



Evotec AG

Hamburg

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

We hereby invite our shareholders to the

Annual General Meeting 2016

to be held on Tuesday, 14 June 2016, at 10.00 a.m., at EMPORIO TOWER, Panoramadeck, Dammtorwall 15, D-20355 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 2015, as approved by the Supervisory Board, the management reports for Evotec AG and the Group for fiscal year 2015, 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 21 March 2016, 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 2015.**

The Supervisory Board and the Management Board propose that the actions of the members of the Management Board for fiscal year 2015 be formally approved.

- 3. Resolution regarding formal approval of the actions of the members of the Supervisory Board for fiscal year 2015.**

The Supervisory Board and the Management Board propose that the actions of the members of the Supervisory Board for fiscal year 2015 be formally approved.

- 4. Resolution regarding the appointment of the auditor for the annual financial statements and the consolidated financial statements for fiscal year 2016.**

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 2016.

Prior to presenting the nomination, the Supervisory Board obtained a declaration from E&Y, affirming its independence, as provided by the German Corporate Governance Code.

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

The authorisation given to the Management Board in accordance with item 10 of the agenda for the Annual General Meeting held on 14 June 2012 to issue on one or more occasions convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or combinations of these instruments), with or without fixed maturities, up to a total nominal amount of € 200,000,000.00 and to grant the holders or creditors of bonds conversion rights or option rights to bearer shares in the Company with a nominal amount of share capital of up to € 23,663,172.00 expires on 13 June 2017 and has not been used to date. It is to be revoked and replaced by a new authorisation to issue convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or combinations of these instruments) with a longer validity according to the following proposal from the Management Board and the Supervisory Board.

The Management Board and Supervisory Board propose the following resolution:

a) Revocation of authorisation

The authorisation given to the Management Board in accordance with item 10 of the agenda for the Annual General Meeting held on 14 June 2012 to issue on one or more occasions convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or combinations of these instruments), with or without fixed maturities, up to a total nominal amount of € 200,000,000.00 and to grant the holders or creditors of bonds conversion rights or warrants to bearer shares in the Company with a nominal amount of share capital of up to € 23,663,172.00 is revoked.

b) Revocation of contingent capital

The existing contingent capital of € 23,663,172.00 pursuant to § 5 paragraph (13) of the Articles of Association is revoked.

c) New authorisation

The Management Board is authorised, with the consent of the Supervisory Board, to issue bearer or registered convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or combinations of those instruments) (collectively "**Bonds**"), with or without a fixed maturity, one or several times before 13 June 2021, for a total nominal value of up to € 200,000,000.00 and to issue to the holders or creditors of Bonds

conversion rights or option rights to the Company's no-par value bearer shares with a proportional amount of the share capital totalling up to € 26,516,816.00 as specified in detail by the terms and conditions of the Bonds.

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

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

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

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

The terms and conditions of Bonds that issue or specify a conversion right, a conversion obligation, and/or an option right can each specify that the Company's own shares can also be granted in the event of conversion or

exercising of an option. It may also be provided that the Company does not grant no-par value bearer shares of the Company to conversion or option beneficiaries and instead pays the equivalent value in cash.

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

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

or

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

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

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

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

Instead of adjustment of the option or conversion price, payment of a corresponding cash amount by the Company when the option or conversion right is exercised or when the option or conversion obligation is fulfilled may be specified in the terms and conditions of the option or convertible bonds.

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

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

€ 13,258,408.00, and a total of no more than 10% of the share capital at the time the authorisation is exercised.

