
Remuneration system for the Management Board of Evotec SE

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1. Revision of the remuneration system

Pursuant to Section 120a (1) of the German Stock Corporation Act (Aktiengesetz – AktG), the Supervisory Board submits the remuneration system to the Annual General Meeting for approval whenever a material change is made, however at the latest every four years. The previous remuneration system of the Management Board of Evotec SE was approved by the Annual General Meeting in 2025 with 94.98% of the valid votes cast (2025 remuneration system).

On the advice of its Remuneration and Nomination Committee, the Supervisory Board conducted a thorough evaluation of the 2025 remuneration system for the members of the Management Board in the 2025 financial year. The previous remuneration system was reviewed, particularly regarding its optimal incentive effect in supporting the corporate strategy of Evotec Group (hereinafter also referred to as Evotec, the company or the group) and to ensure a competitive position of Evotec Group in attracting global talent. Furthermore, the risk-reward profile of the remuneration system was assessed by the Supervisory Board. Additionally, regulatory requirements, feedback received from investors and proxy advisors in recent years, and market best practice in Germany and the industry were considered.

Drawing on the results of this review, the new remuneration system (2026 remuneration system) sets even more effective incentives for implementing the corporate strategy of Evotec, thereby making a significant contribution to a long-term and sustainable business development. Furthermore, the remuneration system was revised to provide a balanced risk-reward profile for the Management Board members while aligning their interests with those of the shareholders. In doing so, also the remuneration structure (pay mix) was revised and the total remuneration reduced to match the new risk-reward profile. An additional focus was placed on the transparency of the remuneration system.

Subject to its submission to the 2026 Annual General Meeting, the revised remuneration system will apply to all the members of the Company's Management Board whose contract starts after the publication of the invitation for Annual General Meeting 2026. The contracts which came into effect before May 2026 will honour existing contractual arrangements concluded under the current remuneration system except for Short-Term Incentive Plan which will apply to all members of the Company's Management Board already as for 2026 as presented in this revised remuneration system. Any follow-on contracts will be structured in accordance with the new remuneration system. For more details, see chapter "Application of the 2026 remuneration system".

The following overview outlines the key changes in the 2026 remuneration system compared to the 2025 remuneration system, along with the rationale for the respective adjustments:



