



**Evotec SE**

**Hamburg**

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

**Unique identifier for the event: EVT062023oHV**

We hereby invite our shareholders on

**Tuesday, 20 June 2023, at 10.00 a.m. (CEST)**

to attend the

**ordinary (virtual) Annual General Meeting 2023.**

**Minimum information pursuant to Section 125 (1) German Stock Corporation Act (AktG) in connection with Section 125 (5) AktG, Article 4 (1) and Table 3 Blocks A to C of the Annex to Implementing Regulation (EU) 2018/1212**

Type of Information	Description
<b>A. Specification of the message</b>	
1. Unique identifier of the event	EVT062023oHV
2. Type of message	Meeting notice of a General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
<b>B. Specification of the issuer</b>	
1. ISIN	DE0005664809
2. Name of issuer	Evotec SE
<b>C. Specification of the meeting</b>	
1. Date of the General Meeting	20.06.2023 [format pursuant to Implementing Regulation (EU) 2018/1212: 20230620]
2. Time of the General Meeting	10:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 08:00 UTC]

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **15 May 2023** is binding

3. Type of the General Meeting	Ordinary General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: GMET]
4. Location of the General Meeting	Virtual General Meeting: <a href="https://www.evotec.com/en/investor-relations/annual-general-meeting">https://www.evotec.com/en/investor-relations/annual-general-meeting</a> In accordance with the German Stock Corporation Act: Nordex SE, Langenhorner Chaussee 600, 22419 Hamburg, Germany
5. Record Date	30.05.2023, 00:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20230529]
6. Uniform Resource Locator (URL)	<a href="https://www.evotec.com/en/investor-relations/annual-general-meeting">https://www.evotec.com/en/investor-relations/annual-general-meeting</a>

The ordinary Annual General Meeting is being held as a virtual Annual General Meeting, without shareholders and their proxies being physically present, on the premises of Nordex SE, Langenhorner Chaussee 600, 22419 Hamburg.

Shareholders and their proxies (with the exception of the company proxies) have no right and no opportunity to be present at the place of the meeting.

The entire meeting is being held with the approval of the Supervisory Board on the basis of Sec. 26n paragraph 1 Introductory Act to the Stock Corporation Act as a virtual annual general meeting in accordance with Sec. 118a paragraph 1 sentence 1 Stock Corporation Act (AktG). Duly registered shareholders or their proxies can log in to the password-protected online service on which the video and audio stream of the Annual General Meeting is being hosted and so attend the Annual General Meeting. The link to the password-protected online service will be provided via the Company's website at <https://www.evotec.com/en/investor-relations/annual-general-meeting>. Duly registered shareholders will be sent individual access data to use the company's password-protected online service.

Shareholders may only exercise their voting rights – either in person or via their proxies – by electronic postal vote or by appointing one of the proxies designated by the Company.

For further details see the information and notes at the end of this invitation after the agenda.

NB: The legislation applicable to public limited-liability companies registered in Germany, in particular the German Commercial Code (HGB) and the German Stock Corporation Act (AktG) apply to the Company on the basis of the referrals in Art. 5, Art. 9 (1) c) ii), Art. 53 and Art. 61 of Council Regulation (EU) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (SEVO), unless more specific provisions of the SEVO state otherwise. These referrals are not quoted hereafter to avoid overloading the text.

The agenda and the proposed resolutions are as follows:

- 1. Presentation of the approved annual financial statements and the consolidated financial statements of Evotec SE as of 31 December 2022, as approved by the Supervisory Board, the management reports for Evotec SE and the Group for financial year 2022, the report of the Supervisory Board and the comments by the Management Board regarding this information pursuant to Sections 289a, 315a of the German Commercial Code (Handelsgesetzbuch, HGB).**

On 12 May 2023 the Supervisory Board approved the annual financial statements and the consolidated financial statements that had been prepared by the Management Board and so adopted them in accordance with Sec. 172 sentence 1 German Stock Corporation Act (AktG). Adoption by the Annual General Meeting is therefore not required.

The above documents, the Remuneration Report and the Corporate Governance Declaration are available online at <https://www.evotec.com/en/investor-relations/annual-general-meeting> from the time the Annual General Meeting is convened and can also be inspected there during the Annual General Meeting.

- 2. Resolution discharging the members of the Management Board of liability for financial year 2022.**

The Supervisory Board and the Management Board propose discharging the members of the Management Board active in financial year 2022 of liability for this financial year.

- 3. Resolution regarding formal approval of the actions of the members of the Supervisory Board for financial year 2022.**

The Supervisory Board and the Management Board propose discharging the members of the Supervisory Board active in financial year 2022 of liability for this financial year.

- 4. Resolution regarding the appointment of the auditor for the annual financial statements and the consolidated financial statements for financial year 2023 and the appointment of the auditor for any review of additional financial information during the year.**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes BDO AG Wirtschaftsprüfungsgesellschaft, with offices in Hamburg, as auditor of the consolidated financial statements for financial year 2023 and – to the extent that it is carried out – as auditor for the review of the condensed financial statements and the interim management report for the first half of financial year 2023 and the interim financial information for the first and/or third quarter of financial year 2023 and/or for the first quarter of financial year 2024.

The Audit Committee has stated that its recommendation is free of undue third-party influence and that no clause referred to in Art. 16(6) of the EU Audit Regulation restricting the choice by the general meeting has been imposed upon

it (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

**5. Resolution cancelling the existing authorisation to issue convertible bonds and/or warrant-linked bonds and/or profit-linked bonds (or combinations of these instruments), to cancel the corresponding contingent capital and resolution to create a new authorisation to issue convertible bonds and/or warrant-linked bonds and/or profit-linked bonds (or combinations of these instruments), to create new contingent capital and to amend the Articles of Association.**

The authorisation granted to the Management Board by the Annual General Meeting of Evotec SE on 19 June 2019 under agenda item 7 to issue on one or more occasions convertible bonds and/or warrant-linked bonds and/or profit-linked bonds (or combinations of these instruments) with or without fixed maturities up to a total amount of € 500,000,000.00 and to grant the bond holders or creditors conversion rights or warrants to bearer shares in the Company representing up to € 29,959,289.00 in share capital, has not been used to date and expires on 18 June 2024. It is to be cancelled and replaced by a new authorisation to issue convertible bonds and/or warrant-linked bonds and/or profit-linked bonds (or combinations of these instruments) with longer maturities in accordance with the following proposal by the Management Board and Supervisory Board.

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

a) Cancellation of the authorisation of 19 June 2019

The authorisation granted to the Management Board by the Annual General Meeting on 19 June 2019 under agenda item 7 to issue on one or more occasions convertible bonds and/or warrant-linked bonds and/or profit-linked bonds (or combinations of these instruments) with or without fixed maturities up to a total amount of € 500,000,000.00 and to grant the bond holders or creditors conversion rights or warrants to bearer shares in the Company representing up to € 29,959,289.00 in share capital, is cancelled. The cancellation only takes effect when the new authorisation to issue convertible bonds and/or warrant-linked bonds and/or profit-linked bonds (or combinations of these instruments) in accordance with the resolution taken under c) and the creation of new contingent capital in accordance with the resolution taken under d) have come into effect.

b) Cancellation of contingent capital pursuant to Art. 5 (10) of the Articles of Association

The existing contingent capital of € 29,959,289.00 pursuant to Art. 5 (10) of the Articles of Association of Evotec SE is cancelled. The cancellation only takes effect when the new authorisation to issue convertible bonds and/or warrant-linked bonds and/or profit-linked bonds (or combinations of these instruments) in accordance with the resolution taken under c) and the creation of new contingent capital in accordance with the resolution taken under d) have come into effect.

c) New authorisation

The Management Board is authorised, with the approval of the Supervisory Board, until 19 June 2028 to issue on one or more occasions convertible bonds and/or warrant-linked bonds and/or profit-linked bonds (or combinations of these instruments) as bearer or registered instruments (collectively known as “**bonds**”), with or without fixed maturities up to a total amount of € 800,000,000.00 and to grant the bond holders or creditors conversion rights or warrants to bearer shares in the Company representing up to € 35,390,530.00 in share capital in accordance with the detailed terms and conditions of the bonds.

The bonds may be issued in euros or – for an equivalent amount – in another lawful currency, from an OECD country, for example. They may also be issued by a direct or indirect investee of the Company; in this case the Management Board is authorised with the approval of the Supervisory Board to guarantee the bonds and to grant the holders conversion rights or warrants to new bearer shares in the Company.

The individual issues may be divided into multiple bonds which each have equal rights.

If warrant-linked bonds are issued, each bond comes with one or more warrants that entitle the holder to subscribe for bearer shares in the Company in accordance with the conditions of the warrants as defined by the Management Board. The conditions of the warrants may provide that the strike price can also be settled in full or in part by transferring bonds. The subscription ratio is determined by dividing the nominal amount of the bond by the fixed strike price for one bearer share in the Company. Any resulting fractional shares are settled in cash. The amount of share capital represented by the bearer Company share that can be subscribed for each bond may not exceed the nominal amount of the bond. The same applies if warrants are attached to a profit-linked bond.

If convertible bonds are issued, the bond holders are granted the right to convert the bond into bearer shares in the Company in accordance with the conditions of the convertible bonds as defined by the Management Board. The conversion ratio is determined by dividing the nominal amount of the bond by the fixed conversion price for one bearer share in the Company. The conversion ratio can also be determined by dividing the issue price of a bond which is lower than its nominal amount by the fixed conversion price for one new bearer share in the Company. The conversion price and the conversion ratio may also be set in the conditions for the convertible bond to be variable and to depend on the performance of the share price during the term of the bond. Any fractional shares are settled in cash. The amount of share capital represented by the bearer shares to be issued when each bond is converted may not exceed the nominal amount of the bond. The conditions of the convertible bonds may also establish an obligation to convert them at the end of their term or earlier (“**maturity**”) or give the Company the right at maturity to grant the holders of warrant-linked bonds and/or convertible bonds Company shares in accordance with the conversion ratio instead of paying all or part of the amount due in cash. In this case too, the amount of share capital represented by the bearer shares to be issued when each bond is converted may not exceed the nominal amount

of the bond. The above provisions apply accordingly if the conversion right or conversion obligation relates to a profit-linked bond.

The conditions of bonds that include a conversion right, a conversion obligation and/or a warrant may in each case stipulate that treasury shares may also be granted in the event that the bonds are converted or the warrants exercised. They may also provide that the Company does not grant bearer shares in the Company to the holders of the conversion rights or warrants but rather pays the equivalent amount in cash.

If bonds including a warrant or conversion right or conversion obligation are issued – even if the conversion ratio or the conversion price is variable – the conversion or strike price to be set must either:

- be at least 80% of the average price for the Company share on ten exchange trading days before the date of the Management Board resolution on issuing the bonds

or

- at least 80% of the average price for the Company share on the days on which subscription rights to the bonds are traded on the exchange, with the exception of the last two exchange trading days for the subscription rights.

If bonds are issued with a conversion obligation, the conversion price defined in the conditions of the convertible bonds may also be at least 80% of the average price for the Company share on the last ten exchange trading days before or after the bond's maturity.

**"Average price"** is the arithmetic mean of prices for Company shares in the final auction of Xetra trading (or a similar successor system) at Frankfurt Stock Exchange.

If the economic value of the conversion rights or warrants is diluted during the term of a bond and no subscription rights are granted in compensation, the conversion rights or warrants are adjusted to maintain their value – regardless of the smallest issue amount defined in Sec. 9 (1) AktG – to the extent that the adjustment is not already required by law. In all cases the amount of share capital represented by the bearer share that can be subscribed for each bond may not exceed the nominal amount of the bond.

Instead of adjusting the strike price or the conversion price, the conditions of the warrant-linked bonds or convertible bonds may also provide for the payment by the Company of a corresponding amount in cash when the warrant or conversion right is exercised or when the conversion obligation is fulfilled.

In general, shareholders are entitled to a subscription right to the bonds. The bonds can also be underwritten by one or several credit institutions subject to the obligation that the shares will be offered to shareholders for purchase.

However, to the extent that bonds with conversion rights or obligations or warrants are issued for payment in cash, the Management Board is authorised, with the approval of the Supervisory Board, to issue bonds with conversion rights or obligations or warrants that do not have subscription rights, in application of Sec. 186 (3) sentence 4 AktG, insofar as the issue price is not

significantly lower than the theoretical market value of the bonds with conversions rights or obligations or warrants, as measured by accepted methods of financial mathematics. This authorisation to exclude subscription rights only applies to the extent that the shares issued or to be issued to settle the conversion rights or obligations and warrants do not represent more than € 17,695,265.00 of share capital and do not constitute more than 10% of share capital at the time that the authorisation is used.

Against this limit for excluding subscription rights must be offset the share capital represented by shares issued from 20 June 2023 onwards from authorised capital or that can be subscribed on the basis of warrants or conversion rights or obligations issued from 20 June 2023 onwards, insofar as shareholders' subscription rights are excluded pursuant to Sec. 186 (3) sentence 4 AktG when use is made of the authorised capital or when the warrant-linked bonds and/or convertible bonds are issued. Also to be offset is the share capital represented by treasury shares that the Company has acquired on the basis of an authorisation pursuant to Sec. 71 (1) no. 8 AktG and sold during the period of this authorisation to third parties for cash without granting shareholders subscription rights, unless the sale took place via the exchange or on the basis of a public offer to shareholders. They are not included in this limit if after the exercise of such authorisations that have led to their offsetting, authorisations to issue new shares from authorised capital in accordance with Sec. 203 (2), Sec. 186 (3) sentence 4 AktG, to issue convertible bonds and/or warrant-linked bonds in accordance with Sec. 221 (4) sentence 2, Sec. 186 (3) sentence 4 AktG or to sell treasury shares in accordance with Sec. 71 para 1 no. 8, Sec. 186 (3) sentence 4 AktG are granted again by the Annual General Meeting.

To the extent that profit-linked bonds with no conversion right, warrant or conversion obligation are issued, the Management Board is authorised to exclude the shareholders' subscription rights altogether with the approval of the Supervisory Board, if these profit-linked bonds are structured like bonds, i.e. do not establish any membership rights in the Company, do not share in any liquidation proceeds and the amount of interest is not calculated on the basis of net income, distributable profit or the dividend. In this case the interest and issue amount of the profit-linked bonds must also be in line with market conditions at the time of issue.

The Management Board is also authorised with the approval of the Supervisory Board to exclude shareholders' subscription rights for fractional amounts of shares and also to exclude shareholders' subscription rights to the extent necessary to grant holders of conversion rights or warrants for bearer Company shares or creditors of convertible bonds with conversion obligations those subscription rights that they would have after exercising their conversion right or warrant or fulfilling their conversion obligation.

