



Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of 08 May 2014 binding

**Evotec AG**

**Hamburg**

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

We invite our shareholders to the

**Ordinary Annual General Meeting 2014**

which will take place on Tuesday, 17 June 2014, at 10.00 am (CEST) at the Radisson Blu Hotel Hamburg Airport, Flughafenstr. 1-3, 22335 Hamburg.

The agenda and the proposed resolutions are as follows:

- 1. Presentation of the approved annual financial statements and the consolidated financial statements of Evotec AG as of 31 December 2013, as approved by the Supervisory Board, the management reports for Evotec AG and the Group for fiscal year 2013, the report of the Supervisory Board and the comments by the Management Board regarding this information pursuant to §§ 289 para 4, 315 para 4 of the German Commercial Code (Handelsgesetzbuch, HGB).**

On 20 March 2014, 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 2013.**

The Supervisory Board and the Management Board propose that the actions of the members of the Management Board for fiscal year 2013 be formally approved.

- 3. Resolution regarding the formal approval of the actions of the members of the Supervisory Board for fiscal year 2013.**

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board for fiscal year 2013 be formally approved.

- 4. Resolution regarding the appointment of the auditor for the annual financial statements and the consolidated financial statements for fiscal year 2014.**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft („E&Y“),

Rothenbaumchaussee 78, 20148 Hamburg, be appointed as auditor of the annual financial statements and the consolidated financial statements and—if the appointment is resolved—as the auditor that reviews the interim financial reports for fiscal year 2014.

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. Election of new Supervisory Board**

Pursuant to Article 8 para 3 of the Articles of Association, the terms of office of absolutely all members of the Supervisory Board will be terminated at the close of this Annual General Meeting. The Supervisory Board may be re-elected pursuant to Article 8 para 3 of the Articles of Association.

The Company's Supervisory Board must consist of six persons—Article 8 para 1 of the Articles of Association; Section 95 and 96 para 1 Aktiengesetz [German Stock Corporation Act - AktG] and Section 101 para 1 AktG—who are elected by the Annual General Meeting. Section 1 DrittelbG [part of the German Co-Determination Act] does not apply. The Annual General Meeting is not bound to choose from the proposed slate of candidates.

Based on the recommendation of the Remuneration and Nomination Committee, the Supervisory Board proposes to have the following persons elected individually to a position on the Supervisory Board, in each case for a term ending with the close of the Annual General Meeting charged with approving the actions of the members of the Supervisory Board in the 2018 fiscal year:

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

From 01 March 2006 until 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.

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

Prof. Dr Plischke currently does not serve as a member of other statutory supervisory boards and comparable national and international supervisory bodies. However, for the sake of completeness, it should be mentioned that Prof. Dr Plischke has been chosen to join the Supervisory Board of Bayer AG in the course of the Annual General Meeting 2016. Furthermore, he is a member of the Board of the Walter Siegenthaler Society and the Robert Koch Foundation. Prof. Dr Plischke is also Vice President of the European Chemical Industry Council (CEFIC) as well as chairman of CEFIC's Programme Council "Research and Innovation" and of the committee "Healthcare" of the Federation of German Industries (BDI).

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 AG.

### **5.2. Dr Walter Wenninger, Leverkusen, Germany, Consultant**

Since 2009, Dr Walter Wenninger has served as a Member of the Supervisory Board of Evotec. In June 2013, Dr Walter Wenninger was elected Chairman of the Supervisory Board of Evotec. He has profound experience in strategic management, research & development and sales & marketing from leading positions in the international pharmaceutical industry.

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

His appointments to other statutory supervisory boards and comparable national and international supervisory bodies are:

- Noxxon Pharma AG, Berlin, Germany, (Chairman of the Supervisory Board)
- Santaris Pharma A/S, Hoersholm, Denmark, (Non-Executive Chairman of the Board of Directors)
- Novo A/S, Hellerup, Denmark, (Member of the Advisory Group)

Dr Wenninger was born in 1938 and is a German citizen.

### **5.3. Dr Claus Braestrup, Copenhagen, Denmark, Consultant**

Dr Claus Braestrup was appointed Member of the Supervisory Board in June 2013. During his career, he gained extensive experience from publicly traded international pharmaceutical companies as well as scientific and drug discovery qualifications.