Key changes to performance-based remuneration components

Remuneration components	Design of the 2026 remuneration system	Rationale of the adjustment	
Short-term incentive (STI)	Financial performance criteria	<ul style="list-style-type: none"> Implementation of clearly defined financial performance criteria in the remuneration system Introduction of adjusted Group EBITDA, revenue and free cash flow as financial performance criteria 	By clearly defining the financial performance criteria in the STI, the Supervisory Board ensures a more targeted incentive structure in line with the pay-for-performance approach. The financial performance criteria are set in line with the business strategy and financial steering. Due to its strategic relevance, adjusted Group EBITDA is considered as a performance criterion for the STI and reported adjusted Group EBITDA for the LTI. To avoid double incentivization, adjusted Group EBITDA is measured based on the budget in the STI and based on an average growth rate in the LTI for differentiation.
	Strategic performance criteria	<ul style="list-style-type: none"> Limitation of strategic performance criteria to a maximum of three (weighted at least 5% each) Refinement of the scope of strategic performance criteria 	Limiting the number of strategic performance criteria per Management Board member sharpens the focus on the respective targets and avoids dilution of the incentive effect. The defined scope of the strategic performance criteria gives the Supervisory Board the flexibility to set key strategic targets for the Management Board members to support the corporate strategy.
	Weighting of the performance criteria	<ul style="list-style-type: none"> Increase in the overall weighting of financial performance criteria to 80% 	Adjusting the weightings of the performance criteria shifts the focus more closely to Evotec's financial performance to create long-term shareholder value.
	Modifier	<ul style="list-style-type: none"> Implementation of a clearly defined modifier ranging from 0.8-1.2 	The implementation of a modifier provides the Supervisory Board with the flexibility to consider targets within focus areas including multiplicatively linked ESG targets that support corporate strategy and apply an increase or decrease to the STI payout depending on individual or collective performance.
	Deferral	<ul style="list-style-type: none"> Elimination of the deferral that required 60% of the net payout to be invested in Evotec shares 	Currently, the Management Board remuneration provides for a high equity orientation, with a significant portion tied to LTI and SOGs, resulting in an extreme risk-reward profile for Management Board members. Therefore, the Supervisory Board assessed the different elements of equity orientation in their entirety and decided to eliminate the deferral to set a more balanced risk-reward profile and to reduce the complexity of the remuneration system. Nevertheless, the Supervisory Board ensures that the remuneration system remains strongly geared towards the sustainable, long-term development of Evotec and aligned interests between the Management Board and shareholders.
Long-term incentive (LTI)	Plan term	<ul style="list-style-type: none"> Switch from a four-year performance period to a four-year plan term including a three-year performance-period and a one-year waiting period 	The new design with a three-year performance period allows a better alignment with the internal steering mechanisms and mid-term planning of Evotec to better align incentives with long-term company strategy. To further ensure a long-term orientation of four years, a one-year waiting period is introduced where the value of the performance shares changes depending on the share-price development. This further aligns the interests of the members of the Management Board with the shareholders.
	Relative Total Shareholder Return (TSR)	<ul style="list-style-type: none"> Replacement of TecDAX with an industry peer group that is also used for compensation benchmarking Switch from outperformance to ranking method for performance measurement Adjustment of the target achievement curve, with payout starting at median performance (50th percentile) 	Selecting an industry peer group enables a more valid assessment of the relative performance of Evotec in an industry comparison, as this peer group comprises relevant competitors in the biotechnology industry as well as other direct competitors of comparable size. The ambition level of the target achievement curve will remain at a high ambition level also due to the even more ambitious peer group to align the Management Board with shareholder interests and meet investor expectations.
	ESG modifier	<ul style="list-style-type: none"> Adjustment of the modifier range to 0.8-1.2 Implementation of an ESG criteria catalogue 	The focus on sustainability will be strengthened through the adjustment of the modifier range to 0.8-1.2, allowing the Supervisory Board to apply a reduction or an increase to the overall payout factor of the LTI. An ESG criteria catalogue is implemented to provide shareholders with a transparent overview of potential ESG targets within the LTI. The ESG targets are derived from the sustainability strategy and the materiality analysis and cover major Environmental, Social and Governance (ESG) topics.



Key changes to further remuneration-related components

Remuneration components	Design of the 2026 remuneration system	Rationale of the adjustment
Pay mix	In % of total target remuneration: <ul style="list-style-type: none"> – Base salary: 20-30% – Short-term incentive: 25-35% – Long-term incentive: 40-50% 	With adjusting the risk-reward profile of the remuneration also the pay mix was revised and the total remuneration reduced to match the new risk-reward profile. The new remuneration structure will apply for new Management Board members and gradually apply when the contracts of the members of the Management Board will be extended. The definition of structural ranges is in line with market practice and provides the Supervisory Board with the necessary flexibility in setting target remuneration.
Malus & clawback	<ul style="list-style-type: none"> – Implementation of a restatement clawback 	The malus and clawback provisions are refined to further align with common market practice and investor expectations. In particular, the revised remuneration system provides for a clawback provision in case of a restatement of the audited and approved consolidated financial statement.
Share ownership guidelines (SOG)	<ul style="list-style-type: none"> – Adjustment of the SOG target for the CEO to 200% of gross base salary 	The Management Board remuneration provides for a high equity orientation, with a significant portion being tied to LTI and SOGs. Therefore, the Supervisory Board assessed the different elements of equity orientation in their entirety and decided to adjust the SOG target for the CEO to 200% of annual gross base salary in line with common market practice in Germany.
Severance payments	<ul style="list-style-type: none"> – Abolition of the possibility for the Supervisory Board to offset remaining variable remuneration with a one-off payment 	In line with market practice and investor expectations, the settlement of outstanding variable remuneration in case of a premature termination will be pro-rated for time and performance and will be determined in line with the originally agreed timelines without accelerated vesting.

