

Remuneration report 2024 of Evotec SE

The following remuneration report and explains the remuneration individually granted and owed to the current and former members of the Management Board and Supervisory Board of Evotec SE (hereinafter also referred to as the "Company") in the financial year 2024. The remuneration report with the requirements of section 162 AktG. This Remuneration Report will be submitted to the Annual General Meeting on June 3, 2025, for approval.

A. Resolution on the approval of a remuneration system for the members of the Executive Board and the Supervisory Board

The structure of the remuneration and the amounts paid to the members of the Management Board are determined and regularly reviewed by the Supervisory Board. The review applies the recommendations of the German Corporate Governance Code in the version adopted by the Government Commission on April 28, 2022 ("GCGC") and implements the requirements of Section 87 AktG.

The company's Supervisory Board, with the support of the Remuneration and Nomination Committee, submitted a remuneration system for the members of the company's Management Board (the "Remuneration System 2022") to the company's Annual General Meeting on June 22, 2022, for approval. The 2022 Annual General Meeting approved the 2022 remuneration system with 94.48% positive votes. The Remuneration System 2022 can be viewed on the Evotec SE website at

The 2022 remuneration system applies to all members of the company's Management Board whose contract was concluded or renewed after the 2022 remuneration system came into force with the 2022 Annual General Meeting. As of December 31, 2024, these were Dr Christian Wojczewski, Aurélie Dalbiez, Dr Cord Dohrmann and Laetitia Rouxel. The contracts with Dr Craig Johnstone and Dr Matthias Evers were already concluded in January 2022 and May 2022, i.e. before the new remuneration system came into force. Both contracts were terminated prematurely in 2024. The contract with Dr Werner Lanthaler ran from March 2021 until its premature termination in January 2024. As the contracts concluded before the new remuneration system came into force in 2022 still included the granting of discretionary restricted share awards at the beginning of the contract, the Supervisory Board decided not to renew these contracts prematurely, but rather to structure possible follow-up contracts in accordance with the new remuneration system only upon their expiry.

The Annual General Meeting of the company on June 10, 2024, confirmed the remuneration for the members of the Supervisory Board, which was adjusted by resolution of the 2024 Annual General Meeting, with 96.23% approval and adopted a corresponding remuneration system for the members of the Supervisory Board

B. Changes in the composition of the Management Board and Supervisory Board

With effect from 3 January 2024, CEO Dr Werner Lanthaler has informed the company that he is stepping down as Chief Executive Officer (CEO) for personal reasons and will not fulfill his

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contract until the end of the current term. The Supervisory Board has approved his resignation from office and appointed Dr Mario Polywka, former Chief Operating Officer (COO) and member of the Supervisory Board at the time of the CEO's resignation, as interim CEO. Dr Christian Wojczewski was appointed as the new CEO for three years with effect from 1 July 2024.

Aurélié Dalbiez was appointed Chief People Officer (CPO) for three years with effect from June 15, 2024.

Dr Elaine Sullivan and Dr Mario Polywka stepped down from the Supervisory Board at the company's Annual General Meeting on 10 June 2024. The Annual General Meeting elected Dr Duncan McHale and Wesley Wheeler to the Supervisory Board instead and confirmed the other members of the Supervisory Board

C. Remuneration system for the members of the Management Board of Evotec SE

After intensive discussions with the shareholders, the Supervisory Board decided to submit a reviewed and revised remuneration system for the members of the Executive Board to the 2022 Annual General Meeting for approval, which was approved with 94.48% of positive votes. We reported in detail on the adjustments in the 2022 remuneration report. This remuneration system was not changed in 2024.

The 2022 remuneration system applies to all Management Board members still in office on December 31, 2024. Dr Craig Johnstone, whose contract was concluded before the 2022 remuneration system came into force, left the company on 31 December 2024.

The remuneration report for 2023 was approved by the 2024 Annual General Meeting with 84.87% positive votes.

I. Overview of the main remuneration components

The remuneration of the members of the Management Board consists of a fixed, non-performance-related basic remuneration, a short-term one-year annual bonus and the long-term, multi-year remuneration. In individual cases, additional remuneration benefits may also be granted in connection with the commencement and termination of activity as a member of the Executive Board, in particular as compensation for lost earnings from previous employers. Other components of the remuneration system are fringe benefits including pension allowances and the payment of travel expenses. Any expenses are taken into account as part of the maximum remuneration.

The strong focus on the growth targets of the Evotec Group - consisting of Evotec SE and its affiliated companies - in the short-term variable compensation (bonus) and the clear share price orientation of the long-term variable compensation (Share Performance Awards) are intended to promote a sustainable increase in the value of the Company and avoid external and internal disincentives. In particular, the aim is to prevent the Management Board from making decisions

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that do not promise sustainable business success in order to optimize their remuneration in the short term.

The level of remuneration of the members of the Management Board depends in particular on the area of responsibility of the respective Management Board member, his individual performance and the performance of the Management Board as a whole and the economic and financial as well as strategic and sustainable success of the Evotec Group and is intended to provide an incentive for long-term and sustainable corporate management and at the same time to link the interests of the members of the Management Board with those of the Company's shareholders.

The remuneration of the members of the Management Board complies with the requirements of the German Stock Corporation Act and the German Corporate Governance Code applicable at the time the respective employment contract was concluded (unless a deviation from this was declared). In January 2024 and May 2024, the Management Board and Supervisory Board of Evotec SE updated the Declaration of Conformity with the recommendations of the German Corporate Governance Code pursuant to Art. 9 (1) lit. c) ii) SE Regulation in conjunction with Section 161 of the German Stock Corporation Act (AktG) and supplemented it as follows

"In deviation from recommendations G.6 and G.10, Dr Mario Polywka will not receive any long-term, share-based variable remuneration under the Management Board remuneration system for his temporary activity as Interim CEO from January 2024. Due to his only interim position as a member of the Management Board and Chairman of the Management Board for a maximum period of one year, the Supervisory Board of Evotec SE does not consider it in its interest to grant long-term variable remuneration whose assessment period would extend far beyond the term of office as a member of the Management Board and thus beyond the possibility of influencing the achievement of targets. In accordance with the German Stock Corporation Act and the Code, it should also be prevented that the incentivizing effect of long-term, share-based remuneration granted during the temporary activity on the Management Board continues after returning to the Supervisory Board and possibly leads to doubts about the independent exercise of control activities. The long-term promotion of the company's well-being and the guarantee of sustainable and long-term corporate success are already in the interests of Dr Mario Polywka because he is to return to the Supervisory Board after completing his interim activity on the Management Board and therefore does not require any further incentives. After the end of Dr Mario Polywka's temporary activity on the Management Board, the remuneration of the Management Board will again fully comply with the recommendations of the Code.

In application of recommendation G.11 and in deviation from recommendation G.8, the Supervisory Board partially redefined the performance criteria for the Executive Board members for the short-term variable remuneration components (bonus) in May 2024. The Supervisory Board has thus taken into account the forecast for 2024 published on April 24, 2024, which differs significantly from the forecast originally used in December 2023 for the performance criteria for the 2024 bonus. This gives the Supervisory Board the opportunity to adjust the incentivization effect of the variable annual remuneration and an adequate performance measurement to the significantly changed factors, to align them in the interests of the company and thus to ensure an alignment of interests between investors and members of the Management Board that serves

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the long-term promotion of the company's well-being and the guarantee of sustainable and long-term corporate success."

In fact, Dr Mario Polywka decided not to return to the Supervisory Board and stepped down from the Executive Board and Supervisory Board at the 2024 Annual General Meeting.

The Supervisory Board, with the support of its Remuneration and Nomination Committee, regularly obtains external expertise to review the appropriateness of the Management Board remuneration in terms of its scope, appropriateness and market conformity. For the appropriate comparison within Evotec SE (vertical review of the appropriateness of Management Board remuneration), the Supervisory Board has in particular taken into account the development of the remuneration of senior management and the workforce as a whole and has also taken this into account in development over time. The Supervisory Board monitors the remuneration level for members of the Management Board in comparable companies. The peer group last used for comparison in 2021,¹, comprised German and international biotechnology and pharmaceutical companies of similar size and complexity to reflect Evotec's global presence and the potential markets for recruiting Management Board members. Going forward, the benchmark used for market comparison will be based on a peer group of German companies of comparable size and an additional peer group of international companies of comparable size and industry. The peer group from 2021² remains valid for the 2024 financial year. The current peer group is also disclosed in the respective remuneration report looking forward.

II. Non-performance-related fixed remuneration components

Basic remuneration

The members of the Executive Board receive a contractually agreed fixed basic remuneration, which is paid in twelve equal monthly salaries at the end of each month, subject to statutory deductions. If a member of the Management Board joins or leaves the company during the year, the basic remuneration is paid pro rata temporis. The resulting remuneration level is below the median of the peer group. The following table shows the annual basic remuneration of the members of the Management Board in the 2024 financial year.

¹Abcam, Bachem, Biotest, Carl Zeiss Meditec, Charles River, Clinigen, Galapagos, Genmab, Ligand, Morphosys, QIAGEN, Siegfried Pharma, Stallergenes, Sartorius, Tecan and MedPace.

²See footnote 1.

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Board member	Function	Basic remuneration 2024 (in € thousand)	Basic remuneration 2023 (in € thousand)
Christian Wojczewski	Chief Executive Officer (CEO)	450	-
Dr. Cord Dohrmann	Member of the Management Board	450	450
Laetitia Rouxel	Member of the Management Board	450	338
Aurélie Dalbiez	Member of the Management Board	244	-
Dr. Werner Lanthaler	Chief Executive Officer (CEO)	25	600
Dr. Matthias Evers	Member of the Management Board	300	400
Dr. Craig Johnstone	Member of the Management Board Chairman of the Executive Board	400	400
Mario Polywka	(Interim CEO)	306	-

Fringe benefits

In addition to the fixed basic remuneration, the members of the Management Board receive individually tailored fringe benefits, such as pension allowances and school fees for their own children, travel allowances, contributions to health and accident insurance, as well as the non-cash benefit for the private use of a company car or an allowance for a private vehicle (car allowance). The Supervisory Board may also temporarily reimburse expenses for extraordinary fringe benefits (e.g. security measures) at its discretion and following a significant change in requirements:

Board member	Function	Pension contributions (in € thousand)	Car allowance (in € thousand)	Travel expenses allowance (in € thousand)	Other (in € thousand) ¹
Christian Wojczewski	Chairman of the Executive Board (CEO) (since July 2024)	60	8	53	-
Dr. Cord Dohrmann	Member of the Management Board (CSO)	35	15	-	-
Laetitia Rouxel	Member of the Management Board (CFO)	35	-	60	202
Aurélie Dalbiez	Member of the Executive Board (CPO) (since June 2024)	19	-	33	23
Dr. Werner Lanthaler	Chairman of the Executive Board (CEO) (until Jan 2024)	3	1	3	-
Dr. Matthias Evers	Member of the Executive Board (CBO) (until Sep 2024)	26	11	-	-
Dr. Craig Johnstone	Member of the Executive Board (COO) (until Dec 2024)	27	15	-	-
Mario Polywka	Chairman of the Executive Board (Interim CEO until June 2024)	-	-	35	-

¹ Other fringe benefits include various insurance policies for Management Board members based in Germany, use of a

Compensation payments

In addition, members of the Management Board may be granted one-off benefits such as special benefits from joining the company, e.g. as compensation for lost earnings from the previous employer or for projects that have been stopped. Payments to a Management Board member in the event of premature termination of the employment contract without good cause for the termination of the Management Board activity are limited to a maximum of two years' remuneration and do not exceed the annual remuneration for the remaining term of the employment contract (severance payment cap). If the employment contract is terminated for

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good reasons for which the Management Board member is responsible, no payments are made to the Management Board member.

