

Declaration on corporate governance for the financial year 2024 (Sections 289f, 315d German Commercial Code - HGB)

The principles of responsible, sound corporate governance determine the work of the management and supervisory boards of Evotec SE ("Evotec"). In this declaration the Management Board reports – also on behalf of the Supervisory Board – on corporate governance within the Group pursuant to Sections 289f, 315d HGB and the German Corporate Governance Code.

Definition of good corporate governance

Its listing on the Frankfurt Stock Exchange and since autumn 2021 its US listing on the NASDAQ, combined with its international shareholder structure, mean that Evotec follows both the German rules on corporate governance and international standards. Good, transparent corporate governance ensures that the management and supervision of the Company is responsible and focused on adding value. Maintenance of high standards of corporate governance plays a key role in the Company's success. This includes the integrity in dealings with employees, business partners, shareholders and the general public. As a service provider and business partner Evotec is dependent on attracting and retaining the trust of its customers and partners by its irreproachable conduct. Our aim is to act credibly, seriously and reliably and to express this in the impression we leave behind. Evotec's corporate governance is therefore reviewed and refined regularly by the Management Board and Supervisory Board.

Annual targets are defined and communicated as part of the Management Board's strategy. We rely on the sense of responsibility and initiative of our managers and employees to perform our work. We agree on clear targets and regularly assess our performance against them. These performance targets are a key element of our management philosophy and part of our remuneration system.

Declaration of compliance with the German Corporate Governance Code pursuant to Section 161 German Stock Corporation Act (AktG) for the 2024 financial year

The German Corporate Governance Code (current version dated 28 April 2022; the "Code") contains principles, recommendations and suggestions for the Management Board and the Supervisory Board, which are intended to help ensure that the Company is managed in its best interests. The Code clarifies the obligation of the Management Board and the Supervisory Board to ensure the continued existence of the Company and its sustained ability to create value (company interest) in accordance with the principles of the social market economy and taking the concerns of shareholders, employees and other stakeholders into account.

With the exceptions detailed below, Evotec follows all the recommendations and almost all the suggestions of the Code. The Management Board and Supervisory Board of Evotec SE therefore declared in December 2024 in accordance with Section 161 AktG:

"Evotec SE has complied in 2024 with the recommendations of the Governmental Commission on the German Corporate Governance Code (the "Code") as published in the

official section of the Federal Gazette and intends to comply in the future with the recommendations of the Code, with the following exception:

Notwithstanding Section C.5 of the Code, Prof. Dr. med. Löw-Friedrich, Chief Medical Officer of UCB SA (until July 2024) and Chairperson of Evotec's Supervisory Board, has also a seat in the Supervisory Board of Fresenius SE & Co. KGaA. In exercising her mandate as Chairperson of the Supervisory Board of Evotec SE, Prof. Dr. med. Iris Löw-Friedrich always had devoted sufficient time to perform her function to the extent required.

- In deviation from recommendations G.6 and G.10, Dr. Mario Polywka had not received any long-term, share-based variable remuneration under the Management Board remuneration system for his temporary activity as Interim CEO from January 2024. Due to his only interim position as a member of the Management Board and Chairman of the Management Board for a maximum period of one year, the Supervisory Board of Evotec SE did not consider it in its interest to grant long-term variable remuneration whose assessment period would extend far beyond the term of office as a member of the Management Board and thus beyond the possibility of influencing the achievement of targets. In accordance with the German Stock Corporation Act and the Code, it should also be prevented that the incentivizing effect of long-term, share-based remuneration granted during the temporary activity on the Management Board continues after returning to the Supervisory Board and possibly leads to doubts about the independent exercise of control activities. After the end of Dr. Mario Polywka's temporary activity on the Management Board, the remuneration of the Management Board has again fully complied with the recommendations of the Code.*
- In application of recommendation G.11 and in deviation from recommendation G.8, the Supervisory Board partially redefined the performance criteria for the Management Board members for the short-term variable remuneration components (Bonus) in May 2024. The Supervisory Board has thus taken into account the forecast for 2024 as published on 24 April 2024, which differs significantly from the forecast originally used in December 2023 for the performance criteria for the 2024 Bonus. This gave the Supervisory Board the opportunity to adjust the incentivisation effect of the variable annual remuneration and an adequate performance measurement to the significantly changed factors, to align these in the interests of the company and thus to ensure an alignment of interests between investors and members of the Management Board that serves the long-term promotion of the company's well-being and the guarantee of sustainable and long-term corporate success.*
- In deviation from recommendation F.2 the consolidated financial statements and the group management report will not be published until April 17, 2025. Due to Evotec SE's dual listing on the Frankfurt Stock Exchange and on the NASDAQ and the resulting increase in the scope of reporting, the Company currently does not consider earlier simultaneous publication to be possible."*

Otherwise, the declaration of conformity from December 2024 remains unchanged.

The current Declaration of Compliance with the German Corporate Governance Code and the declarations for the past five years can be found on the Evotec website at <https://www.evotec.com/en/sustainability/governance>.

Description of the working practices of the Management Board and Supervisory Board and their composition

Two-tier management and control system: Management Board and Supervisory Board

As required by the German Stock Corporation Act, Evotec SE has a two-tier board system consisting of Evotec's Management Board and Evotec's Supervisory Board. The Management Board is responsible for managing Evotec and representing the Company in its dealings with third parties, while the Supervisory Board appoints and dismisses the members of Evotec's Management Board and oversees the management of the Company. German law prohibits the Supervisory Board from making operational management decisions. The two boards, however, work closely together to achieve long-term and sustainable growth for the Company and to create shareholder value. They agree on the Company's strategy and on business transactions that are significant.

The Management Board reports to the Supervisory Board in writing and orally on an ongoing basis and provides it with detailed information about the status of the Company. This includes monthly reports by the Management Board, in which it presents the financial results for the previous month in writing, along with detailed comments and explanations. The Management Board also presents the budget for the coming financial year and the medium-term planning to the Supervisory Board. In addition, the Management Board is obliged to notify the Supervisory Board in good time of all transactions that could have a significant impact on the Company's profitability or liquidity. This enables the Supervisory Board to make comments on such transactions before they are executed.

Above and beyond this exchange of information and the discussions between the Supervisory Board and the Management Board, the Supervisory Board Chair and the Chair of the Management Board (CEO), as well as other Management Board members, discuss current and ongoing topics whenever this is appropriate.