2. Principles and strategic orientation of the remuneration system

Evotec, as a global life science company, strives with its two pillars ‘Drug Discovery & Pre-Clinical Development’ and ‘Just – Evotec Biologics’ for technology and science leadership as well as sustainable profitable growth. The remuneration system serves as an important steering element and makes a significant contribution to advancing and implementing the corporate strategy and securing long-term sustainable growth.

The remuneration system is geared towards creating long-term value for Evotec’s shareholders. Furthermore, with most of the variable remuneration being share-based, the remuneration system takes the interests and requirements of investors into account and fosters the alignment of the interests of the Management Board with those of shareholders. The share ownership guidelines further ensure that Management Board members build and maintain a long-term stake in the company. The financial performance criteria are set in line with the business strategy and financial steering and are designed to incentivize long-term and sustainable corporate success. They also serve as an incentive to align the interests of the Management Board with those of shareholders, with the relative comparison to relevant market participants further supporting this alignment.

The remuneration system complies with the regulatory requirements of Section 87a of the German Stock Corporation Act (AktG) and the principles and recommendations of the German Corporate Governance



Code (GCGC) in its version dated April 28, 2022. It also complies with best practices in Corporate Governance in the United States.

In designing the remuneration system for the Management Board, the Supervisory Board considers the following principles:

Principles of the Management Board remuneration

Principles	
Promotion of the corporate strategy and sustainable development	The remuneration system makes a significant contribution to the company's long-term and sustainable success by promoting the implementation of the corporate strategy through performance criteria derived from the business strategy and financial steering. In addition, the inclusion of ESG targets fosters the long-term and sustainable development.
Pay-for-performance	The performance of Management Board members is appropriately reflected through a relatively high share of performance-based remuneration components combined with adequate and ambitious performance targets. To ensure pay-for-performance, variable remuneration may be fully forfeited.
Alignment with shareholder interests	With most of the performance-based remuneration being share based, the remuneration system supports the alignment of the Management Board members with shareholders' interests. Furthermore, the Management Board members must acquire Evotec shares and hold them for the duration of their service agreement in accordance with the share ownership guidelines.
Relative performance measurement	Relative performance measurement in the long-term variable remuneration incentivizes long-term outperformance of relevant peers on the capital market.
Compliance and market best practice	The remuneration system complies with the regulatory requirements of the German Stock Corporation Act (Aktengesetz – AktG) and the German Corporate Governance Code (GCGC). It further reflects market best practice in Germany and the industry.

3. Overview of the remuneration system

3.1. Components of the remuneration system

The remuneration system for the Management Board consists of both non-performance-based and performance-based components. The non-performance-based components comprise the base salary and fringe benefits. The performance-based components consist of a short-term variable remuneration component (Short-term incentive (STI)) as well as a long-term variable remuneration component (Long-term incentive (LTI)). Further remuneration-related components of the remuneration system include a maximum remuneration in accordance with Section 87a (1) sentence 2 no. 1 AktG, malus and clawback provisions, and share ownership guidelines (SOG).

The following table provides a comparative overview of the components of the 2025 and 2026 remuneration system:



Comparison of the remuneration systems

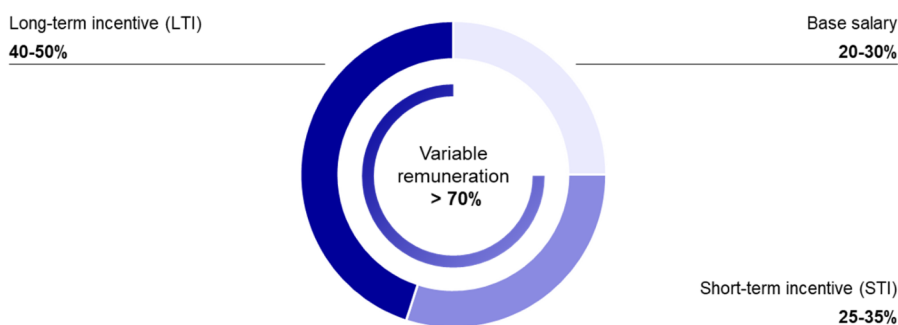
Remuneration component	2025 remuneration system	2026 remuneration system
Non-performance-based remuneration components		
Base salary	<ul style="list-style-type: none"> Fixed non-performance-based remuneration, paid in 12 equal instalments 	<ul style="list-style-type: none"> Unchanged
Fringe benefits	<ul style="list-style-type: none"> Company car or car allowance, insurance and pension contributions, commuting allowances 	<ul style="list-style-type: none"> Unchanged
Performance-based remuneration components		
Short-term incentive (STI)	<ul style="list-style-type: none"> Plan type: Annual Target Bonus Performance targets: <ul style="list-style-type: none"> 50% Financial targets 30% Strategic targets 20% ESG targets Performance period: One year Cap: 150% of target amount Payout in cash, followed by 60% share investment with a 3-year holding obligation from the net amount 	<ul style="list-style-type: none"> Plan type: Annual Target Bonus Performance targets: <ul style="list-style-type: none"> 80% Financial performance criteria: <ul style="list-style-type: none"> 30% Adjusted Group EBITDA 30% Group Revenue 20% Free cash flow 20% Strategic performance criteria Modifier: 0.8-1.2 (default set to 1) Performance period: One year Cap: 150% of target amount Payout in cash
Long-term incentive (LTI)	<ul style="list-style-type: none"> Plan type: Share Performance Plan Performance targets: <ul style="list-style-type: none"> 50% Growth in Adjusted Group EBITDA (CAGR) 50% Relative Total Shareholder Return (TSR) ESG modifier: 0.9; 1.0 Performance period: 4 years Cap: 350% of target amount Payout in shares 	<ul style="list-style-type: none"> Plan type: Performance Share Plan Performance targets: <ul style="list-style-type: none"> 50% Reported adjusted Group EBITDA growth 50% Relative Total Shareholder Return (TSR) ESG modifier: 0.8-1.2 Plan term: 4 years 3 years performance period + 1 year waiting period Cap: 200% of allocated number of performance shares Payout in shares
Further remuneration-related components		
Maximum remuneration	<ul style="list-style-type: none"> CEO: EUR 7,000,000 Ordinary Management Board member: EUR 3,500,000 	<ul style="list-style-type: none"> Minor adjustment
Malus and clawback provisions	<ul style="list-style-type: none"> Compliance malus & clawback 	<ul style="list-style-type: none"> Compliance malus & clawback Clawback in case of an incorrect consolidated financial statement
Share ownership guidelines (SOG)	<ul style="list-style-type: none"> CEO: Obligation to invest 300% of annual gross base salary into shares of the company Ordinary Management Board members: Obligation to invest 100% of annual gross base salary into shares of the company Obligation to hold the acquired shares for the entire term of the service agreement 	<ul style="list-style-type: none"> CEO: Obligation to invest 200% of annual gross base salary into shares of the company Ordinary Management Board members: Obligation to invest 100% of annual gross base salary into shares of the company Obligation to hold the acquired shares for the entire term of the service agreement



3.2. Target remuneration structure (Pay mix)

In accordance with Section 87 AktG, the remuneration structure should promote the sustainable and long-term development of the company. To ensure that the Management Board remuneration is performance-based (pay-for-performance), approximately 70-80% of the total target remuneration (base salary, target amount of the Short-term incentive, and grant amount of the Long-term incentive) consist of performance-based variable remuneration components. Within the performance-based variable remuneration component, the STI accounts for 25-35% of the total target remuneration, while the LTI accounts for 40-50% of the total target remuneration. Furthermore, according to recommendation G.6 GCGC, the share of the LTI exceeds the share of the STI. The base salary accounts for approximately 20-30% of the total target remuneration.

