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Evotec SE

Hamburg

- ISIN DE 000 566 480 9 -

- WKN 566 480 -

We hereby invite our shareholders to the

Annual General Meeting 2019

to be held on Wednesday, 19 June 2019, at 10.00 am (CEST), at the business premises of Evotec SE, Manfred Eigen Campus, Essener Bogen 7, 22419 Hamburg, Germany.

The agenda and the proposed resolutions are as follows:

- 1. Presentation of the approved annual financial statements and the consolidated financial statements of Evotec AG¹ as at 31 December 2018, as approved by the Supervisory Board, the management reports for Evotec AG and the Group for fiscal year 2018, the report of the Supervisory Board and the comments by the Management Board regarding this information pursuant to sections 289a para 1, 315a para 1 of the German Commercial Code (Handelsgesetzbuch, HGB).**

On 19 March 2019, 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 2018.**

The Supervisory Board and the Management Board propose that the actions of the acting members of the Management Board in fiscal year 2018 for this year be formally approved.

¹ Following the conversion of its legal form, Evotec AG operates under the name Evotec SE effective 29 March 2019. Insofar as reference is made to Evotec AG in this invitation to the Annual General Meeting 2019, this invitation refers to Evotec SE prior to the conversion of its legal form.

3. Resolution regarding formal approval of the actions of the members of the Supervisory Board for fiscal year 2018.

The Supervisory Board and the Management Board propose that the actions of the acting members of the Supervisory Board in fiscal year 2018 for this year be formally approved.

4. Resolution regarding the appointment of the auditor for the annual financial statements and the consolidated financial statements for fiscal year 2019.

Based on the recommendation of the Audit Committee, the Supervisory Board proposes in-line with the conversion plan agreed upon in agenda item 5 of Evotec AG's Annual General Meeting on 20 June 2018 (see section 10 of the Conversion plan) 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 for fiscal year 2019 and – if the appointment is resolved – as the auditor that reviews the condensed financial statements and the interim management report for the first half of fiscal year 2019 and the interim financial information for the first and/or third quarter of fiscal year 2019 and/or for the first quarter of fiscal year 2020.

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. Resolution regarding the election of a new Supervisory Board.

The terms of office of all members of the Supervisory Board will be terminated at the close of the Annual General Meeting of Evotec SE on 19 June 2019. Thus, a new election of the members of the Supervisory Board by the Annual General Meeting is required.

According to Article 40 (2) and (3) of Council Regulation (EC) No 2157/2001 of 08 October 2001 on the Statute for a European company (SE-VO), Section 17 of the German SE Implementation Act (SEAG), Section 21 of the German SE Participation Act (SEBG), Section 20 (1) of the "Agreement between the Special Negotiation Body of the employees of Evotec AG and its subsidiaries and Evotec AG concerning the involvement of employees in Evotec SE", and § 9 (1) of the Articles of Association of Evotec SE, Evotec SE's Supervisory Board must consist of six members to be elected by the Annual General Meeting. The Annual General Meeting is not bound to choose from the proposed slate of candidates.

The Supervisory Board of Evotec SE has specified concrete objectives and a corresponding competence profile regarding its composition reflecting the company-specific situation, which are ensured when making proposals to the AGM for election or re-election of new Supervisory Board members. These objectives stipulate that the activities of the Company shall be represented by having a majority of independent Supervisory Board members with national and international experience in the respective fields of (i) Research and Development, (ii) Finance, Capital markets, Legal, Corporate Governance, (iii) Marketing and Sales and Operations

and (iv) Healthcare Economy/Public Health. Potential conflict-of-interest situation(s) shall be avoided by deploying the highest scrutiny when assessing candidates. In addition, the Supervisory Board shall ensure that the individual age of a candidate shall not exceed 72 years at the time of the proposal. Diversity with regard to female representation shall be ensured by having a target quota of 30% female members of the Supervisory Board according to § 9 (1) lit. c) SE-VO and § 111 para. 5 Sentence 1 AktG. Finally, the Supervisory Board has agreed on two full terms as the regular limit of length of membership to the Supervisory Board. Overall, the Supervisory Board shall be composed in such a way that the majority of its members are independent and that its members as a group possess the knowledge, ability and expert experience required to properly complete its tasks.

In consideration of these specific objectives and the corresponding competence profile regarding its composition, the Supervisory Board proposes to have the following persons elected to a position on the Supervisory Board of Evotec SE, in each case for a term starting with the close of the Annual General Meeting convened for 19 June 2019 and ending with the close of the Annual General Meeting charged with approving the actions of the members of the Supervisory Board in the 2023 fiscal year of Evotec SE:

5.1. Prof. Dr Wolfgang Plischke, Aschau im Chiemgau, Germany, Consultant

Prof. Dr Wolfgang Plischke was appointed member of the Supervisory Board of Evotec AG on 17 June 2014 and has since then served as Chairman of the Supervisory Board. His current term will expire at the end of the AGM held in the year 2019. From 01 March 2006 until his departure from the company on 29 April 2014, Prof. Dr Wolfgang Plischke has been a member of the Board of Management of Bayer AG. He was responsible for Technology, Innovation and Sustainability and for the Asia/Pacific region.

Prof. Dr Plischke's appointments to other statutory supervisory boards and comparable national and international supervisory bodies of commercial enterprises pursuant to § 125 para. 1 Sentence 5 AktG are:

- Bayer AG (publicly listed), Leverkusen, Germany, (Member of the Supervisory Board)

Prof. Dr Plischke was born in 1951 and is a German citizen.

Prof. Dr Plischke has extensive experience in research & development and marketing & sales, which is of great importance for Evotec SE.

5.2. Prof. Dr Iris Löw-Friedrich, Ratingen, Germany, Chief Medical Officer of UCB S.A., Brussels, Belgium

Prof. Dr Iris Löw-Friedrich was appointed member of the Supervisory Board of Evotec AG on 17 June 2014. Her current term will expire at the end of the AGM held in the year 2019. Since March 2008, Prof. Dr Iris Löw-Friedrich has been serving as Chief Medical Officer and Executive Vice President Development and Medical Practices der UCB S.A, Brussels (Belgium).

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Prof. Dr Löw-Friedrich's appointments to other statutory supervisory boards and comparable national and international supervisory bodies of commercial enterprises pursuant to § 125 para. 1 Sentence 5 AktG are:

- Fresenius SE & Co. KGaA (publicly listed), Bad Homburg, Germany, (Member of the Supervisory Board)
- TransCelerate BioPharma Inc, King of Prussia, USA (Member of the Supervisory Board)

Prof. Dr Löw-Friedrich was born in 1960 and is a German citizen.

Due to her clinical expertise, Prof. Dr Löw-Friedrich ideally complements the future Supervisory Board of Evotec SE and expands its range of competences.

5.3. Dr Mario Polywka, Abingdon, UK, Consultant

Dr Mario Polywka retired from the Management Board of Evotec AG effective 31 December 2018. He was appointed member of the Management Board of Evotec AG in November 2007.

Dr Polywka's candidacy in accordance with § 100 para. 2 Sentence 1 No 4 AktG is based on the recommendations of a group of shareholders who combined hold more than 25% of the total number of voting rights in the Company. The Supervisory Board approved this election proposal. In case Dr Mario Polywka is elected, Evotec complies with the recommendation of Section 5.4.2 Sentence 3 of the German Corporate Governance Code, which stipulates that the Supervisory Board should not include more than two former members of the Management Board since there are no further former members of the Management Board on Evotec SE's Supervisory Board.

Dr Polywka's appointments to other statutory supervisory boards and comparable national and international supervisory bodies of commercial enterprises pursuant to § 125 para. 1 Sentence 5 AktG are:

- Forge Therapeutics, Inc., San Diego, USA (Member of the Board of Directors)
- Exscientia Ltd., Dundee, UK (Member of the Board of Directors)

Dr Polywka was born in 1963 and is a British citizen.

Due to his expert knowledge in drug discovery and development, his long-term commercial, operational, and strategic record of accomplishment and because of his comprehensive knowledge of the Company, Dr Polywka ideally complements the future Supervisory Board of Evotec SE.

5.4. Mr Roland Sackers, Cologne, Germany, Chief Financial Officer and Managing Director of QIAGEN N.V., Venlo, The Netherlands

Mr Roland Sackers has been serving as Chief Financial Officer and Managing Director of QIAGEN N.V. since January 2004. In this position, he is responsible for developing and executing the long-term financial planning, which is the foundation for the company's accelerated growth strategy.

Mr Sackers' appointments to other statutory supervisory boards and comparable national and international supervisory bodies of commercial enterprises pursuant to § 125 para. 1 Sentence 5 AktG are:

- BIO Deutschland e.V., Berlin, Germany (Board member)

Mr Sackers was born in 1968 and is a German citizen.

