

## **Description of the remuneration system for Supervisory Board members**

§ 113 AktG states that the remuneration of Supervisory Board members should be in reasonable relation to their responsibilities and the position of the company. The requirements of Supervisory Board members in terms of their qualifications and time spent on their duties have increased substantially in recent years, especially for the Chair. Evotec assumes that this trend will continue and be accompanied by greater risks and greater liability for Supervisory Board members. At the same time the company competes internationally for high-calibre candidates for the Supervisory Board who meet the profile defined by Evotec SE.

The members of the Evotec Supervisory Board are entitled to a fixed salary and the reimbursement of out-of-pocket expenses in accordance with Article 13 para 1 of Evotec's Articles of Association. In accordance with the recommendations of the Code, the positions of Chair and Vice-Chair of the Supervisory Board and the positions of Chair or member of a committee are taken into account when setting the remuneration of the individual members. Each Supervisory Board member receives a fixed salary of € 50k as approved by the Annual General Meeting 2019. The Chair receives € 125k and the Vice-Chair € 60k. Members of Supervisory Board committees receive € 10k per committee, and the committee Chair receives € 25k.

§ 13 of the Articles of Association reads:

### **“§ 13 Remuneration**

- (1) In addition to reimbursing their out-of-pocket-expenses and any value added tax payable in connection with their remuneration and expenses for each financial year, the members of the Supervisory Board receive a fixed fee in accordance with the following provisions starting with the 2019 fiscal year.
- (2) The fixed remuneration payable after the close of the financial year is € 50,000.00 per Supervisory Board member. The Chair of Supervisory Board receives annual fixed remuneration of € 125,000.00 and the Vice Chair annual fixed remuneration of € 60,000.00.
- (3) In addition to the fixed remuneration defined in paragraph (1), members of Supervisory Board committees receive annual fixed remuneration of € 10,000.00 per committee and the chair of a committee receives € 25,000.00. The foregoing amounts for service on committees apply solely if the respective committee met during the financial year. The additional remuneration for committee work is payable with the Supervisory Board remuneration defined in paragraph (2).
- (4) If a Supervisory Board member does not hold their seat on the Supervisory Board for the entire year, remuneration is paid pro rata temporis. If a Supervisory Board member does not exercise a function for which higher or additional remuneration is paid for the entire financial year, the portion of the remuneration owed for that function is paid pro rata temporis.
- (5) The Company obtains appropriate insurance coverage for the Supervisory Board members at its expense against claims for civil and criminal liability in connection with the performance of their functions (D&O insurance) and

covers the costs of legal defence against such claims and any taxes payable on account of its assuming such expenses.

- (6) If Supervisory Board members attend training courses that are necessary for them to perform their responsibilities in accordance with the provisions of the German Corporate Governance Code as amended, the Company reimburses the appropriate expenses incurred by them.”

The proposed remuneration of Supervisory Board members is within the standard market range for companies in the MDAX and TecDAX and no higher. The remuneration system, which still consists solely of a fixed salary and has no additional variable component, also corresponds to the generally standard system of Supervisory Board remuneration at the companies mentioned above, which were used for a peer group analysis by an external remuneration consultant in 2019.

Then there is the additional reimbursement of expenses, to which the Supervisory Board members are entitled by law, and coverage under a group D&O insurance, whereby each member of the Supervisory Board has a reasonable excess of currently € 10,000.