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 of the German Stock Corporation Act (AktG) and further rights in connection with the virtual Annual General Meeting

1. Virtual general meeting pursuant to section 118a German Stock Corporation Act (AktG) and right to comment and speak at virtual general meetings pursuant to section 130a German Stock Corporation Act (AktG)

Holding the Annual General Meeting as a virtual Annual General Meeting in accordance with the new rules of Sec. 118a AktG results in some changes to the organisation of the meeting and the exercise of shareholder rights, both compared with a physical Annual General Meeting and compared with the last virtual Annual General Meeting held in accordance with the special legislation in connection with the covid-19 pandemic. We therefore request your particular attention for the following comments, particularly on the option of following the Annual General Meeting by video and audio stream, on exercising voting rights, rights to table motions, to submit comments, to speak, to obtain information and to lodge objections.

The Management Board of Evotec SE has decided with the approval of the Supervisory Board to hold the Annual General Meeting as a virtual Annual General Meeting, without the physical presence of shareholders or their proxies at the venue. Shareholders or their proxies (with the exception of the company proxies) may therefore not be physically present at the meeting place. This decision is based on Section 26n para. 1 of the Act Introducing the Stock Corporation Act, which for general meetings held until 31 August 2023 inclusive enables the Management Board to decide with the approval of the Supervisory Board that the general meeting is to be held as a virtual general meeting in accordance with Sec. 118a Stock Corporation Act (AktG). Sec. 118a AktG and the other corresponding new legislation on holding a virtual general meeting were introduced by the Act Introducing Virtual General Meetings of Stock Corporations and Amending Rules on Cooperatives, Insolvency and Restructuring” (Federal Gazette I, No. 27 2022, p. 1166 ff) and took effect on 27 July 2022

The entire Annual General Meeting will be streamed by video and audio in a password-protected online service for duly registered shareholders and their proxies on 20 June 2023 from 10.00 a.m. CEST. The link to the password-protected online service will be provided via the Company’s website at <https://www.evotec.com/en/investor-relations/annual-general-meeting>. Duly registered shareholders will be sent individual access data to use the company’s password-protected online service.

Shareholders and their proxies (with the exception of the company proxies) may not be physically present at the meeting place. Shareholders or their proxies may only exercise their voting rights by electronic postal vote or by appointing one of the proxies designated by the Company. Shareholders and their proxies attending the general meeting electronically will be given the right to speak and obtain information, to table motions and nominate candidates for election by means of video communication. They also have the right to object to resolutions taken at the Annual General Meeting by means of electronic communication. Shareholders and their proxies who are duly registered for the Annual General Meeting also have the right to submit comments by means of electronic communication before the Annual General Meeting.

By using the password-protected online service, duly registered shareholders (and their proxies) may also exercise their shareholder rights in accordance with the procedures defined for this purpose.

The proxy must be given the relevant log-in details in order to use the password-protected online service.

Authorised intermediaries, shareholder associations, proxy advisers and other individuals with the same status under Sec. 135 para. 8 AktG may also use the password-protected online service. The Company will provide them with electronic access on request.

When they enter the virtual Annual General Meeting by using the password-protected online service, the shareholders and their proxies have an electronic connection to the virtual Annual General Meeting for the duration of the virtual Annual General Meeting on 20 June 2023. However, the electronic connection does not permit attendance at the meeting within the meaning of Sec. 118 para. 1 sentence 2 AktG or the exercise of voting rights by means of electronic attendance within the meaning of Sec. 118 para. 1 sentence 2 AktG.

The relevant sections of the German Stock Corporation Act for a virtual general meeting are as follows:

§ Section 118a (1) AktG Virtual general meeting

- (1) The articles of association may provide or authorise the board to provide that the meeting shall be held without the physical presence of the shareholders or their proxies at the place of the general meeting (virtual general meeting). If a virtual general meeting is held, the following requirements must be met:
1. the entire meeting shall be broadcast by video and audio,
 2. the shareholders' voting rights may be exercised by means of electronic communication, namely by electronic participation or electronic postal voting, as well as by granting proxies,
 3. shareholders who are electronically connected to the meeting shall be granted the right to submit motions and election proposals by means of video communication at the meeting,
 4. shareholders shall be granted a right to information pursuant to § 131 by way of electronic communication,
 5. the shareholders shall be given access to the report of the executive board or its essential content no later than seven days before the meeting, provided that the executive board makes use of the option under section 131, paragraph 1a, sentence 1,
 6. the shareholders shall be granted the right to submit comments in accordance with § 130a paras. 1 to 4 by means of electronic communication,
 7. shareholders electronically connected to the meeting shall be granted the right to speak at the meeting by means of video communication in accordance with § 130a paragraphs 5 and 6,
 8. shareholders connected electronically to the meeting shall be granted the right to object to a resolution of the general meeting by means of electronic communication.

Section 121 (7) shall apply to the calculation of the time limit pursuant to sentence 2 number 5; in the case of listed companies, such access shall be made available via the company's website. § Section 118, paragraph 1, sentences 3 and 4 and section 67a, paragraph 2, sentence 1 and paragraph 3 shall apply accordingly.

Submitting comments

Duly registered shareholders or their proxies have the right defined in Sec. 130a para. 1 to 4 AktG to submit comments on agenda items in text or video format by way of electronic communication. If they have the necessary log-in data, they can use the Company's password-protected online service at <https://www.evotec.com/en/investor-relations/annual-general-meeting> to do so.

Comments in text form must be submitted using the proper procedure as a PDF file with a recommended maximum size of 50 MB. According to the defined procedure, comments in video format must be submitted in the MPEG-4 or MOV file format; they must not be larger than 1 GB.

Several comments may be submitted. Only comments in video format in which the shareholder or their proxy appear themselves are permitted. By submitting a comment the shareholder or their proxy agree that the comment may be made accessible under their name in the password-protected online service.

Comments must be submitted no later than five days before the Annual General Meeting, i.e. by midnight on 14 June 2023 (CEST). Unless there is an exceptional reason for not making them accessible as defined in Sec. 130a para. 3 sentence 4 AktG, comments submitted on agenda items must be made accessible by no later than four days before the Annual General Meeting, i.e. by midnight on 15 June 2023 (CEST) on the password-protected online service that is only available to duly registered shareholders or their proxies with the corresponding log-in data on the Company website at <https://www.evotec.com/en/investor-relations/annual-general-meeting>.

Motions and nominations, questions and objections against resolutions taken at the Annual General Meeting included in the comments submitted in text form or video format will not be discussed; motions may only be tabled and candidates nominated (see below in the section, “Opposing motions and nominations by shareholders pursuant to Art. 53 SE-VO, Sec. 126 para 1 AktG and Sec. 127 AktG”), the right to information exercised (see below, “Right to information”) and objections lodged against resolutions taken at the Annual General Meeting in the ways described separately in this invitation.

Right to speak

Shareholders and their proxies who have joined the Annual General Meeting electronically have the right to speak at the meeting by way of video communication.

From the start of the Annual General Meeting a virtual speaker’s corner will be maintained via the password-protected online service on the Company website at <https://www.evotec.com/en/investor-relations/annual-general-meeting>, where the shareholders or their proxies can register their speech.

The right to speak comprises in particular the right to table motions and nominate candidates pursuant to Art. 53 SE-VO, Sec. 126 para 1 AktG and Sec. 127 AktG (see also “Opposing motions and nominations by shareholders pursuant to Art. 53 SE-VO, Sec. 126 para 1 AktG and Sec. 127 AktG”) and the right to obtain information pursuant to Sec. 131 para. 1 AktG (see also “Right to information”).

Pursuant to § 16 para 2 Sentence 2 of the Articles of Association, the Chair of the Annual General Meeting is authorised to impose an adequate time limit on the shareholder’s right to ask questions and speak.