Due to his professional background, being a graduate in business administration, and due to his expert knowledge in accounting and auditing, Mr Sackers qualifies as financial expert in the meaning of § 100 para. 5 of the German Stock Corporation Act and is suitable as independent financial expert for the function of Chairman of the Audit Committee of the Supervisory Board, which is intended for him, according to section 5.3.2 of the German Corporate Governance Code.

5.5. Dr Michael Shalmi, Hellerup, Denmark, Consultant and Investor

Dr Michael Shalmi was appointed Member of the Supervisory Board of Evotec AG on 14 June 2017. His current term will expire at the end of the AGM held in the year 2019. Since March 2019, Dr Michael Shalmi is pursuing his personal consulting firm ACMS. From 2009 to 2019, Dr Shalmi held various positions at Novo Holdings A/S, most recently he served as Managing Director, Head of Principal Investments of Novo Holdings A/S from January 2017 to February 2019.

Dr Shalmi's appointments to other statutory supervisory boards and comparable national and international supervisory bodies of commercial enterprises pursuant to § 125 para. 1 Sentence 5 AktG are:

- Synlab Ltd., Marylebone, UK (Member of the Board of Directors)

and to bodies of the following companies and investments of Novo Group:

- Momentum Gruppen A/S, Roskilde, Denmark (Member of the Board of Directors)
- ERT HoldCo A/S, Hellerup, Denmark (Member of the Board of Directors)
- Xellia HoldCo A/S, Copenhagen, Denmark (Member of the Board of Directors)
- Novo Invest 1 A/S, Hellerup, Denmark (Member of the Board of Directors)
- ENV HoldCo A/S, Hellerup, Denmark (Member of the Board of Directors)
- Sonion HoldCo A/S, Roskilde, Denmark (Member of the Board of Directors)

In addition, Dr Shalmi has been nominated as candidate and Chairman of the Board of Directors of Active Biotech AB (publicly listed), Lund, Sweden.

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

Due to his extensive knowledge of various aspects in the Pharma industry as well as his excellent expertise in pre-clinical as well as in clinical discovery and development combined with his focus on strategy and investment, Dr Shalmi ideally complements the future Supervisory Board of Evotec SE.

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5.6. Dr Elaine Sullivan, Dublin, Republic of Ireland, Chief Executive Officer of Carrick Therapeutics Ltd., Dublin, Republic of Ireland

Dr Elaine Sullivan was appointed member of the Supervisory Board of Evotec AG on 09 June 2015. Her current term will expire at the end of the AGM held in the year 2019. Since January 2015, Dr Sullivan has been serving as Chief Executive Officer of Carrick Therapeutics Ltd, a new European oncology company.

Dr Sullivan's appointments to other statutory supervisory boards and comparable national and international supervisory bodies of commercial enterprises pursuant to § 125 para. 1 Sentence 5 AktG are:

- IP Group plc, London, UK (Member of the Supervisory Board)

Dr 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 future Supervisory Board of Evotec SE.

The curricula vitae of the candidates including an overview of their respective relevant knowledge, skills, and experiences as well as an overview of the relevant appointments in addition to the Supervisory Board mandate are attached as annex to this invitation and can be found on the internet at

www.evotec.com

in section 'Invest', 'Annual General Meeting'.

The Supervisory Board does not see any personal or professional relationships between any of the proposed candidates and Evotec SE 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. The Supervisory Board has determined that all proposed candidates are able to meet the time requirements expected of them and that there are no conflicts of interest.

The Supervisory Board intends to elect Prof. Dr Wolfgang Plischke as Chairman of the Supervisory Board following his election by the Annual General Meeting.

It is intended that the Annual General Meeting votes on the elections to the Supervisory Board on an individual basis.

6. Resolution regarding amendments to the Remuneration of Supervisory Board members and to the Articles of Association.

The personal requirements of Supervisory Board members, especially of the Chairman of the Supervisory Board, regarding qualification and the amount of time have increased significantly in recent years. Evotec SE expects this trend to continue in the future, which is accompanied by an increasing risk exposure and higher liability risks of Supervisory Board members. In order to be well-positioned

for attracting top-class Supervisory Board candidates within a competitive international environment, who meet Evotec SE's competence profile, the Management Board and the Supervisory Board propose to increase the compensation of Supervisory Board members from fiscal year 2019 onwards by revising § 13 of the Articles of Association of Evotec SE. In addition, the different demands to Supervisory Board members and within its committees shall be better taken into account in the future.

The Management Board and the Supervisory Board propose that the following resolutions be passed:

§ 13 of the Articles of Association ("Compensation") is hereby amended and re-drafted as follows:

**"§ 13
Compensation**

- (1) In addition to reimbursing their out-of-pocket-expenses and any VAT payable in connection with their compensation and expenses for each fiscal year, the members of the Supervisory Board get paid a fixed compensation in accordance with the following provisions starting with the 2019 fiscal year.
- (2) The fixed annual compensation payable upon expiration of the given fiscal year shall be € 50,000.00 per Supervisory Board member. The Chairman of the Supervisory Board shall be paid € 125,000.00 and the Vice Chairman shall be paid € 60,000.00.
- (3) Supervisory Board members serving on its committees shall be paid € 10,000.00 per committee membership in addition to the fixed compensation according to paragraph (1); the Chairman of a committee shall be paid € 25,000.00. The foregoing amounts for service on committees shall apply solely if the respective committee met during the given fiscal year. The additional committee compensation is payable at the same time as the Supervisory Board compensation mentioned in paragraph (2).
- (4) The compensation payable to Supervisory Board members shall be prorated if they do not serve on the Supervisory Board during the entire fiscal year. If a member of the Supervisory Board does not serve in a position that is linked to an additional/higher level of compensation during the entire fiscal year, the foregoing sentence shall apply analogously to the compensation applicable to the respective position.
- (5) The Company shall insure members of the Supervisory Board at its own cost against civil law and criminal law-related claims in connection with the exercise of their mandates at an appropriate level (D&O) and assume the costs of the legal defence in connection with such claims as well as taxes possibly incurred on such cost.
- (6) Insofar as members of the Supervisory Board take on the necessary training and further education measures required for their tasks in accordance

with the provisions of the German Corporate Governance Code, all costs related to these measures will be reimbursed by the Company.”

7. Resolution revoking the existing authorisation to issue convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or combinations of those instruments), revoking the corresponding contingent capital and new resolution authorising the issuance of convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or combinations of those instruments), creation of new contingent capital, and amendments to the Articles of Association.

The authorisation given to the Management Board in accordance with item 5 of the agenda for the Annual General Meeting of Evotec AG held on 14 June 2016 to issue on one or more occasions convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or combinations of these instruments), with or without fixed maturities, up to a total nominal amount of € 200,000,000.00 and to grant the holders or creditors of bonds conversion rights or option rights to bearer shares in the Company with a nominal amount of share capital of up to € 26,516,816.00 expires on 13 June 2021 and has not been used to date. It is to be revoked and replaced by a new authorisation to issue convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or combinations of these instruments) with a longer validity according to the following proposal from the Management Board and the Supervisory Board.

The Management Board and Supervisory Board propose the following resolution:

a) Revocation of the authorisation issued on 14 June 2016

The authorisation given to the Management Board in accordance with item 5 of the agenda for the Annual General Meeting held on 14 June 2016 to issue on one or more occasions convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or combinations of these instruments), with or without fixed maturities, up to a total nominal amount of € 200,000,000.00 and to grant the holders or creditors of bonds conversion rights or warrants to bearer shares in the Company with a nominal amount of share capital of up to € 26,516,816.00 is revoked. This revocation shall be effective only after the new authorisation to issue convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or combinations of those instruments) according to the resolution on lit. c) and the creation of new contingent capital according to the resolution on lit. d) have taken effect.

b) Revocation of contingent capital pursuant to § 5 paragraph (10) of the Articles of Association

The existing contingent capital of € 26,516,816.00 pursuant to § 5 paragraph (10) of the Articles of Association of Evotec SE is revoked. This revocation shall be effective only after the new authorisation to issue convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or combinations

of those instruments) according to the resolution on lit. c) and the creation of new contingent capital according to the resolution on lit. d) have taken effect.

c) New authorisation

The Management Board is authorised, with the consent of the Supervisory Board, to issue bearer or registered convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or combinations of those instruments) (collectively "**Bonds**"), with or without a fixed maturity, one or several times before 18 June 2024, for a total nominal value of up to € 500,000,000.00 and to issue to the holders or creditors of Bonds conversion rights or option rights to the Company's no-par value bearer shares with a proportional amount of the share capital totalling up to € 29,959,289.00 as specified in detail by the terms and conditions of the Bonds.

