



**Evotec AG**

**Hamburg**

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

**- WKN 566 480 -**

We hereby invite our shareholders to the

**Annual General Meeting 2015**

to be held on Tuesday, 09 June 2015, at 10.00 a.m., at Terminal Tango, Hamburg Airport, Flughafenstrasse 1, D-22335 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 2014, as approved by the Supervisory Board, the management reports for Evotec AG and the Group for fiscal year 2014, 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 16 March 2015, 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 2014.**

The Supervisory Board and the Management Board propose that the actions of the members of the Management Board for fiscal year 2014 be formally approved.

- 3. Resolution regarding formal approval of the actions of the members of the Supervisory Board for fiscal year 2014.**

The Supervisory Board and the Management Board propose that the actions of the members of the Supervisory Board for fiscal year 2014 be formally approved.

- 4. Resolution regarding the appointment of the auditor for the annual financial statements and the consolidated financial statements for fiscal year 2015.**

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 2015.

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 Vice Chairman of the Supervisory Board, Dr Walter Wenninger, 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 and his post as Vice Chairman with effect from the close of the Annual General Meeting on 09 June 2015.

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. Section 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:

**Dr Elaine Sullivan**, resident in Dublin, Republic of Ireland, is Chief Executive Officer of Carrick Therapeutics Ltd.

Since January 2015, Dr Elaine Sullivan has been Chief Executive Officer of Carrick Therapeutics Ltd. From 2011 to 2014, she served as Vice President Global External Research and Development at Eli Lilly & Company, Inc., Indianapolis, IN, USA, where she led a global workforce delivering access to business critical external innovation.

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

Dr Sullivan currently does not serve as a member of other statutory supervisory boards and comparable national and international supervisory bodies.

Dr Elaine Sullivan was born in 1961 and is a British citizen.

Due to her extensive knowledge of various aspects of drug discovery and development and her focus on developing external partnerships including spin-outs, joint ventures, and strategic alliances Dr Sullivan ideally complements the existing range of competencies of Evotec AG's Supervisory Board.

The Supervisory Board does not see any personal or professional relationships between Dr Elaine Sullivan 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 in its current version dated 24 June 2014 nor any conflicts of interests as defined by section 5.5 of the German Corporate Governance or lack of independence as defined by section 5.4.2 German Corporate Governance Code.

With regard to Dr Elaine Sullivan, the Supervisory Board considered all of the objectives regarding its composition in accordance with the provisions of the German Corporate Governance Code.

According to the Supervisory Board's vote in its current composition, the Supervisory Board intends to elect Bernd Hirsch as Vice Chairman of the Supervisory Board.

**6. Resolution on creating contingent capital for the issue of subscription rights to Management Board members of Evotec AG, members of management boards of affiliated companies in Germany and abroad and selected managers of Evotec AG and affiliated companies in Germany and abroad as part of a Share Performance Plan 2015, based on a resolution of authorisation and amendments to the Articles of Association.**

To further 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 2015 ("SPP 2015") proposed in the resolution leans on the concept of a share performance programme and is very similar to the one adopted by the Annual General Meeting on 14 June 2012 ("SPP 2012"), which has been modified for this proposal. This share performance programme is characterised by the fact that participating executives are entitled to a variable remuneration in shares, when attaining a demanding target. In contrast to a common stock option programme, when attaining a target, shares are not issued in an amount that at least corresponds to the market rate of the Company stock at the time of granting the subscription rights, but at the respectively lowest issue amount of currently € 1.00. The essential reason for this lies in the fact that in a Share Performance Programme, the value of the respective stock takes the place of cash compensation, so that stocks ideally should be issued without counter performance. A special economic advantage, compared to a common stock option programme, does not result for the participants 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. The determination of an issue amount of currently € 1.00 is from a corporate law perspective imperative, as the issue of new shares under the respective pro-rata amount of the share capital is not permitted.

The Management and Supervisory Boards therefore propose to make the following resolution:

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

The Management Board, with agreement from the Supervisory Board, is authorised until 08 June 2020 ("**Authorisation Period**") to issue 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, 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 a calculated share in the share capital of up to € 6,000,000.00, with a runtime of up to five years. A Share Performance Award grants up to two subscription rights to Company shares, which in turn entitle to the subscription of one Company share. If Share Performance Awards are forfeited, based on the retirement of Beneficiaries from Evotec AG or an affiliated company, or based on the divestiture of an affiliated company from the Evotec Group within the authorisation period, a respective amount of Share Performance Awards can be additionally issued. For the issue of stock options to members of the Management Board of Evotec AG, this authorisation solely applies to the Supervisory Board. A subscription right for shareholders of the Company does not exist. The fulfilment of exercised subscription rights can occur by choice of the Company either through making use of the contingent capital proposed for resolution under letter b) below, or through treasury shares of the Company. The granting of subscription rights for the purchase of Company shares, and the issue of these shares shall occur in accordance with the following provisions:

(1) Beneficiaries and distribution

The circle 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 distributed to the individual Groups of Beneficiaries as follows:

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

Should the Beneficiaries belong to several Groups, they will receive Share Performance Awards exclusively based on their affiliation with one group.

(2) Issuing periods (acquisition periods)

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 always within the time period of 16 weeks after the Annual General Meeting of the Company. In the first year (2015) an issue of Share Performance Awards may occur in the time period from the end of the Annual General Meeting until the completion of 16 weeks after entry of the contingent capital in the Commercial Register.

(3) Waiting period and term of the subscription rights

Share Performance Awards may be exercised for the first time after expiry of the waiting period. 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 determined by the point in time, when the Company offers the Share Performance Awards to the Beneficiaries, regardless of the time of receipt, or the acceptance of the offer (*Grant*). A different point in time within the acquisition period of the respective tranche can be determined as the Issue Date by the offer.

