



**Evotec AG**

**Hamburg**

**- ISIN DE 000 566 480 9 -**

**- WKN 566 480 -**

We hereby invite our shareholders to the

**Annual General Meeting 2017**

to be held on Wednesday, 14 June 2017, at 10.00 a.m., at Sofitel Hamburg Alter Wall, Alter Wall 40, D-20457 Hamburg.

The agenda and the proposed resolutions are as follows:

- 1. Presentation of the approved annual financial statements and the consolidated financial statements of Evotec AG as of 31 December 2016, as approved by the Supervisory Board, the management reports for Evotec AG and the Group for fiscal year 2016, the report of the Supervisory Board and the comments by the Management Board regarding this information pursuant to §§ 289 para 4, 315 para 4 of the German Commercial Code (Handelsgesetzbuch, HGB).**

On 24 March 2017, the Supervisory Board approved the annual financial statements and the consolidated financial statements that had been prepared by the Management Board. Thus, approval by the Annual General Meeting is waived. The aforementioned documents must be made available to the Annual General Meeting, without requiring a resolution as per the German Stock Corporation Act (Aktiengesetz, AktG). Within the context of their right to obtain information, shareholders will have an opportunity to ask questions regarding these documents at the Annual General Meeting.

- 2. Resolution regarding formal approval of the actions of the members of the Management Board for fiscal year 2016.**

The Supervisory Board and the Management Board propose that the actions of the members of the Management Board for fiscal year 2016 be formally approved.

- 3. Resolution regarding formal approval of the actions of the members of the Supervisory Board for fiscal year 2016.**

The Supervisory Board and the Management Board propose that the actions of the members of the Supervisory Board for fiscal year 2016 be formally approved.

**4. Resolution regarding the appointment of the auditor for the annual financial statements and the consolidated financial statements for fiscal year 2017.**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft ("E&Y"), Rothenbaumchaussee 78, 20148 Hamburg, be appointed as auditor of the annual financial statements and the consolidated financial statements and—if the appointment is resolved—as the auditor that reviews the interim financial reports for fiscal year 2017.

Prior to presenting the nomination, the Supervisory Board obtained a declaration from E&Y, affirming its independence, as provided by the German Corporate Governance Code.

**5. Re-election to the Supervisory Board.**

The Supervisory Board member Prof. Dr Paul Herrling has notified the Company in good time pursuant to § 8 para. 5 of the Articles of Association that he will resign his seat on the Supervisory Board with effect from the close of the Annual General Meeting on 14 June 2017.

The Company's Supervisory Board must consist of six people (§ 8 para. 1 of the Articles of Association, §§ 95, 96 para. 1, 101 para. 1 German Stock Corporation Act, AktG), who are elected at the Annual General Meeting. § 1 DrittelbG [part of the German Co-Determination Act] does not apply. The Annual General Meeting is not bound to choose from the proposed list of candidates.

In accordance with § 8 para. 4 of the Articles of Association, the Supervisory Board proposes to have the following person elected to a position on the Supervisory Board for the remainder of the period of office of the departing member, i.e. for a term ending with the close of the Annual General Meeting charged with approving the actions of the members of the Supervisory Board in the 2018 fiscal year:

**Mr Michael Shalmi**, resident in Hellerup, Denmark, is Managing Director, Head of Large Investments of Novo A/S.

Since January 2017, Mr Michael Shalmi has been Managing Director, Head of Large Investments of Novo A/S. From 2009 to 2016, he served as Senior Partner at Novo A/S where he led at first the division Novo Growth Equity and then for two years the division Large Investments. In this role, he was responsible for the strategic long-term investments in life science. Prior to his career at Novo A/S, he spent 15 years at Novo Nordisk A/S where he held a number of different international management positions in research, clinical development as well as marketing and management, lastly as Vice President, Global Development, Clinical Operations Management.

Further information regarding the curriculum vitae of Mr Shalmi can be found on the Company's website (<http://www.evotec.com>) in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting'.

Mr Shalmi currently has the following positions as a member of other statutory supervisory boards and comparable national and international supervisory bodies:

- Orexo AB, Uppsala, Sweden (Board of Directors)
- Synlab Ltd., London, UK (Board of Directors)
- Momentum Gruppen A/S, Roskilde, Denmark (Board of Directors)
- ERT Inc., Laurel, MD, USA (Board of Directors)
- ERT HoldCo A/S, Hellerup, Denmark (Board of Directors)
- Xellia HoldCo A/S, Copenhagen, Denmark (Board of Directors)
- Novo Invest 1 A/S, Hellerup, Denmark (Board of Directors)

Mr Shalmi was born in 1965 and is a Danish citizen.

Due to his extensive knowledge of various aspects in the Pharma industry as well as his excellent expertise in pre-clinical as well as in clinical discovery and development combined with his focus on strategy and investment, Mr Shalmi ideally complements the existing range of competencies of Evotec AG's Supervisory Board, especially with regard to the retirement of Prof. Dr Herrling.

Mr Michael Shalmi is Managing Director, Head of Large Investments of Novo A/S, which is a major shareholder of Evotec AG. Therefore, he would be the only non-independent member of the Supervisory Board of Evotec AG according to section 5.4.2 of the German Corporate Governance Code in its current version dated 07 February 2017. Apart from that, the Supervisory Board does not see any further personal or professional relationships between Mr Shalmi and Evotec AG or its affiliated companies, the Company's boards or between the candidates and a shareholder holding a material interest, which would have to be disclosed according to section 5.4.1 of the German Corporate Governance Code nor any conflicts of interests as defined by section 5.5 of the German Corporate Governance.

In selecting Mr Shalmi the Supervisory Board considered all of the objectives regarding its composition in accordance with § 111 para. 5 sentence 1 German Stock Corporation Act (AktG), the recommendations of the German Corporate Governance Code as well as to complement the Supervisory Board with the competence profile.

**6. Resolution regarding the creation of new authorised capital with the possibility of precluding subscription rights and amendment of § 5 para 4 of the Articles of Association (Authorised Capital 2017).**

By resolution of the Annual General Meeting on 17 June 2014, the Management Board of the Company was granted the authority to increase the authorised capital of the Company by up to € 26,292,038.00 by 16 June 2019, with the consent of the Supervisory Board, by a one-time or by the multiple issuance of up to a total of 26,292,038.00 new common bearer shares without nominal value (non-par value shares) for subscription in cash or in kind (Authorised Capital 2014). This right was partly exercised in the course of the capital increase of € 13,146,019.00 by issuing 13,146,019 new non-par value shares in 2017. After this partial exercise the remaining amount of Authorised Capital 2014 is now € 13,146,019.00.