The Bonds may be issued in Euros or—for the corresponding equivalent—in another statutory currency, for example, of an OECD country. They may also be issued by a directly or indirectly affiliated company of the Company; in that case, the Management Board is authorised, with the consent of the Supervisory Board, to assume the guarantee for the Bonds and to grant the holders conversion or option rights to new no-par value bearer shares of the Company.

The individual issues may be divided into notes with equal rights.

If option warrant-linked bonds are issued, one or several warrants entitling the holder to acquire the Company's no-par value bearer shares in accordance with the option terms and conditions specified by the Management Board will be attached to each note. The option terms and conditions may specify that the option price can also be fulfilled in whole or in part by the transfer of notes. The subscription ratio is determined by dividing the nominal amount of a note by the specified option price for a no-par value bearer share of the Company. Any fractions of a share that result from the calculation will be paid for in cash. The proportional amount of the share capital of the Company's no-par value bearer shares to be acquired for each note may not exceed the nominal value of the note. The same shall apply to any warrants attached to a participation right or income debenture.

If convertible bonds are issued, the holders of the notes will be granted the right to exchange them for the Company's no-par value bearer shares as detailed in the bond terms and conditions to be specified by the Management Board. The exchange ratio is calculated by dividing the nominal amount of a note by the specified conversion price for a no-par value bearer share of the Company. The conversion ratio can also be calculated by dividing the issue price of a note which is less than the nominal amount by the specified conversion price for a new no-par value bearer share of the Company. The specification of the conversion price and the exchange ratio in the terms and conditions of the conversion debenture may also be variable, particularly as a function of changes in the share price during its term. Any fractions of a share that result from the calculation will be paid for in cash. The proportional amount of the share capital of the no-par value bearer shares to be issued at the time of conversion may not exceed the nominal value of the note. The terms and conditions of the convertible bond may also establish a conversion obligation at the end of the term or at an earlier point in time (each "**Final Maturity**"), or specify that the Company has the right to issue shares in the Company to creditors of the option and/or convertible bonds at the

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time of Final Maturity, in accordance with the exchange ratio instead of paying them all or part of the money that is due. In this case, too, the proportional amount of the share capital of the no-par value bearer shares to be issued at the time of conversion may not exceed the nominal value of the note. The above requirements shall apply analogously when the conversion right or the conversion obligation relates to a participation right or an income bond.

The terms and conditions of Bonds that issue or specify a conversion right, a conversion obligation, and/or an option right can each specify that the Company's own shares can also be granted in the event of conversion or exercising of an option. It may also be provided that the Company does not grant no-par value bearer shares of the Company to conversion or option beneficiaries and instead pays the equivalent value in cash.

If Bonds are issued which confer an option or conversion right or specify a conversion obligation, the respective conversion or option price that is to be set—including in the case of a variable exchange ratio or conversion price—must either:

- amount to at least 80% of the average price of the Company's share for ten trading days before the date of the resolution by the Management Board concerning issuance of the Bonds

or

- correspond to at least 80% of the average price of the Company's share on the days when subscription rights to the Bonds are traded on the exchange, with the exception of the last two trading days for trading the subscription rights.

If Bonds are issued which specify a conversion obligation, the conversion price may, as detailed in the convertible bond terms, also correspond to at least 80% of the average price of the Company's share during the last ten trading days before or after Final Maturity.

The "**Average Price**" is the arithmetic mean of the prices of the Company's share in the final auction in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange.

If the economic value of the existing conversion or option rights is diluted during the term of a bond and no subscription rights are granted as compensation, the conversion or option rights—without prejudice to the lowest issue price pursuant to § 9 para. 1 AktG—will be adjusted in a way that preserves their value, to the extent the adjustment is not already required by law. In any event, the proportional amount of the share capital of the no-par value bearer shares to be acquired for each note may not exceed the nominal value of each note.

Instead of adjustment of the option or conversion price, payment of a corresponding cash amount by the Company when the option or conversion right is

exercised or when the option or conversion obligation is fulfilled may be specified in the terms and conditions of the option or convertible bonds.

Shareholders are, as a matter of principle, entitled to a subscription right to the Bonds. The Bonds may also be acquired by one or several credit institutions subject to the obligation of offering them to shareholders for acquisition.

However, if Bonds are issued with a conversion or option right or a conversion obligation in return for cash, the Management Board is authorised, with the consent of the Supervisory Board, to issue Bonds with a conversion or option right or conversion obligation in analogous application of § 186 para. 3, Sentence 4 AktG, excluding the subscription right, to the extent that the issue price is not substantially lower than the theoretical market value of the Bonds with a conversion and/or option right or conversion obligation, as calculated using recognised financial mathematical methods. This authorisation to exclude a subscription right shall apply only if and to the extent that the total number of shares that are or will be issued to service the conversion or option rights or fulfil the conversion obligation corresponds to a proportional amount of the share capital of no more than € 13,528,408.00, and a total of no more than 10% of the share capital at the time the authorisation is exercised.

The proportional amount of the share capital of shares that can be issued after 19 June 2019 utilising authorised capital, or that can be acquired based on option or conversion rights that have been issued or conversion obligations that have been established after 19 June 2019 must be attributed to this maximum amount for exclusion of a subscription right, to the extent that the subscription right of shareholders is excluded, pursuant to or according to § 186 para. 3, Sentence 4 AktG when utilising the authorised capital or issuing the option and/or convertible bonds. The proportional amount of the share capital of treasury shares that the Company acquired on the basis of an authorisation pursuant to § 71 para. 1, No. 8 AktG and sold to third parties during the term of the authorisation in return for cash without granting a subscription right to shareholders must also be attributed, unless that sale took place through the stock exchange or was based on a public offer to the shareholders. An attribution that has been made is waived if authorisations to issue new shares from authorised capital, pursuant to § 203 para. 2, § 186 para. 3, Sentence 4 AktG, to issue convertible bonds and/or warrant-linked bonds, pursuant to § 221 para. 4, Sentence 2, § 186 para. 3, Sentence 4 AktG, or to sell the Company's own shares, pursuant to § 71 para. 1, No. 8, § 186 para. 3, Sentence 4 AktG, are granted by the Annual General Meeting, again following exercise of the authorisations that led to attribution.

If participation rights or income bonds are issued without a conversion right, option right, or conversion obligation, the Management Board is authorised to exclude the entire conversion right of shareholders with the consent of the Supervisory Board if those participation rights or income bonds are structured in the same way as bonds, i.e., if they do not establish any membership rights in the Company and do not allow participation in the proceeds of liquidation, and the amount of the interest is not calculated on the basis of net income for the year, retained profits, or dividends. In that case, the interest rate and the issue price

of the participation rights or income bonds must also correspond to current market conditions at the time they are issued.

The Management Board is also authorised, with the consent of the Supervisory Board, to exclude the subscription right of shareholders to Bonds for fractional amounts and also to exclude the subscription right, with the consent of the Supervisory Board, if this is necessary to be able to grant to holders of conversion or option rights to the Company's no-par value bearer shares or the creditors of convertible bonds that include conversion obligations, a subscription right (to the extent to which they would be entitled after exercise of the conversion right or option right), or fulfilment of the conversion obligation.

The Management Board is authorised, with the consent of the Supervisory Board, in accordance with the principles specified in this authorisation, to determine the further details of issuing and configuring the Bonds and their terms and conditions, or to specify them in agreement with the executive bodies of the issuing directly and indirectly affiliated companies. This relates, in particular, to the interest rate, the type of interest, the conversion or option price, the term and the denomination, the conversion and option period, setting an additional cash payment, settling or combining fractional amounts, cash payment instead of delivery of no-par value bearer shares, and the delivery of existing no-par value bearer shares instead of issuing new no-par value bearer shares.

d) Creation of new contingent capital

The Company's share capital is conditionally increased by up to € 29,959,289.00 through the issue of up to 29,959,289 new common bearer shares without nominal value (no-par value shares) with a proportionate amount of € 1.00 of the share capital attributable to each no-par value share. The contingent capital increase serves to issue no-par value bearer shares to the owners or creditors of convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or a combination of such instruments) that are issued by Evotec SE or its directly or indirectly associated companies against cash contribution on the basis of the Annual General Meeting authorisation resolved by the Annual General Meeting on 19 June 2019 under agenda item 7, and grant a conversion or option right to new no-par value shares of the Company, or designate a conversion obligation.

The new no-par value bearer shares from the contingent capital may only be issued at a conversion or option price that corresponds to the requirements in the authorisation resolved by the Annual General Meeting on 19 June 2019 under agenda item 7.