Remuneration structure of the Management Board members



In general, the share of the fringe benefits amounts to approximately 3-6% of total target remuneration. The share of the fringe benefits may in certain cases be higher if newly appointed Management Board members are granted fringe benefits for a limited period of time (e.g., reimbursement of relocation costs or payments for forfeited remuneration from previous employment).

3.3. Maximum remuneration

The payout factors of the defined performance criteria for both performance-based remuneration components STI and LTI are capped. The payout amount of the STI is capped at 150% while the payout amount of the LTI cannot exceed 200% of the allocated performance shares.

Furthermore, in accordance with Section 87a (1) sentence 2 no. 1 AktG, the Supervisory Board has defined a maximum remuneration for each Management Board member, which limits the total amount of all remuneration components for a year, i.e. base salary, fringe benefits (including sign-on bonuses), short-term variable and long-term variable remuneration components. The maximum remuneration amounts to EUR 7,000,000 for the CEO and EUR 3,500,000 for the ordinary Management Board members. These amounts are staying mostly unchanged since 2021.



The maximum remuneration considers all remuneration components granted to a Management Board member for their activities in the respective financial year, irrespective of the dates of the payouts. For the base salary and the fringe benefits, the payouts in the financial year will be considered. For the short-term variable remuneration, the payment for the financial year will be considered (payout at the beginning of the following year). Regarding the long-term variable remuneration component, the value of the shares settled under the LTI after the end of the four-year plan term is attributable to the maximum remuneration of the year in which the underlying LTI tranche has been granted. If the sum of all remuneration components for a financial year (including the settlement value for the LTI granted for that financial year and determined after the four-year plan term) exceeds the maximum remuneration for that financial year, the number of shares settled from the LTI granted for that financial year will be reduced by the exceeding amount.

4. Remuneration system in detail

4.1. Non-performance-based remuneration components

4.1.1. Base salary

The members of the Management Board receive a fixed base salary, which is paid in twelve equal monthly instalments at the end of each month, after statutory deductions. If the service agreement does not cover the full financial year, the base salary is paid pro rata for the term of the service agreement in the respective financial year. The amount of the individual base salary reflects the experience and scope of responsibility of the respective Management Board member as well as their role on the Management Board and market conditions.

4.1.2. Fringe benefits

In addition, the members of the Management Board receive fringe benefits. These primarily include usual benefits such as insurance premiums, subsidized travel and subsidized pension insurance, and the provision of a company car for private use, or alternatively, a car allowance. Reimbursement of expenses to which Management Board members are entitled by law does not count as a fringe benefit; nor does coverage under a group D&O insurance policy, whereby the Management Board members must pay the excess determined by Section 93 (2) sentence 3 AktG.

The remuneration system does not provide for a pension scheme or any pension allowance for the members of the Management Board. Individually granted pension contributions based on a fixed amount from the base salary (as selected by the individual Management Board member) may be converted into an external pension entitlement through salary conversion.

In exceptional cases, the Supervisory Board may temporarily reimburse expenses for extraordinary fringe benefits (e.g., security measures). To attract qualified candidates for the Management Board, the



Supervisory Board may grant first-time Management Board members a replacement award to compensate for any forfeited remuneration from previous employment or to cover relocation costs. Such payments will be reported and disclosed separately in the remuneration report and will count towards the maximum remuneration pursuant to Section 87a AktG.

4.2. Performance-based remuneration components

The performance-based remuneration components provide appropriate incentives to consistently follow the corporate strategy in line with the long-term and sustainable development of Evotec. The variable remuneration consists of a short-term component (Short-term incentive, STI) and a long-term component (Long-term incentive, LTI). Most of the variable remuneration is based on a multi-year performance period in accordance with Section 87 AktG and is granted share-based in line with recommendation G.10 GCGC, thereby aligning the interests of the Management Board and shareholders.

The performance criteria for the variable remuneration are derived from the corporate strategy of Evotec to ensure their strategic relevance. The long-term and sustainable development of Evotec is reflected by both financial and non-financial performance criteria.