So that the Company will continue to be in a position to adapt its capital funding quickly and flexibly as demanded by future requirements, a new, higher level of authorised capital is to be established.

For this reason, the Management Board and the Supervisory Board propose that the following resolutions be passed:

By suspending the existing statutory authority of the Management Board regarding an increase in capital according to § 5 para 4 of the Articles of Association (Authorised Capital 2014), effective at the time of registration in the Commercial Register at the Local Court Hamburg of the herewith resolved amended Articles of Association, authorised capital shall be created based on a revision of § 5 para 4 of the Articles of Association as follows:

"(4) *The Management Board is authorised to increase the share capital of the Company by up to € 29,332,457.00 by 13 June 2022, with the consent of the Supervisory Board, by issuing at one time or multiple times up to a total of 29,332,457 new common bearer shares without nominal value (non-par value shares) (Authorised Capital 2017). In general, shareholders are entitled to a subscription right. The new shares can also be taken over by one or several credit institutions subject to the obligation that the shares will be offered to shareholders for purchase.*

*The Management Board, with the consent of the Supervisory Board, is authorised to preclude the subscription right of shareholders one time, or several times:*

- a) *to the extent required, in order to exclude possible fractional amounts from the subscription right of shareholders;*
- b) *to the extent required, in order to grant holders of options or conversion rights and/or obligations resulting from options or convertible bonds a subscription right for new shares at a level to which they would be entitled as a shareholder after exercising the option and/or conversion right or meeting the conversion obligation;*
- c) *to the extent that the new shares are issued in return for cash contributions and the proportional share of the share capital that applies to the shares to be newly issued does not in the aggregate exceed the amount of a total of € 14,666,228.00 or, should this amount be lower, of a total of 10% of the share capital existing at the time of effectiveness and at the time of the first exercise of this authorisation for precluded subscriptions (the "**Maximum Amount**"), and the issue price of the new shares is not significantly below the market price of the existing listed shares of the Company at the time of the final determination of the issue price;*
- d) *to the extent the new shares are issued in return for contributions in kind, in particular in the form of companies, parts of companies, shareholdings in companies, licences or receivables.*

*The aforementioned authorisations to exclude subscription rights for capital increases in cash or in kind are limited in aggregate to an amount not exceeding 20% of share capital, either at the time this authorisation takes effect or at the time it is first exercised. Also counted towards the 20% limit are treasury shares sold during the period of this authorisation until new shares without subscription rights are issued excluding subscription rights, and those shares that are*

*issued or will be issued for the purpose of servicing convertible and/or warrant-linked bonds and/or option obligations, insofar as the financial instruments are issued during the period of this authorisation until new shares without subscription rights are issued excluding the shareholders' subscription rights. After authorisation to exclude subscription rights has been exercised and counted towards the 20% limit, the shares are no longer counted if and insofar as the Annual General Meeting renews the authorisation to exclude subscription rights.*

*Counted towards the Maximum Amount defined in c) above is the share capital that applies to shares that are issued or will be issued for the purpose of servicing convertible and/or warrant-linked bonds that will be issued after 14 June 2017, as provided by § 186 para 3 sentence 4 AktG, subject to preclusion of the subscription right, or which will be sold after 14 June 2017, correspondingly subject to § 186 para 3 sentence 4 AktG.*

*An imputation is waived to the extent the powers of authority to issue conversion and/or convertible bonds according to § 221 para 4 sentence 2, 186 para 3 sentence 4 AktG, or for the sale of treasury shares according to § 71 para 1 no. 8, § 186 para 3 sentence 4 AktG are newly granted by the Annual General Meeting subsequent to exercising such powers of authority, which have led to an imputation.*

*The Management Board has the authority, with the consent of the Supervisory Board, to determine the further details of the increase in capital and the conditions of the issuance of shares. The Supervisory Board has the authority to adjust § 5 of the Articles of Association after the complete or partial implementation of the increase in share capital, corresponding to the respective usage of the authorised capital, and after the elapse of the period of time for which authority was granted."*

**Report of the Management Board to the Annual General Meeting concerning the preclusion of the subscription right regarding item 6 of the agenda according to §§ 203 para 2, 186 para 3, para 4, sentence 2 AktG:**

The granting of the authority to increase the share capital (Authorised Capital 2017) is intended to give the management the possibility in the coming five years to quickly and flexibly raise equity if such is required. Thereby, the availability of financial instruments, independent of the cycle of the Ordinary Annual General Meetings, is particularly important as the time at which corresponding funds must be raised cannot be determined in advance. In addition, possible transactions in competition with other companies can often only be executed successfully, if secure funding is already available at the time negotiations begin. The lawmaker has addressed the need of companies arising from this situation and granted stock companies the possibility to authorise management for a fixed term and a limited amount, to increase the share capital without any additional resolution by the Annual General Meeting. For this reason, the Management Board and the Supervisory Board propose to the Annual General Meeting that such a power of authority be granted.

When making use of the authority to issue new shares, in general, shareholders must be granted a subscription right. As a result, all shareholders can participate in an increase in capital in proportion to their

previously shareholding and maintain their influence by voting rights as well as their participation in the value of the Company. This particularly also applies when the new shares are not directly offered for sale to shareholders, but by the intermediation of one or more credit institutions, as long as these are obligated to offer the shares they took over to the shareholders for sale by way of the so-called indirect subscription right. Therefore, the proposed resolution provides a corresponding regulation.

The power of authority of the Management Board with the consent of the Supervisory Board proposed in letter a) to exclude possible fractional amounts from the subscription right of shareholders, serves the purpose of being able to present a practicable ratio of subscription rights with respect to the amount of the respective increase in capital.

The additionally intended preclusion of the subscription right provided in letter b) for the purpose of granting subscription rights to the holders of conversion or option rights and/or to those obligated to convert due to convertible bonds, is required and appropriate so that they can be protected against the dilution of their rights to the same degree as shareholders. To guarantee such a protection against dilution, it is required to grant the holders of conversion and option rights and/or those who are obligated to convert a subscription right to the new shares in the way to which they would be entitled after exercising the conversion and/or option rights or meeting the conversion obligation. Such a guarantee of a subscription right would eliminate the necessity of lowering the conversion and/or option price for the shares that will have to be issued according to the conditions of the conversion and/or warrant bonds.