The term of Share Performance Awards is five years each, starting at the Issue Date.

Share Performance Awards that are not exercised or could not be exercised until the end of the term expire or forfeit without compensation. The above provision about the authorisation of a repeated issue of prematurely forfeited Share Performance Awards remains unaffected.

(4) Key performance indicators

Share Performance Awards can only be exercised, if and when key performance indicators are achieved. Key performance indicators for each individual tranche of the Share Performance Awards are determined at the professional discretion of the Supervisory Board and consist of a combination of at least two of the five key performance indicators described below and their development.

The Supervisory Board also decides at its professional discretion on the weighting of the key performance indicators for each individual tranche of the Share Performance Awards. No single key performance indicator may have a weighting of more than 70% within each individual tranche of the Share Performance Awards. When choosing the key performance indicators, their number (at least two) and their weighting

(maximum 70%), the Supervisory Board is to be guided by the Company's sustainable performance and to set challenging financial target parameters based on its approved Company planning.

Within each of the key performance indicators set forth below there also is a "**Minimum Target**" that has to be reached, so Share Performance Awards can be exercised (partially), as well as a "**Maximum Target**" that, once it is reached, allows for all Share Performance Awards to be exercised to the full amount within the framework of weighting the respective key performance indicator.

Key performance indicator "**Group Revenues**"

The key performance indicator "Group Revenues" is 100% achieved (the "**Target Group Revenues**"), once the accumulated consolidated annual revenues of Evotec AG in the Performance Measurement Period have reached the accumulated consolidated annual revenues of Evotec AG projected by the Management Board, with agreement of the Supervisory Board on the basis of a Mid-range Plan for the Performance Measurement Period. The Mid-range Plan is to be made annually by the Management Board with agreement of the Supervisory Board for a five-year time period, and should achieve sustained corporate development with ambitious, relevant goal parameters. "**Performance Measurement Period**" is the three-year time period, beginning with 01 January of the year in which the individual tranche of the subscription rights is issued.

"**Group Annual Revenues**" are the sales revenues based on the consolidated income statement. Basis for the determination of accumulated consolidated annual revenues are the audited and approved consolidated annual financial statements (IFRS) of Evotec AG of the respective Performance Measurement Period, minus sales from licensed development programmes.

The Minimum Target for the key performance indicator "Group Revenues" is reached once the accumulated consolidated annual revenues of Evotec AG have reached or exceeded 75% of the Target Group Revenues of the respective Performance Measurement Period. The Maximum Target for the key performance indicator "Group Revenues" is reached once the accumulated consolidated annual revenues of Evotec AG have reached or exceeded 125% of the Target Group Revenues for the respective Performance Measurement Period.

Key performance indicator "**Operating Income Before Impairments**"

The key performance indicator "Operating Income Before Impairments" is 100% achieved (the "**Target Income**"), once the accumulated consolidated Operating Income Before

Impairments in the Performance Measurement Period of Evotec AG reaches the accumulated consolidated Operating Income before Impairments of Evotec AG as projected by the Management Board, with consent of the Supervisory Board, on the basis of a Mid-range Plan for the Performance Measurement Period.

The **“Consolidated Operating Income before Impairments”** is the operating result in the consolidated statement of income. Basis for the determination of the accumulated Consolidated Operating Income before Impairments are the audited and approved consolidated annual financial statements (IFRS) of Evotec AG from the respective Performance Measurement Period, minus impairment losses on intangible assets and the consolidated operating result from licensed development programmes.

The Minimum Target for the key performance indicator “Operating Income before Impairment” is reached, once the accumulated consolidated Operating Income of Evotec AG in the Performance Measurement Period reaches or exceeds 75% of the Target Income of the respective Performance Measurement Period. The Maximum Target for the key performance indicator “Operating Income before Impairment” is reached, once the accumulated consolidated Operating Income before Impairment in the Performance Measurement Period of Evotec AG reaches or exceeds 125% of the Target Income for the respective Performance Measurement Period.

**Key performance indicator “Net Cash Generated by Operating Activities”**

The key performance indicator “Net Cash Generated by Operating Activities” is 100% achieved (the **“Target Net Cash”**) once the accumulated Consolidated Net Cash in the Performance Measurement Period of Evotec AG reaches the accumulated Consolidated Net Cash of Evotec AG as projected by the Management Board, with the consent of the Supervisory Board, on the basis of a Mid-range Plan for the Performance Measurement Period.

The **“Consolidated Net Cash”** is the net cash inflow (outflow) from current business activities as shown in the consolidated cash flow statement. The basis for determining the accumulated Consolidated Net Cash are the audited and approved consolidated annual financial statements (IFRS) of Evotec AG from the respective Performance Measurement Period, minus the Net Cash from licensed development programmes. In addition, the Net Cash is adjusted by the acquisition of tangible fixed assets and intangible assets and by proceeds from the sale of tangible fixed assets and intangible assets.

The Minimum Target for the key performance indicator “Net Cash Generated by Operating Activities” is reached, once the

accumulated Consolidated Net Cash of Evotec AG in the Performance Measurement Period reaches or exceeds 75% of the Target Net Cash of the respective Performance Measurement Period. The Maximum Target for the key performance indicator “Net Cash Generated by Operating Activities” is reached, once the accumulated Consolidated Net Cash in the Performance Measurement Period of Evotec AG reaches or exceeds 125% of the Target Net Cash for the respective Performance Measurement Period.

Key performance indicator “Share Price”

100% of the key performance indicator “Share Price” (the “**Target Share Price**”) has been reached if the average share price of the Company stock in the closing auction of the Xetra trade (or a respective successor system) on the last twenty (20) trading days of the Frankfurt stock exchange of the respective Performance Measurement Period and the first twenty (20) trading days after expiry of the respective Performance Measurement Period (the “**Closing Price**”) exceeds the average share price of the Company stock in the closing auction of the Xetra trade (or a respective successor system) on the last twenty (20) trading days at the Frankfurt stock exchange, before the start of the respective Performance Measurement Period, and the first twenty (20) trading days after the start of the respective Performance Measurement Period (the “**Opening Price**”) by 30%.

