

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **06 May 2020** is binding



Evotec SE

Hamburg

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

We invite our shareholders on **Tuesday, 16 June 2020, at 10.00 a.m. (CEST)**, to the
ordinary (virtual) Annual General Meeting 2020.

The ordinary Annual General Meeting is being held as a virtual Annual General Meeting, without shareholders and their proxies being physically present, at the premises of Evotec SE, Manfred Eigen Campus, Essener Bogen 7, 22419 Hamburg.

Shareholders and their proxies (with the exception of the company proxies) have no right and no opportunity to be present at the place of the meeting.

With the approval of the Supervisory Board, the entire meeting will be transmitted by video and audio in a password-protected online service for duly registered shareholders and their proxies at www.evotec.com in the section "Invest", "Annual General Meeting" in accordance with the German Act on legal measures to combat the effects of the COVID-19 pandemic in legislation concerning companies, cooperatives, associations, foundation and housing ownership ("**COVID-19 Act**"; Art. 2 of the Act to mitigate the consequences of the COVID-19 pandemic in civil, insolvency and criminal proceedings, Federal Gazette I 2020, p. 569); this transmission does not enable attendance at the Annual General Meeting within the meaning of Section 118 para. 1 sentence 2 German Stock Corporation Act (AktG).

The agenda and the proposed resolutions are as follows:

- 1. Presentation of the approved annual financial statements and the consolidated financial statements of Evotec SE as of 31 December 2019, as approved by the Supervisory Board, the management reports for Evotec SE and the Group for financial year 2019, the report of the Supervisory Board and the comments by the Management Board regarding this information pursuant to Sections 289a para 1, 315a para 1 of the German Commercial Code (Handelsgesetzbuch, HGB).**

On 23 March 2020 the Supervisory Board approved the annual financial statements and the consolidated financial statements that had been prepared by the Management Board and so adopted them in accordance with Sec. 172 sentence 1 German Stock Corporation Act (AktG). Adoption by the Annual General Meeting is therefore not required. The aforementioned documents must be made available to the Annual General Meeting, without requiring a resolution as per the German Stock Corporation Act (Aktengesetz, AktG).

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The aforementioned documents are available online at www.evotec.com in the section "Invest", "Annual General Meeting".

2. Resolution discharging the members of the Management Board of liability for financial year 2019.

The Supervisory Board and the Management Board propose discharging the members of the Management Board active in financial year 2019 of liability for this financial year.

3. Resolution discharging the members of the Supervisory Board of liability for financial year 2019.

The Supervisory Board and the Management Board propose discharging the members of the Supervisory Board active in financial year 2019 of liability for this financial year.

4. Resolution regarding the appointment of the auditor for the annual financial statements and the consolidated financial statements for financial year 2020 and the appointment of the auditor for any review of additional financial information during the year

Based on the recommendation of the Audit Committee, the Supervisory Board proposes Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft ("**E&Y**"), Rothenbaumchaussee 78, 20148 Hamburg, as auditor of the consolidated financial statements for financial year 2020 and – to the extent that it is carried out – as auditor for the review of the condensed financial statements and the interim management report for the first half of financial year 2020 and the interim financial information for the first and/or third quarter of financial year 2020 and/or for the first quarter of financial year 2021.

In accordance with Art. 16(2)(3) of Regulation (EU) No. 537/2014 of the European Parliament and the Council of 16 April 2014, the Audit Committee states that its recommendation is free of undue third-party influence and that no clause referred to in Art. 16(6) of Regulation (EU) No. 537/14 restricting the choice by the general meeting has been imposed upon it.

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, as amended on 07 February 2017.

5. Resolution on re-election to the Supervisory Board

The Supervisory Board member Dr. Michael Shalmi has notified the Company in good time that he will resign his seat on the Supervisory Board with effect from the close of the Annual General Meeting on 16 June 2020.

In accordance with Art. 40(2)(3) Council Regulation (EC) No. 2157/2001 of 08 October 2001 on the statute for a European company ("**SE Regulation**"), Sec. 17 SE Implementation Act ("**SEAG**"), Sec. 21 SE Involvement Act ("**SEBG**"), Sec. 20.1 of the "Agreement between the Special Negotiation Body of the employees of Evotec SE and its subsidiaries and Evotec SE on the involvement of employees in Evotec SE" and Art. 9 para. 1 of the articles of association of Evotec SE, the

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Supervisory Board of Evotec SE is composed of six members elected by the Annual General Meeting without being bound by proposals for election.