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

His appointments to other statutory supervisory boards and comparable national and international supervisory bodies are:

- Saniona AB (formerly Aniona ApS), Ballerup, Denmark, (Non-Executive Chairman of the Board of Directors)
- Bavarian Nordic A/S, Kvistgaard, Denmark, (Non-Executive Member of the Board of Directors)
- Santaris Pharma A/S, Hoersholm, Denmark, (Non-Executive Member of the Board of Directors)
- Evolva SA, Basel, Switzerland, (Non-Executive Member of the Board of Directors) und
- Gyros AB, Uppsala, Sweden, (Non-Executive Member of the Board of Directors)

Dr Braestrup was born in 1945 and is a Danish citizen.

### **5.4. Mr Bernd Hirsch, Neuler, Germany, Chief Financial Officer of Symrise AG**

At the application of the Company, Bernd Hirsch was appointed as a Member of the Supervisory Board in December 2013 by the commercial register court Hamburg.

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

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

Mr Hirsch was born in 1970 and is a German citizen.

Due to his professional background and being a graduate in business administration Mr Hirsch is particularly suitable as a member of the Supervisory Board and Chairman of the Audit Committee. He has the required specialist knowledge and experience in the application of accounting principles and auditing pursuant to Section 100 para 5 and Section 107 para 4 AktG and thus meets the criteria for "financial expert" pursuant to section 5.3.2 (2) and (3) of the German Corporate Governance Code.

**5.5. Prof. Dr Iris Löw-Friedrich, Ratingen, Germany, Chief Medical Officer and Executive Vice President of UCB S.A.**

Since April 2013, Prof. Dr Iris Löw-Friedrich has been Chief Medical Officer and Executive Vice President Biopharma Development Solutions of UCB S.A., Brussels, Belgium.

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

Her appointments to other statutory supervisory boards and comparable national and international supervisory bodies are:

- Willex AG, Munich, Germany, (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 AG and expands its range of competences.

**5.6. Prof. Dr Paul Linus Herrling, Kuesnacht, Switzerland, Consultant**

Prof. Dr Herrling was global Head of Research of Novartis Pharma AG. Since January 2012 he has been Chairman of the Board of the Novartis Institute for Tropical Diseases and Vice President of the Board of the Federal Institutes of Technology (ETH Board) and Consultant to Novartis AG.

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

His appointments to other statutory supervisory boards and comparable national and international supervisory bodies are:

- Novartis Institute for Functional Genomics, La Jolla, USA, (Member of the Board)
- Novartis International Pharmaceuticals, Hamilton, USA, (Member of the Board)
- Novartis Institute for Tropical Diseases Ltd, Singapore, (Chairman of the Board)
- Board of Trustees Foundation for NIH, USA (Member of the Board of Directors)
- ETH Rat, Bern, Switzerland, (Vice President)
- Board of Trustees University of Basel, Basel, Switzerland, (Member of the Board)

Furthermore, Prof. Dr Herrling serves as member of the Scientific Advisory Committee – Drugs for Neglected Diseases (DNDi), of the Advisory Board of the Department of Chemistry at the University of Basel and of the Scientific Advisory Boards of H3D, Cape Town, South Africa, Medidata, New York, USA, and of the Human Brain Project of the European Union

Prof. Dr Herrling was born in 1946 and is a Swiss citizen.

With his professional expertise, Prof. Dr Herrling ideally complements the existing range of competences of the potential future Supervisory Board of Evotec AG.

The Supervisory Board does not see any personal or professional relationships between any of the proposed candidates and Evotec AG or its affiliated companies, the Company's boards or between the candidates and a shareholder holding a material interest, which would have to be disclosed according to

section 5.4.1 of the German Corporate Governance Code in its current version dated 13 May 2013 nor any conflicts of interests as defined by section 5.5 of the German Corporate Governance or lack of independence as defined by section 5.4.2 German Corporate Governance Code

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

According to the Supervisory Board's vote in its current composition, the Supervisory Board intends to elect Prof. Dr Wolfgang Plischke as Chairman of the Supervisory Board and Dr Walter Wenninger as Vice Chairman of the Supervisory Board.

