

Rules of Procedure (Geschäftsordnung) of the Management Board (Board) of EVOTEC SE

The Supervisory Board of Evotec SE, Hamburg (the "Company") has agreed to the following Rules of Procedure of the Board (*Geschäftsordnung*) according to § 77 (2) German Stock Corporation Act (AktG) by unanimous vote on 4 March 2024

§ 1

General Principle

1. The Board shall conduct the business of the Company in accordance with the statutory provisions, the Articles of Incorporation (*Satzung*) and these Rules of Procedure (*Geschäftsordnung*). It shall cooperate in trust with the other bodies of the Company in the best interest of the enterprise.
2. The Board is managing the Company and the legal entities affiliated with the Company in the meaning of Article 15 of the German Stock Corporation Act (*verbundene Unternehmen i.S.d. § 15 Aktiengesetz - AktG*) (together the **Group**) as if they were one single entity. The interests of the Group shall have priority over the interests of the individual companies and shareholdings.

§ 2

Duties and Responsibilities of the Board

1. The members of the Board shall jointly bear responsibility for overall business management. They shall work together collegially and keep each other informed about important measures and events in their directorates. Each member of the Board shall disclose conflicts of interest to the Supervisory Board immediately. The disclosure procedure shall be agreed with the chairman of the Supervisory Board, the other members of the Board shall be informed immediately.
2. The Board shall decide by resolution on all matters listed in **Appendix 1**.
3. Under its reporting obligations the Board shall inform the Supervisory Board about fundamental questions of corporate planning. The Board shall agree the strategic alignment of the Company and the Group with the Supervisory Board and discuss with it at regular intervals the progress made with implementing the strategy.

§ 3

Responsibilities of Individual Members of the Board

1. The distribution of directorates (*Ressorts gemäß Geschäftsverteilungsplan*) among the individual members of the Board is shown in the organization chart (*Geschäftsverteilungsplan*) attached as **Appendix 2** which forms part of these Rules of Procedure.
2. Notwithstanding the joint responsibility for overall business management, each individual member of the Board shall be responsible within the framework of the resolutions of the Board for managing the directorate assigned to him.
3. Insofar as measures and transactions in one directorate also affect one or more other directorates, the member of the Board shall consult with the other members involved in advance. If agreement cannot be reached or cannot be obtained in good time, each member of the Board involved is obliged to obtain a resolution of the Board. If a resolution of the Board cannot be obtained in good time, and if a delay is not justifiable to avoid directly imminent serious disadvantages for the directorate, the Company or the Group, the members of the Board who can be contacted shall decide. The measure shall be reported to the CEO and to the other members of the Board without undue delay.
4. Each member of the Board shall report to the entire Board on measures, transactions, events and developments in his directorate of importance to the directorate, the Company or the Group. The report shall be submitted as early as possible. The Board shall be informed in advance of measures and transactions requiring the approval of the Board and/or the Supervisory Board.
5. If any member of the Board has serious misgivings about a matter in a different directorate, he shall be obliged to obtain a resolution of the Board if the misgivings cannot be removed by talking to the other member of the Board.
6. Documents referring to any measures or transactions requiring the approval of the Board shall be signed by two Board members.

§ 4

Special Duties of the CEO

1. The Company has a Chief Executive Officer (CEO) who is also the Chairman of the Board (*Vorstandsvorsitzender*).
2. The CEO co-ordinates the Board and supervises the implementation of decisions of the Board and of the Supervisory Board. The CEO shall work towards ensuring that the management of all directorates is uniformly directed towards the targets set by the resolutions of the Board. The chairman may request information at any time from the members of the Board on individual matters in their directorate and may decide that he should be informed in advance of certain types of transactions.
3. The CEO represents the Board and the Company vis-a-vis the Supervisory Board and interacts closely with the Chairman of the Supervisory Board. He shall keep in regular contact with the Chairman of the Supervisory Board and discuss with him the strategy, business performance and risk management of the Company. In the case of important events, which are significant for assessing the situation, development and management of the Company or the Group, the CEO shall report immediately to the Chairman of the Supervisory Board.
4. Notwithstanding the joint responsibility for overall business management, the CEO is responsible for the definition and execution of the strategy of the Company.
5. The CEO represents the Company to the general public, in particular vis-à-vis authorities, associations, industrial organizations and gazettes. Material public statements made by other members of the Board need the prior approval of the CEO.