The Supervisory Board of Evotec SE has defined concrete targets for its composition and drawn up a corresponding competence profile reflecting the company's specific situation. These should be taken into account when making proposals for election to the Supervisory Board to the Annual General Meeting. Taking the company-specific situation into account, these targets require a majority of the Supervisory Board members to have national and international experience in (i) research and development, (ii) finance, capital markets, law, corporate governance, (iii) marketing, sales and operations, and (iv) (public) healthcare. Potential conflicts of interest should also be averted by examining the candidates for the Supervisory Board very closely when they are selected. Furthermore, the Supervisory Board should ensure that potential candidates are not older than 72 years of age when they are proposed for election. An appropriate proportion of women is also required. In accordance with Art. 9(1)(c) SE Regulation, Sec. 111 para. 5 sentence 1 AktG, the Supervisory Board has set the target for the proportion of women on the Supervisory Board of Evotec SE at 30%. In addition, the Supervisory Board has defined two full periods of office as the regular limit for membership of the Supervisory Board. The Supervisory Board should be composed in such a way that the majority of its members are independent and collectively have the knowledge, skills and functional experience to carry out their tasks properly.

Based on the recommendation by the Remuneration and Nomination Committee, and taking the concrete targets for the composition of the Supervisory Board and the competence profile for the entire board into account, the Supervisory Board proposes the election of the following person to the Supervisory Board of Evotec SE with effect from the close of the ordinary Annual General Meeting convened for 16 June 2020 until the close of the Annual General Meeting that passes a resolution on discharging the members of the Supervisory Board of liability for the financial year of Evotec SE ending on 31 December 2023:

Mr Kasim Kutay, Chief Executive Officer at Novo Holdings A/S, place of residence: Hellerup, Denmark

Mr Kasim Kutay was appointed CEO of Novo Holdings A/S on 01 September 2016. He has a degree in business studies from the London School of Economics (LSE).

Before joining the Novo Group Mr Kutay worked for seven years at Moelis & Co., a leading independent global investment bank. Kasim Kutay was previously with Morgan Stanley for 18 years. During his career as an investment banker Mr Kutay concentrated on the healthcare sector, advising companies on all matters of corporate finance, including mergers and acquisitions, and on equity and debt financing.

Mr Kutay holds the following seats on statutory German supervisory boards or comparable domestic or foreign supervisory boards of commercial entities in accordance with Sec. 125 para. 1 sentence 5 AktG and recommendation C.14 of the German Corporate Governance Code as amended on 16 December 2019:

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- Novo Nordisk A/S (Member of the Board of Directors)
- Novozymes A/S (Member of the Board of Directors)
- Gimv NV (Member of the Advisory Board)
- Chelsea and Westminster Hospital NHS Foundation Trust (Member of the Board)

Mr Kutay was born in 1965 and is a British citizen.

His long-standing, wide-ranging experience as a financial adviser to the pharmaceutical, biotech and medical devices sectors mean he has extensive knowledge of the industry. His particular focus on strategy and investment means that Mr Kutay would be an ideal complement to the range of competences on the potential Supervisory Board of Evotec SE.

The candidate's curriculum vitae, with information about his relevant knowledge, skills and experience, as well as an overview of his main activities in addition to the Supervisory Board seat, are attached in the annexe to this invitation and can be downloaded from the website

www.evotec.com

in the section "Invest", "Annual General Meeting".

Novo Holdings A/S holds slightly more than 10% of the voting shares in Evotec SE and therefore has a material interest in Evotec SE within the meaning of recommendation C.13 of the German Corporate Governance Code as amended on 16 December 2019. Despite this, and notwithstanding his position as Chief Executive Officer of Novo Holdings A/S, Mr Kasim Kutay should be considered an independent Supervisory Board member. This is because Novo Holdings A/S is not a controlling shareholder as defined in C.9 of the German Corporate Governance Code as amended on 16 December 2019. Mr Kutay would not be independent if Novo Holdings A/S were a controlling shareholder of Evotec SE, so if for example there were a control agreement or it held an absolute majority of the voting rights or at least a sustained (de facto) majority at general meetings. A share of voting rights (and share capital) of just over 10% does not constitute a sustained majority at general meetings for Novo Holdings A/S, so there is neither a permanent conflict of interests nor any dependence from a controlling shareholder. The number of votes cast in past general meetings regularly represented well over 40% of share capital. Otherwise, in the opinion of the Supervisory Board there are no decisive personal or business relations between Mr Kutay and Evotec SE, its Group companies, the decision-making bodies of Evotec SE or material shareholders of Evotec SE within the meaning of the applicable recommendation of the German Corporate Governance Code as amended on 16 December 2019, which are relevant for a shareholder making an objective decision.

The Supervisory Board has ascertained that the proposed candidate can devote the time expected to be necessary and is not subject to any conflict of interests.