The power of authority intended in c) to preclude the subscription right of shareholders when issuing new shares in return for cash contributions once or several times for a portion of the authorised capital which does not exceed 10% of the current share capital and 10% of the share capital existing upon the first exercise of the authority, is based on the provision of § 186 para 3 sentence 4 AktG. The limitation of the authorised amount for such an increase in capital to 10% of the share capital and the requirement that the issue price of the new shares may not be significantly lower than the respective share price of the equivalent shares already listed at the time of issuance ensures that the protective scope of the subscription right, namely protecting shareholders against a loss of influence and a dilution of value, is not affected or only affected to a reasonable degree. The influence of the shareholders excluded from the purchase can be safeguarded by subsequent purchases via the stock exchange; by limiting the preclusion of subscription rights to an increase in capital that does not exceed 10% of the share capital it is ensured in light of the liquid market for Evotec shares that such a subsequent purchase on the stock exchange can actually take place. For the Company, the increase in capital without subscription rights leads to the largest possible creation of capital and to optimal returns. In particular, the Company is then placed in a position in which it can react quickly and flexibly to favourable stock market situations. Although § 186 para 2 sentence 2 AktG stipulates publication of the subscription price until no later than three days prior to the elapse of the (at least two weeks) subscription term, in light of the volatility in the stock market, however, this case also has an inherent market risk which must be considered, namely the risk of a change in stock price over the course of several days, which can lead to safety margins in the determination of the sales price, thus to conditions that are not close to the market. In addition, when granting a subscription right, the Company cannot react quickly to

favourable market conditions because of the length of the subscription period. Thus, granting the authority to preclude the subscription right is in the interest of the Company and its shareholders. For further protection of shareholders against losing influence and the dilution of value, the power of authority for the preclusion of subscription rights is limited by the circumstance that other capital measures that have the effect of a cash capital increase without subscription right are counted towards the Maximum Amount, up to which a cash increase in capital can occur subject to precluding subscription rights. The authority provides that a sale of shares that had been purchased by the Company based on the authority granted by the Annual General Meeting according to § 71 para 1 no. 8 AktG and sold to third parties in exchange for cash, without having offered these shares for sale to shareholders in accordance with § 186 para. 3 sentence 4 AktG, reduces the Maximum Amount just like a future issuance of options and/or convertible bonds, to the extent the shareholders are not granted a subscription right to such options or convertible bonds in application of § 186 para. 3 sentence 4 AktG when they are issued.

However, the foregoing imputation is to be cancelled, if after an issue of convertible bonds and/or warrant-linked bonds, in analogous application of § 186 para 3 sentence 4 AktG, which has led to a credit against the Maximum Amount the Annual General Meeting decides a new authorisation for the issue of convertible bonds and/or warrant-linked bonds, with the possibility for simplified exclusion of subscription rights in analogous application of § 186 para 3 sentence 4 AktG, or if the Annual General Meeting issues an authorisation for the acquisition and use of treasury shares again, with the possibility of simplified exclusion of subscription rights in analogous application of § 186 para 3 sentence 4 AktG. This is because in these cases the Annual General Meeting has taken a new decision on authorising the simplified subscription rights exclusion, so there no longer any need for it to be counted towards the Maximum Amount. To the extent that treasury shares or convertible bonds and/or warrant-linked bonds can be issued again under simplified exclusion of subscription rights, the authorisation is to exist for the simplified exclusion of subscription rights for the (remaining) term of the authorisation, in other words, again also for the issue of new shares from the authorised capital. This is due to the circumstance that with the new authorisation for the simplified exclusion of subscription rights going into effect, the ban for issuing new shares from the authorised capital, which was created by the issue of treasury shares according to § 71 para 1 no. 8, § 186 para 3 sentence 4 AktG, and by the issue of convertible bonds and/or warrant-linked bonds with the possibility of exclusion of subscription rights according to § 186 para 3 sentence 4 AktG, respectively, will be lifted. Since the majority requirements for such a resolution are identical to those of a resolution for the authorisation to issue new shares from the authorised capital, under simplified exclusion of subscription rights according to § 186 para 3 sentence 4 AktG, the adoption of the resolution by the Annual General Meeting to create a new authorisation for the exclusion of subscription rights according to § 186 para 3 sentence 4 AktG, within the framework of selling treasury shares, or a new authorisation to issue convertible bonds and/or warrant-linked bonds, with the option of exclusion of subscription rights according to § 186 para 3 sentence 4 AktG, is also to be seen as a confirmation of the resolution to authorise the issue of new shares from the authorised capital according to § 203 para 2, § 186 para 3, sentence 4 AktG.

In the event of a renewed exercise of an authorisation for the exclusion of subscription rights in direct or analogous application of § 186 para 3 sentence

4 AktG, the limit applies again. In the final analysis, this regulation will result in the fact that (i) during the (remaining) term of the authorisation the Management Board overall can only make use of the simplified exclusion of subscription rights once in accordance with or analogous to § 186 para 3 sentence 4 AktG, without renewed adoption of the resolution by the Annual General Meeting, and that (ii) in case of a new resolution by the Annual General Meeting, the Management Board can choose again freely whether it wants to make use of the simplifications of § 186 para 3 sentence 4 AktG, within the legal limits and in connection with capital increases for cash from the authorised capital, during the (remaining) term of the authorisation.

The authorisation proposed under letter d) for the exclusion of subscription rights is to make it easier for the Company particularly to acquire companies, parts of companies or stakes in companies, licensing rights or claims against the granting of shares. This is a common form of acquisition. Experience has shown that in many cases, owners of attractive acquisition objects demand shares in the acquiring company as consideration, particularly for the sale of their shares or company. To also acquire such acquisition objects, the Company must have the opportunity to raise its share capital, if need be at very short notice, in exchange for a non-cash contribution under exclusion of subscription rights of the shareholders. Moreover, it will be possible for the Company to acquire companies, parts of companies, stakes in companies, and other assets, such as licensing rights or claims against the Company without having to use its own liquidity unduly.

The proposed cap on aggregate capital increases excluding subscription rights of 20% of the Company's share capital, both at the time the authorisation takes effect and—if this figure is lower—when the authorisation is exercised, simultaneously including other capital increases without subscription rights, ensures that any prejudice to shareholders' interests is kept to a strict minimum. For the reasons mentioned, however, any imputation made here should be reversed if the Annual General Meeting renews the authorisation that was imputed towards the aforementioned 20% limit.

In view of the above, the authorisation for the exclusion of subscription rights in all four cases is necessary and imperative within the prescribed limits and in the interest of the Company.

