

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding



Evotec SE

Hamburg

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

Unique identifier for the event: EVT062022oHV

We hereby invite our shareholders to attend the

Ordinary (virtual) Annual General Meeting 2022 being held on

Wednesday, 22 June 2022, at 10.00 a.m. (CEST)

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

| Type of Information | Description |
|--|--|
| A. Specification of the message | |
| 1. Unique identifier of the event | EVT062022oHV |
| 2. Type of message | Meeting notice of a General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM] |
| B. Specification of the issuer | |
| 1. ISIN | DE0005664809 |
| 2. Name of issuer | Evotec SE |
| C. Specification of the meeting | |
| 1. Date of the General Meeting | 22.06.2022 [format pursuant to Implementing Regulation (EU) 2018/1212: 20220622] |
| 2. Time of the General Meeting | 10:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 08:00 UTC] |

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

| | |
|------------------------------------|--|
| 3. Type of the General Meeting | Ordinary General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: GMET] |
| 4. Location of the General Meeting | Virtual General Meeting: https://www.evotec.com/en/investor-relations/annual-general-meeting Within the meaning of the German Stock Corporation Act: PIXELGALERIE GmbH & Co. KG, Feldstraße 36, 20357 Hamburg, Germany |
| 5. Record Date | 01.06.2022 (00:00 hrs. CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20220531] |
| 6. Uniform Resource Locator (URL) | https://www.evotec.com/en/investor-relations/annual-general-meeting |

The ordinary Annual General Meeting is being held as a virtual Annual General Meeting, without shareholders and their proxies being physically present, on the premises of PIXELGALERIE GmbH & Co. KG, Feldstraße 36, 20357 Hamburg.

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

With the approval of the Supervisory Board, the entire meeting will be transmitted by video and audio in a password-protected online service on the company website <https://www.evotec.com/en/investor-relations/annual-general-meeting> for duly registered shareholders and their proxies at in accordance with the German Act on legal measures to combat the effects of the COVID-19 pandemic in legislation concerning companies, cooperatives, associations, foundation and housing ownership of March 27, 2020 (BGBl. I 2020, p. 569, 570), as last amended by Articles 15 and 16 of the Act of September 10, 2021 (BGBl. I 2021, p. 4147) ("**COVID-19 Act**"; Art. 2 of the Act to mitigate the consequences of the COVID-19 pandemic in civil, insolvency and criminal proceedings), as amended. The link to the password-protected online service will be provided via the Company's website at <https://www.evotec.com/en/investor-relations/annual-general-meeting>. Duly registered shareholders will be sent individual access data to use the company's password-protected online service. This transmission does not enable attendance at the Annual General Meeting within the meaning of Section 118 (1) sentence 2 German Stock Corporation Act (AktG).

The agenda and the proposed resolutions are as follows:

- 1. Presentation of the approved annual financial statements and the consolidated financial statements of Evotec SE as of 31 December 2021, as approved by the Supervisory Board, the management reports for Evotec SE and the Group for financial year 2021, the report of the Supervisory Board and the comments by the Management Board**

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

regarding this information pursuant to Sections 289a, 315a of the German Commercial Code (Handelsgesetzbuch, HGB).

On 25 April 2022 the Supervisory Board approved the annual financial statements and the consolidated financial statements that had been prepared by the Management Board and so adopted them in accordance with Sec. 172 sentence 1 German Stock Corporation Act (AktG). Adoption by the Annual General Meeting is therefore not required. The aforementioned documents, along with the Remuneration Report and the Declaration on Corporate Governance are available to the Annual General Meeting online at <https://www.evotec.com/en/investor-relations/annual-general-meeting>.

2. Resolution discharging the members of the Management Board of liability for financial year 2021.

The Supervisory Board and the Management Board propose discharging the members of the Management Board active in financial year 2021 of liability for this financial year.

3. Resolution regarding formal approval of the actions of the members of the Supervisory Board for fiscal year 2021.

The Supervisory Board and the Management Board propose discharging the members of the Supervisory Board active in financial year 2021 of liability for this financial year.

4. Resolution regarding the appointment of the auditor for the annual financial statements and the consolidated financial statements for financial year 2022 and the appointment of the auditor for any review of additional financial information during the year

Based on the recommendation of the Audit Committee, the Supervisory Board proposes BDO AG Wirtschaftsprüfungsgesellschaft, with offices in Hamburg, as auditor of the consolidated financial statements for financial year 2022 and – to the extent that it is carried out – as auditor for the review of the condensed financial statements and the interim management report for the first half of financial year 2022 and the interim financial information for the first and/or third quarter of financial year 2022 and/or for the first quarter of financial year 2023.

The recommendation by the Audit Committee was preceded by a selection procedure within the meaning of Art. 16 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC. Thereafter the Audit Committee recommended BDO AG Wirtschaftsprüfungsgesellschaft to the Supervisory Board for the audit engagement and provided its reasons for doing so.

In accordance with Art. 16(2) of Regulation (EU) No. 537/2014 of the European Parliament and the Council of 16 April 2014, the Audit Committee states that its recommendation is free of undue third-party influence and that no clause

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

referred to in Art. 16(6) of Regulation (EU) No. 537/14 restricting the choice by the general meeting has been imposed upon it.

5. Resolution on re-election to the Supervisory Board

The Supervisory Board member Kasim Kutay has notified the Company in good time that he will resign his seat on the Supervisory Board with effect from the close of the Annual General Meeting on 22 June 2022.

In accordance with Art. 40(2)(3) Council Regulation (EC) No. 2157/2001 of 08 October 2001 on the statute for a European company ("**SE Regulation**"), Sec. 17 SE Implementation Act ("**SEAG**"), Sec. 21 SE Involvement Act ("**SEBG**"), Sec. 20.1 of the "Agreement between the Special Negotiation Body of the employees of Evotec SE and its subsidiaries and Evotec SE on the involvement of employees in Evotec SE" and Art. 9 para. 1 of the articles of association of Evotec SE, the Supervisory Board of Evotec SE is composed of six members elected by the Annual General Meeting without being bound by proposals for election.

The Supervisory Board of Evotec SE has defined concrete targets for its composition and drawn up a corresponding competence profile reflecting the company's specific situation. These should be taken into account when making proposals for election to the Supervisory Board to the Annual General Meeting. Taking the company-specific situation into account, these targets require a majority of the Supervisory Board members to have national and international experience in (i) research and development, (ii) finance, capital markets, law, corporate governance, (iii) marketing, sales and operations, and (iv) (public) healthcare. Potential conflicts of interest should also be averted by examining the candidates for the Supervisory Board very closely when they are selected. Furthermore, the Supervisory Board should ensure that potential candidates are not older than 72 years of age when they are proposed for election. An appropriate proportion of women is also required. In accordance with Art. 9(1)(c) SE Regulation, Sec. 111 para. 5 sentence 1 AktG, the Supervisory Board has set the target for the proportion of women on the Supervisory Board of Evotec SE at 30%. In addition, the Supervisory Board has defined two full periods of office as the regular limit for membership of the Supervisory Board. The Supervisory Board should be composed in such a way that the majority of its members are independent and collectively have the knowledge, skills and functional experience to carry out their tasks properly.

Based on the recommendation by the Remuneration and Nomination Committee, and taking the concrete targets for the composition of the Supervisory Board and the competence profile for the entire board into account, the Supervisory Board proposes the election of the following person to the Supervisory Board of Evotec SE with effect from the close of the ordinary Annual General Meeting convened for 22 June 2022 and for the remainder of the term of office of the departing member, and so until the close of the Annual General Meeting that passes a resolution on discharging the members of the Supervisory Board of liability for the financial year of Evotec SE ending on 31 December 2023:

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

Ms Camilla Macapili Languille, Head of Life Sciences & Healthcare Investments at Mubadala Investment Company, whose place of business is Abu Dhabi, United Arab Emirates, resident: Abu Dhabi, United Arab Emirates

Camilla Macapili Languille is an investment expert with some 20 years of experience in business development, asset management and M&A in Europe, North America and Middle East and North Africa (MENA). She has worked in various areas of corporate finance and principal investment, with a focus on healthcare, technology and industrial companies.

Camilla Macapili Languille leads the unit for Life Sciences investments at Mubadala Investment Company ("Mubadala", "MIC"), a sovereign wealth fund based in Abu Dhabi with total assets of some USD 250 billion. This unit invests in the international healthcare sector in the fields of pharmaceuticals, medical devices, life-science tools and diagnostics, healthcare IT, services, biotechnology and veterinary medicine, and in various asset classes (private equity, listed shares, funds). She is currently a member of the Direct Investments Committee of Mubadala and has a seat on the board of PCI Pharma, Rodenstock and the Envision Pharma Group.

Before founding the Life Sciences investment team, Camilla Macapili Languille managed the MIC investments in Advanced Micro Devices ("AMD") and Globalfoundries and was responsible for business development in the technology sector. She also led MIC investments in two power plants in Oman and Algeria, a goldmine in Columbia and a district cooling plant, Tabreed, and was responsible for business development for MIC in the field of conventional energy.

Before joining Mubadala, Camilla Macapili Languille worked in M&A for Daiwa Capital and Société Générale in Paris, France, where she specialised in cross-border transactions in various sectors. She also worked as an investment manager at the London headquarters of the Virgin Group, where she managed the special situations portfolio, was involved in the establishment of Virgin Healthcare, and was a director of several companies.

Camilla Macapili Languille began her career in healthcare M&A at JPMorgan in New York and London, where she focused on pharma and biotech.

Camilla Macapili Languille holds a Bachelor of Economics & Political Science degree from Columbia University, which she completed summa cum laude in 2004. She grew up in an international environment and has lived in 14 countries on four continents. She speaks fluent English and French.

Camilla Macapili Languille was born in 1983 and is a Canadian citizen.

Her long-standing, wide-ranging experience in the pharmaceutical and biotech sectors mean she has extensive knowledge of the industry. Her particular investment expertise makes Ms Macapili Languille an ideal addition to the range of competences represented on the potential Supervisory Board of Evotec SE, where she succeeds Kasim Kutay on his departure.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

The candidate's curriculum vitae, with details of her relevant knowledge, skills and experience and an overview of her main activities in addition to this Supervisory Board seat, as well as disclosures of seats held by her on other statutory German supervisory boards or comparable domestic or foreign supervisory boards of commercial entities, is attached as an appendix to this invitation and is available online at <https://www.evotec.com/de/investor-relations/hauptversammlung>.

The Supervisory Board has ascertained that the proposed candidate can devote the time expected to be necessary and is not subject to any conflict of interests. Despite her position at Mubadala, Camilla Macapili Languille is to be considered independent. MIC holds around 7% of the voting shares in Evotec SE and therefore does not have a material interest in Evotec SE within the meaning of recommendation C.13 of the German Corporate Governance Code ("GCGC") as amended on 16 December 2019. Furthermore, MIC does not hold a controlling interest within the meaning of C.9 GCGC, however. The shareholder (and so therefore Camilla Macapili Languille) would not be independent if there were a control agreement with the shareholder or it held an absolute majority of the voting rights or at least a sustained majority at general meetings. A share of voting rights of nearly 7% does not constitute a sustained majority at general meetings for MIC, so there is neither a permanent conflict of interests nor any dependence on the basis of de facto voting majorities, particularly since the number of votes cast in past general meetings regularly represented well over 40% of share capital.

6. Resolution regarding 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 2022)

By resolution of the Annual General Meeting on 15 June 2021, the Management Board of the Company was granted the authority to increase the authorised capital of the Company by up to € 32,914,936 by 15 June 2026, with the consent of the Supervisory Board, by issuing on one more occasions up to a total of 32.914,936 new common bearer shares without nominal value (non-par value shares) for subscription in cash or in kind (Authorised Capital 2021). This right was partly exercised in the course of the capital increase of € 11,478,315.00 by issuing 11,497,500 new non-par value shares in 2021. After this partial exercise the remaining amount of Authorised Capital 2022 is now € 21,417,436.00.

So that the Company will continue to be in a position to adapt its capital funding quickly and flexibly as demanded by future requirements, a new, higher level of authorised capital is to be established.

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

By suspending the existing statutory authority of the Management Board regarding an increase in capital according to § 5 para 5 of the Articles of Association (Authorised Capital 2021), effective at the time of registration in the Commercial Register at the Local Court Hamburg of the herewith resolved amended Articles of Association, authorised capital shall be created based on a revision of § 5 para 5 of the Articles of Association as follows:

"(5) *The Management Board is authorised to increase the share capital of the Company by up to € 35,321,639.00 by 21 June 2025, with the consent of the Supervisory Board, by issuing at one time or multiple times up to a total of 35,321,639 new common bearer shares without nominal value (non-par value shares) (Authorised Capital 2022). In general, shareholders are entitled to a subscription right. The new shares can also be taken over by one or several credit institutions subject to the obligation that the shares will be offered to shareholders for purchase.*

The Management Board, with the consent of the Supervisory Board, is authorised to preclude the subscription right of shareholders one time, or several times:

- a) to the extent required, in order to exclude possible fractional amounts from the subscription right of shareholders;*
- b) to the extent required, in order to grant holders of options or conversion rights and/or obligations resulting from options or convertible bonds a subscription right for new shares at a level to which they would be entitled as a shareholder after exercising the option and/or conversion right or meeting the conversion obligation;*
- c) to the extent that the new shares are issued in return for cash contributions and the proportional share of the share capital that applies to the shares to be newly issued does not in the aggregate exceed a total of 10% of the share capital existing at the time of effectiveness and at the time of the first exercise of this authorisation for precluded subscriptions (the "**Maximum Amount**"), and the issue price of the new shares is not significantly below the market price of the existing listed shares of the Company at the time of the final determination of the issue price;*
- d) in the event of a capital increase for subscription in cash, if the new shares are sold in the course of an initial public offering at a foreign exchange.*
- e) to the extent the new shares are issued in return for contributions in kind, in particular in the form of companies, parts of companies, shareholdings in companies, licences or receivables.*

The shares issued under the aforementioned authorisations to exclude subscription rights are limited in aggregate to an amount not exceeding 10% of share capital, either at the time this authorisation takes effect or at the time it is first exercised. Also counted towards the aforementioned 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

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

counted if and insofar as the Annual General Meeting renews the authorisation to exclude subscription rights in compliance with the statutory provisions.

Counted towards the aforementioned Maximum Amount defined in c) above is the share capital that applies to shares that are issued or will be issued for the purpose of servicing convertible and/or warrant-linked bonds that will be issued after 16 June 2021, as provided by § 186 para 3 sentence 4 AktG, subject to preclusion of the subscription right, or which will be sold after 16 June 2021, correspondingly subject to § 186 para 3 sentence 4 AktG.

An imputation is waived to the extent the powers of authority to issue conversion and/or convertible bonds according to § 221 para 4 sentence 2, 186 para 3 sentence 4 AktG, or for the sale of treasury shares according to § 71 para 1 no. 8, § 186 para 3 sentence 4 AktG are newly granted in compliance with the statutory provisions by the Annual General Meeting subsequent to exercising such powers of authority, which have led to an imputation.

The Management Board has the authority, with the consent of the Supervisory Board, to determine the further details of the increase in capital and the conditions of the issuance of shares. The Supervisory Board has the authority to adjust § 5 of the Articles of Association after the complete or partial implementation of the increase in share capital, corresponding to the respective usage of the authorised capital, and after the elapse of the period of time for which authority was granted.”

Report of the Management Board to the Annual General Meeting concerning the preclusion of the subscription right regarding item 6 of the agenda according to § 203 para 2, § 186 para 3, para 4, sentence 2 AktG:

The granting of the authority to increase the share capital (Authorised Capital 2022) is intended to give the management the possibility in the coming three years to quickly and flexibly raise equity if such is required. Thereby, the availability of financial instruments, independent of the cycle of the Ordinary Annual General Meetings, is particularly important as the time at which corresponding funds must be raised cannot be determined in advance. In addition, possible transactions in competition with other companies can often only be executed successfully, if secure funding is already available at the time negotiations begin. The legislature has addressed the need of companies arising from this situation and granted stock companies the possibility to authorise management for a fixed term and a limited amount, to increase the share capital without any additional resolution by the Annual General Meeting. For this reason, the Management Board and the Supervisory Board propose to the Annual General Meeting that such a power of authority be granted.

When making use of the authority to issue new shares, in general, shareholders must be granted subscription rights. As a result, all shareholders can participate in an increase in capital in proportion to their previous shareholding and maintain their influence by voting rights as well as their participation in the

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

value of the Company. This particularly also applies when the new shares are not directly offered for sale to shareholders, but by the intermediation of one or more credit institutions, as long as these are obligated to offer the shares they took over to the shareholders for sale by way of the so-called indirect subscription right. Therefore, the proposed resolution provides a corresponding regulation.

The power of authority of the Management Board with the consent of the Supervisory Board proposed in letter a) to exclude possible fractional amounts from the subscription right of shareholders, serves the purpose of being able to present a practicable ratio of subscription rights with respect to the amount of the respective increase in capital.

The additionally intended preclusion of the subscription right provided in letter b) for the purpose of granting subscription rights to the holders of conversion or option rights and/or to those obliged to convert under the terms of convertible bonds, is required and appropriate so that they can be protected against the dilution of their rights to the same degree as shareholders. To guarantee such a protection against dilution, it is necessary to grant the holders of conversion and option rights and/or those who are obligated to convert a subscription right to the new shares in the way to which they would be entitled after exercising the conversion and/or option rights or meeting the conversion obligation. Such a guarantee of a subscription right would eliminate the necessity of lowering the conversion and/or option price for the shares that will have to be issued according to the conditions of the conversion and/or warrant bonds.