6. Resolution on creating contingent capital for the issue of subscription rights to Management Board members of Evotec SE, members of management boards of affiliated companies in Germany and abroad and selected managers and employees of Evotec SE and affiliated companies in Germany and abroad as part of a Restricted Share Plan 2020 based on a resolution of authorisation and amendments to the articles of association.

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

The concrete structure of the Restricted Share Plan 2020 ("**RSP 2020**") as proposed for resolution is based on the concept of the Share Performance Plan 2017 as adopted by the Annual General Meeting on 14 June 2017.

The RSP 2020 is characterised by the fact that participating executives and employees are entitled to a variable remuneration in shares when they achieve demanding targets. In contrast to a common stock option programme, 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.

The main reason for this lies in the fact that the entire value of the 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 particular 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 SE shares

The Management Board, with the agreement of the Supervisory Board, is authorised until 15 June 2025 ("**Authorisation Period**") to set up a stock option programme for members of the Management Board of Evotec SE, members of the executive bodies of affiliated companies in Germany and

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abroad, and for selected executives and employees of Evotec SE and affiliated companies in Germany and abroad ("**Beneficiaries**"), in the form of a Restricted Share Plan ("**RSP**"), and to grant, once or repeatedly, subscription rights in the form of "**Restricted Share Awards**" to up to 1,200,000 bearer shares with no nominal amount (no-par-value shares) of the Company, with an arithmetic share of share capital of up to € 1,200,000.00. A Restricted Share Award grants the right to subscribe for one company share, insofar as the relevant conditions are met. If Restricted Share Awards expire because a Beneficiary leaves Evotec SE or an affiliated company, or because an affiliated company leaves the Evotec Group within the authorisation period, a corresponding number of Restricted Share Awards may be re-issued within the Authorisation Period. For the issue of Restricted Share Awards to members of the Management Board of Evotec SE, 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 selected members of the Management Board of the Company ("**Group 1**"), selected members of the executive bodies of affiliated companies, in Germany and abroad ("**Group 2**"), and selected executives and employees 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 20% of the Restricted Share Awards and the resulting subscription rights;
- Beneficiaries in Group 2 together receive a maximum of 10% of the Restricted Awards and the resulting subscription rights.
- Beneficiaries in Group 3 together receive a maximum of 70% of the Restricted Share Awards and the resulting subscription rights.

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

(2) Issue period (Acquisition period)

Restricted Share Awards may be issued within the Authorisation Period in two annual tranches. The individual tranches of the Restricted Share Awards may be offered to the selected beneficiaries for purchase within a period beginning two weeks before and ending two weeks after 15 May and 15 October respectively of each year.

Restricted Share 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, term and expiry of subscription rights

Restricted Share Awards may only be exercised for the first time after the waiting period has expired. The "**Waiting Period**" for a tranche of Restricted Share 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 Restricted Share Awards to the selected 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 Restricted Share Award is five years (including the Exercise Period after expiry of the Waiting Period), starting at the Issue Date.

Notwithstanding the automatic exercise of still valid Restricted Share Awards for the benefit of the Beneficiary at the end of the term defined in (7), Share Performance Awards that cannot be exercised at the end of the term for reasons beyond the Company's control expire without replacement or compensation. This does not affect the authorisation to re-issue Restricted Share Awards that are forfeit prematurely.

(4) Key performance indicator

The Restricted Share Awards can only be exercised, if and when the defined *Key Performance Indicator* is achieved.

For the Key Performance Indicator there is a "**Minimum Target**" which must be achieved for Restricted Share Awards to become exercisable for the respective performance measurement period at the end of the Waiting Period, and a "**Target**" on achievement of which all (100%) of the Restricted Share Awards for the respective performance measurement period can be exercised for the full amount at the end of the Waiting Period. One Restricted Share Award entitles the Beneficiary to subscribe for one whole share in Evotec SE.

"**Performance Measurement Period**" for the Key Performance Indicator is each of the four consecutive calendar years, beginning with 1 January of the year in which the individual tranche of the Restricted Share Award is issued.

Key performance indicator "**Adjusted EBITDA**"

Adjusted EBITDA is a [financial ratio](#) that expresses a company's sustainable cash flow from operating activities before taxes. Adjusted EBITDA is calculated on the basis of the audited and approved

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consolidated financial statements (IFRS) of Evotec SE for the respective performance measurement period.

To measure performance, Adjusted EBITDA is calculated for the performance measurement period and compared with the Adjusted EBITDA forecast for the financial year in the first quarter of that year. The forecast and the actual financial ratio for the previous year are published in the annual report.