In each individual case, the Management Board will carefully examine whether it will make use of the authorisation to increase capital with the exclusion of subscription rights, if opportunities to acquire companies, parts of companies, equity interests or other assets arise, and it will carefully evaluate whether shares to be transferred as consideration should be procured wholly or partly through a capital increase or through the acquisition of treasury shares. The Management Board will only exclude subscription rights of shareholders, if the acquisition in consideration for an issue of Company shares is in the best interest of the Company. The Supervisory Board will give its required consent to the use of the authorised capital under exclusion of the shareholder subscription rights only if the described prerequisites as well as all legal prerequisites are fulfilled. The Management Board will report on the details of the exercise of the authorised capital at the next Annual General Meeting.



**7. Resolution regarding the approval of the remuneration system for members of the Management Board.**

The existing system regulating the remuneration of the members of the Management Board of Evotec AG is described in detail in the Management Report of the Annual Report 2016.

The Management Board and the Supervisory Board propose approval of the "Remuneration System for the Management Board" of Evotec AG, as explained in the Remuneration Report (Annual Report 2016).

**8. Resolution on creating contingent capital for the issue of subscription rights to Management Board members of Evotec AG, members of executive bodies of affiliated companies in Germany and abroad and selected executives of Evotec AG and affiliated companies in Germany and abroad as part of a Share Performance Plan 2017 (SPP 2017), based on a resolution of authorisation and amendments to the Articles of Association.**

To continue to bind executives to Evotec AG and its affiliated companies in Germany and abroad through variable components of compensation with a long-term incentive and share-based risk elements, an opportunity is to be created to issue subscription rights to Evotec AG shares to members of the Management Board of Evotec AG, to members of the executive bodies of affiliated companies in Germany and abroad, and to selected executives of Evotec AG and affiliated companies in Germany and abroad.

The concrete design of the Share Performance Plan 2017 ("SPP 2017") proposed in the resolution is based on the concept of the share performance programmes adopted by the Annual General Meetings on 14 June 2012 and 09 June 2015 ("SPP 2012" or "SPP 2015") and is intended to replace them. These share performance programmes are characterised by the fact that participating executives are entitled to a variable remuneration in shares when they achieve demanding targets. In contrast to a common stock option programme, when targets are attained, shares are not issued at a price that at least corresponds to the share price of the Company shares at the time of granting the subscription rights, but at the respectively lowest issue amount of currently € 1.00, as in the programmes for 2012 and 2015. The main reason for this lies in the fact that in a Share Performance Programme, the entire value of the respective share is used to calculate the value of the remuneration, so making it easier to estimate and so more valuable for the participants. There is no special economic advantage in this for the participants, compared with a common stock option programme, since as at the time the subscription rights are granted, and therefore at the outset, it is taken into consideration that the participants receive the total value of the shares (minus the respectively lowest issue amount of currently € 1.00), and not only, as in regular stock option plans, the difference between the market rate when granting subscription rights and the market rate at issue of the shares. Setting an issue amount of currently € 1.00 is imperative from a corporate law perspective, as the issue of new shares under the respective pro-rata amount of the share capital is not permitted.

For this reason, the Management Board and the Supervisory Board propose that the following resolutions be passed:

- a) Authorisation to issue stock options with subscription rights to Evotec AG shares

The Management Board, with the agreement of the Supervisory Board, is authorised until 13 June 2022 ("**Authorisation Period**") to set up a stock option programme for members of the Management Board of Evotec AG, members of the executive bodies of affiliated companies in Germany and abroad, and for selected executives of Evotec AG and affiliated companies in Germany and abroad ("**Beneficiaries**"), in the form of a Share Performance Plan (SPP), and to grant, once or repeatedly, subscription rights in the form of "**Share Performance Awards**" to up to 6,000,000 bearer shares with no nominal amount (no-par-value shares) of the Company, with an arithmetic share of share capital of up to € 6,000,000.00. One Share Performance Award entitles the bearer to subscribe for up to two Company shares. If Share Performance Awards expire because a Beneficiary leaves Evotec AG or an affiliated company, or because an affiliated company leaves the Evotec Group within the authorisation period, a corresponding number of Share Performance Awards may be re-issued within the Authorisation Period. For the issue of stock options to members of the Management Board of Evotec AG, this authorisation applies solely to the Supervisory Board. A subscription right for shareholders of the Company does not exist. Subscription rights for Company shares are granted and the shares are issued according to the following provisions:

(1) Beneficiaries and distribution

The group of Beneficiaries includes members of the Management Board of the Company ("**Group 1**"), members of the executive bodies of affiliated companies, in Germany and abroad ("**Group 2**"), and selected executives of the Company and affiliated companies in Germany and abroad ("**Group 3**").

The total volume of subscription rights is divided among the individual groups of Beneficiaries as follows:

- Beneficiaries in Group 1 together receive a maximum of 50% of the Share Performance Awards and the resulting subscription rights;
- Beneficiaries in Group 2 together receive a maximum of 10% of the Share Performance Awards and the resulting subscription rights; and
- Beneficiaries in Group 3 together receive a maximum of 40% of the Share Performance Awards and the resulting subscription rights.

If the Beneficiaries simultaneously belong to different groups they only receive Share Performance Awards for their membership of one group.

(2) Issue period (Acquisition period)

Share Performance Awards may be issued within the Authorisation Period in annual tranches. The individual tranches of Share Performance Awards may be offered for purchase to Beneficiaries within a period of twelve weeks from the beginning of each calendar year. In the first year (2017), Share Performance Awards may be issued in the period from the close of the Annual General Meeting until the completion of 16 weeks after entry of the contingent capital in the Commercial Register. Share Performance Awards must always be issued and, if relevant, exercised after the respective Waiting Period in accordance with the rules on closed periods defined in Regulation No. 596/2016 of the European Parliament and Council of 16 April 2014 (Market Abuse Regulation) and the delegated acts adopted in this context or any legislation replacing them.

(3) Waiting period and term of the subscription rights

Share Performance Awards may only be exercised for the first time after the waiting period has expired. The "**Waiting Period**" for a tranche of Share Performance Awards always starts with the determined issue date, and ends with the expiry of the fourth anniversary after the issue date. The "**Issue Date**" is deemed to be the time at which the Company offers the Share Performance Awards to the Beneficiaries, regardless of the time of receipt, or the acceptance of the offer (*Grant*). Another time within the acquisition period of the respective tranche can be determined as the Issue Date by the offer.