The contingent capital increase shall only be carried out to the extent that option or conversion rights are utilised or the owners or creditors obligated to convert carry out their duty of conversion and to the extent that no treasury shares or new shares from an exploitation of authorised capital are utilised for servicing. The new no-par value bearer shares shall participate in profit from the start of the fiscal year in which they are issued through the exercise of option or conversion rights or the performance of conversion obligations. The Management Board

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is authorised to define the further details of the contingent capital increase and its implementation.

e) Amendment to the Articles of Association

§ 5 paragraph (10) of the Articles of Association is amended as follows:

“(10) The Company’s share capital is conditionally increased by up to € 29,959,289.00 through the issue of up to 29,959,289 new common bearer shares without nominal value (no-par value shares) with a proportionate amount of € 1.00 of the share capital attributable to each no-par value share. The contingent capital increase serves to issue no-par value bearer shares to the owners or creditors of convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or a combination of such instruments) that are issued by Evotec SE or its directly or indirectly associated companies against cash contribution on the basis of the authorisation resolved by the Annual General Meeting on 19 June 2019 under agenda item 7, and grant a conversion or option right to new no-par value shares of the Company or designate a conversion obligation.

The new no-par value bearer shares from the contingent capital may only be issued at a conversion or option price that corresponds to the requirements in the authorisation resolved by the Annual General Meeting on 19 June 2019 under agenda item 7.

The contingent capital increase shall only be carried out to the extent that option or conversion rights are utilised, or the owners or creditors obligated to convert carry out their duty of conversion, and to the extent that no treasury shares or new shares from an exploitation of authorised capital are utilised for servicing. The new no-par value bearer shares shall participate in profit from the start of the fiscal year in which they are issued through the exercise of option or conversion rights or the performance of conversion obligations. The Management Board is authorised to define the further details of the contingent capital increase and its implementation.

The Supervisory Board is authorised to adjust § 5 of the Articles of Association in accordance with the respective issue of the new no-par value bearer shares and to carry out all other related adjustments of the Articles of Association that concern only the form. This also applies analogously if the authority to issue option or conversion obligations is not exercised by the expiry of the authorisation period, or if the contingent capital is not exploited by the expiry of the deadlines for exercising option and conversion rights or for fulfilling conversion or option obligations.”

This amendment to the Articles of Association shall be effective only after the new authorisation to issue convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or combinations of those instruments) according to the resolution on lit. c) and the creation of new contingent capital according to the resolution on lit. d) have taken effect.

Report by the Management Board to the Annual General Meeting regarding item 7 of the agenda regarding the exclusion of the subscription right pursuant to § 221 para. 4 Sentence 2 AktG in conjunction with § 186 para. 3 and para. 4 Sentence 2 AktG

The proposed resolution would authorise the Management Board, with the approval of the Supervisory Board, to issue once or several times until 18 June 2024 bearer or registered convertible bonds or warrant-linked bonds, participation rights and/or income bonds (or combinations of these instruments) (hereinafter jointly also referred to as "**Bonds**") with or without fixed terms and having a total nominal amount of up to € 500,000,000.00, and to grant the owners or creditors of Bonds conversion or option rights to no-par value bearer shares of the Company with a proportion of the share capital totalling up to € 29,959,289.00 in accordance with the more detailed provisions of the conversion or option terms.

The issue of Bonds as defined above allows the Company to use attractive financing alternatives on the capital market depending on the market situation in addition to the classic options of leverage and equity financing. Particularly the authorisation to issue profit-contingent or profit-oriented instruments such as participation rights and income bonds affords an opportunity to strengthen the Company's funding by issuing so-called hybrid financial instruments and thereby to ensure the preconditions for future business development. Putting in place an authorisation to issue Bonds is suggested to the Annual General Meeting for the foregoing reasons.

The issue of Bonds allows leverage to be taken on, which can be categorised as equity capital or equity capital-like for rating purposes and also for balance sheet purposes, depending on the configuration of the bond terms. The generated conversion or option premiums as well as the equity capital credit benefit the Company's capital base. The further possibilities provided for in addition to granting conversion and/or option rights, namely creating conversion obligations or combining convertible bonds, warrant-linked bonds, participation rights and/or income bonds, expand the leeway for configuring these financial instruments. The authorisation also allows the Company to place the Bonds itself or to place them via its direct or indirect associated companies. Bonds may also be issued in currencies other than Euro, for example, the official currency of an OECD country, with or without a fixed term.

To increase the flexibility of Bonds that grant a conversion or option right, the conditions of the Bonds can require the Company to compensate the holder of the conversion or option right not by granting non-par value bearer shares but by paying the counter-value in cash.

Through the Act to Implement the Stockholder Rights Directive [Gesetz zur Umsetzung der Aktionärsrechterichtlinie] (ARUG) that generally went into effect in September 2009, the legislature clarified that it is sufficient in the case of a contingent capital increase to bolster convertible bonds and similar instruments if a minimum issue amount or its computation bases for the shares to be issued when the conversion or option is exercised are stipulated in the authorisation resolution for the issue of the respective instruments. Therefore, the authorisation states that the conversion or option price must amount to at least 80% of the average stock price of the Company as defined in detail in the authorisation. Since the conversion or option price can be configured as a minimum price on the basis of the ARUG, the authorisation also provides that the conversion price and the conversion ratio

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in the convertible bond terms may also be variable, specifically contingent upon the stock price during the term.

The conversion and/or option rights shall, to the extent that this adjustment is not already required by law, be adjusted to preserve their value, § 9 para. 1 of the AktG notwithstanding, if the economic value of the existing conversion or option rights is diluted during the term of the bond (e.g. by a capital increase) and no subscription rights are granted as compensation.

The shareholders should generally be granted subscription rights. However, under the conditions indicated below, an exclusion of the subscription rights shall be possible:

If Bonds with conversion and/or option rights or obligations are to be issued, the Management Board, with the consent of the Supervisory Board, shall be authorised to exclude the subscription rights in analogous application of § 186 para. 3, Sentence 4 of the AktG to the extent that shares issued based on conversion and/or option rights or obligations shall be limited to a maximum of 10% of the share capital of the Company. This upper limit for the simplified subscription right exclusion is reduced by the prorated share capital that is attributable to those shares or convertible bonds and/or warrant-linked bonds that were issued or sold as of 14 June 2016 subject to exclusion of subscription rights in direct or analogous application of § 186 para. 3 Sentence 4 AktG. With these attributions it is ensured—subject to a renewed resolution of the Annual General Meeting—that no Bonds are issued if this were to result in the exclusion of subscription rights of shareholders without a specific, pertinent reason, in direct or analogous application of § 186 para. 3 Sentence 4 AktG for a total of more than 10% of the share capital. This further limitation is in the interest of shareholders who wish to maintain their shareholding quota as far as possible in the event of capital adjustments.

In the event of such an exclusion of subscription rights, the analogous application of § 186 para. 3 Sentence 4 AktG requires that the issue price for the Bonds may not be set significantly below the market value. This takes into account the shareholders' need for protection against dilution of their shareholdings. Based on the intent in the authorisation to define the issue price of the Bonds as not significantly below the calculated market value, the value of a subscription right would fall to practically zero. In order to secure this requirement for the issuance of Bonds, the issue price may not be significantly lower than the theoretical market value of the bonds with conversion or option rights calculated according to recognised financial calculation methods. In this way, the protection of the shareholders from dilution of their shareholdings is guaranteed and the shareholders do not incur any economic disadvantages through an exclusion of subscription rights. Shareholders, who intend to maintain their share of the share capital of the Company or purchase Bonds according to their share quota, can achieve this by purchasing through the stock market.