The key performance indicator for the respective performance measurement period is achieved when Adjusted EBITDA corresponds to or exceeds forecast Adjusted EBITDA. The Minimum Target is achieved when Adjusted EBITDA corresponds to or exceeds 75% of forecast Adjusted EBITDA.

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

The following applies to the exercise (also partial) of the issued Restricted Share Awards in each tranche:

- If the Minimum Target for the Key Performance Indicator is not achieved in a performance measurement period (i.e. in a financial year), 25% of the entire Restricted Share Awards in that tranche expire at the end of the Waiting Period.
- If the Target for the Key Performance Indicator is achieved in a performance period, i.e. a financial year, then 25% of the entire Restricted Share Awards in each tranche may be exercised after expiry of the Waiting Period in a ratio of 1:1, i.e. one Restricted Share Award entitles the holder to subscribe for one whole share in Evotec SE.
- If the Minimum Target for the Key Performance Indicator is achieved in a performance period, but the Target is not, then 25% of the entire Restricted Share Awards may be exercised after expiry of the Waiting Period in a ratio corresponding to the actual achievement in the performance measurement period on a linear basis from 1:0.5 to 1:1.
- If the calculation does not result in a whole number of exercisable Restricted Share Awards, then the number is commercially rounded to one digital place.
- After each of the four Performance Measurement Periods (i.e. each financial year) for a tranche has ended, the achievement of the Performance Indicator is determined for the respective financial year and the corresponding number of subscription rights are

calculated and provisionally set. At the end of all the Performance Measurement Periods, i.e. the four financial 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.

For all participants the exercisable number of subscription rights in each tranche at the end of the Waiting Period can be reduced or forfeit completely, based on special rules for the end of the beneficiary's service or employment contract.

(6) Remuneration cap (only for Management Board)

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 400%, 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 400 % of the issue value at which the respective tranche was granted. The surplus subscription rights are forfeit without compensation.

In the event of extraordinary 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.

(7) Exercise date and exercise price

After expiry of the Waiting Period, Restricted Share Awards issued in a tranche and the resulting subscription rights may only be exercised once during the term of the Restricted Share Awards. They must be exercised within a period of no more than twelve months from the end of the respective Waiting Period ("**Exercise Period**"). Restricted Share Awards and the resulting subscription rights may generally be exercised throughout the Waiting Period, subject to any statutory restrictions (e.g. in subject to 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. This does not apply to any statutory restrictions or lock-up periods. Lock-up periods are the following periods: (i) the three-week periods that end on the date of the press conference to present the financial statements and the date on which the company publishes a quarterly, half-yearly or annual financial report and (ii) the period from the start of the date on which the company publishes in the company gazette an offer to subscribe for new shares or convertible bonds or warrants until the end of the

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subscription period (plus any extension). Notwithstanding (9), the Restricted Share Awards that are still exercisable at the end of the term, but have not yet been exercised by their beneficiary, are exercised automatically without the beneficiary taking any action, by letting the corresponding shares come into existence and then having them sold for the benefit of the beneficiary directly afterwards on the stock exchange by a third party appointed by the company.

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.

(8) 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.

(9) 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.

(10) Other rules

For the implementation of this resolution toward executives and employees of affiliated companies abroad, the company's Management Board, or if the members of the Management Board are concerned, the Supervisory Board, 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.

(11) Regulation of details

The Supervisory Board is authorised to determine further details for the granting and fulfilment of Restricted Share Awards and resulting subscription rights, and for the issue of shares from the contingent capital increase and further conditions of the RSP 2020, including the

determination of conditions for subscription rights, to the extent that members of the Management Board of Evotec SE are affected. Otherwise, the Management Board is authorized 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 including any additional rules, determination of the Issue Date, 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 € 1,200,000.00 through the issue of up to 1,200,000 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 General Meeting on 16 June 2020 under agenda item 6 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 6 a) sub-paragraph 8 of the General Meeting resolution of 16 June 2020 as the issue amount; Section 9, para. 1 AktG remains unaffected.

The new shares are entitled to dividends for the first time for the financial year for which, at the time of their issue, no 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 section 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.

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c) Changes to the Articles of Association

Article 5 of the Articles of Association is expanded by the following new paragraph 6:

“(6) The share capital of the company is increased on a contingent basis by up to € 1,200,000.00 through the issue of up to 1,200,000 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 General Meeting on 16 June 2020 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) of the General Meeting resolution of 16 June 2020 as the issue amount; § 9, para. 1 AktG remains unaffected. The new shares are entitled to dividends for the first time for the financial year for which, at the time of their issue, no General Meeting resolution as to the appropriation of the net income has taken place. The Management Board, or to the extent that the members of the Management Board are concerned, 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 Article 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.”