The following table shows a breakdown of the compensation payments made per Executive Board member in the 2024 financial year:

Board member	Function	Compensation payments ^{1, 2}
Christian Wojczewski	Chairman of the Executive Board (CEO) (since July 2024)	500
Dr. Cord Dohrmann	Member of the Management Board (CSO)	-
Laetitia Rouxel	Member of the Management Board (CFO)	300
Aurélie Dalbiez	Member of the Executive Board (CPO) (since June 2024)	150
Dr. Werner Lanthaler	Chairman of the Executive Board (CEO) (until Jan 2024)	-
Dr. Matthias Evers	Member of the Executive Board (CBO) (until Sep 2024)	-
Dr. Craig Johnstone	Member of the Executive Board (COO) (until Dec 2024)	1.360
Mario Polywka	Chairman of the Executive Board (Interim CEO until June 2024)	-

¹ "Sign On" compensation: EUR 500,000 Christian Wojczewski; EUR 150,000 Aurélie Dalbiez; EUR 300,000 Laetitia Rouxel

² Compensation: EUR 1,360,000 Craig Johnstone

III. Performance-related variable remuneration components

With reference to the aforementioned principles, the remuneration of the Management Board is linked to the company's success and sustainable growth. Under the 2021 remuneration system, which is valid until the 2022 Annual General Meeting, the Management Board remuneration comprises both a short-term one-year remuneration ("bonus") and long-term, multi-year remuneration components ("Share Performance Plan 2017" and "Restricted Share Plan 2020"), which were approved by the 2017 and 2020 Annual General Meetings. The payout amounts for these components depend on the achievement of the financial targets set at. If the targets are not met, the payout of the performance-related components can be reduced to zero. However, if the targets are significantly exceeded, the amount paid out is subject to an upper limit. With the entry into force of the new remuneration system in 2022, the aforementioned link to company performance and sustainable company growth has been continued, although the Restricted Share Plan 2020 is no longer part of the multi-year remuneration component. The Share Performance Plan 2017 was replaced by the Share Performance Plan 2022, under which Share Performance Awards were granted for the first time in the 2023 fiscal year and subsequently also in the 2024 financial year. The bonus regulations were also adjusted. This regulation applies to Dr Christian Wojczewski, Aurélie Dalbiez, Dr Cord Dohrmann and Laetitia Rouxel.

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Short-term one-year remuneration (bonus)

The members of the Management Board receive short-term one-year compensation (bonus), which rewards the operational implementation of the Evotec Group's corporate strategy in the respective financial year as a basis for a long-term positive development of the Company. The bonus is determined for each financial year based on the achievement of certain financial and non-financial targets set by the Remuneration and Nomination Committee of the Supervisory Board and subsequently approved by the Supervisory Board. If a member of the Management Board joins the company during the year, a bonus is granted pro rata temporis.

A target amount was set for each member of the Executive Board, which determines the amount of the bonus payment if 100% of the target is achieved. In the 2021 remuneration system, which still applies to Dr Johnstone and Dr Evers, the target amount for the variable remuneration for one year is 70% of the annual basic salary (2022: 70%). The elimination of the Restricted Share Plan 2020 and the pro rata redistribution to the bonus have resulted in changes to the target amount in the 2022 remuneration system without leading to an increase in the target total remuneration: The target amount for the bonus that the CEO receives if he achieves exactly 100% of the annual bonus targets corresponds to approximately 70% as a percentage of basic remuneration for the directly paid portion of the bonus and approximately 105% for the deferred portion of the bonus. The corresponding target amount as a percentage of the basic remuneration for the ordinary members of the Management Board is approx. 43% for the directly paid portion of the bonus and approx. 65% for the deferred portion of the bonus, i.e. a ratio of 40:60 between the directly paid and deferred portions of the bonus. The deferred portion of the bonus is invested in Evotec shares, which the respective Management Board member acquires through a service provider and must hold for at least 3 years. To this end, Evotec provides the total amount in question for all members of the Management Board and specifies the period in which the purchases are to be made by the service provider for the Management Board members. The service provider then makes the purchases and books the acquired shares into the Management Board members' securities accounts at a uniform average price with the corresponding blocks.

At the beginning of the following financial year, the Supervisory Board assesses the extent to which the defined targets have been achieved and determines the amount of the annual bonus.

The bonus for members of the Management Board is governed by individual contracts. As part of the revision of the 2022 Executive Board remuneration system, a maximum payout of up to 150% of the target amount was made possible for the bonus plan. This upper limit applies to the bonus of all members of the Executive Board.

For the 2023 financial year, the Supervisory Board has defined the following performance criteria and their weighting uniformly for all members of the Executive Board:

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2023 Targets	Weighting
Expand basic business	50,0 %
Total sales growth to > € 850 million	20,0 %
- Exceeding a stable adjusted EBITDA > € 120 million	20,0 %
- Maintaining operating cash flow > € 50 million	10,0 %
Development of EVORoylaty, EVOEquity and acceleration of the technology pool for precision medicine	25,0 %
Establishment of joint new alliances along the building blocks of the 2025 action plan (e.g. iPSC, PanOmics & iPSC, ...) (> 100 million technical value)	10,0 %
Just - Evotec Biologics path to profitability based on AP 2025 (<15m loss in 2023)	10,0 %
Clarification of the global qualitative leadership position within end-to-end R&D (customer loyalty and sales quality)	5,0 %
ESG: Building people, the company and best of governance Sustainability, Leadership & Entrepreneurship	25,0 %
Implementation of the SBTi initiative in all locations and investment of 1% of sales to achieve the SBTi targets	5,0 %
Conduct an employee survey by mid-2023. Define and communicate the resulting targets for 2024f.	5,0 %
Assignment of sustainability champions in each location to establish structures that promote sustainability and social goals, as well as sustainable location-specific projects	15,0 %

For the 2024 financial year, the Supervisory Board has defined the following performance criteria and their weighting uniformly for all members of the Management Board. In May 2024, the Supervisory Board redefined the performance criteria for the Executive Board members for the short-term variable remuneration components (bonus) with regard to total revenue and EBITDA, set out in the corporate governance statement disclosed under C.I:

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2024 Targets*	Weighting
Expand basic business	60,0 %
Total sales growth to >€ 880 million	20,0 %
- Exceeding a stable adjusted EBITDA of €100 million	30,0 %
- Achievement of operating cash flow break-even, adjusted for one-off restructuring costs	10,0 %
Building global leadership with the 2025 Action Plan and the 2030 Strategy	20,0 %
Establishment of new co-owned alliances (PanOmics, iPSC,...) (> € 1 billion business value)	5,0 %
Just-Evotec Biologics becomes profitable in 2024 with 2 J.PODS in operation	5,0 %
Establishment of a new organizational structure (Execute/Innovate fold-up) by the end of 2024	10,0 %
ESG: Building the capabilities of employees, the company and best governance	20,0 %
Improve SOX compliance and digitalization for more efficient work for all employees - no more than 2 material weaknesses by the end of the year	5,0 %
Significant improvement (>10%) in the second survey on engagement and implementation of 3 initiatives addressing the key points of the first survey	10,0 %
Develop and commit to a Climate Transition Plan (CTA) that includes climate adaptation measures and measures beyond the value chain to achieve Scope 1,2&3 Net-Zero by 2045	5,0 %

Adjusted EBITDA is calculated in accordance with the EBITDA published in the annual report and the definition set out therein.

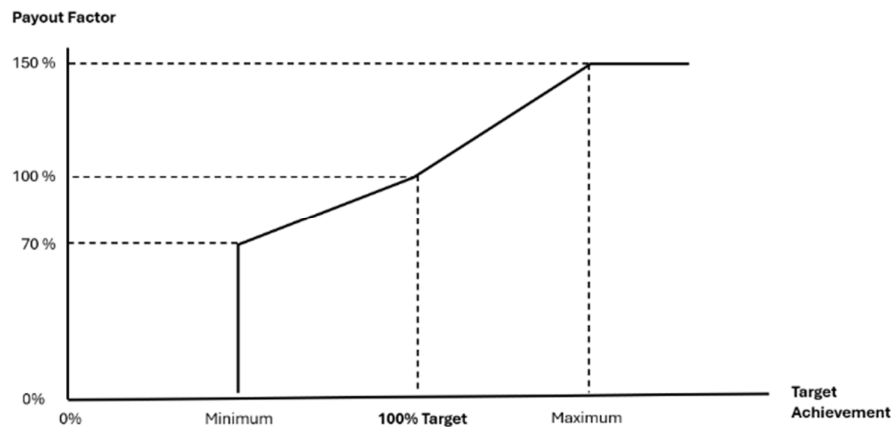
The Supervisory Board determines a uniform percentage target achievement that applies to all individual targets and can range between 0% and 125%. The percentage target achievement is converted into a payout factor (so-called "bonus payout factor"), which lies between 0% and

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150%. The bonus payout factor is multiplied by the pro rata bonus target amount per individual target to determine the pro rata bonus payout amount. As a result, the bonus payout may not apply or may be up to 150% of the target bonus amount (capped at 100% for the Chief Financial Officer).

To determine the total bonus payout amount, the bonus payout amounts of the individual targets are added together.

The bonus payout factor works as follows:



The target achievement for the bonus for the 2023 financial year was as follows.