The power of authority intended in c) to preclude the subscription right of shareholders when issuing new shares in return for cash contributions once or several times for a portion of the authorised capital which does not exceed 10% of the current share capital and 10% of the share capital existing upon the first exercise of the authority, is based on the provision of § 186 para 3 sentence 4 AktG. The limitation of the authorised amount for such an increase in capital to 10% of the share capital and the requirement that the issue price of the new shares may not be significantly lower than the respective share price of shares of the same type already listed at the time of issuance ensures that the protective scope of the subscription right, namely protecting shareholders against a loss of influence and a dilution of value, is not affected or only affected to a reasonable degree. The influence of the shareholders excluded from the purchase can be safeguarded by subsequent purchases via the stock exchange; by limiting the preclusion of subscription rights to an increase in capital that does not exceed 10% of the share capital it is ensured in light of the liquid market for Evotec shares that such a subsequent purchase on the stock exchange can actually take place. For the Company, the increase in capital without subscription rights leads to the largest possible creation of capital and to optimal proceeds. In particular, the Company is then placed in a position in which it can react quickly and flexibly to favourable stock market situations. It is true that § 186 para. 2 sentence 2 AktG allows the subscription price to be published up to three days before the end of the subscription period (which must last for at least two weeks). Given the volatility on stock markets there is nonetheless still a market risk, in this case a price risk, which has to be taken into account over several days. This may lead to safety margins being set when

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

determining the sales price and so to non-market conditions. In addition, when granting a subscription right, the Company cannot react quickly to favourable market conditions because of the length of the subscription period. Thus, granting the authority to preclude the subscription right is in the interest of the Company and its shareholders.

For further protection of shareholders against losing influence and the dilution of value, the power of authority for the preclusion of subscription rights is limited by the circumstance that other capital measures that have the effect of a cash capital increase without subscription right are counted towards the Maximum Amount, up to which a cash increase in capital can occur subject to precluding subscription rights. The authority provides that a sale of shares that had been purchased by the Company based on the authority granted by the Annual General Meeting according to § 71 para 1 no. 8 AktG and sold to third parties in exchange for cash, without having offered these shares for sale to shareholders in accordance with § 186 para. 3 sentence 4 AktG, reduces the Maximum Amount just like a future issuance of options and/or convertible bonds, to the extent the shareholders are not granted a subscription right to such options or convertible bonds in application of § 186 para. 4 sentence 4 AktG when they are issued.

However, the foregoing imputation does not apply if after an issue of convertible bonds and/or warrant-linked bonds, in analogous application of § 186 para 3 sentence 4 AktG, which has led to a credit against the Maximum Amount the Annual General Meeting decides a new authorisation for the issue of convertible bonds and/or warrant-linked bonds, with the possibility for simplified exclusion of subscription rights in analogous application of § 186 para 3 sentence 4 AktG, or if the Annual General Meeting issues an authorisation for the acquisition and use of treasury shares again, with the possibility of simplified exclusion of subscription rights in analogous application of § 186 para 3 sentence 4 AktG. This is because in these cases the Annual General Meeting has taken a new decision on authorising the simplified subscription rights exclusion, so there no longer any need for it to be counted towards the Maximum Amount. To the extent that treasury shares or convertible bonds and/or warrant-linked bonds can be issued again under simplified exclusion of subscription rights, the authorisation is to exist for the simplified exclusion of subscription rights for the (remaining) term of the authorisation, in other words, again also for the issue of new shares from the authorised capital. This is due to the circumstance that when the new authorisation for the simplified exclusion of subscription rights takes effect, the ban on issuing new shares from the authorised capital, which was created by the issue of treasury shares according to § 71 para 1 no. 8, § 186 para 3 sentence 4 AktG, and by the issue of convertible bonds and/or warrant-linked bonds with the possibility of exclusion of subscription rights according to § 186 para 3 sentence 4 AktG, respectively, will be lifted. Since the majority requirements for such a resolution are identical to those for a resolution authorising the issue of new shares from authorised capital, under simplified exclusion of subscription rights according to § 186 para 3 sentence 4 AktG, the adoption of the resolution by the Annual General Meeting to create a new authorisation for the exclusion of subscription rights according to § 186 para 3 sentence 4 AktG, within the framework of selling treasury shares, or a new authorisation to issue convertible bonds and/or warrant-linked bonds, with the option of exclusion of subscription rights according to § 186 para 3 sentence

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

4 AktG, is also to be seen as a confirmation of the resolution to authorise the issue of new shares from the authorised capital according to § 203 para 2, § 186 para 3, sentence 4 AktG.

In the event of a renewed exercise of an authorisation for the exclusion of subscription rights in direct or analogous application of § 186 para 3 sentence 4 AktG, the limit applies again. In the final analysis, this rule will result in the fact that (i) during the (remaining) term of the authorisation the Management Board overall can only make use of the simplified exclusion of subscription rights once in accordance with or analogous to § 186 para 3 sentence 4 AktG, without renewed adoption of the resolution by the Annual General Meeting, and that (ii) in case of a new resolution by the Annual General Meeting, the Management Board can choose again freely whether it wants to make use of the simplifications of § 186 para 3 sentence 4 AktG, within the legal limits and in connection with capital increases for cash from the authorised capital, during the (remaining) term of the authorisation.

The authorisation to exclude subscription rights proposed under d) is intended to enable company shares to be issued on a foreign exchange, if in the opinion of the Management Board market conditions permit and it is useful for the company's continued development. This creates the option of a dual listing on a foreign exchange. Excluding subscription rights ensures that investors can be approached in the usual way, creates a sensible volume of new shares for placement and ensures their optimal distribution. By contrast, granting subscription rights to shareholders would result in considerable difficulties when placing new shares and achieving the best possible issue price; in this case the company could also not react in a flexible and adequate way to fluctuations in demand on capital markets. Excluding subscription rights also makes it possible to offer the shares for sale to a new international circle of investors. A more international shareholder structure contributes to greater market liquidity, which is to the benefit of all shareholders, and to a higher valuation. A (second) listing on a foreign exchange would also make it easier to attract foreign managers and acquire equity interests in companies by means of share swaps, particularly in the international market for drug discovery and development and biotechnology.

The authorisation proposed under letter d) for the exclusion of subscription rights is to make it easier for the Company particularly to acquire companies, parts of companies or stakes in companies, licensing rights or claims against the granting of shares. This is a common form of acquisition. Experience has shown that in many cases, owners of attractive acquisition objects demand shares in the acquiring company as consideration, particularly for the sale of their shares or company. To also acquire such acquisition objects, the Company must have the opportunity to raise its share capital, if need be at very short notice, in exchange for a non-cash contribution under exclusion of subscription rights of the shareholders. Moreover, it will be possible for the Company to acquire companies, parts of companies, stakes in companies, and other assets, such as licensing rights or claims against the Company without having to use its own liquidity unduly.

The proposed cap on aggregate capital increases excluding subscription rights of 10% of the company's share capital, both at the time the authorisation takes effect and – if this figure is lower – when the authorisation is exercised,

simultaneously including other capital increases without subscription rights, ensures that any prejudice to shareholders' interests is kept to a strict minimum. In this way, shareholders are to be additionally protected against dilution of their existing shareholdings. For the reasons mentioned, however, any imputation made here should be reversed if the Annual General Meeting renews the authorisation that was imputed towards the aforementioned 10% limit.

In view of the above, the authorisation for the exclusion of subscription rights in all five cases is necessary and imperative within the prescribed limits and in the interest of the Company. Having weighed up all these circumstances, the Management Board and Supervisory Board consider that it is objectively justified and reasonable to exclude subscription rights in the cases mentioned, for the reasons mentioned, also considering the dilution effect on existing shareholders.

In each individual case, the Management Board will carefully examine whether it will make use of the authorisation to increase capital with the exclusion of subscription rights, if opportunities to acquire companies, parts of companies, equity interests or other assets should arise, and it will carefully evaluate whether shares to be transferred as consideration should be procured wholly or partly through a capital increase or through the acquisition of treasury shares. If company shares are issued on a foreign exchange the Management Board will also examine carefully in that specific case whether to make use of the authorisation to exclude subscription rights from the capital increase. The Management Board will only exclude shareholders' subscription rights if this in their overall interest. The Supervisory Board will give its required consent to the use of the authorised capital under exclusion of the shareholder subscription rights only if the described prerequisites as well as all legal prerequisites are fulfilled. The Management Board will report on the details of the exercise of Authorised Capital 2021 at the next Annual General Meeting.

7. Resolution on creating contingent capital for the issue of subscription rights to Management Board members of Evotec SE, members of management boards of affiliated companies in Germany and abroad and selected managers of Evotec SE and affiliated companies in Germany and abroad as part of a Share Performance Plan 2022 (SPP 2017), based on a resolution of authorisation and amendments to the articles of association.

To continue to bind executives to Evotec SE and its affiliated companies in Germany and abroad through variable components of compensation with a long-term incentive and share-based risk elements, an opportunity is to be created to issue subscription rights to Evotec SE shares to members of the Management Board of Evotec SE, to members of the executive bodies of affiliated companies in Germany and abroad, and to selected executives of Evotec SE and affiliated companies in Germany and abroad.

The concrete design of the Share Performance Plan 2022 ("SPP 2022") proposed in the resolution is based on the concept of the share performance programme adopted by the Annual General Meeting on 14 June 2017

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

("SPP 2017") and is intended to replace it. These share performance programmes are characterised by the fact that participating executives are entitled to a variable remuneration in shares when they achieve demanding targets. In contrast to a conventional stock option programme, when targets are attained, shares are not issued at a price that at least corresponds to the share price of the Company shares at the time of granting the subscription rights, but at the respectively lowest issue amount of currently € 1.00, as in the programme for 2017. The main reason for this lies in the fact that in a Share Performance Programme, the entire value of the respective share is used to calculate the value of the remuneration, so making it easier to estimate and so more valuable for the participants. There is no special economic advantage in this for the participants, compared with a common stock option programme, since as at the time the subscription rights are granted, and therefore at the outset, it is taken into consideration that the participants receive the total value of the shares (minus the respectively lowest issue amount of currently € 1.00), and not only, as in regular stock option plans, the difference between the market rate when granting subscription rights and the market rate at issue of the shares. Setting an issue amount of currently € 1.00 is imperative from a corporate law perspective, as the issue of new shares under the respective pro-rata amount of the share capital is not permitted.

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

- a) Authorisation to issue stock options with subscription rights to Evotec SE shares

The Management Board, with the agreement of the Supervisory Board, is authorised until 21 June 2027 ("**Authorisation Period**") to set up a stock option programme for members of the Management Board of Evotec SE, members of the executive bodies of affiliated companies in Germany and abroad, and for selected executives of Evotec SE and affiliated companies in Germany and abroad ("**Beneficiaries**"), in the form of a Share Performance Plan (SPP), and to grant, once or repeatedly, subscription rights in the form of "**Share Performance Awards**" to up to 6,000,000 bearer shares with no nominal amount (no-par-value shares) of the Company, with a arithmetic share of share capital of up to € 6,000,000.00. One Share Performance Award entitles the bearer to subscribe for up to two Company shares. If Share Performance Awards expire because a Beneficiary leaves Evotec SE or an affiliated company, or because an affiliated company leaves the Evotec Group within the authorisation period, a corresponding number of Share Performance Awards may be re-issued within the Authorisation Period. For the issue of stock options to members of the Management Board of Evotec SE, this authorisation applies solely to the Supervisory Board. A subscription right for shareholders of the Company does not exist. Subscription rights for Company shares are granted and the shares are issued according to the following provisions:

(1) Beneficiaries and distribution

The group of Beneficiaries includes members of the Management Board of the Company ("**Group 1**"), members of the executive bodies of affiliated companies, in Germany and abroad ("**Group 2**"), and selected executives of the Company and affiliated companies in Germany and abroad ("**Group 3**").

The total volume of subscription rights is divided among the individual groups of Beneficiaries as follows:

- Beneficiaries in Group 1 together receive a maximum of 25% of the Share Performance Awards and the resulting subscription rights;
- Beneficiaries in Group 2 together receive a maximum of 5% of the Share Performance Awards and the resulting subscription rights; and
- Beneficiaries in Group 3 together receive a maximum of 70% of the Share Performance Awards and the resulting subscription rights.

If the Beneficiaries simultaneously belong to different groups they only receive Share Performance Awards for their membership of one group.

(2) Issue period (Acquisition period)

Share Performance Awards may be issued within the Authorisation Period in annual tranches. The individual tranches of Share Performance Awards may be offered for purchase to Beneficiaries within a period of three months from the beginning of each calendar year. Share Performance Awards must always be issued and, if relevant, exercised after the respective Waiting Period in accordance with the rules on closed periods defined in Regulation No. 596/2016 of the European Parliament and Council of 16 April 2014 (Market Abuse Regulation) and the delegated acts adopted in this context or any legislation replacing them.

(3) Waiting period, term and exercise of subscription rights

Share Performance Awards may only be exercised for the first time after the waiting period has expired. The "**Waiting Period**" for a tranche of Share Performance Awards always starts with the determined issue date, and ends with the expiry of the fourth anniversary after the issue date. The "**Issue Date**" is deemed to be the time at which the Company offers the Share Performance Awards to the Beneficiaries, regardless of the time of receipt, or the acceptance of the offer (*Grant*). Another time within the

acquisition period of the respective tranche can be determined as the Issue Date by the offer.

The term of each Share Performance Award is five years (including the Exercise Period after expiry of the Waiting Period), starting at the Issue Date.

Share Performance Awards that have not been exercised by the end of the period or could not be exercised for reasons for which the Company is not responsible, are exercised automatically without the beneficiary taking any action, by letting the corresponding shares come into existence and then having them sold for the benefit of the beneficiary directly afterwards on the stock exchange by a third party appointed by the company. This constitutes a cash-settled share-based payment. This does not affect the authorisation to re-issue Share Performance Awards that are forfeit prematurely.

(4) Key performance indicators

Share Performance Awards can only be exercised, if and when the two defined *Key Performance Indicators* are achieved, and also depend on performance against the additional ESG target (modifier).

Within each of the key performance indicators set forth below there also is a "**Minimum Target**" that has to be reached for Share Performance Awards to be exercised (partially), as well as a "**Maximum Target**" that, once it is reached, allows for all Share Performance Awards for the respective key performance indicator (100%) to be exercised to the full amount, i.e. in the ratio of 1:2, after the Waiting Period has expired (one Share Performance Award entitles the holder to subscribe for no more than two whole shares in Evotec SE).

"Performance Measurement Period" for the Key Performance Indicators is the four consecutive calendar years, beginning with 1 January of the year in which the individual tranche of the Share Performance Award is issued.

Key performance indicator "**Total Shareholder Return**"

Total Shareholder Return is a measure to determine the performance of an investment in the shares of a company. Total shareholder return measures the return on a share investment over a period of time, including dividends as well as share price performance (positive and negative) and adjusted for any equity issues or share-splits.

100% of the key performance indicator "Total Shareholder Return" is achieved for a performance measurement period, i.e.

four calendar years (the "**Target Total Shareholder Return**"), when the Total Shareholder Return for the shares of the Company (average share price of the Company at the closing auction of Xetra trading (or a successor system) on the thirty (30) trading days at Frankfurt Stock exchange prior to the relevant date plus dividends, and adjusted for any equity issuance or share-splits, is at least 20 percentage points higher than the average Total Shareholder Return of the companies listed in the German TecDAX index (or a comparable stock index) during the same period. The minimum target for the performance target "Total Shareholder Return" is achieved when the Total Shareholder Return for the shares of the Company matches the average Total Shareholder Return of the companies listed in the TecDAX. The maximum target, at which all the Share Performance Awards for the performance indicator "Total Shareholder Return" can be exercised in the ratio of 1:2, is achieved when the annual average Total Shareholder Return for the shares of the Company is at least 60 percentage points above the average Total Shareholder Return of the companies listed in the TecDAX during the respective performance period.

Relevant values of the Total Shareholder Return of the Company and of the average Total Shareholder Return of the companies listed in the TecDAX will be calculated and based on the average TecDAX (Total Return Index) during the thirty (30) trading days at Frankfurt Stock exchange prior to the relevant date.

Key Performance Indicator "**Revenue Growth**"

100% of the key performance indicator "Revenue Growth" is achieved (the "**Target Revenue Growth**") when the cumulative annual Group revenue growth of Evotec SE in the performance measurement period, i.e. four calendar years, reaches the cumulative annual Group revenue growth of Evotec SE planned by the Management Board with the approval of the Supervisory Board on the basis of a mid-range plan. The Management Board, with the approval of the Supervisory Board, should generally prepare the mid-range plan for a five-year period every year, on the basis of a sustainable corporate development with demanding, relevant target parameters.

The "performance measurement period" is the four-year period starting on 1 January of the year in which the individual tranche of the subscription rights is awarded.

"**Revenue Growth**" includes the "**Group Revenues**" in the consolidated income statement. Cumulative Group revenue and thus the revenue growth is calculated on the basis of the audited and approved consolidated financial statements (IFRS) of Evotec SE for the respective performance measurement period, less revenues from outlicensed development programmes.

The minimum target for the performance indicator "Revenue Growth" is achieved when the cumulative growth of Group revenues of Evotec SE in the performance measurement period is equal to or greater than 50% of the target growth of the Group revenues defined for the respective performance measurement period. The maximum target for the performance indicator "Revenue Growth" is achieved when the cumulative growth of the Group revenues of Evotec SE in the performance measurement period is equal to or greater than 150% of the target growth of the Group revenue defined for the respective performance measurement period.

Performance target "**ESG Modifier**"

The ESG modifier is a figure for measuring long-term research spending on socially relevant illnesses (e.g. infectious diseases or women's health). The ESG modifier distinguishes between complete target achievement (modifier: 1.0) and incomplete target achievement (modifier: 0.9) and is multiplied by the total achievement of the two targets "Total Shareholder Return" and "Revenue Growth". The Supervisory Board is authorised to determine the level of target achievement. The ESG target cannot be achieved by more than 100%.

(5) Determination of exercisable subscription rights for each performance indicator within a tranche

The following applies to the exercise (also partial) of the number of Share Performance Awards in each tranche that corresponds to each performance indicator:

- (i) If one of the target performance indicators and the target for the ESG modifier are achieved in full (100%) for a performance period, i.e. four calendar years, then 50% of the entire Share Performance Awards in each tranche may be exercised after expiry of the waiting period in a ratio of 1:1, i.e. one Share Performance Award entitles the holder to subscribe for one whole share in Evotec SE.
- (ii) If the maximum target for a performance indicator and the ESG modifier are achieved in full (100%) for a performance period, i.e. four calendar years, then 50% of the entire Share Performance Awards in each tranche may be exercised after expiry of the waiting period in a ratio of 1:2, i.e. one Share Performance Award entitles the holder to subscribe for two whole shares in Evotec SE.
- (iii) If at least the minimum target for a performance indicator is achieved, but not the target performance indicator, then

the ratio of subscription rights for the number of Share Performance Awards allocated to this performance indicator that can be exercised after expiry of the waiting period increases on a straight-line basis between 1:0.75 and 1:1 for the performance target "total shareholder return" and 1:0.5 and 1:1 for the performance target "Revenue Growth". A corresponding linear interpolation (between 1:1 and 1:2) applies if the respective target performance indicator is achieved, but not the maximum target. If the calculation does not produce an integral percentage, the percentage is to be commercially rounded to one decimal place.