The term of each Share Performance Award is four years and one month (including the Exercise Period after expiry of the Waiting Period), starting at the Issue Date.

If Share Performance Awards are not exercised by the end of the term or cannot be exercised for reasons beyond the Company's control, they expire without replacement or compensation. This does not affect the authorisation to re-issue Share Performance Awards that are forfeit prematurely.

(4) Key performance indicators

Share Performance Awards can only be exercised, if and when the two defined *Key Performance Indicators* are achieved.

Within each of the key performance indicators set forth below there also is a "**Minimum Target**" that has to be reached for Share Performance Awards to be exercised (partially), as well as a "**Maximum Target**" that, once it is reached, allows for all Share Performance Awards for the respective key performance indicator (100%) to be exercised to the full amount, after the Waiting Period has expired (one Share Performance Award entitles the holder to subscribe for no more than two whole shares in Evotec AG).

**“Performance Measurement Period”** for the Key Performance Indicators is each of the four consecutive calendar years, beginning with 01 January of the year in which the individual tranche of the Share Performance Award is issued.

Key performance indicator **“Share Price”**

100% of the key performance indicator **“Share Price”** (the **“Target Share Price”**) is achieved for a calendar year if the average share price of the Company stock in the closing auction of XETRA trading (or a corresponding successor system) on the last thirty (30) trading days of the Frankfurt stock exchange in the respective Performance Measurement Period, i.e. a calendar year (the **“Closing Price”**) exceeds by 8% the average share price of the Company stock in the closing auction of XETRA trading (or a corresponding successor system) on the last thirty (30) trading days of the Frankfurt stock exchange before the start of the respective Performance Measurement Period (the **“Opening Price”**).

The Minimum Target for the key performance indicator **“Share Price”** is reached if the Closing Price is higher than the Opening Price. The Maximum Target for the key performance indicator **“Share Price”**, which entitles all Share Performance Awards for this key performance indicator to be exercised for the respective Performance Measurement Period, is reached if the Closing Price is 16% or more above the Opening Price.

Key performance indicator **“Total Shareholder Return”**

Total Shareholder Return is a measure to determine the performance of an investment in the shares of a company. Total Shareholder Return measures the return on a share investment over a period of time, including dividends as well as share price performance (positive and negative) and adjusted for any equity issues or share-splits.

100% of the key performance indicator **“Total Shareholder Return”** is achieved for a calendar year (the **“Target Total Shareholder Return”**; Target Share Price and Target Total Shareholder Return are each also known hereafter as a **“Target Performance Indicator”**), when the Total Shareholder Return for the shares of the Company (average share price of the Company at the closing auction of XETRA trading (or a successor system) on the thirty (30) trading days at Frankfurt Stock exchange prior to the relevant date plus dividends, and adjusted for any equity issuance or share-splits, matches the average Total Shareholder Return of the companies listed in the German TecDAX index (or a comparable stock index) during the same period. The minimum target for the performance target **“Total Shareholder Return”** is achieved when the annual average Total Shareholder Return for the shares of the Company is less than 10% below the average Total Shareholder Return of the companies listed in the TecDAX during the respective

performance period. The maximum target, at which all the Share Performance Awards for the performance indicator "Total Shareholder Return" can be exercised, is achieved when the annual average Total Shareholder Return for the shares of the Company is at least 10% above the average Total Shareholder Return of the companies listed in the TecDAX during the respective performance period.

Relevant values of the Total Shareholder Return of the Company and of the average Total Shareholder Return of the companies listed in the TecDAX will be calculated annually and based on the average TecDAX (Total Return Index) during the thirty (30) trading days at Frankfurt Stock exchange prior to the relevant date.

(5) Determination of exercisable subscription rights for each performance indicator within a tranche

The following applies to the exercise (also partial) of the number of Share Performance Awards in each tranche that corresponds to each performance indicator:

- (i) If one of the target performance indicators is achieved in full (100%) for a performance period, i.e. one calendar year, then 12.5% of the entire Share Performance Awards in each tranche may be exercised after expiry of the waiting period in a ratio of 1:1, i.e. one Share Performance Award entitles the holder to subscribe for one whole share in Evotec AG.
- (ii) If the maximum target for a performance indicator is achieved in full (100%) for a performance period, i.e. one calendar year, then 12.5% of the entire Share Performance Awards in each tranche may be exercised after expiry of the waiting period in a ratio of 1:2, i.e. one Share Performance Award entitles the holder to subscribe for two whole shares in Evotec AG.

If at least the minimum target for a performance indicator is achieved, but not the target performance indicator, then the ratio of subscription rights for the number of Share Performance Awards allocated to this performance indicator that can be exercised after expiry of the waiting period increases on a straight-line basis between 1:0 and 1:1. A corresponding linear interpolation (between 1:1 and 1:2) applies if the respective target performance indicator is achieved, but not the maximum target. If the calculation does not produce an integral percentage, the percentage is to be commercially rounded to one decimal place.

(6) Determination of exercisable subscription rights per tranche after the waiting period, limitation of subscription rights

After each of the four performance periods (i.e. each calendar year) for a tranche of Share Performance Awards has ended, the target achievement for the two performance indicators is determined as described for the respective calendar year and the corresponding number of subscription rights are calculated and provisionally set. At the end of all the performance periods, i.e. the four calendar years in a tranche, the subscription rights determined for each year are added and represent the total number of exercisable subscription rights. If this does not produce an integral number of exercisable subscription rights, the figure is commercially rounded. Fractional amounts of shares cannot be subscribed and no compensation is paid for any fractional amounts.

The number of subscription rights that can be exercised after expiry of the waiting period may be reduced or forfeit altogether in accordance with any special provisions applying if the Beneficiary's service or employment contract ends before the waiting period expires.

(7) Compensation cap

In the event that the proceeds of selling the exercisable subscription rights calculated as described above at the exercise date, less the exercise price, exceeds the issue value at which the respective tranche was granted by more than 350%, the exercisable number of subscription rights for members of the Company's Management Board is capped so that the sales proceeds obtainable, less the exercise price, do not exceed 350% of the issue value at which the respective tranche was granted. The surplus subscription rights are forfeit without compensation.

In the event of extraordinary, unforeseeable developments, the Supervisory Board may fully or partially limit the content and extent of the subscription rights granted to the members of the Management Board.