The Management Board is authorised with the approval of the Supervisory Board and in accordance with the principles defined in this authorisation to determine the further details of issuing and structuring bonds and their terms and conditions, or to define these in agreement with the governing bodies of the direct or indirect investee companies issuing the bonds. This relates in particular to the interest rate, the type of interest, the conversion or strike price, the term and the denomination, the conversion or exercise period for the

warrant, any additional cash payment, the settlement or merger of fractional amounts, cash payment instead of the delivery of bearer shares, and the delivery of existing shares rather than the issue of new bearer shares.

d) Creation of new contingent capital

The Company's share capital is increased contingently by up to € 35,390,530.00 by the issue of up to 35,390,530 new ordinary no par bearer shares, with each share representing € 1.00 of share capital. The contingent capital increase serves to grant bearer shares to holders or creditors of convertible bonds and/or warrant-linked bonds and/or profit-linked bonds (or combinations of these instruments) that are issued for subscription in cash by Evotec SE or its direct or indirect investee companies on the basis of the authorisation passed by the Annual General Meeting on 20 June 2023 under agenda item 5, and include a conversion right, a warrant or a conversion obligation for new bearer Company shares.

New bearer shares may only be issued from contingent capital at a conversion or strike price that meets the conditions of the authorisation passed under agenda item 5 at the Annual General Meeting on 20 June 2023.

The contingent capital increase is only to be carried out to the extent that warrants or conversion rights are actually exercised or creditors with a conversion obligation actually meet this obligation, and insofar as no treasury shares or new shares from authorised capital are used. The new bearer shares share in profits from the beginning of the financial year in which they are created by the exercise of warrants or conversion rights or by meeting conversion obligations. The Management Board is authorised to define the further details of the contingent capital increase.

e) Amending the Articles of Association

Article 5 (10) of the Articles of Association is reworded as follows:

“(10) The Company's share capital is increased contingently by up to € 35,390,530.00 by the issue of up to 35,390,530 new ordinary no par bearer shares, with each share representing € 1.00 of share capital. The contingent capital increase serves to grant bearer shares to holders or creditors of convertible bonds and/or warrant-linked bonds and/or profit-linked bonds (or combinations of these instruments) that are issued for subscription in cash by Evotec SE or its direct or indirect investee companies on the basis of the authorisation passed by the Annual General Meeting on 20 June 2023 under agenda item 5, and include a conversion right, a warrant or a conversion obligation for new bearer Company shares.

New bearer shares may only be issued from contingent capital at a conversion or strike price that meets the conditions of the authorisation passed under agenda item 5 at the Annual General Meeting on 20 June 2023.

The contingent capital increase is only to be carried out to the extent that warrants or conversion rights are actually exercised or creditors with a conversion obligation actually meet this obligation, and insofar as



no treasury shares or new shares from authorised capital are used. The new bearer shares share in profits from the beginning of the financial year in which they are created by the exercise of warrants or conversion rights or by meeting conversion obligations. The Management Board is authorised to define the further details of the contingent capital increase.

The Supervisory Board is authorised to adjust the wording of Article 5 of the Articles of Association as new bearer shares are issued and to make all other related amendments that only relate to the wording of the Articles of Association. If the authorisation to issue warrant-linked bonds or convertible bonds is not used, the same applies from the end of the authorisation period and if the contingent capital is not used, from the end of the deadlines for exercising warrants or conversion rights or for meeting conversion obligations.”

This amendment to the Articles of Association only takes effect when the new authorisation to issue convertible bonds and/or warrant-linked bonds and/or profit-linked bonds (or combinations of these instruments) in accordance with the resolution taken under c) and the creation of new contingent capital in accordance with the resolution taken under d) have come into effect.

**Management Board report to the Annual General Meeting on item 5 of the agenda relating to the exclusion of subscription rights in accordance with Sec. 221 (2) No. 2 AktG in conjunction with Sec. 186 (3) and (4) sentence 2 AktG.**

The proposed resolution is to authorise the Management Board, with the approval of the Supervisory Board, until 19 June 2028 to issue on one or more occasions convertible bonds and/or warrant-linked bonds and/or profit-linked bonds (or combinations of these instruments) as bearer or registered instruments (collectively known hereafter as “**bonds**”), with or without fixed maturities up to a total amount of € 800,000,000.00 and to grant the bond holders or creditors conversion rights or warrants to bearer shares in the Company representing up to € 35,390,530.00 in share capital in accordance with the detailed terms and conditions for the convertible bonds and warrants.

Issuing bonds as described above gives the Company attractive sources of alternative financing on capital markets, in addition to the classic methods of raising equity and debt. In particular the authorisation to issue profit-based or profit-related instruments such as profit-linked bonds provides an opportunity to strengthen the Company’s funding structure by issuing hybrid financial instruments and so to ensure the conditions for its future commercial development. For these reasons a proposal is being made to the Annual General Meeting to grant authorisation to issue bonds.

The issue of bonds enables the Company to raise capital that, depending on the structuring of the bond, can be recognised as equity or preferred equity both for rating purposes and for financial reporting. The premiums paid for the conversion rights or warrants and the recognition as equity strengthen the Company’s capital base. The additional alternatives proposed, in addition to

granting conversion rights and/or warrants, of creating conversion obligations and of combining convertible bonds, warrant-linked bonds and/or profit-linked bonds, expand the framework for structuring these financial instruments. Furthermore, the authorisation enables the Company to distribute the bonds itself or via its direct or indirect investee companies. Bonds may be issued not only in euros, but also in other currencies, such as the statutory currency of an OECD country, and both with and without fixed maturities.

To ensure greater flexibility for bonds that grant a conversion right or warrant, the terms of the bond may provide that the Company does not deliver bearer shares in the Company to the holders of the bonds or warrants, but rather settles them in cash.

The Act Transposing the Shareholder Rights Directive (ARUG), which largely came into effect in September 2009, makes it clear that for a contingent capital increase to service convertible bonds and similar instruments it is sufficient for the resolution authorising the issue of the corresponding instruments to define a minimum issue amount for the shares to be delivered when the bonds are converted or the warrants exercised, or the way in which such an amount is calculated. The authorisation therefore provides for the conversion or strike price to be at least 80% of the average price for the Company shares, which is defined in detail in the authorisation. Since the conversion or strike price can be structured as a minimum price pursuant to ARUG, the authorisation also enables the conversion price and the conversion ratio to be defined as variable in the terms of the convertible bonds, in particular to depend on the share price during the term of the bonds.

The conversion rights or warrants are adjusted to maintain their value – notwithstanding Sec. 9 (1) AktG – to the extent that the adjustment is not already required by law, if the economic value of the conversion rights or warrants is diluted during the term of a bond and no subscription rights are granted in compensation.

In general, shareholders are entitled to a subscription right. However, it should be possible to exclude subscription rights under the following conditions:

to the extent that bonds with conversion rights or obligations or warrant-linked bonds are issued, the Management Board is to be authorised, with the approval of the Supervisory Board, to exclude subscription rights in corresponding application of Sec. 186 (3) sentence 4 AktG as long as the shares issued on the basis of conversion rights or obligations or warrants do not exceed 10% of the Company's share capital. This limit for the simplified exclusion of subscription rights is reduced by the amount of share capital attributable to convertible bonds and/or warrant-linked bonds that have been issued or sold, excluding subscription rights, in direct or corresponding application of Sec. 186 (3) sentence 4 AktG, from 20 June 2023 onwards. Offsetting these other transactions ensures that – without another resolution by the Annual General Meeting – bonds are not issued with a subscription rights exclusion if this would mean that shareholders' subscription rights were excluded for more than 10% of share capital in direct or analogous application of Sec. 186 (3) sentence 4 AktG without a particular reason. This additional restriction is in the interests

of shareholders who want to maintain the level of their equity interest when further capital is raised.

In the event that subscription rights are excluded in this way, the corresponding application of Sec. 186 (3) sentence 4 AktG requires that the issue price set for the bonds may not be materially below market value. This protects shareholders against the dilution of their equity stake. Since the authorisation provides that the issue price for the bonds may not be significantly below market value, the value of a subscription right would fall to practically zero. To ensure that this requirement for issuing bonds is met, the issue price may not be significantly lower than the theoretical market value of the convertible bonds or warrant-linked bonds, as measured by accepted methods of financial mathematics. In this case the shareholders are certain that they are protected against a dilution of their equity stake and so the exclusion of subscription rights is not to their economic disadvantage. Shareholders wishing to maintain their share of the Company's share capital or to buy bonds in line with their equity stake can do so by making purchases in the market.

However, offsetting other exclusions of subscription rights in direct or analogous application of Sec. 186 (3) sentence 4 AktG, as is proposed in the authorisation, is no longer justified if the Annual General Meeting passes another resolution on the authorisation that resulted in the offsetting. Because the new resolution eliminates the reason for the offsetting. The proposal for agenda item 5 of the Annual General Meeting of 20 June 2023 therefore provides that the offset rule ceases to apply if after issuing convertible bonds and/or warrant-linked bonds, in analogous application of Sec. 186 (3) sentence 4 AktG, the Annual General Meeting grants another authorisation to issue convertible bonds and/or warrant-linked bonds with the possibility of excluding subscription rights in accordance with Sec. 186 (3) sentence 4 AktG. The offset rule also does not apply if after the sale of treasury shares in accordance with Sec. 71 para 1 no. 8, Sec. 186 (3) sentence 4 AktG, the Annual General Meeting grants another authorisation to sell treasury shares in accordance with Sec. 71 (1) no. 8, Sec. 186 (3) sentence 4 AktG or to issue new shares in accordance with Sec. 203 (2), Sec. 186 (3) sentence 4 AktG. Insofar as convertible bonds or warrant-linked bonds or new shares from authorised capital are again issued with a simplified exclusion of subscription rights or treasury shares can be sold again with a simplified exclusion of subscription rights, the authorisation for a simplified exclusion of subscription rights should continue to apply to the issue of convertible bonds and/or warrant-linked bonds. This is because when the new authorisation for a simplified exclusion of subscription rights takes effect, the block on issuing convertible bonds and/or warrant-linked bonds that was triggered by the use of the authorisation to issue convertible bonds and/or warrant-linked bonds, to issue new shares from authorised capital or to sell treasury shares, no longer applies. Since the majority voting requirements for such a resolution are the same as those for a resolution granting authorisation to issue convertible and/or warrant-linked bonds with the option of excluding subscription rights pursuant to Sec. 186 (3) sentence 4 AktG, the resolution by the Annual General Meeting to grant a new authorisation to issue convertible bonds and/or warrant-linked bonds with the option of excluding subscription rights in accordance with Sec. 186 (3) sentence 4 AktG or a new authorisation to issue new shares from authorised capital with the option of excluding

subscription rights in accordance with Sec. 203 (2), Sec. 186 (3) sentence 4 AktG or a new authorisation to sell treasury shares in accordance with Sec. 71 (1) no. 8, Sec. 186 (3) sentence 4 AktG must also be considered to be confirmation of the resolution authorising the issue of convertible and/or warrant-linked bonds in accordance with Sec. 221 (4) sentence 2, Sec. 186 (3) sentence 4 AktG.

These requirements ensure that as stipulated by law, the shareholders are protected against a dilution of their equity stake.

To the extent that profit-linked bonds with no conversion right, warrant or conversion obligation are issued, the Management Board is authorised to exclude the shareholders' subscription rights altogether with the approval of the Supervisory Board, if these profit-linked bonds are structured like bonds, i.e. do not establish any membership rights in the Company, do not share in any liquidation proceeds and the amount of interest is not calculated on the basis of net income, distributable profit or the dividend. In this case the interest and issue amount of the profit-linked bonds must also be in line with market conditions at the time of issue. If these conditions are met, excluding their subscription rights does not disadvantage the shareholders, because the profit-linked bonds do not establish any membership rights nor give any right to share in the liquidation proceeds or the profits of the Company. It is possible to provide that the payment of interest depends on the existence of net income, distributable profit or a dividend. However, it would not be possible to stipulate that higher net income, higher distributable profit or a higher dividend would result in a higher interest payment. The issue of profit-linked bonds therefore neither alter nor dilute the shareholders' voting rights or their equity interest in the Company and its profits. The subscription right also has no significant value because the terms of issue must be in line with the market price in order for the subscription rights to be excluded in this case.

By means of these two options of excluding subscription rights, the Company has the flexibility to exploit favourable conditions on capital markets at short notice and is enabled to make flexible use of a period of low interest rates or strong demand to issue financial instruments at short notice. The key factor here is that in contrast to an issue of bonds with subscription rights, the issue price can only be set immediately before the issue, which prevents any increased price risk during the subscription period and makes it possible to maximise the issue proceeds in the interests of all shareholders. There are other advantages in terms of the costs of funding and the placement risk, because there is no lead time as with a subscription right. For a placement without subscription rights it is possible to reduce the safety margin that would otherwise be required and the placement risk, which makes the fundraising correspondingly cheaper for the Company and its shareholders.

The Management Board is also authorised with the approval of the Supervisory Board to exclude fractions of shares from the subscription rights. Such fractional shares may result from the amount of the issue volume and the need for a practicable subscription ratio. In this case, excluding subscription rights makes it easier to handle the issue process. The fractions excluded from the

shareholders' subscription rights are sold either via the exchange or otherwise in the best way for the Company.

The proposal is also to give the Management Board the option of excluding shareholders' subscription rights with the approval of the Supervisory Board in order to grant holders or creditors of conversion rights and/or warrants or of convertible bonds with conversion obligations those subscription rights that they would have after exercising their conversion right or warrant or fulfilling their conversion obligation. The terms of the warrant and conversion generally include clauses to protect holders or creditors of warrants or conversion rights against dilution. This makes it easier to place these financial instruments on the market. A subscription right for holders of existing warrants or conversion rights makes it possible to avoid the need to reduce the strike price or conversion price for holders of existing warrants or conversion rights if use is made of the authorisation. It ensures a higher issue price for the bearer shares that have to be issued in the event that the warrant or conversion rights are exercised. Since this facilitates the placement of the bonds, excluding subscription rights serves the interest of shareholders in an optimal financial structure for their company.

If the proposed authorisation is used, the Management Board will report on this use at the next Annual General Meeting.

The contingent capital increase proposed under agenda item 5 serves to deliver bearer shares to the holders or creditors of bonds issued the Company or its direct or indirect investee companies for cash on the basis of the authorisation under agenda item 5 to be granted by the Annual General Meeting on 20 June 2023, which include a conversion right or obligation or a warrant for new bearer shares in the Company. Alternatively, treasury shares can also be used within the statutory limits.

## **6. Resolution to approve the Remuneration Report 2022.**

Following the changes to the Stock Corporation Act (AktG) made by the Act Transposing the Second Shareholder Rights Directive (ARUG II), a Remuneration Report in accordance with Section 162 AktG is to be prepared by the Management Board and Supervisory Board and presented to the Annual General Meeting for approval pursuant to Section 120a (4) AktG.