However, the attributions envisaged in the authorisation of other exclusions of subscription rights in direct or analogous application of § 186 para. 3 Sentence 4 AktG are then no longer justifiable if the Annual General Meeting passes a new resolution concerning the authorisation that resulted in the attribution, because, due to this renewed resolution, the reason for the attribution is no longer applicable. Therefore, the resolution proposal for agenda item 7 of the Annual General Meeting of 19 June 2019 envisages that an attribution already applied would no

longer be applicable to the extent that subsequent to the issuance of convertible and/or warrant-linked bonds in analogous application of § 186 para. 3 Sentence 4 AktG, the Annual General Meeting would pass a resolution for a new authorisation to issue convertible and/or warrant-linked bonds with the option for exclusion of subscription rights pursuant to § 186 para. 3 Sentence 4 AktG. Equally, an attribution that has already taken place would be cancelled insofar as subsequent to a sale of treasury shares pursuant to § 71 para. 1 No. 8, § 186 para. 3 Sentence 4 AktG, the Annual General Meeting resolves to put forth a new authorisation for the sale of treasury shares pursuant to § 71 para. 1 No. 8, § 186 para. 3 Sentence 4 AktG or for the issuance of new shares pursuant to § 203 para. 2, § 186 para. 3 Sentence 4 AktG. Insofar as convertible and/or warrant-linked bonds or new shares can be issued anew from authorised capital by way of facilitated exclusion of shareholders' subscription rights, or treasury shares can be sold by way of facilitated exclusion of shareholders' subscription rights, the authorisation for facilitated shareholder rights exclusion should again apply to the authorisation to issue convertible bonds and/or warrant-linked bonds because with the entry into force of the new authorisation for facilitated exclusion of shareholders' subscription rights, the block that came about due to the utilisation of the authorisation to issue convertible bonds and/or warrant-linked bonds, to issue new shares from authorised capital or to sell treasury shares ceases to be applicable in respect of the issuance of convertible and/or warrant-linked bonds. Since the majority requirements for such a resolution are identical to a resolution concerning the creation of an authorisation for the issuance of convertible and/or warrant-linked bonds with the option for exclusion of subscription rights pursuant to § 186 para. 3 Sentence 4 AktG, the resolution of the Annual General Meeting on the creation of a new authorisation for the issuance of convertible bonds and/or warrant-linked bonds with the option of exclusion of subscription rights pursuant to § 186 para. 3 Sentence 4 AktG, or a new authorisation for the issuance of new shares from authorised capital with the option for exclusion of subscription rights in accordance with § 203 para. 2, § 186 para. 3 Sentence 4 AktG or a new authorisation for the sale of treasury shares pursuant to § 71 para. 1 No. 8, § 186 para. 3 Sentence 4 AktG can be regarded at the same time as a confirmation in respect of the authorisation resolution concerning the issuance of convertible bonds and/or warrant-linked bonds pursuant to § 221 para. 4 Sentence 2, § 186 para. 3 Sentence 4 AktG.

Together with the statutory provisions regulating the protection of the shareholders, these provisions take into account shareholders' needs for protection with regard to a protection against a dilution of their shareholdings.

Insofar as profit participation rights or income bonds without conversion rights, option rights or conversion obligations are to be issued, the Management Board, with the consent of the Supervisory Board, shall be authorised to completely exclude the subscription rights of the shareholders if these profit participation rights or income bonds are structured similarly to bonds, i.e. if they do not grant any membership rights in the Company, no participation in the liquidation proceeds are issued and the interest payment is not calculated on the basis of the net income for the year, the net income available for distribution or the dividend. Moreover, it shall be required that the interest payout and the amount issued for the profit participation certificates or income bonds correspond with current market conditions at the time of the issue. If the stated prerequisites are fulfilled, the exclusion of the subscription rights does not result in disadvantages for the shareholders since the profit participation certificates or income bonds do not grant membership

rights nor do they grant a share of the liquidation proceeds or of the Company's profits. Although it can be envisaged that the interest payment would depend on the existence of the net income for the year—net income available for distribution or a dividend, a regulation whereby a higher net income for the year—a higher net income available for distribution or a higher dividend payout would result in a higher interest payment would not be permissible. Thus, the issuance of the profit participation certificates or income bonds neither alter and/or dilute the voting rights nor the participation of the shareholders in the Company and its profit. Moreover, due to the issue being in line with prevailing market conditions that are subject to mandatory provisions for this case of subscription exclusion, no significant subscription right value ensues.

Due to both of the aforementioned options of exclusion of subscription rights, the Company gains the flexibility to quickly take advantage of favourable situations on the capital markets and is placed in a position to quickly and flexibly utilise a low interest rate level or favourable demand situation for a share issue. What is decisive here is that as opposed to an issue of Bonds with subscription rights, the issue price can be set immediately preceding placement, thereby avoiding an increased risk of changes in the share price for the duration of a subscription period and the issue proceeds can be maximised in the interests of all the shareholders. Moreover, due to the fact that the lead time associated with a subscription right is not applicable, there are further advantages both in terms of the costs of raising funds as well as in terms of the placement risk. With subscription rights excluded, the safety margin that is otherwise required and the placement risk can be reduced and the cost of the fund-raising can be reduced accordingly in favour of the Company and its shareholders.

The Management Board is further authorised, with the consent of the Supervisory Board, to exclude fractional amounts from subscription rights. Such fractional amounts may result from the amount of the particular issue volume and the necessity to define a practicable subscription ratio. In such cases, an exclusion of the shareholders' subscription right may facilitate the processing of the issue. The free fractions excluded from the subscription rights of the shareholders are either exploited through sale on the stock exchange or otherwise disposed of in the best interests of the Company.

Furthermore, the Management Board shall obtain the option, with consent of the Supervisory Board, to exclude the subscription rights of the shareholders in order to grant the bearers or creditors of conversion and/or option rights or convertible bonds with conversion obligations a subscription right to the extent of which they would be entitled after exercising the conversion or option rights or fulfilling the conversion obligations. Generally, the terms and conditions governing options and conversions include clauses that serve to protect the owners or creditors of options or conversion rights from dilution of their assets. Thus, these financial instruments lend themselves to better placement on the stock market. The subscription rights of owners of existing options and conversion rights offer the opportunity that, should the authorisation be exercised, the conversion or option price does not have to be reduced for the bearers of already existing option or conversion rights. This ensures a higher issue price of the no par value bearer shares to be issued upon the exercise of the option or conversion. As the placement of the issue is thereby facilitated, the subscription right exclusion serves the interests of the shareholders in an optimum financial structure of their Company.

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The Management Board will report on any utilisation of the proposed authorisation at the next Annual General Meeting.

The contingent capital increase proposed for resolution under item 7 of the agenda shall serve the purpose of granting no-par value bearer shares to the bearers or creditors of the Bonds that shall be issued pursuant to the authorisation to be resolved under item 5 of the agenda at the Annual General Meeting of 19 June 2019 by the Company or companies in which the Company holds direct or indirect participations against cash payment and that shall grant a conversion or option right on new no-par-value bearer shares of the Company or determine a conversion obligation. Alternatively, in the context of the legal limits, treasury shares may also be used for servicing.

8. Resolution regarding the approval of the remuneration system for members of the Management Board of Evotec SE.

§ 120 para. 4 AktG provides for the option that the Annual General Meeting may vote on whether or not to approve remuneration system for members of the Management Board. The Annual General Meeting of Evotec AG passed such a resolution most recently on 14 June 2017. The system regulating the remuneration of the members of the Management Board, which had been approved by the Annual General Meeting at that time, has been amended by the extension and revision of contracts with three out of four Management Board members in-line with latest Corporate Governance best practices. Therefore as well as in preparation for the mandatory vote on remuneration according to the Second Shareholders' Rights Directive (Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EG regarding the promotion of the long-term participation of shareholders, ABI. EU No L 132 of 20 May 2017, page 1 ff) use shall be made of the option of the Annual General Meeting to vote on the existing system regulating the remuneration of the members of the Management Board.

The existing system regulating the remuneration of the members of the Management Board of Evotec SE is described in detail in the Management Report of the Annual Report 2018 on pages 76-77. This report is also available on the internet at

www.evotec.com

in section 'Invest', 'Annual General Meeting'. An overview of the substantial amendments can also be found there. The Chairman of the Supervisory Board will explain the respective amendments to the Annual General Meeting.

The Management Board and the Supervisory Board propose approval of the existing "Remuneration System for the Management Board" of Evotec SE.

* * *

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 SE, Manfred Eigen Campus, Essener Bogen 7, 22419 Hamburg during the usual

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business hours and shall be accessible on the internet as of this time, at <http://www.evotec.com> in section 'Invest', 'Annual General Meeting':

- The documents mentioned in item 1 of the agenda;
- Report by the Management Board to the Annual General Meeting regarding item 7 of the agenda regarding the exclusion of the subscription right pursuant to § 221 para. 4 Sentence 2 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 € 149,796,449.00. It is divided into 149,796,449 no-par value bearer shares. Each no-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 149,796,449 shares and voting rights. The share types do not vary.

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

Participation at the Annual General Meeting and exercise of voting rights

Pursuant to § 15 para 4 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, provided they register their attendance with the Company in text form prior to the Annual General Meeting (section 126b German Civil Code (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 (section 126b BGB) through the depository institution. The registration and evidence must be written in German or English and received by the Company at the following office, under the specified address, telefax number or email address (the **registration address**) by no later than **midnight (CEST) on 12 June 2019**:

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

Telefax: +49 (0)69 12012-86045
Email: wp.hv@db-is.com

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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, **29 May 2019, 0.00 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 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 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. Box 64504, St. Paul, MN 55164-0504, USA (jpmorgan.adr@eq-us.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 (from within the USA) or +1 (651) 453 2128 (from outside the USA).