(6) Determination of exercisable subscription rights per tranche after the waiting period, limitation of subscription rights

After each of the performance periods for a tranche of Share Performance Awards has ended, the target achievement for the two performance indicators is determined as described for the corresponding four-year period and the corresponding number of subscription rights are calculated and provisionally set. This represents the total number of exercisable subscription rights. If this does not produce an integral number of exercisable subscription rights, the figure of exercisable subscription rights shall be determined by rounding up to the next highest integer number. Fractional amounts of shares cannot be subscribed and no compensation is paid for any fractional amounts.

The number of subscription rights that can be exercised after expiry of the waiting period may be reduced or forfeit altogether in accordance with any special provisions applying if the Beneficiary's service or employment contract ends before the waiting period expires.

(7) Remuneration cap (only for Group 1, "Management Board")

In the event that the proceeds of selling the exercisable subscription rights calculated as described above at the exercise date, less the exercise price, amounts to more than 350%, the exercisable number of subscription rights for members of the Company's Management Board is capped so that the sales proceeds obtainable, less the exercise price, do not exceed 350% of the issue value at which the respective tranche was granted. The surplus subscription rights are forfeit without compensation.

In the event of extraordinary, unforeseeable developments, the Supervisory Board may fully or partially limit the content and extent of the subscription rights granted to the members of the Management Board.

(8) Exercise period and exercise price

After expiry of the Waiting Period, Share Performance Awards issued in a tranche and the resulting subscription rights may be exercised until expiry of the term of Share Performance Awards. Each exercise must take place within a period of no more than twelve months from the end of the respective Waiting Period, but in no case exceeding the term ("**Exercise Period**").

As a rule, the Share Performance Awards and the resulting subscription rights may be exercised throughout the entire exercise period, with the exception of closed periods. Closed periods are times at which share trading is not permitted pursuant to Regulation No. 596/2014 of the European Parliament and the Council of 16 April 2014 (Market Abuse Regulation) and delegated acts adopted in this context or any legislation replacing them.

Notwithstanding (10), the Share Performance Awards that are still exercisable at the end of the term, but have not yet been exercised by their beneficiary, are exercised automatically without the beneficiary taking any action, by letting the corresponding shares come into existence and then having them sold for the benefit of the beneficiary directly afterwards on the stock exchange by a third party appointed by the company.

The exercise price has to be paid for each subscribed share when exercising subscription rights. The "**Exercise Price**" per share corresponds to the amount of the share capital attributable to each individual share at the time the subscription rights are exercised, currently €1.00.

(9) Company's replacement right

The company has the right to pay the value of shares to be issued when exercising individual or all subscription rights of individual tranches, minus the Exercise Price, or deliver shares that originate from its treasury, or are acquired for this purpose; in the latter case, the beneficiary's obligation to pay the Exercise Price shall lapse. Otherwise, the above-mentioned provisions remain unaffected.

(10) Personal right

Subscription rights can only be exercised by the Beneficiaries themselves, or their heirs. Subscription rights are legally non-transferable; they can, however, be inherited. Special provisions can be agreed upon in the event of death, retirement, disability, and other special circumstances for departure, including the divestment of affiliated companies, businesses or parts of businesses from the Evotec Group, and in the case of a change

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

of control, and for the fulfilment of legal requirements, including the pro-rata reduction or forfeiture of the subscription rights exercisable after expiry of the Waiting Period.

(11) Other rules

For the implementation of this resolution toward executives and employees of affiliated companies abroad, the company's Management Board, or if the members of the Management Board are concerned, the Supervisory Board, has the right to deviate from the provisions of the resolution, to the extent that corporation law does not mandate that the content of this resolution be decided by the General Meeting or to the extent that the resolution exceeds minimum requirements under corporation law.

(12) Regulation of details

The Supervisory Board is authorised to determine further details for the granting and fulfilment of Share Performance Awards and resulting subscription rights, and for the issue of shares from the contingent capital increase and further conditions of the SSP 2022, including the determination of conditions for subscription rights, to the extent that members of the Management Board of Evotec SE are affected. Otherwise, the Management Board is authorized to determine these details. These additional details particularly include provisions for consideration or not of special effects of acquisitions or divestments in connection with the measurement of performance targets, provisions for the execution and procedure of granting and exercising subscription rights, the granting of subscription rights to individual Beneficiaries, determination of the Issue Date, determination of the deadline by which the Beneficiary must give instructions to the agent appointed by the Company, as well as provisions for the treatment of subscription rights in special cases, particularly in the event of retirement, death, disability, divestiture of a company, a business, or part of a business from the Evotec Group, or in the event of a change of control, and to meet legal obligations. Conditions for subscription rights shall further contain appropriate provisions for the observation of statutory or Evotec-specific insider-dealing regulations, as well as customary anti-dilution clauses, which essentially secure the economic value of the subscription rights, particularly by taking into account any stock splits, merging of shares, capital increases from company funds with the issue of new shares, decreases of share capital, or other measures with comparable effects for purposes of determining the key performance indicators; in this process, there will be no adjustment of the exercise price.

b) Contingent capital

The share capital of the company will be increased by up to €6,000,000.00 through the issue of up to 6,000,000 new bearer shares of the company with no nominal value (no-par-value shares). The contingent capital serves to fulfil subscription rights that were issued and exercised based on the authorisation decided by the General Meeting on 22 June 2022 under agenda item 7 a). The contingent capital increase will only take place to the extent that holders of subscription rights actually make use of their right to subscribe to company shares. The issue of shares takes place at the exercise price determined according to agenda item 7 a) of the General Meeting resolution of 22 June 2022 as the issue amount; § 9, para. 1 AktG remains unaffected.

The new shares are entitled to dividends for the first time for the financial year for which, at the time of their issue, no General Meeting resolution as to the appropriation of the net income has taken place.

The Supervisory Board is authorised to determine further details of the contingent capital increase and its implementation.

The Supervisory Board is further authorised to alter section 5 of the Articles of Association in line with the respective implementation of the capital increase, as well as after expiry of the authorisation or after expiry of the deadline set for exercising the option rights.

c) Amendments to the Articles of Association

(2) § 5 of the Articles of Association is expanded by the following new paragraph (7):

"(7) The share capital of the company is increased on a contingent basis by up to €6,000,000.00 through the issue of up to 6,000,000 new bearer shares of the company with no nominal value (no-par-value shares). The contingent capital serves to fulfil subscription rights under the Company's Share Performance Plan 2022 to members of the Executive Board, managers and employees issued and exercised based on the authorisation decided by the General Meeting on 22 June 2022 under agenda item 7 a). The contingent capital increase will only take place to the extent that holders of subscription rights make use of their right to subscribe for company shares. The issue of shares takes place at the exercise price determined according to agenda item 7 a) of the General Meeting resolution of 22 June 2022 as the issue amount; § 9, para. 1 AktG remains unaffected. The new shares are entitled to dividends for the first time for the financial year for which, at the time of their issue, no General Meeting resolution as to the appropriation of the net income has taken place. The

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

Supervisory Board is authorised to determine further details of the contingent capital increase and its implementation. The Supervisory Board is further authorised to alter Article 5 of the Articles of Association in line with the respective implementation of the capital increase, as well as after expiry of the authorisation or after expiry of the deadline set for exercising the option rights."

8. Resolution to approve the Remuneration Report 2021

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

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

The Supervisory Board and Management Board propose the approval of the Remuneration Report 2021 prepared and audited in line with Section 162 AktG.

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

9. Resolution to approve the revised remuneration system for the Management Board

The Supervisory Board presented a new system of remuneration for the Management Board members in 2021. The Annual General Meeting 2021 approved the remuneration system 2021 by a majority of 56.63% of votes cast. After in-depth discussions with shareholders and notwithstanding this approval, the Supervisory Board decided to present a reviewed and revised remuneration system for approval at the Annual General Meeting 2022. The new remuneration system presented at the Annual General Meeting 2022 includes the following modifications:

- In view of the NASDAQ listing the amount of target remuneration should be set on the basis of two peer groups in future: recognising the German market as the main indicator, the first group includes all the MDAX companies that can reasonably be compared with Evotec SE in terms of their size, region and transparency of Management Board remuneration. A second group is made up of international companies of similar size from

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

the same industry, in order to reflect the talent pool and the operating environment of Evotec SE.

- To limit the Supervisory Board's discretion the Restricted Share Plan 2020 will no longer form part of the new remuneration system for the Management Board and no longer be issued once the new system takes effect. This eliminates the option of making a discretionary award and thus the cap for this remuneration component too, which was criticised as being too high. It also reduced the annual maximum remuneration for Management Board members.
- The award value of the Restricted Share Plan 2020 is divided between the short-term and long-term (Share Performance Plan 2023) remuneration components. This results in changes in the remuneration structure, while the target remuneration remains the same.
- The remuneration philosophy of Evotec SE provides for a strong focus on long-term, sustainable growth. By having a comparatively high share of "pay at risk", the intention is to align the interests of the Management Board members with those of shareholders.
- In order to ensure that the sustainable development of enterprise value is also reflected in short-term remuneration, 60% of bonus payments are to be invested in Evotec SE shares and held for at least three years.
- When the bonus was revised, the structure of targets was also altered: in future they will be made up of 50% financial targets, 30% strategic targets and 20% ESG targets.
- To give long-term performance a greater weight in the Share Performance Plan, the LTI Performance Period is increased from one year to four. It should no longer be possible to lock in the annual target achievement in future.
- Based on market practice and the strategy of Evotec SE, the performance metrics for the Share Performance Plan should include both internal targets (revenue growth) and external targets (relative total shareholder return) in future. The external target should have the TecDAX as its reference, because Evotec SE is listed in the TecDAX and the volatility of its share price is comparable with that of the index.
- The element of pay-for-performance in the Share Performance Plan should be strengthened by significantly more demanding targets for both variables: the target for revenue growth over 4 years has been set at 48%. The target for total shareholder return over 4 years is set at 20 percentage points above the performance of the TecDAX.
- An additional ESG modifier should be included in the Share Performance Plan in order to ensure that sustainability aspects are embedded in the LTI. The ESG modifier results in a reduction of 10% in target achievement if the ESG target is not achieved in full. Over-achievement against the ESG target is explicitly ruled out.
- The Remuneration Report should disclose all the targets and weightings for all remuneration components in future, including the ESG targets. The presentation should include the performance, the target achievement and the resulting payment amount.
- In order to align the long-term interests of shareholders with those of management, guidelines are to be introduced for holding shares over the entire term of office on the Management Board.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

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

Based on the corresponding recommendation of its Remuneration Committee, the Supervisory Board recommends adopting the following resolution: The revised remuneration system described in more detail after the agenda in "Description of the remuneration system for Management Board members (item 9 of the agenda)" is approved.

* * *

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

Documents made available to the shareholders

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

- The documents mentioned in item 1 of the agenda,
- Curriculum vitae of the candidate proposed for election to the Supervisory Board in agenda item 5, with details of her relevant knowledge, skills and experience and an overview of her main activities in addition to this Supervisory Board seat, as well as disclosures of seats held by her on other statutory German supervisory boards or comparable domestic or foreign supervisory boards of commercial entities,
- Report of the Management Board to the Annual General Meeting concerning the preclusion of the subscription right regarding item 6 of the agenda according to §§ 203 para 2, 186 para 3, para 4, sentence 2 AktG,
- Remuneration Report 2021 (item 8 of the agenda)
- Description of the revised remuneration system for Supervisory Board members (item 9 of the agenda)

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

Total number of shares and voting rights

At the time of convening the Annual General Meeting, the Company's share capital amounts to €176,952,653.00. It is divided into 176,952,653 non-par value bearer shares. Each non-par value share grants one vote in the Annual General Meeting. Therefore, the total number of shares and voting rights at the time of convening the Annual General Meeting amounts to 176,952,653 shares and voting rights. No different types of shares exist.

At the time of convening the Annual General Meeting, the Company holds 249,915 treasury shares. The Company has no rights in respect of these shares.

Information on the conduct of the virtual Annual General Meeting

The company's Annual General Meeting on 22 June 2022 is being held with the approval of the Supervisory Board in accordance with the COVID-19 Act (Art. 2 of the Act to mitigate the consequences of the COVID-19 pandemic in civil, insolvency and criminal proceedings, Federal Gazette I 2020, p. 569) as amended (last amended by Art. 15 and 16 of the Act establishing a special fund "Reconstruction Aid 2021" and temporarily suspending the obligation to file for insolvency following heavy rain and flooding in July 2021, as well as amending other legislation, dated 10 September 2021, Federal Gazette I 2021, p. 4147) as a virtual Annual General Meeting without the physical presence of shareholders or their proxies (with the exception of the company proxies), with the option of joining the meeting electronically.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

The entire Annual General Meeting will be transmitted by video and audio in a **password-protected online service** for duly registered shareholders and their proxies on 22 June 2022 from 10.00 a.m. CEST. The link to the password-protected online service will be provided via the Company's website at <https://www.evotec.com/en/investor-relations/annual-general-meeting>.

Duly registered shareholders will be sent individual access data to use the company's password-protected online service.

Shareholders and their proxies (with the exception of the company proxies) may not be physically present at the meeting place. Shareholders or their proxies may only exercise their voting rights by electronic postal vote or by appointing one of the proxies designated by the Company. Electronic participation in the Annual General Meeting as defined in Sec. 118 para. 1 sentence 1 AktG is not possible.

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

Pursuant to Art. 15 para. 4 of the Articles of Association, each shareholder is entitled to exercise his/her voting rights in the Annual General Meeting and join the Annual General Meeting electronically, who registers with the Company in text form prior to the Annual General Meeting (Sec. 126b German Civil Code (Bürgerliches Gesetzbuch, BGB)), specifying the number of shares to which the registration relates and proves his/her entitlement to participate in the Annual General Meeting and exercise the voting rights by evidence of share ownership in text form (§ 126b BGB). Evidence of shareholding in text form (Sec. 126b BGB) from the final intermediary as defined in Sec. 67c para. 3 AktG is sufficient. The registration and evidence must be written in German or English and received by the Company at the following office, under the following postal address, telefax number or e-mail address (the **registration address**) by no later than **midnight (CEST) on 15 June 2022**:

Evotec SE

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

Telefax: +49 0 89 88 96 906 33

Email: anmeldung@better-orange.de

The evidence of share ownership must relate to the beginning of the twenty-first day prior to the date of the Annual General Meeting, in other words, **midnight on 1 June 2022** (CEST) (the **record date**).

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

Registered holders of American Depositary Shares (ADSs) shall be sent all information and documents related to the Annual General Meeting by JPMorgan Chase & Co., P.O. 64504, St. Paul, MN 55164-0504, USA (jpmorgan.adr@eq-us.com). If you have any

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

questions regarding the exercise of your voting rights, please contact JPMorgan Chase & Co. at the following phone number: (800) 990 1135 (within the USA) or +1 (651) 453 2128 (from abroad).

Significance of the record date

The record date is the crucial date for the scope and exercise of shareholder rights, particularly voting rights, and for joining the Annual General Meeting electronically. In relation to the Company, only someone who has provided the necessary evidence is entitled to exercise their shareholder rights at the Annual General Meeting, in particular to exercise their voting rights and to join the Annual General Meeting electronically as a shareholder. The exercise of shareholder rights at the Annual General Meeting and the scope of voting rights are exclusively based on the shareholder's share ownership as of the record date. The record date does not mean that the shares may not be sold thereafter. Even in the case of complete or partial sale of the stake after the record date, for the exercise of shareholder rights at the Annual General Meeting, particularly for the scope of voting rights, and for joining the Annual General Meeting electronically, the share ownership by the shareholder as of the record date is exclusively relevant; i.e. sales of share after the record date have no effect on the exercise of shareholder rights at the Annual General Meeting and the scope of voting rights. The same applies to additional purchases of shares after the record date. People who do not own any shares as of the record date and only become shareholders afterwards do not have any rights at the Annual General Meeting, unless they receive a power of attorney or are authorised to exercise rights. The record date has no significance for the entitlement to dividends.

Procedure for voting by a proxy

Shareholders are informed that their voting right can be exercised in the Annual General Meeting by a proxy, e.g. by an intermediary, an association of shareholders, a voting advisor or another person of their choice. In this case, too, shareholders must register themselves and provide evidence of share ownership in due time pursuant to the aforementioned provisions. If a shareholder grants power of attorney to more than one person, the Company can reject one or several of these.

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

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

Evidence of the proxy or its amendment or revocation may be sent to the Company by no later than midnight CEST on 21 June 2022 at the following postal address, fax number or email address

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

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

Telefax: +49 0 89 88 96 906 55

Email: evotec@better-orange.de

or from 1 June 2022 by using the password-protected online service at <https://www.evotec.com/en/investor-relations/annual-general-meeting>. The date of reception by the Company is decisive.

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

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

There is no requirement for text form when appointing intermediaries, shareholder associations, voting advisers or other equivalent persons or institutions pursuant to Sec. 135 para. 8 AktG. In these cases the provisions of Sec. 135 AktG and possibly other special rules have to be followed, however, which are defined by the specific proxies and can be obtained from them.

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

Procedure for voting by proxy appointed by the Company

Shareholders can exercise their voting rights by appointing the company proxy, who is bound to follow instructions. The shareholders who intend to grant a power of attorney to the proxies appointed by the Company must also register on time, providing the specific evidence of share ownership.

Powers of attorney and instructions for the company proxies may be notified, amended or revoked until voting starts at the virtual Annual General Meeting on 22 June 2022 by post, fax or email to the postal address, fax number or email address mentioned above in the section "Procedure for voting by a proxy" not later than midnight CEST on 21 June 2022 or by using the appropriate procedure in the password-protected online service at <https://www.evotec.com/en/investor-relations/annual-general-meeting> from 1 June 2022.

The form will be sent after registration and evidence of share ownership has been provided in due form and can also be downloaded from the Company website at <https://www.evotec.com/en/investor-relations/annual-general-meeting>.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

If the proxies appointed by the Company are granted power of attorney, they must, in any case, be issued with instructions for exercising the voting rights. The Company's proxies are obliged to vote in accordance with instructions. If individual voting takes place on an agenda item, the instructions apply to each sub-item of the individual voting. Without instructions, the proxies will abstain from voting. The Company's proxies will not accept any powers of attorney for filing objections against Annual General Meeting resolutions, to exercise the right to speak and ask questions or to file motions.