In accordance with Section 162 (3) AktG the auditors audited the Remuneration Report to ensure that it included the statutory disclosures required by Section 162 (1) and (2) AktG.

The Supervisory Board and Management Board propose the approval of the Remuneration Report 2022 prepared and audited in line with Section 162 AktG.

The Remuneration Report is printed here after the agenda and is available on our website under <https://www.evotec.com/en/investor-relations/annual-general-meeting> from the date on which the Annual General Meeting is convened. The Remuneration Report will also be available there during the Annual General Meeting.

**7. Resolution amending the Company’s Articles of Association to enable virtual general meetings and other amendments in connection with virtual and hybrid general meetings.**

The Act Introducing Virtual General Meetings of Stock Corporations and Amending Rules on Cooperatives, Insolvency and Restructuring” of 20 July 2022 (Federal Gazette of 26 July 2022, p. 1166 ff) makes it possible to continue holding general meetings without the physical presence of shareholders or their proxies at the place of the general meeting (virtual general meeting). In accordance with Sec. 118a (1) sentence 1 AktG the articles of association may provide or authorise the Management Board to provide that virtual general meetings may be held. Article 15 of the Company’s Articles of Association should therefore include an authorisation enabling the Management to hold virtual general meetings in future. According to Sec. 118a (5) no. 2 AktG the Management Board may be authorised for a period of up to five years after the amendment to the Articles of Association is registered.

The proposed authorisation does not make full use of the maximum five-year period defined in Sec. 118a (4) sentence 2 AktG for authorisations enshrined in the Articles of Association. Instead, it proposes to limit the authorisation to the latest possible date for the ordinary Annual General Meeting 2025, i.e. 31 June 2025. This means that shareholders can decide whether to authorise the Management Board again to hold a virtual Annual General Meeting at an earlier date than if the statutory maximum were used in full.

For future general meetings a separate decision is to be taken, considering the specific circumstances, on whether to make use of the authorisation and hold a general meeting as a virtual general meeting. When making its decision the Management Board will take the interests of the Company and its shareholders into account and pay particular attention to protecting shareholders’ rights, to safeguarding the health of those involved, the time and expense required and sustainability considerations. If the Management Board decides to hold a virtual Annual General Meeting and also wishes to use the option of allowing shareholders to exercise their right to ask questions partly before the general meeting, the Management Board will, when deciding on the concrete form that the shareholder rights should take, ensure in line with the statutory requirements that this right to ask questions is not unreasonably restricted, either before or during the Annual General Meeting.

Furthermore, in certain cases, which particularly include holding the Annual General Meeting as a virtual Annual General Meeting, it should enable the Supervisory Board members, in agreement with the Chair of the Supervisory Board or the person chairing the particular meeting, to attend the Annual General Meeting by means of video and audio streams, so that their presence at the venue is not required.

The Management Board and the Supervisory Board propose the following resolution:

- a) Article 15 of the Company's Articles of Association (venue, convening and right of attendance) is extended by the following paragraph 8:

*"(8) The Management Board is authorised to provide that the Company's general meetings are held until the close of 31 June 2025 without the physical presence of the shareholders or their proxies at the place of the general meeting (virtual general meeting)."*

- b) Article 15 of the Company's Articles of Association (venue, convening and right of attendance) is also extended by the following paragraph 9:

*"(9) The Supervisory Board members, with the exception of the person chairing the meeting, may in agreement with the Chair of the Supervisory Board or the person chairing the meeting attend the general meeting by means of a video and audio stream, if the Supervisory Board member concerned is prevented from physically attending the general meeting at the venue for professional reasons, or their attendance at the physical venue would require an unreasonably long journey or the general meeting is being held as a virtual general meeting."*

\* \* \*

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

From the date on which the Annual General Meeting is convened onwards, the following documents are accessible online at <https://www.evotec.com/en/investor-relations/annual-general-meeting>:

- The documents mentioned in item 1 of the agenda,
- Management Board report to the Annual General Meeting on item 5 of the agenda relating to the exclusion of subscription rights in accordance with Sec. 221 (2) No. 2 AktG in conjunction with Sec. 186 (3) and (4) sentence 2 AktG.
- Remuneration Report 2022 (item 6 of the agenda)

Any opposing motions, proposals for election and requests for additional agenda items from shareholders received by the company will also be made available on the aforementioned website.

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

At the time of convening the Annual General Meeting, the Company's share capital amounts to €177,185,736.00. It is divided into 177,185,736 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 177,185,736 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.

### **Information about the virtual Annual General Meeting**

Holding the Annual General Meeting as a virtual Annual General Meeting in accordance with the new rules of Sec. 118a AktG results in some changes to the organisation of the meeting and the exercise of shareholder rights, both compared with a physical Annual General Meeting and compared with the last virtual Annual General Meeting held in accordance with the special legislation in connection with the covid-19 pandemic. We therefore request your particular attention for the following comments, particularly on the option of following the Annual General Meeting by video and audio stream, on exercising voting rights, rights to table motions, to submit comments, to speak, to obtain information and to lodge objections.

The Management Board of Evotec SE has decided with the approval of the Supervisory Board to hold the Annual General Meeting as a virtual Annual General Meeting, without the physical presence of shareholders or their proxies at the venue. Shareholders or their proxies (with the exception of the company proxies) may therefore not be physically present at the meeting place. This decision is based on Section 26n para. 1 of the Act Introducing the Stock Corporation Act, which for general meetings held until 31 August 2023 inclusive enables the Management Board to decide with the approval of the Supervisory Board that the general meeting is to be held as a virtual general meeting in accordance with Sec. 118a Stock Corporation Act (AktG). Sec. 118a AktG and the other corresponding new legislation on holding a virtual general meeting were



introduced by the Act Introducing Virtual General Meetings of Stock Corporations and Amending Rules on Cooperatives, Insolvency and Restructuring” (Federal Gazette I, No. 27 2022, p. 1166 ff) and took effect on 27 July 2022

The entire Annual General Meeting will be streamed by video and audio in a **password-protected online service** for duly registered shareholders and their proxies on 20 June 2023 from 10.00 a.m. CEST. The link to the password-protected online service will be provided via the Company’s website at <https://www.evotec.com/en/investor-relations/annual-general-meeting>. Duly registered shareholders will be sent individual access data to use the company’s password-protected online service.

Shareholders and their proxies (with the exception of the company proxies) may not be physically present at the meeting place. Shareholders or their proxies may only exercise their voting rights by electronic postal vote or by appointing one of the proxies designated by the Company. Shareholders and their proxies attending the general meeting electronically will be given the right to speak and obtain information, to table motions and nominate candidates for election by means of video communication. They also have the right to object to resolutions taken at the Annual General Meeting by means of electronic communication. Shareholders and their proxies who are duly registered for the Annual General Meeting also have the right to submit comments by means of electronic communication before the Annual General Meeting.

By using the password-protected online service, duly registered shareholders (and their proxies) may also exercise their shareholder rights in accordance with the procedures defined for this purpose.

The proxy must be given the relevant log-in details in order to use the password-protected online service.

Authorised intermediaries, shareholder associations, proxy advisers and other individuals with the same status under Sec. 135 para. 8 AktG may also use the password-protected online service. The Company will provide them with electronic access on request.

When they enter the virtual Annual General Meeting by using the password-protected online service, the shareholders and their proxies have an electronic connection to the virtual Annual General Meeting for the duration of the virtual Annual General Meeting on 20 June 2023. However, the electronic connection does not permit attendance at the meeting within the meaning of Sec. 118 para. 1 sentence 2 AktG or the exercise of voting rights by means of electronic attendance within the meaning of Sec. 118 para. 1 sentence 2 AktG.

### **Conditions for exercising shareholder rights, particularly voting rights, and joining the Annual General Meeting electronically**

Pursuant to Art. 15 (4) of the Articles of Association, each shareholder is entitled to exercise his/her voting rights in the Annual General Meeting and join the Annual General Meeting electronically, who registers with the Company in text form prior to the Annual General Meeting (Sec. 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 by evidence of share ownership in text form (§ 126b BGB). Evidence of shareholding in text form (Sec. 126b BGB) from the final intermediary as defined in Sec. 67c (3) AktG is sufficient. The registration and evidence must be written in

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German or English and received by the Company at the following office, under the following postal address, telefax number or e-mail address (the **registration address**), shortening the registration period to five days in accordance with section 15 (4) of the Articles of Association by no later than **midnight (CEST) on 14 June 2023**:

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

Telefax: +49 0 89 88 96 906 33

Email: anmeldung@better-orange.de

The 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, **midnight on 30 May 2023** (CEST) (the **record date**).

After receipt of the registration and specific evidence of the share ownership, the shareholders will be sent access data for using the password-protected online service. We ask shareholders to register and send the Company evidence of their share ownership in good time.

Registered holders of American Depositary Shares (ADS) will 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@eq-us.com). If you have any questions regarding the exercise of your voting rights, 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 exercise of shareholder rights, particularly voting rights, and for joining the Annual General Meeting electronically. In relation to the Company, only someone who has provided the necessary evidence is entitled to exercise their shareholder rights at the Annual General Meeting, in particular to exercise their voting rights and to join the Annual General Meeting electronically as a shareholder. The exercise of shareholder rights at the Annual General Meeting 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 exercise of shareholder rights at the Annual General Meeting, particularly for the scope of voting rights, and for joining the Annual General Meeting electronically, 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 effect on the exercise of shareholder rights at the Annual General Meeting and the scope of voting rights. The same applies to additional purchases of shares after the record date. People who do not own any shares as of the record date and only become shareholders afterwards do not have any rights at the Annual General Meeting, 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**

Shareholders are informed that their voting right can be exercised in the Annual General Meeting by a proxy, e.g. by an intermediary, an association of shareholders, a voting advisor or another person of their choice. 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.

Proxies may also not physically attend the Annual General Meeting. They may only exercise voting rights for the shareholders they represent in the context of their power of attorney by electronic postal voting or by giving a (sub) power of attorney to the company proxy. The proxy must be given the relevant log-in details in order to use the password-protected online service.

Unless otherwise required by law, the Company must be notified of the proxy, its revocation and evidence of the proxy in text form. For the authorisation of an intermediary, a shareholders' association, a voting advisor or a person, association, institution or entity equivalent to these pursuant to § 135 (8) AktG, special provisions may apply. Shareholders are requested to consult with the proxy in such a case, regarding a possible form of power of attorney that may be required.

Evidence of the proxy or its amendment or revocation may be sent to the Company by no later than midnight CEST on 19 June 2023 at the following postal address, fax number or email address

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

Telefax: +49 0 89 88 96 906 55

Email: [evotec@better-orange.de](mailto:evotec@better-orange.de)

or from 30 May 2023 by using the password-protected online service at <https://www.evotec.com/en/investor-relations/annual-general-meeting>. The date of reception by the Company is decisive.

On the date of the Annual General Meeting proxies can only be notified, amended or revoked according to the appropriate procedures by using the password-protected online service available at <https://www.evotec.com/en/investor-relations/annual-general-meeting>.

The aforementioned communication methods are also available until the times mentioned above if the proxy is intended to be appointed in the form of a declaration to the Company; separate evidence of appointing the proxy is not necessary in this case. An existing proxy may also be revoked or amended by notifying the Company directly using the above communication methods until the times mentioned above.

There is no requirement for text form when appointing intermediaries, shareholder associations, voting advisers or other equivalent persons or institutions pursuant to Sec. 135 para. 8 AktG. In these cases the provisions of Sec. 135 AktG and possibly

other special rules have to be followed, however, which are defined by the specific proxies and can be obtained from them.

Shareholders wishing to appoint another person as a proxy can use the corresponding form, which will be sent after registration and evidence of share ownership. The form can also be downloaded from the Company website at <https://www.evotec.com/en/investor-relations/annual-general-meeting>.

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

Shareholders can exercise their voting rights by appointing the company proxy, who is bound to follow instructions. 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.

Powers of attorney and instructions for the company proxies may be notified, amended or revoked until voting is closed by the person chairing the virtual Annual General Meeting on 20 June 2023 by post, fax or email to the postal address, fax number or email address mentioned above in the section "Procedure for voting by a proxy" not later than midnight CEST on 20 June 2023 or by using the appropriate procedure in the password-protected online service at <https://www.evotec.com/en/investor-relations/annual-general-meeting> from 30 May 2023.

The form will be sent after registration and evidence of share ownership has been provided in due form and can also be downloaded from the Company website at <https://www.evotec.com/en/investor-relations/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. The Company's proxies are obliged to vote in accordance with instructions. If individual voting takes place on an agenda item, the instructions apply to each sub-item of the individual voting. 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.

### **Electronic postal voting**

Duly registered shareholders can also cast their vote by using electronic communications (postal vote). Shareholders wishing to cast their vote by electronic post must also register on time, providing the specific evidence of share ownership.

Postal votes can be cast, altered or withdrawn until voting is closed by the person chairing the virtual Annual General Meeting on 20 June 2023 by using the appropriate procedure in the password-protected online service at <https://www.evotec.com/en/investor-relations/annual-general-meeting> from 30 May 2023.

If individual voting is to take place on an agenda item although this was not mentioned before the Annual General Meeting, votes cast electronically on this agenda item altogether are deemed to be cast for each point of the individual voting.

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The comments above apply mutatis mutandis to postal voting by a proxy. Authorised intermediaries, shareholder associations, voting advisers and other third parties can also make use of electronic postal voting.

**Right to add items to the agenda pursuant to Art. 56 sentence 2 and 3 SE Regulation, Sec. 50 (2) SEAG, Sec. 122 (2) AktG**

Shareholders, whose shares alone or collectively represent 5% or the pro rata amount of €500,000 (corresponds to 500,000 shares) of share capital (the "**minimum interest**") have a right to request that items are added to the agenda and announced. This minimum interest is required in accordance with Art. 56 sentence 3 SE Regulation in conjunction with Sec. 50 (2) SEAG for requests by shareholders of a European company (*Societas Europaea*).

The minimum interest must be proven to the Company, whereby it is sufficient to provide bank certifications. Pursuant to Sec. 50 para. 3 SEAG it is not necessary to have held the shares for ninety days before the date of the Annual General Meeting in accordance with Sec. 122 para. 1 sentence 3 AktG to request an addition to the agenda for a general meeting of an SE.

The request 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 an additional agenda item can also entail a subject for discussion without a resolution. It must be received by the Company by no later than by **midnight (CEST) on 20 May 2023**. Please use the following postal address to submit your request:

Evotec SE  
– 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 will also be made public on the company website at <https://www.evotec.com/en/investor-relations/annual-general-meeting> and notified to shareholders.

