



Evotec AG

Hamburg

- ISIN DE 000 566 480 9 -

- WKN 566 480 -

We hereby invite our shareholders to the

Annual General Meeting 2018

to be held on Wednesday, 20 June 2018, at 10.00 am (CEST), at the business premises of Evotec AG, 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 AG as at 31 December 2017, as approved by the Supervisory Board, the management reports for Evotec AG and the Group for fiscal year 2017, 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 22 March 2018, 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 2017**

The Supervisory Board and the Management Board propose that the actions of the members of the Management Board for fiscal year 2017 be formally approved.

- 3. Resolution regarding formal approval of the actions of the members of the Supervisory Board for fiscal year 2017**

The Supervisory Board and the Management Board propose that the actions of the members of the Supervisory Board for fiscal year 2017 be formally approved.

4. Resolution regarding the appointment of the auditor for the annual financial statements and the consolidated financial statements for fiscal year 2018

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft ("E&Y"), Rothenbaumchaussee 78, 20148 Hamburg, be appointed as auditor of the annual financial statements and the consolidated financial statements for fiscal year 2018 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 2018 and the interim financial information for the first and/or third quarter of fiscal year 2018 and/or for the first quarter of fiscal year 2019.

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. Conversion of the Company into the legal form of a European Company (SE)

The Management Board and Supervisory Board propose the following resolution, with it only being the Supervisory Board, pursuant to section 124 para 3 sentence 1 AktG and based on a corresponding reasoned recommendation by the Audit Committee, that is making the proposal for the appointment of the auditor of the annual financial statements and the consolidated financial statements for Evotec SE's first fiscal year and – if the appointment is resolved – as the auditor that reviews the condensed financial statements and the interim management report to the half-yearly financial report for the first half of 2018 and the interim financial information for the first and/or third quarter of fiscal year 2018 and/or for the first quarter of fiscal year 2019 (para 12 of the Conversion Plan):

The Conversion Plan dated 26 April 2018 (Deed Roll—No. 718/2018M of Dr Marcus Reski, Notary Public, officiating in Hamburg) on the conversion of Evotec AG into a European Company (*Societas Europaea*, SE) is hereby approved; the Articles of Association of Evotec SE that are attached as an annex to the Conversion Plan are also approved.

The Conversion Plan and the Articles of Association have the following wording:

CONVERSION PLAN

of

EVOTEC AG

regarding its conversion with a change of its legal form into a European public limited-liability company (*Societas Europaea, SE*)

RECITALS:

- R.1 Evotec AG (**Evotec AG** or the **Company**) is a German-law stock corporation (*Aktiengesellschaft*) with its registered office and head office in Hamburg, Germany. It is registered in the commercial register of the Hamburg Local Court (*Amtsgericht*) under HRB 68223. Its business address is Essener Bogen 7, 22419 Hamburg, Germany. Evotec AG is a leading global drug discovery and drug development company. The Company has been listed on the stock market since 1999 and listed in the TecDAX since 2009. Evotec AG has subsidiaries in several countries including, amongst others, France, the United Kingdom, Italy and the United States of America.
- R.2 Evotec AG's registered share capital as of today is € 147,532,681.00, divided into the same number of no-par value shares (*Stückaktien*). Each share represents an amount of € 1.00 in Evotec AG's share capital. Pursuant to § 5 (3) of Evotec AG's Articles of Association, the shares are bearer shares.
- R.3 It is intended to convert Evotec AG in accordance with Art. 2 (4) in conjunction with Art. 37 of Council Regulation (EC) No 2157/2001 of 08 October 2001 on the Statute for a European Company (**SER**) into a European Company (*Societas Europaea, SE*) by way of change of its legal form (the **Conversion**). This Conversion is further subject, in particular, to the German Act implementing Council Regulation (EC) No 2157/2001 of 08 October 2001 on the Statute for a European Company (SE) of 22 December 2004 (**SEAG**) and the German Act on the involvement of employees in a European Company of 22 December 2004 (**SEBG**).
- R.4 Evotec AG's European and international strategic orientation is to be reflected by its Conversion into the legal form of an SE. The Conversion illustrates Evotec AG's concept of living an open and international corporate culture, corresponding to the international nature of the Company's business model and its international shareholder structure. In addition, the Conversion into the modern legal form of an SE with its European nature enables Evotec AG to achieve the Company's planned growth and to continue its successfully established corporate governance structure.

This said, Evotec AG's Management Board draws up the following Conversion Plan pursuant to Art. 37 (4) SER:

§ 1

Conversion of Evotec AG into Evotec SE

- 1.1 Evotec AG is converted into a European Company (*Societas Europaea, SE*) by way of change of its legal form in accordance with Art. 2 (4) in conjunction with Art. 37 SER.
- 1.2 The Company has held all shares in Evotec (France) SAS since 01 April 2015 and has thus had a subsidiary company existing for at least two years and governed by the law of another Member State, in accordance with Art. 2 (4) SER. Evotec (France) SAS is registered in the company register in Toulouse under registration number 808634448. In addition, the Company holds all shares in, amongst others, Evotec (UK) Ltd., Aptuit (Oxford) Ltd. and Aptuit (Verona) SRL, and accordingly has further subsidiary companies governed by the law of another Member State within the meaning of Art. 2 (4) SER. The Company will continue to have its registered office and head office in Hamburg, Germany, after the change of its legal form.
- 1.3 The Conversion of Evotec AG's legal form into that of an SE will not result in Evotec AG's winding up or in the creation of a new legal person. No assets will be transferred as the legal entity's identity is retained. The Company will continue to exist in the legal form of Evotec SE. The shareholders' participations in the Company will also continue to exist unchanged as the legal entity's identity is retained.
- 1.4 Evotec SE – like Evotec AG – will have a two-tier administrative structure consisting of a Management Board (management organ within the meaning of Art. 38 SER) and a Supervisory Board (supervisory organ within the meaning of Art. 38 SER). The Supervisory Board memberships of Supervisory Board members currently in office remain unaffected by the Company's Conversion into the legal form of an SE, as the principle of the continuation of offices pursuant to section 203 sentence 1 of the German Transformation Act (*UmwG*) in conjunction with Art. 15 (1) SER applies; the Supervisory Board's size and composition will remain unchanged upon the Conversion into Evotec SE.
- 1.5 Shareholders objecting to the Conversion will not be offered a cash compensation; no statutory obligation exists to make such offer.

§ 2

Effectiveness of the Conversion

The Conversion will become effective upon its registration in the Company's commercial register (**Conversion Date**).

§ 3

Company name, registered office, Articles of Association and share capital of Evotec SE

- 3.1 The SE's company name is "Evotec SE".
- 3.2 The registered office of Evotec SE will continue to be in Hamburg, Germany, where also its head office is located.

