

## **Additional explanations on the rights of shareholders pursuant to Art. 56 sentence 2 and sentence 3 of the SE Regulation, section 50 para. 2 of the German SE Implementation Act, sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 of the German Stock Corporation Act (AktG)**

### **1. Right to add items to the agenda pursuant to Article 56 Sentences 2 and 3 SE Regulation, Section 50 (2) SEAG, Section 122 (2) AktG**

Shareholders whose shares collectively represent the pro rata amount of EUR 500,000.00 (corresponding to 500,000 shares) of the share capital (the minimum interest) have a right to request that items be added to the agenda and be announced. This minimum interest is required pursuant to Article 56 Sentence 3 SE Regulation in conjunction with Section 50 (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. Pursuant to Section 50 (2) SEAG, a ninety-day shareholding prior to the day of the Annual General Meeting within the meaning of Section 122 (1) Sentence 3 AktG is not required for an application to add to the agenda for a general meeting of an SE.

The request is to 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 10 May 2024. Please use the following address or email address to submit your request:

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

E-Mail: [hauptversammlung@evotec.com](mailto:hauptversammlung@evotec.com)

Receipt by the company shall be decisive for compliance with the deadline. Additions to the agenda to be announced, provided that they were not already announced with the convening of the Annual General Meeting, will be published immediately after receipt of the demand in the German Federal Gazette (Bundesanzeiger) and in such media where it can be assumed that they disseminate such information throughout the European Union. They will also be published on the Company's website at <https://www.evotec.com/en/investor-relations/annual-general-meeting> and communicated to shareholders.

The relevant sections of the SE Regulation, the German SE Implementation Act and German Stock Corporation Act upon which those shareholder rights are based are as follows:

#### *Article 56 of the SE Regulation*

One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

#### *Section 50 para. 2 of the German SE Implementation Act (SEAG)*

- (2) The amendment of the agenda of a General Meeting by one or more items may be requested by one or more shareholders whose shares amount in aggregate to not less than 5% of the share capital or represent an amount of the share capital corresponding to EUR 500,000.

*Section 122 of the German Stock Corporation Act: Convening a meeting upon the request of a minority*

- (1) A general meeting shall be convened if shareholders whose aggregate holding is not less than one-twentieth of the share capital require such meeting in writing, stating the purpose and grounds; such request shall be addressed to the management board. The articles of association may provide that the right to request a general meeting is to depend on another form and on holding a lower proportion of the share capital. The applicants have to prove that they have been shareholders for at least 90 days prior to the day of the receipt of the demand and that they will continue to hold the shares until the decision of the managing board regarding their request is made. Section 121 para. 7 shall apply correspondingly.
- (2) In the same way shareholders, whose shares amount in aggregate to not less than one-twentieth of the share capital or represent a proportional amount of not less than 500,000 Euro, may request to have items placed on the agenda and published. Every request for a new agenda item must be accompanied by an explanation of the reasons therefor or a proposed resolution. The request in accordance with sentence 1 must be received by the Company at least 24 days, in case of public companies at least 30 days prior to the general meeting; whereby the day of the receipt is not counted.
- (3) If any such request is not complied with, the court may authorize the shareholders who made the request to convene a general meeting or publish such items. At the same time the court may appoint the chairman of the meeting. The notice of the meeting or the publication shall refer to such authorization. An appeal may be made against the decision of the court. The applicants have to prove that they will continue to hold the shares until the decision of the court is made.
- (4) The Company shall bear the costs of the general meeting and, in the case of paragraph (3), also the court costs if the court grants the application.

*Section 124 (1) of the German Stock Corporation Act: Publication of requests for supplements; proposals for resolutions*

- (1) If the minority has requested pursuant to Section 122 para. 2 that items shall be added to the agenda, these items shall be published either upon convening the meeting or immediately following receipt of the request. Section 121 para. 4 shall apply analogously; moreover, Section 121 para. 4a shall apply analogously to public companies. Publication and submission shall be made in the same way as applicable for convening the meeting.

*Section 121 (4), (4a), (7) of the German Stock Corporation Act: General provisions*

- (4) The convening of the general meeting shall be published in the company's journals. If the shareholders of the Company are known by name, the shareholders' meeting may be convened by registered letter, unless the articles of association provide otherwise; the day of dispatch shall be considered the day of publication. A notification to those registered in the shareholders' register is sufficient.
- (4a) In case of public companies which have not exclusively issued registered shares or which do not send the convention directly to the shareholders pursuant to para. 4 sentence 2, the notice shall, at the latest on the date of announcement, be furnished to such suitable media as may be expected to disseminate the information throughout the European Union.
- (7) In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. Sections 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) shall not be applied analogously. In case of unlisted companies, the articles may provide for a different calculation of the deadline.