**Opposing motions and nominations by shareholders pursuant to Art. 53 SE-VO, Sec. 126 para 1 AktG and Sec. 127 AktG**

Shareholders are entitled to file motions opposing a proposal by the Management Board and Supervisory Board regarding a specific agenda item, and to nominate candidates for election to the Supervisory Board or as auditors. Any opposing motions and nominations must be received by the Company in writing, by telefax or email by no later than by **midnight (CEST) on 5 June 2023**, including the reasons for them, exclusively at the following address, telefax number or email address:

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

Telefax: +49 40 560 81 333

Email: [hauptversammlung@evotec.com](mailto:hauptversammlung@evotec.com)

Motions that have been otherwise addressed shall not be taken into consideration. Opposing motions by shareholders that are to be made accessible shall be made accessible immediately after their receipt, including the name of the shareholder and any grounds for the motion, at <https://www.evotec.com/en/investor-relations/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 an opposing motion and its reason accessible if reasons to exclude it exist pursuant to Sec. 126 (2) AktG, for example, because the opposing motion would lead to a shareholders' resolution that is illegal or in contravention of the Articles of Association. A reason for a opposing motion does not need to be made accessible if it contains more than 5,000 characters.

Over and above the aforementioned reasons for exclusion defined in § 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.

Motions or nominations by shareholders or their proxies that must be made accessible pursuant to Sec. 126 or 127 AktG are deemed to have been made at the time they are made accessible. The Company makes it possible for voting rights to be exercised with respect to these motions or nominations from this time onwards. Motions by shareholders who are not duly registered or duly identified do not have to be accepted for the Annual General Meeting.

Shareholders and their proxies who have joined the Annual General Meeting also have the right to table motions and nominate candidates during the meeting as part of their right to speak (see "Right to speak" for further details).

### **Submitting comments**

Duly registered shareholders or their proxies have the right defined in Sec. 130a para. 1 to 4 AktG to submit comments on agenda items in text or video format by way of electronic communication. If they have the necessary log-in data, they can use the Company's password-protected online service at <https://www.evotec.com/en/investor-relations/annual-general-meeting> to do so.

Comments in text form must be submitted using the proper procedure as a PDF file with a recommended maximum size of 50 MB. According to the defined procedure,

comments in video format must be submitted in the MPEG-4 or MOV file format; they must not be larger than 1 GB.

Several comments may be submitted. Only comments in video format in which the shareholder or their proxy appear themselves are permitted. By submitting a comment the shareholder or their proxy agree that the comment may be made accessible under their name in the password-protected online service.

Comments must be submitted no later than five days before the Annual General Meeting, i.e. by midnight on 14 June 2023 (CEST). Unless there is an exceptional reason for not making them accessible as defined in Sec. 130a para. 3 sentence 4 AktG, comments submitted on agenda items must be made accessible by no later than four days before the Annual General Meeting, i.e. by midnight on 15 June 2023 (CEST) on the password-protected online service that is only available to duly registered shareholders or their proxies with the corresponding log-in data on the Company website at <https://www.evotec.com/en/investor-relations/annual-general-meeting>.

Motions and nominations, questions and objections against resolutions taken at the Annual General Meeting included in the comments submitted in text form or video format will not be discussed; motions may only be tabled and candidates nominated (see below in the section, "Opposing motions and nominations by shareholders pursuant to Art. 53 SE-VO, Sec. 126 para 1 AktG and Sec. 127 AktG"), the right to information exercised (see below, "Right to information") and objections lodged against resolutions taken at the Annual General Meeting (see below, "Objections against resolutions taken at the Annual General Meeting") in the ways described separately in this invitation.

### **Right to speak**

Shareholders and their proxies who have joined the Annual General Meeting electronically have the right to speak at the meeting by way of video communication.

From the start of the Annual General Meeting a virtual speaker's corner will be maintained via the password-protected online service on the Company website at <https://www.evotec.com/en/investor-relations/annual-general-meeting>, where the shareholders or their proxies can register their speech.

The right to speak comprises in particular the right to table motions and nominate candidates pursuant to Art. 53 SE-VO, Sec. 126 para 1 AktG and Sec. 127 AktG (see also "Opposing motions and nominations by shareholders pursuant to Art. 53 SE-VO, Sec. 126 para 1 AktG and Sec. 127 AktG") and the right to obtain information pursuant to Sec. 131 para. 1 AktG (see also "Right to information").

Pursuant to § 16 para 2 Sentence 2 of the Articles of Association, the Chair of the Annual General Meeting is authorised to impose an adequate time limit on the shareholder's right to ask questions and speak.

The complete virtual Annual General Meeting, including the video communications in the password-protected online service, is organised using the BetterMeeting system by Better Orange IR & HV AG. Shareholders and their proxies wishing to register their speech in the virtual speaker's corner need either a non-mobile device (PC, notebook, laptop) with either a Chrome browser from version 89, Edge from version 88 or Safari from version 13.1, or a mobile device (e.g. a smartphone or tablet computer). Mobile devices with the ANDROID operating system need to have as browser Chrome from

version 89; mobile devices with the iOS operating system must have Safari from version 13.1. In order to record speeches the devices must have a camera and a microphone which can be accessed from the browser. There is no need to install any other software components or apps on the devices. Individuals who have registered to speak via the virtual speaker's corner will be enabled to make their speech in the password-protected online service. The Company reserves the right to review the functionality of the video communications between the shareholder or proxy and the Company in the meeting and before the speech and to reject the speech if the functionality is not ensured.

### **Information right**

The Management Board must on request provide every shareholder or proxy with information about matters concerning the Company, including legal and commercial relations to affiliated entities, and the situation of the Group and the entities included in the consolidated financial statements, to the extent that this information is necessary for the proper evaluation of items on the agenda and there is no right to withhold information (right to information).

The intention is that the person chairing the Annual General Meeting will determine that the right to obtain information pursuant to § 131 para 1 AktG may only be exercised by means of video communications, i.e. when the right to speak is being exercised (see section, "Right to speak" below).

Sec. 131 para. 4 sentence 1 AktG stipulates that if any shareholder has been given information outside the Annual General Meeting in their capacity as a shareholder, then this information must be given to every other shareholder or their proxy at their request at the Annual General Meeting, even if it is not necessary for evaluating an agenda item.

Sec. 131 para. 5 sentence 1 AktG also stipulates that if a shareholder is refused information, they may require that their question and the reason for the refusal are recorded in the minutes of the meeting.

In the context of the virtual Annual General Meeting it is ensured that shareholders or their proxies who have joined the meeting electronically can send their request pursuant to Sec. 131 para. 4 sentence 1 AktG and their request pursuant to Sec. 131 para. 5 sentence 1 AktG electronically at the Annual General Meeting, not only by way of video communication, i.e. as part of their right to speak and using the procedure provided for this purpose (see section, "Right to speak"), but also by way of electronic communication via the password-protected online service on the Company website at <https://www.evotec.com/en/investor-relations/annual-general-meeting>, using the procedure provided for this purpose with the corresponding log-in data.

### **Objections against resolutions taken at the Annual General Meeting**

Duly registered shareholders and their proxies that have joined the Annual General Meeting electronically have the right to have their objection against a resolution taken at the Annual General Meeting recorded by the notary in the minutes via the password-protected online service on the Company website at <https://www.evotec.com/en/investor-relations/annual-general-meeting>, using the procedure provided for this purpose, from the start of the virtual Annual General Meeting on 20 June 2023 until the end of the virtual Annual General Meeting.



In addition, they have the opportunity to dictate their objection for the notary's record as part of their right to speak (see the section, "Right to speak"). The Company points out again that the proxies appointed by the Company do not accept instructions to lodge objections.

### **Reference to the Company's website**

This invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting, the information pursuant to Art. 53 SE Regulation, Sec. 124a AktG on the Annual General Meeting, other information in connection with the Annual General Meeting and further comments on shareholders' rights can be found on the Company website at <https://www.evotec.com/en/investor-relations/annual-general-meeting>. The results of the votes shall be announced at the same internet address after the Annual General Meeting.

### **Notes on data protection**

When shareholders register for the virtual Annual General Meeting, appoint a proxy, use the password-protected online service and join the virtual Annual General Meeting electronically, we process their personal data (e.g. name and surname, address, email address, number and type of shares, how shares are held and the individual access data for using the password-protected online service) and personal data of their proxies, if applicable. This takes place in order to enable shareholders or their proxies to attend and exercise their rights in connection with the virtual Annual General Meeting.

The controller for the processing of your personal data is:

Evotec SE  
Manfred Eigen Campus  
Essener Bogen 7  
22419 Hamburg, Germany

Telefax: +49-(0)40560 81 333

[hauptversammlung@evotec.com](mailto:hauptversammlung@evotec.com)

If we use service providers to implement the Annual General Meeting, they only process these personal data on our behalf and otherwise have an obligation of confidentiality.

If as a shareholder you make use of the opportunity to submit questions and your questions are dealt with at the virtual Annual General Meeting, this may entail the mention of your name. Your name may come to the attention of the other people attending the Annual General Meeting.

When the statutory conditions are met, all data subjects have a right at any time to access, rectification, restriction of processing, erasure and objection concerning the processing of their personal data, as well as the right to data portability and to lodge a complaint with a competent data protection authority.

Further information about the processing of personal data in connection with the virtual Annual General Meeting and your rights under the General Data Protection Regulation can be retrieved at any time from our website <https://www.evotec.com/en/investor->

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relations/annual-general-meeting/data-protection-for-shareholders or obtained from  
the following address: Evotec SE, Manfred Eigen Campus, Essener Bogen 7, 22419  
Hamburg (Germany), Fax: +49 (0)40 560 81 333, [hauptversammlung@evotec.com](mailto:hauptversammlung@evotec.com).

Hamburg, May 2023

**Evotec SE**  
***Management Board***

## **Remuneration Report 2022 (item 6 of the agenda)**

The following remuneration report presents and explains the remuneration awarded and owed to the individual present and former members of the Management Board and Supervisory Board of Evotec SE (hereafter also known as “Company”) in the financial year 2021. The remuneration report meets the requirements of Sec. 162 AktG. This remuneration report will be presented for approval at the ordinary Annual General Meeting on 20 June 2023.

### **Resolution approving a remuneration system for the Executive Board and the Supervisory Board members.**

The structure of remuneration and the amounts paid to the Management Board members are defined and regularly reviewed by the Supervisory Board. The review follows the recommendations of the German Corporate Governance Code as amended on April 28, 2022 (“GCGC”) and meets the requirements of Section 87 AktG.

The Company’s Supervisory Board, with the support of the Remuneration and Nomination Committee, presented a remuneration system for the members of the Company’s Management Board (the “Remuneration system 2022”) to the Annual General Meeting on 22 June 2022 for approval. The Annual General Meeting 2022 approved the Remuneration system 2022 by a majority of 94.48% of votes cast.

The Remuneration system 2022 applies to all the members of the Company’s Management Board whose contract was signed or renewed after the Remuneration system 2022 came into effect at the Annual General Meeting 2022. As of 31 December 2022, this was Dr Cord Dohrmann (see B. below).

The Company’s Annual General Meeting on June 15, 2021 confirmed the remuneration of the Supervisory Board members last amended by resolution of the Annual General Meeting 2019 with a majority of 97.83% and adopted a corresponding remuneration system for the Supervisory Board members.

### **Remuneration system for Management Board members of Evotec SE**

#### *Overview of the changes to the remuneration system in 2022*

The Annual General Meeting 2021 approved the remuneration system 2021 by a majority of 56.63% of votes cast. After in-depth discussions with shareholders and notwithstanding this approval, the Supervisory Board decided to present a reviewed and revised remuneration system for approval at the Annual General Meeting 2022, which was approved by 94.48% of votes cast. The new Remuneration System 2022 included the following changes:

- In view of the NASDAQ listing the amount of target remuneration should be set based on two peer groups in future: recognizing the German market as the main indicator, the first group includes all the MDAX companies that can reasonably be compared with Evotec SE in terms of their size, region and transparency of Management Board remuneration. A second group is made up of international companies of similar size from the same industry, to reflect the talent pool and the operating environment of Evotec SE.
- To limit the discretion of the Supervisory Board, the Restricted Share Plan 2020 is no longer part of the new Remuneration system 2022 for the Management Board. No Restricted Share Awards have been made since it took effect on 22 June 2022. This eliminates the option of making a discretionary award and thus the cap for this remuneration component too, which was criticized as being too high. It also reduced the annual maximum remuneration for Management Board members.
- The award value of the Restricted Share Plan 2020 was divided between the short-term and long-term (Share Performance Plan 2022) remuneration components. This results in changes in the remuneration structure, while the target remuneration remains the same.
- The remuneration philosophy of Evotec SE provides for a strong focus on long-term, sustainable growth. By having a comparatively high share of “pay at risk”, the intention is to align the interests of the Management Board members with those of the shareholders.
- To ensure that the sustainable development of enterprise value is also reflected in short-term remuneration, 60% of bonus investments are made by each board member in the form of Evotec SE shares, which must be held for at least three years.
- When the bonus was revised, the structure of targets was also altered: in future they will be made up of 50% financial targets, 30% strategic targets and 20% ESG targets.
- To give long-term performance a greater weight in the Share Performance Plan, the LTI Performance Period was increased from one year to four. It should no longer be possible to lock in the annual target achievement in future.
- Based on market practice and the strategy of Evotec SE, the performance metrics for the Share Performance Plan include both internal targets (revenue growth) and external targets (relative Total Shareholder Return). The external target should have the TecDAX as its reference, because Evotec SE was listed

in the TecDAX during financial year 2022, and the volatility of its share price is comparable with that of the index.

- The element of pay-for-performance in the Share Performance Plan has been strengthened by significantly more demanding targets for both variables: the target for revenue growth over 4 years has been set at 48%. The target for total shareholder returns over 4 years is set at 20 percentage points above the performance of the TecDAX.
- An additional ESG modifier should be included in the Share Performance Plan to ensure that sustainability aspects are embedded in the LTI. The ESG modifier results in a reduction of 10% in target achievement if the ESG target is not achieved in full. Over-achievement against the ESG target is explicitly ruled out.
- To align the long-term interests of shareholders with those of management, guidelines are to be introduced for holding shares over the entire term of office on the Management Board.

#### *Overview of main remuneration components*

The remuneration of Management Board members is made up of a fixed basic salary, a short-term annual bonus, and the long-term, multi-year remuneration. Other components of the remuneration system are ancillary benefits, including pension contributions, and the payment of travel expenses. Additional remuneration components may also be paid in individual cases in connection with the beginning and end of work as a Management Board member. Any expenses incurred are counted toward the maximum remuneration.