The complete virtual Annual General Meeting, including the video communications in the password-protected online service, is organised using the BetterMeeting system by Better Orange IR & HV AG. Shareholders and their proxies wishing to register their speech in the virtual speaker’s corner need either a non-mobile device (PC, notebook, laptop) with either a Chrome browser from version 89, Edge from version 88 or Safari from version 13.1, or a mobile device (e.g. a smartphone or tablet computer). Mobile devices with the ANDROID operating system need to have as browser Chrome from version 89; mobile devices with the iOS operating system must have Safari from version 13.1. In order to record speeches the devices must have a camera and a microphone which can be accessed from the browser. There is no need to install any other software components or apps on the devices. Individuals who have registered to speak via the virtual speaker’s corner will be enabled to make their speech in the password-protected online service. The Company reserves the right to review the functionality of the video communications between the shareholder or proxy and the Company in the meeting and before the speech and to reject the speech if the functionality is not ensured.

The relevant section of the Company’s Articles of Association is as follows:

Section 16 (2) of the Articles of Association of Evotec SE:

- (2) The Chairman of the occasion shall manage deliberations and determine the order of the items of the agenda as well as the nature and further details of voting. The Chairman may impose reasonable limits on shareholders’ right to ask questions and speak.

The relevant sections of the German Stock Corporation Act (AktG) are as follows:

Section 130a of the German Stock Corporation Act: Right to comment and speak at virtual general meetings

- (1) In the case of a virtual general meeting, shareholders shall have the right to submit comments on the items on the agenda before the meeting by means of electronic communication using the address provided for this purpose in the notice convening the meeting. The right may be restricted to shareholders duly registered for the meeting. The scope of the comments may be appropriately limited in the convening notice.
- (2) Comments shall be submitted no later than five days before the meeting.
- (3) The submitted statements shall be made available to all shareholders no later than four days before the meeting. The disclosure may be limited to shareholders duly registered for the meeting. In the case of listed companies, such disclosure shall be made on the website of the company; in the case of sentence 2, such disclosure may also be made on the website of a third party. § Section 126 (2) sentence 1 number 1, 3 and 6 shall apply accordingly.

- (4) Section 121 subsection (7) shall apply to the calculation of the periods referred to in subsections (2) and (3) sentence 1.
- (5) Shareholders who are electronically connected to the meeting shall be granted the right to speak at the meeting by means of video communication. The form of video communication offered by the company shall be used for the speeches. Motions and election proposals according to § 118a paragraph 1 sentence 2 number 3, the request for information according to § 131 paragraph 1, follow-up questions according to § 131 paragraph 1d as well as further questions according to § 131 paragraph 1e may be part of the speech. § 131 paragraph 2 sentence 2 shall apply accordingly.
- (6) The company may reserve the right in the convening notice to check the functionality of the video communication between shareholder and company in the meeting and before the speech and to reject it if the functionality is not ensured.

2. Right to add items to the agenda pursuant to Art. 56 sentence 2 and 3 SE Regulation, Sec. 50 (2) SEAG, Sec. 122 (2) AktG

Shareholders, whose shares alone or collectively represent 5% or the pro rata amount of €500,000 (corresponds to 500,000 shares) of share capital (the "minimum interest") have a right to request that items are added to the agenda and announced. This minimum interest is required in accordance with Art. 56 sentence 3 SE Regulation in conjunction with Sec. 50 (2) SEAG for requests by shareholders of a European company (Societas Europaea).

The minimum interest must be proven to the Company, whereby it is sufficient to provide bank certifications. Pursuant to Sec. 50 para. 3 SEAG it is not necessary to have held the shares for ninety days before the date of the Annual General Meeting in accordance with Sec. 122 para. 1 sentence 3 AktG to request an addition to the agenda for a general meeting of an SE.

The request shall be addressed in writing to the Company, represented by the Management Board, whereby each new item for the agenda must include a reason or a proposed resolution. The request for an additional agenda item can also entail a subject for discussion without a resolution. It must be received by the Company by no later than by midnight (CEST) on 20 May 2023. Please use the following postal address to submit your request:

Evotec SE
 – Vorstand (Management Board) – Manfred Eigen Campus
 Essener Bogen 7
 22419 Hamburg
 Germany

Additions to the agenda to be announced, provided that they were not already announced with the convening of the Annual General Meeting, shall immediately be announced after receipt of the demand in the Federal Gazette (Bundesanzeiger) and those media for publication, where it can be assumed that they disseminate the information throughout the European Union. They will also be made public on the company website at <https://www.evotec.com/en/investor-relations/annual-general-meeting> and notified to shareholders.