STI targets & target achievement 2023				
2023 Targets	Result	Weighting	Target achievement	Weighted factor
Expand basic business		50,0 %		
Total sales growth to > € 850 million	781.4 m€	15,0 %	13,2 %	13,2 %
- Exceeding a stable adjusted EBITDA > € 120 million	66.4 m€	30,0 %	0,0 %	0,0 %
- Maintaining operating cash flow > € 50 million	36.4 m€	5,0 %	0,0 %	0,0 %
Development of EVORoyalty, EVOEquity and acceleration of the technology pool for precision medicine		30,0 %		
Establishment of joint new alliances along the building blocks of the 2025 action plan (e.g. IPSC, PanOmics & IPSC, ...) (> 100 million technical value)	> 100m upfront received from BMS Neuro partnership and Sandoz plus significant milestone and royalty prospects	10,0 %	100,0 %	10,0 %
Just - Evotec Biologics path to profitability based on AP 2025 (<15m loss in 2023)	Q4'23 close to profitability and able to produce a forecast/budget 2024 that achieves profitability as planned	10,0 %	100,0 %	10,0 %
Clarification of the global qualitative leadership position within end-to-end R&D (customer loyalty and sales quality)	93% customer retention rate	10,0 %	100,0 %	10,0 %
ESG: Building people, the company and best of governance Sustainability, Leadership & Entrepreneurship		20,0 %		
Implementation of the SBTi initiative in all locations and investment of 1% of sales to achieve the SBTi targets	SBTi initiative implemented in all locations including investment of 1% of sales to achieve the SBTi targets	5,0 %	100,0 %	5,0 %
Conduct an employee survey by mid-2023. Define and communicate the resulting targets for 2024f.	Employee survey conducted and results communicated. Targets for 2024f derived and communicated	10,0 %	100,0 %	10,0 %
Assignment of sustainability champions in each location to establish structures that promote sustainability and social goals, as well as sustainable location-specific projects	Sustainability champions appointed at each location	5,0 %	100,0 %	5,0 %
				63,2 %

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The target achievement for the bonus for the 2024 financial year was as follows.

STI targets & target achievement 2024				
2024 Targets*	Result	Weighting	Target achievement	Weighted factor
Expand basic business		60,0 %		
Total sales growth to >€ 880 million	Total sales 2024: 797.0 M€	20,0 %	86,5 %	17,3 %
-Exceeding a stable adjusted EBITDA of €100million	Adjusted EBITDA 2024: € 22.6 million	30,0 %	0,0 %	0,0 %
- Achievement of operating cash flow break-even, adjusted for one-off restructuring costs	Operating cash flow: € 18.2 million (from € 36.4 million in 2023)	10,0 %	0,0 %	0,0 %
Building global leadership with the 2025 Action Plan and the 2030 Strategy		20,0 %		
Establishment of new co-owned alliances (PanOmics, iPSC,...) (> € 1 billion business value)	BMS antiviral collaboration; Novo Nordisk cell therapy collaboration (total deal volume cannot be disclosed, > € 1bn)	5,0 %	100,0 %	5,0 %
Just-Evotec Biologics becomes profitable in 2024 with 2 J.PODS in operation	Positive EBITDA of € 9.9m for Just-Evotec Biologics; sales growth of 71.1% to € 185.6m; opening of J.POD 2 in Toulouse on 20.09.2024	5,0 %	100,0 %	5,0 %
Establishment of a new organizational structure (Execute/Innovate fold-up) by the end of 2024	Financial reporting was adjusted and the Execute/Innovate division was dissolved. However, the organizational structure was not adjusted in 2024. This will only take place after the strategy update in 2025	10,0 %	0,0 %	0,0 %
ESG: Building the capabilities of employees, the company and best governance		20,0 %		
Improve SOX compliance and digitalization for more efficient work for all employees - no more than 2 material weaknesses by the end of the year	Improvement compared to 2025 due to reduction in material weaknesses, but still three material weaknesses	5,0 %	0,0 %	0,0 %
Significant improvement (>10%) in the second survey on engagement and implementation of 3 initiatives addressing the key points of the first survey	Implementation initiative launched globally, functionally and at team level; second survey conducted in January 2025; engagement score decreased	10,0 %	0,0 %	0,0 %
Develop and commit to a Climate Transition Plan (CTA) that includes climate adaptation measures and measures beyond the value chain to achieve Scope 1,2&3 Net-Zero by 2045	The project to conduct a climate risk assessment as a first important step to develop a Climate Transition Plan (CTA) was paused due to cost savings related to the de-prioritization in 2024. In parallel, measures to reduce Scope 1 and Scope 2 emissions were implemented (e.g. increasing the share of green electricity, installation of a heat pump in Verona) and Evotec is well ahead of schedule to achieve the short-term Scope 1 and Scope 2 targets for 2032.	5,0 %	0,0 %	0,0 %
				27,3 %

* Adjusted by resolution of the Supervisory Board dated May 15, 2024

As the activity on which the 2024 annual bonus is based was performed in full in the 2024 financial year, it is allocated to the remuneration granted and owed in the 2024 financial year within the meaning of Section 162 para. 1 sentence 2 no. 1 AktG and is therefore disclosed in this remuneration report. In order to ensure a transparent and comprehensible presentation of the remuneration granted to the members of the Management Board for a financial year, the annual bonus for the 2023 financial year is also voluntarily disclosed in this remuneration report.

The overall target achievement for the bonus for the 2023 financial year is measured as follows Taking into account the special circumstances in the 2023 financial year, particularly following the cyberattack in April 2023, it was decided to set the overall target achievement across the company at a uniform level of just 50% and therefore significantly below the actual target achievement:

2023

Board member	Lower limit based on 0 % target achievement	Target amount based on 100% target ¹	Upper limit in relation to maximum target ²	Payout factor 2023 (corresponding to overall target achievement)	Bonus payout amount ²⁰²³
	in % Basic remuneration	in % Basic remuneration	in % Basic remuneration	in %	in % Basic remuneration
Dr. Werner Lanthaler	0,0 %	600	900	0,0 %	0,0 %
Dr. Cord Dohrmann ^{1, 2}	0,0 %	484	726	50,0 %	242
Dr. Matthias Evers	0,0 %	280	420	50,0 %	140
Dr. Craig Johnstone	0,0 %	280	420	50,0 %	140
Laetitia Rouxel	0,0 %	363	544	50,0 %	181
Enno Spilner	0,0 %	56	84	50,0 %	28

1 Based on the extension of the CSO's contract as at 1 September 2022, the annual target bonus was adjusted pro rata from 70% to 107.5% of the annual basic salary and the maximum payout amount was adjusted pro rata from 100% to 150% of the respective target bonus.

2 Based on the remuneration system approved by the 2022 Annual General Meeting, 60% of the bonus paid to Cord Dohrmann will be invested in shares to be held for at least 3 years

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For the 2024 financial year, the Executive Board member in office on December 31, 2024, waived his bonus due to the economic situation. Pro rata bonuses for target achievement in 2024 were paid to the members of the Executive Board who left during the year, Dr Mario Polywka and Dr Matthias Evers:

2024									
Board member	Lower limit based on 0 % target achievement		Target amount based on 100% achievement ¹		Upper limit in relation to maximum target ²		Payout factor 2024 (corresponding to overall target achievement)	Bonus payout amount ²⁰²⁴	
	in € thousand	in % Basic remuneration	in € thousand	in % Basic remuneration	in € thousand	in % Basic remuneration		in € thousand	in % Basic remuneration
Dr. Christian Wojczewski ^{1,2}	-	0.0 %	1,575	175.0 %	2,363	150.0 %	0.0 %	-	0.0 %
Dr. Cord Dohrmann ^{1,2}	-	0.0 %	484	107.5 %	726	161.3 %	0.0 %	-	0.0 %
Laetitia Rouxel ^{1,2}	-	0.0 %	484	107.5 %	726	161.3 %	0.0 %	-	0.0 %
Aurélie Dalbiez ^{1,2}	-	0.0 %	484	107.5 %	726	161.3 %	0.0 %	-	0.0 %
Dr. Werner Lanthaler	-	0.0 %	600	100.0 %	900	150.0 %	0.0 %	-	0.0 %
Dr. Matthias Evers ³	-	0.0 %	210	70.0 %	315	105.0 %	27.3 %	57	19.1 %
Dr. Craig Johnstone ³	-	0.0 %	280	70.0 %	420	105.0 %	0.0 %	-	0.0 %
Dr. Mario Polywka ³	-	0.0 %	306	100.0 %	459	150.0 %	27.3 %	84	27.3 %

¹ Based on the remuneration system approved by the 2022 Annual General Meeting, 60% of the bonus paid out is invested in shares, which must be held for at least 3 years

² Dr. Christian Wojczewski, Laetitia Rouxel, Aurélie Dalbiez, Dr Cord Dohrmann and Dr Craig Johnstone have waived payment of the 2024 bonus

³ Dr Matthias Evers and Dr Mario Polywka receive a pro rata bonus in accordance with their term of office in 2024

Long-term, multi-year variable remuneration

The members of the Management Board also receive long-term multi-year remuneration in the form of participation in the company's various multi-year remuneration programs. These are two different share-based programs, the payment of which is subject to a vesting period of four years. This incentivizes the contribution of the individual members of the Management Board to the multi-year and sustainable development of the company and links the interests of the members of the Management Board with those of the shareholders. With the entry into force of the new remuneration system in 2022, the aforementioned link to the company's success and sustainable growth has been continued, although the Restricted Share Plan 2020 is no longer part of the multi-year remuneration component.

Share Performance Plan 2022

In addition to the variable remuneration based on one year, the members of the Management Board are entitled to an annual allocation of Share Performance Awards (SPA's) in accordance with the Share Performance Plan 2022. The Share Performance Plan is an important step towards supporting the interests of the company's shareholders and establishing a modern long-term remuneration model that complies with the current version of the German Corporate Governance Code

The number of SPAs to be issued is determined by dividing a fixed percentage of the Executive Board member's basic remuneration by the relevant market value of an SPA. Due to the elimination of the Restricted Share Plan 2020 and the pro rata redistribution to the Share Performance Award, the 2022 remuneration system adopted by the 2022 Annual General Meeting has resulted in changes to the target amount as a percentage of the annual basic remuneration without leading to an increase in the target total remuneration: The target amount for the Share Performance Awards corresponds to approximately 225% of the basic remuneration for the Chairman of the Management Board and approximately 163% for the members of the Management Board. For the 2024 financial year, however, this only applied to

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Dr Cord Dohrmann and Laetitia Rouxel, while the 2021 remuneration system percentages of 91.5% of basic remuneration (2023: 91.5%) still applied to Dr Matthias Evers and Dr Craig Johnstone.

The payout amount for the Share Performance Awards cannot exceed 350% of the target amount when exercised (upper limit).

The number of SPAs granted in the 2024 financial year is shown in the following table.