Management Board

The Management Board of Evotec SE manages the Company on its own responsibility and represents Evotec SE in transactions with third parties. The Management Board develops the Company strategy, agrees it with the Supervisory Board and ensures its implementation. The Management Board's actions and decisions are guided by the Company's interests. It is committed to the target of sustainably increasing enterprise value, while taking the interests of shareholders, employees and other stakeholders into account. The members of the Management Board are jointly responsible for the entire management of the Company and decide on fundamental questions of Company policy and strategy, as well as on the annual and long-term planning.

In addition to the Chair, during 2024 the Management Board of Evotec SE consisted of four further members. The Chair coordinates the work of the Management Board members. New Management Board members are appointed for a maximum term of three years, in accordance with recommendation B.3 of the Code. Contracts may be renewed for up to five years, however, as currently agreed with the Chief Scientific Officer. Following the resignation of Dr Werner Lanthaler as Chief Executive Officer on 03 January 2024, Dr Mario Polywka was assigned from the Supervisory Board to the Management Board and appointed as interim CEO. He resigned from his office and his seat in the Supervisory Board with effect as of the Annual General Meeting ("AGM") on June 10, 2024. On July 1, 2024, Dr Christian Wojczewski joined Evotec as Chief Executive Officer and Chair of the Management Board. Furthermore, Aurélie Dalbiez joined Evotec as Chief People Officer and Member of the Management Board on 15 June 2024. Dr Matthias Evers left the company with effect from September 30, 2024. Dr Craig Johnstone also left the company with effect

from December 31, 2024. Laetitia Rouxel was appointed as Chief Financial Officer as of 1 April 2023 for a term of three years. The contract with Dr Cord Dohrmann, Chief Scientific Officer, was extended with effect from 1 September 2022 for a further five years until 31 August 2027. Members of the Management Board may be re-elected or dismissed early for good reason. The members of the Evotec SE Management Board do not hold more than three Supervisory Board seats in publicly listed companies outside the Group or on supervisory boards that make comparable demands. Information about the individual board seats and professional responsibilities of the Management Board members can be found on page 115 of the Annual Report 2024.

With regard to the diversity of the Management Board it should be borne in mind that the Supervisory Board selects the Management Board members on the basis of their qualifications and professional background ("thought diversity"). In accordance with Section 111 (5) AktG the Supervisory Board of Evotec SE defined a quota of female members of the Management Board for the first time in 2015. Given that the four Management Board members with ongoing contracts were all male at the time, this quota was set at 0%. This quota was confirmed in 2017 in view of the terms of the contracts with the current active Management Board members, because no changes in the composition of the Management Board were planned. Evotec has decided to continue to set no fixed quota for female members of the Management Board and to base its decisions on Management Board appointments solely on performance and qualifications. However, the Supervisory Board has appointed Laetitia Rouxel as Chief Financial Officer as of 1 April 2023 and Aurélie Dalbiez as the new Chief People Officer on 15 June 2024. This means that following the two resignations in 2024, in 2024 half of Management Board is made up of women. Two of the four current Management Board members do not come from Germany.

An age limit has been set for Management Board members in accordance with recommendation B.5 of the Code. Pursuant to Section 1 (4) of the Rules of Procedure for the Supervisory Board of Evotec SE, the Supervisory Board ensures that no member of the Management Board is older than 65 years of age when appointed.

Responsibilities within the Management Board in 2024 were divided according to functional criteria, on the basis of Rules of Procedure. The Chief Executive Officer is responsible for coordinating the Management Board, for ESG & Investor Relations, Corporate Development & Strategy, JUST – Evotec Biologics, Global Drug Discovery, Development and Manufacturing, Global Quality Management, Regulatory Affairs and Global Legal, IP & Compliance. The Chief Financial Officer is in charge of Global Finance, Controlling, Treasury, Taxes, Insurance, Risk Management, Internal Audit, the Export Compliance Office, exercises the function of the Chief Export Control Officer (CECO), Global Supply Chain, including Procurement, Logistics, Facility Management and Engineering and Global Data & IT (including Security Operations). The Chief Scientific Officer is responsible for the Research & Development segment, Cell Therapies, Global Partnering/Business Development, Strategic Marketing, *EVOgnostics*, R&D IT and Global Bioinformatics and PanHunter Academic BRIDGES and operational Venture Capital. The Chief People Officer is in charge of Global Human Resources and Global Environment, Health & Safety.

As a rule, each individual Management Board member is responsible for managing their own area of responsibility autonomously. Activities and transactions in any single area of responsibility that are of exceptional importance for the Company, or which entail an exceptional risk require the prior approval of the entire Management Board. Further details are defined in the Rules of Procedure for the Management Board.

Management Board meetings are convened by the Chair of the Management Board (CEO). Each Management Board member can require an extraordinary Management Board

meeting to be convened, in addition to the regular Management Board meetings. The Chair of the Management Board (CEO) chairs the Management Board meetings and coordinates the work of the individual members. Individuals who are not Management Board members may be invited to advise at a Management Board meeting by resolution of the Management Board.

Brief minutes are to be taken of key negotiations and resolutions. Management Board resolutions are generally taken in meetings. However, they may also be taken without a meeting; in writing, by electronic means or by phone. The Management Board is quorate when the majority of its members vote on the resolution. As a rule, Management Board resolutions are passed by a simple majority. If the vote is tied, the Chair has the casting vote.

The current Rules of Procedure of the Management Board can be found on the Company website under <https://www.evotec.com/en/sustainability/governance>.

The Supervisory Board and the Management Board have taken care of long-term succession planning. It reflects the requirements of the German Stock Corporation Act (AktG) and the Code, as well as the diversity concept for the composition of the Management Board adopted by the Supervisory Board. Taking the concrete qualification requirements and the criteria mentioned into account, the Nomination Committee of the Supervisory Board prepares an ideal profile on the basis of which the Nomination Committee draws up a short list of available candidates. Interviews are held with these candidates. A recommendation is then made to the Supervisory Board for resolution. If necessary, the Supervisory Board and/or the Nomination Committee are supported by external advisers to develop the requirement profile and select the candidates, such as the search for a new Chief Executive Officer last year.