- 3.3 Evotec SE will be given the Articles of Association attached hereto as **An-nex**, which are an integral part of this Conversion Plan.
- 3.4 The registered share capital of Evotec AG in the amount existing on the Conversion Date (currently € 147,532,681.00) and as divided on that date into no-par value bearer shares (currently 147,532,681 shares), will become the share capital of Evotec SE.
- 3.5 The number of shares issued by Evotec AG (147,547,269 shares as of 31 March 2018) exceeds Evotec AG's registered share capital by a small number, because the number of issued shares of Evotec AG gradually increases in accordance with the issue of new shares of Evotec AG out of conditional capital (§ 5 (9) of Evotec AG's Articles of Association); however, pursuant to section 201 (1) of the German Stock Corporation Act (**AktG**), such issues of subscription shares will be applied for registration in the commercial register as an aggregated number after the end of each financial year only.
- 3.6 The persons and entities being shareholders in Evotec AG on the Conversion Date will become shareholders in Evotec SE, in the same amount and with the same number of no-par value shares (*Stückaktien*) in the share capital of Evotec SE as corresponds to their participation in the share capital of Evotec AG immediately on the Conversion Date. The mathematical portion of each no-par value share in the share capital (currently € 1.00) will be maintained as exists immediately before the Conversion Date.
- 3.7 As of the Conversion Date:
- (i) The share capital figure as divided into no-par value shares (*Stückaktien*) of Evotec SE (§ 5 (1) and (2) of Evotec SE's Articles of Association) corresponds to the share capital figure as divided into no-par value shares (*Stückaktien*) of Evotec AG (§ 5 (1) and (2) of Evotec AG's Articles of Association);
 - (ii) The authorised capital pursuant to § 5 (5) of Evotec SE's Articles of Association corresponds to the authorised capital pursuant to § 5 (4) of Evotec AG's Articles of Association;
 - (iii) The conditional capital amounts pursuant to § 5 (6) to (12) of Evotec SE's Articles of Association correspond to the conditional capital amounts pursuant to § 5 (5), (7), (9) and (12) to (15) of Evotec AG's Articles of Association. In addition, Evotec SE's Articles of Association were adjusted for the conditional capital amounts pursuant to § 5 (6), (8) as well as (10) and (11) of Evotec AG's Articles of Association, as the related stock option programmes have expired in the meantime.

Any changes to the amount of share capital of Evotec AG or to authorised capital and conditional capital amounts contained therein also apply to Evotec SE.

The Supervisory Board of Evotec AG (or, in the alternative, of Evotec SE) is hereby authorised to effect any changes resulting from § 3.5 and § 3.7 to the amounts set out therein and to the division of capital as well as any changes on which the registry court makes the Conversion's registration conditional, to the extent they relate only to this version, in the version of Evotec SE's attached Articles of Association before the Conversion is registered in Evotec AG's commercial register.

§ 4

Continued application of resolutions adopted by Evotec AG's Annual General Meeting

- 4.1 Resolutions adopted by the Annual General Meeting of Evotec AG, to the extent not yet effected on the Conversion Date, continue to apply unchanged to Evotec SE.
- 4.2 This applies particularly to the authorisation granted by resolution of the Annual General Meeting of 09 June 2015 under agenda item 7 for the acquisition and utilisation of own shares pursuant to section 71 (1) no. 8 AktG for all purposes permitted by law; the authorisation is valid until 08 June 2020 and, from the Conversion Date, consequently relates to shares of Evotec SE and no longer to shares of Evotec AG, and otherwise continues to apply to Evotec SE in the version and in the scope existing on the Conversion Date.
- 4.3 For the avoidance of doubt it is hereby noted that all authorisations granted by the Annual General Meeting to Evotec AG's Management Board to issue convertible bonds and bonds with warrants will continue to be valid; this applies, in particular, to the authorisation granted by the Annual General Meeting on 14 June 2016 to issue convertible bonds and bonds with warrants and to exclude the related subscription right, which authorisation continues to be valid until 13 June 2021 and, thus, also for Evotec SE.

§ 5

Management Board

Notwithstanding the responsibility of Evotec SE's future Supervisory Board to make relevant decisions pursuant to Art. 39 (2) sentence 1 SER, it is to be expected that the current members of Evotec AG's Management Board in office will be appointed as members of Evotec SE's first Management Board. These members are Dr Werner Lanthaler (as Chief Executive Officer), Dr Cord Dohrmann, Dr Mario Polywka and Ralph Enno Spillner.

§ 6

Supervisory Board

- 6.1 Pursuant to § 9 of Evotec SE's Articles of Association, Evotec SE will have a Supervisory Board consisting – as has been the case for Evotec AG – of 6 members. All members will continue to be shareholder representatives (last part of section 96 (1) AktG) and be elected by the Annual General Meeting (section 101 (1) AktG).
- 6.2 The members of Evotec AG's Supervisory Board will continue to be in office upon effectiveness of the Conversion into the legal form of an SE, due to the continuation of offices in accordance with section 203 sentence 1 UmwG in conjunction with Art. 15 (1) SER. The members of Evotec SE's Supervisory Board will continue to be Prof. Dr Wolfgang Plischke (Chairman of the Supervisory Board), Bernd Hirsch (Vice Chairman of the Supervisory Board), Dr Claus Braestrup, Prof. Dr Iris Löw-Friedrich, Michael Shalmi and Dr Elaine Sullivan.
- 6.3 The members of Evotec SE's Supervisory Board will be in office for the duration of the remaining terms of office of the relevant members of Evotec AG's Supervisory Board.

§ 7

Special rights and special advantages

- 7.1 No rights in addition to the shares referred to in § 3.6 and § 3.7 will be conferred on persons within the meaning of section 194 (1) no. 5 UmwG and/or Art. 20 (1) sentence 2 (f) SER, and no special measures are proposed for these persons. For reasons of legal precaution it is hereby noted that special rights (e.g. conversion, option or profit participation rights) conferred on the holders of securities other than shares remain unaffected due to the continuity principle; such special rights will continue to apply unchanged in the legal form of the SE. No special measures are proposed for the holders of such rights.
- 7.2 No special advantages will be conferred on persons within the meaning of Art. 20 (1) sentence 2 (g) SER in connection with the Conversion. For reasons of legal precaution it is hereby noted that (notwithstanding the responsibility of Evotec SE's Supervisory Board to make relevant decisions) it is to be expected that Evotec AG's Management Board members currently in office will be appointed as Management Board members of Evotec SE (see § 5). In addition, all Supervisory Board members of Evotec AG in office on the date the Conversion is entered in the commercial register will become members of Evotec SE's Supervisory Board upon effectiveness of the Conversion (see § 6).

§ 8

Information on the procedure for the involvement of employees in Evotec SE

- 8.1 Regulatory bases for employee involvement in Evotec SE
- (i) The conversion process involves carrying out a negotiating procedure on the involvement of the employees of Evotec AG and its subsidiaries (**Evotec Group**) employed in the Member States of the European Union and in other contracting states to the Agreement on the European Economic Area (**Member States**) in future Evotec SE.
 - (ii) This procedure is governed by the SEBG, which transposes Council Directive 2001/86/EC of 08 October 2001 supplementing the Statute for a European Company with regard to the involvement of employees (**SE Directive**) into German law. In addition thereto, the relevant national provisions implementing the SE Directive in each Member State in relation to specific aspects of the procedure are to be applied.
 - (iii) The SEBG provides for negotiations between the management of the establishing company – here: the Management Board of Evotec AG – and the employees, who are represented in such negotiations by a special negotiating body (**SNB**) determined by them or by their representatives. The SNB is composed of representatives of the employees employed in Member States by Evotec AG and its concerned subsidiaries and concerned establishments. The SEBG provides that the number of members of the SNB allocated to each Member State depends on the number of employees employed in the relevant Member State (see § 8.3 below).