The Minimum Target for the key performance indicator “Share Price” is reached if the Closing Price is 20% or more above the Opening Price. The Maximum Target for the key performance indicator “Share Price” is reached if the Closing Price is 40% 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 by any corporate action or share-split.

The key performance indicator “Total Shareholder Return” is 100% achieved (the “**Target Total Shareholder Return**”), when the Total Shareholder Return for the shares of the Company (average share price of the Company at the closing auction of the exchange electronic trading (Xetra, or a respective successor system) during twenty (20) trading days at Frankfurt Stock exchange prior to the relevant date plus dividends, and adjusted by any corporate action or share-split) in the respective performance period is similar to 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 not less than 10% below the average Total Shareholder Return of the companies listed in the TecDAX during the respective performance period. The maximum target 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 twenty (20) trading days at Frankfurt Stock exchange prior to the relevant date. The performance period starts on the first trading day at Frankfurt Stock Exchange of the financial year in which the share options were granted and expires with the end of the last trading day of the performance period (three years' period, starting at 01 January of the year, in which each tranche is granted).

(5) Determination of exercisable subscription rights per key performance indicator within a tranche

In terms of the (also partial) exercisability of the amount of Share Performance Awards corresponding to the weighting of the respective key performance indicator of the respective tranche, the following applies:

- (i) If the Minimum Target is reached, the Share Performance Awards can be exercised in the amount of 25% in the respective tranche (i.e., one Share Performance Award entitles the Beneficiary to purchase half a share of Evotec AG);
- (ii) If 100% of the key performance indicator is reached, then the Share Performance Awards of the respective tranche can be exercised in the amount of 50% (i.e., one Share Performance Award entitles the Beneficiary to purchase one share of Evotec AG);
- (iii) If the Maximum Target is reached, 100% of the Share Performance Awards of the respective tranche can be exercised (i.e., one Share Performance Award entitles the Beneficiary to purchase two shares of Evotec AG).

If the respective Minimum Target is exceeded, but the respective Target Key Performance Indicator (100%) has not been reached, the exercisable portion of the amount of Share Performance Awards corresponding to the weighting of the key performance indicator increases on a straight-line basis. The same applies in the event that the respective Target Key Performance Indicator (100%) is exceeded, but the respective Maximum Target is not reached. If the calculation does not result in a whole number percentage, then the percentage is

to be rounded to the next decimal point after the comma, according to commercial principles.

(6) Determination of exercisable subscription rights per tranche, limitation of subscription rights

The amount of exercisable subscription rights per tranche corresponds, subject to special regulations for the termination of the employment or work contract of the beneficiary before expiry of the Waiting Period, to the amount of all subscription rights of the respective tranche (amount of granted Share Performance Awards x 2), multiplied by the average percentage that results from the sum total of the percentage amount of exercisability of the Share Performance Awards of the respective tranche, subject to the provisions set forth above, divided by the amount of key performance indicators. If no integral amount of exercisable subscription rights results, then the amount of the exercisable subscription rights is determined by rounding according to commercial principles. A subscription to fractional shares is excluded; potential "tax capping" does not occur.

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

(7) Exercise periods

After expiry of the Waiting Period, Share Performance Awards issued in a tranche and the resulting subscription rights can only be exercised once subject to the provisions set forth above. The exercise must occur within a maximum time period of twelve months from the end of the respective Waiting Period ("**Exercise Period**").

Share Performance Awards and resulting subscription rights can always be exercised continuously within the Exercise Period. Lock-up periods are excluded. The following time periods are considered lock-up periods: (i) those three-week time periods that each end on the day of the annual press conference and on the day on which a quarterly report or half-year report of the Company is made available to the public; (ii) the time period from the beginning of the day, on which the Company publishes an offer for the purchase of new shares, or bonds with conversion and/or option right or conversion obligation, in the Company publications, until the expiration of the (extended, if need be) subscription period; and (iii) the time period from expiry of the 37th day before an Annual General Meeting until the beginning of the 21st day before an Annual General Meeting (not counting the day of the Annual General Meeting).

(8) Exercise price

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 point in time when subscription rights are exercised, currently € 1.00.

(9) Company's right of replacement

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. Subscription rights can only be exercised as long as an unterminated service or employment relationship exists between the Beneficiary and the Company. If subscription rights can no longer be exercised subject to the provisions set forth above, they will forfeit without compensation. The provisions as to the authorisation for a renewed issue of forfeited subscription rights remain unaffected. Special provisions can be agreed upon in the event of death, retirement, disability, and other special circumstances for resignation, 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 reduction on a pro rata-basis of the exercisable subscription rights.

(11) Other regulations

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 Annual 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 2015, 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 include in particular determining the key performance indicators and their weighting, including or ignoring non-recurring effects of acquisitions or divestments when determining the extent to which the respective key performance indicators have been met, provisions for the execution and procedure of granting and exercising subscription rights, exercise time periods, the granting of subscription rights to individual Beneficiaries, determination of the Issue Date within the respective issue time period, 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 legal or Evotec-internal insider 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 the fulfilment of 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, letter a). The contingent capital increase is only made to the degree that holders of subscription rights make use of their right to subscribe to Company shares. The issue of shares occurs at the determined (according to agenda item 6, letter a), subparagraph 8 of the Annual General Meeting resolution of 09 June 2015) exercise price as the issue amount; section 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 adjust section 5 of the Articles of Association according to the respective implementation of the capital increase, as well as after expiry of the authorisation or after expiry of the term set for exercising the option rights.