The relevant sections of the SE Regulation, the German SE Implementation Act and German Stock Corporation Act upon which those shareholder rights are based are as follows:

Article 56 of the SE Regulation

One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

Section 50 para. 2 of the German SE Implementation Act (SEAG)

- (2) The amendment of the agenda of a General Meeting by one or more items may be requested by one or more shareholders whose shares amount in aggregate to not less than 5% of the share capital or represent an amount of the share capital corresponding to EUR 500,000.

Section 122 of the German Stock Corporation Act: Convening a meeting upon the request of a minority

- (1) A general meeting shall be convened if shareholders whose aggregate holding is not less than one-twentieth of the share capital require such meeting in writing, stating the purpose and grounds; such request shall be addressed to the management board. The articles of association may provide that the right to request a general meeting is to depend on another form and on holding a lower proportion of the share capital. The applicants have to prove that they have been shareholders for at least 90 days prior to the day of the receipt of the demand and that they will continue to hold the shares until the decision of the managing board regarding their request is made. Section 121 para. 7 shall apply correspondingly.
- (2) In the same way shareholders, whose shares amount in aggregate to not less than one-twentieth of the share capital or represent a proportional amount of not less than 500,000 Euro, may request to have items placed on the agenda and published. Every request for a new agenda item must be accompanied by an explanation of the reasons therefor or a proposed resolution. The request in accordance with sentence 1 must be received by the Company at least 24 days, in case of public companies at least 30 days prior to the general meeting; whereby the day of the receipt is not counted.
- (3) If any such request is not complied with, the court may authorize the shareholders who made the request to convene a general meeting or publish such items. At the same time the court may appoint the chairman of the meeting. The notice of the meeting or the publication shall refer to such authorization. An appeal may be made against the decision of the court. The applicants have to prove that they will continue to hold the shares until the decision of the court is made.
- (4) The Company shall bear the costs of the general meeting and, in the case of paragraph (3), also the court costs if the court grants the application.

Section 124 (1) of the German Stock Corporation Act: Publication of requests for supplements; proposals for resolutions

- (1) If the minority has requested pursuant to Section 122 para. 2 that items shall be added to the agenda, these items shall be published either upon convening the meeting or immediately following receipt of the request. Section 121 para. 4 shall apply analogously; moreover, Section 121 para. 4a shall apply analogously to public companies. Publication and submission shall be made in the same way as applicable for convening the meeting.

Section 121 (4), (4a), (7) of the German Stock Corporation Act: General provisions

- (4) The convening of the general meeting shall be published in the company's journals. If the shareholders of the Company are known by name, the shareholders' meeting may be convened by registered letter, unless the articles of association provide otherwise; the day of dispatch shall be considered the day of publication. A notification to those registered in the shareholders' register is sufficient.
- (4a) In case of public companies which have not exclusively issued registered shares or which do not send the convention directly to the shareholders pursuant to para. 4 sentence 2, the notice shall, at the latest on the date of announcement, be furnished to such suitable media as may be expected to disseminate the information throughout the European Union.
- (7) In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. Sections 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) shall not be applied analogously. In case of unlisted companies, the articles may provide for a different calculation of the deadline.

Section 70 of the German Stock Corporation Act: Computation of the period of shareholding

If the exercise of rights arising from the share is dependent on the shareholder having been the holder of the share for a certain period of time, a claim for transfer of ownership against a credit institution, a financial services institution, a securities institution or an enterprise operating pursuant to § 53 paragraph 1 sentence 1 or § 53b paragraph 1 sentence 1 or paragraph 7 of the German Banking Act shall be deemed equivalent to ownership. The period of ownership of a predecessor in title shall be attributed to the shareholder if he acquired the share free of charge, from his trustee, as universal successor, in the event of the dissolution of a community or in the event of a portfolio transfer pursuant to section 13 of the Insurance Supervision Act or section 14 of the Building Savings Bank Act.

§ Section 87 (4) of the German Stock Corporation Act: Principles for the remuneration of members of the executive board

- (4) The general meeting may, upon motion pursuant to section 122, paragraph 2, sentence 1, reduce the maximum remuneration determined pursuant to section 87a, paragraph 1, sentence 2, number 1.