- (iv) The objective of the negotiating procedure is to conclude an agreement within the meaning of section 21 SEBG on the future involvement of the employees in Evotec SE (***Evotec Employee Involvement Agreement***). For details of the potential content of such employee involvement agreement, see § 8.4 below.

Pursuant to section 2 (8) to (12) SEBG, the following terms have the following meanings:

- Involvement of employees: Any mechanism, including information, consultation and participation, through which employees' representatives may exercise an influence on decisions to be taken in the company.
- Rights to involvement: Rights the employees and their representatives have with regard to information, consultation, participation and other involvement.
- Information: The informing of the SE works council or other employee representatives by the SE's management on questions which concern the SE itself and any of its subsidiaries or establishments situated in another Member State or which exceed the powers of the competent organs in a single Member State. Time, manner and content of the information must allow the employees' representatives to undertake an in-depth assessment of the impact to be expected and, where appropriate, prepare consultations with the SE's management.
- Consultation: The establishment of dialogue and exchange of views between the SE works council or other employee representatives and the SE's management or other competent management level with decision-making powers. Time, manner and content of the consultation must allow the SE works council, on the basis of information provided, to express an opinion on measures envisaged by the SE's management which may be taken into account in the decision-making process within the SE.
- Participation: The influence of the employees in the affairs of a company by way of (i) the right to elect or appoint some of the members of the Company's supervisory or administrative organ, or (ii) the right to recommend or oppose the appointment of some or all of the members of the Company's supervisory or administrative organ.

8.2 Initiation of the negotiating procedure

Pursuant to section 4 (1) and (2) SEBG, the procedure for involving employees is initiated by the management of the company which participates in the conversion – here: the Management Board of Evotec AG – informing the employee representatives of Evotec AG and of the concerned subsidiaries and concerned establishments in Member States of the conversion project and requesting them to establish the SNB. Employees are informed directly only where no employee representation exists (section 4 (2) sentence 2 SEBG).

Pursuant to section 4 (3) SEBG, the information provided relates, in particular, to (i) the identity and structure of the company participating in the conversion – here: Evotec AG – and the subsidiaries and establishments

concerned by the conversion and their distribution across Member States, (ii) existing employee representations in these companies and establishments, (iii) the number of employees employed by each of these companies and establishments at the time of such information and the total number of employees employed in a Member State calculated on this basis, and (iv) the number of employees with participation rights in the organs of these companies at the time of the information.

In accordance with these requirements, it is currently planned that the Management Board of Evotec AG, at the beginning of May 2018, will inform the employee representatives or, as the case may be, employees in Germany and in Member States where the Evotec Group has employees of the proposed Conversion of Evotec AG into the legal form of an SE, and will request them to establish the SNB.

8.3 Establishment and composition of the SNB

(i) Procedure

The SNB is composed of employee representatives from all Member States where employees are employed. According to section 11 (1) sentence 1 SEBG, members of the SNB are to be elected or appointed within a period of ten weeks after the information prescribed in section 4 (2) and (3) SEBG. The members (including substitute members) of the SNB are to be designated immediately to the managements (section 11 (1) sentence 2 SEBG).

After all members of the SNB have been designated to the management of the company participating in the conversion – here: Evotec AG’s Management Board – Evotec AG’s Management Board will immediately, and not later than upon expiry of the period of ten weeks after informing the employees pursuant to section 4 (2) and (3) SEBG, invite to the constituent meeting of the SNB (section 12 (1) SEBG).

In accordance with section 11 (2) sentence 1 SEBG, the negotiating procedure pursuant to sections 12 to 17 SEBG will be carried out even if the ten-week period is exceeded for reasons for which the employees are responsible. SNB members elected or appointed after expiry of this period can participate in the negotiations at any time (section 11 (2) sentence 2 SEBG).

(ii) Allocation of seats to the Member States

Pursuant to section 5 (1) SEBG, each Member State in which employees are employed has at least one seat in the SNB. The number of seats allocated to a Member State is increased by one additional seat where the number of employees employed in this Member State exceeds each of the thresholds of 10%, 20%, 30% etc. of the total number of employees employed in the Member States.

Based on the number of employees as of 31 March 2018, the seats are allocated as follows:

Member State	Number of employees	% (rounded)	Delegates in the special negotiating body
Germany	537	24%	3
France	457	21%	3
Italy	595	27%	3
United Kingdom	636	29%	3

Member State	Number of employees	% (rounded)	Delegates in the special negotiating body
Total	2,225	100%	12

In France, 98 employees of a French company currently not being a member of the Group have already been taken into consideration in allocating seats to the Member States, as these employees will most probably be employed by the Evotec Group as from, or shortly after, 01 July 2018.¹ If, during the period of the SNB's activity, further changes will occur to the structure or number of employees of the Evotec Group employed in each Member State that would result in changes to the SNB's specific composition, the SNB is to be recomposed accordingly (section 5 (4) SEBG).

(iii) Election of SNB members for Germany

The SNB members allocated to Germany will be elected in secret and direct elections by an electoral body which, pursuant to section 8 (2) SEBG, is composed of members of the highest-level employee representations existing in Evotec AG, its subsidiaries and establishments in Germany. These are the members of the works council of the joint establishment of Evotec AG and Evotec International GmbH and the members of the works council of Evotec (München) GmbH. Establishments and undertakings where no works council exists will also be represented by existing works councils. The election and weighting of votes in the electoral body are determined in accordance with section 10 SEBG.

Pursuant to section 6 (2) SEBG, persons eligible for election to the SNB in Germany are employees of domestic companies and establishments (including senior executives (*leitende Angestellte*) within the meaning of section 5 (3) sentence 2 of the German Works Constitution Act (*BetrVG*)) as well as representatives of trade unions represented in the Evotec Group, and men and women should, although not mandatorily but to the extent possible, be elected in proportion to their numbers in order that the SNB reflects the structure of the workforce in terms of the gender ratio. A substitute member is to be elected for every member.

If, as is the case here, the SNB has more than two members from Germany, then pursuant to section 6 (3), section 8 (1) sentence 2 SEBG every third member is to be elected on a proposal from a trade union which is represented in an undertaking participating in the SE's formation. Every election proposal by a trade union must be signed by a representative of the trade union.

Moreover, pursuant to section 7 (2) SEBG, all companies involved in the formation of the SE having their registered offices in Germany and employing employees in Germany (i.e. in this case Evotec AG) must, in the election of the members of the SNB allocated to Germany, be represented by at least one member on the SNB.

¹ The French company, whose name has not yet been determined at present, will be integrated into the Evotec Group as soon as the competent employee representation in France has approved the takeover project.

(iv) Election of the other members of the SNB

The election or appointment of SNB members allocated to other concerned Member States is governed by the jurisdictions of the relevant Member States.

8.4 Potential results of the procedure to regulate employee involvement

(i) General

From the date the SNB has been constituted, the Management Board of Evotec AG may start negotiations with the SNB on the conclusion of an agreement on the involvement of employees in Evotec SE. The objective of the Evotec Employee Involvement Agreement is to govern the establishment of a procedure for the purposes of informing and consulting the Evotec Group employees in cross-border matters regarding the SE and its subsidiaries in Member States (e.g. by establishing an SE works council). The law provides for a duration of the negotiations of up to six months, which may be extended by mutual agreement to one year (section 20 SEBG).