§ 5

Information and Consultation between Members of the Board

1. The members of the Board shall work together collegially and keep each other informed about important measures and events. Board meetings are the formal instruments for passing on such information.
2. Every member of the Board has the right and duty to be informed by every other member of the Board on actual developments in their respective functional areas

or directorates.

§ 6

Board Meetings

1. The CEO is responsible for organizing Board meetings. These meetings are chaired by the CEO. If he is prevented from attending, the meeting shall be chaired by a member of the Board designated by the CEO. The chairman of the meeting shall determine the sequence in which items of the agenda are dealt with and the method and sequence of voting. The chairman may require that the resolution on an individual item of the agenda be postponed.
2. As a general rule, there are regular Board meetings every two weeks but at least once per months. Additional meetings can be called by the CEO. Meetings can be held as physical meetings or by telecommunication (telephone, video conferencing). The CEO determines the agenda prior to meetings and distributes it to his colleagues. To the extent possible, resolution proposals and requisite documents on items of the agenda shall be supplied no later than three days before the meeting.
3. Each member of the Board may request that a meeting be convened, stating the subject for discussion; in the same way each member may request that a subject be included in the agenda of a meeting.
4. The Board or the CEO may agree that persons who are not members of the Board be included in the discussion of individual items.
5. Board meetings are documented in a written format. Such minutes shall be deemed to have been approved if no member of the Board raises objections in the next meeting following receipt of the minutes. Resolutions of the Board passed outside meetings shall be recorded separately or included in the minutes of the next meeting of the Board.

§ 7

Decisions

1. The Board shall as a rule pass resolutions in meetings. The Board shall constitute a quorum when all members have been invited and at least four three of the six members including the CEO are in attendance at the meeting or – in case resolutions are passed outside meetings – are participating in the decision making. In case the CEO is not attending the meeting or participating in the decision making, the remaining 80% of the Board members shall constitute a quorum. Absent members may submit their votes in writing, by email, by fax or by telephone. The absent members shall be informed immediately about resolutions passed in their absence.
2. At the instruction of the CEO, resolutions may also be passed outside meetings by votes cast orally, by telephone, in writing, by fax, or using another common means of communication, unless a member of the Board objects to this procedure. The CEO will request such decisions only if they cannot be postponed until the following Board meeting or if the issue has already been extensively discussed in an earlier Board meeting or if a discussion about the issue is not required.
3. The Board shall pass resolutions in meetings by simple majority of the votes cast, outside meetings by simple majority of its members. In case of a tied vote, the CEO has an additional vote (*Stichentscheid*), provided, however, that at least three members of the Board including the CEO participate in passing the resolution.
4. Except in emergencies, discussions and resolutions on matters from the directorate of an absent member should only take place after the absent member has first been contacted and has agreed to the proposed decision.

§ 8

Provision of information to the Supervisory Board

1. The Board shall supply the Supervisory Board with regular, up-to-date, comprehensive reports on all issues relevant to the Company and the Group relating to planning, business development, risks, risk management and compliance. It shall explain and state reasons for discrepancies between the course of business and the plans and targets established.

2. Reports by the Board to the Supervisory Board shall as a rule be made in form of a presentation at the Supervisory Board meetings.
3. Documents needed for decision making, in particular the parent-company financial statements, consolidated financial statements and the audit report, shall be furnished to the members of the Supervisory Board in good time ahead of the meeting.

§ 9

Approvals by the Supervisory Board and Special Transactions

1. In accordance with § 111 (4) AktG, the Supervisory Board needs to approve the issues listed in **Appendix 3**.
2. Pursuant to Art. 112 AktG transactions between a member of the Board and the Company shall be concluded by the Supervisory Board for the Company. Material transactions (value threshold EUR 50,000.00) concluded between a person with close connections to the Board member (spouses, registered partners, relations in the first degree) and the Company or a Group subsidiary, are subject to the prior approval of the Supervisory Board. The Company shall not grant loans of any kind to members of the Board, the Management Team or to a person with close connections to a Board member or a member of the Management Team. The prior approval of the Supervisory Board shall also be required for any material transactions concluded between an enterprise over which a member of the Board or a person with close connections to him can exercise control and the Company or a Group subsidiary. The applications for approval shall be made by the Board member concerned to the Supervisory Board. The application for approval shall show that the transaction complies with customary standards.
3. In cases under par. 2 sentence 1, the Board member concerned shall inform the CEO without undue delay about the application to the Supervisory Board and the decision of the Supervisory Board. In cases under par. 2 sentences 2 and 3, the Board member concerned shall at the same time inform the other members of the Board.

