



Prof Dr Iris Löw-Friedrich
Chairwoman of the Supervisory Board

Supervisory *Board Report*

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.

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. 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 Company provides training sessions with the Management Board and a relevant set of on-boarding materials regarding the essence of the Evotec businesses, statutory documents, policies, rules of procedures etc. for each new Supervisory Board member which is also accessible to each member in a virtual Board room.

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.

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	<i>Iris Löw-Friedrich</i> (Chair; RemCom Chair)	<i>Roland Sackers</i> (Deputy Chair; ACC Chair)	<i>Camilla Macapili Languille</i>	<i>Constanze Ulmer-Eilfort</i> (ESG Chair)	<i>Wesley Wheeler</i>	<i>Duncan McHale</i>
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⁾ Former Management Board Member of UCB until July 2024: 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

In addition, the Supervisory Board decided to keep the age limit of 72 years at the time of the (re-)election. The gender quota shall remain at a share of women of 30%. Finally, the Supervisory Board has agreed to a rule membership of a maximum of 12 years. 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.

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 also to be 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. 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 also has 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. Information on the professional affiliations of Supervisory Board members can be found on page 116.

Despite her position as Deputy CEO of Direct Investments for Mubadala Investment Company, Camilla Macapili Languille is to be 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.

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 and IT security systems as well as the Company's 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 Chairperson Roland Sackers is not only independent, but also has the required specialist knowledge and experience in the application of accounting principles, internal control processes and audit, including sustainability reporting and its audit and assurance. Roland Sackers' expertise in the field of accounting includes special knowledge and experience in the application of accounting

principles and internal control and risk management systems, and his 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 also has expertise in the field of accounting, internal control and risk management systems. Neither the Chairperson of the Supervisory Board nor a former member of the Management Board may become Chairperson 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/investor-relations/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/investor-relations/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 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/investor-relations/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 during fiscal year 2024, 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 (Chair)	–
	Camilla Macapili Languille	X	–
Members	Dr Duncan McHale	–	–
	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

In the course of 2024, the Supervisory Board held four formal meetings to discuss the operational and strategic developments of the

Evotec Group and eight extraordinary meetings to discuss certain matters of urgency such as the circumstances around the leave of the

former CEO at the beginning of 2024 or more recently the non-binding proposal to acquire all shares in the Company made by Halozyme

Therapeutics. The Audit Committee convened separately for seven meetings, the Remuneration and Nomination Committee convened for two meetings, and the ESG Committee convened for three meetings. The ordinary meetings of the full Supervisory Board, and its Committees were principally

held in person. However, both ordinary and extraordinary meetings can also be held per videoconference in case of scheduling and/or travel problems. Regularly, the Supervisory Board met in closed session without the Management Board.

The individual participation of the Supervisory Board members in 2024 in meetings of the Supervisory Board of Evotec SE and its committees was as follows:

<i>Supervisory Board member</i>	<i>Member since</i>	<i>SB Meetings</i>	<i>ACC</i>	<i>RemCom</i>	<i>ESG Committee</i>	<i>Total Presence</i>
Prof. Dr Iris Löw-Friedrich (Chairperson)	2014	12/12	–	2/2	–	100%
Roland Sackers (Vice-Chairperson)	2019	11/12	7/7	2/2	–	95%
Camilla Macapili Languille	2022	12/12	7/7	–	2/3**	100%**
Dr Duncan McHale	2024	4/4	–	–	1/3**	100%**
Dr Constanze Ulmer-Eilfort	2021	11/12	7/7	–	3/3	94%
Wesley Wheeler*	2024	4/4	–	0/0	–	100%

* Joined RemCom after AGM (no RemCom meetings in H2 2024)

** Transition of membership from Camilla Macapili Languille to Duncan McHale after AGM

At each of the four formal Supervisory Board meeting, the status of the Company's business, its scientific initiatives, its development partnerships, out-licensing activities and regular standard agenda items were discussed. The Supervisory Board is also regularly updated about Evotec's R&D portfolio, including in-depth discussions with the Chief Scientific Officer.

In particular, the Supervisory Board addressed the following specific subjects in detail during its meetings:

– In January 2024, the Supervisory Board discussed and approved in an extraordinary call the early termination of the service contract with its CEO Dr Werner Lanthaler following certain undisclosed director's dealings in the previous years. In a further extraordinary call, the Supervisory Board discussed the analyst feedback following the departure of Dr Lanthaler as well as the

projected landing for Financial Year 2023 and the Budget 2024.

– In March 2024, the Supervisory Board was updated on the revised timelines for Closing Financial Year 2023 and the potential landing. The Supervisory Board was also presented with an update on key projects. It discussed the current profitability challenges of the Company and potential responses including certain costs savings and efficiency initiatives. In a meeting of the Remuneration Committee the ongoing searches for a new CEO as well as a Chief People Officer were discussed. The progress was reported to the full Supervisory Board in early April 2024.

– In a second meeting in April 2024, the Supervisory Board discussed and approved the 2023 annual financial statements and the guidance for the fiscal year 2024 in the presence of the auditors and approved the achievement of Corporate Objectives for 2023 and the bonus payments for the Management

Board members for their performance in 2023. As part thereof the Remuneration Report for 2023 was prepared and approved by the Supervisory Board. The sustainability report for Evotec SE and the Group was also approved. The long term incentive ("LTI") grants to the Management Board members were approved in a circular resolution in March 2024.