Supervisory Board

Composition

Evotec's Supervisory Board consists of six members – as provided in the current Articles of Association – all of whom are elected by the shareholders with a simple majority of the votes cast at an Annual General Meeting ("AGM"). The proposal to the AGM is carried out in accordance with the German Corporate Governance Code's recommendations. Regardless of gender, nationality or age, members are appointed based on their qualifications, work experience, independence and diversity. New Supervisory Board members are to be elected for an initial term of two years and re-elected Supervisory Board members for a three-year term.

The six current members of Evotec's Supervisory Board were all lastly elected at the AGM 2024. The new Supervisory Board members Dr. Duncan McHale and Wesley Wheeler have been initially elected for a term of office of two years, while the re-elected Supervisory Board members have been elected for a three-year term of office, except for the Chairperson Prof Dr Iris Löw-Friedrich who has been re-elected for a term of office of two years to allow for a coordinated succession after reaching the maximum tenure of 12 years.

The term of the current Supervisory Board ends with the close of the AGM 2026 (Iris Löw-Friedrich, Wesley Wheeler, Duncan McHale) or 2027 (Roland Sackers, Camilla Macapili Languille, Constanze Ulmer-Eilfort). Staggered terms of office are also planned for the future. The Supervisory Board appoints a Chairperson and one Vice Chairperson from among its members. Prof. Dr Iris Löw-Friedrich is elected Chairperson of the Supervisory Board, and Roland Sackers is elected as Vice Chairperson. During 2025 the Supervisory Board will start the succession planning process for its Chairperson to allow for a

coordinated succession after Prof Dr Löw-Friedrich will reach the maximum tenure of 12 years at the AGM 2026.

In accordance with the recommendations of the Code, the members of the Evotec Supervisory Board were selected regardless of their gender, nationality and age, according to their qualifications, professional experience, ability and independence. Overall, the Supervisory Board shall remain composed in such a way that the majority of its members are independent, including the Chairperson and Chairpersons of Audit & Compliance Committee and Remuneration & Nomination Committee and that its members as a group possess the knowledge, ability and expert experience required to properly complete its tasks. It should be noted that the Supervisory Board has set an age limit and determined that potential candidates may not be older than 72 years of age when they are proposed for election. In addition, the Supervisory Board currently has defined 12 years of office as the regular limit for membership of the Supervisory Board. The Supervisory Board has set a gender quota requiring a proportion of women and men of at least 30%.

The Supervisory Board has determined concrete objectives regarding its composition and competencies and prepared a profile of skills and expertise reflecting the company-specific situation. These objectives and skills profiles are regularly reviewed and discussed within the Supervisory Board to reflect the ongoing evolution of the Company and its further specific and unique offerings and operational activities. As a consequence, the Supervisory Board has agreed in its meeting in September 2024 on the most recent skills matrix and competency profile set out below.

Skills / Expertise	Iris Löw-Friedrich (Chair, RemCom Chair)	Roland Sackers (Deputy Chair, ACC Chair)	Camilla Macapili Languille	Constanze Ulmer-Eilfort (ESG Chair)	Wesley Wheeler	Duncan McHale
Independent Supervisory Board members (Chairman, ACC Chair, RemCom Chair; majority of total members)	X ¹	X	X ²	X	X	X
Research & Development	X	–	–	–	–	X
Biologics Manufacturing	–	–	X	–	X	–
Biopharma	X	–	X	–	X	X
Small Biotech	–	–	X	–	X	X
Pharma Services	X	X	X	–	–	X
Commercial / B2B	–	–	–	–	X	–
M&A / Partnering	–	–	X	X	X	X
Capital Markets	X	X	X	–	–	–
Accounting / P&L / Risk Management	X	X ^{3,4}	X ⁴	–	–	–
Auditing & Sustainability Reporting	X	X ^{3,4}	–	X	–	–
Digitization	X	X	–	–	–	–
IT and Cybersecurity	–	X	–	–	–	–
General Management	X	X	X	X	X	X
Legal & Compliance	–	X	–	X	–	–
Environment and Sustainability	X	X	X	X	–	–
Social and HR	–	X	–	X	–	–
Governance	X	X	X	X	X	X
Age of Supervisory Board candidate does not exceed 72 years at the time of the proposal	X (1960)	X (1968)	X (1983)	X (1962)	X (1956)	X (1966)
Nationality	German	German	Canadian	German	US	British
Regional experience in EU, USA, Asia	EU, USA, Asia	EU, USA	EU, USA, MENA	EU	USA	EU, USA
Female Supervisory Board members (at least 30%)	X	–	X	X	–	–

¹⁾ Management Board Member of UCB: The business relationship with UCB as a customer of Evotec is considered immaterial (~0.5% of 2022 group revenue)

²⁾ Head of Life Sciences of Mubadala Investment Company: Mubadala Investment Company holds ~7% of Evotec's shares but does not have control as defined in C.9 of GCGC

³⁾ Experience in audit and accounting

⁴⁾ Experience in accounting

Currently, the composition of Evotec's Supervisory Board fulfils all those objectives: All members have an extensive international professional background from working in numerous internationally operating companies. All members are considered as independent following the two-dimensional evaluation criteria of the German Corporate

Governance Code, three nationalities are represented and there are three female members. Evotec's aspiration of "diversity of thoughts" is ensured by composing internationally experienced Management and Supervisory Boards with broad and complementary skill sets.

Prof. Dr. Löw-Friedrich is regarded as independent within the meaning of recommendation C.7 of the German Corporate Governance Code in its current version as of 28 April 2022. Until the end of June 2024 Prof. Dr. Löw-Friedrich was a member of the Executive Committee of UCB S.A., which is an Evotec customer. The Evotec Group's turnover with the UCB Group is only about 0.5% of the total turnover of the Evotec Group, so that no material business relationship between Evotec and UCB within the meaning of recommendation C.7 is to be assumed. Moreover, Iris Löw-Friedrich was responsible at UCB's Management Board for world-wide clinical development and life cycle of marketed products but not for discovery research and pre-clinical development and manufacturing which are the only subjects of the services provided by Evotec to UCB. Since these services are not of significant business value, they are neither discussed within the UCB Executive Committee nor Evotec's Supervisory Board.