Electronic postal voting

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

Postal votes can be cast, altered or withdrawn until voting starts at the virtual Annual General Meeting on 22 June 2022 by using the appropriate procedure in the password-protected online service at <https://www.evotec.com/en/investor-relations/annual-general-meeting> from 1 June 2022.

Rights of shareholders pursuant to Art. 56 sentence 2 and 3 SE Regulation, Sec. 50 para. 2 SEAG, Sec 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG in conjunction with Sec. 1 COVID-19-Act

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

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

The minimum interest must be proven to the Company, whereby it is sufficient to provide bank certifications.

The request shall be addressed in writing to the Company, represented by the Management Board, whereby each new item for the agenda must include a reason or a proposed resolution. The request for an additional agenda item can also entail a subject for discussion without a resolution. It must be received by the Company by no later than by **midnight (CEST) on 22 May 2022**. Please use the following postal address to submit your request:

Evotec SE
– Vorstand (Management Board) –
Manfred Eigen Campus
Essener Bogen 7
22419 Hamburg
Germany

Additions to the agenda to be announced, provided that they were not already announced with the convening of the Annual General Meeting, shall immediately be

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

announced after receipt of the demand in the Federal Gazette (Bundesanzeiger) and those media for publication, where it can be assumed that they disseminate the information throughout the European Union. They will also be made public on the company website at <https://www.evotec.com/en/investor-relations/annual-general-meeting> and notified to shareholders.

Opposing motions by shareholders pursuant to Art. 53 SE Regulation, § 126 para. 1 AktG in conjunction with § 1 para. 2 sentence 3 COVID-19-Act

Shareholders are entitled to file motions opposing a proposal by the Management Board and Supervisory Board regarding a specific agenda item. Any opposing motions must be received by the Company in writing, by telefax or email by no later than by **midnight (CEST) on 7 June 2022**, including the reasons for them, exclusively at the following address, telefax number or email address:

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

Telefax: +49 40 560 81 333

Email: hauptversammlung@evotec.com

Motions that have been otherwise addressed shall not be taken into consideration. Opposing motions by shareholders that are to be made accessible shall be made accessible immediately after their receipt, including the name of the shareholder and any grounds for the motion, at <https://www.evotec.com/en/investor-relations/annual-general-meeting>. Possible statements by management in this regard shall also be made accessible at this internet address. The Company can refrain from making an opposing motion and its reason accessible if exclusion elements exist pursuant to Sec. 126 para. 2 AktG, for example, because the opposing motion would lead to a shareholders' resolution that is illegal or in contravention of the Articles of Association. A reason for an opposing motion does not need to be made accessible if it contains more than 5,000 characters.

Proposals for election by shareholders pursuant to Art. 53 SE Regulation, § 127 AktG in conjunction with § 1 (2) sentence 3 COVID-19-Act

Shareholders are also entitled to submit nominations for the election of Supervisory Board members or auditors. With these, the aforementioned regulation on countermotions shall apply analogously, with the stipulation that the nomination does not need to be provided with a reason. Over and above the aforementioned exclusion elements of § 126 para 2 AktG, the nomination also does not need to be made accessible if the nomination does not include the name, profession and place of residence of the nominated Supervisory Board member or Auditor and in the case of proposals for the election of Supervisory Board members if no information is provided on their membership of other statutory Supervisory Boards.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

Motions or proposals for election by shareholders that have to be made available pursuant to § 126 or § 127 AktG are deemed to have been made in the Annual General Meeting in accordance with § 1 para. 2 sentence 3 COVID-19 Act if the shareholder making the motion or proposal for election is properly identified and registered to attend the Annual General Meeting.

Shareholders' right to ask questions pursuant to Art. 53 SE Regulation, Sec. 131 para. 1 AktG in conjunction with Sec. 1 para. 2 sentence 1 No. 3, sentence 2 COVID-19-Act

Notwithstanding Sec. 131 AktG, registered shareholders have no information rights at the virtual Annual General Meeting on 22 June 2022. Instead, they have the right to submit questions before the Annual General Meeting. The Management Board decides at its own professional discretion how to answer questions. It is possible that the questioner is mentioned by name when the question is answered. Please note the additional comments on data protection at the end of this convening document.

Questions from shareholders must be submitted no later than one day before the general meeting, i.e. **midnight CEST on 20 June 2022** using the appropriate procedure on the password-protected online service on the company website, <https://www.evotec.com/en/investor-relations/annual-general-meeting>.

No questions may be asked during the virtual Annual General Meeting.

Comments on the rights of shareholders pursuant to Art. 56 sentence 2 and 3 SE Regulation, Sec. 50 para. 2 SEAG, Sec 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG in conjunction with Sec. 1 COVID-19-Act may also be viewed online at <https://www.evotec.com/en/investor-relations/annual-general-meeting>.

Audio and video online transmission of the Annual General Meeting

On 22 June 2022 from 10.00 a.m. CEST registered shareholders and their proxies may follow the entire general meeting by live audio and video stream via the password-protected online service on the company website <https://www.evotec.com/en/investor-relations/annual-general-meeting>.

After registration has been received and evidence of share ownership has been provided in due form, shareholders will be sent the access data for using the password-protected online service on the company website <https://www.evotec.com/en/investor-relations/annual-general-meeting>.

The transmission of the Annual General Meeting does not enable attendance within the meaning of Sec. 118 para. 1 sentence 2 AktG (electronic or online attendance).

Objections against resolutions taken at the Annual General Meeting

Registered shareholders and their proxies who have exercised their voting rights by electronic postal vote or by appointing and instructing the company proxy may lodge an objection against a resolution taken at the Annual General Meeting via the password-protected online service on the company website <https://www.evotec.com/en/investor-relations/annual-general-meeting>, from the

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

beginning of the virtual Annual General Meeting on 22 June 2022 until the end of the virtual Annual General Meeting, in accordance with Art. 53 SE Regulation, Sec. 245 no. 1 AktG in conjunction with Sec. 1 (2) no. 4 COVID-19-Act.

Reference to the Company's website

The information pursuant to Art. 53 SE-VO, Sec. 124a AktG regarding the Annual General Meeting can be found on the Company's website at <https://www.evotec.com/de/investor-relations/hauptversammlung>. The results of the votes shall be announced at the same internet address after the Annual General Meeting.

Notes on data protection

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

The controller for the processing of your personal data is:

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

Telefax: +49-(0)40560 81 333

hauptversammlung@evotec.com

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

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

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

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

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

address: Evotec SE, Manfred Eigen Campus, Essener Bogen 7, 22419 Hamburg (Germany), Fax: +49 (0)40 560 81 333, hauptversammlung@evotec.com.

Hamburg, May 2022

Evotec SE

Management Board

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

Resolution on re-election to the Supervisory Board (Item 5 of the agenda)

Curriculum vitae of Ms Camilla Macapili Languille

Academic qualifications: Bachelor of Arts, Economics and Political Science, Columbia University, New York, USA

Profession: Head of Life Sciences, Mubadala Investment Company (MIC), Abu Dhabi, UAE

Resident: Abu Dhabi, UAE

Personal details

Year of birth: 1983

Nationality: Canadian

Member of the Supervisory Board of Evotec SE

n/a

Education

2004 Bachelor of Arts, Economics and Political Science, Columbia University, New York, USA

2011 Cours de Civilisation Française, Université Paris Sorbonne-IV

Professional experience

Since 2013 Mubadala Investment Company (MIC), Abu Dhabi, UAE:

Since 2018 Director, Head of Life Sciences and DI Investment Committee member

2016-2018 Senior Vice President, Technology

2013-2015 Utilities & Mining – Vice President, Head of Power

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

| | |
|-----------|--|
| 2011-2013 | DAIWA CAPITAL (DC) ADVISORY PARTNERS, Paris, France Mergers & Acquisitions – Senior Manager |
| 2007-2010 | VIRGIN MANAGEMENT LTD. (VIRGIN GROUP), London, UK Corporate Finance & Special Situations Portfolio – Investment Manager |
| 2005-2007 | JPMORGAN SECURITIES, INC., London, UK & New York, USA Mergers & Acquisitions, Consumer Healthcare & Retail – Analyst |

Seats on other statutory German supervisory boards or comparable domestic or foreign supervisory boards of commercial entities

| | |
|---------------------------|--------------------------|
| PCI Pharma, USA | Supervisory Board member |
| Envision Pharma Group, UK | Supervisory Board member |
| Rodenstock GmbH, Germany | Advisory Board member |

Other significant activities in addition to the Supervisory Board seat

Apax Partners and Nordic Capital, LPAC Advisory Board member

Relevant knowledge, skills and experience

Ms Camilla Macapili Languille has more than 20 years' experience of corporate finance and investing in private equity, publicly listed shares and funds, with a focus on the healthcare sector. She is also Head of Life Sciences at Mubadala Investment Company.

Personal or commercial relations in accordance with C.6 to C12 of the German Corporate Governance Code.

Ms Macapili Languille is to be considered as an independent member despite her position at Mubadala. MIC holds around 7% of the voting shares in Evotec SE and therefore has a material interest in Evotec SE within the meaning of recommendation C.13 of the German Corporate Governance Code ("GCGC") as amended on 16 December 2019. MIC does not hold a controlling interest within the meaning of C.9 GCGC, however. The shareholder (and so therefore Camilla Macapili Languille) would not be independent if there were a control agreement with the shareholder or it held an absolute majority of the voting rights or at least a sustained majority at general meetings. A share of voting rights of nearly 7% does not constitute a sustained majority at general meetings for MIC, so there is neither a permanent conflict of interests nor any dependence on the basis of de facto voting majorities, particularly since the number of votes cast in past general meetings regularly represented well over 40% of share capital.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

Remuneration Report 2021 (item 8 of the agenda)

The following remuneration report presents and explains the remuneration awarded and owed to the individual present and former members of the Management Board and Supervisory Board of Evotec SE (hereafter also known as "Company"). The remuneration report meets the requirements of Sec. 162 AktG. This remuneration report will be presented for approval at the ordinary Annual General Meeting on 22 June 2022.

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

The structure of remuneration and the amounts paid to the Management Board members are defined and regularly reviewed by the Supervisory Board. The review follows the recommendations of the German Corporate Governance Code as amended on 16 December 2019 ("GCGC") and meets the requirements of Section 87 AktG.

The Company's Supervisory Board, with the support of the Remuneration and Nomination Committee, presented a remuneration system for the members of the Company's Management Board (the "Remuneration system 2021") to the Annual General Meeting on 15 June 2021 for approval. The Annual General Meeting 2021 approved the Remuneration system 2021 by a majority of 56.63% of votes cast. Notwithstanding this approval, the Supervisory Board will present a reviewed and revised remuneration system for approval at the Annual General Meeting 2022. When the Annual General Meeting is convened, the revised remuneration system 2022 can be viewed on the website of Evotec SE at <https://www.evotec.com/en/investor-relations/governance>.

The Remuneration system 2021 applies to all the members of the Company's Management Board.

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

B. Changes in the Management Board and Supervisory Board

The contract with Dr Lanthaler was extended with effect from 1 March 2021 for a further five years until 28 February 2026. There were no other changes in the composition of the Management Board in financial year 2021

The following changes occurred in the Supervisory Board in 2021.

Prof. Wolfgang Plischke stepped down as Chair and member of the Supervisory Board with effect from 15 June 2021. Dr Constanze Ulmer-Eilfort is a Supervisory Board member as from 15 June 2021. Prof. Iris Löw-Friedrich was elected as Chair of the Supervisory Board and Mr Roland Sackers as Vice Chair as from 15 June 2021.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

C. Remuneration system for Management Board members of Evotec SE

I. Overview of main remuneration components

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

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

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

The remuneration of the Management Board members meets the requirements of the German Stock Corporation Act and the German Corporate Governance Code in effect at the time the respective employment contracts were signed (unless any exception is mentioned).

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

*Abcam, Bachem, Biotest, Carl Zeiss Meditec, Charles River, Clinigen, Galapagos, Genmab, Ligand, Morphosys, QIAGEN, Siegfried Pharma, Stallergenes, Sartorius, Tecan and MedPace.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

II. Non-performance-related fixed remuneration components

Basic salary

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

The Evotec Group has achieved impressive growth in the past five years: the number of employees rose from around 2,100 in 2017 to 4,198 in 2021, and the market capitalisation increased over the same period from nearly €2 billion to sometimes more than €5 billion. The parent, Evotec SE, was included in the MDAX in September 2018 and has been listed on NASDAQ since November 2021. For these reasons, the contract with the CEO was brought into line with the company's current circumstances when it was renewed in financial year 2021.

The following table shows the annual basic salary for the Executive Board members in financial year 2021:

| Executive Board member | Function | Basic salary 2021 (in € k)¹ | Basic salary 2020 (in € k) |
|-------------------------------|-----------------|---|---------------------------------------|
| Dr Werner Lanthaler | CEO | 580 | 480 |
| Dr Cord Dohrmann | CSO | 400 | 400 |
| Dr Craig Johnstone | COO | 340 | 340 |
| Enno Spillner | CFO | 320 | 320 |

¹ The basic annual salary for Dr Werner Lanthaler was increased by €120,000 to €600,000 with effect from 1 March 2021. This means his average fixed basic salary for financial year 2021 was €580,000.

Ancillary benefits

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

| Executive Board member | Function | Retirement pension contributions in (€ k) | Car allowance (in € k) | Travel expense allowance (in € k) | Other (in € k)¹ |
|-------------------------------|-----------------|--|-----------------------------------|--|---------------------------------------|
| Dr Werner Lanthaler | CEO | 60 | 15 | 50 | 6 |
| Dr Cord Dohrmann | CSO | 32 | 13 | - | 6 |
| Dr Craig Johnstone | COO | 27 | 15 | - | - |
| Enno Spillner | CFO | 25 | 12 | 21 | 6 |

¹ Other ancillary benefits comprise various insurance policies for Executive Board members based in Germany.

III. Performance-related variable remuneration components

In line with the principles mentioned above, the Management Board remuneration is linked to Company performance and sustainable Company growth. Management Board remuneration therefore comprises both short-term, annual remuneration (“bonus”) and long-term remuneration components (Share Performance Plan 2017 and Restricted Share Plan 2020), which were approved by the Annual General Meetings in 2017 and 2021. Payments for these components depend on achieving defined financial targets. If the targets are not achieved the payment of performance-based components may be reduced to zero. If the targets are significantly outperformed, however, the amount of the payment is capped.

Short-term, one-year remuneration (bonus)

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

A target amount is set for each Management Board member, which defines the amount of the bonus payment if the target achievement is 100%. The target amount of variable remuneration for one year for the CEO is 100% of annual basic salary (2020: 100%) and for all other Management Board members at 70% of the annual basic salary (2020: 70%).

At the beginning of the following financial year the Supervisory Board measures the achievement of the targets and determines the amount of the annual bonus. In financial year 2020 the maximum bonus payment was 100% of the target amount for all Executive Board members.

When the Management Board remuneration system was revised a maximum bonus payment of up to 150% of the target amount was made possible for the bonus plan 2021. This currently only applies pro rata temporis to the bonus for the CEO, whose contract was renewed as of 1 March 2021: the maximum payment for the CEO is capped at 143% of annual basic salary. Bonuses are agreed with Management Board members in their individual employment contracts. When the contract with the CEO was renewed as of 1 March 2021 the maximum payment was raised pro rata temporis from 100% to 150% of (new) annual salary. The higher payment cap for 2021 does not yet apply to the other Management Board members, for whom the cap remains at 70% of annual salary.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

For financial year 2020 the Supervisory Board defined the following performance criteria and their weighting for all Management Board members:

| 2020 targets | Weighting |
|---|---|
| <p>Continue growth path with optimal integration of Just - Evotec Biologics</p> <ul style="list-style-type: none"> • Total revenue growth to > € 460 m • Achieve stable adjusted EBITDA of > € 110 m | <p>40.0%</p> <p>20.0%</p> <p>20.0%</p> |
| <p>Make co-ownership visible as a value driver and more attractive to investors</p> <ul style="list-style-type: none"> • New alliances from existing platforms (e.g. iPSC, Nurture, EvoTox) (Total value of > € 100 m) • Expansion with at least 2 high-quality BRIDGES and implementation of the EVT equity strategy • Make EVT Innovate values more tangible and investable (e.g. project valuations, spin-offs,...) | <p>35.0%</p> <p>20.0%</p> <p>10.0%</p> <p>5.0%</p> |
| <p>Go for LONG as ONE – Define the Evotec Infinite strategy</p> <ul style="list-style-type: none"> • Implement Action Plan 2025 focusing on long-term value drivers in all modalities • Primary goal: Think and work as “ONE” global, long-term, next-generation team • Sustainability and Diversity target: Define a specific long-term strategy for sustainability and diversity | <p>25.0%</p> <p>15.0%</p> <p>5.0%</p> <p>5.0%</p> |

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

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

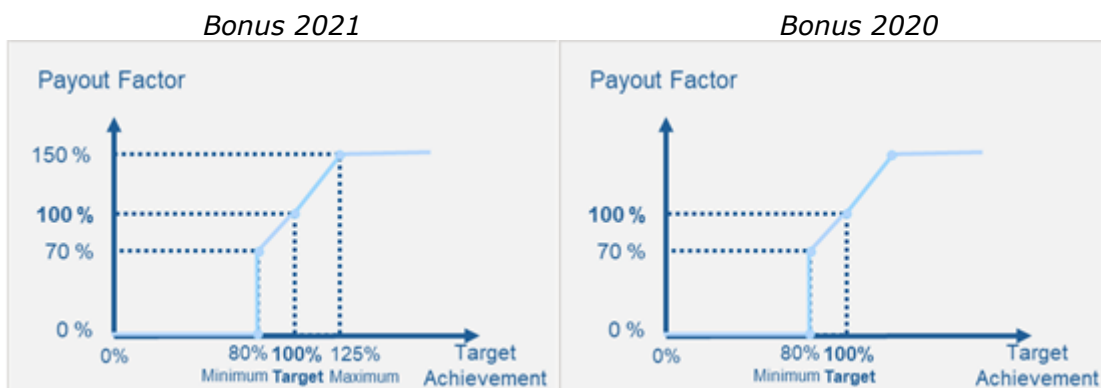
| 2021 targets | Weighting |
|---|---|
| <p>Continue revenue growth and implementation in EBITDA</p> <ul style="list-style-type: none"> • Increase total revenue >10% • Achieve growth in adjusted EBITDA of > 10 % | <p>40.0%</p> <p>20.0%</p> <p>20.0%</p> |
| <p>Implement the Action Plan 2025</p> <ul style="list-style-type: none"> • Build new "co-owned" alliances in line with the milestones in the Action Plan 2025 (e.g. iPSC, PanOmics & PanHunter, QRBeta, EvoCells,...) (> €200 m tech value and significant upfront payments) • Focus on accelerating the Just-Evotec Biologics strategy (opening of the J.Pod in Q3 at the latest, Strategy beyond J.Pod 1) • Implement long-term EVT Equity strategy and build organisational structure, accelerate the BRIDGE strategy | <p>35.0%</p> <p>20.0%</p> <p>10.0%</p> <p>5.0%</p> |
| <p>Go for LONG as ONE – Define the Evotec Infinite strategy</p> <ul style="list-style-type: none"> • Prepare the US IPO • Leadership target: Recruit, build, work and celebrate as ONE global team. Develop long-term leadership, learning and succession plans. • Sustainability target: Implement scientific, specific ESG targets. Strengthen and implement the long-term sustainability and diversity strategy. | <p>25.0%</p> <p>10.0%</p> <p>10.0%</p> <p>5.0%</p> |

The Supervisory Board defines a single target achievement percentage for all the individual targets, which can be between 0% and 100% or 125% for the CEO since 1 March 2021. The target achievement percentage is converted into a payment factor ("bonus payment factor") of between 0% and 100% or 150% for the CEO since 1 March 2021. The bonus payment factor is multiplied by the target bonus amount for each individual target in order to determine the amount of the bonus payment for each individual target. The bonus payment amount can therefore be between 0% and 100% of the target bonus amount, or 150% for the CEO since 1 March 2021.