Significance of the record date

The record date is the crucial date for the scope and exercise 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 exercise 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 on the record date. The existence of 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, the share ownership by the shareholder on the record date is exclusively relevant for the attendance and scope of the voting right; i.e. sales of shares 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 for the Annual General Meeting 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 for the Company must be in text form (§ 126b BGB) unless the law stipulates otherwise. For the authorisation of a credit institution, an association of shareholders 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 the form of power of attorney that may be potentially required.

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

Telefax: +49 (0)89 889 690 655
Email: 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 a power of attorney already issued 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>, under the section 'Invest', and then '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>, under the section 'Invest', and then '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 put forward 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 close of **18 June 2019** (receipt) by post, telefax or e-mail to the aforementioned address, telefax number or

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email address or electronically on the internet at <http://www.evotec.com>, under the section 'Invest', then 'Annual General Meeting' and then under the 'Voting Proxy' item.

Furthermore, we also offer the shareholders and shareholder representatives who have registered in the proper form and on time and are present at the Annual General Meeting the opportunity to 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> under the section 'Invest', and then 'Annual General Meeting'. Our shareholders can obtain information on working days between 9.00 am and 5.00 pm (CEST) by calling +49 (0)89 / 889 690 620.

Shareholders' rights pursuant to article 56 (2) and (3) SE-VO, § 50 para. 2 SEAG, § 122 para. 2, § 126 para. 1, 127, and §131 para. 1 AktG

Right to supplement the agenda pursuant to article 56 (2) and (3) SE-VO, § 50 para. 2 SEAG, § 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. This minimum stake is required for requests for supplements to the agenda from shareholders of a European Company (*Societas Europaea*) pursuant to article 56 (3) SE-VO in conjunction with § 50 para 2 SEAG.

The minimum stake must be proven to the Company, whereby it is sufficient to provide bank certifications. The applicants must also prove that they have owned the shares for at least 90 days before their request was received and that they will hold the shares until the Management Board's decision regarding the request has been made (see § 122, para. 2 Sentence 1 in conjunction with § 122 para. 1 Sentence 3 AktG). The prior shareholding period is to be calculated in accordance with § 70 AktG.

The demand shall be addressed in writing to the Company, represented by the Management Board, whereby each new item for the agenda must include a reason or a proposed resolution. The request for supplementation can also be aimed at a discussion item without an accompanying resolution. It must be received by the Company by no later than by **midnight (CEST) on 19 May 2019**. Please use the following address to submit your request:

Evotec SE
– Vorstand (Management Board) –
Essener Bogen 7
22419 Hamburg
Germany

Additions to the agenda to be announced, provided that they were not already announced with the convening of the Annual General Meeting, shall immediately be announced after receipt of the demand in the Federal Gazette (Bundesanzeiger) and in media channels for publication that may be reasonably assumed to disseminate the information throughout the European Union. They shall also be announced at the internet address <http://www.evotec.com> under the section 'Invest', and then 'Annual General Meeting' and notified to the shareholders.

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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 **midnight (CEST) on 04 June 2019**, including any and all reasons for same, exclusively at the following address, telefax number or email address:

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

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

Motions that have been otherwise addressed shall not be considered. Counter motions by shareholders that are to be made accessible shall be made accessible immediately after their receipt, including the name of the shareholder and any and all reasons for the motion, at <http://www.evotec.com> under the section 'Invest', and then 'Annual General Meeting'. Any relevant statements by the management in this regard shall also be made accessible at this internet address. The Company can refrain from making a counter motion and its reasons accessible if one or more grounds for exclusion exist pursuant to § 126 para. 2 AktG, for example, because the counter motion would lead to a shareholder resolution that is illegal or in contravention of the Articles of Association. The reasons for a counter motion do not need to be made accessible if they contain 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 of auditors. The aforementioned provisions on counter motions shall apply analogously, without a requirement to state any reasons for a nomination. 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 Supervisory Boards that are required by law.

We would like to point out that counter motions 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 also 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 representative can request information from the Management Board regarding the Company's affairs, provided that such information is necessary to enable the subject matter on the agenda to be properly assessed. The obligation to provide information also encompasses the legal

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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 to be submitted orally in the Annual General Meeting, within the context of the debate.

Pursuant to § 16 para 2 Sentence 2 of the Articles of Association, the Chairman of the Annual General Meeting is authorised to impose an appropriate time limit on the shareholder's right to ask questions and speak. The Management Board is also entitled to omit answering questions in specific cases that are regulated in the German Stock Corporation Act (§ 131 para. 3 AktG), such as if, according to sound commercial judgement, disclosure of the information would inflict a material disadvantage on the Company or an affiliated company.

Explanations regarding the motion rights (§ 122 para. 2, § 126 para. 1, and § 127 para. 1 AktG) and information rights (§ 131 AktG) of the shareholders can also be viewed on the internet at <http://www.evotec.com> under the section 'Invest', and then '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 19 June 2019 from 10.00 am (CEST) live online and to also make a recording available after the Annual General Meeting.

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> under the section 'Invest', and then 'Annual General Meeting'. The results of the votes shall be announced at the same internet address after the Annual General Meeting.

Data protection and privacy notice

Data protection rules apply to Evotec SE. The Company attaches great importance to protecting the shareholder's personal data and to implementing these rules in compliance with the law. An overview of all relevant information on processing shareholders' personal data is provided in the Evotec SE privacy policy. This privacy policy is available at <https://www.evotec.com/data-protection-shareholders>.

Hamburg, May 2019

Evotec SE

Management Board

[Annex: Curricula vitae of Supervisory Board candidates]

Curriculum Vitae Prof. Dr Wolfgang Plischke

Academic degree: Dr. rer. nat. Universität Hohenheim
Occupation: Consultant
Honorary Professor for Business Chemistry at Ludwig Maximilian University of Munich (since 2011)
Place of residence: Aschau im Chiemgau, Germany

Personal data

Year of birth: 1951
Nationality: German

Member of the Supervisory Board of Evotec SE

First appointed on 17 June 2014

Last elected at the Annual General Meeting on 17 June 2014 until the Annual General Meeting, which will decide on the approval of the members of the Supervisory Board for fiscal year 2018

Chairman of the Supervisory Board since 17 June 2014

Education

1979 University Hohenheim
Conferral of a doctorate (Dr. rer. nat.)
1970 – 1976 University Hohenheim
Studies in biology

Professional career

Since 2011 Ludwig Maximilian University of Munich
Honorary Professor for Business Chemistry

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| | |
|-------------|--|
| 2002 – 2014 | Bayer AG |
| | Various positions, most recently member of the Management Board, responsible for technology, innovation and sustainability, as well as for the region Asia/Pacific |
| 1980 – 2002 | Bayer Group |
| | Various positions, most recent position of director of Pharma of Bayer AG in North America |

Appointments to other statutory supervisory boards and comparable national and international supervisory bodies of commercial enterprises

Bayer AG (Member of the Supervisory Board)

Other significant activities besides the Supervisory Board mandate

Chairman of Robert-Koch-Stiftung

Member of the Board of Walter-Siegenthaler-Gesellschaft

Member of the Senate of Hermann von Helmholtz-Gemeinschaft Deutscher Forschungszentren e.V.

Relevant knowledge, skills and experience

Prof. Dr Wolfgang Plischke (born in 1951, German citizen) was appointed Member of the Supervisory Board on 17 June 2014 for a term of five years and has since then served as Chairman of the Supervisory Board. His current term will expire at the end of the AGM held in the year 2019. From March 2006 until April 2014, Prof. Dr Wolfgang Plischke has been a member of the Board of Management of Bayer AG. He was responsible for Technology, Innovation and Sustainability and for the Asia/Pacific region. From January 2002 to February 2006, he was Head of the Pharmaceuticals Business Group at Bayer AG with responsibility for the global business with prescription drugs. From 2000 to 2002, he served as Head of the Pharmaceuticals Business Group in North America at Bayer AG. From 1995 to 2000, Prof. Dr. Plischke served as President of Bayer Yakuin Ltd., Japan, with responsibility for Pharmaceuticals and Consumer Care. He began his career in 1980 with Bayer's subsidiary Miles Diagnostics after completing his biology studies at Hohenheim University.

Prof. Dr Plischke has been member of the Supervisory Board of Bayer AG since April 2016. He also holds a number of offices outside of Bayer AG. He is a member of the Board of the Walter Siegenthaler Society and has been serving as Chairman of the Robert Koch Foundation since 2019. Prof. Plischke is also a member of the senate of the Helmholtz association. In July 2011, Prof. Dr Wolfgang Plischke was appointed honorary professor for Business Chemistry at the Ludwig Maximilian University of Munich.