3. Opposing motions and nominations by shareholders pursuant to Art. 53 SE-VO, Sec. 126 para 1 AktG and Sec. 127 AktG

Shareholders are entitled to file motions opposing a proposal by the Management Board and Supervisory Board regarding a specific agenda item, and to nominate candidates for election to the Supervisory Board or as auditors. Any opposing motions and nominations must be received by the Company in writing, by telefax or email by no later than by midnight (CEST) on 5 June 2023, including the reasons for them, exclusively at the following address, telefax number or email address:

Evotec SE
– Rechtsabteilung (Legal Department) – Manfred Eigen Campus
Essener Bogen 7
22419 Hamburg
Germany

Telefax: +49 40 560 81 333

Email: hauptversammlung@evotec.com

Motions that have been otherwise addressed shall not be taken into consideration. Opposing motions by shareholders that are to be made accessible shall be made accessible immediately after their receipt, including the name of the shareholder and any grounds for the motion, at <https://www.evotec.com/en/investor-relations/annual-general-meeting>. Possible statements by management in this regard shall also be made accessible at this internet address. The Company can refrain from making an opposing motion and its reason accessible if reasons to exclude it exist pursuant to Sec. 126 (2) AktG, for example, because the opposing motion would lead to a shareholders' resolution that is illegal or in contravention of the Articles of Association. A reason for a opposing motion does not need to be made accessible if it contains more than 5,000 characters.

Over and above the aforementioned reasons for exclusion defined in § 126 para 2 AktG, the nomination also does not need to be made accessible if the nomination does not include the name, profession and place of residence of the nominated Supervisory Board member or Auditor and in the case of proposals for the election of Supervisory Board members if no information is provided on their membership of other statutory Supervisory Boards.

Motions or nominations by shareholders or their proxies that must be made accessible pursuant to Sec. 126 or 127 AktG are deemed to have been made at the time they are made accessible. The Company makes it possible for voting rights to be exercised with respect to these motions or nominations from this time onwards. Motions by shareholders who are not duly registered or duly identified do not have to be accepted for the Annual General Meeting.

Shareholders and their proxies who have joined the Annual General Meeting also have the right to table motions and nominate candidates during the meeting as part of their right to speak (see "Right to speak" for further details).

The relevant sections of the SE Regulation and the German Stock Corporation Act upon which those share-holder rights are based and which also set forth under which preconditions counter-proposals and election proposals do not need to be made available are as follows:

Article 53 SE Regulation

Without prejudice to the rules laid down in this section, the organisation and conduct of general meetings together with voting procedures shall be governed by the law applicable to public limited-liability companies in the Member State in which the SE's registered office is situated.

Section 126 of the German Stock Corporation Act: Propositions by shareholders

- (1) Information on shareholders propositions, including the respective shareholder's name, as well as the underlying reasons for the proposition and statements, if any, by the Management need only be given to the beneficiaries pursuant to section 125 para. 1 through 3, if the shareholder submits to the company at the address specified his counter-application stating the reasons for it to a proposal of the executive management board and the supervisory board concerning a specific agenda item at the latest 14 days prior to the general meeting. The day of the receipt is not counted. Public companies have to publish the propositions on their webpage. Section 125 para. 3 applies accordingly.

- (2) Information on a counter-application and the reasons therefor need not be given, if:
1. the executive management board would by reason of giving such information become criminally liable;
 2. the counter-application would result in a resolution of the general meeting which would be unlawful or in breach of the articles;
 3. the grounds contain statements which are manifestly false or misleading in material respects or which are defamatory;
 4. a counter-application of such shareholder based on the same facts has already been communicated to a general meeting of the company pursuant to section 125;
 5. the same counter-application of such shareholder on essentially identical grounds has already been communicated pursuant to section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favour of such counter-application;
 6. the shareholder indicates that he will neither attend nor be represented at the general meeting; or
 7. within the past two years at two general meetings the shareholder failed to move or cause to be moved on his behalf a counter-application communicated by him.

The statement of grounds need not be communicated if it exceeds 5,000 figures.