– In May 2024, the Supervisory Board partially redefined the Corporate Objectives 2024 since the forecast for 2024 as published on 24 April 2024, had differed significantly from the forecast originally used in December 2023 for the Corporate Objectives 2024. After careful consideration, the Supervisory Board decided on this step to maintain the incentivisation effect of the variable annual remuneration and an adequate performance measurement in the light of the significantly changed factors. The measure also serves the alignment of interests of investors and members of the Management Board which is

the foundation for the sustainable and long-term corporate success. The Supervisory Board also monitored and discussed the progress made on the cost savings measures and efficiency initiatives. Finally, following the share price drop after the announcement of the financial results 2023 and the Guidance for 2024, the Company was confronted with rumors about potential activities from private equity. Together with selected investment banks the Supervisory Board and the Management Board analyzed the situation.

–At the meeting in June 2024, the Supervisory Board had its constituting meeting following the Annual General Meeting. The Supervisory Board received a deep-dive update on the Company's activities to recover from the cyber-attack and a cyber security training by Evotec's CISO (Chief Information Security Officer) together with external experts. This was followed by a business and financial update together with an update on the cost savings program.

–At its meeting in September 2024, the Supervisory Board discussed the operational business of the Company together with a forecast on year-end landing. It also followed up on the cost savings measures. Furthermore, the new CEO gave an impression on his first two months in the Company and his plans for a strategy review and transformation program which had been recently kicked off with implementation expected as of Q2 2025.

–In another extraordinary Supervisory Board call in November 2024, the Supervisory Board was updated on a non-binding proposal by Halozyme Therapeutics to acquire all shares in the Company. Together with the Management Board as well as legal and financial advisors the offer was evaluated to form a Company position. Halozyme unexpectedly withdrew its offer within a week and before the Company completed its internal evaluation process.

–In December 2024, the Supervisory Board discussed and approved the budget for the fiscal year 2025. Updates on business development and the financial performance as well as the progress of the cost savings initiatives were provided. The Supervisory

Board further discussed Corporate Governance matters, including the revised Management Board Rules of Procedure following recent changes in the Management Board as well as the format of the AGM 2025. Governance and Compliance are regular topics of the Supervisory Board meeting and lead to the annual announcement of the Corporate Governance declaration in December. The Supervisory Board discussed the performance of the Company in 2024 and the objectives for 2025. The discussion on Strategy continued and certain divestments in the EVOequity portfolio were approved.

In all ordinary meetings the Supervisory Board Committees reported from their activities as a standing agenda item.

The Supervisory Board passed resolutions on all individual measures taken by the Management Board which by law or the Statutes required the approval of the Supervisory Board.

The Management Board also provided continuous updates to the Supervisory Board through regular verbal and written reports that included in-depth analyses on the status of operations. The information provided included written monthly management reports with extensive coverage of the Company's financial figures for the previous month, accompanied by detailed comments and explanatory text. In addition, the Chairperson of the Supervisory Board and the CEO as well as other members of the Management and Supervisory Board monitored and discussed current topics such as strategy, planning, risk management and compliance management systems during numerous conference calls, held whenever appropriate.

Furthermore, in January and February 2024 the Supervisory Board Chair together with the Head of Global IR & ESG 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 to discuss the vote outcomes of the previous general meeting, ESG strategy, the implementation of the revised remuneration policy as well as the composition of the Supervisory Board. 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.

Outside the roadshow, the Supervisory Board Chair is also available to discuss Supervisory Board-related issues with investors.

The financial statements and the Management Report for Evotec SE for the fiscal year 2023 as well as the Consolidated Financial Statements together with the consolidated Management Report of the Evotec Group were audited by BDO AG Wirtschaftsprüfungsgesellschaft, Frankfurt. BDO is auditing Evotec since fiscal year 2021. The managing auditors of BDO for the Evotec Group are Silvia Sartori/Julia Wirth who have been newly appointed from fiscal year 2023 audit. The auditors issued an unqualified audit opinion.

In preparation for the Supervisory Board meeting on 14 April 2025, the auditors presented the status of the 2024 audit, a summary of key audit findings and other relevant topics to the Audit and Compliance Committee. The Audit and Compliance Committee used this information as guidance for its own evaluation of the statements and reports. The auditors participated in the meeting of the full Supervisory Board in April 2025 and presented a comprehensive report on the audit and their observations, including the Company's compliance and risk management system. The Supervisory Board examined both the financial statements and the Consolidated Financial Statements prepared by the Management Board based on its own judgment, taking into account the Audit Committee's input as well as information on key topics provided by the auditors. Following this, the Supervisory Board approved the financial statements of Evotec SE and the Consolidated Financial Statements for the year 2024. Evotec issued a separate Sustainability Report and a Declaration on Corporate Management in accordance with section 315b and section 315d in conjunction with sections 289b to 289f German Commercial Code (HGB) for fiscal year 2024. The Supervisory Board examined these

reports on the basis of a preliminary review by the Audit Committee and had no objections to the reports.

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 analysed 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 organisation were 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.

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

The year 2024 was another difficult and demanding year for Evotec and its stakeholders, including shareholders, customers and employees. Just recovering from the cyber-attack in 2023, the year started with significant changes in the Management Board followed by a global efficiency program and continuous headwinds to the business. The non-binding proposal to acquire the Company which was withdrawn shortly thereafter contributed to the challenges. Under these strenuous circumstances, the people of Evotec remained committed and dedicated to solving scientific problems for our customers, with the depth and creativity that are unique to Evotec. The performance and resilience of all the people who are Evotec has been truly remarkable and impressive. The Supervisory Board is deeply grateful to the Company's employees and to the Management Board for their devotion and steadfastness and for the important work done in the year under review: Thank you very much!

We wish the entire company a successful year 2025 with the implementation of a refined and focused strategy and the consequential transformation of the company under the leadership of an experienced Management Team that has been specifically strengthened to lead the transformation towards profitable growth.

Hamburg, 14 April 2025

The Supervisory Board
Prof. Dr Iris Löw-Friedrich