Prof. Dr Plischke has extensive experience in research & development and marketing & sales, which is of great importance for Evotec SE.

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Personal or business relationships in accordance with section 5.4.1 paragraphs 6 to 8 of the German Corporate Governance Code

In the opinion of the Supervisory Board, Prof. Dr Wolfgang Plischke and Evotec SE, its affiliates, the bodies of Evotec SE or a significant shareholder in Evotec SE, have no personal or business relationships that an objective judging shareholder would consider authoritative for their voting decision. Shareholders who directly or indirectly hold more than 10% of the Company's voting shares are considered as significant shareholders.

Information according to section 5.4.3 Sentence 3 of the German Corporate Governance Code

According to section 5.4.3 of the German Corporate Governance Code, it is pointed out that Prof. Dr Wolfgang Plischke is to be proposed as a candidate for Chairman of the Supervisory Board.

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Curriculum Vitae Prof. Dr Iris Löw-Friedrich

Academic degree: Dr. med. University of Frankfurt/Main

Occupation: Chief Medical Officer and Executive Vice President Development and Medical Practices at UCB S.A., Brussels, Belgium

Clinical professor for internal medicine at University of Frankfurt/Main, Medical School (since 2000)

Place of residence: Ratingen, Germany

Personal data

Year of birth: 1960

Nationality: Deutsch

Member of the Supervisory Board of Evotec SE

First appointed on 17 June 2014

Last elected at the Annual General Meeting on 17 June 2014 until the Annual General Meeting, which will decide on the approval of the members of the Supervisory Board for fiscal year 2018

Education

1985 University of Frankfurt/Main
Conferral of a doctorate (Dr. med.)

1979 – 1985 University of Frankfurt/Main
Study of medicine

Professional career

Since 2008 UCB S.A.
Chief Medical Officer and Executive Vice President Development and Medical Practices

2001 – 2009 Schwarz Pharma AG
Member of the Executive Board, Global responsibility for research and development

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| | |
|-------------|--|
| 2000 – 2001 | BASF Pharma |
| | Vice President Global Projects |
| Since 2000 | University of Frankfurt/Main |
| | Clinical professor for internal medicine |
| 1992 – 2000 | Hoechst AG |
| | Various positions, most recent position of Vice President Clinical Development |

Appointments to other statutory supervisory boards and comparable national and international supervisory bodies of commercial enterprises

Fresenius SE & Co. KGaA (Member of the Supervisory)

TransCelerate BioPharma Inc (Member of the Supervisory)

Other significant activities besides the Supervisory Board mandate

n/a

Relevant knowledge, skills and experience

Prof. Dr Iris Löw-Friedrich (born in 1960, German citizen) was appointed Member of the Supervisory Board on 17 June 2014 for a term of five years. Her current term will expire at the end of the AGM held in the year 2019. Since March 2008, Prof. Dr Iris Löw-Friedrich has been serving as Chief Medical Officer and Executive Vice President Development and Medical Practices of UCB S.A., Brussels (Belgium). From 2001 to 2009, Prof. Dr Löw-Friedrich was a member of the Executive Board of Schwarz Pharma AG, Monheim am Rhein, with global responsibility for research and development. From 2000 to 2001, she served as Vice President Global Projects at BASF Pharma, Ludwigshafen. From 1992 to 2000, Prof. Dr Löw-Friedrich held various positions in the area of drug development at Hoechst AG, Frankfurt am Main, lastly as Vice President Clinical Development at Hoechst Marion Roussel/Aventis, Bridgewater, NJ, USA. Since April 2014, she has been Member of the Supervisory Board at TransCelerate BioPharma Inc (Chairman of the Supervisory Board from September 2015 until September 2017). Since May 2016, Prof. Dr Löw-Friedrich has been serving as Member of the Supervisory Board of Fresenius SE & Co. KGaA.

Prof. Dr Löw-Friedrich began her career in 1985 as a physician in the field of internal medicine at the University of Frankfurt/Main, Medical School, where she has also been a clinical professor for internal medicine since 2000. She studied medicine at the University of Frankfurt/Main, receiving her doctorate from this university in 1985.

Due to her clinical expertise, Prof. Dr Löw-Friedrich ideally complements the future Supervisory Board of Evotec SE and expands its range of competences.

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Personal or business relationships in accordance with section 5.4.1 paragraphs 6 to 8 of the German Corporate Governance Code

In the opinion of the Supervisory Board, Prof. Dr Iris Löw-Friedrich and Evotec SE, its affiliates, the bodies of Evotec SE or a significant shareholder in Evotec SE, have no personal or business relationships that an objective judging shareholder would consider authoritative for their voting decision. Shareholders who directly or indirectly hold more than 10% of the Company's voting shares are considered as significant shareholders.

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Curriculum Vitae Dr Mario Polywka

Academic degree: DPhil in mechanistic organometallic chemistry, University of Oxford

Occupation: Consultant

Place of residence: Abingdon, UK

Personal data

Year of birth: 1963

Nationality: British

Member of the Supervisory Board of Evotec SE

n/a

Education

1988 – 1989 University of Oxford

PostDoc

1985 – 1988 University of Oxford

Conferral of a doctorate (DPhil in mechanistic organometallic chemistry)

1981 – 1985 University of Oxford

Bachelor of Arts

Professional career

Since Jan 2019 Consultant

2007 – 2018 Evotec AG

Member of Management Board and Chief Operating Officer

2004 – 2006 Evotec AG

Executive Vice President

2002 – 2004 Consultant

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1991 – 2002

Evotec OAI AG

Various positions, most recently Chief Operating Officer

Appointments to other statutory supervisory boards and comparable national and international supervisory bodies of commercial enterprises

Forge Therapeutics, Inc. (Member of the Board of Directors)

Exscientia Ltd. (Member of the Board of Directors)

Other significant activities besides the Supervisory Board mandate

n/a

Relevant knowledge, skills and experience

Dr Mario Polywka (born in 1963, British citizen) retired from the Management Board of Evotec AG effective 31 December 2018. Until then, he has served as member of the Management Board and Chief Operating Officer of Evotec AG since 28 November 2007. In 1991, he was a founding chemist of Oxford Asymmetry International plc (OAI), became Director of Chemistry in 1993 and a Board Director in 1996. In 1999, Dr Polywka was appointed Chief Operating Officer and in 2001 Chief Executive Officer of OAI. Following the merger of EVOTEC BioSystems AG with OAI in 2000 he was Chief Operating Officer until 2002. Between 2002 and 2004, Dr Polywka ran a number of spin-out companies from Oxford and Southampton Universities.

Dr Polywka received his Bachelor's degree from Hertford College, Oxford University and his Doctorate from the University of Oxford in mechanistic organometallic chemistry with Professor Steve Davies and continued at Oxford with post-doctoral studies on the biosynthesis of Penicillin with Professor Sir Jack Baldwin. He held a number of college teaching posts at Oxford University between 1988 and 1994. Dr Polywka is a Fellow of the Royal Society of Chemistry and has a number of publications and patents mainly in the field of asymmetric synthesis.

In May 2017, Dr Mario Polywka became a member of the Board of Directors of Forge Therapeutics, Inc. and in September 2017, Dr Mario Polywka also joined the Board of Directors of Exscientia Ltd.

Due to his expert knowledge in drug discovery and development, his long-term commercial, operational, and strategic record of accomplishment and because of his comprehensive knowledge of the Company, Dr Polywka ideally complements the future Supervisory Board of Evotec SE.

Personal or business relationships in accordance with section 5.4.1 paragraphs 6 to 8 of the German Corporate Governance Code

In the opinion of the Supervisory Board, Dr Mario Polywka and Evotec SE, its affiliates, the bodies of Evotec SE or a significant shareholder in Evotec SE, have no personal or business relationships

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that an objective judging shareholder would consider authoritative for their voting decision. Shareholders who directly or indirectly hold more than 10% of the Company's voting shares are considered as significant shareholders.

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Curriculum Vitae Herr Roland Sackers

Academic degree: Master Degree in Business Administration University of Münster

Occupation: Chief Financial Officer and Managing Director of QIAGEN N.V.

Place of residence: Cologne, Germany

Personal data

Year of birth: 1968

Nationality: German

Member of the Supervisory Board of Evotec SE

n/a

Education

1995 Master Degree in Business Administration
University of Münster

Professional career

Since Jan 2004 QIAGEN N.V.
Chief Financial Officer and Managing Director

1999 – 2004 QIAGEN N.V.
Vice President Finance

1995 – 2004 Arthur Andersen Wirtschaftsprüfungsgesellschaft mbH
Auditor

Appointments to other statutory supervisory boards and comparable national and international supervisory bodies of commercial enterprises

BIO Deutschland e.V. (Board member)

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Other significant activities besides the Supervisory Board mandate

n/a

Relevant knowledge, skills and experience

Mr Roland Sackers (born in 1968, German citizen) has been serving as Chief Financial Officer and Managing Director of QIAGEN N.V. since January 2004. In this position, he is responsible for developing and executing the long-term financial planning, which is the foundation for the company's accelerated growth strategy. Prior to joining QIAGEN in 1999, Mr Sackers served as Auditor at the auditing company Arthur Andersen. Mr Sackers received his master's degree in Business Administration from the University of Münster. He represents QIAGEN as board member of BIO Deutschland e.V.