c) Amendment to the Articles of Association

Section 5 of the Articles of Association is amended by the following new paragraph 14:

*"(14) The share capital of the Company is 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 the fulfilment of 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, letter a). The contingent capital increase only occurs to the degree that holders of subscription rights make use of their subscription rights for the purchase of Company shares. The issue of shares occurs at the set exercise price as the Issue Amount, according to agenda item 6, letter a), subparagraph 8 of the Annual General Meeting resolution of 09 June 2015; Section 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 for 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 adjust section 5 of the Articles of Association according to the respective implementation of the capital increase, as well as after expiry of the authorisation or after expiry of the term set for exercising the option rights."*

**7. Resolution authorising the purchase and use of treasury shares in accordance with § 71 para. 1 No. 8 AktG and excluding subscription and pre-emption rights.**

Unless explicitly so permitted by law, the Company requires special authorisation by the Annual General Meeting to purchase treasury shares. Since the authorisation granted by the Annual General Meeting in June 2010 expires in June 2015, the Management Board and Supervisory Board propose to suspend the authorisation to purchase and use treasury shares granted at the Annual General Meeting on 10 June 2010 as of the effective date of the new authorisation and to adopt the following new authorisation to purchase and use treasury shares, again excluding subscription and pre-emption rights:

- a) The Company is authorised up to 08 June 2020 to purchase treasury shares with an arithmetical share of share capital of up to € 13,171,087.00 in total. Together with other treasury shares in the possession of the Company or attributable to it pursuant to §§ 71a et seq. AktG, the treasury shares purchased on the basis of this authorisation may not at any time exceed 10% of the Company's current share capital. Treasury shares may not be purchased for trading purposes.

The authorisation may be used in full or in partial amounts, on one or more occasions and for one or more purposes by the Company or consolidated entities or by third parties for its or their account.

At the discretion of the Management Board the purchases may be made on the stock exchange or by means of public offer addressed to all shareholders or by means of a public request to make such an offer. If shares are purchased via the stock exchange, the consideration paid per share (without incidental costs) may not exceed by more than 10% and may not be more than 20% below the mean closing price for Company shares with the same rights in Xetra trading (or a comparable successor system) on the last five trading days of the Frankfurt Stock Exchange preceding the purchase obligation. If a public purchase offer or a public request to make a purchase offer are made, the purchase price offered or the boundary prices per share (without incidental costs) may not exceed by more than 10% and may not be more than 20% below the mean closing price for Company shares with the same rights in Xetra trading (or a comparable successor system) on the last five trading days of the Frankfurt Stock Exchange preceding the purchase obligation. The offer or the call to make such an offer can be adjusted if the relevant share prices change substantially after publication of a purchase offer or the public request to make a purchase offer. In this case the relevant price is determined by the closing price for Company shares with the same rights in Xetra trading (or a comparable successor system) on the last trading day of the Frankfurt Stock Exchange before the adjustment is published; the upper 10% and lower 20% limits apply to this amount. The volume of the offer or the request to make offers can be limited. If total acceptance of the offer or the total offers made by shareholders exceed this volume, shares will be purchased or offers accepted on a pro rata basis. The Company may provide for preferred purchases or preferred acceptance of smaller quantities of up to 100 shares per Company shareholder. The purchase offer or the request for such an offer may be subject to further conditions.

- b) The Management Board is authorised to use treasury shares purchased on the basis of this or any prior authorisation for all legally permitted purposes, including the following:
  - aa) The purchased treasury shares may also be sold other than via the stock exchange or by means of an offer to all shareholders if they are sold for cash at a price not significantly lower than the quoted price for Company shares with the same rights at the time of the sale. The relevant quoted price for the preceding clause is the mean closing price for Company shares with the same rights in Xetra trading (or a comparable successor system) on the last five trading days of the Frankfurt Stock Exchange preceding the purchase obligation. Shareholders' subscription rights are excluded. However, this authorisation only applies to the extent that shares sold excluding subscription rights pursuant to § 186 para. 3 sentence 4 AktG may not exceed 10% of the Company's share capital, either at the time this authorisation takes effect or at the time it is exercised. Included in this restriction to 10% of

share capital are shares that are issued excluding subscription rights after this authorisation takes effect, using an authorisation adopted at the time this authorisation takes effect or any authorisation replacing it to issue new shares from authorised capital in accordance with § 186 para. 3 sentence 4 AktG. Also included in this restriction to 10% of share capital are those shares issued to fulfil convertible bonds and/or warrant-linked bonds, if these bonds are issued excluding subscription rights after this authorisation takes effect on the basis of an authorisation applicable at the time this authorisation or any authorisation replacing it takes effect in corresponding application of § 186 para. 3 sentence 4 AktG. They are not included in this limit if after the exercise of such authorisations that have led to their inclusion, authorisations to issue new shares from authorised capital in accordance with § 186 para. 3 sentence 4 AktG or to issue convertible bonds and/or warrant-linked bonds in corresponding application of § 186 para. 4 sentence 4 AktG are granted again by the Annual General Meeting.

- bb) The purchased treasury shares can also be sold other than via the stock exchange or by means of an offer to all shareholders, if this is in exchange for payment in kind from third parties, particularly in the course of acquiring companies, divisions of companies or investments in companies by the Company itself or by companies dependent on it or in which it holds a majority interest, and in the course of business combinations or to satisfy conversion rights or obligations to holders or creditors of convertible bonds and/or warrant-linked bonds issued by the Company or consolidated entities. Shareholders' subscription rights are excluded in all cases.
  