Board member	Target amount for performance shares (SPA's)		Relevant market value of an SPA at the time of granting	Number of SPA's granted in FY 2024
	in € thousand	in % Basic remuneration	in €	in pieces
Christian Wojczewski	-	0,0 %	22,70	-
Dr. Cord Dohrmann	731	162,5 %	22,70	32.214
Laetitia Rouxel	731	162,5 %	22,70	32.214
Aurélie Dalbiez	-	0,0 %	22,70	-
Dr. Werner Lanthaler	-	0,0 %	22,70	-
Dr. Matthias Evers	600	150,0 %	22,70	26.432
Dr. Craig Johnstone	600	150,0 %	22,70	26.432
Mario Polywka	-	0,0 %	22,70	-

The Share Performance Plan 2022 is based on a forward-looking, multi-year measurement period. Each SPA allocation is subject to a period of four consecutive calendar years in which certain performance is measured (performance measurement period). The 2022 Annual General Meeting defined two equally weighted key performance indicators (KPIs) that are geared towards long-term value creation: relative *total shareholder returns* and sales growth. In addition, there is a dependency on the degree of achievement of an additional ESG performance target (modifier).

The performance indicators are measured for each year of the performance measurement period. The performance achieved in one year is fixed for the remaining vesting period.

For each of the two performance indicators, there is a minimum target that must be achieved at the end of the vesting period for the Share Performance Awards to be (partially) exercised and a maximum target after which all Share Performance Awards for the relevant performance indicator (100%) can be exercised in full (one Share Performance Award entitles the owner to subscribe for a maximum of two whole shares in Evotec SE).

The relative share return is a key figure for determining the performance of an investment in the company's shares compared to TecDAX. The relative shareholder returns measures the return on a share investment over time, including dividends and share price performance (positive and negative), adjusted for any share issues or share splits. The "total shareholder return" performance target is 100% for a performance measurement period, i.e. for four calendar years,

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is 100% achieved (the "target total shareholder return") if the total shareholder return for the company's shares (average share price of the company's shares in the closing auction of XETRA trading (or a corresponding successor system) on the last thirty (30) trading days on the Frankfurt Stock Exchange prior to the relevant date plus any dividends distributed, adjusted for all capital measures and share splits) by at least 20 percentage points above the average total shareholder return of the companies listed in the TecDAX (or a comparable stock exchange index) in the same period. The minimum target for the "total shareholder return" performance target is achieved if the total shareholder return for the company's shares corresponds to the average total shareholder return of the companies listed in the TecDAX. The maximum target, upon achievement of which all share performance awards for the "total shareholder return" performance target for the respective performance measurement period vest at a ratio of 1:2, is achieved if the total shareholder return for the company's shares is at least 60 percentage points higher than the average total shareholder return of the TecDAX-listed companies.

The relevant values for the total shareholder return of the company and the average total shareholder return of the companies listed in the TecDAX are determined on the basis of the average TecDAX (Total Return Index) of the last thirty (30) trading days (Frankfurt am Main) prior to the relevant date.

The performance target "Group revenue growth" is 100% achieved (the "target revenue growth") if the cumulative growth of Evotec SE's consolidated annual revenues in the performance measurement period, i.e. for four calendar years, reaches the cumulative growth of Evotec SE's consolidated annual revenues planned by the Management Board with the approval of the Supervisory Board on the basis of a mid-range plan for the performance measurement period. The midrange plan is to be prepared by the Management Board, with the approval of the Supervisory Board, in principle for a five-year period and is to be geared towards sustainable corporate development with ambitious, relevant target parameters. The "performance measurement period" is the four-year period beginning on January 1 of the year in which the individual tranche of subscription rights is issued. Sales growth" includes the sales revenue from the consolidated income statement. The basis for determining the cumulative consolidated revenues and thus the revenue growth are the respective audited and approved consolidated financial statements (IFRS) of Evotec SE for the respective performance measurement period less revenues from out-licensed development programs. The minimum target for the performance target "revenue growth" is achieved if the cumulative growth of Evotec SE's consolidated annual revenues in the performance measurement period reaches or exceeds 50% of the target growth for consolidated revenues set for the respective performance measurement period. The maximum target for the performance target "revenue growth" is achieved if the cumulative growth of Evotec SE's consolidated annual revenues in the performance measurement period reaches or exceeds 150% of the target growth for consolidated revenues set for the respective performance measurement period.

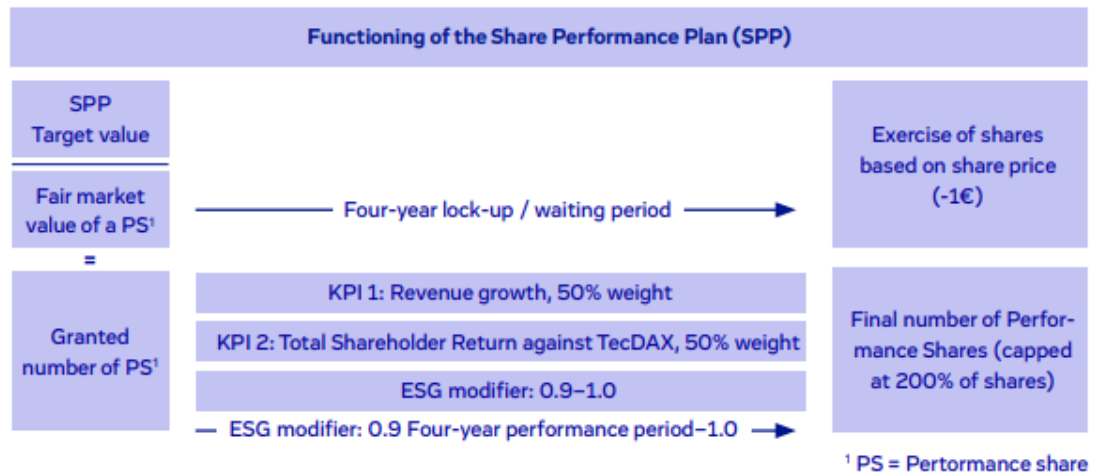
The so-called "ESG modifier" is a parameter for assessing long-term research expenditure in socially relevant disease areas (e.g. infectious diseases or women's health). The ESG modifier distinguishes between complete (modifier: 1.0) and incomplete target achievement (modifier: 0.9) and is multiplied by the sum of the target achievement of the two performance targets "total

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shareholder return" and "sales growth". The Supervisory Board is authorized to determine the extent of target achievement. The ESG target cannot be exceeded by more than 100%.

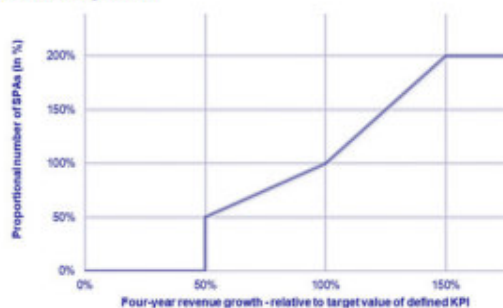
If the minimum target for a performance indicator is not achieved, the pro rata number of SPAs lapses. If the target is achieved exactly (100% target achievement), the pro rata number of SPA's will be converted into the same number of subscription rights to Evotec SE shares after the end of the performance period. If the maximum target is reached (200% target achievement), the pro rata number of SPA's is converted into twice the number of subscription rights to shares of Evotec SE after the end of the performance period. Linear interpolation is applied between the values.

The Share Performance Plan 2022 works as follows:

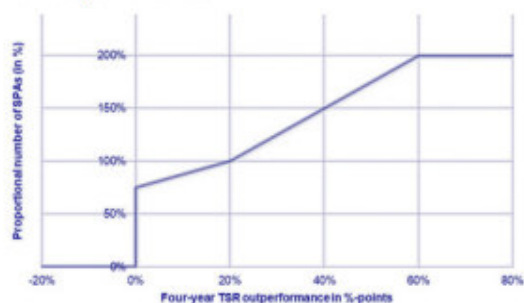


The payout curves for the performance indicators revenue growth and relative total shareholder return (TSR outperformance) are shown below:

Revenue growth



TSR outperformance



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The right to exercise the subscription rights arising from the conversion of the share performance awards granted only arises after the end of the performance period. After the end of the four-year performance period for a grant of Share Performance Awards, the target achievement for the two performance indicators is determined and the corresponding number of subscription rights is calculated. There is no dividend equivalent.

Share Performance Plan 2017

The Share Performance Plan 2017 is based on a forward-looking, multi-year measurement period. Each SPA allocation is subject to a period of four consecutive calendar years in which specific performance is measured (performance measurement period). The 2017 Annual General Meeting defined two equally weighted key performance indicators (KPIs) that are based on long-term value creation: the share price and the *relative total shareholder return*. The relative total shareholder return is a key figure for determining the performance of an investment in the company's shares compared to the TecDAX. The relative total shareholder returns measures the return on a share investment over time, including dividends and share price performance (positive and negative), adjusted for any share issues or share splits. The performance indicators are measured for each year of the performance measurement period. The performance achieved in one year is fixed for the remaining vesting period.

For each of the two performance indicators, there is a minimum target that must be achieved at the end of the vesting period for the Share Performance Awards to be (partially) exercised and a maximum target after which all Share Performance Awards for the relevant performance indicator (100%) can be exercised in full (one Share Performance Award entitles the owner to subscribe for a maximum of two whole shares in Evotec SE).

The target for the share price increase ("Target Share Price") is exactly achieved in a calendar year (100% target achievement) if the average price of the Evotec share in the closing auction of XETRA trading (or a corresponding successor system) on the last 30 trading days of the Frankfurt Stock Exchange in the relevant performance period, i.e. calendar year ("Closing Price"), exceeds the average price of the Evotec share in the closing auction of XETRA trading (or a corresponding successor system) on the last 30 trading days prior to the beginning of the calendar year. i.e. calendar year ("closing price"), exceeds the average price of the Evotec share in the closing auction of XETRA trading (or an equivalent successor system) on the last 30 trading days prior to the beginning of the relevant performance period ("opening price") by 8%. The minimum target is reached when the closing price equals the opening price (0% target achievement). The maximum target in a calendar year is reached if the closing price is 16% or more above the opening price (target achievement 200%).