Due to his professional background, being a graduate in business administration, and due to his expert knowledge in accounting and auditing, Mr Sackers qualifies as financial expert in the meaning of § 100 para. 5 of the German Stock Corporation Act and is suitable as independent financial expert for the function of Chairman of the Audit Committee of the Supervisory Board, which is intended for him, according to section 5.3.2 of the German Corporate Governance Code.

Personal or business relationships in accordance with section 5.4.1 paragraphs 6 to 8 of the German Corporate Governance Code

In the opinion of the Supervisory Board, Mr Roland Sackers and Evotec SE, its affiliates, the bodies of Evotec SE or a significant shareholder in Evotec SE, have no personal or business relationships that an objective judging shareholder would consider authoritative for their voting decision. Shareholders who directly or indirectly hold more than 10% of the Company's voting shares are considered as significant shareholders.

Curriculum Vitae Dr Michael Shalmi

Academic degree: Dr. med. University in Copenhagen

Occupation: Consultant and Investor

Place of residence: Hellerup, Denmark

Personal data

Year of birth: 1965

Nationality: Danish

Member of the Supervisory Board of Evotec SE

First appointed on 14 June 2017

Last elected at the Annual General Meeting on 14 June 2017 until the Annual General Meeting, which will decide on the approval of the members of the Supervisory Board for fiscal year 2018

Education

2000 Scandinavian International Management Institute

Master of Business Administration

1991 University in Copenhagen

Conferral of a doctorate (Dr. med.)

1984 – 1991 University in Copenhagen

Study of medicine

Professional career

Since March 2019 Consulting firm ACMS

Consultant and Investor

2017 – 2019 Novo Holdings A/S

Managing Director, Head of Principal Investments

2009 – 2016 Novo Holdings A/S

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Various positions, most recently Head of Large Investments

1994 – 2009 Novo Nordisk A/S

Various positions, most recently Vice President, Global Development, Clinical Operations Management

Appointments to other statutory supervisory boards and comparable national and international supervisory bodies of commercial enterprises

Synlab Ltd. (Member of the Board of Directors)

and to bodies of the following companies and investments of Novo Group:

Momentum Gruppen A/S (Member of the Board of Directors)

ERT HoldCo A/S (Member of the Board of Directors)

Xellia HoldCo A/S (Member of the Board of Directors)

Novo Invest 1 A/S (Member of the Board of Directors)

ENV HoldCo A/S (Member of the Board of Directors)

Sonion HoldCo A/S (Member of the Board of Directors)

In addition, he has been nominated as candidate and Chairman of the Board of Directors of Active Biotech AB.

Other significant activities besides the Supervisory Board mandate

n/a

Relevant knowledge, skills and experience

Dr Michael Shalmi (born in 1965, Danish citizen) was appointed Member of the Supervisory Board on 14 June 2017 for a term of two years. His current term will expire at the end of the AGM held in the year 2019. Since March 2019, Dr Michael Shalmi has been pursuing his personal consulting firm ACMS. From January 2017 to February 2019, Dr Shalmi served as Managing Director, Head of Principal Investments of Novo Holdings A/S. From 2009 to 2016, he served as Senior Partner at Novo Holdings A/S where he led at first the division Novo Growth Equity and then for two years the division Large Investments. In this role, he was responsible for the strategic long-term investments in life science. Prior to his career at Novo Holdings A/S, he spent 15 years at Novo Nordisk A/S where he held a number of different international management positions in research, clinical

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development as well as marketing and management, lastly as Vice President, Global Development, Clinical Operations Management. Prior to working at Novo Nordisk, he was research associate at the universities in Copenhagen and Manchester.

During his career, Dr Michael Shalmi gained extensive expertise in medicine and especially focused on drug and product development and on the development of commercialisation strategies. Dr Shalmi holds further positions as a member of other statutory supervisory boards such as Member of the Supervisory Board of Synlab Ltd., Momentum Gruppen A/S, ERT HoldCo A/S, ENV HoldCo A/S, Xellia HoldCo A/S, Novo Invest 1 A/S, and Sonion HoldCo A/S.

Dr Shalmi received his Doctorate of Medicine from the University in Copenhagen and his MBA degree from the Scandinavian International Management Institute.

Due to his extensive knowledge of various aspects in the Pharma industry as well as his excellent expertise in pre-clinical as well as in clinical discovery and development combined with his focus on strategy and investment, Dr Shalmi ideally the future Supervisory Board of Evotec SE.

Personal or business relationships in accordance with section 5.4.1 paragraphs 6 to 8 of the German Corporate Governance Code

In the opinion of the Supervisory Board, Dr Michael Shalmi and Evotec SE, its affiliates, the bodies of Evotec SE or a significant shareholder in Evotec SE, have no personal or business relationships that an objective judging shareholder would consider authoritative for their voting decision. Shareholders who directly or indirectly hold more than 10% of the Company's voting shares are considered as significant shareholders.

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Curriculum Vitae Dr Elaine Sullivan

Academic degree: PhD in Molecular Biology and Virology, University of Edinburgh

Occupation: Chief Executive Officer of Carrick Therapeutics Ltd.

Place of residence: Dublin, Republic of Ireland

Personal data

Year of birth: 1961

Nationality: British

Member of the Supervisory Board of Evotec SE

First appointed on 09 June 2015

Last elected at the Annual General Meeting 09 June 2015 until the Annual General Meeting, which will decide on the approval of the members of the Supervisory Board for fiscal year 2018

Education

1983 – 1987 University of Edinburgh
Conferral of a doctorate (PhD)

1979 – 1983 University of Glasgow
Bachelor

Professional career

Since 2015 Carrick Therapeutics Ltd.
Chief Executive Officer

2011 – 2014 Eli Lilly & Company
Vice President Global External Research and Development

1995 – 2010 AstraZeneca AB
Various positions, most recently Vice-President R&D, New Opportunities

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Appointments to other statutory supervisory boards and comparable national and international supervisory bodies of commercial enterprises

IP Group plc (Member of the Supervisory Board)

Other significant activities besides the Supervisory Board mandate

n/a

Relevant knowledge, skills and experience

Dr Elaine Sullivan (born in 1961, British citizen) was appointed Member of the Supervisory Board on 09 June 2015 for a term of four years. Her current term will expire at the end of the AGM held in the year 2019. Since January 2015, Dr Sullivan has been Chief Executive Officer of Carrick Therapeutics Ltd, a new European oncology company. Elaine Dr Sullivan has worked as part of top management teams in R&D at Eli Lilly and AstraZeneca. She has over 25 years of international experience working in the Pharmaceutical industry in the US, Switzerland and the UK. 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. She was a member of the investment committees of Lilly Ventures and Lilly Asian Ventures and the steering committees of Lilly's Capital Fund partners. Prior to joining Eli Lilly, Dr Sullivan held various positions in the area of drug discovery and development at AstraZeneca from 1995 until 2010, including Vice-President R&D, New Opportunities, from 2007 to 2010. In this role, she established and led AstraZeneca's virtual Therapy disease function which pinpointed new disease areas and created new therapeutic applications for multiple molecular entities and advanced them into the clinic. During her career, she gained extensive knowledge of various aspects of drug discovery and development having developed new molecules in virology, cancer, ophthalmology and respiratory and inflammation. Furthermore, she has particular expertise in origination, development and execution of innovative partnerships. Since July 2015, Dr Elaine Sullivan has been serving as Member of the Supervisory Board of the IP Group plc.

Dr Sullivan holds a doctorate in Molecular Biology and Virology from the University of Edinburgh, UK, and a bachelor's degree in Molecular Biology from the University of Glasgow, UK.

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 future Supervisory Board of Evotec SE.

Personal or business relationships in accordance with section 5.4.1 paragraphs 6 to 8 of the German Corporate Governance Code

In the opinion of the Supervisory Board, Dr Elaine Sullivan and Evotec SE, its affiliates, the bodies of Evotec SE or a significant shareholder in Evotec SE, have no personal or business relationships that an objective judging shareholder would consider authoritative for their voting decision. Shareholders who directly or indirectly hold more than 10% of the Company's voting shares are considered as significant shareholders.