**6. Resolution regarding amendments to § 12 of the Articles of Association (Remuneration of Supervisory Board members)**

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

**6.1.** § 12, para 1 of the current version of the Articles of Association, the year "2013" shall be replaced by the year "2014".

§ 12, para 1 of the Articles of Association is hereby amended and redrafted as follows:

"(1) *In addition to reimbursing their out-of-pocket-expenses and any sales tax 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.*"

**6.2.** § 12, para 2 of the current version of the Articles of Association will be replaced by the following para 2:

"(2) *The fixed 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.*"

**Voluntary report by the Management Board to the Annual General Meeting on item 6 of the agenda:**

The amount of compensation to be paid to Supervisory Board members will be raised by € 20,000.00 in total from previously € 280,000.00 to € 300,000.00 following the deletion without replacement of the performance-based compensation in 2013.

The Company considers that this moderate increase is suitable for the compensation of the Supervisory Board, since the compensation has not been increased since 2009. Overall, the suggested compensation takes into account the continuously increasing requirements of the Supervisory Board members and enables the Company to attract and secure outstanding personalities on an international level.

**7. Resolution regarding the creation of new authorised capital with the possibility of precluding subscription rights and amendment of § 5 para 4 of the Articles of Association (Authorised Capital 2014)**

By resolution of the Annual General Meeting on 14 June 2012, the Management Board of the Company was granted the authority to increase the authorised capital of the Company by up to € 23,663,172.00 by 13 June 2017, with the consent of the Supervisory Board, by a one-time or by the multiple issuance of up to a total of 23,663,172.00 new common bearer shares without nominal value (non-par value shares) (Authorised Capital 2012). This right was partly exercised in the course of the capital increase of € 11,818,613.00 by issuing 11,818,613 new non-par value shares in 2013.

So that the Company will continue to be in a position to adapt its capital funding quickly and flexibly as demanded by future requirements, a new, higher level of authorised capital is to be established.

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

By suspending the existing statutory authority of the Management Board regarding an increase in capital according to § 5 para 4 of the Articles of Association (Authorised Capital 2012), effective at the time of registration in the Commercial Register at the Local Court Hamburg of the herewith resolved amended Articles of Association, authorised capital shall be created based on a revision of § 5 para 4 of the Articles of Association as follows:

"(4) *The Management Board is authorised to increase the share capital of the Company by up to € 32,865,048.00 by 16 June 2019, with the consent of the Supervisory Board, by issuing at one time or multiple times up to a total of 32,865,048 new common bearer shares without nominal value (non-par value shares) (Authorised Capital 2014). In general, shareholders are 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 preclude 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) up to a calculated nominal amount of a total of € 600.000,00, if the increase in capital is for the purpose of issuing employee shares;*
- d) to the extent that the new shares are issued in return for cash contributions and the proportional share of the share capital that applies to the shares to be newly issued does not in the aggregate exceed the amount of a total of € 13,146,019.00 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 precluded subscriptions (**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;*

e) *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 and the proportional amount of the share capital that applies to the new shares to be issued does not exceed an amount of € 32,865,048.00 of the share capital existing at the point in time this power of authority to preclude subscription rights becomes effective.*

*Counted towards the Maximum Amount is the share capital that applies 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 17 June 2014, as provided by § 186 para 3 sentence 4 AktG, subject to preclusion of the subscription right, or which will be sold after 17 June 2014, correspondingly subject to § 186 para 3 sentence 4 AktG. An imputation is waived to the extent the powers of authority to issue conversion and/or convertible bonds according to § 221 para 4 sentence 2, 186 para 3 sentence 4 AktG, or for the sale of treasury shares according to § 71 para 1 no. 8, § 186 para 3 sentence 4 AktG are newly granted by the Annual General Meeting subsequent to exercising such powers of authority, which have led to an imputation.*

*The Management Board has the authority, 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 has the authority to adjust § 5 of the Articles of Association after the complete or partial implementation of the increase in share capital, corresponding to the respective usage of the authorised capital, and after the lapse of the period of time for which authority was granted."*

**Report of the Management Board to the Annual General Meeting concerning the preclusion of the subscription right regarding item 7 of the agenda according to §§ 203 para 2, 186 para 3, para 4, sentence 2 AktG:**