The proportional amount of the share capital of shares that can be issued after 14 June 2016 utilizing authorised capital, or that can be acquired based on option or conversion rights that have been issued or conversion obligations that have been established after 14 June 2016 must be attributed to this maximum amount for exclusion of a subscription right, to the extent that the subscription right of shareholders is excluded, pursuant to or according to § 186 para. 3, Sentence 4 AktG when utilising the authorised capital or issuing the option and/or convertible bonds. The proportional amount of the share capital of treasury shares that the Company acquired on the basis of an authorisation pursuant to § 71 para. 1, No. 8 AktG and sold to third parties during the term of the authorisation in return for cash without granting a subscription right to shareholders must also be attributed, unless that sale took place through the stock exchange or was based on a public offer to the shareholders. An attribution that has been made is waived if authorisations to issue new shares from authorised capital, pursuant to § 203 para. 2, § 186 para. 3, Sentence 4 AktG, to issue convertible bonds and/or warrant-linked bonds, pursuant to § 221 para. 4, Sentence 2, § 186 para. 3, Sentence 4 AktG, or to sell the Company's own shares, pursuant to § 71 para. 1, No. 8, § 186 para. 3, Sentence 4 AktG, are granted by the Annual General Meeting, again following exercise of the authorisations that led to attribution.

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

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

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

and the delivery of existing no-par value bearer shares instead of issuing new no-par value bearer shares.

d) Creation of new contingent capital

The Company's share capital is conditionally increased by up to € 26,516,816.00 through the issue of up to 26,516,816 new common bearer shares without nominal value (no-par value shares) with a proportionate amount of € 1.00 of the share capital attributable to each no-par value share. The contingent capital increase serves to issue no-par value bearer shares to the owners or creditors of convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or a combination of such instruments) that are issued by Evotec AG or its directly or indirectly associated companies on the basis of the Annual General Meeting 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 designate a conversion obligation.

The new no-par value bearer shares from the contingent capital may only be issued at a conversion or option price that corresponds to the requirements in the authorisation resolved by the Annual General Meeting on 14 June 2016 under agenda item 5.

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

e) Amendment to the Articles of Association

§ 5 paragraph (13) of the Articles of Association is amended as follows, taking effect when entered in the Commercial Register:

“(13) The Company's share capital is conditionally increased by up to Euro 26,516,816.00 through the issue of up to 26,516,816 new common bearer shares without nominal value (no-par value shares) with a proportionate amount of Euro 1.00 of the share capital attributable to each no-par value share. The contingent capital increase serves to issue no-par value bearer shares to the owners or creditors of convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or a combination of such instruments) that are issued by Evotec AG 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 designate a conversion obligation.

The new no-par value bearer shares from the contingent capital may only be issued at a conversion or option price that corresponds to the requirements in the authorisation resolved by the Annual General Meeting on 14 June 2016 under agenda item 5.

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

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

Report by the Management Board to the Annual General Meeting regarding item 5 of the agenda regarding the exclusion of the subscription right pursuant to § 221 para. 4 Sentence 2 AktG in conjunction with § 186 para. 3 and para. 4 Sentence 2 AktG

The proposed resolution would authorise the Management Board, with the approval of the Supervisory Board, to issue once or several times until 13 June 2021 bearer or registered convertible bonds or warrant-linked bonds, participation rights and/or income bonds (or combinations of these instruments) (hereinafter jointly also referred to as "**Bonds**") with or without fixed terms and having a total nominal amount of up to € 200,000,000.00, and to grant the owners or creditors of Bonds conversion or option rights to no-par value bearer shares of the Company with a proportion of the share capital totalling up to € 26,516,816.00 in accordance with the more detailed provisions of the conversion or option terms.

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

The issue of Bonds allows leverage to be taken on, which can be categorised as equity capital or equity capital-like for rating purposes and also for balance sheet purposes, depending on the configuration of the bond terms. The generated conversion or option premiums as well as the equity capital credit benefit the Company's capital base. The further possibilities provided for in addition to granting conversion and/or option rights, namely creating conversion obligations or combining convertible bonds, warrant-linked bonds, participation rights and/or income bonds, expand the leeway for configuring these financial instruments. The authorisation also allows the Company to

place the Bonds itself or to place them via its direct or indirect associated companies. Bonds may also be issued in currencies other than euro, for example, the official currency of an OECD country, with or without a fixed term.