7. Resolution on the revision of Article 15 para. 4 of the Articles of Association (attendance right)

The conditions for attending the Annual General Meeting and exercising voting rights have been amended by the Act Transposing the Second Shareholder Rights Directive (“**ARUG II**”, Federal Gazette I (2019), p. 2637 ff.). Large parts of ARUG II took effect as of 01 January 2020. In accordance with Section 26j para. 4 EGAktG the amendments to Section 123 para. 4 sentence 1 AktG and the new Section 67c AktG only apply from 03 September 2020 and apply for the first time to general meetings convened after 03 September 2020. They will therefore apply before the company’s Annual General Meeting in 2021.

In order to avoid different rules in the legislation and in the Articles of Association on evidence for attendance at the company’s Annual General Meeting or the exercise of voting rights, a resolution should be taken now on amending the Articles of Association. By filing the changes with the Commercial Register accordingly, the Management Board should ensure that the amendments only take effect as of 03 September 2020.

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

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Article 15 para. 4 of the Articles of Association is reworded as follows:

"(4) All shareholders are entitled to attend the Annual General Meeting and exercise their voting rights at the Annual General Meeting who have registered with the company beforehand in accordance with the following provisions and provided the company with evidence of their right to attend the Annual General Meeting and exercise their voting rights.

Registration must take place in text form (Sec. 126b German Civil Code, BGB) in German or English, stating the number of shares to which the registration refers. It must be received by the company at the address mentioned in the invitation at least six days before the Annual General Meeting. The invitation may set a shorter deadline, to be defined in days.

Evidence of shareholding in text form (Sec. 126b BGB) is sufficient and necessary as evidence for the right to attend the Annual General Meeting and exercise voting rights. Evidence of shareholding in text form (Sec. 126b BGB) from the final intermediary as defined in Sec. 67c para. 3 AktG is sufficient. The evidence must refer to the start of the 21st day before the Annual General Meeting and must be received by the company at the address mentioned in the invitation at least six days before the Annual General Meeting. The invitation may set a shorter deadline, to be defined in days. The preceding rule does not apply to the appointment as proxies of intermediaries (especially banks), shareholder associations and other equivalent persons under the provisions of securities law; Sec. 135 AktG applies accordingly."

The Management Board is instructed only to file the amendment to the Articles of Association for entry in the Commercial Register after 03 September 2020.

* * *

Documents made available to the shareholders

From the date on which the Annual General Meeting is convened onwards, the following documents are accessible online at <http://www.evotec.com> in the section "Invest", "Annual General Meeting":

- the documents mentioned in item 1 of the agenda

Any opposing motions, proposals for election and requests for additional agenda items from shareholders received by the company will also be made available on the aforementioned website.

Total number of shares and voting rights

At the time of convening the Annual General Meeting, the Company's share capital amounts to € 149,796,449.00. It is divided into 151,267,190 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

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Annual General Meeting amounts to 151,267,190 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.

Information about the virtual Annual General Meeting

The company's Annual General Meeting on 16 June 2020 is being held with the approval of the Supervisory Board in accordance with the COVID-19 Act (Art. 2 of the Act to mitigate the consequences of the COVID-19 pandemic in civil, insolvency and criminal proceedings, Federal Gazette I 2020, p. 569) as a virtual Annual General Meeting without the physical presence of shareholders or their proxies (with the exception of the company proxies), with the option of joining the meeting electronically.

The entire Annual General Meeting will be transmitted by video and audio in a **password-protected online service** for duly registered shareholders and their proxies at www.evotec.com in the section "Invest", "Annual General Meeting" on 16 June 2020 from 10.00 a.m. CEST.

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 postal vote or by appointing one of the proxies designated by the company. Electronic participation in the Annual General Meeting as defined in Sec. 118 para. 1 sentence 1 AktG is not possible.

Conditions for exercising shareholder rights, particularly voting rights, and joining the Annual General Meeting electronically

Pursuant to Art. 15 para. 4 of the Articles of Association, each shareholder is entitled to exercise his/her voting rights in the Annual General Meeting and join the Annual General Meeting electronically, who registers with the Company in text form prior to the Annual General Meeting (Sec. 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) from 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 following postal address, telefax number or e-mail address (the **registration address**) by no later than **midnight (CEST) on 09 June 2020**:

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

Telefax: +49 0 89 88 96 906 33
Email: anmeldung@better-orange.de

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The specific evidence of share ownership must relate to the beginning of the twelfth day prior to the date of the Annual General Meeting, in other words, **midnight on 26 May 2020** (CEST) (the **record date**).