(8) Exercise date and exercise price

After expiry of the Waiting Period, Share Performance Awards issued in a tranche and the resulting subscription rights may only be exercised once. Subscription rights are exercised automatically via the stock exchange, without the Beneficiary taking any action, by an agent appointed by the Company, over no more than ten (10) trading days after the Waiting Period has expired. For this purpose the Beneficiary has given corresponding instructions to an agent appointed by the Company before the Waiting Period expires.

The exercise price has to be paid for each subscribed share when exercising subscription rights. The "**Exercise Price**" per

share corresponds to the amount of the share capital attributable to each individual share at the time the subscription rights are exercised, currently € 1.00.

(9) Company's replacement right

The Company has the right to pay the value of shares to be issued when exercising individual or all subscription rights of individual tranches, minus the Exercise Price, or deliver shares that originate from its treasury, or are acquired for this purpose; in the latter case, the beneficiary's obligation to pay the Exercise Price shall lapse. Otherwise, the above-mentioned provisions remain unaffected.

(10) Personal right

Subscription rights can only be exercised by the Beneficiaries themselves, or their heirs. Subscription rights are legally non-transferable; they can, however, be inherited. Special provisions can be agreed upon in the event of death, retirement, disability, and other special circumstances for departure, including the divestment of affiliated companies, businesses or parts of businesses from the Evotec Group, and in the case of a change of control, and for the fulfilment of legal requirements, including the pro-rata reduction or forfeiture of the subscription rights exercisable after expiry of the Waiting Period.

(11) Other rules

For the implementation of this resolution toward executives of affiliated companies abroad, the Company has the right to deviate from the provisions of the resolution, to the extent that corporation law does not mandate that the content of this resolution be decided by the General Meeting or to the extent that the resolution exceeds minimum requirements under corporation law.

(12) Regulation of details

The Supervisory Board is authorised to determine further details for the granting and fulfilment of Share Performance Awards and resulting subscription rights, and for the issue of shares from the contingent capital increase and further conditions of the SPP 2017, including the determination of conditions for subscription rights, to the extent that members of the Management Board of Evotec AG are affected. Otherwise, the Management Board is authorised to determine these details. These additional details particularly include provisions for consideration or not of special effects of acquisitions or divestments in connection with the measurement of performance targets, provisions for the execution and procedure of granting and exercising subscription rights, the granting of subscription rights to individual Beneficiaries, determination of the Issue Date, determination prior to the deadline by which the Beneficiary must give instructions to the

agent appointed by the Company, as well as provisions for the treatment of subscription rights in special cases, particularly in the event of retirement, death, disability, divestiture of a company, a business, or part of a business from the Evotec Group, or in the event of a change of control, and to meet legal obligations. Conditions for subscription rights shall further contain appropriate provisions for the observation of statutory or Evotec-specific insider-dealing regulations, as well as customary anti-dilution clauses, which essentially secure the economic value of the subscription rights, particularly by taking into account any stock splits, merging of shares, capital increases from company funds with the issue of new shares, decreases of share capital, or other measures with comparable effects for purposes of determining the key performance indicators; in this process, there will be no adjustment of the exercise price.

b) Contingent capital

The share capital of the Company will be increased by up to € 6,000,000.00 through the issue of up to 6,000,000 new bearer shares of the Company with no nominal value (no-par-value shares). The contingent capital serves to fulfil subscription rights that were issued and exercised based on the authorisation decided by the Annual General Meeting on 14 June 2017 under agenda item 8 a). The contingent capital increase will only take place to the extent that holders of subscription rights actually make use of their right to subscribe to Company shares. The issue of shares takes place at the exercise price determined according to agenda item 8 a) subparagraph (8) of the Annual General Meeting resolution of 14 June 2017 as the issue amount; § 9, para. 1 AktG remains unaffected.

The new shares are entitled to dividends for the first time for the fiscal year for which, at the time of their issue, no Annual General Meeting resolution as to the appropriation of the net income has taken place.

The Supervisory Board is authorised to determine further details of the contingent capital increase and its implementation.

The Supervisory Board is further authorised to alter § 5 of the Articles of Association in line with the respective implementation of the capital increase, as well as after expiry of the authorisation or after expiry of the deadline set for exercising the option rights.

c) Discontinuation of the Share Performance Programmes 2012 and 2015

No further subscription rights to shares of the Company will be issued to members of the Management Board of Evotec AG, members of the executive bodies of affiliated companies in Germany and abroad, and selected executives of Evotec AG and affiliated companies in Germany and abroad on the basis of the authorisations given according to agenda item 7 a) of the Annual General Meeting on 14 June 2012 and agenda item 6 a) of the Annual General Meeting on 09 June 2015 to issue subscription rights in the course of the Share Performance



Programmes SPP 2012 and SPP 2015. This does not affect subscription rights issued before 14 June 2017.

d) Amendments to the Articles of Association

(1) Contingent capital as defined in § 5 para. 14 of the Articles of Association is reduced to € 3,000,000.00 following the discontinuation of the Share Performance Programme based on the authorisation given by the Annual General Meeting on 09 June 2015 (c) above). § 15 para. 14 of the Articles of Association is therefore reworded as follows:

*"(14) The share capital of the Company is increased on a contingent basis by up to € 3,000,000.00 through the issue of up to 3,000,000 new bearer shares of the company with no nominal value (no-par-value shares). The contingent capital serves to fulfil subscription rights that were issued and exercised based on the authorisation decided by the Annual General Meeting on 09 June 2015 under agenda item 6 a). The contingent capital increase will only take place to the extent that holders of subscription rights make use of their right to subscribe for company shares. The issue of shares takes place at the exercise price determined according to agenda item 6 a) Subparagraph (8) of the Annual General Meeting resolution of 09 June 2015 as the issue amount; § 9, para. 1 AktG remains unaffected. The new shares are entitled to dividends for the first time for the fiscal year for which, at the time of their issue, no Annual General Meeting resolution as to the appropriation of the net income has taken place. The Supervisory Board is authorised to determine further details of the contingent capital increase and its implementation. The Supervisory Board is further authorised to alter § 5 of the Articles of Association in line with the respective implementation of the capital increase, as well as after expiry of the authorisation or after expiry of the deadline set for exercising the option rights."*

(2) § 5 of the Articles of Association is expanded by the following new paragraph 15:

*"(15) The share capital of the Company is increased on a contingent basis by up to € 6,000,000.00 through the issue of up to 6,000,000 new bearer shares of the company with no nominal value (no-par-value shares). The contingent capital serves to fulfil subscription rights that were issued and exercised based on the authorisation decided by the Annual General Meeting on 14 June 2017 under agenda item 8 a). The contingent capital increase will only take place to the extent that holders of subscription rights make use of their right to subscribe for company shares. The issue of shares takes place at the exercise price determined according to agenda item 8 a) subparagraph (8) of the General*