The granting of the authority to increase the share capital (Authorised Capital 2014) is intended to give the management the possibility in the coming five years to quickly and flexibly raise equity if such is required. Thereby, the availability of financial instruments, independent of the cycle of the Ordinary Annual General Meetings, is particularly important as the time at which corresponding funds must be raised cannot be determined in advance. In addition, possible transactions in competition with other companies can often only be executed successfully, if secure funding is already available at the time negotiations begin. The lawmaker has addressed the need of companies arising from this situation and granted stock companies the possibility to authorise management for a fixed term and a limited amount, to increase the share capital without any additional resolution by the Annual General Meeting. For this reason, the Management Board and the Supervisory Board propose to the Annual General Meeting that such a power of authority be granted.

When making use of the authority to issue new shares, in general, shareholders must be granted a subscription right. As a result, all shareholders can participate in an increase in capital in proportion to their shareholding and maintain their influence by voting rights as well as their participation in the value of the Company. This particularly also applies when the new shares are not directly offered for sale to shareholders, but by the intermediation of one or more credit institutions, as long as these are obligated to offer the shares they took over to the shareholders for sale by way of the so-called indirect subscription right. Therefore, the proposed resolution provides a corresponding regulation.

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The power of authority of the Management Board with the consent of the Supervisory Board proposed in letter a) to exclude possible fractional amounts from the subscription right of shareholders, serves the purpose of being able to present a practicable ratio of subscription rights with respect to the amount of the respective increase in capital.

The additionally intended preclusion of the subscription right provided in letter b) for the purpose of granting subscription rights to the holders of conversion or option rights and/or to those obligated to convert due to convertible bonds, is required and appropriate so that they can be protected against the dilution of their rights to the same degree as shareholders. To guarantee such a protection against dilution, it is required to grant the holders of conversion and option rights and/or those who are obligated to convert a subscription right to the new shares in the way to which they would be entitled after exercising the conversion and/or option rights or meeting the conversion obligation. Such a guarantee of a subscription right would eliminate the necessity of lowering the conversion and/or option price for the shares that will have to be issued according to the conditions of the conversion and/or warrant bonds.

The power of authority intended in letter c) for the preclusion of the subscription right is to make it possible for the management to let the employees of the Company participate in the Company capital by issuing employee shares in order to motivate employees to special efforts on behalf of the Company and to establish closer ties with the Company. The Management Board and the Supervisory Board will respectively review in specific cases to what extent it is within the interest of the Company to issue employee shares by utilising the authorised capital, instead of issuing options for the subscription of new shares on the basis of the existing powers of authority, or yet to be resolved future powers of authority.

The power of authority intended in d) to preclude the subscription right of shareholders when issuing new shares in return for cash contributions once or several times for a portion of the authorised capital which does not exceed 10% of the current share capital and 10% of the share capital existing upon the first exercise of the authority, is based on the provision of § 186 para 3 sentence 4 AktG. The limitation of the authorised amount for such an increase in capital to 10% of the share capital and the requirement that the issue price of the new shares may not be significantly lower than the respective share price of the shares already listed at the time of issuance ensures that the protective scope of the subscription right, namely protecting shareholders against a loss of influence and a dilution of value, is not affected or only affected to a reasonable degree. The influence of the shareholders excluded from the purchase can be safeguarded by subsequent purchases via the stock exchange; by limiting the preclusion of subscription rights to an increase in capital that does not exceed 10% of the share capital it is ensured in light of the liquid market for Evotec shares that such a subsequent purchase on the stock exchange can actually take place. For the Company, the increase in capital without subscription rights leads to the largest possible creation of capital and to optimal returns. In particular, the Company is then placed in a position in which it can react quickly and flexibly to favourable stock market situations. Although § 186 para 2 sentence 2 AktG stipulates publication of the subscription price until no later than three days prior to the elapse of the (at least two weeks) subscription term, in light of the volatility in the stock market, however, this case also has an inherent market risk which must be considered, namely the risk of a change in stock price over the course of several days, which can lead to safety margins in the determination of the sales price, thus to conditions that are not close to the market. In addition, when granting a subscription right, the Company cannot react quickly to favourable market conditions because of the length of the subscription period. Thus, granting the authority to preclude the subscription

