



Evotec SE
Hamburg

– ISIN DE 000 566 480 9 –

– WKN 566 480 –

Ordinary (virtual) Annual General Meeting 2021

being held on Tuesday, 15 June 2021, at 10.00 a.m. (CEST)

Dear Shareholders,
Ladies and Gentlemen,

We have convened our Annual General Meeting 2021 by notice published in the Federal Gazette on May 6, 2021 for June 15, 2021.

Under agenda item 6 of this Ordinary (virtual) Annual Virtual General Meeting, the Supervisory Board and the Board of Management have submitted proposed resolutions on the cancellation of Authorised Capital 2017 and the creation of new authorised capital with the possibility of precluding subscription rights and amendment of § 5 para. 5 of the Articles of Association (Authorised Capital 2021). The proposed resolution contains an authorisation for the Executive Board to preclude shareholders' subscription rights in the case of capital increases from Authorized Capital 2021 with the approval of the Supervisory Board; the authorisations to preclude subscription rights in the case of capital increases against cash and/or non-cash contributions are limited in total to an amount not exceeding 20% of the share capital. We have thus pursued the objective of being able to finance potential further growth steps of our company – if necessary – with sufficient flexibility but also to balance with the interests of our existing investors.

However, from the mutual company/investors communication in the run-up to the Annual General Meeting, we have learnt certain concerns about the potential maximum scope of the potential exclusion of subscription rights amounting to 20% of the share capital in accordance with agenda item 6. Certain investors consider a limitation of the authorisations to exclude subscription rights to a maximum of 10% of our share capital to be more appropriate and sufficient, without restricting Evotec's strategic ambitions too much.

Against this background and to meet that concerns, we have today adopted in the Management Board the following resolution on item 6 of the agenda of this Annual General Meeting (Resolution regarding the cancellation of Authorised Capital 2017 and the creation of new authorised capital with the possibility of precluding subscription rights and amendment of § 5 para 5 of the Articles of Association (Authorised Capital 2021)):

“In the event that the Annual General Meeting of Evotec SE, Hamburg, on June 15, 2021, adopts the proposed resolutions of the Management Board and the Supervisory Board regarding item 6 of the agenda with the required majority, the Management Board of Evotec SE issues the following binding declaration of legal commitment for the full duration of the authorisation, which will be made permanently publicly available on the Company's website in the "Investor Relations" section:

The authorisations to exclude subscription rights in the event of capital increases against cash and/or non-cash contributions in accordance with item 6 of the agenda of the Annual General Meeting on June 15, 2021 are limited in total to an amount not exceeding 10% of the share capital, either at the time this authorisation takes effect or at the time it is first exercised. Also counted towards the 10% limit are treasury shares sold during the period of this authorisation until new shares without subscription rights are issued excluding subscription rights, and those shares that are issued or will be issued for the purpose of servicing convertible and/or warrant-linked bonds and/or option obligations, insofar as the financial instruments are issued during the period of this authorisation until new shares without subscription rights are issued excluding the shareholders' subscription rights. After authorisation to exclude subscription rights has been exercised and counted towards the 10% limit, the shares are no longer counted if and insofar as the Annual General Meeting renews the authorisation to exclude subscription rights.”

We will also announce and explain this binding declaration of legal commitment to you in more detail at the Annual General Meeting on June 15, 2021.

We ask for your support and hope that you will take our self-imposed restriction into account when casting your votes and issuing instructions to persons you have appointed to exercise your voting rights.

Hamburg, June 8, 2021

Evotec SE

The Management Board