- cc) Subject to the approval of the Supervisory Board, the Management Board is authorised to use treasury shares purchased on the basis of this or a prior authorisation to satisfy subscription rights granted as part of share options and share performance programmes adopted by the Annual General Meetings on
  - (i) 07 June 1999 (modified by resolution of the Annual General Meeting on 14 June 2012);
  - (ii) 26 June 2000 (modified by resolution of the Annual General Meeting on 14 June 2012);
  - (iii) 18 June 2001 (modified by resolution of the Annual General Meeting on 14 June 2012);
  - (iv) 07 June 2005 (modified by resolution of the Annual General Meetings on 04 June 2009 and 14 June 2012);
  - (v) 30 May 2007 (modified by resolution of the Annual General Meetings on 04 June 2009 and 14 June 2012);

- (vi) 28 August 2008 (modified by resolution of the Annual General Meetings on 04 June 2009 and 14 June 2012);
- (vii) 16 June 2011 (modified by resolution of the Annual General Meeting on 14 June 2012);
- (viii) 14 June 2012;
- (ix) 09 June 2015

A decision is required by the Company's Supervisory Board if treasury shares are to be issued to members of the Company's Management Board. Shareholders' subscription rights are excluded in all cases.

- dd) In addition, the Management Board with the approval of the Supervisory Board can exclude shareholders' subscription rights for fractional amounts if treasury shares are to be sold as part of an offer addressed to all shareholders.
  - ee) Purchased treasury shares can be withdrawn in part or in full without the need for another resolution by the Annual General Meeting. They can also be withdrawn in a simplified procedure, without reducing the share capital, by adjusting the arithmetic amount of the remaining shares as a proportion of the Company's share capital. It is possible to withdraw only some of the purchased treasury shares. If the simplified procedure is used to withdraw shares, the Management Board is authorised to adjust the number of shares in the Articles of Association.
- c) The authorisations under b) also cover the use of treasury shares purchased on the basis of § 71d sentence 5 AktG.
  - d) The authorisations under b) can be used on one more occasions, in full or in part, singly or jointly; the authorisations under b), aa) and bb) can also be used by dependent companies or those in which the Company has a majority stake or by third parties acting on their or the Company's account.
  - e) The Supervisory Board can determine that the Management Board may only exercise these resolutions of the Annual General Meeting with the approval of the Supervisory Board.

The parameters of the share option programmes adopted by the Annual General Meeting on 07 June 1999, 26 June 2000, 18 June 2001, 07 June 2005, 30 May 2007, 28 August 2008, and 16 June 2011, the changes adopted by the Annual General Meeting on 04 June 2009 to the parameters of the share options programmes adopted on 07 June 2005, 30 May 2007, 28 August 2008, the changes adopted by the Annual General Meeting on 14 June 2012 to the share option programmes adopted by the Annual General Meetings on 07 June 1999, 26 June 2000, 18 June 2001, 07 June 2005, 30 May 2007, 28 August 2008 and 16 June 2011 and the parameters of the Share Performance Programme 2012 adopted by the Annual General Meeting on 14 June 2012 form part of the notarised minutes of the respective Annual General Meetings and can be inspected at the Commercial

Register of Hamburg District Court. The parameters of the Share Performance Programme 2015 to be adopted at the Annual General Meeting on 09 June 2015 are shown in item 6 of this agenda. The aforementioned documents can also be inspected at the premises of Evotec AG, Essener Bogen 7, 22419 Hamburg, and online at <http://www.evotec.com> in the section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting'. They can also be sent to shareholders by post on request.

**Management Board report to the Annual General Meeting on item 7 of the agenda relating to the exclusion of subscription and pre-emption rights in accordance with § 71 para. 1 No. 8 AktG in conjunction with § 186 para. 3 and para. 4 sentence 2 AktG.**

Item 7 of the agenda asks the Annual General Meeting to authorise the Company in accordance with § 71 para. 1 No. 8 AktG until 08 June 2020 to purchase treasury shares of up to 10% of share capital at the time the resolution is adopted, including shares that have already been purchased or are attributable to the Company. The intention is to make use of the option provided by the German Stock Corporation Act to grant authorisation for five years, in order to relieve the Annual General Meeting of the burden of having to grant a new authorisation every year. The maximum of five years corresponds to the period defined in § 202 para. 1 AktG for creating authorised capital and the Management Board believes it is appropriate to safeguard the shareholders' right to decide themselves on activities relating to the Company's capital. According to the proposal the Company is authorised to sell or to issue the treasury shares purchased on the basis of this authorisation, excluding the shareholders' subscription rights in some cases.

The authorisation proposed in item 7 of the agenda is intended to enable the Company to make use of the purchase of treasury shares until 08 June 2020. In both cases the purchases may only be made on the stock exchange or by means of public offer addressed to all shareholders or by means of a public request to make such an offer. To the extent that the Company exercises the authorisation to purchase treasury shares, this gives all shareholders the same opportunity to sell shares to the Company. In the case of the public request to submit an offer the addressees of the request can decide how many shares and—if a price range is defined—at what price they would like to offer them to the Company. If a public purchase offer is oversubscribed or if in the event of a request to make an offer it is not possible to accept all of several equal offers, the shares will be purchased or the offers accepted on a pro rata basis. However, it should be possible to provide for the preferred acceptance of smaller offers or smaller parts of offers of up to 100 shares. This option serves to avoid fractional amounts and small residual amounts when defining the number of shares to be purchased and so to facilitate the technical processing. The purchase price offered or the boundary prices offered per share (without incidental costs) may not exceed by more than 10% and may not be more than 20% below the mean closing price for Company shares with the same rights in Xetra trading (or a comparable successor system) on the last five trading days of the Frankfurt Stock Exchange preceding the purchase obligation. If the relevant share price changes substantially after publication of a purchase offer or the public request to make a purchase offer, the closing price for Company shares with the same rights in Xetra trading (or a comparable successor system) on the last trading day of the Frankfurt Stock Exchange

before any adjustment is published may also be used. The purchase offer or the request for such an offer may be subject to further conditions.