Under certain conditions, the SNB can resolve pursuant to section 16 (1) SEBG to not start negotiations or to discontinue negotiations already started. In both cases, the provisions on information and consultation applicable in the Member States would apply (section 16 (1) sentence 3 SEBG). Furthermore, a resolution pursuant to section 16 (1) SEBG would discontinue the procedure to conclude an agreement pursuant to section 21 SEBG. In addition, the statutory fall-back provisions of sections 22 to 38 SEBG would not be applicable (section 16 (2) SEBG).

(ii) Content of a potential agreement between the management and the SNB

The objective of negotiations is to conclude an employee involvement agreement (see § 8.1). Pursuant to section 21 SEBG, an employee involvement agreement, notwithstanding the parties' autonomy and subject to section 21 (6) SEBG, regulates the following:

- The scope of application of the employee involvement agreement (also including the undertakings and establishments located outside of the Member States' territories, to the extent they are included within the scope of application of the employee involvement agreement).

Where an SE works council is established:

- Composition of the SE works council, number of its members, allocation of seats including the effects of material changes to the number of employees employed by the SE;
- The powers and procedures for informing and consulting the SE works council;
- The frequency of SE works council meetings;
- The financial and material resources to be provided to the SE works council;
- The agreement's effective date and duration; and all cases in which the agreement is to be renegotiated and the procedure to be applied for this purpose.

Where no SE works council is established:

- The rules of the procedure or of the procedures for informing and consulting the employees.

The employee involvement agreement may further contain additional provisions (see section 21 (3) to (5) SEBG).

(iii) Statutory fall-back provisions

If no agreement is reached on the involvement of employees within the stipulated period (section 20 SEBG) and if, further, the SNB does not resolve to not start or to discontinue negotiations, then the statutory fall-back provisions will be applied (see sections 22 to 38 SEBG). The application of the statutory fall-back provisions may also be agreed between the management – here: Evotec AG's Management Board – and the SNB in the employee involvement agreement (section 21 (5) SEBG, section 22 (1) no. 1 SEBG). The application of the statutory fall-back provisions pursuant to sections 23 to 33 SEBG would result in the requirement to establish an SE works council in accordance with section 23 SEBG, whose task would be to ensure that the SE's employees are informed and consulted. The SE works council would be responsible for matters which concern the SE itself and any of its subsidiaries or establishments situated in another Member State or which exceed the powers of the competent organs in a single Member State (section 27 SEBG). The SE works council would have to be informed and consulted at least once in a calendar year in a joint meeting on the progress of the business of Evotec SE and its prospects (section 28 SEBG). Where there are exceptional circumstances affecting the employees' interests to a considerable extent, the SE works council would have to be informed and consulted during the course of a year (section 29 SEBG).

The provisions on employee involvement by operation of law pursuant to sections 35 to 38 SEBG would not be applicable in the present case pursuant to section 34 (1) no. 1 SEBG, because Evotec SE is established by way of conversion and no provisions on employee participation in its Supervisory Board have applied in Evotec AG before the Conversion.

8.5 Costs of the negotiating procedure and of establishing the SNB

Any expenses relating to the establishment and functioning of the SNB will be borne by Evotec AG or, after effectiveness of the Conversion, by Evotec SE. The obligation to bear expenses covers necessary material and personal expenses relating to the SNB's functioning including negotiations, in particular relating to premises and material means (e.g. telephone, fax, literature) and necessary travel and accommodation expenses of the SNB's members.

8.6 Rights to involvement under international regulations

The Conversion of Evotec AG into Evotec SE will not affect the rights to involvement employees may have under national laws.

§ 9

Other consequences of the Conversion for employees and their representation

- 9.1 The employments of the Evotec Group's employees will not be affected by the Conversion into the legal form of an SE; they will continue unchanged after the Conversion. Section 613a of the German Civil Code (*BGB*) is not applicable to the Conversion since no undertaking is transferred, as the legal entities are identical.

- 9.2 Any individual or collective agreements that may apply to the Evotec Group's employees will continue to apply unchanged in accordance with the provisions of the relevant agreement.
- 9.3 The Conversion will not affect existing employee representations within the Evotec Group.
- 9.4 No other measures are planned in this context which may affect the Evotec Group's employees.

§ 10

Auditor and first financial year

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Rothenbaumchaussee 78, 20148 Hamburg, Germany, will be proposed as auditor of the annual financial statements and the consolidated financial statements for Evotec SE's first financial year and – if carried out - as the auditor for a review of the condensed financial statements and the interim management report of the semi-annual financial report for the first six months of 2018 and of the interim financial information for the first and/or third quarter of financial year 2018 and/or for the first quarter of financial year 2019. The first (short) financial year of Evotec SE is the calendar year in which Evotec AG's Conversion into Evotec SE is entered in the commercial register of Evotec AG.

§ 11

Costs of the Conversion

The Company will bear the costs incurred in the notarisation of this Conversion Plan and its preparation and implementation up to the amount of € 200,000.00 as set out in § 20 (2) of Evotec SE's Articles of Association.

Hamburg, 25 April 2018

Evotec AG

Management Board

Convenience translation – German version published in the Federal Gazette
(Bundesanzeiger) as of **14 May 2018** binding

Annex: Articles of Association of Evotec SE

Articles of Association

of Evotec SE

I. General Provisions

§ 1 Company and Registered Office

- (1) The name of the Company shall be:

Evotec SE.
- (2) The registered office of the Company shall be in Hamburg.

§ 2 Object of the Company

- (1) The object of the Company shall be research activities in the field of biologically functional synthetic, semi-synthetic, and natural active agents with chemical and molecular biological processes including their link with other areas of activity, in particular also the information-technology, the development, the manufacture and the sales and distribution of bio-technological, chemical, pharmaceutical and diagnostic products and processes, software and technical equipment, including the granting of licenses, the development of evolutionary processes of optimisation as well as the provision of services connected with this.
- (2) The Company may enter into all transactions suitable for directly or indirectly promoting the Company's purpose. In particular, the Company may establish, take over, represent or acquire participations in other companies of the same or similar category. The Company may pursue its object in whole or in part through subsidiaries and associated companies.

§ 3 Duration and Fiscal Year

- (1) The Company is founded for an indefinite period of time.
- (2) The fiscal year shall be the calendar year.

§ 4 Public Announcements

- (1) The public announcements of the Company shall be published in the Federal Gazette ("Bundesanzeiger").

- (2) Information to the holders of securities of the Company which are admitted to trading may, with their approval, also be provided to them via remote data transmission.