Furthermore, and notwithstanding Section C.5 of the German Corporate Governance Code, Prof. Dr. Iris Löw-Friedrich has also a seat in the Supervisory Board of Fresenius SE & Co. KGaA. However, Iris Löw-Friedrich always devoted sufficient time to perform her function, including attendance to all board and committee meetings (100%). She is running regular biweekly informal Supervisory Board calls, has regular biweekly calls with the CEO, as well as interactions with other members of the Management Board on an as-needed basis. She is also meeting with members of the n-1 leadership level, in groups and individually. Annual comprehensive governance roadshows with investors have enriched the mutual exchange and feedback loops. In summary, she is available to meet with internal and external stakeholders and has plausibly demonstrated that this will also be the case in the future.

Mr Roland Sackers (CFO of Qiagen N.V.) is independent. Qiagen N.V. does not have any material commercial relations with Evotec SE; no other circumstances that could make him dependent have been identified.

Despite her position as Head of Life Sciences at Mubadala Investment Company, Camilla Macapili Languille is considered an independent Supervisory Board member. Mubadala Investment Company holds approx. 7% of Evotec SE's voting shares and, thus, has a material interest in Evotec SE within the meaning of section C.13 of the German Corporate Governance Code. Nevertheless, Mubadala Investment Company is not a controlling shareholder within the meaning of section C.9 of the German Corporate Governance Code. A shareholder's (and thus also Ms Macapili Languille's) dependency would exist if a controlling agreement existed with the shareholder, the shareholder held an absolute majority of the voting rights or at least a sustainable majority at the Annual General Meeting. A voting share of 7% does not constitute a sustainable majority at the Annual General Meeting in favour of Mubadala Investment Company and, therefore, neither a conflict of interest that is not merely temporary, nor a dependency due to de facto majorities of voting rights, especially since the number of validly cast votes at past general meetings regularly amounted to significantly more than 40% of the share capital.

Dr Constanze Ulmer-Eilfort (lawyer at PSP, Munich) is independent. PSP Munich has no commercial relations with Evotec SE; there is no indication of any other circumstances that would result in her dependence.

Nor are there any indications of a lack of independence of Dr Duncan McHale or Wes Wheeler..

The members of the Supervisory Board attend any training courses if necessary for the performance of their duties of their own accord.

The Supervisory Board Chair coordinates the work of the Supervisory Board and represents the Supervisory Board externally. The Supervisory Board Chair is available to shareholders to discuss topics specific to the Supervisory Board. In January and February 2024, the Supervisory Board Chair together with the Head of Global IR & ESG, the Global Head of HR and the Global Head of Legal & Compliance of the Company conducted a Governance Roadshow where several investors and proxy advisors were met in individual virtual meetings. In these meetings, the Chairperson provided a strategic outlook and an overview on topics relevant for the Supervisory Board and ESG related focus areas. In addition, the revised Management Board remuneration system was explained to collect the investors' and proxy advisors' feedback prior to seeking approval of the Company's remuneration report at the Annual General Meeting. The next Governance Roadshow was conducted in January 2025. Feedback from these meetings was analysed and presented during Supervisory Board as well as relevant committee meetings to inform decision making.

Responsibilities

The Supervisory Board appoints and dismisses the members of the Management Board and advises and supervises the Management Board on the management of the Company. Regular discussions take place between the Management Board and Supervisory Board, which both parties ensure remain confidential. The Supervisory Board, in particular the Supervisory Board Chair, are in regular contact with the Management Board. The Management Board reported to the Supervisory Board in numerous conference calls, which were arranged as needed, and provided ongoing written and oral reports and information in the form of detailed analysis of the Company's operating business and other topics such as strategy, planning, risk management and compliance management systems.

In line with recommendation D.7 of the Code, the Supervisory Board met regularly for the scheduled Supervisory Board meetings without the Management Board.

The Supervisory Board also plays a significant role in fundamental decisions. The fundamental decisions that the Supervisory Board has defined as requiring its prior approval consist primarily of the following:

- Matters requiring the approval of the Supervisory Board under company law. The strategic and operational plan (Budget), including revenues, cost, results, capital expenditures, and finances as well as material changes from these plans.
- Investments outside the ordinary cause of the Company's services business in excess of a contractual commitment of € 15m, including in-licensing deals, unless as part of the approved annual budget.
- Investments or convertible loans into new legal entities including M&A in excess of a commitment of € 10 m.
- Material changes of the holding in a certain legal entity (either by +/- 10% of ownership or to the effect that control in such entity is assumed or lost).
- Disposal of equity ownerships of more than 10%.
- Loans of any kind to third parties (other than convertible loans in context of equity engagements), guarantees, liens, bonds, or any measures of capital acquisitions.
- Investments in or disposals of land or real estate property.
- Foundation of new businesses, changes of existing business having a material impact on the company, changes of by-laws.
- Management instruments and distribution of responsibilities of Board members and of members of the board of subsidiaries.

The articles of association provide for Supervisory Board resolutions to be adopted in meetings as a rule. However, meetings may be held and resolutions adopted in writing, by phone, or by means of electronic or other communications technologies, if the Supervisory Board Chair so decides in any specific case. The articles of association also stipulate that the Supervisory Board is quorate when more than half its members take part in the resolution in person or by voting in writing or any other permissible form. Otherwise, the Supervisory Board is to be convened again, with a period of two weeks between the date of the invitation and the meeting. The Supervisory Board is then quorate when at least three members take part in the resolution. Absent members can take part in the Supervisory Board resolution by casting their vote in writing. Supervisory Board resolutions are passed by a simple majority of votes cast. The Supervisory Board has also adopted Rules of Procedure (see <https://www.evotec.com/en/sustainability/governance>).

It is ensured that every Supervisory Board member has sufficient time for the exercise of their duties. None of the Supervisory Board members has a seat on more than five supervisory boards of publicly listed entities outside the Group. Equally, none of the Supervisory Board members with a seat on the management board of a publicly listed entity holds more than two supervisory board seats on publicly listed entities within the Group or has comparable functions, nor chairs the supervisory board of any publicly listed entity outside the Group.

The Supervisory Board was not informed about any potential conflict of interest among its members in the course of 2024.

The Supervisory Board Report, which is part of the Annual Report, provides a summary of its work and is published on the Company's website under <https://www.evotec.com/en/sustainability/governance>.

Board seats held by Supervisory Board members and transactions with related parties are listed on page 116 of the Annual Report 2024.