right is in the interest of the Company and its shareholders. For further protection of shareholders against losing influence and the dilution of value, the power of authority for the preclusion of subscription rights is limited by the circumstance that other capital measures that have the effect of a cash capital increase without subscription right are counted towards the Maximum Amount, up to which a cash increase in capital can occur subject to precluding subscription rights. The authority provides that a sale of shares that had been purchased by the Company based on the authority granted by the Annual General Meeting according to § 71 para 1 no. 8 AktG and sold to third parties in exchange for cash, without having offered these shares for sale to shareholders, reduces the Maximum Amount just like a future issuance of options and/or convertible bonds, to the extent the shareholders are not being granted a subscription right to such.

However, the foregoing imputation is supposed to be cancelled, if after an issue of convertible bonds and/or warrant-linked bonds, in analogous application of § 186 para 3 sentence 4 AktG, which has led to a credit against the Maximum Amount the Annual General Meeting decides a new authorisation for the issue of convertible bonds and/or warrant-linked bonds, with the possibility for simplified exclusion of subscription rights in analogous application of § 186 para 3 sentence 4 AktG, or if the Annual General Meeting issues an authorisation for the acquisition and use of treasury shares again, with the possibility of simplified exclusion of subscription rights in analogous application of § 186 para 3 sentence 4 AktG, because in these cases, the Annual General Meeting decided once again about the authorisation of a simplified exclusion of subscription rights, so that the reason for the crediting against the Maximum Amount is no longer valid. To the extent that treasury shares or convertible bonds and/or warrant-linked bonds can be issued again under simplified exclusion of subscription rights, the authorisation is to exist for the simplified exclusion of subscription rights for the (remaining) term of the authorisation, in other words, again also for the issue of new shares from the authorised capital. This is due to the circumstance that with the new authorisation for the simplified exclusion of subscription rights going into effect, the ban for issuing new shares from the authorised capital, which was created by the issue of treasury shares according to § 71 para 1 no. 8, § 186 para 3 sentence 4 AktG, and by the issue of convertible bonds and/or warrant-linked bonds with the possibility of exclusion of subscription rights according to § 186 para 3 sentence 4 AktG, respectively, will be lifted. Since the majority requirements for such a resolution are identical to those of a resolution for the authorisation to issue new shares from the authorised capital, under simplified exclusion of subscription rights according to § 186 para 3 sentence 4 AktG, the adoption of the resolution by the Annual General Meeting to create a new authorisation for the exclusion of subscription rights according to § 186 para 3 sentence 4 AktG, within the framework of selling treasury shares, or a new authorisation to issue convertible bonds and/or warrant-linked bonds, with the option of exclusion of subscription rights according to § 186 para 3 sentence 4 AktG, is also to be seen as a confirmation of the resolution to authorise the issue of new shares from the authorised capital according to § 203 para 2, § 186 para 3, sentence 4 AktG.

In the event of a renewed exercise of an authorisation for the exclusion of subscription rights in direct or analogous application of § 186 para 3 sentence 4 AktG, the imputation occurs anew. In the final analysis, this regulation will result in the fact that (i) during the (remaining) term of the authorisation the Management Board overall can only make use of the simplified exclusion of subscription rights once in accordance with or analogous to § 186 para 3 sentence 4 AktG, without renewed adoption of the resolution by the Annual General Meeting, and that (ii) in case of a new resolution by the Annual General Meeting, the Management Board can choose again freely whether it wants to make use of the simplifications of § 186 para 3 sentence 4 AktG, within the legal

limits and in connection with capital increases for cash from the authorised capital, during the (remaining) term of the authorisation.

The authorisation proposed under letter e) for the exclusion of subscription rights is to make it easier for the Company particularly to acquire companies, parts of companies or stakes in companies, licensing rights or claims against the granting of shares. This is a common form of acquisition. Experience has shown that in many cases, owners of attractive acquisition objects demand the procurement of shares of the acquiring company as a counter performance, particularly for the sale of their shares or company. To also acquire such acquisition objects, the Company must have the opportunity to raise its share capital, if need be very short-term, against a non-cash contribution under exclusion of subscription rights of the shareholders. Moreover, it will be possible for the Company to acquire companies, parts of companies, stakes in companies, and other assets, such as licensing rights or claims against the Company without having to use its own liquidity unduly. In regard to the necessary exclusion of subscription rights for such non-cash capital increases, the Management and Supervisory Boards suggest to limit the confines for such capital increases also to around 25% of the existing share capital.