II. Share Capital and Shares

§ 5 Share Capital and Shares

- (1) The share capital of the Company amounts to € 147,532,681.00.
- (2) The share capital is divided into 147,532,681 no-par value bearer shares. The share capital of the Company was fully provided by way of Evotec AG's conversion into a European public limited-liability company (SE).
- (3) In case of capital increase, the level of profit participation of the new shares may be determined in deviation from section 60 of the German Stock Corporation Act.
- (4) The shares are made out to the bearer. The form of the shares and the dividend and renewal coupons shall be determined by the Management Board with the approval of the Supervisory Board. Global certificates may be issued. Shareholders are not entitled to claim individual share certificates or to claim the issuance of dividend and renewal coupons where this is permitted by law and unless certification is necessary according to the rules of a stock exchange on which the shares are listed for trade.
- (5) The Management Board is authorised to increase the share capital of the Company by up to € 29,332,457.00 by 13 June 2022, with the consent of the Supervisory Board, by issuing at one time or multiple times up to a total of 29,332,457 new ordinary bearer shares without par value (no-par value shares) (Authorised Capital 2017) and to a maximum level of the amount of Authorised Capital 2017 still available directly prior to Evotec AG being converted into a European public limited-liability company (SE). The shareholders are generally entitled to a subscription right. The new shares can also be taken over by one or several credit institutions subject to the obligation that the shares will be offered to shareholders for purchase. The Management Board, with the consent of the Supervisory Board, is authorised to exclude the subscription right of shareholders one time, or several times:
- a) To the extent required, in order to exclude possible fractional amounts from the subscription right of shareholders;
 - b) To the extent required, in order to grant holders of options or conversion rights and/or obligations resulting from options or convertible bonds a subscription right for new shares at a level to which they would be entitled as a shareholder after exercising the option and/or conversion right or meeting the conversion obligation;
 - c) To the extent that the new shares are issued in return for cash contributions and the proportional share of the share capital attributable to the shares to be newly issued does not in the aggregate exceed the

amount of a total of € 14,666,228.00 or, should this amount be lower, of a total of 10% of the share capital existing at the time of effectiveness and at the time of the first exercise of this authorisation for the exclusion of the subscription right (the "Maximum Amount"), and the issue price of the new shares is not significantly below the market price of the existing listed shares of the Company at the time of the final determination of the issue price;

- d) To the extent the new shares are issued in return for contributions in kind, in particular in the form of companies, parts of companies, shareholdings in companies, licences or receivables.

The aforementioned authorisations to exclude subscription rights for capital increases in cash or in kind are limited in aggregate to an amount not exceeding 20% of share capital, either at the time this authorisation takes effect or at the time it is first exercised. Also counted towards the 20% limit are treasury shares sold with the exclusion of subscription rights during the period of this authorisation until new shares without subscription rights are issued, and those shares that are issued or will be issued for the purpose of servicing financial instruments with conversion and/or option rights and/or conversion and/or option obligations, insofar as the financial instruments are issued with the exclusion of subscription rights during the period of this authorisation until new shares without subscription rights are issued. If and to the extent that the Annual General Meeting, after the exercise of an authorisation to exclude subscription rights which was counted towards the 20% limit referred to above, renews such authorisation to exclude subscription rights, such exercise is no longer counted.

Counted towards the Maximum Amount defined in c) above is the share capital attributable to shares that are issued or will be issued for the purpose of servicing convertible and/or warrant-linked bonds that will be issued after 14 June 2017 in analogous application of section 186 para 3 sentence 4 AktG with the exclusion of subscription rights, or which will be sold after 14 June 2017 in analogous application of section 186 para 3 sentence 4 AktG.

An exercise is no longer counted to the extent that authorisations to issue convertible and/or warrant-linked bonds according to section 221 para 4 sentence 2, 186 para 3 sentence 4 AktG, or for the sale of treasury shares according to section 71 para 1 no. 8, section 186 para 3 sentence 4 AktG, after an exercise of such authorisations which was counted, are renewed by the Annual General Meeting.

The Management Board is authorised, with the consent of the Supervisory Board, to determine the further details of the increase in capital and the conditions of the issuance of shares. The Supervisory Board is authorised to amend § 5 of the Articles of Association after the complete or partial implementation of the increase in share capital in accordance with the respective use of the authorised capital, and after the elapse of the period of time for which authorisation was granted.

- (6) The share capital is conditionally increased by € 32,395.00, divided into 32,395 no-par value bearer shares. The conditional capital increase is put into effect only to the extent that the holders of subscription rights which are issued by the Company based on the authorisation by the Annual General Meeting of 07 June 1999 exercise their right to subscribe for new shares. The new

shares participate in profits from the start of the fiscal year for which, at the time of exercising the subscription right, no resolution of the Annual General Meeting for the appropriation of the distributable profit (*Bilanzgewinn*) has been adopted yet. The Management Board is authorised, with the consent of the Supervisory Board, to determine the further details of the conditional capital increase and its implementation.

- (7) The share capital of the Company is conditionally increased by a further € 49,094.00. The conditional capital increase is put into effect only to the extent that the holders of the rights of subscription which are issued by the Company based on the authorisation by the Annual General Meeting of 18 June 2001 exercise their rights to subscribe for new shares. The new shares participate in profits from the start of the fiscal year for which, at the time of exercising the subscription right, no resolution of the Annual General Meeting for the appropriation of the distributable profit (*Bilanzgewinn*) has been adopted yet. With the approval of the Supervisory Board, the Management Board and – if members of the Management Board are affected – the Supervisory Board are empowered to stipulate further details of the conditional capital increase and their implementation.
- (8) The share capital of the Company is increased by up to € 3,053,598.00 through the issue of up to 3,053,598 new ordinary bearer shares of the Company without par value (no-par value shares). The conditional capital serves the fulfilment of subscription rights that have been issued based on the authorisation resolved by the Annual General Meeting on 14 June 2012 under agenda item 7 letter a) and have been exercised. The conditional capital increase only occurs to the extent that holders of subscription rights make use of their subscription rights for the purchase of shares of the Company. The issue of shares occurs at the exercise price determined pursuant to agenda item 7, letter a) subparagraph 7 of the Annual General Meeting resolution of 14 June 2012 as issue price; § 9 para 1 AktG remains unaffected. The new shares are entitled to dividends for the first time for the fiscal year for which, at the time of their issue, no resolution of the Annual General Meeting for the appropriation of the distributable profit (*Bilanzgewinn*) has been adopted yet. The Supervisory Board is authorised to determine further details of the conditional capital increase and its implementation. The Supervisory Board is further authorised to amend § 5 of the Articles of Association in line with the respective implementation of the capital increase, as well as after expiry of the authorisation or after expiry of the deadline set for exercising the option rights.
- (9) The Company's share capital is increased by up to € 50,000.00 by issuing up to 50,000 new ordinary bearer shares of the Company without par value (no-par value shares). The purpose of the conditional capital is to fulfil subscription rights which have been issued on the basis of the authorisation adopted by the Annual General Meeting of 16 June 2011 under item 8 letter a) of the agenda and amended by the resolution of the Annual General Meeting of 14 June 2012 on item 9 letter a) of the agenda and have been exercised. The conditional capital increase only occurs to the extent that holders of subscription rights make use of their subscription rights for the purchase of shares of the Company. The issue of the shares shall occur at the respective exercise price pursuant to letter a) item (4) of the resolution of the Annual General Meeting of 16 June 2011, amended by the resolution of the Annual General Meeting of 14 June 2012 as issue price; § 9 para 1 AktG shall remain unaffected. The new shares participate in profits from the start of the fiscal year

for which, at the time of exercising the subscription right, no resolution of the Annual General Meeting for the appropriation of the distributable profit (*Bilanzgewinn*) has been adopted yet. The Supervisory Board is authorised to define further details of the conditional capital increase and its implementation. The Supervisory Board is further authorised to amend § 5 of the Articles of Association in line with the respective implementation of the capital increase, as well as after expiry of the authorisation or after expiry of the deadline set for exercising the option rights.