A strong focus on the growth targets for the Evotec Group – consisting of Evotec SE and its affiliated companies – in the short-term variable remuneration (bonus) and a clear alignment of long-term variable remuneration with the share performance (Share Performance Awards) are intended to encourage sustainable increases in enterprise value and avoid external and internal disincentives. The aim is to prevent the Management Board from making decisions that do not promise any sustainable commercial success to optimize their remuneration in the short term.

The amount of Management Board remuneration depends on the responsibilities of the respective Management Board members, their individual and collective performance and the economic, financial, strategic and sustainability performance of the Evotec Group. It is intended to incentivize sustainable, long-term corporate governance and align the interests of the Management Board members with those of Company shareholders.

The remuneration of the Management Board members meets the requirements of the German Stock Corporation Act and the German Corporate Governance Code in effect at

the time the respective employment contracts were signed (unless any exception is mentioned).

The Supervisory Board, with the support of its Remuneration and Nomination Committee, regularly appoints an external expert, to assess whether the scope of Management Board remuneration is appropriate and in line with market standards. To determine if the Management Board's remuneration is appropriate in a vertical comparison, i.e., within Evotec SE, the Supervisory Board looked particularly at changes in the remuneration of senior managers and the workforce overall, also over time. WTW examined the new remuneration and confirmed that it met market standards in terms of a horizontal and vertical comparison. The Supervisory Board monitors the level of Management Board remuneration at similar companies. The peer group<sup>1</sup> used for the last comparison in 2021 comprised German and international biotech and pharmaceutical companies of a similar size and complexity to reflect Evotec's global presence and potential markets for recruiting Management Board members. In future the benchmark used for the market comparison should be based on a peer group of German companies of a similar size and an additional peer group of international companies of similar size in a similar sector.

#### *Non-performance-related fixed remuneration components*

##### *Basic salary*

The Management Board members receive a contractually agreed fixed basic salary that is paid in twelve monthly instalments at the end of each month with the statutory payroll deductions. Basic salary is paid pro rata temporis if the Management Board member joins or leaves over the year.

The Evotec Group has achieved impressive growth in the past five years: the number of employees rose from around 2,200 at the start of 2018 to around 5,000 at the end of 2022, and the market capitalization increased over the same period from nearly €2 billion to sometimes more than €5 billion. The parent, Evotec SE, was included in the MDAX in September 2018 until May 2023 and has been listed on NASDAQ since November 2021. Against this backdrop, and to reflect the increasing range and complexity of their responsibilities, changes in line with the Company's current circumstances were made when the contracts with the Chief Operating Officer and Chief Scientific Officer were renewed in 2022. The resulting remuneration level is below the median for the peer group.

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<sup>1</sup>Abcam, Bachem, Biotest, Carl Zeiss Meditec, Charles River, Clinigen, Galapagos, Genmab, Ligand, Morphosys, QIAGEN, Siegfried Pharma, Stallergenes, Sartorius, Tecan and MedPace.

The following table shows the annual basic salary for the Executive Board members in financial year 2022:

<b>Executive Board member</b>	<b>Function</b>	<b>Basic salary 2022 (in € k)<sup>1</sup></b>	<b>Basic salary 2021 (in € k)</b>
Dr. Werner Lanthaler	CEO	<b>600</b>	580
Dr. Cord Dohrmann	CSO	<b>417</b>	400
Dr. Matthias Evers	CBO	<b>267</b>	—
Dr. Craig Johnstone	COO	<b>400</b>	340
Enno Spillner	CFO	<b>320</b>	320

<sup>1</sup> The basic annual salary for Dr. Craig Johnstone was increased by €50,000 to €450,000 with effect from September 1, 2022. This means his average fixed basic salary for financial year 2022 was € 417,000.

#### *Ancillary benefits*

In addition to their fixed basic salary the Management Board members receive individual ancillary benefits, such as pension contributions and school fees for their own children, travel expenses, health and accident insurance, and the monetary value of their private use of a company car or a private car allowance. Furthermore, the Supervisory Board may at its professional discretion and having determined a significant additional need, refund the expenses for extraordinary ancillary benefits (e.g., security measures) on a temporary basis. Management Board members may also receive one-off benefits, when they join the Company, for example. The following table shows the ancillary benefits for each Executive Board member.

<b>Executive Board member</b>	<b>Function</b>	<b>Retirement pension contributions in (€ k)</b>	<b>Car allowance (in € k)</b>	<b>Travel expense allowance (in € k)</b>	<b>Other (in € k)<sup>1</sup></b>
Dr. Werner Lanthaler	CEO	<b>60</b>	<b>15</b>	<b>60</b>	<b>6</b>
Dr. Cord Dohrmann	CSO	<b>33</b>	<b>13</b>	—	<b>6</b>
Dr. Matthias Evers	CBO	<b>23</b>	<b>10</b>	—	<b>4</b>
Dr. Craig Johnstone	COO	<b>27</b>	<b>15</b>	—	—
Enno Spillner	CFO	<b>25</b>	<b>12</b>	<b>24</b>	<b>6</b>

<sup>1</sup> Other ancillary benefit comprise various insurance policies for Executive Board members based in Germany.

#### **Performance-related variable remuneration components**

In line with the principles mentioned above, the Management Board remuneration is linked to Company performance and sustainable Company growth. Under the Remuneration system 2021 that applied until the Annual General Meeting 2022, the Management Board remuneration comprised both short-term, annual remuneration (“bonus”) and long-term remuneration components (Share Performance Plan 2017 and Restricted Share Plan 2020), which were approved by the Annual General Meetings in 2017 and 2022. Payments for

these components depend on achieving defined financial targets. If the targets are not achieved the payment of performance-based components may be reduced to zero. If the targets are significantly outperformed, however, the amount of the payment is capped. When the new Remuneration system 2022 took effect, the link to Company performance and sustainable Company growth described above was maintained, but the Restricted Share Plan 2020 is no longer part of the long-term remuneration component. The bonus policy was also modified. This policy applies as of 1 September 2022 and so to the renewed contract with Dr Cord Dohrmann.

*Short-term, one-year remuneration (bonus)*

The Management Board members receive a short-term, one-year remuneration (bonus) that rewards the operational implementation of the Evotec Group strategy in the financial year as the foundation for the Company's positive long-term development. The bonus depends on the achievement of specific financial and non-financial targets set for each financial year by the Remuneration and Nomination Committee of the Supervisory Board and then approved by the Supervisory Board. The bonus is paid pro rata temporis if the Management Board member joins in the year.

A target amount is set for each Management Board member, which defines the amount of the bonus payment if the target achievement is 100%. The Remuneration system 2021 still applies to Dr Lanthaler, Dr Johnstone, Dr Evers, and Mr. Spillner and 100%) and stipulates that the target amount of variable remuneration for one year for the CEO is 100% of annual basic salary (2021: 100%) and for all other Management Board members at 70% of the annual basic salary (2021: 70%). By eliminating the Restricted Share Plan 2020 and redistributing part of it to the bonus it was possible to change the target amount in the Remuneration system 2022 without increasing the total target remuneration. The target amount for the bonus that the CEO receives if he achieves exactly 100% of the annual bonus targets corresponds to around 70% of basic salary for the direct payment portion of the bonus and to around 105% for the deferred portion. The corresponding figures for the ordinary members of the Management Board are around 43% of basic salary for the direct payment portion of the bonus and around 65% for the deferred portion, which represents a ratio of 40:60 between the direct payment and the deferred portion of the bonus. The target amount of 107.5% has already applied to Dr. Dohrmann since September 01, 2022.

The deferred portion of the bonus is invested in Evotec shares, which the respective Management Board member purchases through a service provider and must hold for at least 3 years. For this purpose, Evotec provides the relevant total amount for all Management Board members and specifies the period in which the purchases are to be made by the service provider for the Management Board members. The service provider then makes the purchases and books the acquired shares at a uniform average price with the corresponding lock-ups into the deposit accounts of the Management Board members.

At the beginning of the following financial year the Supervisory Board measures the achievement of the targets and determines the amount of the annual bonus.



Bonuses are agreed with Management Board members in their individual employment contracts. When the Management Board remuneration system was revised a maximum bonus payment of up to 150% of the target amount was made possible for the bonus plan. Since the contract with the Chief Executive Officer was renewed as of 1 March 2021 and that with the Chief Operating Officer as of 1 January 2022, the Chief Business Officer was appointed as of 1 May 2022 and the contract with the Chief Scientific Officer was renewed as of 1 September 2022, this cap now applies to the bonus for Dr Lanthaler, Dr Johnstone, Dr Dohrmann and Dr. Evers (partly pro rata temporis since the contract renewal). The higher payment cap for 2022 does not yet apply to the other Management Board members, for whom the cap remains at 70% of annual salary.

For financial year 2021 the Supervisory Board defined the following performance criteria and their weighting for all Management Board members:

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2021 targets	<u>Weighting</u>
<b>Continue revenue growth and implementation in EBITDA</b>	<b>40.0 %</b>
• Increase total revenue >10%	20.0 %
• Achieve growth in adjusted EBITDA > 10%	20.0 %
<b>Implement the Action Plan 2025</b>	<b>35.0 %</b>
• Build new “co-owned” alliances in line with the milestones in the Action Plan 2025 (e.g., iPSC, PanOmics & PanHunter, ORBeta, EvoCells...) (> €200 m tech value and significant upfront payments)	20.0 %
• Focus on accelerating the Just-Evotec Biologics strategy (opening of the J.POD in Q3 at the latest, Strategy beyond J.POD 1)	10.0 %
• Implement long-term EVT Equity strategy and build organizational structure, accelerate the BRIDGE strategy	5.0 %
<b>Go for LONG as ONE – Define the Evotec Infinite strategy</b>	<b>25.0 %</b>
• Prepare the U.S. IPO	10.0 %
<b>Leadership target:</b>	
• Recruit, build, work, and celebrate as ONE global team. Develop long-term leadership, learning and succession plans.	10.0 %
<b>Sustainability target:</b>	
Implement scientific, specific ESG targets. Strengthen and implement the long-term sustainability and diversity strategy.	5.0 %

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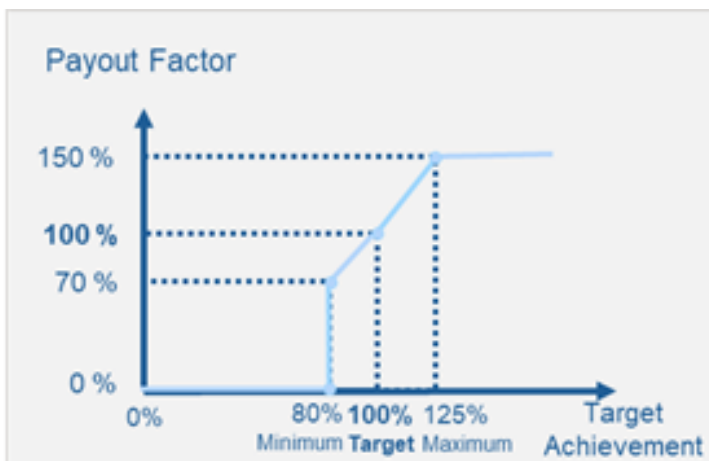
For financial year 2022 the Supervisory Board defined the following performance criteria and their weighting for all Management Board members:

2022 targets	Weighting
<b>Expand basic business</b>	<b>50.0 %</b>
• Total revenue growth >€710 million	20.0 %
• Exceed stable Adjusted EBITDA >€110 million	20.0 %
• Maintain operating cash flow > €35 million	10.0 %
<b>Develop EVO Royalty, EVO Equity and accelerate technology pool for precision medicine</b>	<b>25.0 %</b>
• Build new joint alliances using the components of Action Plan 2025 (e.g., iPSC, PanOmics & PanHunter, ...) (>€300 million technical value and >€30 million upfronts))	10.0 %
• Accelerate commercial strategy of Just-Evotec Biologics (update MPR, strategy beyond J.POD 2)	10.0 %
• Implement a long-term operational venturing strategy / spin-off strategy	5.0 %
<b>ESG: Develop people, the Company and Best of Governance Sustainability, Leadership and Entrepreneurship</b>	<b>25.0 %</b>
• Achieve the environmental target of 1.5C in line with SBTi (i.e., prepare to reduce carbon emissions by 20% by 2025). Define targets and a roadmap by December 2022 – verified and approved by the Science-based Target Initiative.	5.0 %
• Investment of >10% of scientific footprint in areas addressed by UN SDG 3. Investments of >€10 million in women's health, infectious diseases, global health, and AMR.	5.0 %
• Build leadership qualities, learning opportunities and succession, while keeping the Company's fluctuation rate lower than in 2021 >75% of EVOgrade 7-12 consist of the respective EVOleaders programmes. Fluctuation rate of <11% and growth of >700 new employees	15.0 %

The Supervisory Board defines a uniform percentage of target achievement for all the individual targets, which can be up to 125%. The percentage target achievement is converted to a payment factor (a “bonus payment factor”) of up to 150% (except for the CFO, whose payment factor is still capped at 100% since the contract was signed before the Remuneration system 2021 took effect). The bonus payment factor is multiplied by the target bonus amount for each individual target in order to determine the amount of the bonus payment for each individual target. Ultimately, the bonus amount can vary up to 150% of the target bonus amount (capped at 100% in total for the CFO).

The bonus payment amounts for the individual targets are added to determine the total bonus payment amount.

The following graph shows how the bonus payment factor works:



Bonus target achievement for 2021 was as follows:

2021 targets	<u>Weighting</u>
<b>Continue revenue growth and implementation in EBITDA</b>	<b>40.0 %</b>
• Increase total revenue >10%	20.0 %
• Achieve growth in adjusted EBITDA > 10%	20.0 %
<b>Implement the Action Plan 2025</b>	<b>35.0 %</b>
• Build new “co-owned” alliances in line with the milestones in the Action Plan 2025 (e.g., iPSC, PanOmics & PanHunter, QRBeta, EvoCells...) (> €200 m tech value and significant upfront payments)	20.0 %
• Focus on accelerating the Just-Evotec Biologics strategy (opening of the J.POD in Q3 at the latest, Strategy beyond J.POD 1)	10.0 %
• Implement long-term EVT Equity strategy and build organizational structure, accelerate the BRIDGE strategy	5.0 %
<b>Go for LONG as ONE – Define the Evotec Infinite strategy</b>	<b>25.0 %</b>
• Prepare the U.S. IPO	10.0 %
<b>Leadership target:</b>	
• Recruit, build, work, and celebrate as ONE global team. Develop long-term leadership, learning and succession plans.	10.0 %
• Sustainability target: Implement scientific, specific ESG targets. Strengthen and implement the long-term sustainability and diversity strategy.	5.0 %

<sup>1</sup> The assumption for the bonus provision was 100% of last basic salary.