In view of the above, the authorisation for the exclusion of subscription rights in all five cases is necessary and imperative within the prescribed limits and in the interest of the Company.

In each individual case, the Management Board will carefully examine whether it will make use of the authorisation to increase capital with the exclusion of subscription rights, if opportunities to acquire companies, parts of companies, equity interests or other assets arise, and it will carefully evaluate whether shares to be transferred as consideration should be procured wholly or partly through a capital increase or through the acquisition of treasury shares. The Management Board will only exclude subscription rights of shareholders, if the acquisition in consideration for an issue of Company shares is in the best interest of the Company. The Supervisory Board will give its required consent to the use of the authorised capital under exclusion of the shareholder subscription rights only if the described prerequisites as well as all legal prerequisites are fulfilled. The Management Board will report on the details of the exercise of the authorised capital at the next Annual General Meeting.

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#### **Documents made available to the shareholders**

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

- The documents mentioned in item 1 of the agenda;
- The voluntary report by the Management Board to the Annual General Meeting on item 6 of the agenda;
- The report of the Management Board to the Annual General Meeting concerning the preclusion of the subscription right regarding item 7 of the agenda according to §§ 203 para 2, 186 para 3, para 4, sentence 2 AktG;
- Written report by the Management Board regarding the reason for precluding subscription rights pursuant to § 203 para 2 sentence 2 AktG in conjunction with

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§ 186 para 4 sentence 2 AktG with regard to the cash capital increase  
implemented on 28/29 August 2013

Upon request, each shareholder shall be sent a copy of the aforementioned documents by the Company, immediately and free of charge. Please note that the Company fulfils its statutory obligation by making documents available on its website. For this reason, documents will be sent by standard mail only. These mandatory documents to be made accessible will also be laid out for review at the Annual General Meeting.

### **Total number of shares and voting rights**

At the time of convening the Annual General Meeting, the Company's share capital amounts to € 131,593,276.00. It is split into 131,593,276 non-par value bearer shares. Each non-par value share grants one vote in the Annual General Meeting. Therefore, the total number of shares and voting rights at the time of convening the Annual General Meeting amounts to 131,593,276 shares and voting rights. No different types of shares exist. At the time of convening the Annual General Meeting, the Company holds 328,015 own shares. The Company has no rights in respect of these shares.

### **Participation at the Annual General Meeting and exercise of the voting right**

Pursuant to § 13 of the Articles of Association, each shareholder is entitled to participate in the Annual General Meeting and exercise his/her voting right in the Annual General Meeting, who registers with the Company in text form prior to the Annual General Meeting (§ 126b German Civil Code (Bürgerliches Gesetzbuch, BGB)), specifying the number of shares to which the registration relates and proves his/her entitlement to participate in the Annual General Meeting and exercise the voting right through evidence of share ownership in text form (§ 126b BGB) through the depository institution. The registration and evidence must be composed in German or English language and received by the Company at the following office, under the specified address, telefax number or e-mail address (the **registration address**) by no later than by midnight (CEST) on **10 June 2014, 24.00 pm**:

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

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

The specific evidence of share ownership must relate to the beginning of the twenty-first day prior to the date of the Annual General Meeting, in other words, **27 May 2014, 00.00 am (CEST) (the record date)**.

After receipt of the registration and specific evidence of the share ownership, the shareholder will be sent admission tickets for the Annual General Meeting. In order to ensure timely receipt of the admission tickets, we request that the shareholders ensure that they send the evidence of their share ownership to the Company at an early stage. The admission tickets, which are either sent by surface mail or made available at the venue of the meeting, are merely intended to assist with the organisation of the Annual General Meeting and are not a requirement for attendance or for exercising one's voting rights.

Registered holders of American Depositary Receipts (ADRs) shall be sent all information and documents related to the Annual General Meeting by JPMorgan Chase & Co., P.O.