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Appendix 1

Regarding § 2 of the Rules of Procedure (Geschäftsordnung) of Evotec SE

Issues that require a decision/resolution from the entire Management Board:

1. Issues which require decisions from the Management Board by statutory provisions, by the Company's Articles of Incorporation or its Rules of Procedure (*Geschäftsordnung*), in particular on
 - a) the preparation of the parent-company annual financial statements and the consolidated financial statements and the management reports;
 - b) the preparation of the Non-Financial Reporting, Remuneration reports and Declaration of Corporate Management;
 - c) the convening of the General Shareholders' Meeting and the proposals for resolution by the General Shareholders' Meeting;
 - d) the periodic reports presented to the Supervisory Board; and
 - e) the passing of Group policies.
2. Issues which require approval from the Supervisory Board
3. Corporate strategy (including discussion and approval of divisional strategies) and group synergy management
4. Corporate budget, in particular revenues, cost, profit, capital expenditure, and financing.
5. Organizational structure of the group
6. M&A, joint ventures, incorporation of and (dis-)investment in subsidiaries
7. Agreement of global goals and objectives (reporting and actions)
8. Loans to third parties external to Evotec group, corporate bonds, capital acquisitions
9. Purchase and sale of land and property
10. Customer contracts outside the ordinary course of business
11. Capital expenditure programs in excess of €3,000,000.-, unless approved as part of the annual budget
12. Any effects from company-internal export control system
13. Relevant changes in organisational structure or organisational processes, changes of authority levels, and granting of signing authorities/power of attorney (Prokura)
14. Issues which, according to the schedule of responsibilities, are not assigned to one member of the Board, or which may have substantial impact on several fields of responsibility
15. All other issues of special relevance and significance to the company or its affiliated enterprises

Appendix 2

Regarding § 3 of the Rules of Procedure (Geschäftsordnung) of Evotec SE

Board consisting of

- Chief Executive Officer (CEO)
- Chief Financial Officer (CFO)
- Chief Scientific Officer (CSO)
- Chief People Officer (CPO)

is sharing responsibilities in the following way:

1. Individual members of the Board represent each other in case of absence and coordinate their absence such that always one member of the Board can be reached.
2. The management of the other group companies do not require separate meetings from Board meetings. Directors of all such entities are mainly the same persons as Board members of Evotec. Decisions particular to other group companies will be debated and taken in regular Board meetings and minuted separately only to the extent formally required.

The following is laying out the disciplinary, operational and planning responsibilities of individual Board members:

Chief Executive Officer

- Office of the Supervisory Board
- Coordination of Board/ Management Team
- Corporate Development & Strategy
- JUST-Evotec Biologics
- Global Drug Discovery, Development and Manufacturing
- Global Quality Management
- Regulatory Affairs
- Investor Relations, ESG and Public Relation
- Global Communications
- Global Legal, IP & Compliance

Chief Financial Officer

- Global Finance and Controlling
- Global Treasury
- Global Tax
- Global Insurances
- Risk Management and Internal Audit
- Chief Export Control Officer (CECO), including Corporate “Export Compliance Office”
- Global Supply Chain, including Procurement, Logistics, Facility Management and Engineering
- Global Data & IT (including Security Operations)

Chief Scientific Officer

- Global R&D Portfolio (all Therapeutic Areas and Platforms)
- Cell Therapy (all Therapeutic Areas)
- Global Partnering / Business Development
- Strategic Marketing
- Evagnostics
- R&D IT and Global Bioinformatics
- PanHunter Academic BRIDGES and operational Venture Capital

Chief People Officer

- Global Human Resources
- Global Environment, Health & Safety

Appendix 3

Regarding § 8 of the Rules of Procedure (Geschäftsordnung) of Evotec SE

The following issues in Evotec SE need to be proposed by the Board and approved by the Supervisory Board:

1. Issues which by corporate law or the Company's by-laws require the Supervisory Board to decide.
2. The strategic and operational plan (Budget), including revenues, cost, results, capital expenditures, and finances as well as material changes from these plans.
3. 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.
4. Investments or convertible loans into new legal entities including M&A in excess of a commitment of € 10 m.
5. 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).
6. Disposal of equity ownerships of more than 10%.
7. 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.
8. Investments in or disposals of land or real estate property.
9. Foundation of new businesses, changes of existing business having a material impact on the company, changes of by-laws.
10. Management instruments and distribution of responsibilities of Board members and of members of the board of subsidiaries.