

**Group Policy on Insider Information****Document:**

Revision version No. 2

**Effective Date:**

3 November 2021

**Author:**

Legal &amp; Compliance Department

**Reviewed by:**

-

**Approved by:**Management Board and  
Supervisory Board on: 9 July  
2021

# Group Policy on Insider Information

1. Objective .....	2
2. What is insider information .....	2
3. Insider rules .....	3
4. Projects .....	4
5. Pre-clearance & Blackouts .....	4
6. Rule 10B5-1 Plans .....	6
7. Measures aimed at organizing/complying with insider rules...	6
8. Consequences of violations & criminal proceedings.....	6
9. Effectiveness .....	7

As the shares of Evotec SE ("Company") are admitted to trading on the Frankfurt Stock Exchange and the American Depositary Shares are listed on Nasdaq, all securities transactions are subject to securities legislation, including the EU Market Abuse Regulation (596/2014) and the German Securities Trading Act (WpHG) as well as the securities laws and regulations of the United States. These laws regulate the disclosure/publication and prohibit the unlawful use of insider information for equity trading. The Management Board has issued this Group policy (the "Policy") on insider information in order to protect the Company's employees and the Company. This Policy applies to all members of the Management and Supervisory Board as well as all other employees of the Company and its subsidiaries, including family members and household members of such persons. Transactions subject to this Policy include those in respect of the Company's shares, American Depositary Shares, options to purchase shares or any other type of security the Company may issue, including (but not limited to), preferred shares, convertible notes and warrants, as well as derivative securities that are not issued by the Company, such as exchange-traded put or call options or swaps relating to the Company's securities.

## **1. OBJECTIVE**

The disclosure/publication and use of insider information is prohibited by German, European and US legislation, as well as by many others, and is subject to criminal proceedings.

The Company complies with all applicable laws and regulations. The Policy was created for information purposes and aims to ensure compliance with these laws and regulations within the Company group worldwide. The Company also intends not to unreasonably restrict the free trading of affected persons. The Policy is applied according to the specific circumstances at hand. The Company's independent consultants and (potential) cooperation or business partners are personally responsible for ensuring the proper handling of insider information.

## **2. WHAT IS INSIDER INFORMATION**

Insider information is any material information of a precise nature about non-public facts ("material nonpublic information") relating, directly or indirectly, to the Company and/or its securities that if published, is likely to have a material impact on the price of securities of the Company, whether negative or positive. Information is considered "material" if a reasonable investor would consider that information important in making a decision to buy, hold or sell securities. There is no bright-line standard for assessing materiality; rather, materiality is based on an assessment of all of the facts and circumstances. Information shall also be deemed to be of a precise nature if it indicates future circumstances reasonably expected to occur, where it is specific enough to enable a conclusion to be drawn as to the possible effect of the circumstances or event on the prices of the securities of the Company.

In a protracted process the intermediate steps may also constitute precise information.

On this basis, the Company's insider information constitutes the knowledge of Management Board members, Supervisory Board members, administration, executives, employees and consultants of the Company about material nonpublic information that they gain within the context of their activities for the Company, where publication of such knowledge would likely have a considerable impact on the Company's stock price. Insider information of this kind can arise particularly within the context of work on projects, such as company mergers, company acquisitions, disposals of assets, capital increases, important capital markets transactions, important licence agreements or other collaborations, major clinical trials, etc., and prior to the proper publication of the Company's financial key figures (quarterly results, interim results and annual results). The events specified below are also usually considered insider information:

- projections of future earnings or losses, or other earnings guidance, or any material changes thereto (to the extent not already made public);

- bank borrowings or other financing transactions out of the ordinary course of business;
- issue of new shares (e.g. capital increase, granting stock options);
- capital reductions, stock-splits, or share repurchase programmes;
- other material changes in the capital structure, such as unforeseeable and extraordinary revenue gains or losses, or events that will likely result in a change of this type to the earnings performance (e.g. a major product liability case, extremely high restructuring costs, etc.);
- company mergers, company acquisitions, disposals of assets, spin-off of a company division, loss of a material business segment;
- restructuring or bankruptcy of the Company or the Company group;
- conclusion or cancellation of an important strategic alliance;
- development or purchase of products or technologies with high market value;
- material related party transactions ;
- the gain or loss of material licence agreements or other collaborations, or of customers or suppliers;
- results of larger clinical trials;
- material changes in the Company's market position;
- material changes in senior management, the Management Board or the Supervisory Board;
- unexpected changes in auditors or notification that an auditor report may no longer be relied upon;
- material pending or threatened litigation, or the resolution of such litigation;
- material cybersecurity incidents; and
- the imposition of a ban on trading in the Company's securities.

**When information is considered publicly disclosed:**

Information that has not been disclosed to the public is generally considered to be nonpublic information. In order to establish that the information has been disclosed to the public, it may be necessary to demonstrate that the information has been "widely disseminated". Information generally would be considered widely disseminated if it has been disclosed through a broadly distributed press release or public disclosure of documents filed with the SEC that are available on the SEC's website. By contrast, information would likely not be considered widely disseminated if it is available only to the Company's employees, or if it is only available to a select group of analysts, brokers and institutional investors.