*Section 70 of the German Stock Corporation Act: Computation of the period of shareholding*

If the exercise of rights arising from the share is dependent on the shareholder having been the holder of the share for a certain period of time, a claim for transfer of ownership against a credit institution, a financial services institution, a securities institution or an enterprise operating pursuant to § 53 paragraph 1 sentence 1 or § 53b paragraph 1 sentence 1 or paragraph 7 of the German Banking Act shall be deemed equivalent to ownership. The period of ownership of a predecessor in title shall be attributed to the shareholder if he acquired the share free of charge, from his trustee, as universal successor, in the event of the dissolution of a community or in the event of a portfolio transfer pursuant to section 13 of the Insurance Supervision Act or section 14 of the Building Savings Bank Act.

*§ Section 87 (4) of the German Stock Corporation Act: Principles for the remuneration of members of the Management board*

- (4) The general meeting may, upon motion pursuant to section 122, paragraph 2, sentence 1, reduce the maximum remuneration determined pursuant to section 87a, paragraph 1, sentence 2, number 1.

## **2. Opposing motions and nominations by shareholders pursuant to Art. 53 SE-VO, Section 126 para 1 AktG and Section 127 AktG**

### *Opposing motions by shareholders in accordance with Art. 53 SE-VO, Section 126 (1) AktG*

Shareholders are entitled to file motions opposing a proposal by the Management and/or Supervisory boards regarding a specific agenda item. Any countermotions must be received by the Company in writing, by fax or e-mail, by midnight (CEST) 26 May 2024 at the latest, together with any reasons, exclusively at the following address, fax number, or e-mail address:

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

Fax: +49 (0)40 560 81 333

Email: [hauptversammlung@evotec.com](mailto:hauptversammlung@evotec.com)

Motions that have been addressed otherwise will 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>. Any statements by the 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 reasons to exclude it exist pursuant to Section 126 (2) AktG, for example, because the opposing motion would lead to a shareholders' resolution that is illegal or in contravention of the Company's Articles of Association. A reason for an opposing motion does not need to be made accessible if it contains more than 5,000 characters.

### *Nominations by shareholders in accordance with Art. 53 SE-VO, Section 127 AktG*

Shareholders are also entitled to submit nominations for the election of Supervisory Board members or auditors. The above provisions on countermotions apply to them *mutatis mutandis*, with the proviso that the election proposal does not need to be substantiated from the outset. Over and above the aforementioned reasons for exclusion defined in Section 126 (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 about their membership of other statutory supervisory boards.

We would like to point out that opposing motions and nominations that have been submitted to the Company in advance in due time will only be considered at the Annual General Meeting if they are submitted verbally during the Annual General Meeting.

The relevant sections of the SE Regulation and the German Stock Corporation Act upon which those shareholder rights are based and which also set forth under which preconditions counter-proposals and election proposals do not need to be made available are as follows:

#### *Article 53 SE Regulation*

Without prejudice to the rules laid down in this section, the organisation and conduct of general meetings together with voting procedures shall be governed by the law applicable to public limited-liability companies in the Member State in which the SE's registered office is situated.

#### *Section 126 of the German Stock Corporation Act: Propositions by shareholders (excerpt)*

- (1) Information on shareholders propositions, including the respective shareholder's name, as well as the underlying reasons for the proposition and statements, if any, by the Management need only be given to the beneficiaries pursuant to section 125 para. 1 through 3, if the shareholder submits to the company at the address specified his counter-application stating the reasons for it to a proposal of the executive management board and the supervisory board concerning a specific agenda item at the latest 14 days prior to the general meeting. The day of the receipt is not counted. Public companies have to publish the propositions on their webpage. Section 125 para. 3 applies accordingly.

- (2) Information on a counter-application and the reasons therefor need not be given, if:
1. the executive management board would by reason of giving such information become criminally liable;
  2. the counter-application would result in a resolution of the general meeting which would be unlawful or in breach of the articles;
  3. the grounds contain statements which are manifestly false or misleading in material respects or which are defamatory;
  4. a counter-application of such shareholder based on the same facts has already been communicated to a general meeting of the company pursuant to section 125;
  5. the same counter-application of such shareholder on essentially identical grounds has already been communicated pursuant to section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favour of such counter-application;
  6. the shareholder indicates that he will neither attend nor be represented at the general meeting; or
  7. within the past two years at two general meetings the shareholder failed to move or cause to be moved on his behalf a counter-application communicated by him.
- The statement of grounds need not be communicated if it exceeds 5,000 figures.
- (3) If several shareholder make counter-applications in respect of the same resolution, the management board may combine such counter-applications and their statements of grounds.
- (4) ... .

*Section 127 sentences 1 to 3 of the German Stock Corporation Act: Nominations by shareholders*

Section 126 shall apply analogously to nomination by a shareholder for election of supervisory board members or auditors. Such nomination need not be supported by statement of grounds. Nor need the executive management board give notice of such nomination if it fails to contain the particulars required by section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5.

*Section 124 (3) sentence 4 of the German Stock Corporation Act: Publication for requests for supplements; proposals for resolutions*

- (3) ...The nomination for the election of supervisory board members or auditors shall state their name, profession and domicile. ...

*Section 125 (1) sentence 5 of the German Stock Corporation Act: Communications to shareholders and Members of the Supervisory Board*

- (1) ...In case of listed companies details on the membership in other supervisory boards to be established pursuant to statutory provisions must be added to any nomination for the election of supervisory board members; details on their membership in comparable domestic and foreign controlling bodies of enterprises shall be added.