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

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

The follow graph shows how the bonus payment factor works for financial years 2020 and 2021 (applies to the CEO as of 1 March 2021):



Bonus target achievement for 2020 was as follows:

| 2020 targets | Result | Weighting | Achievement |
|---|--|---|---|
| <p>Continue growth path with optimal integration of Just - Evotec Biologics</p> <ul style="list-style-type: none"> Total revenue growth to > € 460 m Achieve stable adjusted EBITDA of > € 110 m | <ul style="list-style-type: none"> € 500.9 m € 106.6 m | <p>40.0%</p> <p>20.0%</p> <p>20.0%</p> | <p>>100%</p> <p>97.0%</p> |
| <p>Make co-ownership visible as a value driver and more attractive to investors</p> <ul style="list-style-type: none"> New alliances from existing platforms (e.g. iPSC, Nurture, EvoTox) (Total value of > € 100 m) Expansion with at least 2 high-quality BRIDGES and implementation of the EVT equity strategy Make EVT Innovate values more tangible and investable (e.g. project valuations, spin-offs,...) | <ul style="list-style-type: none"> Novo Nordisk, Bayer, Takeda Autobahn Labs, Dark-Blue,... Valuation simulation, Capital Markets Day, Curexsys,... | <p>35.0%</p> <p>20.0%</p> <p>10.0%</p> <p>5.0%</p> | <p>100.0%</p> <p>100.0%</p> <p>100.0%</p> |
| <p>Go for LONG as ONE – Define the Evotec Infinite strategy</p> <ul style="list-style-type: none"> Implement Action Plan 2025 focusing on long-term value drivers in all modalities Primary goal: Think and work as "ONE" global, long-term, next-generation team Sustainability and Diversity target: Define a specific long-term strategy for sustainability and diversity | <ul style="list-style-type: none"> Integrate JUST - Evotec Biologics, Evotec GT, QRBeta,... Various training courses and growth initiatives Scientific targets, ESG manager, Strategy formulation | <p>25.0%</p> <p>15.0%</p> <p>5.0%</p> <p>5.0%</p> | <p>100.0%</p> <p>100.0%</p> <p>100.0%</p> |

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

Bonus target achievement for 2021 was as follows:

| 2021 targets | Result | Weighting | Achievement |
|---|---|-----------|-------------|
| Continue revenue growth and implementation in EBITDA | | | |
| • Increase total revenue >10% | • Revenue € 618 m | 20.0% | >100.0% |
| • Achieve growth in adjusted EBITDA of > 10 % | • Adjusted EBITDA: €109.4 m ¹ | 20.0% | 97.0% |
| Implement the Action Plan 2025 | | | |
| • Build new "co-owned" alliances in line with the milestones in the Action Plan 2025 (e.g. iPSC, PanOmics & PanHunter, QRBeta, EvoCells,...) (> €200 m tech value and significant upfront payments) | • Various new alliances (see press releases 2021) | 20.0% | 100.0% |
| • Focus on accelerating the Just-Evotec Biologics strategy (opening of the J.Pod in Q3 at the latest, Strategy beyond J.Pod 1) | • J.POD 1 opened in August 2021, J.POD 2 already mostly financed and planning has started | 10.0% | 100.0% |
| • Implement long-term EVT Equity strategy and build organisational structure, accelerate the BRIDGE strategy | • EVT Equity strategy extended by various new investments, new significant BRIDGES built with BMS (Lab 2122 and Lab 2130) | 5.0% | 100.0% |
| Go for LONG as ONE – Define the Evotec Infinite strategy | | | |
| • Prepare the US IPO | • US Listing completed in November 2021 | 10.0% | 100.0% |
| • Leadership target: Recruit, build, work and celebrate as ONE global team. Develop long-term leadership, learning and succession plans. | • Global Leadership training enrolled in three different categories | 10.0% | 100.0% |
| • Sustainability target: Implement scientific, specific ESG targets. Strengthen and implement the long-term sustainability and diversity strategy. | • Charta of Diversity signed; ESG ratings improved (MSCI from CCC to A; ISS from C- to C) | 5.0% | 100.0% |

¹ The assumption for the bonus provision was 100% of last basic salary

Total target achievement for the 2020 bonus is as follows:

| Executive Board member | Floor based on 0% target achievement | | Target based on 100% target achievement | | Cap based on maximum target achievement | | Payment factor 2020 (corresponds to total target achievement) | Bonus payment amount 2020 ¹ | |
|------------------------|--------------------------------------|----------------------|---|----------------------|---|----------------------|---|--|----------------------|
| | in k € | in % of basic salary | in k € | in % of basic salary | in k € | in % of basic salary | in % | in k € | in % of basic salary |
| Dr Werner Lanthaler | - | 0.0 % | 480 | 100.0 % | 480 | 100.0 % | 99.1 % | 476 | 99.1 % |
| Dr Cord Dohrmann | - | 0.0 % | 280 | 70.0 % | 280 | 70.0 % | 99.1 % | 377 | 94.4 % |
| Dr Craig Johnstone | - | 0.0 % | 238 | 70.0 % | 238 | 70.0 % | 99.1 % | 236 | 69.4 % |
| Enno Spillner | - | 0.0 % | 224 | 70.0 % | 224 | 70.0 % | 99.1 % | 222 | 69.4 % |

¹ Dr Cord Dohrmann received a special bonus of €100,000 in 2020

Total target achievement for the 2021 bonus is as follows:

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

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

Since the work for the annual bonus 2021 was completed in full in financial year 2021, it is attributed to the remuneration awarded and owed in 2021 within the meaning of

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

Section 162 (1) sentence 2 no. 1 AktG, and so included in this remuneration report. To ensure the transparent, comprehensible presentation of remuneration awarded to Management Board members in a given financial year, the annual bonus for 2020 is also included in this remuneration report on a voluntary basis.

Long-term, multi-year variable remuneration

The Management Board members also receive long-term, multi-year remuneration in the form of their participation in various Company remuneration programmes that extend over several years. There are two different share-based programmes, with payments after a waiting period of four years. This incentivises the individual Management Board members to contribute to the Company's long-term, sustainable development and aligns their interests with those of shareholders.

Share Performance Plan 2017

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

The number of SPA to be allocated is determined by dividing a fixed percentage of the Management Board member's basic remuneration by the relevant market value of an SPA. The percentage for the CEO is 200% of basic salary (2020: 200%) and for all other Management Board members 91.5% of basic salary (2020: 91.5%). The amount paid out for the Share Performance Awards may not exceed 350% of the target amount when they are exercised (cap).

The following table shows the number of SPA awarded in financial year 2021:

| Executive Board member | Target amount for performance shares (SPA) | | Market value of one SPA at the award date | awarded in FY 2021 |
|-------------------------------|--|-------------------|---|--------------------|
| | in k € | % of basic salary | in € | units |
| Dr Werner Lanthaler | 960 | 200.0 % | 32.96 | 29,127 |
| Dr Cord Dohrmann | 366 | 91.5 % | 32.96 | 11,105 |
| Dr Craig Johnstone | 311 | 91.5 % | 32.96 | 9,439 |
| Enno Spillner | 293 | 91.5 % | 32.96 | 8,884 |

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

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

time, including dividends and changes in the share price (positive and negative), adjusted for any share issues or splits. The performance indicators are measured for each year of the performance measurement period. The performance in a given year is fixed for the remainder of the vesting period.

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

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

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

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

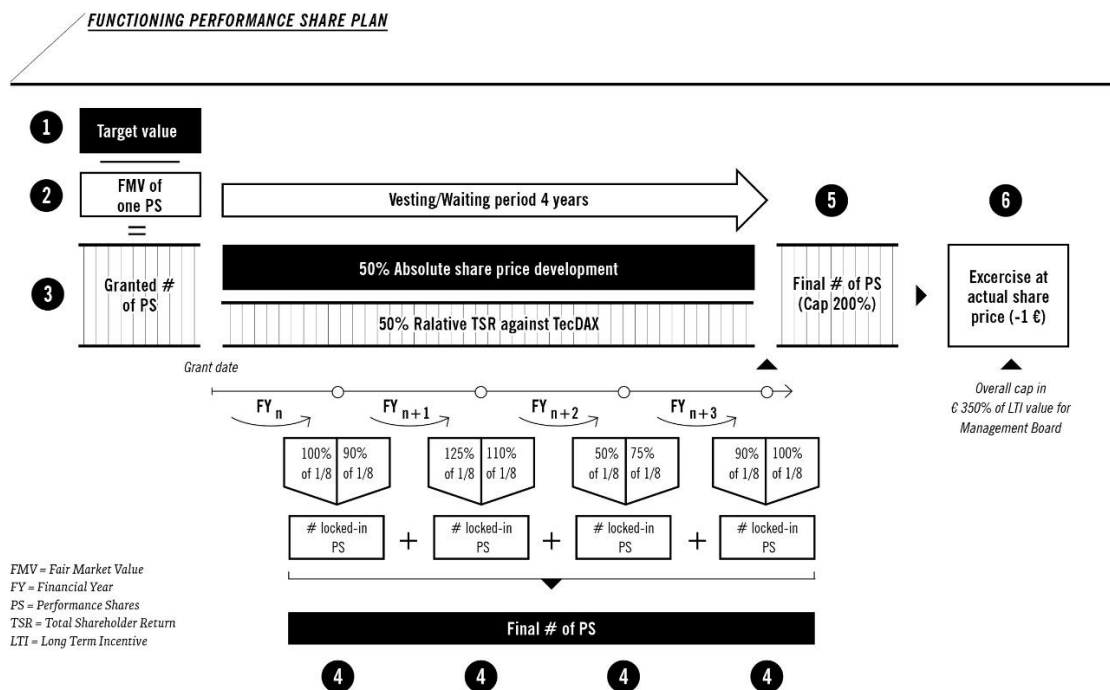
The minimum target is achieved (0% target achievement) if the return on the Evotec share is less than 10% below the average total shareholder return for the companies in the TecDAX in the relevant performance period (i.e. in each calendar year). The maximum target is achieved (200% target achievement)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

If the minimum target for one performance indicator is not achieved in a calendar year, the corresponding number of SPA (12.5% of the SPA granted at the start of the performance period) are forfeit. If the target is exactly achieved (100% target achievement) the corresponding number of SPA are converted into the same number

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

of subscription rights to shares in Evotec SE at the end of the performance period. If the maximum target is achieved (200% target achievement) the corresponding number of SPA are converted into twice the number of subscription rights to shares in Evotec SE at the end of the performance period. Between these figures the values are interpolated on a linear basis.

The Share Performance Plan works as follows:



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

| | ABSOLUTE SHARE PRICE DEVELOPMENT | RELATIVE TSR |
|--------------------|--|---|
| Weighting | ▶ 50% of granted performance shares | ▶ 50% of granted performance shares |
| Measurement | ▶ After each year | ▶ After each year |
| Comparison | ▶ 30 trading days average before the start/end of each year | ▶ Against TecDAX ▶ 30 trading days average before the start/end of each year |
| Calibration | | |
| | ▶ Within the range of 0% and 200%, the target achievement is calculated by using linear interpolation. | |

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

The right to exercise the subscription rights resulting from converting the Share Performance Awards only vests at the end of the performance period. At the end of each of the four performance periods (i.e. each calendar year) for the Share Performance Awards the target achievement is measured for the two performance indicators in the relevant calendar year, the corresponding number of subscription rights are calculated and provisionally fixed. At the end of all four performance periods, i.e. the four calendar years of an award, the subscription rights calculated for each year are added to obtain the total number of subscription rights.

Share Performance Awards from the 2017 grant became exercisable in 2021. The following table shows the target achievement for the individual performance criteria per year and in aggregate:

| | Target achievement 2017 (in %) | Target achievement 2018 (in %) | Target achievement 2019 (in %) | Target achievement 2020 (in %) | Total target achievement (in %) | Total target achievement (in %) |
|----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|------------------------------------|------------------------------------|
| Relative share price performance | 200% | 200% | 124% | 200% | 181% | 181% |
| Relative TSR | 200% | 200% | 0% | 200% | 150% | 150% |

The final number of exercisable Share Performance Awards from the 2017 grant is shown in the following table for each Executive Board member:

| Executive Board member | Function | Number of SPA awarded from 2017 tranche | Target achievement rel. share price performance (in %) | Target achievement Relative TSR (in %) | Number of SPA in 2017 tranche based on target achievement | Number of SPA from 2017 tranche actually exercised (subject to remuneration cap) ¹ |
|---------------------------------|----------|--|--|---|---|---|
| Dr Werner Lanthaler | CEO | 102.314 | 181% | 150% | 169.330 | 70.902 |
| Dr Cord Dohrmann | CSO | 30.172 | 181% | 150% | 49.935 | 20.909 |
| Dr Craig Johnstone ² | COO | - | - | - | - | - |
| Enno Spillner | CFO | 25.083 | 181% | 150% | 41.512 | 17.382 |

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

² Dr Craig Johnstone was appointed to the Executive Board in January 2019; he was therefore not granted any SPA from the 2017 tranche for his Executive Board work.

Restricted Share Plan 2020

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

Active discussions with shareholders gave the Nomination and Remuneration Committee to understand that the Restricted Share Plan 2020 and the Supervisory Board discretion that this implies are viewed critically. It therefore decided no longer to issue this remuneration component when the new remuneration system takes effect after the Annual General Meeting 2022. Executive Board members' rights under existing awards of this long-term incentive component are not affected.

Restricted Share Awards (RSA) were granted to members of the Management Board in 2021 on a one-off basis in accordance with the provisions of the Restricted Share Plan 2020 as determined by resolution of the Annual General Meeting 2020. The

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

number of RSA was determined by dividing the target amount by the relevant market value of an RSA.

The following table shows the number of RSA awarded in financial year 2021:

| Executive Board member | Target amount for restricted shares (RSA) | | Market value as of award date | awarded in FY 2021 |
|-------------------------------|---|-------------------|-------------------------------|---------------------------|
| | in k € | % of basic salary | | |
| Dr Werner Lanthaler | 2,400 | 400,0 % | 33.50 | 71,642 |
| Dr Cord Dohrmann | 1,000 | 250,0 % | 33.50 | 29,851 |
| Dr Craig Johnstone | - | 0,0 % | - | - |
| Enno Spillner | - | 0,0 % | - | - |

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

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

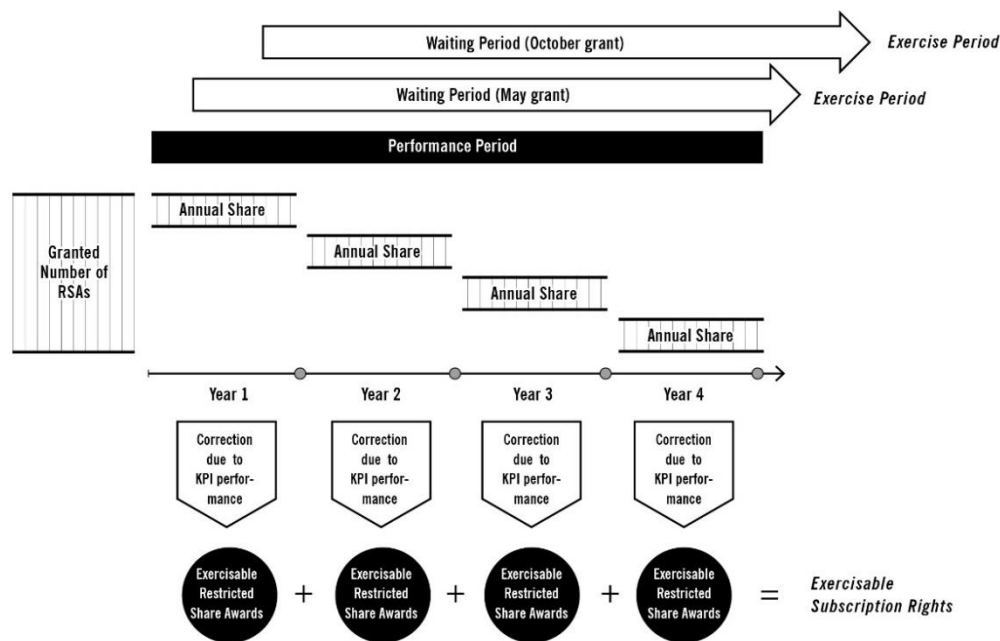
The key performance indicator for the respective year is achieved when Adjusted EBITDA corresponds to or exceeds forecast Adjusted EBITDA. The minimum target is achieved when Adjusted EBITDA corresponds to or exceeds 75% of forecast Adjusted EBITDA.