*Meeting resolution of 14 June 2017 as the issue amount; § 9, para. 1 AktG remains unaffected. The new shares are entitled to dividends for the first time for the fiscal year for which, at the time of their issue, no Annual General Meeting resolution as to the appropriation of the net income has taken place. The Supervisory Board is authorised to determine further details of the contingent capital increase and its implementation. The Supervisory Board is further authorised to alter § 5 of the Articles of Association in line with the respective implementation of the capital increase, as well as after expiry of the authorisation or after expiry of the deadline set for exercising the option rights."*

\* \* \*

### **Documents made available to the shareholders**

From the time the Annual General Meeting is convened, the following documents shall be made available to the shareholders for inspection in the business premises of Evotec AG, Manfred Eigen Campus, Essener Bogen 7, 22419 Hamburg during the usual business hours and shall be accessible on the internet as of this time, at <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting':

- The documents mentioned in item 1 of the agenda;
- Report of the Management Board to the Annual General Meeting on item 6 of the agenda relating to the preclusion of subscription rights in accordance with § 203 para. 2 No. 2 AktG in conjunction with § 186 para. 3 and para. 4 sentence 2 AktG.
- Written report by the Management Board regarding the reason for excluding subscription rights pursuant to § 203 para 2 sentence 2 AktG in conjunction with § 186 para 4 sentence 2 AktG with regard to the cash capital increase implemented on 09 February 2017

Upon request, each shareholder shall be sent a copy of the aforementioned documents by the Company, immediately and free of charge. Please note that the Company fulfils its statutory obligation by making documents available on its website. For this reason, documents will be sent by standard mail only. These mandatory documents to be made accessible will also be laid out for review at the Annual General Meeting.

### **Total number of shares and voting rights**

At the time of convening the Annual General Meeting, the Company's share capital amounts to € 146,662,288.00. It is divided into 146,662,288 non-par value bearer shares. Each non-par value share grants one vote in the Annual General Meeting. Therefore, the total number of shares and voting rights at the time of convening the Annual General Meeting amounts to 146,662,288 shares and voting rights. No different types of shares exist.

At the time of convening the Annual General Meeting, the Company holds 249,915 treasury shares. The Company has no rights in respect of these shares.

### **Participation at the Annual General Meeting and exercise of voting rights**

Pursuant to § 13 of the Articles of Association, each shareholder is entitled to participate in the Annual General Meeting and exercise his/her voting rights in the Annual General Meeting, who registers with the Company in text form prior to the Annual General Meeting (§ 126b German Civil Code (Bürgerliches Gesetzbuch, BGB)), specifying the number of shares to which the registration relates and proves his/her entitlement to participate in the Annual General Meeting and exercise the voting rights through evidence of share ownership in text form (§ 126b BGB) through the depository institution. The registration and evidence must be written in German or English and received by the Company at the following office, under the specified address, telefax number or e-mail address (the **registration address**) by no later than **midnight (CEST) on 07 June 2017**:

Evotec AG  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
Postfach 20 01 07  
60605 Frankfurt am Main  
Germany

Telefax: +49 (0)69 12012-86045

E-mail: wp.hv@db-is.com

The specific evidence of share ownership must relate to the beginning of the twenty-first day prior to the date of the Annual General Meeting, in other words, **24 May 2017, 00.00 am (CEST)** (the **record date**).

After receipt of the registration and specific evidence of the share ownership, the shareholder will be sent admission tickets for the Annual General Meeting. In order to ensure timely receipt of the admission tickets, we request that the shareholders ensure that they send the evidence of their share ownership to the Company at an early stage. The admission tickets, which are either sent by surface mail or made available at the venue of the meeting, are merely intended to assist with the organisation of the Annual General Meeting and are not a requirement for attendance or for exercising one's voting rights.

Registered holders of American Depositary Receipts (ADRs) shall be sent all information and documents related to the Annual General Meeting by JPMorgan Chase & Co., P.O. 64504, St. Paul, MN 55164-0504, USA (jpmorgan.adr@wellsfargo.com). If you have any questions regarding the exercise of your vote, please contact JPMorgan Chase & Co. at the following phone number: (800) 990 1135 (within the USA) or +1 (651) 453 2128 (from abroad).

### **Significance of the record date**

The record date is the crucial date for the scope and exercising of attendance and voting rights at the Annual General Meeting. In relation to the Company, only someone who has provided this record is entitled to attend the Annual General Meeting and exercising their voting rights as a shareholder. The entitlement to attend and the scope of voting rights are exclusively based on the shareholder's share ownership as of the record date. The record date does not mean that the shares may not be sold thereafter. Even in the case of complete or partial sale of the stake after the record date, for the attendance and scope of the voting right, the share ownership by the shareholder as of the record date is exclusively relevant; i.e. sales of share

after the record date have no effects on the entitlement to attend and the scope of the voting right. The same applies to additional purchases of shares after the record date. People who do not yet own any shares as of the record date and only become shareholders afterwards are not entitled to attend and vote, unless they receive a power of attorney or are authorised to exercise rights. The record date has no significance for the entitlement to dividends.

### **Procedure for voting by a proxy**

The shareholders are informed that their voting right can be exercised in the Annual General Meeting by a proxy, also by a credit institution or an association of shareholders. In this case, too, shareholders must register themselves and provide evidence of share ownership in due time pursuant to the aforementioned provisions. If a shareholder grants power of attorney to more than one person, the Company can reject one or several of these.

The granting of the power of attorney, its revocation and the evidence of the power of attorney toward the Company must be in text form (§ 126b BGB) unless the power of attorney is given to a credit institution, an association of shareholders or another equivalent person or institution pursuant to § 135 AktG. For the authorisation of a credit institution, a shareholders' association or a person or institution equivalent to these pursuant to § 135 AktG, special features can apply. The shareholders are requested to consult with the party to be authorised in such a case, regarding a possible form of power of attorney that may be required.

The evidence of a power of attorney being granted can be provided by the proxy showing the power of attorney at the admission inspection on the day of the Annual General Meeting. In order to send the evidence by post, telefax or email, shareholders or shareholder representatives are requested to use the following address, telefax number or email address:

Evotec AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany

Telefax: +49 (0)89 889 690 655  
Email: [evotec@better-orange.de](mailto:evotec@better-orange.de)

The aforementioned communication methods are also available if the power of attorney is intended to be granted in the form of a declaration to the Company; separate evidence of granting the power of attorney is not necessary in this case. The revocation of an already issued power of attorney can also be declared to the Company using the aforementioned communication methods.