4.2.1. Short-term incentive (STI)

Functionality

The Short-term incentive (STI) is designed as an Annual Target Bonus with a one-year performance period. The Annual Target Bonus can be up to 150% of base salary for the CEO and up to 100% of base salary for any other member of the Company's Management Board. The STI is linked to both financial and non-financial performance criteria, consisting of three financial performance criteria with an overall weighting of 80%, strategic criteria with a weighting of 20%, and a modifier ranging from 0.8 to 1.2. The payout factor of each performance criterion can vary between 0% and 150% depending on individual or collective performance.

The payout amount depends on the target achievements respective payout factor of the defined financial and non-financial performance criteria and the modifier. The payout is made in cash and can range between 0% and 150% (cap) of the target amount.



Short-term incentive (STI)

Target amount in €	Overall target achievement (0-150%)	Modifier¹ (0.8-1.2) Default set to 1	Payout in cash Cap: 150% of target amount
	Financial performance criteria 80%		
	– Reported Adjusted Group EBITDA growth 30%		
	– Revenue 30%		
	– Free cash flow 20%		
	Strategic performance criteria¹ 20%		
	– Up to a maximum of three targets (weighted at least 5% each)		

¹ Consideration of strategic, financial, non-financial targets (incl. ESG).

The Supervisory Board may decide on a year-by-year basis to define a minimum target achievement threshold for the adjusted Group EBITDA for the STI that must be met. If this threshold is not reached, no STI payout shall be made, irrespective of the target achievement respective payout factor of the other performance criteria.

If the service agreement does not cover the full financial year, the STI is generally granted pro rata for the term of the service agreement in the respective financial year.

Financial performance criteria

The STI is based on three financial performance criteria with an overall weighting of 80%, with adjusted Group EBITDA and Group revenue each weighted at 30%, and free cash flow weighted at 20%.

Adjusted Group EBITDA

The financial performance criterion adjusted Group EBITDA (Earnings before Interest, Taxes, Depreciation, and Amortization) represents a key financial performance indicator used by Evotec to measure the company's operational performance and profitability, as it eliminates the impact of expenses that are not directly related to the operational performance of the underlying business. It is defined as net income (loss) adjusted for interest, taxes, depreciation and amortization of intangibles, impairments on goodwill and other intangible and tangible assets, total non-operating results, change in contingent consideration (earn-out) and items that in magnitude, nature or occurrence would distort the presentation of the financial performance of Evotec. For STI purposes, Adjusted Group EBITDA is calculated on the basis of a 100% STI target achievement assumption, thereby neutralising the impact of STI outcomes on performance measurement.

Group Revenue

Revenue is another key financial performance indicator for Evotec. Its inclusion as a performance criterion is intended to incentivize business growth. This serves as a basis for all other activities carried out by Evotec as well as for its long-term, sustainable success.



Free cash flow

Free cash flow reflects the company's ability to generate cash from operations after deducting capital expenditures. Using free cash flow as an incentive places a focus on Evotec's liquidity while promoting sustainable business development and the creation of long-term shareholder value.

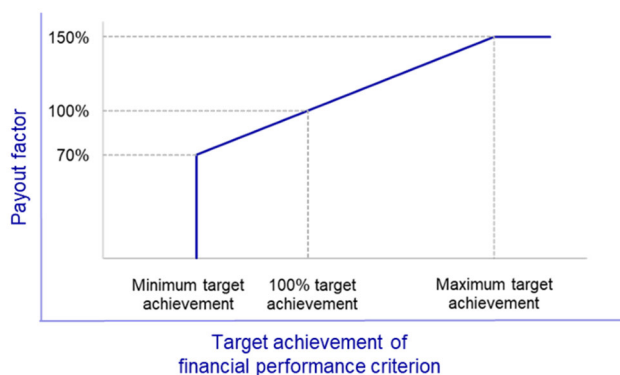
Target setting and target achievements respective payout factors of financial performance criteria

Ambitious target achievement curves are applied to all financial performance criteria. At the beginning of the respective financial year, the Supervisory Board sets – based on Evotec's budget planning for the respective financial year – at least the following values for each financial performance criterion:

- If target achievement is below the minimum payout factor is 0%.
- If minimum target achievement is reached the payout factor is 70%,
- If target achievement is at 100%, payout factor is 100%,
- If target achievement is at maximum, payout factor is 150% (cap).