After receipt of the registration and specific evidence of the share ownership, the shareholders will be sent access data for using the password-protected online service. We ask shareholders to register and send the company evidence of their share ownership in good time.

Registered holders of American Depositary Receipts (ADRs) will 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@eq-us.com). If you have any questions regarding the exercise of your voting rights, 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 exercise of shareholder rights, particularly voting rights, and for joining the Annual General Meeting electronically. In relation to the Company, only someone who has provided the necessary evidence is entitled to exercise their shareholder rights at the Annual General Meeting, in particular to exercise their voting rights and to join the Annual General Meeting electronically as a shareholder. The exercise of shareholder rights at the Annual General Meeting 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 exercise of shareholder rights at the Annual General Meeting, particularly for the scope of voting rights, and for joining the Annual General Meeting electronically, 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 effect on the exercise of shareholder rights at the Annual General Meeting and the scope of voting rights. The same applies to additional purchases of shares after the record date. People who do not own any shares as of the record date and only become shareholders afterwards do not have any rights at the Annual General Meeting, 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

Shareholders are informed that their voting right can be exercised in the Annual General Meeting by a proxy, e.g. by an intermediary, an association of shareholders, a voting advisor or another person of their choice. 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.

Proxies may also not physically attend the Annual General Meeting. They may only exercise voting rights for the shareholders they represent in the context of their power of attorney by postal voting or by giving a (sub) power of attorney to the company proxy. Use of the password-protected online service by the proxy is subject to the condition that the proxy receives from the shareholder the corresponding access data sent to the

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shareholder after registration for the virtual Annual General Meeting and evidence of share ownership has been provided in due form.

Unless otherwise required by law, the company must be notified of the proxy, its revocation and evidence of the proxy in text form. For the authorisation of an intermediary, a shareholders' association, a voting advisor or a person, association, institution or entity equivalent to these pursuant to § 135 para. 8 AktG, special provisions may apply. Shareholders are requested to consult with the proxy in such a case, regarding a possible form of power of attorney that may be required.

Evidence of the proxy or its amendment or revocation may be sent to the company by no later than midnight CEST on 15 June 2020 at the following postal address, fax number or email address

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

Telefax: +49 (0) 89 88 96 906 55
Email: evotec@better-orange.de

or by using the password-protected online service at www.evotec.com in the section "Invest", "Annual General Meeting". The date of reception by the company is decisive.

On the date of the Annual General Meeting proxies can only be notified, amended or revoked until voting begins, by using the password-protected online service available at www.evotec.com in the section "Invest", "Annual General Meeting".

The aforementioned communication methods are also available until the times mentioned above if the proxy is intended to be appointed in the form of a declaration to the Company; separate evidence of appointing the proxy is not necessary in this case. An existing proxy may also be revoked or amended by notifying the company directly using the above communication methods until the times mentioned above.

There is no requirement for text form when appointing intermediaries, shareholder associations, voting advisers or other equivalent persons or institutions pursuant to Sec. 135 para. 8 AktG. In these cases the provisions of Sec. 135 AktG and possibly other special rules have to be followed, however, which are defined by the specific proxies and can be obtained from them.

Shareholders wishing to appoint another person as a proxy can use the corresponding form, which will be sent after registration and evidence of share ownership. The form can also be downloaded from the company website at www.evotec.com, in the section "Invest", "Annual General Meeting".

Procedure for voting by proxy appointed by the Company

Shareholders can exercise their voting rights by appointing the company proxy, who is bound to follow instructions. 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.

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Powers of attorney and instructions for the company proxies may be notified, amended or revoked until voting starts at the virtual Annual General Meeting on 16 June 2020 by post, fax or email to the postal address, fax number or email address mentioned above in the section "Procedure for voting by a proxy" not later than midnight CEST on 15 June 2020 or by using the appropriate procedure in the password-protected online service at www.evotec.com in the section "Invest", "Annual General Meeting".

The form will be sent after registration and evidence of share ownership has been provided in due form and can also be downloaded from the company website at www.evotec.com, in the section "Invest", "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. The Company's proxies are obliged to vote in accordance with instructions. If individual voting takes place on an agenda item, the instructions apply to each sub-item of the individual voting. 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.

Postal voting

Duly registered shareholders can also cast their vote in text form or by using electronic communications (postal vote). Shareholders wishing to cast their vote by post must also register on time, providing the specific evidence of share ownership.

Postal votes may be sent, amended or revoked until voting starts at the virtual Annual General Meeting on 16 June 2020 by post, fax or email to the postal address, fax number or email address mentioned above in the section "Procedure for voting by a proxy" not later than midnight CEST on 15 June 2020 or by using the appropriate procedure in the password-protected online service at www.evotec.com in the section "Invest", "Annual General Meeting".