The performance indicator "Relative Total Shareholder Return" is a measure of the development of the value of an equity investment over a period of time and takes into account both the dividends accrued and price increases or losses (adjusted for all capital measures and share splits). The target for total shareholder return is exactly achieved in a calendar year (100% target achievement) if the return on Evotec shares corresponds to the average return of the TecDAX-listed companies in the same period. The return on Evotec shares is calculated as the sum of the

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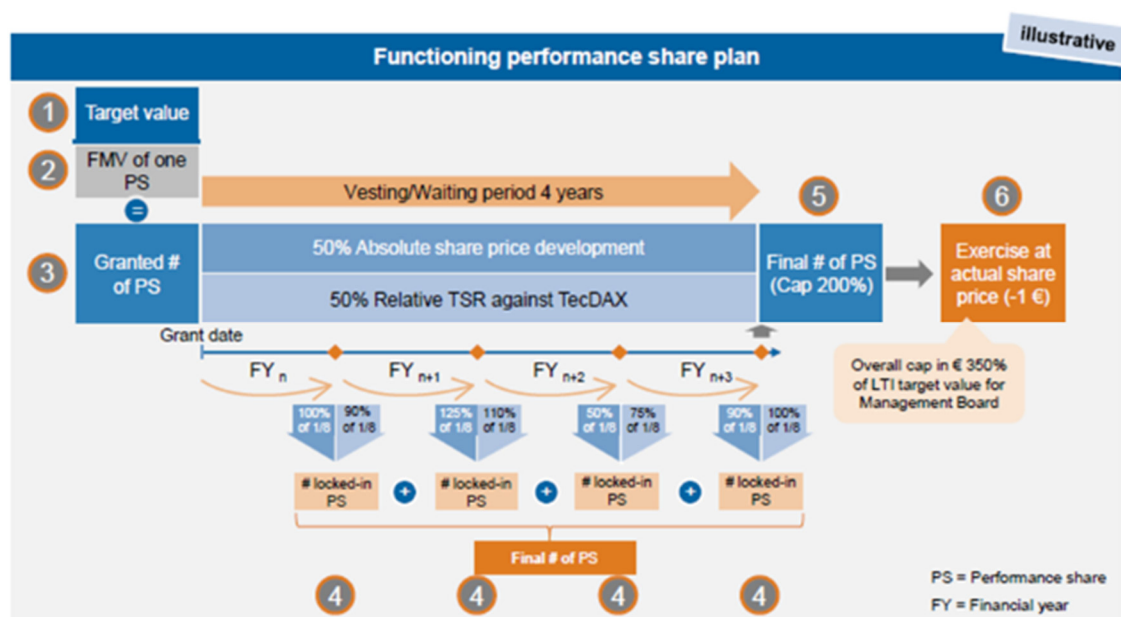
closing price and the dividend paid per share in that year (adjusted for all capital measures and share splits) in relation to the opening price.

The relevant values for the average relative total shareholder return of the companies listed in the TecDAX are determined on the basis of the average TecDAX index (total return index) of the last thirty (30) trading days (Frankfurt am Main) prior to the relevant date. Accordingly, the return is calculated from the ratio of the average TecDAX value in the closing auction of XETRA trading (or a corresponding successor system) on the last 30 trading days in the relevant performance period, i.e. calendar year ("final value") to the average TecDAX value in the closing auction of XETRA trading (or a corresponding successor system) on the last 30 trading days before the start of the relevant performance period ("initial value").

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

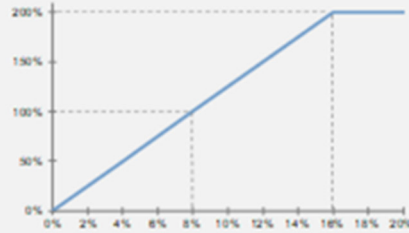
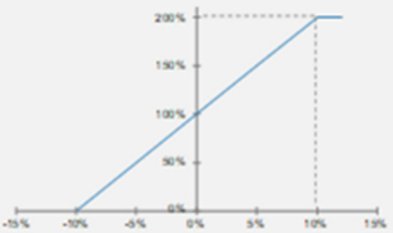
If the minimum target for a performance indicator is not achieved in a calendar year, the pro rata number of SPAs (12.5% of the total number of SPAs granted at the beginning of the performance period) is forfeited. If the target is achieved exactly (100% target achievement), the pro rata number of SPA's will be converted into the same number of subscription rights to Evotec SE shares after the end of the performance period. If the maximum target is reached (200% target achievement), the pro rata number of SPA's is converted into twice the number of subscription rights to shares of Evotec SE after the end of the performance period. Linear interpolation is applied between the values.

The Share Performance Plan 2017 works as follows:



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The payout curves for the performance indicators 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	 <p>▪ Within the range of 0% and 200%, the target achievement is calculated by using linear interpolation.</p>	

The right to exercise the subscription rights arising from the conversion of the share performance awards granted only arises after the end of the performance period. After the end of each of the four performance periods (i.e. each calendar year) for a grant of Share Performance Awards, the target achievement for the two performance indicators in the relevant calendar year is determined and the corresponding number of subscription rights is calculated and provisionally determined. After the end of all four performance periods, i.e. the four calendar years of a grant, the subscription rights determined for each year are added together to give the total number of subscription rights. There is no dividend equivalent.

Share performance awards from the 2020 grant vested in 2024. The following table shows the target achievement of the individual performance criteria per year and overall:

	Target achievement 2020 (in %)	Target achievement 2021 (in %)	Target achievement 2022 (in %)	Target achievement 2023 (in %)	Overall target achievement (in %)	Overall target achievement (in %)
Relative share price performance	200%	200%	0%	200%	150%	150%
Relative TSR	200%	200%	0%	200%	150%	150%

The target achievement for 2024 was 0% for both performance indicators. In accordance with the relevant Share Performance Plan 2017, both KPIs, the absolute share price performance and the relative TSR compared to the TecDAX, are based on publicly available information. For the sake of simplicity, the actual target achievement as well as the absolute targets and the target achievement per KPI are shown below:

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2019: <table> <tr><td>KPI "Share Price"</td><td></td></tr> <tr><td>Average last 30 trading days 2018</td><td>18,731</td></tr> <tr><td>Average last 30 trading days 2019</td><td>20,587</td></tr> <tr><td>Increase</td><td>9,91%</td></tr> <tr><td>KPI "Share Price" achievement</td><td>124,0%</td></tr> <tr><td>KPI "TSR"</td><td></td></tr> <tr><td>Evotec TSR 2019 vs. 2018</td><td>9,91%</td></tr> <tr><td>TecDAX TSR 2019 vs. 2018</td><td>19,96%</td></tr> <tr><td>Relative TSR Evotec vs. TecDAX</td><td>-10,05%</td></tr> <tr><td>KPI "TSR" achievement</td><td>0,0%</td></tr> <tr><td>Overall Performance Achievement</td><td>62,0%</td></tr> </table>	KPI "Share Price"		Average last 30 trading days 2018	18,731	Average last 30 trading days 2019	20,587	Increase	9,91%	KPI "Share Price" achievement	124,0%	KPI "TSR"		Evotec TSR 2019 vs. 2018	9,91%	TecDAX TSR 2019 vs. 2018	19,96%	Relative TSR Evotec vs. TecDAX	-10,05%	KPI "TSR" achievement	0,0%	Overall Performance Achievement	62,0%	2020: <table> <tr><td>KPI "Share Price"</td><td></td></tr> <tr><td>Average last 30 trading days 2019</td><td>20,587</td></tr> <tr><td>Average last 30 trading days 2020</td><td>26,713</td></tr> <tr><td>Increase</td><td>29,76%</td></tr> <tr><td>KPI "Share Price" achievement</td><td>200,0%</td></tr> <tr><td>KPI "TSR"</td><td></td></tr> <tr><td>Evotec TSR 2020 vs. 2019</td><td>29,76%</td></tr> <tr><td>TecDAX TSR 2020 vs. 2019</td><td>2,68%</td></tr> <tr><td>Relative TSR Evotec vs. TecDAX</td><td>27,07%</td></tr> <tr><td>KPI "TSR" achievement</td><td>200,0%</td></tr> <tr><td>Overall Performance Achievement</td><td>200,0%</td></tr> </table>	KPI "Share Price"		Average last 30 trading days 2019	20,587	Average last 30 trading days 2020	26,713	Increase	29,76%	KPI "Share Price" achievement	200,0%	KPI "TSR"		Evotec TSR 2020 vs. 2019	29,76%	TecDAX TSR 2020 vs. 2019	2,68%	Relative TSR Evotec vs. TecDAX	27,07%	KPI "TSR" achievement	200,0%	Overall Performance Achievement	200,0%
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The final number of exercises shown by the exercisable Share Performance Awards from the 2020 grant is shown by each member of the Executive Board in the following table:

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Board member	Function	Number of SPAs granted from the 2020 tranche	Target achievement rel. share share price performance (in %)	Target achievement Relative TSR (in %)	Number of SPAs from the 2020 tranche, taking into account target achievement	Actual number of SPAs exercised from the 2020 tranche (taking into account the remuneration cap)
Dr. Werner Lanthaler	Chief Executive Officer (CEO)	38.400	150%	150%	57.600	57.600
Dr. Cord Dohrmann	Member of the Management Board (CSO)	14.647	150%	150%	21.971	21.971
Dr. Craig Johnstone	Member of the Management Board (COO)	12.450	150%	150%	18.675	18.675

One SPA corresponds to one Evotec share with a share price of approximately €15/share at the time of exercise in January 2024.

Restricted Share Plan 2020

In the event of exceptional and, in particular, competitive circumstances, the Supervisory Board could grant additional Restricted Share Awards at its discretion and after due consideration of their appropriateness if this will have a positive impact on the long-term development of the Evotec Group. The target amount of a grant for Restricted Share Awards is determined by the Supervisory Board on a case-by-case basis. The payout amount for Restricted Share Awards cannot exceed 400% of the target amount (upper limit).

Through the active exchange with the shareholders, the Supervisory Board has understood that the Restricted Share Plan 2020 and the associated discretionary powers of the Supervisory Board are considered critical and has decided to no longer issue this remuneration component in future when the new remuneration system comes into force from the 2022 Annual General Meeting. Accordingly, no restricted share awards were granted in the 2024 financial year.

In the restricted share plan, each grant is subject to a performance period of four consecutive calendar years in which the performance achieved is measured. Adjusted EBITDA was defined as a performance indicator by the 2020 Annual General Meeting. The performance indicator is measured for each year of the performance period. The performance achieved in one year is fixed for the remaining vesting period.

To measure performance, the adjusted EBITDA for each financial year is calculated in the performance period and compared with the adjusted EBITDA forecast for the first quarter of the respective financial year. The forecast figure and the figure actually achieved in the previous year are published in the annual report.

The target for the respective year is achieved if the adjusted EBITDA is equal to or higher than the forecast adjusted EBITDA. The minimum target is achieved if the Adjusted EBITDA reaches or exceeds 75% of the forecast Adjusted EBITDA.