<sup>2</sup> excluding provisions for potentially differing interpretation of selected contracts (see note (17))

2022 targets	<u>Weighting</u>
<b>Expand basic business</b>	<b>50.0 %</b>
• Total revenue growth >€710 million	20.0 %
• Exceed stable Adjusted EBITDA >€110 million	20.0 %
• Maintain operating cash flow > €35 million	10.0 %
<b>Develop EVORoyalty, EVOEquity and accelerate technology pool for precision medicine</b>	<b>25.0 %</b>
• Build new joint alliances using the components of Action Plan 2025 (e.g., iPSC, PanOmics & PanHunter, ...) (>€300 million technical value and >€30 million upfronts))	10.0 %
• Accelerate commercial strategy of Just-Evotec Biologics (update MPR, strategy beyond J.POD 2)	10.0 %
• Implement a long-term operational venturing strategy / spin-off strategy	5.0 %
<b>ESG: Develop people, the Company and Best of Governance Sustainability, Leadership and Entrepreneurship</b>	<b>25.0 %</b>
• Achieve the environmental target of 1.5C in line with SBTi (i.e., prepare to reduce carbon emissions by 20% by 2025). Define targets and a roadmap by December 2022 – verified and approved by the Science-based Target Initiative.	5.0 %
• Investment of >10% of scientific footprint in areas addressed by UN SDG 3. Investments of >€10 million in women’s health, infectious diseases, global health, and AMR.	5.0 %
• Build leadership qualities, learning opportunities and succession, while keeping the Company’s fluctuation rate lower than in 2021 >75% of EVOgrade 7-12 consist of the respective EVOleaders programmes. Fluctuation rate of <11% and growth of >700 new employees	15.0 %

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Total target achievement for the 2021 bonus is as follows:

Executive Board member	Floor based on 0% target		Target based on 100% target		Cap based on maximum target		(corresponds to total target achievement)	Bonus payment	
	achievement		achievement		achievement <sup>1</sup>			amount 2021	
	in % of basic salary		in % of basic salary		in % of basic salary			in % of basic salary	
	in k €	salary	in k €	salary	in k €	salary	in %	in k €	salary
Dr. Werner Lanthaler	—	0.0 %	580	100.0 %	830	143.1 %	101.6 %	590	101.6 %
Dr. Cord Dohrmann	—	0.0 %	280	70.0 %	280	70.0 %	98.2 %	275	68.7 %
Dr. Craig Johnstone	—	0.0 %	238	70.0 %	238	70.0 %	98.2 %	234	68.7 %
Enno Spillner	—	0.0 %	224	70.0 %	224	70.0 %	98.2 %	220	68.7 %

<sup>1</sup> When the contract with the CEO was renewed as of 1 March 2021 the maximum payment was raised pro rata temporis from 100% to 150% of annual salary.

Total target achievement for the 2022 bonus is as follows:

Executive Board member	Floor based on 0% target		Target based on 100% target		Cap based on maximum target		(corresponds to total target achievement)	Bonus payment	
	achievement		achievement		achievement <sup>1</sup>			amount 2022	
	in % of basic salary		in % of basic salary		in % of basic salary			in % of basic salary	
	in k €	salary	in k €	salary	in k €	salary	in %	in k €	salary
Dr. Werner Lanthaler	—	0.0 %	600	100.0 %	900	150.0 %	96.4 %	578	96.4 %
Dr. Cord Dohrmann	—	0.0 %	348	83.5 %	429	102.9 %	96.4 %	335	80.5 %
Dr. Matthias Evers	—	0.0 %	187	70.0 %	280	105.0 %	96.4 %	180	67.5 %
Dr. Craig Johnstone	—	0.0 %	280	70.0 %	420	105.0 %	96.4 %	270	67.5 %
Enno Spillner	—	0.0 %	224	70.0 %	224	70.0 %	96.4 %	216	67.5 %

<sup>1</sup> When the contract with the CSO was renewed as of 1 September 2022 the annual target bonus was raised pro rata temporis from 70% to 107.5% and the maximum payment was raised pro rata temporis from 100% to 150% of annual salary.

Since the work for the annual bonus 2022 was completed in full in financial year 2022, it is attributed to the remuneration awarded and owed in 2022 within the meaning of

Section 162 (1) sentence 2 no. 1 AktG, and so included in this remuneration report. To ensure the transparent, comprehensible presentation of remuneration awarded to Management Board members in a given financial year, the annual bonus for 2021 is also included in this remuneration report on a voluntary basis.

#### Long-term, multi-year variable remuneration

The Management Board members also receive long-term, multi-year remuneration in the form of their participation in various Company remuneration programmes that extend over several years. There are two different share-based programmes, with payments after a waiting period of four years. This incentivizes the individual Management Board members to contribute to the Company's long-term, sustainable development and aligns their interests with those of shareholders. When the new Remuneration system 2022 took effect, the link to Company performance and sustainable Company growth described above was maintained, but the Restricted Share Plan 2020 is no longer part of the long-term remuneration component.

#### Share Performance Plan 2017

In addition to their variable one-year remuneration, the Management Board members are entitled to an annual allocation of Share Performance Awards (SPA) in accordance with the Share Performance Plan 2017. The Share Performance Plan is a key step for supporting the interests of the Company shareholders and developing a modern, long-term remuneration model, which complies with the current German Corporate Governance Code at the time of its inception.

The number of SPA to be allocated is determined by dividing a fixed percentage of the Management Board member's basic remuneration by the relevant market value of a SPA. The percentage for the CEO for financial year 2022 is 200% of basic salary (2021: 200%) and for all other Management Board members 91.5% of basic salary (2021: 91.5%). By eliminating the Restricted Share Plan 2020 and redistributing part of it to the Share Performance Award, the Remuneration system 2022 adopted at the Annual General Meeting made it possible to change the target amount without increasing the total target remuneration. The target amount for the Share Performance Awards is around 225% of basic salary for the CEO and around 163% for the other members of the Management Board. The amount paid out for the Share Performance Awards may not exceed 350% of the target amount when they are exercised (cap).



The following table shows the number of SPA awarded in financial year 2022:

Executive Board member	Target amount for performance shares (SPA)		Market value of one SPA at the award date	awarded in FY 2022
	in k €	% of basic salary	in €	units
Dr. Werner Lanthaler	1,200	200.0 %	44.38	27,040
Dr. Cord Dohrmann	600	150.0 %	44.38	13,520
Dr. Matthias Evers	—	0.0 %	—	—
Dr. Craig Johnstone	600	150.0 %	44.38	13,520
Enno Spillner	408	150.0 %	44.38	10,816

The Share Performance Plan 2017 is based on a prospective, multi-year measurement period. For each allocation of SPA there is a period of four consecutive calendar years in which certain performance indicators are measured (performance measurement period). The Annual General Meeting 2017 set two equally weighted key performance indicators (KPI) for long-term value creation: the share price and the relative total shareholder return. Relative total shareholder return is an indicator for the return on an investment in Company shares compared with an investment in the TecDAX. Relative total shareholder returns measures the return on an equity investment over time, including dividends and changes in the share price (positive and negative), adjusted for any share issues or splits. The performance indicators are measured for each year of the performance measurement period. The performance each year is fixed for the remainder of the vesting period.

At the end of the vesting period there is a minimum target for each of the two KPI that must be achieved before (some of) the Share Performance Awards can be exercised, and a maximum target after which all the Share Performance Awards for that KPI (100%) may be exercised. One Share Performance Award entitles the bearer to subscribe for a maximum of two whole shares in Evotec SE.

The target for the share price increase in a calendar year is achieved exactly (100%) if the average price of the Evotec share in the closing auction of XETRA trading (or a successor system) on the last 30 trading days at the Frankfurt Stock Exchange in the relevant performance period, i.e. the calendar year (“closing price”) is more than 8% higher than the average price of the Evotec share in the closing auction of XETRA trading (or a successor system) on the last 30 trading days before the start of the relevant performance period (“opening price”). The minimum target is achieved if the closing price is the same as the opening price (0% target achievement). The maximum target is achieved in a calendar year if the closing price is 16% or more above the opening price (200% target achievement).

The KPI relative total shareholder return measures the return on a share investment over a period, including dividends as well as share price performance (positive and negative) and adjusted for any equity issues or share-splits. The target for total shareholder return is achieved exactly in a calendar year (100%) if the return on the Evotec share matches the average return on the shares of the companies listed in the TecDAX over the same period.

The return on the Evotec share is determined based on the closing price and the dividend per share paid in that year (adjusted for any equity issues and share-splits) in relation to the opening price:

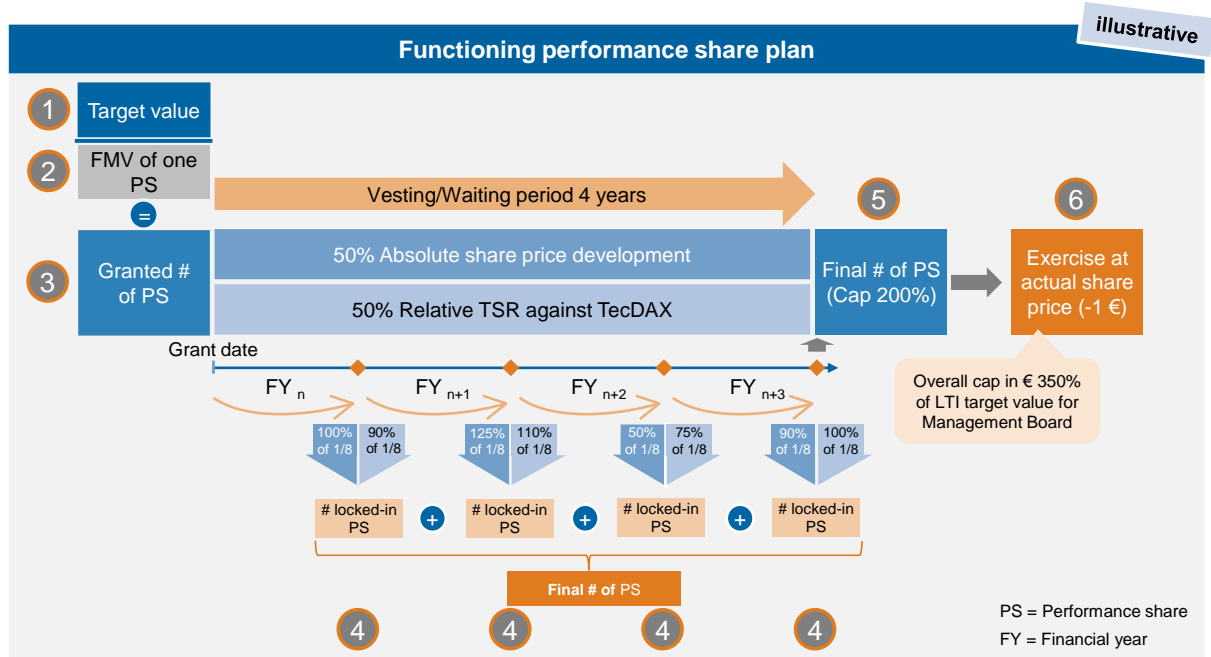
The relevant values of the average relative total shareholder return of the companies listed in the TecDAX will be calculated and based on the average TecDAX -(Total Return Index) during the thirty (30) trading days at Frankfurt Stock Exchange prior to the relevant date. The return is therefore based on the relation between the average TecDAX value in the closing auction of XETRA trading (or a successor system) in the last 30 trading days of the relevant performance period, i.e., the calendar year (“final value”) and the average TecDAX value in the closing auction of XETRA trading (or a successor system) on the last 30 trading days before the start of the relevant performance period (“starting value”).

The minimum target is achieved (0% target achievement) if the return on the Evotec share is less than 10% below the average total shareholder return for the companies in the TecDAX in the relevant performance period (i.e., in each calendar year). The maximum target is achieved (200% target achievement) if the return on the Evotec share is at least 10% higher than the average total shareholder return for the companies in the TecDAX in the relevant performance period.

If the minimum target for one performance indicator is not achieved in a calendar year, the corresponding number of SPA (12.5% of the SPA granted at the start of the performance period) are forfeit. If the target is exactly achieved (100% target achievement) the corresponding number of SPA are converted into the same number of subscription rights to shares in Evotec SE at the end of the performance period. If the maximum target is achieved (200% target achievement) the corresponding number of SPA are converted into twice the number of subscription rights to shares in Evotec SE at the end of the performance period. Between these figures the values are interpolated on a linear basis.

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The Share Performance Plan 2017 works as follows:



The payment curves for the KPI absolute share price performance and relative total shareholder return are shown below:

	Absolute share price development	Relative TSR
Weighting	<ul style="list-style-type: none"> <li>50% of granted performance shares</li> </ul>	<ul style="list-style-type: none"> <li>50% of granted performance shares</li> </ul>
Measurement	<ul style="list-style-type: none"> <li>After each year</li> </ul>	<ul style="list-style-type: none"> <li>After each year</li> </ul>
Comparison	<ul style="list-style-type: none"> <li>30 trading days average before the start/end of each year</li> </ul>	<ul style="list-style-type: none"> <li>Against TecDAX</li> <li>30 trading days average before the start/end of each year</li> </ul>
Calibration		
	<ul style="list-style-type: none"> <li>Within the range of 0% and 200%, the target achievement is calculated by using linear interpolation.</li> </ul>	

The right to exercise the subscription rights resulting from converting the Share Performance Awards only vests at the end of the performance period. At the end of each of the four performance periods (i.e., each calendar year) for the Share Performance

Awards the target achievement is measured for the two performance indicators in the relevant calendar year, the corresponding number of subscription rights are calculated and provisionally fixed. At the end of all four performance periods, i.e., the four calendar years of an award, the subscription rights calculated for each year are added to obtain the total number of subscription rights.

Share Performance Awards from the 2018 grant became exercisable in 2022. The following table shows the target achievement for the individual performance criteria per year and in aggregate:

	Target achievement 2018 (in %)	Target achievement 2019 (in %)	Target achievement 2020 (in %)	Target achievement 2021 (in %)	Total target achievement (in %)
Relative share price performance	200%	124%	200%	200%	181%
Relative TSR	200%	0%	200%	200%	150%

The final number of exercisable Share Performance Awards from the 2018 grant is shown in the following table for each Executive Board member:

Executive Board member	Function	Number of SPA awarded from 2018 tranche	Target achievement relative		Number of SPA in 2018 tranche based on target achievement	Number of SPA from 2018 tranche actually exercised (subject to remuneration cap) <sup>1</sup>
			share price performance (in %)	Target achievement Relative TSR (in %)		
Dr. Werner Lanthaler	CEO	57,065	181 %	150 %	94,443	85,495
Dr. Cord Dohrmann	CSO	16,828	181 %	150 %	27,851	25,212
Dr. Craig Johnstone <sup>2</sup>	COO	—	—	—	—	—
Enno Spillner	CFO	13,990	181 %	150 %	23,154	20,959

<sup>1</sup> The strong share performance in combination with the payment cap meant that the number of SPA actually exercised declined compared with the number granted.