*Section 137 of the German Stock Corporation Act: Voting on nomination made by shareholders*

If a shareholder has made a nomination for the election of members of the supervisory board pursuant to section 127 and proposes at the general meeting the election of the person nominated by him, such proposal shall be resolved upon prior to consideration of the proposal of the supervisory board if a minority of shareholders whose aggregate holding is at least one-tenth of the share capital represented at the meeting so requests.

### 3. Right to information in accordance with Section 131 (1) AktG

At the Annual General Meeting, every shareholder and shareholder representative may request information from the Management Board concerning Company matters, insofar as such information is necessary for a proper assessment of the agenda item. The duty to provide information also extends to the Company's legal and business relationships with an affiliated company, and to the situation of the Group and the companies included in the consolidated financial statements. As a matter of principle, requests for information must be submitted verbally during the discussion at the Annual General Meeting.

Pursuant to Section 16 (2) Sentence 2 of the Articles of Association, the chair of the Annual General Meeting is authorised to impose an appropriate time limit on the shareholder's right to ask questions and to speak. Moreover, the Management Board is authorised – in addition to general aspects that may conflict with the right to information (e.g. impossibility of providing information) – to refuse to provide information in certain cases that are conclusively regulated in the German Stock Corporation Act (Section 131 (3) AktG), for example because, according to sound business judgement, providing such information could cause significant disadvantage to the Company or an affiliated company.

The relevant sections of the German Stock Corporation Act upon which those shareholder rights are based and which also set forth under which preconditions the Management Board can refuse to answer are as follows:

#### *Section 131 of the German Stock Corporation Act: Shareholders right to information (excerpt)*

(1) Each shareholder shall upon request be provided with information at a general meeting by the executive management board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any connected enterprise. If a company makes use of the simplified procedure pursuant to section 266 para. 1 sentence 3, section 276 or section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the general meeting on such annual financial statements in the form which would have been used if such provisions on simplified procedure were not applied. The disclosure obligation of the executive management board of the parent company (section 290 para. 1 sentence 2 of the German Commercial Code) in the general meeting, to which the consolidated financial statements and the consolidated management report is presented, also extends to the situation of the consolidated group of companies and of the enterprises included in the consolidated financial statements.

(1a) to (1f) ... . *[virtual general meeting]*

(2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association or the by-laws according to section 129 can authorize the chairperson to set appropriate time limits in regards to shareholders' right to ask questions and speak and to make other determinations in this matter.

(3) The executive management board may refuse to provide information:

1. to the extent that providing such information is, according to sound business judgement, likely to cause not insignificant damage to the company or a connected enterprise;
2. to the extent that such information relates to tax valuations or the amount of individual taxes;
3. on the difference between the value at which items are shown in the annual balance sheet and the higher value of such items, unless the general meeting is to determine the annual financial statements;
4. on methods of arriving at balances and valuation, if disclosure of such methods in the notes suffices to provide a factually accurate picture of the condition of the company's assets, financial position and profitability within the meaning of section 264 para. 2 of the German Commercial Code; this shall not apply if the general meeting is to determine the annual financial statements;
5. insofar as provision of the information would render the executive management board criminally liable;
6. insofar as, in the case of a bank or a financial services institution, information on methods adopted of arriving at balances, valuation and does not require to be given in the annual financial statements, management report, consolidated financial statements or consolidated management report;
7. insofar as such information is available on the webpage of the company at least for a period of seven days prior to the general meeting and throughout the general meeting.

Provision of information may not be refused for other reasons.

- (4) If information has been provided to a shareholder, by reason of his status as a shareholder, outside the general meeting, such information shall upon request be provided to any other shareholder at the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. In the case of a virtual general meeting, it shall be ensured that each shareholder who is electronically connected to the meeting can submit his request pursuant to sentence 1 by means of electronic communication. The executive management board may not refuse to provide such information on the grounds of paragraph (3) sentence 1 nos. 1 to 4. Sentences 1 to 3 shall not apply if a subsidiary enterprise (section 290 paragraphs (1) and (2) of the German Commercial Code) an enterprise with common management (section 310 paragraph (1) of the German Commercial Code) or an associated enterprise (section 311 paragraph (1) of the German Commercial Code) discloses the information to a parent enterprise (section 290 paragraphs (1) and (2) of the German Commercial Code) for the purposes of inclusion of the information in the consolidated financial statements of the parent enterprise and the information is necessary for that purpose.
- (5) A shareholder who has been denied information may request that his question, and the reason for which the information was denied, be recorded in the minutes of the meeting. ... .

The relevant section of the Company's Articles of Association is as follows:

*Section 16 (2) of the Articles of Association of Evotec SE:*

- (2) The Chairman of the occasion shall manage deliberations and determine the order of the items of the agenda as well as the nature and further details of voting. The Chairman may impose reasonable limits on shareholders' right to ask questions and speak.

Hamburg, May 2024

Evotec SE

The Management Board