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

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

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

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

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

In the event of such an exclusion of subscription rights, the analogous application of § 186 para. 3 Sentence 4 AktG requires that the issue price for the Bonds may not be set significantly below the market value. This takes into account the shareholders' need for protection against dilution of their

shareholdings. Based on the intent in the authorisation to define the issue price of the Bonds as not significantly below the calculated market value, the value of a subscription right would fall to practically zero. In order to secure this requirement for the issuance of Bonds, the issue price may not be significantly lower than the theoretical market value of the bonds with conversion or option rights calculated according to recognised financial calculation methods. In this way, the protection of the shareholders from dilution of their shareholdings is guaranteed and the shareholders do not incur any economic disadvantages through an exclusion of subscription rights. Shareholders, who intend to maintain their share of the share capital of the Company or purchase Bonds according to their share quota, can achieve this by purchasing through the stock market.

However, the attributions envisaged in the authorisation of other exclusions of subscription rights in direct or analogous application of § 186 para. 3 Sentence 4 AktG are then no longer justifiable if the Annual General Meeting passes a new resolution concerning the authorisation that resulted in the attribution, because, due to this renewed resolution, the reason for the attribution is no longer applicable. Therefore, the resolution proposal for agenda item 5 of the Annual General Meeting of 14 June 2016 envisages that an attribution already applied would no longer be applicable to the extent that subsequent to the issuance of convertible and/or warrant-linked bonds in analogous application of § 186 para. 3 Sentence 4 AktG, the Annual General Meeting would pass a resolution for a new authorisation to issue convertible and/or warrant-linked bonds with the option for exclusion of subscription rights pursuant to § 186 para. 3 Sentence 4 AktG. Equally, an attribution that has already taken place would be cancelled insofar as subsequent to a sale of treasury shares pursuant to § 71 para. 1 No. 8, § 186 para. 3 Sentence 4 AktG, the Annual General Meeting resolves to put forth a new authorisation for the sale of treasury shares pursuant to § 71 para. 1 No. 8, § 186 para. 3 Sentence 4 AktG or for the issuance of new shares pursuant to § 203 para. 2, § 186 para. 3 Sentence 4 AktG. Insofar as convertible and/or warrant-linked bonds or new shares can be issued anew from authorised capital by way of facilitated exclusion of shareholders' subscription rights, or treasury shares can be sold by way of facilitated exclusion of shareholders' subscription rights, the authorisation for facilitated shareholder rights exclusion should again apply to the authorisation to issue convertible bonds and/or warrant-linked bonds because with the entry into force of the new authorisation for facilitated exclusion of shareholders' subscription rights, the block that came about due to the utilisation of the authorisation to issue convertible bonds and/or warrant-linked bonds, to issue new shares from authorised capital or to sell treasury shares ceases to be applicable in respect of the issuance of convertible and/or warrant-linked bonds. Since the majority requirements for such a resolution are identical to a resolution concerning the creation of an authorisation for the issuance of convertible and/or warrant-linked bonds with the option for exclusion of subscription rights pursuant to § 186 para. 3 Sentence 4 AktG, the resolution of the Annual General Meeting on the creation of a new authorisation for the issuance of convertible bonds and/or warrant-linked bonds with the option of exclusion of subscription rights pursuant to § 186 para. 3 Sentence 4 AktG, or a new authorisation for the issuance of new shares from authorised capital with the option for exclusion of subscription rights in accordance with § 203 para. 2, § 186 para. 3 Sentence 4 AktG or a new authorisation for the sale of treasury shares pursuant to § 71 para. 1 No. 8, § 186 para. 3 Sentence 4 AktG can be regarded at the same time as a confirmation in respect of the authorisation resolution concerning

the issuance of convertible bonds and/or warrant-linked bonds pursuant to § 221 para. 4 Sentence 2, § 186 para. 3 Sentence 4 AktG.