In the event of authorisation under item 7 of the agenda, the treasury shares purchased may be used for all legally permitted purposes, including the following:

In accordance with statutory provisions the treasury shares purchased by the Company may be sold again via the stock exchange or by means of an offer to all shareholders. This sale option ensures the shareholders' right to equal treatment if the shares are reissued.

Furthermore, the proposal for item 7 b) aa) of the agenda provides that the Management Board can sell the treasury shares other than via the stock exchange or by means of an offer to all shareholders, if the treasury shares are sold for cash at a price not significantly lower than the quoted price for Evotec AG shares with the same rights at the time of the sale. This authorisation, which amounts to an exclusion of subscription rights, makes use of the simplified subscription rights exclusion option permitted by § 71 para. 1 No. 8 AktG in corresponding application of § 186 para. 3 sentence 4 AktG. In this interests of the Company, this is particularly intended to create the possibility of offering Company shares to institutional investors and/or to expand the shareholder base. It is also intended to enable the Company to react quickly and flexibly to favourable situations on the stock market. Shareholders' interests are taken into account, because the shares may only be sold at a price which is not significantly below the quoted price for an Evotec AG share with the same rights at the time the obligation to sell is incurred. The price at which the treasury shares are sold will be finalised shortly before their use. The Management Board will keep any discount from the quoted price to a minimum in line with the market conditions prevailing at the time of the sale. The discount from the quoted price at the time the authorisation is used will under no circumstances be more than 5% of the relevant quoted price. This authorisation is limited to a total of 10% of the Company's share capital, both at the time the authorisation takes effect and at the time it is used. Included in this restriction to 10% of share capital are shares that are issued excluding subscription rights after this authorisation takes effect, using an authorisation adopted at the time the proposed authorisation takes effect or any authorisation replacing it to issue new shares from authorised capital in accordance with § 186 para. 3 sentence 4 AktG. Also included in this restriction to 10% of share capital are those shares issued to fulfil convertible bonds and/or warrant-linked bonds, if these bonds are issued excluding subscription rights after this authorisation takes effect on the basis of an authorisation applicable at the time the proposed authorisation or any authorisation replacing it takes effect in corresponding application of § 186 para. 3 sentence 4 AktG. Including other transactions ensures that treasury shares are not sold with a subscription rights exclusion pursuant to § 186 para. 3 sentence 4 AktG if this would mean that shareholders' subscription rights were excluded for more than 10% of share capital in direct or analogous application of § 186 para. 3 sentence 4 AktG without a particular reason. This additional restriction is in the interests of shareholders who want to maintain the level of their equity interest. Shareholders also have the opportunity of maintaining the level of their equity interest by purchasing shares in Evotec AG via the stock exchange. The authorisation is in the interests of the Company because it ensures greater flexibility.

The inclusion no longer applies, however, if the Annual General Meeting grants a new authorisation to issue new shares from authorised capital in accordance with §§ 203 para. 2, 186 para. sentence 4 AktG after new shares have been issued from authorised capital excluding shareholder rights in accordance with § 186 para. 3 sentence 4 AktG. The inclusion also no longer applies if after issuing convertible bonds and/or warrant-linked bonds, in analogous application of § 186 para. 3 sentence 4 AktG, the Annual General Meeting grants another authorisation for the acquisition and use of treasury shares, with the option 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 included in the existing cap. If new shares from authorised capital or convertible bonds and/or warrant-linked bonds can be issued with an exclusion of subscription rights, the authorisation to exclude subscription rights using the simplified procedure for the sale of treasury shares is to come back into effect for the (remaining) duration of the authorisation. This is because the restriction on the sale of treasury shares created by issuing new shares from authorised capital in accordance with §§ 203 para. 2, 186 para. 3 sentence 4 AktG or by issuing convertible bonds and/or warrant-linked bonds with the option of excluding subscription rights in accordance with § 186 para. 3 sentence 4 AktG expires when the new authorisation to exclude subscription rights using the simplified procedure takes effect. Since the majority requirements for such a resolution are identical to those of a resolution for the authorisation to sell treasury shares from 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, as part of authorised capital, 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 §§ 71 para. 1 No. 8, 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. Ultimately and in conjunction with the same rules on including transactions from existing authorised capital and the existing authorisation to issue convertible bonds and/or warrant-linked bonds in accordance with resolutions taken by the Annual General Meeting on 14 June 2012, this rule means that (i) the Management Board can only make use once of the simplified procedure for excluding subscription rights for up to 10% of share capital in direct or analogous application of § 186 para. 3 sentence 4 AktG without another resolution by the Annual General Meeting and (ii) that if the Annual General Meeting passes another resolution the Management Board is again free to choose whether to make use of the simplified procedure defined in § 186 para. 3 sentence 4 AktG within the statutory limits in connection with capital increases for cash from authorised capital, the issue of convertible bonds and/or warrant-linked bonds or the sale of treasury shares for payment in cash.

In item 7 b) bb) of the agenda the Management Board is also to be authorised, subject to the approval of the Supervisory Board, to use the

treasury shares purchased on the basis of the proposed authorisation as consideration for third-party transactions, in particular for acquiring companies, divisions of companies or investments in companies by the Company itself or by companies dependent on it or in which it holds a majority interest, and in the course of business combinations. International competition and the globalisation of the economy increasingly also require this kind of acquisition financing. The authorisation proposed here gives the Company the necessary latitude to seize any acquisition opportunities quickly and flexibly both on national and international markets. This is reflected in the proposed exclusion of subscription rights. When determining the relative values of shares the Management Board will ensure that the interests of shareholders are safeguarded appropriately. When assessing the value of the shares offered in exchange the Management Board will take the quoted price of Evotec AG's shares into account, but will not tie the purchase price to a quoted price, particularly in order to prevent a negotiated agreement being jeopardised by fluctuations in the quoted price. When deciding on how to obtain the shares to finance such transactions the Management Board will be guided solely by the interests of the Company and the shareholders.