Shareholders who intend to authorise a representative are requested to use the form made available by the Company for issuing the power of attorney and any instructions. It will be sent to duly registered persons together with the admission ticket. It can also be requested under the aforementioned address by post, by telefax or by email and is available on the internet at <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting'.

### **Procedure for voting by proxy appointed by the Company**

As a service, we offer our shareholders the possibility of granting power of attorney to instruction-bound proxies who are appointed by the Company.

The shareholders who intend to grant a power of attorney to the proxies appointed by the Company must also register on time, providing the specific evidence of share ownership. With the admission ticket, our shareholders will receive additional information regarding the authorisation of the Company's proxy, as well as an appropriate form for issuing power of attorney and instructions. It can also be requested under the aforementioned address by post, by telefax or by email and is available on the internet at <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting'.

If the proxies appointed by the Company are granted power of attorney, they must, in any case, be issued with instructions for exercising the voting rights with regard to the management's proposed resolutions. The Company's proxies are obligated to vote in accordance with instructions. Without instructions, the proxies will abstain from voting. The Company's proxies will not accept any powers of attorney for filing objections against Annual General Meeting resolutions, to exercise the right to speak and ask questions or to file motions.

For organisational reasons, shareholders who intend to grant power of attorney to the Company's appointed proxies before the Annual General Meeting are requested to send the powers of attorney with instructions by no later than the end of **13 June 2017** (receipt) by post, telefax or e-mail to the aforementioned address, telefax number or e-mail address or electronically via internet at <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting' under the "Voting Proxy" item.

Furthermore, we request the shareholders and shareholder representatives who have registered in the proper form and on time and are present at the Annual General Meeting to also grant power of attorney to the proxies appointed by the Company in the Annual General Meeting.

Information regarding proxies is also available to our shareholders at the internet address <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting'. Our shareholders can receive personal information on working days between 09.00 am and 05.00 pm (CEST) at telephone number +49 (0)89 / 889 690 620.

### **Shareholders' rights pursuant to §§ 122 para 2, 126 para 1, 127, 131 para 1 AktG**

*Right to supplement the agenda pursuant to § 122 para 2 AktG*

Shareholders, whose shares collectively reach the pro rata amount of € 500,000 (corresponds to 500,000 shares) of the share capital (the **minimum stake**) have a right to demand that items are added to the agenda and announced. The minimum stake must be proven to the Company, whereby it is sufficient to provide bank certifications. The applicants must also prove that they have owned the shares for at least 90 days before their request was received and that they will hold the shares until the Management Board's decision regarding the request (see § 122, pars. 2 sentence 1 in conjunction with § 122 para 1 sentence 3 AktG). The prior shareholding period is to be calculated in accordance with § 70 AktG.

The demand 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 supplementation can also be aimed at a discussion item without a resolution. It must be received by the Company by no later than by **midnight (CEST) on 14 May 2017**. Please use following address to submit your request:

Evotec AG  
– Vorstand (Management Board) –  
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 shall also be announced at the internet address <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting' and notified to the shareholders.

*Counter motions by shareholders pursuant to § 126 para 1 AktG*

Shareholders are entitled to file counter motions against a proposal by the Management Board and Supervisory Board regarding a specific agenda item. Any counter motions must be received by the Company in writing, by telefax or email by no later than by **midnight (CEST) on 30 May 2017**, including the reasons for them, exclusively at the following address, telefax number or email address:

Evotec AG  
– Rechtsabteilung (Legal Department) –  
Essener Bogen 7  
22419 Hamburg  
Germany

Telefax: +49 (0)40 560 81 333  
Email: [hauptversammlung@evotec.com](mailto:hauptversammlung@evotec.com)

Motions that have been otherwise addressed shall not be taken into consideration. Counter motions by shareholders that are to be made accessible shall be made accessible immediately after their receipt, including the name of the shareholder and a reason for the motion, at <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', '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 a counter motion and its reason accessible if exclusion elements exist pursuant to § 126 para 2 AktG, for example, because the counter motion would lead to a shareholders' resolution that is illegal or in contravention of the Articles of Association. A reason for a counter motion does not need to be made accessible if it contains more than 5,000 characters.

*Nominations by shareholders pursuant to § 127 AktG*

Shareholders are also entitled to submit nominations for the election of Supervisory Board members or auditors. With these, the aforementioned regulation on counter motions shall apply analogously, with the stipulation that the nomination does not need to be provided with a reason. Over and above the aforementioned exclusion elements of § 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.

We point out that countermotions and nominations that have been sent to the Company in advance and on time shall only be taken into consideration in the Annual General Meeting if they are submitted orally during the Annual General Meeting.

*Right to obtain information pursuant to § 131 para 1 AktG*

At the Annual General Meeting, each shareholder and shareholder's representative can request information from the Management Board regarding the Company's affairs, provided that such information is necessary for a proper assessment of the agenda. The obligation to provide information also encompasses the legal and business relationships of the Company to an affiliated Company and the situation of the Group and the companies included in the consolidated financial statements. As a general rule, information requests are submitted orally in the Annual General Meeting, within the context of the debate.

Pursuant to § 15 para 2 Sentence 2 of the Articles of Association, the Chairman of the Annual General Meeting is authorised to impose an adequate time limit on the shareholder's right to ask questions and speak. The Management Board is also entitled to omit answering questions in specific cases that are regulated in the German Stock Corporation Act (§ 131 para 3 AktG), such as if, according to sound commercial judgement, disclosure of the information would inflict a not inconsiderable disadvantage on the Company or an affiliated company.

Explanations regarding the motion rights (§§ 122 para 2, 126 para 1, 127 para 1 AktG) and information rights (§ 131 AktG) of the shareholders can also be viewed on the internet at <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting'.

**Transmission of the Annual General Meeting on the internet**

It is planned to transmit the opening of the Annual General Meeting by the Chairman, as well as the Management Board Chairman's speech for the general public on 14 June 2017 from 10.00 am (CEST) live online and also provide this after the Annual General Meeting as a record.

**Reference to the Company's website**

The information pursuant to § 124a AktG regarding the Annual General Meeting can be found on the Company's website at <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting'. The results of the votes shall be announced at the same internet address after the Annual General Meeting.

Hamburg, May 2017

**Evotec AG**

***Management Board***