64504, St. Paul, MN 55164-0504, USA (jpmorgan.adr@wellsfargo.com). If you have any questions regarding the exercise of your vote, please contact JPMorgan Chase & Co. at the following phone number: (800) 990 1135 (within the USA) or +1 (651) 453 2128 (from abroad).

### **Significance of the record date**

The record date is the crucial date for the scope and exercising of the participation and voting right in the Annual General Meeting. In relation to the Company, for participating in the Annual General Meeting and exercising the voting right, a shareholder is only regarded as someone who has provided evidence. The entitlement to participate and the scope of the voting right are exclusively based on the shareholder's share ownership as of the record date. The record date does not go hand-in-hand with a block for the saleability of the stake. Even in the case of complete or partial sale of the stake after the record date, for the participation and scope of the voting right, the share ownership by the shareholder as of the record date is exclusively relevant; i.e. sales of share after the record date have no effects on the entitlement to participate 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 participate and vote, unless 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, the shareholder must register himself and evidence the share ownership in due time pursuant to the aforementioned provisions. If a shareholder grants power of attorney to more than one person, the Company can reject one or several of these.

The granting of the power of attorney, its revocation and the evidence of the power of attorney toward the Company must be in text form (§ 126b BGB) unless the granting of the power of attorney occurs to a credit institution, an association of shareholders or another equivalent person or institution pursuant to § 135 AktG. For the authorisation of a credit institution, a shareholders' association or a person or institution equivalent to these pursuant to § 135 AktG, special features can apply. The shareholders are requested to consult with the party to be authorised in such a case, regarding a possible form of power of attorney that he may require.

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 e-mail, shareholders or shareholder representatives are requested to use the following address, telefax number or e-mail address:

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

Telefax: +49 (0)89 889 690 655  
E-mail: [evotec@better-orange.de](mailto:evotec@better-orange.de)

The aforementioned methods of dispatch are also available if the granting of the power of attorney is intended to occur in the form of a declaration to the Company; separate evidence of granting of the power of attorney is not necessary in this case. The

revocation of an already issued power of attorney can also be declared to the Company using the aforementioned communication methods.

Shareholders who intend to authorise a representative are requested to use the form made available by the Company for issuing the power of attorney and any instructions. It shall 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 e-mail and is available on the internet at <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting'.

### **Procedure for voting by proxy appointed by the Company**

As a service, we offer our shareholders the possibility of granting power of attorney to instruction-bound proxies who are appointed by the Company.

The shareholders who intend to grant a power of attorney to the proxies appointed by the Company must also register on time, providing the specific evidence of share ownership. With the admission ticket, our shareholders will receive additional information regarding the authorisation of the Company's proxy, as well as an appropriate form for issuing power of attorney and instructions. It can also be requested under the aforementioned address by post, by telefax or by e-mail and is available on the internet at <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting'.

If the proxies appointed by the Company are granted power of attorney, they must, in any case, be issued with instructions for exercising the voting rights with regard to the management's proposed resolutions. The Company's proxies are obligated to vote in accordance with instructions. Without instructions, the proxies shall abstain from voting. The Company's proxies shall not accept any powers of attorney for filing objections against Annual General Meeting resolutions, to exercise the right to speak and ask questions or to file motions.

For organisational reasons, shareholders who intend to grant power of attorney to the Company's appointed proxies before the Annual General Meeting are requested to send the powers of attorney with instructions by no later than the end of 16 June 2014 (receipt) by post, telefax or e-mail to the aforementioned address, telefax number or e-mail address or electronically via internet at <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting' under the "Voting Proxy" item.

Furthermore, we request the shareholders and shareholder representatives who have registered in the proper form and on time and are present at the Annual General Meeting to also grant power of attorney to the proxies appointed by the Company in the Annual General Meeting.

Information regarding proxies is also available to our shareholders at the internet address <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting'. Our shareholders can receive personal information on working days between 09.00 am and 05.00 pm (CEST) at telephone number +49 (0)89 / 889 690 620.