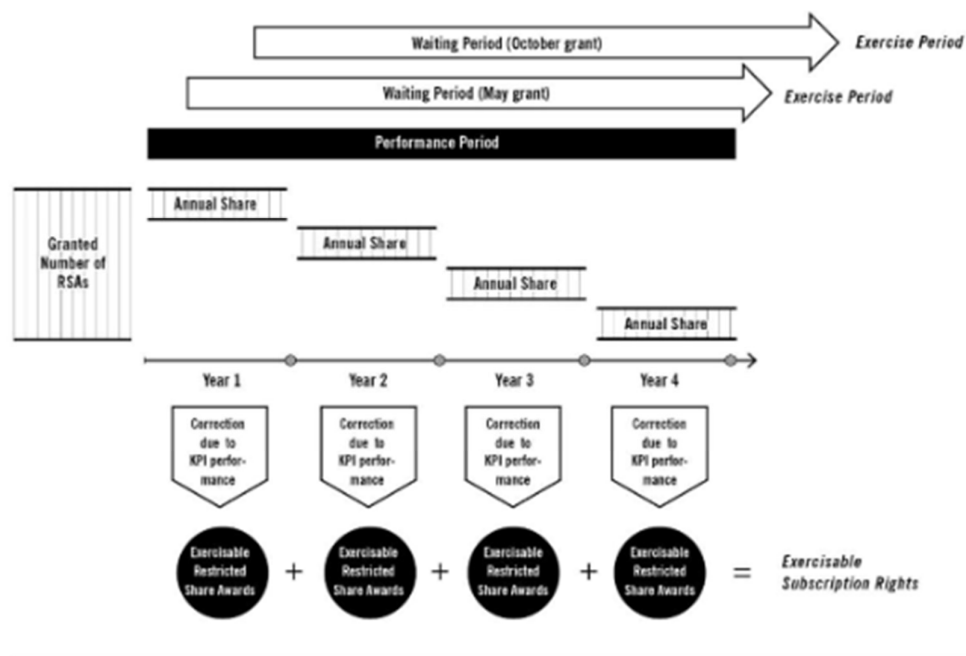
If the minimum target is not achieved in a financial year, 25% of the Restricted Share Awards granted lapse. If the target for the performance target is achieved in a financial year, 25% of the Restricted Share Awards granted are converted into subscription rights for one Evotec SE share each. If the minimum target is exactly achieved in a financial year, 12.5% of the Restricted Share Awards granted are converted into subscription rights for one Evotec SE share. If the minimum target is reached in a financial year, but the target is not reached, between 12.5% and 25% of

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the Restricted Share Awards granted are converted into subscription rights for one Evotec SE share each, depending on the actual target achievement in the financial year. There is no dividend equivalent.

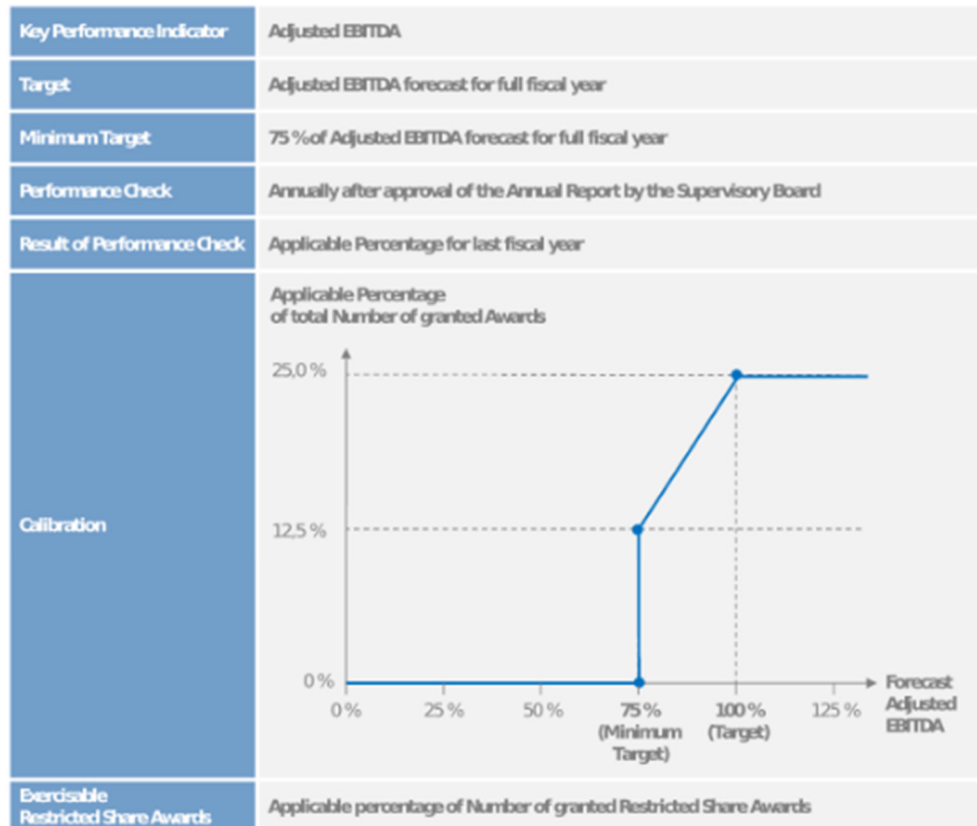
For the members of the Management Board who were granted Restricted Share Awards for the last grant under the plan in financial year 2022, the Supervisory Board has defined further performance criteria with regard to the revenue growth of the Evotec Group, the number of partnered projects and the implementation of an ESG strategy as well as long-term organizational development. For competitive reasons, these will only be published retrospectively after the end of the performance period.

The Restricted Share Plan 2020 works as follows:



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The payout curve for the KPI Adjusted EBITDA is as follows:



In the 2024 financial year, no further restricted share awards were issued to members of the Management Board, nor did any become exercisable. However, there are still restricted share awards issued in the past before the 2022 remuneration system came into effect, which will become exercisable in 2025 and 2026.

Outlook for variable remuneration

With the 2022 remuneration system, transparent and quantifiable ESG criteria have been included in the variable remuneration components. In future, a substantial proportion of the short-term one-year remuneration must be invested in shares in the company over the long term and held for a period of three years in order to achieve greater alignment of the interests of the members of the Management Board with those of the shareholders. The performance period of the Share Performance Plan 2022, which was approved by the Annual General Meeting on June 22, 2022, was increased to four years and the pay-for-performance link was sustainably strengthened. In addition, the "Restricted Share Plan 2020" remuneration component is no longer part of the new remuneration system and has no longer been issued to members of the Management Board since it came into force.

IV. Other remuneration regulations

Benefits promised or granted by a third party

In the reporting year, no member of the Executive Board was promised or granted benefits by a third party with regard to their activities as a member of the Executive Board.

Malus and Clawback rules

In justified cases, the Supervisory Board can withhold variable remuneration components (malus clause) or reclaim them (Clawback) if a member of the Executive Board has seriously breached their duties, in particular their compliance duties. Such Clawback clauses are included in the current employment contracts of all Executive Board members.

The company did not make use of the option to withhold or reclaim variable remuneration granted to it in the 2024 financial year. However, with the departure of Dr Lanthaler as CEO at the beginning of January 2024, it was mutually agreed that no further bonus would be paid for 2023.

Severance payment regulations

Payments to a Management Board member in the event of premature termination of the employment contract without good cause for the termination of the Management Board activity are limited to a maximum of two years' remuneration and do not exceed the annual remuneration for the remaining term of the employment contract (severance payment cap). If the employment contract is terminated for good cause for which the Executive Board member is responsible, no payments are made to the Executive Board member. The annual remuneration relevant for calculating the severance payment corresponds to the basic remuneration plus the target bonus.

The company made use of this in the 2024 financial year and paid a severance payment of two years' remuneration (EUR 1,360,000) upon the early termination of Dr Craig Johnstone's Executive Board contract. In addition, in accordance with the plan terms, he retains his share performance awards, and restricted share awards granted until 2024 on a pro rata basis.

Dr Matthias Evers did not receive a severance payment when he left the company, but in accordance with the plan terms, he will retain his pro rata share performance awards and restricted share awards granted until his departure.

Change of control

In the event of the acquisition of at least 30% of the shares of Evotec SE by a shareholder or a third party, the members of the Management Board may terminate their employment contract for cause if their duties and responsibilities change significantly as a result of the change of control. The right to extraordinary termination can be exercised at any time within a period of twelve months after the occurrence of such a change of control with a notice period of three

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months. Once the notice period has expired, the company's obligation to pay any remuneration ceases, with the exception of a one-off severance payment amounting to 18 months' salary for the respective Management Board members, calculated from the sum of the basic remuneration and the monetary value of any fringe benefits.

If a change of control occurs during the vesting period for the Share Performance Awards, the awards for all participants made under the Share Performance Plan 2017 are irrevocably vested and settled in full in cash, subject to certain limits. With the Share Performance Plan 2022, the threshold for a change of control that leads to the irrevocable transfer and payment of the Share Performance Awards was raised from 30% to > 50%. It was also stipulated that the irrevocable transfer and payment will only take place if the Executive Board member in question terminates their employment contract for cause as a result of the change of control if their duties and responsibilities change significantly as a result of the change of control.

If there is a change of control during the vesting period of the restricted share awards, the awards made under the Restricted Share Plan 2020 will be 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 exercise subscription rights and subject to the applicable maximum limit. This is to be done on the assumption that the targets of the corresponding KPIs for the years for which no final assessment is available at this time have been achieved.

Non-compete clauses

Non-competition clauses have been agreed with the members of the Management Board for the period after their departure. Evotec SE makes compensation payments for twelve months after termination of the employment contract, unless the non-competition clause is waived by a resolution of the Supervisory Board. For the duration of the non-competition clause, the compensation payments amount to a total of 50% of the direct remuneration granted (basic remuneration and variable remuneration) in the year prior to termination of employment and are paid for equal monthly installments. However, any severance payments are offset in full.

Maximum remuneration

The maximum remuneration set out in the 2022 remuneration system applies to all members of the Management Board whose contract was concluded or renewed after the 2022 remuneration system came into force with the 2022 Annual General Meeting. The maximum annual remuneration within the meaning of Section 87a para. 1 sentence 2 no. 1 AktG for contracts concluded after the 2022 remuneration system comes into force is as follows.

Function	Maximum remuneration for years without granting restricted share awards (in € thousand)
Chief Executive Officer (CEO)	7.050
Member of the Management Board	3.400

The relevant maximum amount was not exceeded in the reporting year.

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Share Ownership Guideline

Under the 2022 remuneration system, the members of the Management Board are obliged to hold shares in Evotec SE for the duration of their appointment to the Management Board, whereby this obligation must be fulfilled for the first time no later than five years after their initial appointment to the Management Board ("build-up phase"). The share retention program is intended to incentivize the members of the Management Board to increase the value of the Company in the interests of the shareholders. The amount to be invested is based on the gross basic remuneration of the respective Management Board members. The Chairman undertakes to invest 300% of his gross basic remuneration in Evotec shares and the other ordinary members of the Management Board 100% of their respective gross basic remuneration.