Work in the Supervisory Board committees conforms to the German Corporate Governance Code

A significant proportion of the Supervisory Board's work is conducted in committees. Pursuant to the German Stock Corporation Act and the recommendations of the German Corporate Governance Code, Evotec's Supervisory Board has established an Audit & Compliance Committee as well as a Remuneration and Nomination Committee and an ESG Committee from among its members.

Evotec's Audit & Compliance Committee, comprising three members, supports the Supervisory Board in independently monitoring the Company's financial reporting activities and in auditing reports. In particular, the Audit & Compliance Committee reviews the Company's accounting processes, the effectiveness of the internal control system and the audit of the financial statements. In addition, it discusses the quarterly and half-year reports with the Management Board as well as its risk management, IT security systems and compliance management systems. Within the scope of the audit of the financial statements commissioned by the Supervisory Board, the Audit & Compliance Committee also reviews possible transactions with related parties. Moreover, the Audit & Compliance Committee also discusses certain steps and procedures of the audit with the appointed auditing firm, including the auditors' independence, quality, the additional services rendered by the auditor, the issuing of the audit mandate to the auditing firm, the determination of auditing focal points, the fee agreement and compliance issues. The Audit

& Compliance Committee exchanges information regularly with the auditor as part of the preparation and implementation of the audit without the Management Board.

The members of the Audit Committee possess the required skills and experience. As a Chief Financial Officer, the Audit Committee's Chairman Roland Sackers is not only independent, but also has the required specialist knowledge and experience in the application of accounting principles, internal control and risk management processes and audit, including sustainability reporting and its audit and assurance. Roland Sackers' expertise in the field of auditing includes special knowledge and experience in the auditing of financial statements. Following Dr Mario Polywka's assignment as interim CEO in January 2024, Camilla Macapili Languille has joined the Audit and Compliance Committee. As per her role in Mubadala Investment Company and her professional background, Camilla Macapili Languille has also expertise in the field of accounting, internal control and risk management systems. Neither the Chairman of the Supervisory Board nor a former member of the Management Board may become Chairman of the Audit and Compliance Committee. Evotec's Audit and Compliance Committee Charter can be found on the Company's website under <https://www.evotec.com/en/sustainability/governance>.

The main duties and responsibilities of the Company's Remuneration and Nomination Committee are to prepare the appointment of Management Board members and to prepare recommendations concerning their remuneration system and Share Performance Plan. The Remuneration and Nomination Committee also prepares the succession planning for both Management Board and Supervisory Board. Final decisions are made by the full Supervisory Board. The Articles of the Remuneration and Nomination Committee can be viewed on the Company's website under the link <https://www.evotec.com/en/sustainability/governance>.

Considering the increased importance of Environmental, Social and Governance (ESG) aspects in a corporate and global environment, Evotec's Supervisory Board has formed an ESG Committee in 2022. The ESG Committee consists of a minimum of two members from the Supervisory Board and is supported by the Company's CEO and the Head of Global Investor Relations & ESG. Together with the Management Board, the ESG Committee defines the priorities of Evotec with respect to environment, people and governance on a rolling basis, and is advising on and monitoring the implementation of such priorities. Evotec's ESG Committee Charter can be found on the Company's website under <https://www.evotec.com/en/sustainability/governance>.

Each of the committees regularly report at the Supervisory Board meetings about recent meetings and discussions.

Members of all three committees are appointed in accordance with the Code. For detailed information about the composition of the Supervisory Board and its committees, please find the table below:

	Audit & Compliance Committee	Remuneration & Nomination Committee	ESG Committee
Tasks	Supports the Supervisory Board in independently monitoring the Company's financial reporting activities and in audit reports. Scrutinises the Company's accounting processes, the effectiveness of the internal control system as well as its risk management and compliance management systems.	Prepares the appointment of Management Board members and to prepare recommendations concerning their remuneration system and the grants of Share Performance Awards.	Together with the Management Board, the ESG Committee defines the priorities of Company with respect to environment, people, and governance on a rolling basis, and is advising on and monitoring the implementation of such priorities.
	Prof. Dr. Iris Löw-Friedrich (Chairperson)	X (Chair)	..*
	Roland Sackers (Vice-Chairperson)	X	-
Members	Camilla Macapili Languille	-	-
	Dr. Duncan McHale	-	X
	Dr. Constanze Ulmer-Eilfort	-	X (Chair)
	Wesley Wheeler	X	-

* Iris Löw-Friedrich is permanent guest to ESG Committee after resignation from Camilla Macapili Languille following her appointment to the ACC

Efficiency review by the Supervisory Board

The Supervisory Board regularly performs a self-evaluation of its efficiency and working mode. In 2022, the evaluation was for the first time facilitated by external advisors who collected detailed input by interviewing each Supervisory Board member, each Management Board member and some key stakeholders. The external advisors analyzed the collected feedback and provided a summary to the Chairperson and the full Supervisory Board which was then discussed among the full Supervisory Board in a full day workshop facilitated by the external advisors. The results of the assessment confirmed a professional and constructive cooperation within the Supervisory Board and with the Management Board based on trust and openness. The composition and the structure of the Supervisory Board, including the committee structure and meeting organization are confirmed and generally appropriate. In a half-day workshop in September 2024 the Supervisory Board reviewed the conclusions from the 2022 assessment and confirmed them as still valid. The Supervisory Board also identified further areas for improvement, such as meeting preparation rules as well as alternating meetings at the various sites of the Company for better interactions with the senior leadership team. Finally, the Supervisory Board refined its competency and skills profile as outlined above. The Supervisory Board will decide on a case-by-case basis whether any of the next efficiency testing should be supported by an external facilitator.

Remuneration of Executive Board and Supervisory Board members

Evotec SE complies with the recommendation of the German Corporate Governance Code and discloses the individual remuneration of Management and Supervisory Board members. Detailed information about the remuneration of the Management Board members, divided into fixed and variable components and other benefits, and the remuneration of Supervisory Board members is provided in a separate chapter of the Management Report, the Remuneration Report. The Management Report forms part of the Annual Report and is published on the Company's website under <https://www.evotec.com/en/sustainability/governance>. The remuneration of the Management Board and Supervisory Board is also disclosed on the website under <https://www.evotec.com/en/sustainability/governance>.

The revised system of Management Board remuneration was presented to the Annual General Meeting in 2022 and adopted by a majority of 94%. The revised system of Supervisory Board remuneration was presented to the Annual General Meeting in 2024 and adopted by a majority of 96%.