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

For the Executive Board members who were not granted Restricted Share Awards in 2021 the Supervisory Board defined other performance criteria, covering revenue growth by the Evotec Group, the number of partnered projects, the implementation of an ESG strategy and long-term organisational development.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

The Restricted Share Plan 2020 works as follows:



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

| | |
|--|---|
| Key Performance Indicator | ▶ Adjusted EBITDA |
| Target | ▶ Adjusted EBITDA forecast for full fiscal year |
| Minimum Target | ▶ 75% of Adjusted EBITDA forecast for full fiscal year |
| Performance Check | ▶ Annually after approval of the Annual Report by the Supervisory Board |
| Result of Performance Check | ▶ Applicable percentage for last fiscal year |
| Calibration | ▶ Applicable percentage of total Number of granted Awards |
| | |
| Exercisable Restricted Share Awards | ▶ Applicable percentage of number of granted Restricted Share Awards |

Forecast Adjusted EBITDA for the financial year came to €117 million for the Restricted Share Plan. In fact, Adjusted EBITDA for the financial year was €109.4 million, or 93.5% of the target figure.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

Outlook for variable remuneration

Transparent and quantifiable ESG criteria are also to be included in the variable remuneration components from financial year 2022 onwards. A substantial part of the short-term annual remuneration will have to be invested in Company shares and held for three years in future, in order to better align the interests of Management Board members with those of shareholders. The performance period for the Share Performance Plan is to be increased to four years and the pay-for-performance approach is to be strengthened going forward. In addition, the Restricted Share Plan 2020 should no longer form part of the new remuneration system and no longer be issued once the new system takes effect.

IV. Other remuneration rules

Benefits promised or granted by third parties

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

Penalty and clawback rules

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

The Company did not make use of its right to withhold or retract variable remuneration in financial year 2021.

Severance payments

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

Change of control

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

If a change of control takes place during the vesting period for the Share Performance Awards, the allocations to all participants made as part of the Share Performance Plan 2017 are irrevocably transferred and fully settled in cash up to certain limits.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

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

Non-competition clause

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

Maximum remuneration

The maximum remuneration defined in the remuneration system 2021 applies to all members of the Management Board. For the maximum remuneration defined in the remuneration system the Supervisory Board works from the current annual target remuneration of the Management Board members. Allowing for a possible (moderate) increase in the fixed salary and one grant of Restricted Share Awards to each Management Board member during the forecast four-year duration of the remuneration system gives the maximum annual remuneration as defined in § 87a para. 1 sentence 2 no. 1 AktG:

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

The relevant cap was not exceeded in the reporting year. Eliminating the Restricted Share Plan 2020 is also intended to reduce the maximum remuneration in future.

Share Ownership Guideline

The remuneration system 2022 obliges the Management Board members to hold shares in Evotec SE for the duration of their appointment to the Management Board, whereby this obligation must first be met no later than five years after they were first appointed to the Management Board (“build-up phase”). The share ownership programme is intended to incentivise Management Board members to increase enterprise value in the interests of shareholders.

D. Target remuneration of current Management Board members for financial year 2021

The following table shows the target remuneration of Management Board members for financial year 2021, and on a voluntary basis for financial year 2020. This comprises the agreed target remuneration for the respective financial year, of which 100% is paid if the targets are achieved.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

| | | Dr Werner Lanthaler CEO | | | | Dr Cord Dohrmann CSO | | | |
|---|---|----------------------------|---------------|----------------|---------------|-------------------------|---------------|----------------|---------------|
| | | 2021 | | 2020 | | 2021 | | 2020 | |
| | | in % | | in % | | in % | | in % | |
| | | in k € | Total | in k € | Total | in k € | Total | in k € | Total |
| Non-performance-related remuneration | Basic salary ¹ | 580 | 12.5 % | 480 | 23.7 % | 400 | 19.1 % | 400 | 36.6 % |
| | + Ancillary benefits | 131 | 2.8 % | 105 | 5.2 % | 51 | 2.4 % | 47 | 4.3 % |
| | = Total | 711 | 15.3 % | 585 | 28.9 % | 451 | 21.5 % | 447 | 40.9 % |
| Performance-related Remuneration | Short-term, one-year remuneration (STI) | | | | | | | | |
| | Bonus | 580 | 12.5 % | 480 | 23.7 % | 280 | 13.4 % | 280 | 25.6 % |
| | Long-term, multi-year remuneration (LTI) | | | | | | | | |
| | Restricted Share Plan 2020 | 2,400 | 51.6 % | 0 | 0.0 % | 1,000 | 47.7 % | 0 | 0.0 % |
| | Share Performance Plan 2017 | 960 | 20.6 % | 960 | 47.4 % | 366 | 17.5 % | 366 | 33.5 % |
| = Total target remuneration | 4,651 | 100.0 % | 2,025 | 100.0 % | 2,097 | 100.0 % | 1,093 | 100.0 % | |
| | | Dr Craig Johnstone COO | | | | Enno Spillner CFO | | | |
| | | 2021 | | 2020 | | 2021 | | 2020 | |
| | | in % | | in % | | in % | | in % | |
| | | in k € | Total | in k € | Total | in k € | Total | in k € | Total |
| Non-performance-related remuneration | Basic salary | 340 | 36.5 % | 340 | 36.5 % | 320 | 35.5 % | 320 | 35.4 % |
| | + Ancillary benefits | 42 | 4.5 % | 42 | 4.5 % | 64 | 7.1 % | 66 | 7.3 % |
| | = Total | 382 | 41.0 % | 382 | 41.0 % | 384 | 42.6 % | 386 | 42.8 % |
| Performance-related Remuneration | Short-term, one-year remuneration (STI) | | | | | | | | |
| | Bonus | 238 | 25.6 % | 238 | 25.6 % | 224 | 24.9 % | 224 | 24.8 % |
| | Long-term, multi-year remuneration (LTI) | | | | | | | | |
| | Restricted Share Plan 2020 | 0 | 0.0 % | 0 | 0.0 % | 0 | 0.0 % | 0 | 0.0 % |
| | Share Performance Plan 2017 | 311 | 33.4 % | 311 | 33.4 % | 293 | 32.5 % | 293 | 32.4 % |
| = Total target remuneration | 931 | 100.0 % | 931 | 100.0 % | 901 | 100.0 % | 903 | 100.0 % | |

¹ The basic annual salary for Dr Werner Lanthaler was increased by €120,000 to €600,000 with effect from 1 March 2021. This means his average fixed basic salary for financial year 2021 was €580,000.

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

The following tables show the fixed and variable remuneration components awarded and owed to the Management Board members in 2020 and 2021 in accordance with Section 162 (1) sentence 2 no. 1 AktG. Since the work for the annual bonus 2021 was completed in full in financial year 2021, it is attributed to the remuneration awarded and owed in 2021 and so included in this remuneration report.

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

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

| | CEO | | | | CSO | | | |
|--|--------|------------|--------|------------|--------|------------|--------|------------|
| | 2021 | | 2020 | | 2021 | | 2020 | |
| | in € k | in % Total | in € k | in % Total | in € k | in % Total | in € k | in % Total |
| Non-performance-related remuneration | | | | | | | | |
| Basic remuneration for the FY ¹ | 580 | 12.4 % | 480 | 23.8 % | 400 | 19.1 % | 400 | 34.5 % |
| + Ancillary benefits for the FY | 131 | 2.8 % | 105 | 5.2 % | 51 | 2.5 % | 15 | 1.3 % |
| = Total | 711 | 15.3 % | 585 | 29.0 % | 451 | 21.6 % | 415 | 35.8 % |
| Performance-related remuneration | | | | | | | | |
| Short-term, one-year remuneration (STI) | | | | | | | | |
| Bonus for the FY ² | 590 | 12.6 % | 476 | 23.5 % | 275 | 13.1 % | 377 | 32.6 % |
| + Long-term, multi-year remuneration (LTI) | | | | | | | | |
| Restricted Share Plan 2020 | 2,400 | 51.5 % | 0 | 0.0 % | 1,000 | 47.8 % | 0 | 0.0 % |
| Share Performance Plan 2017 | 960 | 20.6 % | 960 | 47.5 % | 366 | 17.5 % | 366 | 31.6 % |
| Total remuneration as defined in Sec. 162 AktG | 4,661 | 100.0 % | 2,021 | 100.0 % | 2,092 | 100.0 % | 1,158 | 100.0 % |

| | Dr Craig Johnstone COO | | | | Enno Spillner CFO | | | |
|--|---------------------------|------------|--------|------------|----------------------|------------|--------|------------|
| | 2021 | | 2020 | | 2021 | | 2020 | |
| | in k € | in % Total | in k € | in % Total | in k € | in % Total | in k € | in % Total |
| Non-performance-related remuneration | | | | | | | | |
| Basic remuneration for the FY | 340 | 36.7 % | 340 | 36.6 % | 320 | 35.7 % | 320 | 35.5 % |
| + Ancillary benefits for the FY | 42 | 4.5 % | 42 | 4.5 % | 64 | 7.1 % | 66 | 7.3 % |
| = Total | 382 | 41.2 % | 382 | 41.4 % | 384 | 42.8 % | 386 | 42.8 % |
| Performance-related remuneration | | | | | | | | |
| Short-term, one-year remuneration (STI) | | | | | | | | |
| Bonus for the FY | 234 | 25.2 % | 236 | 25.4 % | 220 | 24.5 % | 222 | 24.6 % |
| + Long-term, multi-year remuneration (LTI) | | | | | | | | |
| Restricted Share Plan 2020 | 0 | 0.0 % | 0 | 0.0 % | 0 | 0.0 % | 0 | 0.0 % |
| Share Performance Plan 2017 | 311 | 33.6 % | 311 | 33.5 % | 293 | 32.7 % | 293 | 32.5 % |
| Total remuneration as defined in Sec. 162 AktG | 927 | 100.0 % | 929 | 100.0 % | 897 | 100.0 % | 901 | 100.0 % |

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

² Dr Cord Dohrmann received a special bonus of €100,000 in 2020

F. Remuneration awarded and owed to former Management Board members in the 2021 financial year pursuant to Section 162 AktG

No members left the Management Board in 2021. There are therefore no benefits or agreed benefits to former Management Board members to be reported.

G. Remuneration awarded and owed to current Supervisory Board members in the 2021 financial year pursuant to Section 162 AktG

The members of the Evotec Supervisory Board are entitled to a fixed salary and the reimbursement of out-of-pocket expenses in accordance with Article 13 para 1 of Evotec SE's Articles of Association. In accordance with the recommendations of the German Corporate Governance Code, the positions of Chair and Vice-Chair of the Supervisory Board and the positions of Chair or member of a committee are taken into account when setting the remuneration of the individual members. Each Supervisory Board member receives a fixed salary of €50,000 as approved by the Annual General Meeting 2019. The Chair receives €125,000 and the Vice-Chair €60,000. Members of Supervisory Board committees receive €10,000 per committee, and the committee Chair receives €25,000.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

| | | Basic salary | | Committee salary | | Total remuneration |
|----------------------------|------|--------------|---------|------------------|--------|--------------------|
| | | in € | in % | in € | in % | in € |
| | | | Total | | Total | |
| Prof. Iris Löw-Friedrich | 2021 | 95,438 | 84.0 % | 18,178 | 16.0 % | 113,616 |
| (since 06/2014) | 2020 | 60,000 | 85.7 % | 10,000 | 14.30% | 70,000 |
| Roland Sackers | 2021 | 55,452 | 61.3 % | 35,000 | 38.7 % | 90,452 |
| (since 06/2019) | 2020 | 50,000 | 58.8 % | 35,000 | 41.2 % | 85,000 |
| Dr Mario Polywka | 2021 | 50,000 | 90.2 % | 5,452 | 9.8 % | 55,452 |
| (since 06/2019) | 2020 | 50,000 | 100.0 % | 0 | 0.0 % | 50,000 |
| Dr Elaine Sullivan | 2021 | 50,000 | 83.3 % | 10,000 | 16.7 % | 60,000 |
| (since 06/2015) | 2020 | 50,000 | 83.3 % | 10,000 | 16.7 % | 60,000 |
| Kasim Kutay | 2021 | 50,000 | 83.3 % | 10,000 | 16.7 % | 60,000 |
| (since 06/2020) | 2020 | 27,123 | 83.3 % | 5,425 | 16.7 % | 32,548 |
| Dr Constanze Ulmer-Eilfort | 2021 | 27,260 | 83.3 % | 5,452 | 16.7 % | 32,712 |
| (since 06/2021) | 2020 | 0 | - | 0 | - | 0 |
| Prof. Wolfgang Plischke | 2021 | 56,849 | 83.3 % | 11,370 | 16.7 % | 68,219 |
| (until 05/2021) | 2020 | 125,000 | 83.3 % | 25,000 | 16.7 % | 150,000 |

H. Comparison of changes in remuneration and profitability

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

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

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

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

| Financial year | 2021 | Change in % | 2020 | Change in % | 2019 | Change in % | 2018 | Change in % | 2017 |
|---|---------|-------------|---------|-------------|---------|-------------|--------|-------------|--------|
| Earnings performance | | | | | | | | | |
| Net income for Evotec SE (HGB) in €m | (27.8) | -14.9 % | (24.2) | -187.7 % | 27.6 | -56.6 % | 63.5 | 458.3 % | 11.4 |
| Adjusted EBITDA Evotec Group in €m | 107.3 | 2.5 % | 106.7 | -13.7 % | 123.3 | 29.0 % | 95.6 | 66.6 % | 57.4 |
| Revenue Evotec Group in €m | 618.0 | 23.4 % | 500.9 | 12.2 % | 446.4 | 18.9 % | 375.4 | 42.3 % | 263.8 |
| Share price Evotec SE in € | 41.6 | 55.6 % | 26.7 | 29.7 % | 20.6 | 9.9 % | 18.7 | 42.9 % | 13.1 |
| Relative TSR of Evotec SE vs. TecDAX in % points | 31.8 | - | 27.1 | - | (10.01) | - | 42.9 | - | 56.1 |
| Average employee remuneration (in € k) | | | | | | | | | |
| Average remuneration | 75 | 5.2 % | 71 | 4.9 % | 68 | 7.1 % | 63 | 4.5 % | 60 |
| Management Board remuneration (in € k) | | | | | | | | | |
| Dr Werner Lanthaler | 4,661 | 130.6% | 2,021 | -99.9 % | 1,837 | 3.3 % | 1,779 | 0.7 % | 1,767 |
| Dr Cord Dohrmann | 2,092 | 80.6% | 1,158 | -99.9 % | 862 | 2.9 % | 838 | 2.9 % | 814 |
| Dr Craig Johnstone | 927 | -0.2% | 929 | 21.2 % | 767 | - | - | - | - |
| Enno Spillner | 897 | -0.5% | 901 | 20.8 % | 746 | 4.8 % | 712 | 15.6 % | 616 |
| Former Management Board remuneration (in € k) | | | | | | | | | |
| Dr Mario Polywka (until 12/2018) | - | - | - | - | - | -100.0 % | 846 | 3.7 % | 816 |
| Supervisory Board remuneration (in € k) | | | | | | | | | |
| Prof. Dr. Iris Löw-Friedrich (since 06/2014) | 113,616 | 62.3 % | 70,000 | 7.1 % | 65,357 | 86.7 % | 35,000 | 0.0 % | 35,000 |
| Roland Sackers (since 06/2019) | 90,452 | 6.4 % | 85,000 | 86.7 % | 45,536 | 0.0 % | 0 | 0.0 % | 0 |
| Dr Mario Polywka (since 06/2019) | 55,452 | 10.9 % | 50,000 | 86.7 % | 26,786 | 0.0 % | 0 | 0.0 % | 0 |
| Dr Elaine Sullivan (since 06/2015) | 60,000 | 0.0 % | 60,000 | 0.0 % | 60,000 | 71.4 % | 35,000 | 0.0 % | 35,000 |
| Kasim Kutay (since 06/2020) | 60,000 | 84.3 % | 32,548 | 0.0 % | 0 | - | 0 | 0.0 % | 0 |
| Dr Constanze Ulmer-Eilfort (since 06/2021) | 32,712 | 0.0 % | 0 | 0.0 % | 0 | - | 0 | - | 0 |
| Prof. Dr. Wolfgang Plischke (until 06/2021) | 68,219 | -54.5 % | 150,000 | 0.0 % | 150,000 | 57.9 % | 95,000 | 0.0 % | 95,000 |
| Former Supervisory Board remuneration (in € k) | | | | | | | | | |
| Bernd Hirsch (until 06/2019) | - | - | 0 | -100.0 % | 44,107 | -37.0 % | 70,000 | 0.0 % | 70,000 |
| Dr Claus Braestrup (until 06/2019) | - | - | 0 | -100.0 % | 27,857 | -20.4 % | 35,000 | 0.0 % | 35,000 |
| Prof. Dr. Paul Linus Herrling (until 06/2017) | - | - | 0 | - | 0 | - | 0 | -100.0 % | 15,769 |
| Michael Shalmi (until 06/2020) | - | -100.0 % | 27,452 | -54.2 % | 60,000 | 71.4 % | 35,000 | 82.0 % | 19,231 |

I. Miscellaneous

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

J. Additional remarks

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

Description of the remuneration system for Supervisory Board members (item 9 of the agenda)

Evotec SE aims to be the global market leader for efficient, high-quality drug discovery and development based on partnership – and thus along with its partners to develop easily accessible and affordable medicine for the currently more than 3,300 incurable diseases. The implementation of this strategy is based on first-class innovative services that are delivered via partnerships with pharmaceutical and biotech companies and academic institutions. To achieve this goal the Management Board launched a strategic process known as Action Plan 2025, which laid the groundwork for the further healthy growth, profitability and sustainability of the Evotec Group. Achieving the ambitious growth targets calls for the dedication of all employees and above all the strategic and committed leadership of the Management Board. The Supervisory Board of Evotec SE supports the Management Board's strategy process and presented a new system of Management Board remuneration in 2021. The Annual General Meeting 2021 approved the Remuneration system 2021 by a majority of 56.63% of votes cast. After in-depth discussions with shareholders and notwithstanding this approval, the Supervisory Board decided to present a reviewed and revised remuneration system for approval at the Annual General Meeting 2022. The new remuneration system presented at the Annual General Meeting 2022 includes the following modifications:

- In view of the NASDAQ listing the amount of target remuneration should be set on the basis of two peer groups in future: recognising the German market as the main indicator, the first group includes all the MDAX companies that can reasonably be compared with Evotec SE in terms of their size, region and transparency of Management Board remuneration. A second group is made up of international companies of similar size from the same industry, in order to reflect the talent pool and the operating environment of Evotec SE.
- To limit the Supervisory Board's discretion the Restricted Share Plan 2020 will no longer form part of the new remuneration system for the Management Board and no longer be issued once the new system takes effect. This eliminates the option of making a discretionary award and thus the cap for this remuneration component too, which was criticised as being too high. It also reduced the annual maximum remuneration for Management Board members.
- The award value of the Restricted Share Plan 2020 is divided between the short-term and long-term (Share Performance Plan 2023) remuneration components. This results in changes in the remuneration structure, while the target remuneration remains the same.
- The remuneration philosophy of Evotec SE provides for a strong focus on long-term, sustainable growth. By having a comparatively high share of "pay at risk", the intention is to align the interests of the Management Board members with those of the shareholders.
- In order to ensure that the sustainable development of enterprise value is also reflected in short-term remuneration, 60% of bonus payments are to be invested in Evotec SE shares and held for at least three years.
- When the bonus was revised, the structure of targets was also altered: in future they will be made up of 50% financial targets, 30% strategic targets and 20% ESG targets.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

- To give long-term performance a greater weight in the Share Performance Plan, the LTI Performance Period is increased from one year to four. It should no longer be possible to lock in the annual target achievement in future.
- Based on market practice and the strategy of Evotec SE, the performance metrics for the Share Performance Plan should include both internal targets (revenue growth) and external targets (relative Total Shareholder Return) in future. The external target should have the TecDAX as its reference, because Evotec SE is listed in the TecDAX and the volatility of its share price is comparable with that of the index.
- The element of pay-for-performance in the Share Performance Plan should be strengthened by significantly more demanding targets for both variables: the target for revenue growth over 4 years has been set at 48%. The target for total shareholder return over 4 years is set at 20 percentage points above the performance of the TecDAX.
- An additional ESG modifier should be included in the Share Performance Plan in order to ensure that sustainability aspects are embedded in the LTI. The ESG modifier results in a reduction of 10% in target achievement if the ESG target is not achieved in full. Over-achievement against the ESG target is explicitly ruled out.
- The Remuneration Report should disclose all the targets and weightings for all remuneration components in future, including the ESG targets. The presentation should include the performance, the target achievement and the resulting payment amount.
- In order to align the long-term interests of shareholders with those of management, guidelines are to be introduced for holding shares over the entire term of office on the Management Board.