- (10) The Company's share capital is conditionally increased by up to € 26,516,816.00 through the issue of up to 26,516,816 new ordinary bearer shares without par value (no-par value shares), each representing a proportionate amount of € 1.00 of the share capital. The conditional capital increase serves to issue no-par value bearer shares to the holders of convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or a combination of such instruments) that are issued by the Company or its directly or indirectly associated companies on the basis of the authorisation resolved by the Annual General Meeting on 14 June 2016 under agenda item 5, and grant a conversion or option right to new no-par value shares of the company or provide for a conversion obligation.

The new no-par value bearer shares from the conditional 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 14 June 2016 under agenda item 5.

The conditional capital increase shall only be carried out to the extent that option or conversion rights are utilised, or the holders obligated to convert perform their conversion obligation, and to the extent that no treasury shares or new shares from a use 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 conditional capital increase and its implementation.

The Supervisory Board is authorised to amend § 5 of the Articles of Association in accordance with the respective issue of the new no-par value bearer shares and to make all other related amendments to the Articles of Association that concern only the wording. This also applies analogously if the authority to issue warrant-linked bonds or convertible bonds is not exercised by the expiry of the authorisation period, or if the conditional capital is not used by the expiry of the deadlines for exercising option and conversion rights or for fulfilling conversion or option obligations.

- (11) The share capital of the Company is conditionally increased by up to € 3,000,000.00 through the issue of up to 3,000,000 new ordinary bearer shares of the Company without par value (no-par value shares). The conditional capital serves the fulfilment of subscription rights that have been issued based on the authorisation resolved by the Annual General Meeting on 09 June 2015 under agenda item 6, letter a) and have been exercised. The conditional capital increase only occurs to the extent that holders of subscription rights make use of their subscription rights for the purchase of shares of the Company. The issue of shares occurs at the exercise price determined pursuant to

agenda item 6, letter a), subparagraph 8 of the Annual General Meeting resolution of 09 June 2015 as issue price; section 9 para 1 AktG remains unaffected. The new shares are entitled to dividends for the first time for the fiscal year for which, at the time of their issue, no resolution of the Annual General Meeting for the appropriation of the distributable profit (*Bilanzgewinn*) has been adopted yet. The Supervisory Board is authorised to determine further details of the conditional capital increase and its implementation. The Supervisory Board is further authorised to amend § 5 of the Articles of Association in line with the respective implementation of the capital increase, as well as after expiry of the authorisation or after expiry of the deadline set for exercising the option rights.

- (12) The share capital of the Company is conditionally increased by up to € 6,000,000.00 through the issue of up to 6,000,000 new ordinary bearer shares of the Company without par value (no-par value shares). The conditional capital serves to fulfil subscription rights that have been issued based on the authorisation resolved by the Annual General Meeting on 14 June 2017 under agenda item 8 letter a) and have been exercised. The conditional capital increase only occurs to the extent that holders of subscription rights make use of their subscription rights for the purchase of shares of the Company. The issue of shares takes place at the exercise price determined according to agenda item 8 a) subparagraph (8) of the Annual General Meeting resolution of 14 June 2017 as the issue price; section 9 para 1 AktG remains unaffected. The new shares are entitled to dividends for the first time for the fiscal year for which, at the time of their issue, no resolution of the Annual General Meeting for the appropriation of the distributable profit (*Bilanzgewinn*) has been adopted yet. The Supervisory Board is authorised to determine further details of the conditional capital increase and its implementation. The Supervisory Board is further authorised to amend § 5 of the Articles of Association in line with the respective implementation of the capital increase, as well as after expiry of the authorisation or after expiry of the deadline set for exercising the option rights.

III.

Corporate bodies at the Company

§ 6

Two-tier board system

- (1) The Company shall have a two-tier management and supervisory board system, consisting of a management organ (Management Board) and a supervisory organ (Supervisory Board).
- (2) The Company shall have the following corporate bodies:
- a) The Management Board (management organ)
 - b) The Supervisory Board (supervisory organ)
 - c) The Annual General Meeting.

**IV.
Management Board**

**§ 7
Composition**

- (1) The Management Board shall comprise one person or several persons. The Supervisory Board determines the number of Management Board members. The appointment of deputy Management Board members is possible.
- (2) The appointment of ordinary and deputy members to the Management Board shall be for a period of up to five years.
- (3) The Supervisory Board may appoint a member of the Management Board as Chairman of the Management Board as well as further members of the Management Board as Deputy Chairmen.
- (4) The resolutions of the Management Board shall be passed by simple majority if not otherwise stipulated by law or the rules of procedure of the Management Board. Should a Chairman of the Management Board be appointed, his vote shall be decisive in the event of a parity of votes.
- (5) The Management Board shall determine its own rules of procedure if the Supervisory Board does not decree rules of procedure for the Management Board.

**§ 8
Representation and Management**

- (1) If only one member of the Management Board is appointed, he shall represent the Company alone. If several Management Board members are appointed, the Company shall be legally represented by two members of the Management Board or by one member of the Management Board acting jointly with a together with a holder of general commercial power of attorney (*Prokurist*).
- (2) The Supervisory Board may grant Management Board members the right to solely represent the Company. It may also grant Management Board members the right of representing the Company also in such legal transactions as may be undertaken with or against such members of the Management Board in their capacity as representatives of a third party. Section 112 AktG shall remain unaffected.
- (3) The following types of transactions may only be engaged in with the approval of the Supervisory Board:
 - a) Acquisition, disposal or liquidation of business entities, interests in business entities or parts of business entities, provided the value involved in an individual case (including liabilities taken on) exceeds a value to be specified by the Supervisory Board in the rules of procedure for the Management Board;
 - b) Entering into intercompany agreements as defined under section 291 and section 292 AktG;

- c) Expanding into new business segments or changing or discontinuing existing business segments where the measure involved is of material importance for the Group; the Supervisory Board shall specify the criteria for what constitutes 'material importance' in the rules of procedure for the Management Board.
- (4) The Supervisory Board may stipulate in the rules of procedure for the Management Board that further specific types of transactions may only be undertaken with its approval. In addition, the Supervisory Board may also decide to make other specific types of transactions subject to its approval at any time.

V. Supervisory Board

§ 9 Composition and Term of Office

- (1) The Supervisory Board of the Company consists of 6 members.
- (2) If not otherwise specified in the resolution of the Annual General Meeting, members of the Supervisory Board shall be appointed for a period lasting until the end of the Annual General Meeting which decides on the ratification of the acts of the Supervisory Board for the fourth fiscal year after the start of the term of office. The fiscal year in which the term of office begins is not counted. The Supervisory Board may be re-elected.
- (3) For all members of the Supervisory Board, one or more substitute members may be appointed by the Annual General Meeting who shall become members of the Supervisory Board in the order of their appointment as soon as a member of the Supervisory Board quits his position in the Supervisory Board before the expiration of his term of office. This shall not apply if the Annual General Meeting elects a successor prior to the departure of the member of the Supervisory Board. The substitute member shall assume the position of the departing member for the duration of the remaining term, however, for a maximum period lasting until the end of the Annual General Meeting in which a new election is held for the departing member.
- (4) If a member of the Supervisory Board is elected to replace a member departing before the expiry of the latter member's term of office, the relevant term of office of the replacement member shall last for the remaining term of office of the departing member.
- (5) Every member of the Supervisory Board and every substitute member may resign from his position with a four-week notice period and without having to state specific reasons for doing so, through written declaration addressed to the Chairman of the Supervisory Board or – in the event that the Chairman of the Supervisory Board is himself resigning – to his deputy. If for good cause, the resignation may take effect immediately.