### **Shareholders' rights pursuant to §§ 122 para 2, 126 para 1, 127, 131 para 1 AktG**

*Right to supplement the agenda pursuant to § 122 para 2 AktG*

Shareholders, whose shares collectively reach the partial amount of € 500,000 (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

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certifications. The applicants must also prove that they have owned the shares for at least three months and that they will hold the shares until the (possibly judicial) decision regarding the request (see §§ 122, pars. 1 and 2 in conjunction with § 142 para 2 Sentence 2 AktG). Calculation of this time period shall be in accordance with § 70 AktG.

The demand shall be addressed in writing to the Company, represented by the Management Board, whereby each new item for the agenda must include a reason or a proposed resolution. The demand for supplementation can also be aimed at a discussion item without a resolution. It must be received by the Company by no later than by midnight (CEST) on **17 May 2014, 24.00 pm**. Please use following address to submit your request:

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

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

*Counter motions by shareholders pursuant to § 126 para 1 AktG*

Shareholders are entitled to file counter motions against a proposal by the Management Board and Supervisory Board regarding a specific agenda item. Any counter motions must be received by the Company in writing, by telefax or e-mail by no later than by midnight (CEST) on **02 June 2014, 24.00 pm**, with the reason, exclusively at the following address, telefax number or e-mail address:

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

Telefax: +49 (0)40 / 560 81 333  
E-mail: [hauptversammlung@evotec.com](mailto:hauptversammlung@evotec.com)

Motions that have been otherwise addressed shall not be taken into consideration. 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 a reason for the motion, at <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting'. Possible statements by management in this regard shall also be made accessible at this internet address. The Company can refrain from making a counter motion and its reason accessible if exclusion elements exist pursuant to § 126 para 2 AktG, for example, because the counter motion would lead to a shareholders' resolution that is illegal or in contravention of the Articles of Association. A reason for a counter motion does not need to be made accessible if it contains more than 5,000 characters.

*Nominations by shareholders pursuant to § 127 AktG*

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Shareholders are also entitled to submit nominations for the election of Supervisory Board members or auditors. With these, the aforementioned regulation on countermotions shall apply analogously, with the stipulation that the nomination does not need to be provided with a reason. Over and above the aforementioned exclusion elements of § 126 para 2 AktG, the nomination also does not need to be made accessible if the nomination does not include the name, profession and place of residence of the nominated Supervisory Board member or Auditor and in the case of proposals for the election of Supervisory Board members if no information is provided on their membership of other statutory Supervisory Boards.

We point out that countermotions and nominations that have been sent to the Company in advance and on time shall only be taken into consideration in the Annual General Meeting if they are submitted verbally during the Annual General Meeting.

*Right to obtain information pursuant to § 131 para 1 AktG*

In the Annual General Meeting, each shareholder and shareholder's representative can request information from the Management Board regarding the Company's affairs, provided that such information is necessary for a proper assessment of the agenda. The obligation to provide information also encompasses the legal and business relationships of the Company to an affiliated Company and the situation of the Group and the companies included in the consolidated financial statement. As a general rule, information requests are submitted verbally in the Annual General Meeting, within the context of the debate.

Pursuant to § 14 para 2 Sentence 2 of the Articles of Association, the Chairman of the Annual General Meeting is authorised to impose an adequate time limit on the shareholder's right to ask questions and speak. The Management Board is also entitled to omit answering questions in specific cases that are regulated in the German Stock Corporation Act (§ 131 para 3 AktG), such as if, according to sound commercial judgement, disclosure of the information would inflict a not inconsiderable disadvantage on the Company or an affiliated company.

Explanations regarding the motion rights (§§ 122 para 2, 126 para 1, 127 para 1 AktG) and information rights (§ 131 AktG) of the shareholders can also be viewed on the internet at <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting'.

*Transmission of the Annual General Meeting on the internet*

It is planned to transmit the opening of the Annual General Meeting by the Chairman, as well as the Management Board Chairman's speech for the general public on 17 June 2014 from 10.00 am (CEST) live on the Internet and also provide this after the Annual General Meeting as a record.

**Reference to the Company's website**

The information pursuant to § 124a AktG regarding the Annual General Meeting can be found on the Company's website at <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting'. The results of the votes shall be announced at the same internet address after the Annual General Meeting.

Hamburg, May 2014

**Evotec AG**  
**The Management Board**