Furthermore, item 7 b) bb) of the agenda proposes to authorise the Management Board to use the treasury shares purchased on the basis of the proposed authorisation to satisfy conversion rights or obligations to holders or creditors of convertible bonds and/or warrant-linked bonds issued by the Company or consolidated entities. If and to the extent that the Company makes use of this option, it does not have to carry out a contingent capital increase. Shareholders' interests are therefore not affected by this additional option. Using treasury shares instead of a capital increase or a cash payment can make economic sense and so this authorisation is intended to give the Company more flexibility.

The resolution proposed in item 7 b) cc) of the agenda is intended to give the Company the option of satisfying the subscription rights under the share option programmes described there by purchasing treasury shares. The proposed exclusion of subscription rights also serves this purpose. The main points of the share option and share performance programmes adopted in 1999, 2000, 2001, 2005, 2007, 2008, 2011 and 2012 form part of the notarised minutes of the respective Annual General Meetings and can be inspected at the Commercial Register of Hamburg District Court. The main points of the Share Performance Programme proposed to the Annual General Meeting on 09 June 2015 are listed in agenda item 6 a). The Company's option programmes serve to safeguard the Company's long-term success by means of greater identification between the Company and the groups of people entitled to subscribe for shares. A decision on how the subscription rights are to be satisfied in individual cases will be made by the relevant boards of the Company; they will be guided by the interests of shareholders and the Company and report on their decision at the next Annual General Meeting.

Finally, the authorisation to exclude subscription rights for fractional amounts in item 7 b) dd) of the agenda serves to ensure a practicable subscription ratio if the treasury shares are sold again as part of a subscription offer to Company shareholders.

The treasury shares purchased on the basis of the authorisation in agenda item 7 can be withdrawn by the Company without another resolution from the Annual General Meeting in accordance with item 7 b) ee). In accordance with § 237 para. 3 sentence 3 AktG the Company's Annual General Meeting can vote to withdraw fully paid-in shares without the need to reduce the Company's share capital. The proposed authorisation expressly provides for this alternative, in addition to the withdrawal of shares with a capital reduction. By withdrawing treasury shares without reducing share capital, the arithmetic share of the remaining shares in the Company's share capital goes up automatically. The Management Board should therefore be authorised to make the necessary changes to the Articles of Association concerning the change in the number of shares resulting from a withdrawal.

In accordance with agenda item 7 c), the options for using treasury shares mentioned in the individual proposals do not only apply to those shares purchased on the basis of the authorisation granted by the Annual General Meeting in item 7 of the agenda. The authorisations also apply to shares purchased in accordance with § 71d sentence 5 AktG. It is advantageous and gives greater flexibility to be able to use these treasury shares in the same way as shares purchased on the basis of the authorisations.

In accordance with item 7 e) of the agenda, the Supervisory Board can at its professional discretion determine that the Management Board may only carry out activities based on the authorisation in item 7 of the agenda with the approval of the Supervisory Board.

The Management Board will notify the next Annual General Meeting of any use that is made of the authorisations.

**8. Resolution to clarify the authorisation to issue subscription rights as part of a Share Performance Plan 2012 (SPP 2012) adopted on 14 June 2012 under agenda item 7; concerning revenues and effects of the strategic alliance with Sanofi agreed on 20 March 2015**

On 14 June 2012, under agenda item 7 a), the Annual General Meeting authorised the Management Board until 13 June 2017, subject to the approval of the Supervisory Board—and authorised the Supervisory Board for the issue of share options to Management Board members—to set up a share option programme in the form of a “Share Performance Plan” and on one or more occasions to issue subscription rights in the form of “Share Performance Awards” with a duration of up to five years (“**SPP Authorisation 2012**”) member of the Management Board of Evotec AG, to members of executive bodies of affiliated companies in Germany and abroad and selected executives of Evotec AG and affiliated companies in Germany and abroad (“**Beneficiaries**”).

According to agenda item 7 a) of the authorisation granted at the Annual General Meeting on 14 June 2012, the Share Performance Awards may only be exercised if and insofar as the Key Performance Indicators are achieved. The Key Performance Indicators for each individual tranche of the Share Performance Awards are determined by the Supervisory Board and consist of a combination of at least three of the four following Key Performance Indicators: (1) “Group Revenues”, (2) “Operating Income before Impairments”, (3) “Net Cash Generated by Operating Activities” and (4) “Share Price”. Performance is to be measured over three years, beginning on

01 January of the year in which the respective Share Performance Awards were granted.

On the basis of the SPP Authorisation 2012 the Supervisory Board set (i) the four Key Performance Indicators, "Group Revenues", "Operating Income before Impairments", "Net Cash Generated by Operating Activities" and "Share Price" for the Share Performance Awards granted in 2013 for which performance is measured from 2013-2015 ("**Share Performance Awards 2013**") on 04 September 2013 and (ii) the three Key Performance Indicators, "Group Revenues", "Operating Income before Impairments" and "Share Price" for the Share Performance Awards granted in 2014 for which performance is measured from 2014-2016 ("**Share Performance Awards 2014**") on 01 October 2014.

The SPP Authorisation 2012 states in clause (4) that the assessment base for the accumulated consolidated annual revenues relevant for the Key Performance Indicator "Group Revenues" are the audited and approved consolidated annual financial statements (IFRS) of Evotec AG for the respective period, minus sales from licensed development programmes.

The SPP Authorisation 2012 states in clause (4) that the Key Performance Indicator "Operating Income before Impairments" is defined as the operating income in the consolidated income statement, whereby the assessment base for the accumulated "Operating Income before Impairments" are the audited and approved consolidated annual financial statements (IFRS) of Evotec AG for the respective measurement period, minus impairment losses on intangible assets and the consolidated operating result from licensed development programmes.