§ 10
Chairman, Deputy Chairman

- (1) Immediately after the Annual General Meeting that newly elected all shareholder members of the Supervisory Board, the Supervisory Board shall elect a Chairman and one or more deputies amongst its members in a meeting to be held without any special invitation. For the election of the Chairman, the oldest member of the Supervisory Board in terms of age shall have the chair. If the Chairman or his deputy resigns from office before expiration of his term of office, the Supervisory Board shall hold a new election to replace the resigning chairman or deputy.
- (2) Declarations of the Supervisory Board and its committees shall be made by the Chairman or his deputy on behalf of the Supervisory Board. The Chairman and his deputy shall also have the right to receive specific declarations on behalf of the Supervisory Board.

§ 11
Internal Order and Adoption of Resolutions

- (1) The Chairman or the Deputy Chairman in case of the incapacitation of the Chairman shall convene the meetings of the Supervisory Board by giving two weeks' notice stating the place and time of the meeting. The notice shall be sent in writing, by telephone, telegraphically, fax or through other means of electronic communication to the address last disclosed in writing to the Management Board. The agenda shall be disclosed along with the notice. The individual items of the agenda shall be precisely specified in such a way that absentees are able to utilise their right of commenting in writing. The Chairman may shorten the notice period to up to three days in urgent cases if it is proven that the notice has been received by all members of the Supervisory Board.
- (2) The resolutions of the Supervisory Board shall be usually adopted in meetings. However, meetings and the adoption of resolutions are also permitted in writing, by telephone, telegraphically, by fax or through other means of electronic communication, if so determined by the Chairman of the Supervisory in individual cases. Combined resolutions, whereby a portion of the votes are submitted orally or by means of electronic communication, are also permitted.
- (3) The Supervisory Board shall be deemed to constitute a quorum if at least half of its members, as statutorily required, participate in the adoption of a resolution in person or in writing or by voting through other permissible means. Any member who abstains from voting on the resolution is deemed to have participated.
- (4) Resolutions of the Supervisory Board shall be adopted with a simple majority of the votes cast. In case of a parity of votes, the vote of the Chairman in the relevant meeting shall be decisive – also in elections.
- (5) Statements and declarations made and received by the Supervisory Board in order to implement the resolutions it has passed, and other Supervisory Board documents, notices and measures shall be submitted by the Chairman, or if he is physically or legally prevented from doing so, by his deputy.

- (6) A written record of the meetings and resolutions of the Supervisory Board and its committees shall be prepared and signed by the Chairman of the meeting.
- (7) The Supervisory Board may, within the scope of compelling legal regulations as well as provisions of these Articles of Association, issue its own rules of procedure.

§ 12 Committees of the Supervisory Board

The Supervisory Board shall have the right to form committees amongst its members and delegate individual parts of its duties and responsibilities to such committees for independent execution within the scope of legal provisions.

§ 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 2014 fiscal year.
- (2) The fixed annual compensation payable upon expiration of the given fiscal year shall be € 30,000.00 per Supervisory Board member. The Chairman of the Supervisory Board shall be paid € 75,000.00 and the Deputy Chairman shall be paid € 45,000.00. Supervisory Board members serving on its committees shall be paid € 5,000.00 per committee membership; the chairman of a committee shall be paid € 20,000.00. The foregoing amounts for service on committees shall apply solely if the respective committee met during the given fiscal year.
- (3) 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 a higher level of compensation during the entire fiscal year, the foregoing sentence shall apply analogously to the compensation applicable to the respective position.
- (4) 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.
- (5) 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.

§ 14
Confidentiality

The members of the Supervisory Board are required to maintain secrecy regarding confidential data and secrets of the Company of which they become aware in connection with the performance of their duties as members of the Supervisory Board. This duty of secrecy also applies following their departure from office.

VI.
Annual General Meeting

§ 15
Place, Convening and Right of Participation

- (1) The Annual General Meeting shall be held in the town or city where the Company's registered office is located or in any other German city with more than 100,000 inhabitants or in any other German city where a stock exchange is located.
- (2) The Annual General Meeting shall be convened by the Management Board if resolutions are to be adopted or if a convening is in the interest of the Company for other reasons. The Annual General Meeting which decides on the ratification of the acts of the Management Board and the Supervisory Board, the appropriation of profits, the election of the auditor and if necessary, the approval of the annual financial statements (Annual General Meeting) shall be held within the first six months of every fiscal year.
- (3) The notice of the Annual General Meeting shall be published via a single publication in the Federal Gazette. The German statutory provisions do apply for the notice period.
- (4) Every shareholder who has registered with the Company in accordance with the following requirements prior to the Annual General Meeting and has provided evidence to the Company of their right to participate in the Annual General Meeting and to exercise their voting right shall be entitled to participate in the Annual General Meeting and to exercise the voting right.

The registration shall be made in text form (section 126b BGB), in German or English, specifying the number of shares to which the registration refers. It must be received by the Company at the address specified to that end in the notice of the Annual General Meeting six days ahead of the Annual General Meeting. The notice of Annual General Meeting may provide for a shorter deadline to be specified in days.

Proof of the shareholdings in text form (section 126b BGB) prepared by the depositary bank shall be sufficient and necessary for evidencing a shareholder's right to participate in the Annual General Meeting and to exercise their voting right. Such proof is to relate to the beginning of the 21st day prior to the meeting and must be received by the Company at the address notified for that purpose in the notice six days prior to the meeting. The notice of the Annual General Meeting may provide for a shorter deadline to be specified in days. The proof shall be provided in German or English.

- (5) The Management Board is authorised to make provisions such that shareholders may also participate in the Annual General Meeting without being physically present on site and without having to appoint a proxy, as well as to exercise all or some of their rights, in whole or in part, by means of electronic communications (online participation). The Management Board is further authorised to determine both the scope of and the procedure for participating online. These requirements shall be announced at the time the Annual General Meeting is convened.
- (6) The Management Board is entitled, but not obliged to disclose information on the Company's homepage before the Annual General Meeting. The information disclosed has to be available over a period of at least seven days before the Annual General Meeting begins as the case may be. Furthermore it has to be continuously accessible during the Annual General Meeting.
- (7) The Management Board is authorised to enable shareholders to exercise their voting right in writing or by electronic means of communication without being physically present at the Annual General Meeting (postal voting). It can determine the details of the postal voting process. Should the Management Board make use of this authorisation, detailed information shall be provided in the notice of the Annual General Meeting.