<sup>2</sup> Dr. Craig Johnstone was appointed to the Executive Board in January 2019; he was therefore not granted any SPA from the 2018 tranche for his Executive Board work.

### *Restricted Share Plan 2020*

In the event of unusual circumstances, relating above all to competition, the Supervisory Board could at its professional discretion and having determined that it is appropriate, grant additional Restricted Share Awards if this was expected to have a positive influence on the long-term performance of the Evotec Group. The Supervisory Board determines the target amount of Restricted Share Awards in the individual case. The amount of the Restricted Share Awards may not exceed 400% of the target amount (cap).

Active discussions with shareholders gave the Supervisory Board to understand that the Restricted Share Plan 2020 and the Supervisory Board discretion that this implies are viewed critically. It therefore decided no longer to issue this remuneration component when the new remuneration system takes effect after the Annual General Meeting 2022. Management Board members' rights under existing awards of this long-term incentive component are not affected, so Restricted Share Awards were issued to both Dr Craig Johnstone and Dr Matthias Evers in May 2022 in line with existing commitments. There will be no further awards to Management Board members under the Restricted Share Plan 2020.

Restricted Share Awards (RSA) were granted to members of the Management Board in 2022 on this one-off basis in accordance with the provisions of the Restricted Share Plan 2020 as determined by resolution of the Annual General Meeting 2020. The number of RSA was determined by dividing the target amount by the relevant market value of an RSA.

The following table shows the number of RSA awarded in financial year 2022:

Executive Board member	Target amount for restricted shares (RSA)		Market value as of award date	awarded in FY
	in k €	% of basic salary		2022
				in €
Dr. Werner Lanthaler	—	0.0 %	—	—
Dr. Cord Dohrmann	—	0.0 %	—	—
Dr. Matthias Evers	900	225.0 %	22.87	39,353
Dr. Craig Johnstone	800	200.0 %	22.87	34,980
Enno Spillner	—	0.0 %	—	—

The Restricted Share Plan defines for each award a performance period of four consecutive calendar years in which the performance is measured. The Annual General Meeting 2020 defined Adjusted EBITDA as the performance indicator. The performance indicator is measured for each year in the performance period. The performance each year is fixed for the remainder of the lock-up period.

To measure performance, Adjusted EBITDA is calculated for each year of the performance period and compared with the Adjusted EBITDA forecast for the financial year in the first quarter of that year. The forecast and the actual financial ratio for the previous year are published in the annual report.

The key performance indicator for the respective year is achieved when Adjusted EBITDA corresponds to or exceeds forecast Adjusted EBITDA. The minimum target is achieved when Adjusted EBITDA corresponds to or exceeds 75% of forecast Adjusted EBITDA.

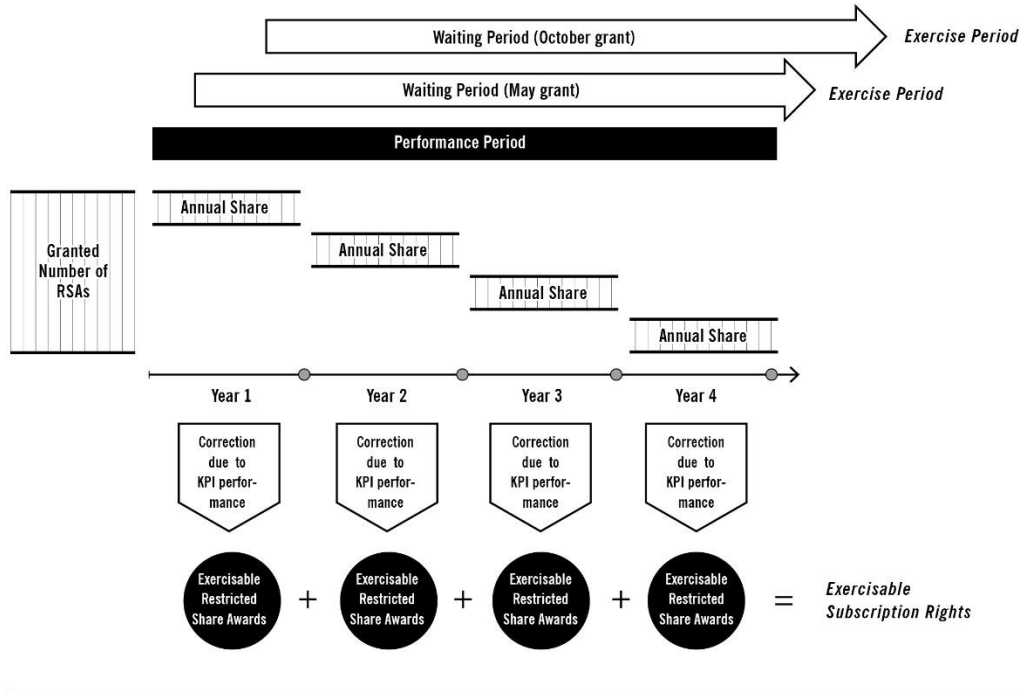
If the minimum target is not achieved in a financial year, 25% of the Restricted Share Awards are forfeit. If the target is achieved in a financial year, 25% of the Restricted Share Awards are converted into subscription rights, each for one share in Evotec SE. If the minimum target is achieved exactly in a financial year, 12.5% of the Restricted Share

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Awards are converted into subscription rights, each for one share in Evotec SE. If the minimum target is achieved in a financial year, but not the target, between 12.5% and 25% of the Restricted Share Awards, depending on the actual target achievement, are converted into subscription rights, each for one share in Evotec SE.

For the Executive Board members who were not granted Restricted Share Awards in 2022 the Supervisory Board defined other performance criteria, covering revenue growth by the Evotec Group, the number of partnered projects, the implementation of an ESG strategy and long-term organizational development. For competition reasons these are only published retrospectively after the performance period has come to an end.

The Restricted Share Plan 2020 works as follows:



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The payment curve for the KPI adjusted EBITDA is as follows:

Key Performance Indicator	Adjusted EBITDA										
Target	Adjusted EBITDA forecast for full fiscal year										
Minimum Target	75 % of Adjusted EBITDA forecast for full fiscal year										
Performance Check	Annually after approval of the Annual Report by the Supervisory Board										
Result of Performance Check	Applicable Percentage for last fiscal year										
Calibration	<p>Applicable Percentage of total Number of granted Awards</p> <table border="1"> <caption>Data points for Calibration</caption> <thead> <tr> <th>Forecast Adjusted EBITDA (%)</th> <th>Applicable Percentage (%)</th> </tr> </thead> <tbody> <tr> <td>0</td> <td>0</td> </tr> <tr> <td>75 (Minimum Target)</td> <td>0</td> </tr> <tr> <td>100 (Target)</td> <td>25.0</td> </tr> <tr> <td>125</td> <td>25.0</td> </tr> </tbody> </table>	Forecast Adjusted EBITDA (%)	Applicable Percentage (%)	0	0	75 (Minimum Target)	0	100 (Target)	25.0	125	25.0
	Forecast Adjusted EBITDA (%)	Applicable Percentage (%)									
0	0										
75 (Minimum Target)	0										
100 (Target)	25.0										
125	25.0										
Exercisable Restricted Share Awards	Applicable percentage of Number of granted Restricted Share Awards										

Forecast Adjusted EBITDA for the financial year 2022 came to €110 million for the Restricted Share Plan. In fact, Adjusted EBITDA for the financial year was €104.1 million, or 95% of the target figure.

#### *Outlook for variable remuneration*

Transparent and quantifiable ESG criteria were included in the variable remuneration components in the Remuneration system 2022. A substantial part of the short-term annual remuneration will have to be invested in Company shares and held for three years in future, to better align the interests of Management Board members with those of shareholders. The performance period for the Share Performance Plan 2022 adopted by the Annual General Meeting on 22 June 2022 was increased to four years and the pay-for-performance approach was strengthened. The first shares will be awarded under the Share Performance Plan 2022 in 2023. Concrete targets will be published prospectively in the remuneration report for the year 2023. In addition, the Restricted Share Plan 2020 no longer forms part of the new remuneration system and is no longer issued to members of the Management Board now that the new system is in effect.

## **Other remuneration rules**

### *Benefits promised or granted by third parties.*

No benefits were promised or granted to a Management Board member by any third party concerning their work as a Management Board member.

### *Penalty and clawback rules*

If necessary, the Supervisory Board may withhold (penalty clause) or retract (clawback) variable remuneration components if a Management Board member is in serious breach of their obligations, particularly their compliance obligations. The current employment contracts of all Management Board members include such clawback provisions.

The Company did not make use of its right to withhold or retract variable remuneration in financial year 2022.

### *Severance payments*

Payments to a Management Board member if the service contract is terminated prematurely, without there being an important reason for the termination, are limited to two annual salaries and may not exceed the annual remuneration for the remainder of the service contract (cap on severance pay). No payments are made to the Management Board member if the employment contract is terminated for an important reason for which the Management Board member is responsible. The annual remuneration used to calculate the severance payment is the basic salary plus target bonus.

### *Change of control*

To the extent that their tasks and responsibilities change because of the change of control, Management Board members have the exceptional right to terminate their employment contract if a shareholder or third party acquires at least 30% of the shares in Evotec SE. The termination right may be exercised, giving three months' notice, at any time within twelve months of the change of control. At the end of the notice period the Company is no longer obliged to pay any remuneration benefits, except for a one-off severance payment of 18 months' salary for the Management Board member concerned, made up of basic pay and the monetary value of any ancillary benefits.

If a change of control takes place during the vesting period for the Share Performance Awards, the allocations to all participants made as part of the Share Performance Plan 2017 are irrevocably transferred and fully settled in cash up to certain limits. In the Share Performance Plan 2022 the threshold for a change of control that triggers the irrevocable transfer and payment of the Share Performance Awards was raised from 30% to >50%. It was also determined that this irrevocable transfer and settlement only takes place if the



Management Board member concerned exercises their exceptional right to terminate their contract because their tasks and responsibilities have been significantly altered because of the change of control.

If a change of control takes place during the vesting period for the Restricted Share Awards, the allocations made as part of the Restricted Share Plan 2020 are settled immediately in cash when they fall due, subject to certain restrictions. The settlement amount is to be calculated based on the notional number of exercisable subscription rights and subject to the applicable cap. It should assume that the targets for the respective KPI have been achieved for those years for which no definitive assessment has been made at this time.

#### *Non-competition clause*

Non-competition clauses have been agreed with the Management Board members for the time after their departure. Evotec SE pays compensation for twelve months after the employment contract comes to an end. The compensation payments comprise 50% of direct remuneration paid (basic salary and variable remuneration) in the year before the employment contract ended and are paid in equal monthly instalments.

#### *Maximum remuneration*

The maximum remuneration defined in the Remuneration system 2021 applies to all the members of the Management Board whose contract was signed or renewed before the Remuneration system 2022 came into effect at the Annual General Meeting 2022. For the maximum remuneration defined in the Remuneration system 2021 the Supervisory Board worked from the current annual target remuneration of the Management Board members. Allowing for a possible (moderate) increase in the fixed salary and one grant of Restricted Share Awards to each Management Board member during the forecast four-year duration of the remuneration system gives the maximum annual remuneration as defined in § 87a para. 1 sentence 2 no. 1 AktG:

<u>Function</u>	<u>Maximum remuneration for years in which no Restricted Share Awards are granted (in € k)</u>	<u>Maximum remuneration for years in which no Restricted Share Awards are granted (in € k)</u>
CEO	<b>6,000</b>	<b>15,600</b>
Member of the Executive Board	<b>3,500</b>	<b>7,100</b>

The maximum remuneration defined in the Remuneration system 2022 applies to all the members of the Management Board whose contract was signed or renewed after the Remuneration system 2022 came into effect at the Annual General Meeting 2022. The annual maximum remuneration within the meaning of Section 87a (1) sentence 2 number 1 AktG for contracts signed after the effective date of the Remuneration system 2022 is:

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Function	Maximum remuneration for years in which no Restricted Share Awards are granted (in € k)
CEO	<b>7,050</b>
Member of the Executive Board	<b>3,400</b>

The relevant cap was not exceeded in the reporting year.

### *Share Ownership Guideline*

The remuneration system 2022 obliges the Management Board members to hold shares in Evotec SE for the duration of their appointment to the Management Board, whereby this obligation must first be met no later than five years after they were first appointed to the Management Board (“build-up phase”). The share ownership program is intended to incentivize Management Board members to increase enterprise value in the interests of shareholders. The amount to be invested depends on the gross basic salary of the respective Management Board member. The CEO undertakes to invest 300% of their gross basic salary in Evotec shares and the other ordinary Management Board members invest 100% of their respective gross basic salary.