The following shareholdings of the respective Management Board members were reported as of December 31, 2024

	Shares	(thereof, restricted Shares from STI Payout)	Outstanding Shares from vested SPA's	Granted unvested SPA's (total)	Outstanding Shares from vested RSA's	Granted unvested RSA's (total)
Management Board						
Dr Christian Wojczewski	50.000	0,00	0	0	0	0
Dr Cord Dohrmann	191.084	10.679,00	0	102.917	0	29.851
Dr Craig Johnstone	31.844	0,00	0	45.091	0	34.980
Laetitia Rouxel	9.128	9.128,00	0	32.214	0	0
Aurélie Dalbiez	3.500	0,00	0	0	0	0

Dr Christian Wojczewski, Laetitia Rouxel and Aurélie Dalbiez are still in the so-called start-up phase.

D. Target remuneration of the current members of the Executive Board for the financial year 2024

The following table is the respective target remuneration of the members of the Management Board for the 2024 financial year and voluntarily for the 2023 financial year. This includes the target remuneration promised for the respective financial year, which is granted if 100% of the target is achieved. If the appointment as a member of the Management Board begins or ends during a financial year, the remuneration is shown pro rata temporis.

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		Dr. Christian Wojczewski Member of the Management Board (CEO)				Dr. Cord Dohrmann Member of the Management Board (CSO)			
		2024 #		2023		2024 #		2023	
		in € thousand	in % Total	in € thousand	in % Total	in € thousand	in % Total	in € thousand	in % Total
Remuneration independent of performance	Basic remuneration	450	24,2 %	-	-	450	26,2 %	450	26,1 %
	+ Fringe benefits	120	6,5 %	-	-	50	2,9 %	56	3,3 %
	+ Compensation payments	500	26,9 %	-	-	-	0	-	0,0 %
	= Total	1.070	57,6 %	-	-	500	29,2 %	506	29,4 %
Performance-related Remuneration	Short-term one-year remuneration (STI)								
	+ Bonus	788	42,4 %	-	-	484	28,2 %	484	28,1 %
	+ Long-term multi-year remuneration (LTI)								
	Restricted Share Plan 2020	-	0,0 %	-	-	-	0,0 %	-	0,0 %
	Share Performance Plan 2017/2022	-	0,0 %	-	-	731	42,6 %	731	42,5 %
= Total target remuneration		1.858	100,0 %	-	-	1.715	100,0 %	1.721	100,0 %
		Laetitia Rouxel Member of the Management Board (CFO)				Aurélie Dalbiez Member of the Management Board (CPO)			
		2024 #		2023		2024 #		2023	
		in € thousand	in % Total	in € thousand	in % Total	in € thousand	in % Total	in € thousand	in % Total
Remuneration independent of performance	Basic remuneration	450	19,9 %	338	28,3 %	244	33,3 %	-	-
	+ Fringe benefits	297	13,1 %	71	6,0 %	75	10,2 %	-	-
	+ Compensation payments	300	13,3 %	300	25,2 %	150	20,5 %	-	-
	= Total	1.047	46,3 %	709	59,4 %	469	64,0 %	-	-
Performance-related Remuneration	Short-term one-year remuneration (STI)								
	+ Bonus	484	21,4 %	484	40,6 %	263	36,0 %	-	-
	+ Long-term multi-year remuneration (LTI)								
	Restricted Share Plan 2020	-	0,0 %	-	0,0 %	-	0,0 %	-	-
	Share Performance Plan 2017/2022	731	32,3 %	-	0,0 %	-	0,0 %	-	-
= Total target remuneration		2.262	100,0 %	1.193	100,0 %	732	100,0 %	-	-
		Dr. Werner Lanthaler Chief Executive Officer (CEO)				Dr. Matthias Evers Member of the Management Board (CBO)			
		2024 #		2023		2024 #		2023	
		in € thousand	in % Total	in € thousand	in % Total	in € thousand	in % Total	in € thousand	in % Total
Remuneration independent of performance	Basic remuneration	25	80,6 %	600	23,6 %	300	26,1 %	400	30,0 %
	+ Fringe benefits	6	19,4 %	141	5,5 %	38	3,3 %	54	4,0 %
	+ Compensation payments	-	0,0 %	-	0,0 %	-	0,0 %	-	0,0 %
	= Total	31	100,0 %	741	29,2 %	338	29,4 %	454	34,0 %
Performance-related Remuneration	Short-term one-year remuneration (STI)								
	+ Bonus	-	0,0 %	600	23,6 %	210	18,3 %	280	21,0 %
	+ Long-term multi-year remuneration (LTI)								
	Restricted Share Plan 2020	-	0,0 %	-	0,0 %	-	0,0 %	-	0,0 %
	Share Performance Plan 2017/2022	-	0,0 %	1.200	47,2 %	600	52,3 %	600	45,0 %
= Total target remuneration		31	100,0 %	2.541	100,0 %	1.148	100,0 %	1.334	100,0 %
		Dr. Craig Johnstone Member of the Management Board (COO)				Dr. Mario Polywka Member of the Management Board (Interim CEO)			
		2024 #		2023		2024 #		2023	
		in € thousand	in % Total	in € thousand	in % Total	in € thousand	in % Total	in € thousand	in % Total
Remuneration independent of performance	Basic remuneration	400	30,3 %	400	30,3 %	306	47,3 %	-	-
	+ Fringe benefits	42	3,1770045 %	42	3,2 %	35	5,4 %	-	-
	+ Compensation payments	-	0,0 %	-	0,0 %	-	0,0 %	-	-
	= Total	442	33,4 %	442	33,4 %	341	52,7 %	-	-
Performance-related Remuneration	Short-term one-year remuneration (STI)								
	+ Bonus	280	21,2 %	280	21,2 %	306	47,3 %	-	-
	+ Long-term multi-year remuneration (LTI)								
	Restricted Share Plan 2020	-	0,0 %	-	0,0 %	-	0,0 %	-	-
	Share Performance Plan 2017/2022	600	45,4 %	600	45,4 %	-	0,0 %	-	-
= Total target remuneration		1.322	100,0 %	1.322	100,0 %	647	100,0 %	-	-

E. Remuneration granted and owed to current members of the Management Board in the financial year in accordance with Section 162 AktG

The following tables show the fixed and variable remuneration components granted and owed to the members of the Management Board in the 2023 and 2024 financial years in accordance with Section 162 para. 1 sentence 2 no. 1 AktG. As the activity underlying the 2024 annual bonus was performed in full in the 2024 financial year, it is allocated to the remuneration granted and owed in the 2024 financial year and is therefore disclosed in this remuneration report. However, the Management Board has uniformly waived the 2024 annual bonus.

In addition to the remuneration amounts, the relative share of all fixed and variable remuneration components in the total remuneration is also disclosed in accordance with Section 162 para. 1 sentence 2 no. 1 AktG. These relative shares relate to the remuneration components granted and owed in the respective financial year in accordance with Section 162 para. 1 sentence 1 AktG

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		Dr. Christian Wojcowski Member of the Executive Board (CEO) (since 7/2024)				Dr. Cord Dohrmann Member of the Management Board (CSO)			
		2024 #		2023		2024 #		2023	
		in € thousand	in % Total	in € thousand	in % Total	in € thousand	in % Total	in € thousand	in % Total
Remuneration independent of performance	Basic remuneration for the FY	450	42.1 %	-	0.0 %	450	36.6 %	450	30.4 %
	+ Fringe benefits for the FY	120	11.2 %	-	0.0 %	50	4.1 %	56	3.8 %
	+ Compensation payments	500	46.7 %	-	0.0 %	-	0.0 %	-	0.0 %
	= Total	1.070	100.0 %	-	0.0 %	500	40.6 %	506	34.2 %
Performance-related remuneration	Short-term one-year remuneration (STI)								
	+ Bonus for ^{FY2}	-	0.0 %	-	0.0 %	-	0.0 %	242	16.4 %
	Long-term multi-year remuneration (LTI)								
	+ Restricted Share Plan 2020	-	0.0 %	-	0.0 %	-	0.0 %	-	0.0 %
	+ Share Performance Plan 2017/2022	-	0.0 %	-	0.0 %	731	59.4 %	731	49.4 %
	= Total remuneration within the meaning of § 162 AktG	1.070	100.0 %	-	0.0 %	1.231	100.0 %	1.479	100.0 %
		Laetitia Rouxel Member of the Management Board (CFO)				Aurélié Dalbiez Member of the Management Board (CPO) (since 6/2024)			
		2024 #		2023		2024 #		2023	
		in € thousand	in % Total	in € thousand	in % Total	in € thousand	in % Total	in € thousand	in % Total
Remuneration independent of performance	Basic remuneration for the FY	450	25.3 %	338	37.9 %	244	52.0 %	-	0.0 %
	+ Fringe benefits for the FY	297	16.7 %	71	8.0 %	75	16.0 %	-	0.0 %
	+ Compensation payments	300	16.9 %	300	33.7 %	150	32.0 %	-	0.0 %
	= Total	1.047	58.9 %	709	79.7 %	469	100.0 %	-	0.0 %
Performance-related remuneration	Short-term one-year remuneration (STI)								
	+ Bonus for ^{FY2}	-	0.0 %	181	20.3 %	-	0.0 %	-	0.0 %
	Long-term multi-year remuneration (LTI)								
	+ Restricted Share Plan 2020	-	0.0 %	-	0.0 %	-	0.0 %	-	0.0 %
	+ Share Performance Plan 2017/2022	731	41.1 %	-	0.0 %	-	0.0 %	-	0.0 %
	= Total remuneration within the meaning of § 162 AktG	1.778	100.0 %	890	100.0 %	469	100.0 %	-	0.0 %
		Dr. Werner Lanthaler Chairman of the Executive Board (CEO) (until 1/2024)				Dr. Matthias Evers Member of the Management Board (CBO) (until 9/2024)			
		2024 #		2023		2024 #		2023	
		in € thousand	in % Total	in € thousand	in % Total	in € thousand	in % Total	in € thousand	in % Total
Remuneration independent of performance	Basic remuneration for ^{FY1}	25	81.0 %	600	30.9 %	300	30.2 %	400	33.5 %
	+ Fringe benefits for the FY	6	19.0 %	141	7.3 %	38	3.8 %	54	4.5 %
	+ Compensation payments	-	0.0 %	-	0.0 %	-	0.0 %	-	0.0 %
	= Total	31	100.0 %	741	38.2 %	338	34.0 %	454	38.0 %
Performance-related remuneration	Short-term one-year remuneration (STI)								
	+ Bonus for the FY	-	0.0 %	-	0.0 %	57	5.7 %	140	11.7 %
	Long-term multi-year remuneration (LTI)								
	+ Restricted Share Plan 2020	-	0.0 %	-	0.0 %	-	0.0 %	-	0.0 %
	+ Share Performance Plan 2017/2022	-	0.0 %	1.200	61.8 %	600	60.3 %	600	50.3 %
	= Total remuneration within the meaning of § 162 AktG	31	100.0 %	1.941	100.0 %	995	100.0 %	1.194	100.0 %
		Dr. Craig Johnstone Member of the Management Board (COO) (until 12/2024)				Dr. Mario Polywka Member of the Executive Board (Interim CEO from 1/2025 -			
		2024 #		2023		2024 #		2023	
		in € thousand	in % Total	in € thousand	in % Total	in € thousand	in % Total	in € thousand	in % Total
Remuneration independent of performance	Basic remuneration for the FY	400	16.7 %	400	33.8 %	306	72.0 %	-	0.0 %
	+ Fringe benefits for the FY	42	1.7 %	42	3.6 %	35	8.2 %	-	0.0 %
	+ Compensation payments	1.360	56.6 %	-	0.0 %	-	0.0 %	-	0.0 %
	= Total	1.802	75.0 %	442	37.4 %	341	80.2 %	-	0.0 %
Performance-related remuneration	Short-term one-year remuneration (STI)								
	+ Bonus for the FY	-	0.0 %	140	11.8 %	84	19.8 %	-	0.0 %
	Long-term multi-year remuneration (LTI)								
	+ Restricted Share Plan 2020	-	0.0 %	-	0.0 %	-	0.0 %	-	0.0 %
	+ Share Performance Plan 2017/2022	600	25.0 %	600	50.8 %	-	0.0 %	-	0.0 %
	= Total remuneration within the meaning of § 162 AktG	2.402	100.0 %	1.182	100.0 %	425	100.0 %	-	0.0 %