The Company has directors' and officers' liability insurance for the members of the Management Board and the Supervisory Board, the members of the senior management team and the managing directors of subsidiaries. The Company bears the costs of this insurance. A reasonable excess has been agreed for the members of the Supervisory Board. The excess for the members of the Management Board is in accordance with the Act on Reasonable Management Board Remuneration (VorstAG).

Directors' Dealings

The European Market Abuse Regulation stipulates that members of the Management Board, the Supervisory Board and members of the senior management team at Evotec, and related parties, must disclose dealings in Evotec shares that exceed the statutory threshold of €5,000 in a calendar year. Evotec has also adopted a state-of-the-art Insider Policy (see <https://www.evotec.com/en/sustainability/governance>) that governs trading in Company securities for members of the decision-making bodies and Company insiders and ensures the necessary transparency. In addition, Evotec regularly inquiries about shareholdings at the end of the calendar year.

The following notifiable securities transactions of members from Management Board and Supervisory Board were disclosed in 2024:

Date	Name	Function	Type of transaction	No of units	Price	Transaction volume
01 October 2024	Laetitia Rouxel	Member of the Management	Restricted shares granted as Short-Term Variable Incentive (Bonus) for 2023 pursuant Evotec's remuneration system	9,128	EUR 6.39	EUR 58,369.84
13 September 2024	Christian Wojczewski	Member of the Management	Purchase	10,000	EUR 6.11	EUR 61,087.50
05 September 2024	Aurélie Dalbiez	Member of the Management	Purchase	3,500	EUR 6.03	EUR 21,102.55
02 September 2024	Christian Wojczewski	Member of the Management	Purchase	10,000	EUR 6.45	EUR 64,466.00
28 August 2024	Iris Löw-Friedrich	Member of the Supervisory Board	Purchase	15,000	EUR 6.67	EUR 100,050.00

23 August 2024	Christian Wojczewski	Member of the Management	Purchase	20,000	EUR 5.66	EUR 113,291.94
22 August 2024	Craig Johnstone	Member of the Management	Purchase	3,000	EUR 5.52	EUR 16,553.03
16 August 2024	Christian Wojczewski	Member of the Management	Purchase	10,000	EUR 5.98	EUR 59,766.00
30 April 2024	Cord Dohrmann	Member of the Management	Restricted shares granted as Short-Term Variable Incentive (Bonus) for 2023 pursuant Evotec's remuneration system	7,728	EUR 9.86	EUR 76,220.10
09 February 2024	Cord Dohrmann	Member of the Management	Sale	19,726	EUR 13.79	EUR 272,025.13
18 January 2024	Werner Lanthaler	Member of the Management	Sale	26,787	EUR 14.84	EUR 397,543.19
16 January 2024	Werner Lanthaler	Member of the Management	Exercise against Cash Settlement (Share Performance Plan)	10,271	EUR 15.49	EUR 159,141.96
16 January 2024	Werner Lanthaler	Member of the Management	Exercise against Cash Settlement (Share Performance Plan)	10,271	EUR 15.49	EUR 159,141.96
16 January 2024	Craig Johnstone	Member of the Management	Exercise against Cash Settlement (Share Performance Plan)	3,330	EUR 15.49	EUR 51,596.02
16 January 2024	Craig Johnstone	Member of the Management	Exercise against Cash Settlement (Share Performance Plan)	3,330	EUR 15.49	EUR 51,596.02
16 January	Craig	Member of the Management	Exercise against Cash	3,331	EUR 15.49	EUR 51,611.51

2024	Johnstone		Settlement (Share Performance Plan)			
16 January 2024	Cord Dohrmann	Member of the Management	Exercise against Cash Settlement (Share Performance Plan)	5,640	EUR 15.49	EUR 87,387.85
16 January 2024	Cord Dohrmann	Member of the Management	Exercise against Cash Settlement (Share Performance Plan)	5,640	EUR 15.49	EUR 87,387.85
16 January 2024	Cord Dohrmann	Member of the Management	Exercise against Cash Settlement (Share Performance Plan)	5,640	EUR 15.49	EUR 87,387.85
15 January 2024	Werner Lanthaler	Member of the Management	Purchase of shares by exercising stock options (Share Performance Plan)	8,929	EUR 14.76	EUR 131,792.04
15 January 2024	Werner Lanthaler	Member of the Management	Purchase of shares by exercising stock options (Share Performance Plan)	8,929	EUR 14.76	EUR 131,792.04
15 January 2024	Werner Lanthaler	Member of the Management	Purchase of shares by exercising stock options (Share Performance Plan)	8,929	EUR 14.76	EUR 131,792.04
15 January 2024	Craig Johnstone	Member of the Management	Purchase of shares by exercising stock options (Share Performance Plan)	2,894	EUR 14.76	EUR 42,715.44
15 January 2024	Craig Johnstone	Member of the Management	Purchase of shares by exercising stock options (Share Performance Plan)	2,894	EUR 14.76	EUR 42,715.44
15 January 2024	Craig Johnstone	Member of the Management	Purchase of shares by exercising stock options (Share Performance Plan)	2,895	EUR 14.76	EUR 42,730.20
15 January 2024	Cord Dohrmann	Member of the Management	Purchase of shares by exercising stock options (Share Performance Plan)	1,684	EUR 14.76	EUR 24,855.84

15 January 2024	Cord Dohrmann	Member of the Management	Purchase of shares by exercising stock options (Share Performance Plan)	1,684	EUR 14.76	EUR 24,855.84
15 January 2024	Cord Dohrmann	Member of the Management	Purchase of shares by exercising stock options (Share Performance Plan)	1,684	EUR 14.76	EUR 24,855.84

Shareholdings of Management Board and Supervisory Board members

The members of the Management Board and Supervisory Board held the following shares as of 31 December 2024:

	Shares	(thereof, restricted Shares from STI Payout)	Outstanding Shares from vested SPA's	Granted unvested SPA's (total)	Outstanding Shares from vested RSA's	Granted unvested RSA's (total)
Management Board						
Dr Christian Wojczewski	50.000	0,00	0	0	0	0
Dr Cord Dohrmann	191.084	10.679,00	0	102.917	0	29.851
Dr Craig Johnstone	31.844	0,00	0	87.199	0	34.980
Laetitia Rouxel	9.128	9.128,00	0	32.214	0	0
Aurélie Dalbiez	3.500	0,00	0	0	0	0
Supervisory Board						
Prof. Dr Iris Löw-Friedrich	15.000					
Roland Sackers	0					
Dr Constanze Ulmer-Eilfort	0					
Camilla Macapili Languille	0					
Wesley Wheeler	6.375*					
Dr Duncan McHale	0					

* 6.375 ADRs

Changes in shares held by members of the decision-making bodies are published on the Evotec website under <https://www.evotec.com/en/sustainability/governance>.