Under the provisions of European and German law on the disclosure of material nonpublic information, an information generally would be considered widely disseminated if it has been disclosed through a media cluster.

**3. INSIDER RULES**

An insider, i.e. a person with Company insider knowledge, must adhere to the following rules:

**(I) Obligation to maintain confidentiality:**

Insider information must be treated as strictly confidential and may not be made accessible to non-insiders inside or outside of the Company, including but not limited to, family or household members, friends, business associates, investors and expert consulting firms. The disclosure of any insider information to persons inside or outside of the Company must be strictly limited to persons who require this information and made in accordance with the securities laws and Company's policies regarding the protection or authorized external disclosure of information regarding the Company. The disclosure of insider information is permitted only if a person in that group requires this insider information in order to perform their role for the Company. Further, any material nonpublic information may not be disclosed to persons within the Company whose jobs do not require them to have that information.

Other persons may not assist anyone engaged in unlawfully disclosing material nonpublic information.

- (ii) **Trading ban:** Insiders may not buy, sell or otherwise trade equity securities (stocks, non-voting equity securities, options and their derivatives) of the Company and/or other listed companies in which the Company holds an investment for themselves or for a third party in their own name or on behalf of a third party.

Additionally, no member of the Management Board or Supervisory Board or any other employee of the Company who, in the course of working for the Company, learns of material nonpublic information about a company with which the Company does business, including a customer or supplier of the Company, may trade in that Company's securities until the information becomes public or is no longer material.

- (iii) **No trading recommendations:** Trading recommendations (whether express or implied) to non-insiders to purchase or sell any Company securities are not permitted. Non-insiders who trade based on the insider information may also be subject to criminal proceedings.

- (iv) **No exceptions:** There are no exceptions to this Policy, except as specifically noted herein. Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure), or small transactions, are not exempted from this Policy. The securities laws do not recognize any mitigating circumstances, and, in any event, even the appearance of an improper transaction must be avoided to preserve the Company's reputation for adhering to the highest standards of conduct.

#### 4. PROJECTS

Any time information (e.g. about a certain project) reaches a level where it is likely to affect the Company's share price, the responsible ad-hoc committee compiles an insider list and informs the relevant persons (e.g. project participants) about their inclusion on the list. However, the mere inclusion of information on the insider list does not mean that the Company suspects the existence of insider information at that time which would, in principle, make an ad-hoc publication necessary. When including information on the insider list, the insider rules, particularly the obligation to maintain confidentiality and the trading ban, should be strictly complied with in order to avoid any possible penalties.

The responsible ad-hoc committee decides on extending the insider group, updates the insider list immediately and informs all insiders. All insider lists are archived and the Company's legal department maintains a list of all insider topics of the Company group with the relevant status, which is updated on a continuous basis.

#### 5. PRE-CLEARANCE & BLACKOUTS

The Company has established additional procedures in order to assist the Company in the administration of this Policy, to facilitate compliance with laws prohibiting insider trading while in possession of material nonpublic

information, and to avoid the appearance of any impropriety. These additional procedures are applicable only to those individuals described below.

Pre-Clearance Procedures: Persons discharging managerial responsibilities, i.e. Supervisory Board members, Management Board members, as well as senior executives who have regular access to material nonpublic information and are authorized to make significant business decisions ("Covered Senior Persons") and any persons designated by the General Counsel as being subject to these procedures, as well as the family members and controlled entities of such persons, should not engage in any transaction in Company securities without first obtaining pre-clearance of the transaction from the General Counsel. A request for pre-clearance should be submitted to the General Counsel at least two business days in advance of the proposed transaction. The General Counsel is under no obligation to approve a transaction submitted for pre-clearance, and may determine not to permit the transaction. If a person seeks pre-clearance and permission to engage in the transaction is denied, then he or she should refrain from initiating any transaction in Company securities, and should not inform any other person of the restriction.

Before a request for pre-clearance is made, the requestor should carefully consider whether he or she may be aware of any material nonpublic information about the Company, and shall describe fully those circumstances to the General Counsel. The requestor shall also indicate whether he or she has effected any non-exempt "opposite-way" transactions within the past six months, and should be prepared to report the proposed transaction on an appropriate Form 4 or Form 5. The requestor should also be prepared to comply with SEC Rule 144 and file Form 144, if necessary, at the time of any sale.

If a person seeks pre-clearance and permission to engage in the transaction is granted, then such trade must be effected within five business days of receipt of pre-clearance unless an exception is granted. Such person must promptly notify the General Counsel following the completion of the transaction. A person who has not effected a transaction within the time limit should not engage in such transaction without again obtaining pre-clearance of the transaction from the General Counsel.