§ 16

Chair in the Annual General Meeting, Transmission

- (1) The Annual General Meeting will be chaired by the Chairman of the Supervisory Board or by another member of the Supervisory Board designated by the Supervisory Board or by any other person designated to do so.
- (2) The chairman of the meeting shall conduct the deliberations and determine the order of the items of the agenda as well as the nature and further details of voting. The chairman of the meeting is authorised to restrict shareholders' rights of asking questions or holding speeches to a suitable duration.
- (3) The chairman of the Annual General Meeting is authorised to permit a partial or complete audiovisual broadcast of the Annual General Meeting using suitable electronic media.

§ 17

Adoption of Resolutions in the Annual General Meeting

- (1) When votes are taken, each share confers one vote.
- (2) The voting right may be exercised by proxies. Granting and revoking the power of attorney by which a proxy is appointed, as well as evidencing the authorisation to the Company, must be made in text form unless required otherwise by law (Section 126b BGB). The notice of the Annual General Meeting may simplify the requirement as to the form. Section 135 AktG remains unaffected. The evidence of the authorisation may be sent to the Company by electronic communications to be further detailed in the notice of the Annual General Meeting.

- (3) Resolutions of the Annual General Meeting shall be passed by a simple majority of the votes cast and, where a capital majority is required, by a simple majority of the share capital represented when the vote is taken, unless otherwise required by law or the Articles of Association. A deletion or amendment of § 17 para 3 sentence 1 and sentence 2 of the Articles of Association requires a majority of at least three-quarters of the share capital represented when the vote is taken.
- (4) A simple majority vote shall be necessary for all elections of Supervisory Board members. In cases of elections involving two or more candidates, where no candidate receives an absolute majority of votes in the first round of voting, a runoff election shall be held between the two candidates who received the highest number of votes in the first round. A relative majority of votes suffices to win the second round of voting. If both candidates receive the same number of votes in the second round, the chairman of the meeting shall draw lots to determine the winner.
- (5) The Management Board is authorised to enable shareholders to exercise their voting right in writing or by electronic means of communication without being physically present at the Annual General Meeting (postal voting). It may determine the details of such postal voting. These details shall be announced in the notice of Annual General Meeting.

VII.

Financial Statements and Appropriation of Distributable Profit

§ 18

Financial Statements and Appropriation of Distributable Profit

- (1) The Management Board shall prepare the annual financial statements (statement of financial condition and income statement), the management report, the consolidated financial statements and the Group management report for the previous fiscal year within the statutory periods and shall submit them to the Supervisory Board and to the auditors as soon as they have been prepared. At the same time, the Management Board shall present to the Supervisory Board the proposal of the Management Board for the resolution to be adopted by the Annual General Meeting on the appropriation of the distributable profit.
- (2) The Supervisory Board shall examine the annual financial statements, the management report, the proposal for the resolution on the appropriation of the distributable profit and the consolidated financial statements and Group management report and report the results of its examination in writing to the Annual General Meeting. The Supervisory Board shall submit the report within one month after the receipt of the proposals to the Management Board and declare at the end of the report whether or not it approves the annual financial statements and consolidated financial statements prepared by the Management Board. If the Supervisory Board approves the annual financial statements, the latter shall be deemed adopted.
- (3) The Annual General Meeting shall decide on the appropriation of the distributable profit resulting from the adopted annual financial statements.

VIII.
Final Provisions

§ 19
Amendments to the Wording of these Articles of Association

The Supervisory Board is empowered to amend the Articles of Association only in their wording.

§ 20
Formation Expenses

- (1) The Company shall bear the expenses in connection with its formation, entry into the commercial register and publications in this respect, up to the amount of DM 50,000.00. The same applies to costs of the above-mentioned type as well as consultancy expenses in connection with the transformation of the Company from the previous EVOTEC Biosystems GmbH.
- (2) The expense involved in forming Evotec SE by converting Evotec AG into a European public limited-liability company (SE) shall be borne by the Company up to an amount of € 200,000.00.

* * *

Documents made available to the shareholders

From the time the Annual General Meeting is convened, the following documents shall be made available to the shareholders for inspection in the business premises of Evotec AG, Manfred Eigen Campus, Essener Bogen 7, 22419 Hamburg during the usual business hours and shall be accessible on the internet as of this time, at <http://www.evotec.com> in section 'Invest', 'Annual General Meeting':

- The documents mentioned in item 1 of the agenda;
- The Conversion Plan dated 25 April 2018 notarised by Dr Marcus Reski, Notary Public, with the Deed Roll—No. 718/2018M, including the Articles of Association of Evotec SE that are attached as an annex;
- The Conversion Report prepared by the Management Board of Evotec AG dated 26 April 2018;
- Certificate issued by the independent court-appointed expert auditors, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Graf-Adolf-Platz 15, 40213 Düsseldorf, under Art. 37 (6) SE Regulation;
- The adopted annual financial statements and the management report for Evotec AG as at 31 December 2015;
- The adopted annual financial statements and the management report for Evotec AG as at 31 December 2016 and
- The adopted annual financial statements and the management report for Evotec AG as at 31 December 2017.

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 € 147,547,269.00. It is divided into 147,547,269 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 147,547,269 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 13 June 2018**:

Evotec AG
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

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, **30 May 2018, 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@wellsfargo.com). If you have any questions regarding the exercise of your vote, please contact JPMorgan Chase & Co. at the following phone number: (800) 990 1135 (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 (section 126b BGB) unless the power of attorney is given to a credit institution, an association of shareholders or another equivalent person or institution pursuant to section 135 AktG. For the authorisation of a credit institution, an association of shareholders or a person or institution equivalent to these pursuant to section 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.

The evidence of a power of attorney being granted can be provided by the proxy showing the power of attorney at the admission inspection on the day of the Annual General Meeting. In order to send the evidence by post, telefax or email, shareholders or shareholder representatives are requested to use the following address, telefax number or email address:

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

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 **19 June 2018** (receipt) by post, telefax or e-mail to the aforementioned address, telefax number or 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 sections 122 para 2, 126 para 1, 127, and 131 para 1 AktG

Right to supplement the agenda pursuant to section 122 para 2 AktG

Shareholders, whose shares collectively reach the pro rata amount of € 500,000.00 (corresponds to 500,000 shares) of the share capital (the **minimum stake**) have a right to demand that items are added to the agenda and announced. The minimum stake must be proven to the Company, whereby it is sufficient to provide bank certifications. The applicants must also prove that they have owned the shares for at least 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 section 122, para 2 sentence 1 in conjunction with section 122 para 1 sentence 3 AktG). The prior shareholding period is to be calculated in accordance with section 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 20 May 2018**. Please use the following address to submit your request:

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

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **14 May 2018** binding

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.

Counter motions by shareholders pursuant to section 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 05 June 2018**, including any and all reasons for same, exclusively at the following address, telefax number or email address:

Evotec AG
– 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 section 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 section 127 AktG

Shareholders are also entitled to submit nominations for the election of Supervisory Board members (to the extent that elections are on the agenda) 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 section 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 section 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 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 § 15 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 (section 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 (sections 122 para 2, 126 para 1, and 127 para 1 AktG) and information rights (section 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 20 June 2018 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 section 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

New data protection rules will apply to Evotec AG as of 25 May 2018. As ever, the Company attaches great importance to protecting the shareholder's personal data and now 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 AG privacy policy. This privacy policy shall be available at <https://www.evotec.com/data-protection-shareholders> from 25 May 2018.

Hamburg, May 2018

Evotec AG

Management Board