Annual General Meeting

Shareholders exercise their rights, in particular their voting rights, at the Annual General Meeting. Each share entitles the bearer to one vote. The opening of the Annual General Meeting by the chairman of the meeting and the speech by the Management Board will be broadcast live in image and sound via the password-protected internet service to properly registered shareholders or their proxies on 10 June 2024 from 10.00 am CEST. The link to the password-protected internet service was published on the Company website under <https://www.evotec.com/en/investor-relations/annual-general-meeting>. Duly registered shareholders were sent individual access data to use the Company's password-protected online service.

Unregistered shareholders and other interested parties were able to follow the first part of the Annual General Meeting, particularly the presentations by the Management Board members, via a separate link on the Evotec website that did not require a password, but not the subsequent answers to the questions submitted in advance by shareholders.

Transparency

Evotec SE notifies shareholders and analysts, media and the general public regularly and impartially. The Company therefore meets all the requirements of the Code concerning transparency, promptness, openness and equal treatment. The aim of providing all target groups promptly with the same information at the same time has the highest priority for corporate communications and is governed by a Disclosure Policy. As such, it goes without saying that Evotec makes all company publications available simultaneously in German and English. This information is published on the Evotec website under <https://www.evotec.com/en/sustainability/governance>.

This section of the website also includes information such as press releases, the financial calendar with all the publication dates for financial reports, the IR event calendar, annual and quarterly reports, notifiable transactions and continuously updated information on corporate governance. This includes the articles of association, the rules of procedure for the Supervisory Board and its committees, the code of conduct, including the insider policy, and all the declarations of compliance.

Finally, regular meetings and conference calls are held with analysts and investors on the published quarterly results as well as in the course of Capital Markets Days, investor conferences and the annual Governance roadshow. Evotec ensures that no stakeholder group receives privileged information. Company management presented Evotec at various national and international investor conferences in 2024.

The website <https://www.evotec.com> also offers extensive information about the Evotec Group and the Evotec share.

Financial reporting and audit of the financial statements

Evotec informs its shareholders and third parties on a regular basis by means of its consolidated financial statements, half-year report and quarterly interim statements. As a stock corporation based in the European Union, Evotec SE is obliged to prepare and publish consolidated financial statements in line with International Financial Reporting Standards (IFRS) and Section 315a HGB. The consolidated and separate financial statements are audited by the auditors and reviewed by the Supervisory Board. The auditors elected by

the Annual General Meeting and appointed by the Supervisory Board attend the Supervisory Board's meetings to discuss the financial statements and report on the main results of their audit. The Audit Committee uses this information as a guideline for its own assessment of the financial statements and reports.

The published financial statements of Evotec SE with the management report, and the consolidated financial statements with the Group management report, were audited for 2024 by BDO AG Wirtschaftsprüfungsgesellschaft. These audits also covered risk management and compliance with reporting obligations on corporate governance pursuant to Section 161 AktG. After completing its review, the Supervisory Board also approved the separate and consolidated financial statements.

Compliance Organisation

Compliance and Code of Ethics and Business Conduct

The Management Board of Evotec SE ensures compliance with statutory provisions and internal policies and requires all employees to follow them. Evotec's corporate culture is committed to the highest standards of transparency, integrity and accountability. One key aspect of integrity is compliance with applicable legislation and internal company guidelines. Evotec's commitment to a compliance-oriented corporate culture is manifested in the Company's Code of Ethics and Business Conduct, which defines binding ethical principles such as integrity and professionalism that apply equally to members of the Executive Board and Supervisory Board and to all employees.

The Code of Ethics and Business Conduct was completely revised in the course of 2023 and has been published in February 2024. The current code is published under [Ethics & Compliance - Evotec](#).

The Code of Ethics and Business Conduct particularly covers:

- Valuing diversity and offering equal opportunities
- Protecting the health, safety and well-being of ourselves and our colleagues
- Protection of personal data
- Careful handling of confidential information
- Adopting of ethical working practices
- Protection of the environment
- Respect for human rights
- Safeguarding of the intellectual property of Evotec and our partners
- Responsible use of artificial intelligence (AI)
- No tolerance of bribery and corruption
- Fair competition
- Compliance with trade controls
- Maintaining financial integrity
- Building integrity in our relationships with suppliers
- Avoiding conflicts of interest
- No insider trading
- Raising concerns

Evotec does not tolerate any infringement of applicable law and take any breach of the Code of Ethics and Business Conduct very seriously. Breaches of the Code will be investigated thoroughly and impartially and may result in remedial, corrective or disciplinary actions.

Compliance Office

Dealing responsibly with the compliance risks of our business operations calls for a suitable and effective compliance management system. The compliance programme at Evotec SE is monitored by the company's compliance officer; an independent and objective function that reviews and assesses compliance matters within the group. Electronic compliance training takes place regularly across the Group and are tailored to the Company's specific compliance requirements and the associated risks. The aim of the training program is to achieve permanent awareness of compliance aspects in all business processes, to ensure that every decision meets Evotec's compliance obligations and to minimise compliance risks. It is mandatory for all members of the Executive Board and for all employees. The company's compliance officer monitors participation in this training program at regular intervals.

The compliance office helps to convey the values described above throughout the Group and ensure they are practised sustainably.

Another important aspect of accountability and transparency is giving all Evotec employees the opportunity to express their misgivings responsibly and effectively. Potential breaches of compliance obligations, comments or queries can be reported to the relevant manager, the company's compliance officer or the global whistleblowing platform (**EVOWhistle**), which is available 24 hours a day, seven days a week. If a potential compliance violation concerns a member of the Management Board, the Chair of the Supervisory Board's Audit and Compliance is notified. In total, 22 reports were received via the **EVOWhistle** platform in 2024, which have all been reviewed or are under review.