The SPP Authorisation 2012 states in clause (4) that the Key Performance Indicator "Net Cash Generated by Operating Activities" is defined as net cash inflow (outflow) from current business activities as defined in the consolidated cash flow statement, whereby the assessment base the accumulated "Net Cash Generated by Operating Activities" are the audited and approved consolidated annual financial statements (IFRS) of Evotec AG for the respective measurement period, minus the Net Cash from licensed development programmes. In addition, the Net Cash is adjusted by the acquisition of tangible fixed assets and intangible assets and by proceeds from the sale of tangible fixed assets and intangible assets.

The SPP Authorisation 2012 states that "Group Revenues", "Operating Income before Impairments" and "Net Cash Generated by Operating Activities" are "to be adjusted by projected special effects from acquisitions and divestments, respectively, as determined by generally accepted accounting principles. Essential for the determination of special effects is the projection made by the Management Board with the due diligence of a prudent businessman on the basis of adequate information, which is submitted to and approved by the Supervisory Board within the framework of the required consent for the respective acquisition or divestment."

Management Board and Supervisory Board are of the opinion that the effects of the strategic alliance with Sanofi signed on 20 March 2015 (see press release dated 20 March 2015 at <http://www.evotec.com/archive/en/Pressemitteilungen/1/2015>) ("**Sanofi Alliance**"), in particular the revenues generated by the Evotec Group as part

of the Sanofi Alliance are not “special effects” within the meaning of the SPP Authorisation 2012 and therefore do not have to be eliminated for the purposes of the Share Performance Awards 2013 and 2014 when calculating “Group Revenues”, “Operating Income before Impairments” and—relating to the Share Performance Award 2013—the “Net Cash Generated by Operating Activities”.

The Sanofi Alliance, which has been set up for a period of five years, is centred on attracting qualified specialists, long-term cooperation in the field of drug discovery, a wide-ranging initiative to expand the pipeline with a focus on oncology, the development by Evotec AG of a European centre for compound management services and on collaboration with French academic institutions. The revenues resulting from this partnership are based on long-term collaboration and service agreements with Sanofi and therefore do not stem directly from the acquisition of a company or a company division.

Furthermore, the elimination of special acquisition effects required by the SPP Authorisation 2012 is intended to create incentives for Evotec AG's sustainable success. The Beneficiaries should therefore not be incentivised to affect the amount of their variable remuneration by—in economic terms—purchasing revenues and income at the expense of the Company's liquid assets. The guiding principle for the Beneficiaries should rather be to ensure the sustainable growth of Evotec AG. The Sanofi Alliance creates exactly such sustainable growth. It enables the lasting expansion of the EVT Execute and EVT Innovate segments and generates value for Evotec AG and its shareholders while conserving the Company's assets. The Sanofi Alliance therefore constitutes the kind of entrepreneurial activity that the Beneficiaries were motivated by the Share Performance Plan 2012 to pursue.

To underline this and to provide legal assurance for the decision-making bodies and the Beneficiaries concerning the Key Performance Indicators “Group Revenues” and “Operating Income before Impairments”, the Management Board and Supervisory Board therefore propose the following resolution:

“It is resolved that the effects of the Sanofi Alliance, in particular the revenues generated by the Evotec Group as part of the Sanofi Alliance are not “special effects” from an acquisition within the meaning of the SPP Authorisation 2012 and therefore do not have to be eliminated for the purposes of the Share Performance Awards 2013 and 2014 when calculating “Group Revenues”, “Operating Income before Impairments” and—relating to the Share Performance Award 2013—the “Net Cash Generated by Operating Activities”.

\* \* \*

#### **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;

- The parameters of the share option programmes adopted by the Annual General Meeting on 07 June 1999, 26 June 2000, 18 June 2001, 07 June 2005, 30 May 2007, 28 August 2008, and 16 June 2011, the changes adopted by the Annual General Meeting on 04 June 2009 to the parameters of the share options programmes adopted on 07 June 2005, 30 May 2007, 28 August 2008, the changes adopted by the Annual General Meeting on 14 June 2012 to the share option programmes adopted by the Annual General Meetings on 07 June 1999, 26 June 2000, 18 June 2001, 07 June 2005, 30 May 2007, 28 August 2008 and 16 June 2011 and the parameters of the Share Performance Programme 2012 adopted by the Annual General Meeting on 14 June 2012.
- Management Board report to the Annual General Meeting on item 7 of the agenda relating to the exclusion of subscription and pre-emption rights in accordance with § 71 para. 1 No. 8 AktG in conjunction with § 186 para. 3 and para. 4 sentence 2 AktG.

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 € 131,736,276.00. It is divided into 131,736,276 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 131,736,276 shares and voting rights. No different types of shares exist.

At the time of convening the Annual General Meeting, the Company holds 266,365 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 composed in German or English language 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 by **midnight (CEST) on 02 June 2015**:

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

Germany Telefax: +49 (0)69 12012-86045  
Email: 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, **19 May 2015, 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 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

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 **08 June 2015** (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 € 500,000.00 (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 three months and that they will hold the shares until the (possibly judicial) decision regarding the request (see §§ 122, pars. 1 and 2 in conjunction with § 142 para. 2 Sentence 2 AktG). Calculation of this time period shall be 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 09 May 2015**. Please use following address to submit your request:

Evotec AG  
– 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 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 25 May 2015**, with the reason, exclusively at the following address, telefax number or email address:

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

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. Countermotions 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 countermotion and its reason accessible if exclusion elements exist pursuant to § 126 para. 2 AktG, for example, because the countermotion would lead to a shareholders' resolution that is illegal or in contravention of the Articles of Association. A reason for a countermotion 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 countermotions 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

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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 09 June 2015 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, April 2015

**Evotec AG**

***Management Board***