- (3) If several shareholder make counter-applications in respect of the same resolution, the management board may combine such counter-applications and their statements of grounds.
- (4) In the case of an virtual general meeting, propositions that are to be made accessible pursuant to paragraphs 1 to 3 shall be deemed to have been made at the time they are made accessible. The company shall enable the voting right on these propositions to be exercised as soon as the shareholders can prove the legal or statutory requirements for exercising the voting right. Unless the shareholder who made the proposal is duly legitimised and, if registration is required, duly registered for the general meeting, the proposal need not be dealt with at the meeting.

Section 127 sentences 1 to 3 of the German Stock Corporation Act: Nominations by shareholders

Section 126 shall apply analogously to nomination by a shareholder for election of supervisory board members or auditors. Such nomination need not be supported by statement of grounds. Nor need the executive management board give notice of such nomination if it fails to contain the particulars required by section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5.

Section 124 (3) sentence 4 of the German Stock Corporation Act: Publication for requests for supplements; proposals for resolutions

- (3) ...The nomination for the election of supervisory board members or auditors shall state their name, profession and domicile. ...

Section 125 (1) sentence 5 of the German Stock Corporation Act: Communications to shareholders and Members of the Supervisory Board

- (1) ...In case of listed companies details on the membership in other supervisory boards to be established pursuant to statutory provisions must be added to any nomination for the election of supervisory board members; details on their membership in comparable domestic and foreign controlling bodies of enterprises shall be added.

Section 137 of the German Stock Corporation Act: Voting on nomination made by shareholders

If a shareholder has made a nomination for the election of members of the supervisory board pursuant to section 127 and proposes at the general meeting the election of the person nominated by him, such proposal shall be resolved upon prior to consideration of the proposal of the supervisory board if a minority of shareholders whose aggregate holding is at least one-tenth of the share capital represented at the meeting so requests.

4. Information right

The Management Board must on request provide every shareholder or proxy with information about matters concerning the Company, including legal and commercial relations to affiliated entities, and the situation of the Group and the entities included in the consolidated financial statements, to the extent that this information is necessary for the proper evaluation of items on the agenda and there is no right to withhold information (right to information).

The intention is that the person chairing the Annual General Meeting will determine that the right to obtain information pursuant to § 131 para 1 AktG may only be exercised by means of video communications, i.e. when the right to speak is being exercised (see section, "Right to speak").

Sec. 131 para. 4 sentence 1 AktG stipulates that if any shareholder has been given information outside the Annual General Meeting in their capacity as a shareholder, then this information must be given to every other shareholder or their proxy at their request at the Annual General Meeting, even if it is not necessary for evaluating an agenda item.

Sec. 131 para. 5 sentence 1 AktG also stipulates that if a shareholder is refused information, they may require that their question and the reason for the refusal are recorded in the minutes of the meeting.

In the context of the virtual Annual General Meeting it is ensured that shareholders or their proxies who have joined the meeting electronically can send their request pursuant to Sec. 131 para. 4 sentence 1 AktG and their request pursuant to Sec. 131 para. 5 sentence 1 AktG electronically at the Annual General Meeting, not only by way of video communication, i.e. as part of their right to speak and using the procedure provided for this purpose (see section, "Right to speak"), but also by way of electronic communication via the password-protected online service on the Company website at <https://www.evotec.com/en/investor-relations/annual-general-meeting>, using the procedure provided for this purpose with the corresponding log-in data.

The relevant sections of the German Stock Corporation Act upon which those shareholder rights are based and which also set forth under which preconditions the Executive Management Board can refuse to answer are as follows:

Section 131 of the German Stock Corporation Act: Shareholders right to information