The form will be sent after registration and evidence of share ownership has been provided in due form and can also be downloaded from the company website at www.evotec.com, in the section "Invest", "Annual General Meeting".

Rights of shareholders pursuant to Art. 56 sentence 2 and 3 SE-VO, Sec. 50 para. 2 SEAG, Sec 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG in conjunction with Sec. 1 COVID-19-Act

Right to add items to the agenda pursuant to Art. 56 sentence 2 and 3 SE-VO, Sec. 50 para. 2 SEAG, Sec. 122 para. 2 AktG

Shareholders, whose shares alone or collectively represent 5% (corresponds to 7,563,359 shares) 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 para. 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.

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

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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 16 May 2020**. 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 at the internet address <http://www.evotec.com> in the section “Invest”, “Annual General Meeting” and notified to shareholders.

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

Shareholders are entitled to file motions opposing a proposal by the Management Board and Supervisory Board regarding a specific agenda item. Any opposing motions must be received by the Company in writing, by telefax or email by no later than by **midnight (CEST) on 01 June 2020**, 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-(0)40560 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 <http://www.evotec.com> in section “Invest”, “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 exclusion elements exist pursuant to Sec. 126 para. 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.

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Proposals for election by shareholders pursuant to Art. 53 SE-VO, Sec. 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.

Shareholders' right to ask questions pursuant to Art. 53 SE-VO, Sec. 131 para. 1 AktG in conjunction with Sec. 1 para. 2 sentence 1 No. 3, sentence 2 COVID-19-Act

Notwithstanding Sec. 131 AktG, registered shareholders have no information rights at the virtual Annual General Meeting on 16 June 2020. Instead, they have the opportunity of submitting questions before the Annual General Meeting. This does not imply the right to an answer, however. The Management Board decides at its own professional discretion whether to answer the questions. The Management is not obliged to answer all questions; in particular it may combine questions and select sensible questions in the interests of the other shareholders; it may prefer shareholder associations and institutional investors with significant voting rights. It is possible that the questioner is mentioned by name when the question is answered. Please note the additional comments on shareholder rights and data protection at the end of this convening document.

Questions from shareholders must be submitted no later than two days before the general meeting, i.e. midnight CEST on 13 June 2020 via the password-protected online service on the company website, www.evotec.com, in the section "Invest", "Annual General Meeting".

No questions may be asked during the virtual Annual General Meeting.

Comments on the rights of shareholders pursuant to Art. 56 sentence 2 and 3 SE-VO, Sec. 50 para. 2 SEAG, Sec 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG in conjunction with Sec. 1 COVID-19-Act may also be viewed online at <http://www.evotec.com> in the section "Invest", "Annual General Meeting".

Audio and video online transmission of the Annual General Meeting

On 16 June 2020 from 10.00 a.m. CEST registered shareholders and their proxies may follow the entire general meeting by live audio and video stream via the password-protected online service on the company website <http://www.evotec.com>, in the section "Invest", "Annual General Meeting".

After registration has been received and evidence of share ownership has been provided in due form, shareholders will be sent the access data for using the password-protected

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online service on the company website <http://www.evotec.com>, in the section “Invest”, “Annual General Meeting”.

The transmission of the Annual General Meeting does not enable attendance within the meaning of Sec. 118 para. 1 sentence 2 AktG (electronic or online attendance).

Objections against resolutions taken at the Annual General Meeting

Registered shareholders and their proxies who have exercised their voting rights by postal vote or by appointing and instructing the company proxy may lodge an objection against a resolution taken at the Annual General Meeting via the the password-protected online service on the company website <http://www.evotec.com>, in the section “Invest”, “Annual General Meeting”, from the beginning of the virtual Annual General Meeting on 16 June 2020 until the end of the virtual Annual General Meeting, in accordance with Art. 53 SE-VO, Sec. 245 no. 1 AktG in conjunction with Sec. 1 para. 2 no. 4 COVID-19-Act.

Reference to the Company’s website

The information pursuant to Art. 53 SE-VO, Sec. 124a AktG regarding the Annual General Meeting can be found on the Company’s website at <http://www.evotec.com> in the section “Invest”, “Annual General Meeting”. The results of the votes shall be announced at the same internet address after the Annual General Meeting.

Notes on data protection

When shareholders register for the virtual Annual General Meeting, appoint a proxy, use the password-protected online service and join the virtual Annual General Meeting electronically, we process their personal data (e.g. name and surname, address, email address, number and type of shares, how shares are held and the individual access data for using the password-protected online service) and personal data of their proxies, if applicable. This takes place in order to enable shareholders or their proxies to attend and exercise their rights in connection with the virtual Annual General Meeting.