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

Insofar as profit participation rights or income bonds without conversion rights, option rights or conversion obligations are to be issued, the Management Board, with the consent of the Supervisory Board, shall be authorised to completely exclude the subscription rights of the shareholders if these profit participation rights or income bonds are structured similarly to bonds, i.e. if they do not grant any membership rights in the Company, no participation in the liquidation proceeds are issued and the interest payment is not calculated on the basis of the net income for the year, the net income available for distribution or the dividend. Moreover, it shall be required that the interest payout and the amount issued for the profit participation certificates or income bonds correspond with current market conditions at the time of the issue. If the stated prerequisites are fulfilled, the exclusion of the subscription rights does not result in disadvantages for the shareholders since the profit participation certificates or income bonds do not grant membership rights nor do they grant a share of the liquidation proceeds or of the Company's profits. Although it can be envisaged that the interest payment would depend on the existence of the net income for the year—net income available for distribution or a dividend, a regulation whereby a higher net income for the year—a higher net income available for distribution or a higher dividend payout would result in a higher interest payment would not be permissible. Thus, the issuance of the profit participation certificates or income bonds neither alter and/or dilute the voting rights nor the participation of the shareholders in the Company and its profit. Moreover, due to the issue being in line with prevailing market conditions that are subject to mandatory provisions for this case of subscription exclusion, no significant subscription right value ensues.

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

The Management Board is further authorised, with the consent of the Supervisory Board, to exclude fractional amounts from subscription rights. Such fractional amounts may result from the amount of the particular issue volume and the necessity to define a practicable subscription ratio. In such cases, an exclusion of the shareholders' subscription right may facilitate the processing of the issue. The free fractions excluded from the subscription

rights of the shareholders are either exploited through sale on the stock exchange or otherwise disposed of in the best interests of the Company.

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

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

The contingent capital increase proposed for resolution under item 5 of the agenda shall serve the purpose of granting no-par value bearer shares to the bearers or creditors of the Bonds that shall be issued pursuant to the authorisation to be resolved under item 5 of the agenda at the Annual General Meeting of 14 June 2016 by the Company or companies in which the Company holds direct or indirect participations against cash payment and that shall grant a conversion or option right on new no-par-value bearer shares of the Company or determine a conversion obligation. Alternatively, in the context of the legal limits, treasury shares may also be used for servicing.

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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;
- Report by the Management Board to the Annual General Meeting regarding item 5 of the agenda regarding the exclusion of the subscription right pursuant to § 221 para. 4 Sentence 2 AktG in conjunction with § 186 para. 3 and para. 4 Sentence 2 AktG.

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

Total number of shares and voting rights

At the time of convening the Annual General Meeting, the Company's share capital amounts to € 132,638,582.00. It is divided into 132,638,582 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 132,638,582 shares and voting rights. No different types of shares exist.

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 § 13 of the Articles of Association, each shareholder is entitled to participate in the Annual General Meeting and exercise his/her voting rights in the Annual General Meeting, who registers with the Company in text form prior to the Annual General Meeting (§ 126b German Civil Code (Bürgerliches Gesetzbuch, BGB)), specifying the number of shares to which the registration relates and proves his/her entitlement to participate in the Annual General Meeting and exercise the voting rights through evidence of share ownership in text form (§ 126b BGB) through the depository institution. The registration and evidence must be composed in German or English language and received by the Company at the following office, under the specified address, telefax number or e-mail address (the **registration address**) by no later than by **midnight (CEST) on 07 June 2016**:

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, **24 May 2016, 00.00 am (CEST)** (the **record date**).

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

Registered holders of American Depositary Receipts (ADRs) shall be sent all information and documents related to the Annual General Meeting by JPMorgan Chase & Co., P.O. 64504, St. Paul, MN 55164-0504, USA (jpmorgan.adr@wellsfargo.com). If you have any questions regarding the exercise of your vote, please contact JPMorgan Chase & Co. at the following phone number: (800) 990 1135 (within the USA) or +1 (651) 453 2128 (from abroad).

Significance of the record date

The record date is the crucial date for the scope and exercising of attendance and voting rights at the Annual General Meeting. In relation to the Company, only someone who has provided this record is entitled to attend the Annual General Meeting and exercising their voting rights as a shareholder. The entitlement to attend and the scope of voting rights are exclusively based on the shareholder's share ownership as of the record date. The record date does not mean that the shares may not be sold thereafter. Even in the case of complete or partial sale of the stake after the record date, for the attendance and scope of the voting right, the share ownership by the shareholder as of the record date is exclusively relevant; i.e. sales of share after the record date have no effects on the entitlement to attend and the scope of the voting right. The same applies to additional purchases of shares after the record date. People who do not yet own any shares as of the record date and only become shareholders afterwards are not entitled to attend and vote, unless they receive a power of attorney or are authorised to exercise rights. The record date has no significance for the entitlement to dividends.