- (1) Each shareholder shall upon request be provided with information at a general meeting by the executive management board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any connected enterprise. If a company makes use of the simplified procedure pursuant to section 266 para. 1 sentence 3, section 276 or section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the general meeting on such annual financial statements in the form which would have been used if such provisions on simplified procedure were not applied. The disclosure obligation of the executive management board of the parent company (section 290 para. 1 sentence 2 of the German Commercial Code) in the general meeting, to which the consolidated financial statements and the consolidated management report is presented, also extends to the situation of the consolidated group of companies and of the enterprises included in the consolidated financial statements.
 - (1a) In the case of a virtual general meeting, paragraph 1 sentence 1 shall apply with the proviso that the executive board may stipulate that shareholders' questions must be submitted by electronic communication no later than three days before the meeting. For the calculation of the deadline, § 121 paragraph 7 shall apply. Questions not submitted in due time need not be considered.
 - (1b) The scope of the submission of questions may be reasonably limited in the convening notice. The right to submit questions may be restricted to shareholders duly registered for the meeting.
 - (1c) The company shall make duly submitted questions available to all shareholders before the meeting and answer them no later than one day before the meeting; § 121 paragraph 7 shall apply to the calculation of the time limit. In the case of listed companies, the questions shall be made available and answered via the company's website. § Section 126 subsection 2 sentence 1 number 1, 3 and 6 shall apply mutatis mutandis to the making available of the questions. If the answers are continuously accessible one day before the beginning and at the meeting, the executive board may refuse to provide information on these questions at the meeting.

- (1d) Each shareholder who is electronically connected to the meeting shall be granted the right to ask questions at the meeting by means of electronic communication regarding all answers given by the executive board before and at the meeting. Paragraph 2 sentence 2 shall also apply to the right to ask questions.
- (1e) In addition, every shareholder who is electronically connected to the meeting shall be granted the right at the meeting by means of electronic communication to ask questions on matters that have only arisen after the expiry of the period pursuant to paragraph 1a sentence 1. Paragraph 2 sentence 2 shall also apply to this right to ask questions.
- (1f) The chairman of the meeting may determine that the right to information pursuant to paragraph 1, the right to ask questions pursuant to paragraph 1d and the right to ask questions pursuant to paragraph 1e may be exercised in the general meeting exclusively by means of video communication.
- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association or the by-laws according to section 129 can authorize the chairperson to set appropriate time limits in regards to shareholders' right to ask questions and speak and to make other determinations in this matter.
- (3) The executive management board may refuse to provide information:
 - 1. to the extent that providing such information is, according to sound business judgement, likely to cause not insignificant damage to the company or a connected enterprise;
 - 2. to the extent that such information relates to tax valuations or the amount of individual taxes;
 - 3. on the difference between the value at which items are shown in the annual balance sheet and the higher value of such items, unless the general meeting is to determine the annual financial statements;
 - 4. on methods of arriving at balances and valuation, if disclosure of such methods in the notes suffices to provide a factually accurate picture of the condition of the company's assets, financial position and profitability within the meaning of section 264 para. 2 of the German Commercial Code; this shall not apply if the general meeting is to determine the annual financial statements;
 - 5. insofar as provision of the information would render the executive management board criminally liable;
 - 6. insofar as, in the case of a bank or a financial services institution, information on methods adopted of arriving at balances, valuation and does not require to be given in the annual financial statements, management report, consolidated financial statements or consolidated management report;
 - 7. insofar as such information is available on the webpage of the company at least for a period of seven days prior to the general meeting and throughout the general meeting.

Provision of information may not be refused for other reasons.

- (4) If information has been provided to a shareholder, by reason of his status as a shareholder, outside the general meeting, such information shall upon request be provided to any other shareholder at the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. In the case of a virtual general meeting, it shall be ensured that each shareholder who is electronically connected to the meeting can submit his request pursuant to sentence 1 by means of electronic communication. The executive management board may not refuse to provide such information on the grounds of paragraph (3) sentence 1 nos. 1 to 4. Sentences 1 to 3 shall not apply if a subsidiary enterprise (section 290 paragraphs (1) and (2) of the German Commercial Code) an enterprise with common management (section 310 paragraph (1) of the German Commercial Code) or an associated enterprise (section 311 paragraph (1) of the German Commercial Code) discloses the information to a parent enterprise (section 290 paragraphs (1) and (2) of the German Commercial Code) for the purposes of inclusion of the information in the consolidated financial statements of the parent enterprise and the information is necessary for that purpose.
- (5) A shareholder who has been denied information may request that his question, and the reason for which the information was denied, be recorded in the minutes of the meeting. In the case of a virtual general meeting, it shall be ensured that each shareholder who is electronically connected to the meeting can submit his request pursuant to sentence 1 by means of electronic communication.

Hamburg, May 2023

Evotec SE

The Management Board