1. Remuneration as a contribution to promoting the business strategy and the long-term performance of Evotec SE

The system of remuneration for Management Board members (“remuneration system”) at Evotec SE aims to make a contribution to promoting the business strategy and the long-term performance of Evotec SE and its affiliates (Evotec Group). It does this essentially by setting a clear incentive structure for Management Board remuneration. The strong focus on the growth targets for the Evotec Group in the short-term variable remuneration (bonus), with a deferred payment in shares, and the clear focus on the share price of the long-term variable remuneration (Share Performance Awards), combined with the obligation to hold Company shares (Share Ownership Guideline), are intended to promote sustainable company development and a related increase in enterprise value, as well as to avoid external and internal disincentives. In particular the aim is to prevent the Management Board from making decisions that do not promise any sustainable commercial success in order to optimise their remuneration in the short term.

The bonus is based on financial targets, such as growth in total revenue, earnings and the total value of new partnerships and alliances, backed up by strategic targets that support the long-term development of Evotec SE, as well as sustainability targets. To ensure that it is linked to sustainable developments in enterprise value, a large part of the bonus payment has to be invested in shares of Evotec SE and held for at least three years.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

The long-term variable remuneration consists of Share Performance Awards. The amount of the payment depends on the share performance compared with the market, long-term revenue growth and an ESG modifier. Share ownership obligations are also intended to ensure sustainable company performance that goes beyond the term of the long-term remuneration.

In all this the remuneration system reflects the challenging task for Management Board members of implementing the corporate strategy and leading an international company with innovative and flexible solutions against global competition. At the same time the Management Board remuneration must be attractive and in line with market standards so that Evotec SE can attract outstanding candidates for its Management Board and ensure their long-term loyalty. Exceptional performance should be rewarded accordingly, and underperformance should result in significantly lower remuneration. The remuneration system should be clear and comprehensible for shareholders and employees, but of course above all for the Management Board members themselves.

The new remuneration system meets the requirements of the Stock Corporation Act for a clear, comprehensible remuneration system and as explained below, follows the recommendations of the GCGC as adopted by the government commission on **16 December 2019**. In terms of sustainable company performance, the remuneration system already complies with the draft of the new GCGC dated **21 January 2022**.

2. Determination, implementation and review of the remuneration system

The Supervisory Board determines the structure of the remuneration system, the weighting of the remuneration components, the individual target remuneration and monetary caps for both the variable remuneration components and the total remuneration in line with these principles.

The Supervisory Board last made changes to the remuneration system at its meeting on 6 April 2022, following an in-depth review of the remuneration system by the Remuneration and Nomination Committee following the previous Annual General Meeting and the misgivings expressed there by investors. The Supervisory Board was also advised and supported by an external remuneration expert who is independent of the Management Board and the Supervisory Board. The remuneration consultant examined the new remuneration and confirmed that it met market standards in terms of a horizontal and vertical comparison.

The Annual General Meeting votes on the approval of the remuneration system presented by the Supervisory Board. The Annual General Meeting of Evotec SE will vote again on approving the remuneration system presented by the Supervisory Board for the Management Board members every time the remuneration system is altered significantly, but not less than every four years.

The Supervisory Board determines the remuneration of the individual Management Board members on the basis of the remuneration system approved by the Annual General Meeting. This takes place via the service contracts with the Management Board

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

members, by means of targets and the measurement of performance against these targets.

The Remuneration and Nomination Committee will continue to review the suitability and structure of the remuneration system regularly following a resolution to approve it by the Annual General Meeting. The Remuneration and Nomination Committee will make any necessary proposals for amendments to the Supervisory Board, which may adopt the corresponding resolutions. The Supervisory Board may be advised by an external consultant.

The Supervisory Board has not currently identified any conflicts of interests for individual Supervisory Board members in connection with the remuneration system and the Management Board remuneration. In particular, the remuneration of Supervisory Board members, which is governed by the Articles of Association, is not connected in any way to the remuneration of the Management Board. To avoid any conflicts of interest the Supervisory Board will also ensure that any external remuneration consultant is appointed by the Supervisory Board directly and so is independent of the Management Board and the Company. If a conflict of interest concerning a Supervisory Board member should arise unexpectedly, this member will abstain from all discussions and resolutions on the Management Board remuneration.

3. Application of the remuneration system

If it is approved, all new and re-appointments will be covered by the remuneration system as presented. Parts of the new remuneration system, if approved, such as the Share Ownership Guidelines and the new target variables in the Share Performance Plan, will apply to all members of the Management Board.

4. Temporary deviation from the remuneration system in the case of extraordinary developments

The law allows the Supervisory Board to deviate temporarily from the remuneration system if this is necessary in the interests of Evotec SE's long-term welfare and the remuneration system defines the deviation procedure and the components of the remuneration system for which a deviation is permissible. Possible extraordinary developments in the course of a year, if they were not foreseeable, could be a significant change in the composition of the Group (e.g. the acquisition or disposal of significant divisions) or extraordinary changes in the economic situation (e.g. due to an economic crisis or a health crisis affecting the global economy), which mean that the original company targets are no longer attainable. Generally unfavourable market developments are not considered to be extraordinary developments in the course of a year.

Such well-founded and extraordinary exceptional cases may result in a temporary deviation in the performance-related variable remuneration components, but also in deviations from the basic salary and the other fixed remuneration components, if this is in the interest of Evotec SE's long-term welfare. When setting the Awards the Supervisory Board can also give reasonable weight to such extraordinary developments in justified and rare special cases, and restrict the volume of share subscription rights resulting from the Awards. Furthermore, the Supervisory Board may at its professional discretion and having determined a significant additional need,

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

refund the expenses for extraordinary ancillary benefits (e.g. security measures) on a temporary basis. Temporary deviations from the remuneration system may not, however, mean that the maximum remuneration set by the Annual General Meeting is exceeded.

In terms of procedure, any such deviation requires an explicit Supervisory Board resolution describing the deviation itself, its specific duration and the reasons for it in an appropriate form. If extraordinary developments requiring any changes do occur, Evotec SE will report on them fully and transparently.

5. Overview of the elements of Management Board remuneration

The remuneration system for the Evotec Management Board comprises the elements described below. The fixed remuneration consists of annual basic salary and ancillary benefits. The variable (performance-based) remuneration consists of the one-year short-term incentive (STI), which is deferred for 3 years, and the four-year long-term incentive (LTI).

| Remuneration element | Structure | Target and link to strategy |
|--|--|--|
| Fixed remuneration | | |
| Annual basic salary | Fixed non-performance-related remuneration, paid in twelve equal instalments | Supports the recruitment and retention of Management Board members, based on the role, experience and responsibility and taking market standards into account. |
| Ancillary benefits | Essentially a company car or car allowance (also for private use), contribution to health and nursing care insurance, various insurance and general employee benefits (e.g. pension allowance, reimbursement of travel expenses) | |
| Variable (performance-based) remuneration | | |
| Short-Term Incentive (STI) | | |
| Performance criteria | 50% financial targets 30% strategic targets 20% ESG targets | Linked to financial and non-financial performance and the achievement of sustainability goals, and support for sustainable development in enterprise value |
| Performance period | One year | |
| Cap | 150% of target amount | |
| Payment | 40% direct 60% share investment with 3-year holding obligation from the net amount | |
| Long-Term Incentive (LTI) | | |
| Plan type | Share Performance Awards | Promotes sustainable company growth and above-average long-term increase in value |
| Performance criteria | 50% long-term revenue growth 50% relative total shareholder return (TSR) ESG modifier (0.9-1.0) | |
| Performance period | Four years | |
| Exercise | Within one year of the end of the waiting period, therefore exercised automatically | |
| Cap | 200% of the target number of Performance Share Awards granted; 350% of the allotted amount | |
| Payment | In shares at the end of the waiting period | |
| Other contractual terms | | |
| Penalty & clawback | Partial or full reduction or recovery of variable remuneration components | Avoidance of undue risk-taking and support for compliance with Company values |
| Share Ownership Guidelines (SOG) | Mandatory investment in Evotec shares of between one and three times annual basic salary for ordinary Management Board members and the CEO respectively, to be purchased over a period of 5 years | Long-term alignment with shareholder interests |
| Maximum remuneration | Maximum amount of remuneration for the Management Board pursuant to Sec. 87a (1) sentence 1, no. 1 AktG (including ancillary benefits and expenses for company pension) | Avoidance of unreasonably high payments |
| Executive Board Chairman (CEO) | € 7,050,000 | |
| Ordinary Management Board member | € 3,400,000 | |
| Change-of-control clause | Time-limited right to terminate the employment contract in the event of a change of control that entails significant changes in functions and responsibilities, with limited severance pay | Supports the independence of Management Board members in takeover situations |

6. Structure of the remuneration system and relative proportions of the individual remuneration components.

The graph below shows the relative proportions of the individual remuneration components – both fixed and variable – as a percentage of the total target remuneration.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

| | | | |
|--------------------------------------|---|---|---|
| 24% ¹ / 30% ² | 13% ¹ / 11% ² | 20% ¹ / 17% ² | 43% ¹ / 42% ² |
| Non-performance-related remuneration | Performance-related remuneration | | |
| Basic salary and ancillary benefits | Direct short-term variable remuneration | Deferred short-term variable remuneration | Long-term share-based remuneration (awards) |
| Annual payment | After 4 years | | |

¹ Total target remuneration for CEO

² Total target remuneration for a Management Board member

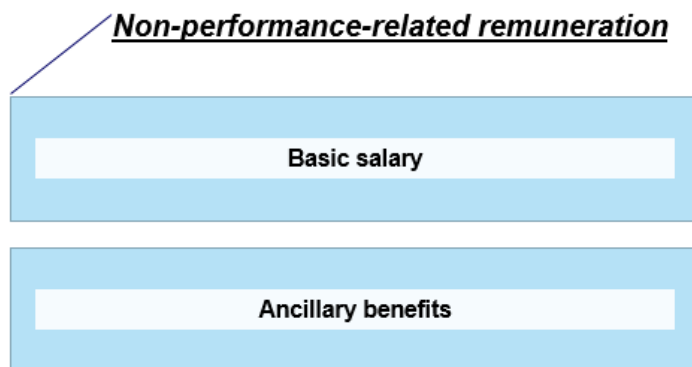
The non-performance-related remuneration components account for some 24%¹ of total target remuneration for the CEO and around 30%² for the other members of the Management Board. Conversely, the performance-related remuneration components account for around 76% and around 70% of total target remuneration. Within the performance-related variable remuneration components the Share Performance Awards account for around 43% and 42% respectively, the direct bonus payment for around 13% and 11% respectively and the deferred portion of the bonus for around 20% and 17% respectively. Overweighting the long-term share-based elements compared with the direct bonus payment means the remuneration structure is clearly aligned with the Company's sustainable development and long-term increase in value. The information above on the relative proportions of the different remuneration components is based on the assumption of 100% target achievement for all performance-related remuneration components. The proportions of the remuneration actually earned by a Management Board member for a given financial year will generally differ from the figures shown, because the proportions change depending on the target achievement.

The Supervisory Board defines a concrete annual total target remuneration for the CEO and each Management Board member in accordance with the remuneration system and within the maximum remuneration set by the Annual General Meeting.

¹ Total target remuneration for CEO

² Total target remuneration for a Management Board member.

7. Non-performance-related fixed remuneration components



The non-performance related remuneration consists of fixed basic salary and ancillary benefits.

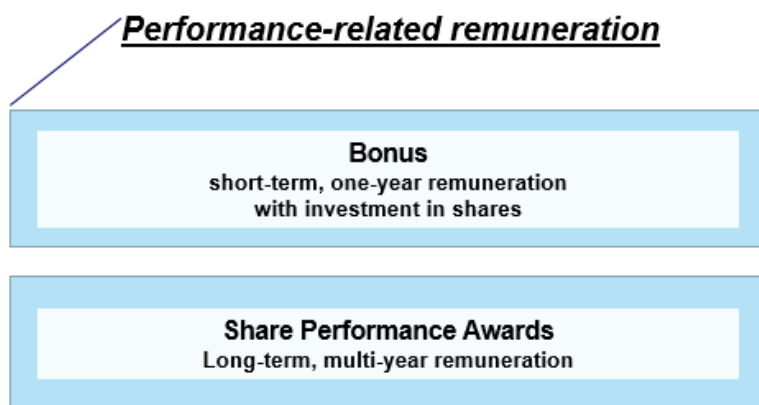
- **Basic salary:** The basic salary is paid in twelve equal monthly instalments, less statutory deductions, in arrears at the end of the month. Basic salary is paid pro rata temporis if the Management Board member joins or leaves in the course of the year.
- **Ancillary benefits:** Ancillary benefits consist mainly of the usual benefits such as insurance premiums, subsidised travel and subsidised pension insurance, as well as a company car that may be used privately or an allowance for a private vehicle. Reimbursement of expenses to which Management Board members are entitled by law does not count as an ancillary benefit; nor does coverage under a group D&O insurance policy, whereby the Management Board members have to pay the excess determined by stock corporation law. Evotec SE does not have its own retirement benefit system. The individual retirement benefit contributions are based on a fixed amount and can be converted into an entitlement under an external pension plan. The remuneration system does not provide for any transitional benefits or other pre-retirement arrangements. Furthermore, the Supervisory Board may at its professional discretion and having determined a significant additional need, refund the expenses for extraordinary ancillary benefits (e.g. security measures) on a temporary basis. Furthermore, the Supervisory Board has the right to make special payments to new Management Board members to compensate them for any loss of salary from a previous employment or to cover relocation expenses.

The minimum remuneration in the proposed remuneration system is the total of basic salary and ancillary benefits.

8. Performance-related variable remuneration components

The performance-related variable remuneration consists of two components: short-term, one-year remuneration (bonus) and long-term, multi-year remuneration (Share Performance Awards).

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding



- **Short-term, one-year variable remuneration (bonus):** By eliminating the Restricted Share Plan 2020 and redistributing part of it to the bonus it was possible to change the target amount without increasing the total target remuneration. The target amount for the bonus that the CEO receives if he achieves exactly 100% of the annual bonus targets corresponds to around 70% of basic salary for the direct payment portion of the STI and to around 105% for the deferred portion. The corresponding figures for the ordinary members of the Management Board are around 43% of basic salary for the direct payment portion of the STI and around 65% for the deferred portion. The bonus is capped at 150% of the target amount. The deferred portion of the STI is invested in Evotec shares and must be held for at least 3 years.