Quarterly Blackout Periods: Covered Senior Persons may not conduct any transactions involving the Company's securities (other than as specified by this Policy), during a "Blackout Period" beginning thirty calendar days prior to the publication of an interim financial statement or an annual financial statement and ending with the close of the day of the release of such statement. In other words, these persons may only conduct transactions in Company securities during the "Window Period" beginning the day after the public release of the Company's interim financial statement or annual financial statements (or a pre-release of all key financial information) and ending thirty days prior to the announcement of an interim financial statement or an annual financial statement. However, an earlier publication of preliminary financial results or other pre-release of key financial information may end the closed period prior to the publication of the respective financial statement.

Event-Specific Blackout Periods: From time to time, an event may occur that is material to the Company and is known by only a few members of the Supervisory Board, Management Board and/or employees, such as a cybersecurity incident or planned material transaction. So long as the event remains material and nonpublic, the persons designated by a specific committee consisting of participants from Company's Management Board, Legal department and Communication/Investor Relations (the Ad Hoc Committee) may not trade Company securities. In addition, the Company's financial results may be sufficiently material in a particular fiscal quarter that, in the judgment of the Ad Hoc Committee, designated persons should refrain from trading in Company securities even sooner than the typical Blackout Period described above. In that situation, the Ad Hoc Committee may notify these persons that they should not trade in the Company's securities, without disclosing the reason for the restriction. The existence of an event-specific trading restriction period or extension of a Blackout Period will not be announced to the Company as a whole, and should not be communicated to any other person. Even if the Ad Hoc Committee has not designated a specific person who should not trade due to an event-specific restriction, said person should not trade while aware of material nonpublic information.

Further, the requirement for pre-clearance, the quarterly trading restrictions and event-driven trading restrictions do not apply to transactions conducted pursuant to approved Rule 10b5-1 plans, described under the heading "Rule 10b5-1 Plans.]

## **6. RULE 10B5-1 PLANS**

Rule 10b5-1 under the Exchange Act provides a defense from insider trading liability under Rule 10b-5. In order to be eligible to rely on this defense, a person subject to this Policy must enter into a Rule 10b5-1 plan for transactions in Company securities that meets certain conditions specified in the Rule (a "Rule 10b5-1 Plan"). If the plan meets the requirements of Rule 10b5-1, Company securities may be purchased or sold without regard to certain insider trading restrictions. To comply with the Policy, a Rule 10b5-1 Plan must be approved by the General Counsel and meet the requirements of Rule 10b5-1. In general, a Rule 10b5-1 Plan must be entered into at a time when the person entering into the plan is not aware of material nonpublic information. Once the plan is adopted, the person must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. The plan must either specify the amount, pricing and timing of transactions in advance or delegate discretion on these matters to an independent third party.

Any Rule 10b5-1 Plan must be submitted for approval five days prior to the entry into the Rule 10b5-1 Plan. No further pre-approval of transactions conducted pursuant to the Rule 10b5-1 Plan will be required.

## **7. MEASURES AIMED AT ORGANIZING/COMPLYING WITH INSIDER RULES**

Every person who comes into contact with insider information is obligated ethically and legally to take all appropriate measures to ensure the confidentiality and non-use of insider information relating to the Company or the Company's securities. Each person is responsible for making sure that he or she complies with this Policy, and that any family member, household member or entity whose transactions are subject to this Policy, as discussed below, also comply with this Policy. The circle of insiders must be kept as small as possible based on the strict application of the need-to-know principle as well as by screening for possible conflicts and establishing organisational separations such as "firewalls" between the various departments (such as between the M&A and Partnership/Licensing/Business Development departments and the Treasury department).

The responsibility for determining whether a person is in possession of material nonpublic information rests with that individual, and any action on the part of the Company, the General Counsel or any other employee or member of the Management or Supervisory Board pursuant to this Policy (or otherwise) does not in any way constitute legal advice or insulate an individual from liability or criminal prosecution under applicable securities laws.

This Policy continues to apply to transactions in Company securities even after a person's termination of service to the Company. If a person is in possession of material nonpublic information when his or her service terminates, that individual may not trade in Company securities until that information has become public or is no longer material. The pre-clearance procedures specified under the heading "Pre-Clearance and Blackouts" above, however, will cease to apply to transactions in Company securities upon the expiration of any Blackout Period or other Company-imposed trading restrictions applicable at the time of the termination of service.

## **8. CONSEQUENCES OF VIOLATIONS & CRIMINAL PROCEEDINGS**

Infringements of the insider rules and insider trading laws may constitute a criminal act that is punishable by imprisonment and/or a fine for the persons involved in trading and/or for the Company. Infringements also constitute a breach of the employment agreement and may entail disciplinary measures for the employee pursuant to employment law, including termination without notice based on good cause.

## **9. EFFECTIVENESS**

This Policy was resolved by the Management Board on 9 July 2021 and shall be effective only upon the completion of our initial public offering of American Depositary Shares on Nasdaq. As at the effective date of this Policy, the previous insider rules of the Company shall be superseded and replaced by these new rules.

All questions regarding this Policy should be directed to the Global Compliance Team.