Evotec also implements the statutory capital markets requirements. An ad hoc committee has been set up, consisting of the Head of the Legal department, the Head of the Group Accounting, the Heads of the Investor Relations and the assistant to the Management Board, which reviews whether inside information requires an ad hoc announcement and ensures that this information is treated in accordance with the law. This ad hoc committee reports to the Chief Executive Officer. Evotec has also a clear, widely communicated Insider Policy which is supplementary to Evotec's Code of Ethics and Business Conduct. This Policy explains the notification duties of managers related to dealings as well as black-out periods before announcement dates of interim financials. The Policy describes what information is to be considered as insider information and the resulting information ban and trading prohibition. Furthermore, the Insider Policy lays out a mandatory clearance process prior to any trade in company shares. The clearance process is to be observed by any person discharging managerial responsibilities, including the Supervisory Board and Management Board members. All details of the Insider Policy have been reviewed and refined in 2024. All corporate insiders have been appropriately trained on the Policy.

Further information can be found in the Sustainability Report pursuant to Sections 289c and 315c HGB. This report can be found on Evotec's website under <https://www.evotec.com/en/investor-relations/financial-publications>.

Sustainability

Sustainability is the foundation of all our business as our activities are designed to improve lives of future generations of patients. Our claim *#researchneverstops* underlines how our commercial activity would only come to an end in the hypothetical event that effective therapies and cures were found for all diseases that are still incurable today. By expanding our offering for manufacturing biologics based on a continuous production process we are

also contributing our share to a more equitable access to healthcare due to lower manufacturing costs.

Tangible progress is being made with the integration of sustainability management into the Group structures. Evotec created the function Head of ESG in 2020, which reports directly to the CEO and is supported by a team of three additional employees. In 2022 the Supervisory Board set up an ESG Committee with currently two members, which provides further leadership and support with developing and implementing the sustainability strategy. A decentralised, additional governance layer was implemented in 2023 by appointing so called Sustainability Champions at each of our sites. The aim is to align structures and measures with our sustainability strategy and share local initiatives between sites.

We made a voluntary commitment to help meet the target set by the Paris Agreement of limiting global warming to 1.5°C and documented our intention by joining the Science-based Target Initiative in January 2021. The core topic in 2023 was the validation and approval of our near-term SBTi targets, followed by the validation and approval of long-term SBTi targets in 2024.

The corporate goals for 2024 again included sustainability goals. For 2024, the objective was the development of and commitment to a climate transition plan (CTA) that includes climate adaptation and beyond the value chain measures to achieve Scope 1,2&3 Net-Zero by 2045. We appointed 22 local "sustainability ambassadors" at all 15 sites so that site-specific projects can be better coordinated. The governance goal was linked to the completion of a group-wide engagement survey and the definition of actions which were started in 2024. Besides, we have dedicated EcoVadis Champions to coordinate the sustainability activities and the engagement with suppliers via EcoVadis (a sustainability intelligence platform for global supply chains) at the local level.

Our strategy covers the different facets of sustainability, based on a comprehensive materiality and stakeholder analysis, and is consistent with several of the overarching UN Sustainable Development Goals (UN SDG). Our most important contribution to society is to develop therapies for the treatment of previously incurable diseases. Areas addressed by the UN Sustainable Development Goals 3 & 5 form one of the main areas of our research.

Our activities also focus on the second key stakeholder group – our employees. Encouraging education and creating an innovative working environment (both internally and in cooperation with universities) is another important area of our activities. Our commitment to strengthening governance structures is testified by the appointment of a Chief People Officer (CPO) to the Management Board in 2024.

We pursue extremely diverse approaches to research. They include a focus on understanding diseases on a molecular level to identify and stratify responders and homogeneous sub-populations within a disease area to develop precise medicines. The use of patient-derived tissue samples and the development of disease models based on patient-derived induced pluripotent stem cells (iPSC) results in disease-relevant and therefore better findings. At the same time, this technology paves the way to significantly reducing the use of animal models in the research process. Our use of the latest technologies with constantly decreasing amounts of reagents enables us to reduce our consumption of resources and protect the environment. This produces less waste, cuts energy consumption and protects our employees by reducing their contacts with hazardous substances. In a market in which the protection of intellectual property is a decisive competitive factor, the security, quality and integrity of our information technology is an undisputed precondition

for upholding our reputation and creating the basis for sustainable growth. For this reason, it is an established element of our sustainability strategy.

Diversity

The way we think, and act is defined by respect, cooperation, openness and flexibility. Evotec is committed to equal opportunities in all areas, in terms of recruitment and development as well as promotions and salaries. As far as equal pay is concerned, a project was launched at Group level in 2020 to examine any pay differentials between men and women and has continued since 2021. The aim is to consider factors such as seniority, performance and hierarchical position. This means the analysis is more wide-ranging than required by law at some of our international sites (UK, France) and is still in the process of development. The analysis of results in 2023 showed that there are no relevant pay differentials at comparable levels within the Company.

Staff from 88 nations were employed at Evotec at year-end 2024 (2023: 93). The average age of employees as of this date was 40 years. 2.4% of employees have a recognised disability.

In terms of gender diversity, the proportion of women was 54.7%, compared with 54.4% in 2023. In the spirit of gender equality, we reached a proportion of women at the management level below the Management Board of 30% by the end of 2021 and maintained this in 2022 and 2023. In 2024 the proportion of women at this senior management level has increased to 34.0% (2023: 31.9%).

For further details please see the Evotec Sustainability Report 2024 published on the Company website under <https://www.evotec.com/en/investor-relations/financial-publications>.

Risk management

Early identification of risks—especially those that could threaten the Company's long-term viability—and their proactive and responsible management are key elements of effective corporate governance. Risk identification encompasses all potential threats, including ESG-related, compliance, reputational, and IT/cybersecurity risks, that could negatively impact Evotec's financial goals. It also addresses non-financial risks that, while not directly affecting finances, may indirectly jeopardize the Company's performance, such as its sustainability targets. Evotec's risk and opportunities management system is based on international standards (COSO – Committee of Sponsoring Organizations) and is supported by a Group-wide internal control and compliance system. This framework allows Management to identify key risks early and take appropriate action. The Management Board reports on risk management to the Audit & Compliance Committee of the Supervisory Board, and risk and opportunities management is reviewed annually as part of the financial statement audit. Further details can be found on pages 41ff of the Annual Report 2024.