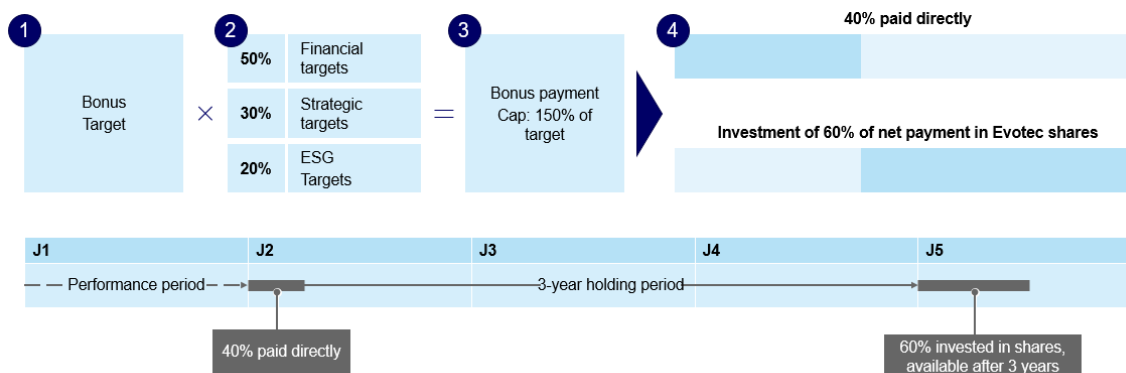
The bonus is calculated for each financial year and depends on the achievement of company targets. They consist of the following categories:

- 50% financial targets
- 30% strategic targets
- 20% ESG targets

Evotec SE is conscious of its responsibilities and is committed to environmental protection and engagement for social issues and society. In addition to the financial and strategic targets, the Supervisory Board defines ambitious, measurable and transparent ESG targets, based on the overall ESG strategy, which have to be met in order to receive the bonus. These ESG targets should be based on an environmental goal (5%), on research expenditure in socially relevant areas of healthcare (e.g. infectious diseases or women's health) (5%), and on other social goals (e.g. management development and reducing fluctuation) for a further 10%. However, the Supervisory Board can set other ESG targets if this fits better with the Company's overall ESG strategy. The targets and their weighting are presented transparently in the annual remuneration report.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

The mode of operation of the bonus system is presented below:

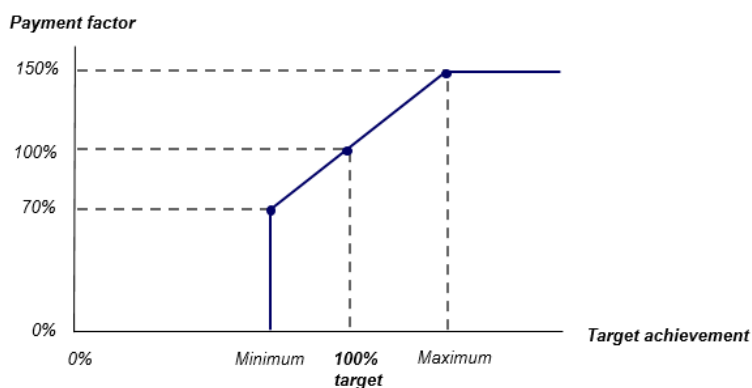


Once a year, before or at the start of the financial year, the Supervisory Board defines the targets for the bonus components for all Management Board members uniformly at its professional discretion. When setting the targets for the Management Board the Supervisory Board will ensure that they are appropriate, demanding and ambitious, but achievable, so as not to lose their incentive function. As a rule the Supervisory Board will base its financial targets on the figures in the budget.

At the end of the financial year the Supervisory Board determines the level of achievement for each individual target included in the bonus. The figures from the audited consolidated financial statements are used for the financial targets. The level of achievement translates into a payment factor of between 0% and 150% for each target. The payment factors for each target are then weighted to produce a bonus payment factor, which can also vary between 0% and 150%.

The bonus payment factor is multiplied by the target bonus amount in order to determine the amount of the bonus payment. Ultimately, the bonus amount can vary between zero and 150% of the target bonus amount.

The following graph shows the payment curve for the bonus:



Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

If an individual target is achieved to the minimum extent, the payment factor for this component is 70% of the relevant target amount. If the target is 100% achieved, the payment factor for this component is 100% of the relevant target amount. If the target is achieved to the maximum extent, the payment factor for this component is 150% of the relevant target amount. Between these points the values are interpolated on a linear basis. If the target achievement is below the minimum the payment factor for this target component is zero. If the target achievement is higher than the maximum the payment factor does not exceed 150%.

The bonus is paid pro rata temporis if the Management Board member joins in the course of the year. If a Management Board member leaves in the course of a year as a "good leaver", the bonus is paid pro rata temporis at the date defined in the service contract if the targets have been achieved at the end of the financial year. A Management Board member is deemed to be a good leaver if they leave by mutual consent or at the request or instigation of Evotec SE without having given the Company any cause, or if the contract comes to an end at its agreed time. However, in individual cases the Supervisory Board reserves the right to settle the bonus entitlement of a Management Board member leaving in the course of a financial year by means of a one-off payment (in this case Evotec SE would declare a deviation from recommendation G.12 of the GCGC). If the Management Board member leaves Evotec SE as a "bad leaver", all unpaid bonus entitlements are forfeit. A Management Board member is deemed to be a bad leaver if they leave without giving a reason or if Evotec SE terminates the contract for an important reason caused by the Management Board member.

- **Long-term, multi-year variable remuneration (Share Performance Awards):**

The performance metrics were revised on the basis of market practice and will in future include both long-term revenue growth as an internal target and relative share performance compared with the TecDAX as an external target. Another ESG target is also included in the Share Performance Plan as a modifier. By eliminating the Restricted Share Plan 2020 and redistributing part of it to the Share Performance Award it was possible to change the target amount without increasing the total target remuneration. The target amount for the Share Performance Awards is around 225% of basic salary for the CEO and around 163% for the other members of the Management Board. The amount of the Share Performance Awards may not exceed 350% of the target amount (cap).

The members of the Management Board receive an annual allocation of Share Performance Awards (SPA), generally at the beginning of the financial year. The number of SPA is determined by dividing the target amount by the relevant market value of an SPA.

The Share Performance Plan (SPP) defines for each award a future performance period of four consecutive calendar years in which the performance is measured. The performance period for the SPP is increased from one to four years. Future targets will therefore be shown for a four-year period. Two equally weighted performance indicators have been set; revenue growth and total shareholder return.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

The targets for revenue growth are defined by the Supervisory Board when the awards are made. When the defined target is achieved (100% target achievement), 100% of the performance awards are exercised. If the minimum target is missed (50% target achievement) the performance awards for revenue growth are forfeit. If the maximum target is achieved (150% target achievement) the number of performance awards exercised is capped at 200% of the target number. The connection between pay and performance was strengthened significantly when the SPA were revised: for those issued in 2023, and so for the performance period of 4 years, the corresponding target for revenue growth was set at 48%. If the target achievement is below 24% the performance awards for revenue growth are forfeit. If the target achievement is 72% or more the number of performance awards exercised is capped at 200% of the target number.

Total shareholder return measures the return on a share investment over a period of time, including dividends as well as share price performance (positive and negative) and adjusted for any equity issues or share-splits. The target for total shareholder return is achieved exactly over the four-year performance period (100%) if the return on the Evotec share matches the average return on the shares of the companies listed in the TecDAX over the same period. The TecDAX should be retained as the peer group, because more than 90% of trading in Evotec SE shares takes place in this index, which represents a broad cross-section of the technology sector in Germany. The return on the Evotec share is determined on the basis of the closing price and the total dividends per share paid in the performance period (adjusted for any equity issues and share-splits) in relation to the opening price:

$$\frac{\text{Closing price} + \text{dividend}}{\text{Opening price}}$$

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

$$\frac{\text{Final value}}{\text{Starting value}}$$

The targets for total shareholder return are defined once by the Supervisory Board. When the defined target is achieved, 100% of the performance awards are exercised. If the minimum target is missed the performance awards for revenue growth are forfeit. If the maximum target is achieved the number of performance awards exercised is capped at 200% of the target number. The connection between pay and performance was strengthened significantly when the SPA were revised: for those issued in future, and so for the performance period of 4 years, the corresponding target for total shareholder return was set at 20 percentage points above the performance of the TecDAX. If the target achievement is below the

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

performance of the TecDAX the performance awards for total shareholder return are forfeit. If the target achievement is 60 percentage points or more above the median performance of the TecDAX the number of performance awards exercised is capped at 200% of the target number.

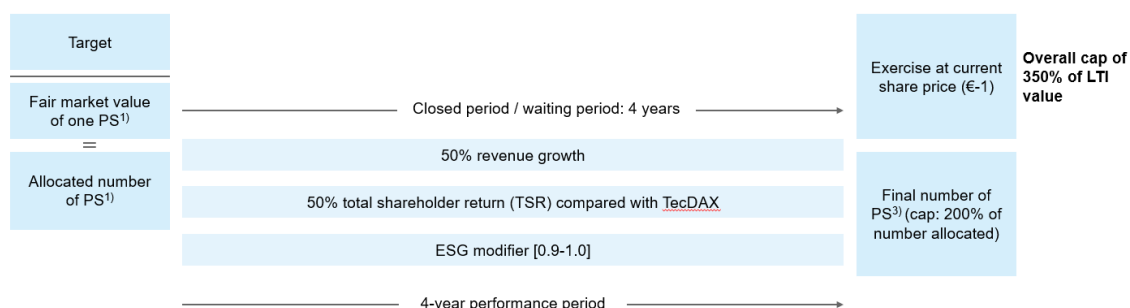
If the minimum target for any performance indicator is not reached, the number of SPA for total shareholder return are forfeit. If the target is exactly achieved (100% target achievement) the corresponding number of SPA are converted into the same number of subscription rights to shares in Evotec SE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

In addition to revenue growth and total shareholder return, the Supervisory Board defines an ambitious, measurable and transparent ESG target, based on the overall ESG strategy, which is included as a modifier in the calculation of target achievement for the SPA. The modifier results in a reduction of 10% if the ESG target is not achieved in full. Over-achievement against the ESG target is explicitly ruled out.

The ESG target should be based on long-term research spending in socially relevant areas of healthcare, such as infectious diseases or women’s health. The Supervisory Board can set other ESG targets if this fits better with the Company’s overall ESG strategy. The target set will be communicated transparently in the annual remuneration report. For the issuance in 2023 and the resulting performance period of 4 years, the corresponding target value was set as follows: 15% of the research and development expenses not covered by partnering should be in the area of socially relevant disease areas (e.g. infectious diseases or women's health).

The provisions of the plan include the usual rules to protect Management Board members against dilution, e.g. by capital increases or share-splits. Any share buybacks will also be factored in accordingly.

The Share Performance Plan works as follows:



¹⁾ PS = Performance share

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

| | <u>Revenue growth</u> | <u>Relative total shareholder return</u> |
|--------------------|--|---|
| Weighting | ▶ 50% of Performance Shares granted | ▶ 50% of Performance Shares granted |
| Measurement | ▶ Over four-year performance period | ▶ Over four-year performance period |
| Comparison | ▶ Against mid-range plan ▶ Cumulative Group revenue for Evotec SE in the performance measurement period | ▶ compared with TecDAX ▶ average of 30 trading days before start/end of year |
| Calibration | | |
| | ▶ Between these figures the values are interpolated on a linear basis. | ▶ Between these figures the values are interpolated on a linear basis. |

At the end of the performance period for the Share Performance Awards the target achievement is measured for the two performance indicators, the corresponding number of subscription rights is calculated and fixed.

Subscription rights from the Share Performance Awards granted annually are exercised automatically at the end of the relevant performance period of four years from issue. This is carried out by the bank appointed to manage the programme; the beneficiary can choose between selling the shares acquired under the subscription rights or transferring the shares to their securities account:

when the subscription rights are exercised the beneficiary has to pay one euro per share to Evotec, regardless of the market price of the Evotec share at this time. The newly acquired shares are not subject to any further restrictions. They can be traded immediately, but are subject to the rules on insider dealing, which are the sole responsibility of the Management Board member.

The Supervisory Board reserves the right, at its discretion, to replace subscription rights granted to Management Board members by a cash payment and/or Evotec shares held by the Company itself.

If a Management Board member leaves before the end of the four-year period as a good leaver, the total number of SPA granted for the year of their departure is reduced pro rata temporis. However, in individual cases the Supervisory Board reserves the right to settle the entitlement of a Management Board member leaving in the course of the four-year period by means of a one-off payment (in this case Evotec SE would declare a deviation from recommendation G.12 of the GCGC). If the Management Board member leaves Evotec SE as a bad leaver, all claims to the SPA granted for the year of their departure are forfeit.

9. Share Ownership Guidelines – SOG

To further align the interests of Management Board members with those of shareholders and ensure the sustainable long-term development of Evotec, each Management Board member undertakes to invest a fixed amount in Evotec SE shares and hold them over the long term. The amount to be invested depends on the gross basic salary of the respective Management Board member.

The CEO undertakes to invest 300% of their gross basic salary in Evotec shares and the other ordinary Management Board members invest 100% of their respective gross basic salary. There is a build-up phase of 5 years as a rule.

The Management Board members are obliged to hold the shares for the duration of their employment contract.

10. Appropriateness of specific total remuneration

In view of the tasks and expected performance of the Management Board and in light of the current position of Evotec SE compared with other companies in its peer group, and considering a vertical comparison within the Evotec Group, the Supervisory Board believes that the proposed remuneration system and the current total target remuneration are appropriate and standard. This opinion has also been confirmed by an independent external remuneration consultant.

Several criteria are used for the Supervisory Board's regular review to ensure the remuneration system is appropriate.

- **Situation of the company**
When deciding on the structure and amount of remuneration the Supervisory Board takes the economic position, earnings and prospects of Evotec SE into account.
- **Strategy**
The performance targets for the Management Board are set in accordance with the business strategy of Evotec SE and its medium-term budgets.
- **Market practice**
The Supervisory Board monitors the level of Management Board remuneration at similar companies. The peer group comprises German and international biotech and pharmaceutical companies of a similar size and complexity in order to reflect Evotec's global presence and potential markets for recruiting Management Board members.
- **Remuneration of managers and other employees**
In its review of Management Board remuneration the Supervisory Board considers the remuneration of the Management Board over time, compared with the remuneration of the workforce of Evotec SE in Germany.
- **Responsibilities and performance**
The criteria for defining individual remuneration are the tasks and responsibilities of the Management Board members and their individual performance.

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

- **Corporate Governance**

The Supervisory Board considers proven corporate governance practices when revising the remuneration system. Advice is obtained from independent external remuneration experts as necessary.

For the horizontal review of whether Management Board remuneration is appropriate the Supervisory Board looked at all the MDAX peer group companies that can sensibly be compared with Evotec SE in terms of size, region and transparency of Management Board remuneration. Evotec SE also looked at an international industry-specific peer group³.

To determine if the Management Board's remuneration is appropriate in a vertical comparison, i.e. within Evotec SE, the Supervisory Board looked particularly at changes in the remuneration of senior managers and the workforce overall, also over time.

11. Maximum remuneration

By maximum remuneration Evotec SE means the maximum amount of remuneration that a Management Board member can earn in a financial year.

For the maximum remuneration defined in the remuneration system the Supervisory Board works from the current annual target remuneration of the Management Board members. Allowing for a possible (moderate) increase in the fixed salary during the forecast four-year duration of the remuneration system gives the maximum annual remuneration as defined in § 87a (1) sentence 2 no. 1 AktG:

| <i>Function</i> | <i>Maximum remuneration</i> |
|--------------------------------|-----------------------------|
| CEO | EUR 7,050,000 |
| Other Management Board members | EUR 3,400,000 |

In the language of stock corporation law the maximum remuneration is neither the amount of remuneration the Supervisory Board aims for, nor that which it deems to be appropriate. It must be clearly distinguished from the annual target remuneration. All it does is to set an absolute limit (cap) to avoid disproportionately high Management Board remuneration if a financial year should go unexpectedly well, for example. Defining the maximum remuneration does not prevent the Supervisory Board from increasing the number of Management Board members at its professional discretion while the remuneration system is in effect.

³ AbCellera Biologics Inc., argenx SE, Carl Zeiss Meditec AG, Charles River Laboratories Int., Denali Therapeutics Inc., Eurofins Scientific SE, Inc., Exscientia plc, Galapagos NV, Jazz Pharmaceuticals plc, Ligand Pharmaceuticals Incorporated, MorphoSys AG, Oxford Biomedica plc, QIAGEN N.V., Schrödinger, Inc., Siemens Healthineers AG, WuXi Biologics (Cayman) Inc.,

12. Penalty and clawback rules for variable remuneration

The service contracts with Management Board members include clauses that enable the Supervisory Board to withhold (penalty clause) or retract (clawback clause) variable remuneration components if a Management Board member is in serious breach of their obligations, particularly their compliance obligations.

13. Offsetting of remuneration from other work

The members of the Management Board are not remunerated for work as directors or management board members of companies within the Group. If they hold seats on the supervisory board or management board of entities outside the Group, the Supervisory Board has decided that the remuneration for this work is not offset.

14. Benefits on commencing and ending work on the Management Board

When a Management Board member starts work the Supervisory Board decides at its professional discretion whether and to what extent additional benefits are agreed in individual agreements (e.g. relocation expenses, subsidised travel or compensation for loss of earnings due to the move to Evotec SE). Any expenses incurred are counted towards the maximum remuneration. Special joining bonuses to compensate for loss of salary from a previous employment or to cover relocation costs may be paid at the professional discretion of the Supervisory Board and are explicitly excluded from the maximum remuneration.

Payments to a Management Board member if the service contract is terminated prematurely, without there being an important reason for the termination, are limited to two annual salaries and may not exceed the annual remuneration for the remainder of the service contract (cap on severance pay). The annual remuneration used to calculate the severance payment is the basic salary plus target bonus.

15. Other important clauses in the service contract

Service contracts with Management Board members will not generally be for more than three years for the first appointment. Otherwise the Supervisory Board may make use of the limit of five years defined in stock corporation law. Neither party has the right to terminate the service contract with notice. This does not affect the right to terminate the contract without notice for cause.

Any future service agreement under the proposed remuneration system can also include appropriate benefit commitments if the service contract with the Management Board member is terminated early due to a change of control. The existing service contracts with the Management Board members have a change-of-control clause that enables them to terminate the contract in the event of a change of control. If the Management Board members exercise this right, they are entitled to a severance payment of 18 month's basic salary plus the target bonus for this period. In no case

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of **16 May 2022** is binding

may the severance payment be higher than the total remuneration that would be owed to the respective Management Board member for the remainder of their service contract, however. If a non-compete clause has been agreed for the period after the service contract comes to an end, any severance payment is offset against the compensation payable for this period.

16. Transparency, documentation and remuneration report

If the Annual General Meeting passes a resolution adopting the remuneration system, the resolution and the remuneration system will be made public without delay on the website of Evotec SE and remain available there free of charge for as long as the remuneration system is in effect, but for at least ten years.

In addition, the Management Board and Supervisory Board of Evotec SE will prepare a clear, comprehensible annual report on the remuneration granted and owed to each individual current and former member of the Management Board and Supervisory Board of Evotec SE in the previous financial year ("remuneration report"). The remuneration report is to be audited by the auditors of the financial statements and includes detailed information on the remuneration of the individual board members and on changes in Management Board remuneration in accordance with § 162 AktG. The Annual General Meeting of Evotec SE then votes on a resolution to approve the remuneration report for the previous financial year prepared and audited in accordance with § 162 AktG.

===