### **Target remuneration of current Management Board members for financial year 2022**

		Dr. Werner Lanthaler CEO			
		2022		2021	
		in k €	in %	in k €	in %
		Total	Total	Total	Total
<b>Non-performance-related remuneration</b>					
	Basic salary <sup>1</sup>	600	23.6 %	580	12.5 %
	+ Ancillary benefits	141	5.6 %	131	2.8 %
	<b>= Total</b>	<b>741</b>	<b>29.2 %</b>	<b>711</b>	<b>15.3 %</b>
	<b>Short-term, one-year</b>				
<b>Performance-related Remuneration</b>	<b>+ remuneration (STI)</b>				
	Bonus	600	23.5 %	580	12.5 %
	<b>Long-term, multi-year</b>				
	<b>+ remuneration (LTI)</b>				
	Restricted Share Plan 2020	-	0.0 %	2,400	51.6 %
	Share Performance Plan 2017	1,200	47.6 %	960	20.6 %
	<b>= Total target remuneration</b>	<b>2,541</b>	<b>100.0 %</b>	<b>4,651</b>	<b>100.0 %</b>

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		Dr. Cord Dohrmann CSO				Dr. Matthias Evers CBO			
		2022		2021		2022		2021	
		in k €	in %	in k €	in %	in k €	in %	in k €	in %
		Total	Total	Total	Total	Total	Total	Total	Total
<b>Non-performance-related remuneration</b>	Basic salary <sup>1</sup>	417	29.4 %	400	19.1 %	267	19.2 %	-	0.0 %
	+ Ancillary benefits	52	3.7 %	51	2.4 %	37	2.7 %	-	0.0 %
	<b>= Total</b>	<b>469</b>	<b>33.1 %</b>	<b>451</b>	<b>21.5 %</b>	<b>304</b>	<b>21.9 %</b>	<b>-</b>	<b>0.0 %</b>
	<b>Short-term, one-year remuneration (STI)</b>								
<b>Performance-related Remuneration</b>	Bonus	348	24.6 %	280	13.3 %	187	13.4 %	-	0.0 %
	<b>Long-term, multi-year remuneration (LTI)</b>								
	Restricted Share Plan 2020	-	0.0 %	1,000	47.7 %	900	64.7 %	-	0.0 %
	Share Performance Plan 2017	600	42.3 %	366	17.5 %	-	0.0 %	-	0.0 %
	<b>= Total target remuneration</b>	<b>1,417</b>	<b>100.0 %</b>	<b>2,097</b>	<b>100.0 %</b>	<b>1,391</b>	<b>100.0 %</b>	<b>-</b>	<b>0.0 %</b>

		Dr. Craig Johnstone COO				Enno Spillner CFO			
		2022		2021		2021		2020	
		in k €	in %	in k €	in %	in k €	in %	in k €	in %
		Total	Total	Total	Total	Total	Total	Total	Total
<b>Non-performance-related remuneration</b>	Basic salary	400	18.9 %	340	36.5 %	320	29.3 %	320	35.5 %
	+ Ancillary benefits	42	2.0 %	42	4.5 %	67	6.2 %	64	7.1 %
	<b>= Total</b>	<b>442</b>	<b>20.9 %</b>	<b>382</b>	<b>41.0 %</b>	<b>387</b>	<b>35.5 %</b>	<b>384</b>	<b>42.6 %</b>
<b>Performance-related Remuneration</b>	<b>+ Short-term, one-year remuneration (STI)</b>								
	Bonus	280	13.2 %	238	25.6 %	224	20.5 %	224	24.9 %
	<b>+ Long-term, multi-year remuneration (LTI)</b>								
	Restricted Share Plan 2020	800	37.7 %	0	0.0 %	-	0.0 %	-	0.0 %
	Share Performance Plan 2017	600	28.3 %	311	33.4 %	480	44.0 %	293	32.5 %
	<b>= Total target remuneration</b>	<b>2,112</b>	<b>100.0 %</b>	<b>931</b>	<b>100.0 %</b>	<b>1,091</b>	<b>100.0 %</b>	<b>901</b>	<b>100.0 %</b>

<sup>1</sup> The basic annual salary for Dr. Werner Lanthaler was increased from € 480,000 to € 600,000 with effect from March 1, 2021. This means his fixed basic salary for financial year 2021 was € 580,000.

### Remuneration awarded and owed to current Management Board members in the financial year pursuant to Section 162 AktG

The following tables show the fixed and variable remuneration components awarded and owed to the Management Board members in 2021 and 2022 in accordance with Section 162 (1) sentence 2 no. 1 AktG. Since the work for the annual bonus 2022 was completed in full in financial year 2022, it is attributed to the remuneration awarded and owed in 2022 and so included in this remuneration report.

In addition to the amount of remuneration, the individual fixed and variable remuneration components are shown as a proportion of total remuneration in accordance with Section 162 (1) sentence 2 no. 1 AktG. The proportions are based on the remuneration components awarded and owed in the respective financial year, in accordance with Section 162 (1) sentence 1 AktG.

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		Dr. Werner Lanthaler CEO			
		2022		2021	
		in %		in %	
		in k €	Total	in k €	Total
<b>Non-performance-related remuneration</b>					
	Basic remuneration for the FY <sup>1</sup>	600	23.8 %	580	12.4 %
	+ Ancillary benefits for the FY	141	5.6 %	131	2.8 %
	<b>= Total</b>	<b>741</b>	<b>29.4 %</b>	<b>711</b>	<b>15.2 %</b>
<b>Performance-related remuneration</b>					
	+ <b>Short-term, one-year remuneration (STI)</b>				
	Bonus for the FY <sup>2</sup>	578	23.0 %	590	12.6 %
	+ <b>Long-term, multi-year remuneration (LTI)</b>				
	Restricted Share Plan 2020	-	0.0 %	2,400	51.4 %
	Share Performance Plan 2017	1,200	47.6 %	960	20.6 %
	<b>= Total remuneration as defined in Sec. 162 AktG</b>	<b>2,519</b>	<b>100.0 %</b>	<b>4,661</b>	<b>100.0 %</b>

		Dr. Cord Dohrmann CSO				Dr. Matthias Evers CBO			
		2022		2021		2022		2021	
		in %		in %		in %		in %	
		in k €	Total	in k €	Total	in k €	Total	in k €	Total
<b>Non-performance-related remuneration</b>									
	Basic remuneration for the FY <sup>1</sup>	417	29.7 %	400	19.1 %	267	19.3 %	-	0.0 %
	+ Ancillary benefits for the FY	52	3.7 %	51	2.4 %	37	2.7 %	-	0.0 %
	<b>= Total</b>	<b>469</b>	<b>33.4 %</b>	<b>451</b>	<b>21.5 %</b>	<b>304</b>	<b>22.0 %</b>	<b>-</b>	<b>0.0 %</b>
<b>Performance-related remuneration</b>									
	+ <b>Short-term, one-year remuneration (STI)</b>								
	Bonus for the FY <sup>2</sup>	335	23.9 %	275	13.1 %	180	13.0 %	-	0.0 %
	+ <b>Long-term, multi-year remuneration (LTI)</b>								
	Restricted Share Plan 2020	-	0.0 %	1,000	47.7 %	900	65.0 %	-	0.0 %
	Share Performance Plan 2017	600	42.7 %	366	17.5 %	-	0.0 %	-	0.0 %
	<b>Total remuneration as defined in Sec. 162 AktG</b>	<b>1,464</b>	<b>100.0 %</b>	<b>2,092</b>	<b>100.0 %</b>	<b>1,384</b>	<b>100.0 %</b>	<b>-</b>	<b>0.0 %</b>

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	Dr. Craig Johnstone COO				Enno Spillner CFO			
	2022		2021		2022		2021	
	in %		in %		in %		in %	
	in k €	Total	in k €	Total	in k €	Total	in k €	Total
<b>Non-performance-related remuneration</b>								
Basic remuneration for the FY	400	18.9 %	340	36.5 %	320	29.5 %	320	35.5 %
+ Ancillary benefits for the FY	42	2.0 %	42	4.5 %	67	6.2 %	64	7.1 %
<b>= Total</b>	<b>442</b>	<b>20.9 %</b>	<b>382</b>	<b>41.0 %</b>	<b>387</b>	<b>35.7 %</b>	<b>384</b>	<b>42.6 %</b>
<b>Performance-related remuneration</b>								
+ <b>Short-term, one-year remuneration (STI)</b>								
Bonus for the FY	270	12.8 %	234	25.2 %	216	19.9 %	220	24.5 %
+ <b>Long-term, multi-year remuneration (LTI)</b>								
Restricted Share Plan 2020	800	37.9 %	-	0.0 %	-	0.0 %	-	0.0 %
Share Performance Plan 2017	600	28.4 %	311	33.4 %	480	44.3 %	293	32.5 %
<b>Total remuneration as defined in Sec. 162</b>								
<b>= AktG</b>	<b>2,112</b>	<b>100.0 %</b>	<b>927</b>	<b>100.0 %</b>	<b>1,083</b>	<b>100.0 %</b>	<b>897</b>	<b>100.0 %</b>

<sup>1</sup> The basic annual salary for Dr. Werner Lanthaler was increased from € 480,000 to € 600,000 with effect from March 1, 2021. This means his fixed basic salary for financial year 2021 was € 580,000.

<sup>2</sup> The basic annual salary for Dr. Cord Dohrmann was increased from € 400,000 to € 450,000 with effect from September 1, 2022. This means his fixed basic salary for financial year 2022 was € 417,000.

### Remuneration awarded and owed to former Management Board members in the 2022 financial year pursuant to Section 162 AktG

No members left the Management Board in 2022. There are therefore no benefits or agreed benefits to former Management Board members to be reported.

### Remuneration awarded and owed to current Supervisory Board members in the 2022 financial year pursuant to Section 162 AktG

The members of the Evotec Supervisory Board are entitled to a fixed salary and the reimbursement of out-of-pocket expenses in accordance with Article 13 para 1 of Evotec SE's Articles of Association. In accordance with the recommendations of the German Corporate Governance Code, the positions of Chair and Vice-Chair of the Supervisory Board and the positions of Chair or member of a committee are considered when setting the remuneration of the individual members. Each Supervisory Board member receives a fixed salary of €50,000 as approved by the Annual General Meeting 2019. The Chair

receives €125,000 and the Vice-Chair €60,000. Members of Supervisory Board committees receive €10,000 per committee, and the committee Chair receives €25,000.

		Basic salary		Committee salary		Total remuneration
		in €	in % Total	in €	in % Total	in €
Prof. Dr. Iris Löw-Friedrich	2022	125,000	83.3 %	25,000	16.7 %	150,000
(since 06/2014)	2021	95,438	84.0 %	18,178	16.0 %	113,616
Roland Sackers	2022	60,000	63.2 %	35,000	36.8 %	95,000
(since 06/2019)	2021	55,452	61.3 %	35,000	38.7 %	90,452
Dr. Mario Polywka	2022	50,000	83.3 %	10,000	16.7 %	60,000
(since 06/2019)	2021	50,000	90.2 %	5,452	9.8 %	55,452
Dr. Elaine Sullivan	2022	50,000	76.6 %	15,275	23.4 %	65,275
(since 06/2015)	2021	50,000	83.3 %	10,000	16.7 %	60,000
Kasim Kutay	2022	23,626	83.3 %	4,725	16.7 %	28,351
(since 06/2020)	2021	50,000	83.3 %	10,000	16.7 %	60,000
Dr. Constanze Ulmer-Eilfort	2022	50,000	68.3 %	23,187	31.7 %	73,187
(since 06/2021)	2021	27,260	83.3 %	5,452	16.7 %	32,712
Camilla Macapili Languille	2022	26,374	83.3 %	5,275	16.7 %	31,649
(since 06/2022)	2021	—	—	—	—	—
Prof. Dr. Wolfgang Plischke	2022	—	—	—	—	—
(until 05/2021)	2021	56,849	83.3 %	11,370	16.7 %	68,219

### Comparison of changes in remuneration and profitability

In accordance with Section 162 (1) sentence 2 no. 2 AktG the following table shows the relative change in the remuneration awarded and owed to members of the Management Board and Supervisory Board in the financial year, compared with the average remuneration of employees on a full-time equivalent basis, as well as selected earnings indicators for the Evotec Group.

To show the profitability of the Group the comparison includes the net income recognized in the Company's separate financial statements, Adjusted EBITDA and revenue of the Evotec Group, as well as the share price performance and the relative total shareholder return (TSR) for Evotec SE.

To show the average remuneration of employees the target remuneration for all employees is used (not including apprentices, students and interns) on a full-time equivalent basis. This relates to the workforce of Evotec SE in Germany.

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(Bundesanzeiger) as of **15 May 2023** is binding

<u>Financial year</u>	<u>2022</u>	<u>Change in %</u>	<u>2021</u>	<u>Change in %</u>	<u>2020</u>	<u>Change in %</u>	<u>2019</u>	<u>Change in %</u>	<u>2018</u>
<b>Earnings performance</b>									
Net income for Evotec SE (HGB) in €m	(8.3)	70.1%	(27.8)	(14.9)%	(24.2)	(187.7)%	27.6	(56.6) %	63.5
Adjusted EBITDA Evotec Group in €m	101.7	(5.2) %	107.3	0.6%	106.7	(13.5) %	123.3	29.0 %	95.6
Revenue Evotec Group in €m	751.4	21.6 %	618.0	23.4 %	500.9	12.2 %	446.4	18.9 %	375.4
Share price Evotec SE in €	16.1	(61.2) %	41.6	55.6 %	26.7	29.7 %	20.6	9.9 %	18.7
Relative TSR of Evotec SE vs. TecDAX in % points	(39.7)	—	31.8	—	27.1	—	(10.1)	—	42.9
<b>Average employee remuneration (in € k)</b>									
Average remuneration	78	5.0 %	75	5.2 %	71	4.9 %	68	7.1 %	63
<b>Management Board remuneration (in € k)</b>									
Dr. Werner Lanthaler	2,519	(45.9) %	4,661	130.6 %	2,021	10.0 %	1,837	3.3 %	1,779
Dr. Cord Dohrmann	1,404	(32.9) %	2,092	80.6 %	1,158	34.4 %	862	2.9 %	838
Dr. Matthias Evers	1,384	—	—	—	—	—	—	—	—
Dr. Craig Johnstone	2,112	—	927	(0.2) %	929	21.1 %	767	—	—
Enno Spillner	1,083	20.7 %	897	(0.5) %	901	20.8 %	746	4.8 %	712
<b>Former Management Board remuneration (in € k)</b>									
Dr Mario Polywka (until 12/2018)	—	—	—	—	—	—	—	(100.0) %	846
<b>Supervisory Board remuneration (in € k)</b>									
Prof. Dr. Iris Löw-Friedrich (since 06/2014)	150,000	32.0 %	113,616	62.3 %	70,000	7.1 %	65,357	86.7 %	35,000
Roland Sackers (since 06/2019)	95,000	5.0 %	90,452	6.4 %	85,000	86.7 %	45,536	0.0 %	—
Dr. Mario Polywka (since 06/2019)	60,000	8.2 %	55,452	10.9 %	50,000	86.7 %	26,786	0.0 %	—
Dr. Elaine Sullivan (since 06/2015)	65,275	8.8 %	60,000	0.0 %	60,000	0.0 %	60,000	71.4 %	35,000
Kasim Kutay (since 06/2020)	28,351	(52.7) %	60,000	84.3 %	32,548	—	—	—	—
Dr. Constanze Ulmer-Eilfort (since 06/2021)	73,187	123.7 %	32,712	—	—	—	—	—	—
Camilla Macapili Languille (since 06/2022)	31,649	—	—	—	—	—	—	—	—

<b>Former Supervisory Board remuneration (in € k)</b>								
Bernd Hirsch (until 06/2019)	—	—	—	—	—	(100.0)%	44,107	(37.0) % 70,000
Dr. Claus Braestrup (until 06/2019)	—	—	—	—	—	(100.0)%	27,857	(20.4) % 35,000
Michael Shalmi (until 06/2020)	—	—	—	(100.0) %	27,452	(54.2) %	60,000	71.4% 35,000
Prof. Dr. Wolfgang Plischke (until 06/2021)	—	(100.0)%	68,219	(54.5)%	150,000	0.0 %	150,000	57.9 % 95,000

### Miscellaneous

Evotec has Directors and Officers (D&O) liability insurance for the Management Board members. This insurance policy covers the personal liability of Management Board members for any claims made against them for damages in the exercise of their duties. The insurance includes an excess or deductible for the Management Board members in accordance with the German Stock Corporation Act.

### Additional remarks

This English report is a translation of the German original. In the event of any differences, the German version is authoritative.