The controller for the processing of your personal data is:

Evotec SE
Manfred Eigen Campus
Essener Bogen 7
22419 Hamburg, Germany
Telefax: +49-(0)40560 81 333
Hauptversammlung@evotec.com

If we use service providers to implement the Annual General Meeting, they only process these personal data on our behalf and otherwise have an obligation of confidentiality.

If as a shareholder you make use of the opportunity to submit questions and your questions are dealt with at the virtual Annual General Meeting, this may entail the mention of your name. Your name may come to the attention of the other people attending the Annual General Meeting.

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When the statutory conditions are met, all data subjects have a right at any time to access, rectification, restriction of processing, erasure and objection concerning the processing of their personal data, as well as the right to data portability and to lodge a complaint with a competent data protection authority.

Further information about the processing of personal data in connection with the virtual Annual General Meeting and your rights under the General Data Protection Regulation can be retrieved at any time from our website <https://www.evotec.com/data-protection-shareholders> or obtained from the following address: Evotec SE, Manfred Eigen Campus, Essener Bogen 7, 22419 Hamburg (Germany), Fax: +49 (0)40 560 81 333, Hauptversammlung@evotec.com.

Hamburg, May 2020

Evotec SE

Management Board

Curriculum Vitae of Mr Kasim Kutay

Academic qualifications: M.Sc. London School of Economics

Profession: CEO of Novo Holdings A/S

Resident: Hellerup, Denmark

Personal details

Year of birth: 1965

Nationality: British

Member of the Supervisory Board of Evotec SE

n/a

Education

1987 London School of Economics

Master in Economics

1986 London School of Economics

Bachelor in Economics

Professional experience

Since 2016 Novo Holdings A/S

Executive Board Chairman (CEO)

2009 – 2016 Moelis & Co.

Managing Director, Co-Head of Europe and member of the Global Management Committee

2007 – 2009 SUN Group

Managing Director and Head of Financial Solutions

1989 – 2007 Morgan Stanley

Various positions, latterly Chairman of the European Health Group

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Seats on other statutory German supervisory boards or comparable domestic or foreign supervisory boards of commercial entities

Novo Nordisk A/S (Member of the Board of Directors)

Novozymes A/S (Member of the Board of Directors)

Other significant activities in addition to the Supervisory Board seat

Gimv NV (Member of the Advisory Board)

Chelsea and Westminster Hospital NHS Foundation Trust (Member of the Board)

Relevant knowledge, skills and experience

Mr Kasim Kutay (born in 1965, British citizen) has been CEO of Novo Holdings A/S since September 2016.

From 2009 to 2016 Mr Kutay was Managing Director, Co-Head Europe at Moelis & Co. In this senior position he was responsible for the European market. He was also a member of the Global Management Committee of Moelis & Co.

Mr Kutay previously held various senior international management positions at Morgan Stanley, latterly as Chairman of the European Healthcare Group. In these roles Mr Kutay worked with healthcare companies on an international basis, including companies based in Europe, the USA, Japan and China.

Mr Kutay also has seats on other supervisory boards. He is a member of the Supervisory Board of Novo Nordisk A/S and Novozymes A/S.

He holds an M.Sc. degree from the London School of Economics.

His long-standing, wide-ranging experience as a financial adviser to the pharmaceutical, biotech and medical devices sectors mean he has extensive knowledge of the industry. His particular focus on strategy and investment means that Mr Kutay would be an ideal complement to the range of competences on the potential Supervisory Board of Evotec SE.

Personal or commercial relations in accordance with C.6 to C.12 of the German Corporate Governance Code.

Notwithstanding his position as Chief Executive Officer of Novo Holdings A/S, Mr Kasim Kutay should be considered an independent Supervisory Board member. Novo Holdings A/S holds slightly more than 10% of the voting shares in Evotec SE and therefore has a material interest in Evotec SE within the meaning of recommendation C.13 of the German Corporate Governance Code as amended on 16 December 2019. Nevertheless,

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Novo Holdings A/S is not a controlling shareholder as defined in C.9 of the German Corporate Governance Code as amended on 16 December 2019. The shareholder (and so therefore Mr Kutay) would not be independent if there were a control agreement with the shareholder or it held an absolute majority of the voting rights or at least a sustained majority at general meetings. A share of voting rights of just over 10% does not constitute a sustained majority at general meetings for Novo Holdings A/S, so there is neither a permanent conflict of interests nor any dependence on the basis of de facto voting majorities, particularly since the number of votes cast in past general meetings regularly represented well over 40% of share capital.