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As before, the remuneration is paid to Dr Craig Johnstone by Evotec (France) SAS and covers both his Management Board activities at Evotec SE and his activities as site manager in Toulouse. In principle, the activities of the Management Board members are distributed appropriately among the Group companies in terms of costs.

In the 2024 financial year, a severance payment of € 1,360,000 was made to Dr Craig Johnstone (COO), which corresponds to twice his annual remuneration in accordance with the two-year remaining term of his Executive Board contract upon his departure.

Ms. Laetitia Rouxel already received a sign-on bonus of €300,000 in the 2023 financial year as compensation for lost earnings and commitments from her previous employer, which was paid out in April 2023. A further tranche in the same amount was paid out in April 2024.

Dr Christian Wojczewski received a sign-on bonus of €500,000 in the 2024 financial year as compensation for lost earnings and commitments at his former employer, which was paid out in July 2024. A further tranche in the same amount is due for payment in July 2025.

Ms. Aurélie Dalbiez received a sign-on bonus of € 150,000 in the 2024 financial year as compensation for lost earnings and commitments from her previous employer, which was paid out in July 2024. A further tranche in the same amount is due for payment in July 2025.

F. Remuneration granted and owed to former members of the Management Board in the 2024 financial year in accordance with Section 162 AktG

Dr Matthias Evers (CBO) and Dr Craig Johnstone left the Executive Board in the 2024 financial year. The company paid a severance payment of two years' remuneration upon the early termination of Dr Craig Johnstone's Management Board contract. In addition, in accordance with the plan terms, he will retain his Share Performance Awards and Restricted Share Awards granted until 2024 in the pro rata amount of 45,019 Share Performance Awards and 34,980 Restricted Share Awards in total. Dr Matthias Evers did not receive a severance payment upon his departure, but in accordance with the plan terms, he will retain his pro rata Share Performance Awards and Restricted Share Awards granted until his departure in total amount of 21,497 Share Performance Awards and 39,353 Restricted Share Awards.

G. Remuneration granted and owed to current Supervisory Board members in the 2024 financial year in accordance with Section 162 AktG

The members of Evotec's Supervisory Board are entitled to fixed remuneration and reimbursement of expenses in accordance with Section 13 (1) of Evotec SE's Articles of Association. In accordance with the recommendations of the German Corporate Governance Code, the positions of Chairman and Deputy Chairman of the Supervisory Board as well as the positions as Chairman or member of a committee are taken into account when determining the

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remuneration of the individual members. Following the approval of the adjusted remuneration system for the Supervisory Board by the 2022 Annual General Meeting, each member of the Supervisory Board will receive fixed remuneration of 65,000€. The Chairman receives 125,000€ and his deputy 105,000€. The members of Supervisory Board committees receive 15,000€ per committee; the chairman of a committee receives 30,000€.

		Basic remuneration		Committee remuneration		Total remuneration
		in €	in % Total	in €	in % Total	in €
Prof. Dr. Iris Löw-Friedrich	2024	125.000	80,6%	30.000	19,4%	155.000
(since 06/2014)	2023	125.000	83,3%	25.000	16,7%	150.000
Roland Sackers	2024	105.000	70,0%	45.000	30,0%	150.000
(since 06/2019)	2023	60.000	63,2%	35.000	36,8%	95.000
Dr. Constanze Ulmer-Eilfort	2024	65.000	59,1%	45.000	40,9%	110.000
(since 06/2021)	2023	50.000	58,8%	35.000	41,2%	85.000
Camilla Macapili Languille	2024	65.000	70,6%	27.123	29,4%	92.123
(since 06/2022)	2023	50.000	83,3%	10.000	16,7%	60.000
Wesley Wheeler	2024	36.329	81,2%	8.384	18,8%	44.713
(since 06/2024)	2023	-	-	-	-	-
Dr. Duncan McHale	2024	36.329	81,2%	8.384	18,8%	44.713
(since 06/2024)	2023	-	-	-	-	-
Dr. Mario Polywka	2024	2.315	86,7%	356	13,3%	2.671
(until 06/2024)	2023	50.000	83,3%	10.000	16,7%	60.000
Dr. Elaine Sullivan	2024	28.671	68,4%	13.232	31,6%	41.903
(until 06/2024)	2023	50.000	71,4%	20.000	28,6%	70.000

H. Comparative presentation of remuneration and earnings performance

In accordance with section 162 (1) sentence 2 no. 2 of the German Stock Corporation Act (AktG), the following overview shows the relative development of the remuneration granted and owed to the members of the Management Board and Supervisory Board in the respective financial year compared to the average remuneration of employees on a full-time equivalent basis and selected key earnings figures of the Evotec Group.

For the presentation of the Group's results of operations, the results from the separate financial statements of the Company, the Adjusted EBITDA and the revenues of the Evotec Group as well as the share price development as of December 31 and the development of the relative Total Shareholder Return (TSR) of Evotec SE are included in the comparison.

The average remuneration of employees is based on the target remuneration for all employees (excluding trainees, students and interns) on a full-time equivalent basis. This is based on the Evotec SE workforce employed in Germany.

Convenience translation – German version is binding

Financial year	2024	Change in %	2023	Change in %	2022	Change in %	2021	Change in %	2020
Earnings development									
Net profit/loss of Evotec SE according to HGB (in € m)	1.1	101.1 %	(97.9)	-475.9 %	(17.0) *	38.8 %	(27.8)	-14.9 %	(24.2)
Adjusted EBITDA of the Evotec Group (in € m)	22.6	-66.0 %	66.4	-34.7 %	101.7	-5.2 %	107.3	0.6 %	106.7
Sales of the Evotec Group (in € m)	797.0	2.0 %	781.4	4.0 %	751.4	21.6 %	618.0	23.4 %	500.9
Share price of Evotec SE (in €)	8.2	-57.7 %	19.4	20.2 %	16.1	-61.2 %	41.6	55.6 %	26.7
Relative TSR of Evotec SE vs. TecDAX (in percentage points)	(65.9)	-	13.4	-	(39.7)	-	31.8	-	27.1
Average remuneration of employees (in € thousand)									
Average remuneration	67.9	-12.6 %	77.7	-0.6 %	78	5.0 %	75	5.2 %	71
Remuneration of the members of the Management Board (in € thousand)									
Christian Wojcowski (since 07/2024)	1.070	-	-	-	-	-	-	-	-
Dr. Cord Dohrmann (since 2010)	1.231	-16.8 %	1.479	-	1.404	-32.9 %	2.092	80.6 %	1.158
Laetitia Rouxel (since 04/2023)	1.778	99.9 %	890	-	-	-	-	-	-
Aurélien Dalbiez (since 06/2024)	469	-	-	-	-	-	-	-	-
Remuneration of former members of the Management Board (in € thousand)									
Dr. Werner Lanthaler (until 01/2024)	31	-98.4 %	1.941	-22.9 %	2.519	-46.0 %	4.661	130.6 %	2.021
Dr. Matthias Evers (until 09/2024)	995	-16.7 %	1.194	-13.7 %	1.384	-	-	-	-
Dr. Craig Johnstone (until 12/2024)	2.402	103.2 %	1.182	-44.0 %	2.112	127.9 %	927	-0.2 %	929
Mario Polywka (01/2024 - 06/2024)	425	-	-	-	-	-	-	-	-
Enno Spillner (until 03/2023)	-	-100.0 %	610	-43.7 %	1.083	20.7 %	897	-0.4 %	901
Remuneration of the members of the Supervisory Board (in € thousand)									
Prof. Dr. Iris Löw-Friedrich (since 06/2014)	155	3.3 %	150	0.0 %	150	31.6 %	114	62.9 %	70
Roland Sackers (since 06/2019)	150	57.9 %	95	-1.0 %	96	6.7 %	90	5.9 %	85
Dr. Constanze Ulmer-Eilfort (since 06/2021)	110	29.4 %	85	16.4 %	73	121.2 %	33	-	-
Camilla Macapili Languille (since 06/2022)	92	53.3 %	60	87.5 %	32	-	-	-	-
Dr. Duncan McHale (since 06/2024)	45	-	-	-	-	-	-	-	-
Wesley Wheeler (since 06/2024)	45	-	-	-	-	-	-	-	-
Remuneration of former members of the Supervisory Board (in € thousand)									
Michael Shalini (until 06/2020)	-	-	-	-	-	-	-	-100.0 %	27
Prof. Dr. Wolfgang Pilschke (until 06/2021)	-	-	-	-	-	-100.0 %	68	-54.7 %	150
Kasim Kutay (until 06/2022)	-	-	-	-	28	-53.3 %	60	81.8 %	33
Dr. Mario Polywka (until 06/2024)	3	-95.0 %	60	0.0 %	60	9.1 %	55	10.0 %	50
Dr. Elaine Sullivan (until 06/2024)	41	-41.4 %	70	7.7 %	65	8.3 %	60	0.0 %	60

2022 result corrected from -8.3 million to -17.0 million compared to 2022 report.

I. Miscellaneous

Evotec maintains directors' and officers' liability insurance for the members of the Management Board ("D&O insurance"). This insurance covers the personal liability risk in the event that claims are made against Management Board members for financial losses in the course of their duties. The insurance includes a deductible for the members of the Management Board that complies with the requirements of the German Stock Corporation Act.

J. Supplementary notes

This report is also available in an English translation. In the event of any discrepancies, the German version shall prevail.