Procedure for voting by a proxy

The shareholders are informed that their voting right can be exercised in the Annual General Meeting by a proxy, also by a credit institution or an association of shareholders. In this case, too, shareholders must register themselves and provide evidence of share ownership in due time pursuant to the aforementioned provisions. If a shareholder grants power of attorney to more than one person, the Company can reject one or several of these.

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

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

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

Germany Telefax: +49 (0)89 889 690 655
Email: evotec@better-orange.de

The aforementioned communication methods are also available if the power of attorney is intended to be granted in the form of a declaration to the Company; separate evidence of granting the power of attorney is not necessary in this case. The revocation of an already issued power of attorney can also be declared to the Company using the aforementioned communication methods.

Shareholders who intend to authorise a representative are requested to use the form made available by the Company for issuing the power of attorney and any instructions. It will be sent to duly registered persons together with the admission ticket. It can also be requested under the aforementioned address by post, by telefax or by email and is available on the internet at <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting'.

Procedure for voting by proxy appointed by the Company

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

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

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

For organisational reasons, shareholders who intend to grant power of attorney to the Company's appointed proxies before the Annual General Meeting are requested to send the powers of attorney with instructions by no later than the end of **13 June 2016** (receipt) by post, telefax or e-mail to the aforementioned address, telefax number or e-mail address or electronically via internet at <http://www.evotec.com> in section 'Investors', 'Events/Annual General Meeting', 'Annual General Meeting' under the 'Voting Proxy' item.

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

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

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

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

Shareholders, whose shares collectively reach the pro rata amount of € 500,000.00 (corresponds to 500,000 shares) of the share capital (the **minimum stake**) have a right to demand that items are added to the agenda and announced. The minimum stake must be proven to the Company, whereby it is sufficient to provide bank certifications. The applicants must also prove that they have owned the shares for at least three months and that they will hold the shares until the (possibly judicial) decision regarding the request (see § 122, pars. 1 and 2 AktG (in the version applicable up to 30 December 2015 (§ 26h para. 4 EGAktG)) in conjunction with § 142 para. 2 Sentence 2 AktG). Calculation of this time period shall be in accordance with § 70 AktG.

The demand shall be addressed in writing to the Company, represented by the Management Board, whereby each new item for the agenda must include a reason or a proposed resolution. The request for supplementation can also be aimed at a discussion item without a resolution. It must be received by the Company by no later than by **midnight (CEST) on 14 May 2016**. Please use following address to submit your request:

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

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

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

Shareholders are entitled to file counter motions against a proposal by the Management Board and Supervisory Board regarding a specific agenda item. Any counter motions must be received by the Company in writing, by telefax or email by no later than by **midnight (CEST) on 30 May 2016**, with the reason, exclusively at the following address, telefax number or email address:

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

Telefax: +49 (0)40 560 81 333
Email: 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 countermotion and its reason accessible if exclusion elements exist pursuant to § 126 para. 2 AktG, for example, because the countermotion would lead to a shareholders' resolution that is illegal or in contravention of the Articles of Association. A reason for a countermotion does not need to be made accessible if it contains more than 5,000 characters.

Nominations by shareholders pursuant to § 127 AktG

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

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

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

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

Pursuant to § 15 para. 2 Sentence 2 of the Articles of Association, the Chairman of the Annual General Meeting is authorised to impose an adequate time limit on the shareholder's right to ask questions and speak. The Management Board is also 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'.

Convenience translation – German version published in the Federal Gazette
(Bundesanzeiger) as of 03 May 2016 binding

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 14 June 2016 from 10.00 a.m. (CEST) live online and also provide this after the Annual General Meeting as a record.

Reference to the Company's website

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

Hamburg, May 2016

Evotec AG

Management Board