The Supervisory Board can set other values between the values shown above. The Supervisory Board may also determine a different payout factor for reaching the minimum target achievement. Given the pronounced volatility in the key financial performance indicators, the appropriateness of fixed payout curves over multiple years is inherently limited. The authorization for an annual determination of the payout curve ensures that performance incentives continue to function as intended across different phases of the economic cycle, preserving both incentive effectiveness and shareholder trust. Without this flexibility, the Company would risk incentive outcomes that no longer reflect true management performance or sustainable value creation. Target achievement resp. payout factor levels between the values set by the Supervisory Board are determined through linear interpolation.

Illustrative target achievement curve





The target achievement curves for the respective financial year, along with the actual target achievements and the resulting payout factors, will be disclosed for each performance criterion retrospectively in the remuneration report for the corresponding financial year.

Strategic performance criteria

To promote a sustainable and long-term orientation for Evotec, additional relevant strategic targets will be set with an overall weighting of 20%. At the beginning of the financial year, the Supervisory Board sets clearly measurable collective strategic targets for the Management Board members. These may include strategic, financial and non-financial targets (including ESG). The strategic targets are derived from corporate strategy and relate to the implementation of that strategy. When setting ESG targets, the Supervisory Board ensures that they are quantifiable and selected based on Evotec's sustainability strategy and materiality analysis. To avoid diluting the incentive effect and to maintain a clear focus on the key strategic priorities of Evotec, the number of targets is limited to three for each financial year with a minimum weighting of 5% each.

At the beginning of the respective financial year, the Supervisory Board sets the following strategic targets based on the following criterion:

- If target achievement is below the minimum payout factor is 0%.
- If minimum target achievement is reached the payout factor is 70%.
- If target achievement is at 100%, payout factor is 100%.
- If target achievement is at maximum, payout factor is 150% (cap).

The Supervisory Board assesses the target achievement respective payout factor for each strategic performance criterion after each financial year. The defined strategic performance criteria and their weightings, the underlying target achievements, as well as the actual target achievements and resulting payout factors, will be disclosed in the remuneration report for the corresponding financial year.

Modifier

The STI provides for an optional modifier which as a default is set to 1.0. The Supervisory Board may however apply the modifier by defining further clearly measurable strategic, financial and non-financial targets (including ESG) at its own discretion at the beginning of the financial year to complement the respective strategic performance criteria. The targets of the modifier may include not only collective but also individual targets. They are derived from corporate strategy and relate to the implementation of that strategy. When setting ESG targets, the Supervisory Board ensures that they are selected based on Evotec's sustainability strategy and materiality analysis.

In case of the modifier being applied, the Supervisory Board assesses the target achievement respective payout factor for each Management Board member after each financial year. The determined target



achievement respective payout factor is converted into a multiplier ranging from 0.8 to 1.2, which is applied to the overall payout factor. The defined targets and their weightings, the underlying target achievements, as well as the actual target achievements and resulting payout factors, will be disclosed in the remuneration report for the corresponding financial year.

- If target achievement is below or at minimum the multiplier is 0.8.
- If target achievement is at 100%, the multiplier is 1,
- If target achievement is at maximum, the multiplier is 1.2

The target values for the multiplier are set by the Supervisory Board through linear interpolation.

4.2.2. Long-term incentive (LTI)

Functionality

The Long-term incentive (LTI) is designed as a performance share plan, which is share-based in accordance with recommendation G.10 GCGC. The LTI is subject to a four-year plan term, consisting of a three-year performance period followed by a one-year waiting period. Using shares from contingent capital, the LTI aims to align the interests of the Management Board with those of Evotec's shareholders and to promote long-term value creation for the company.

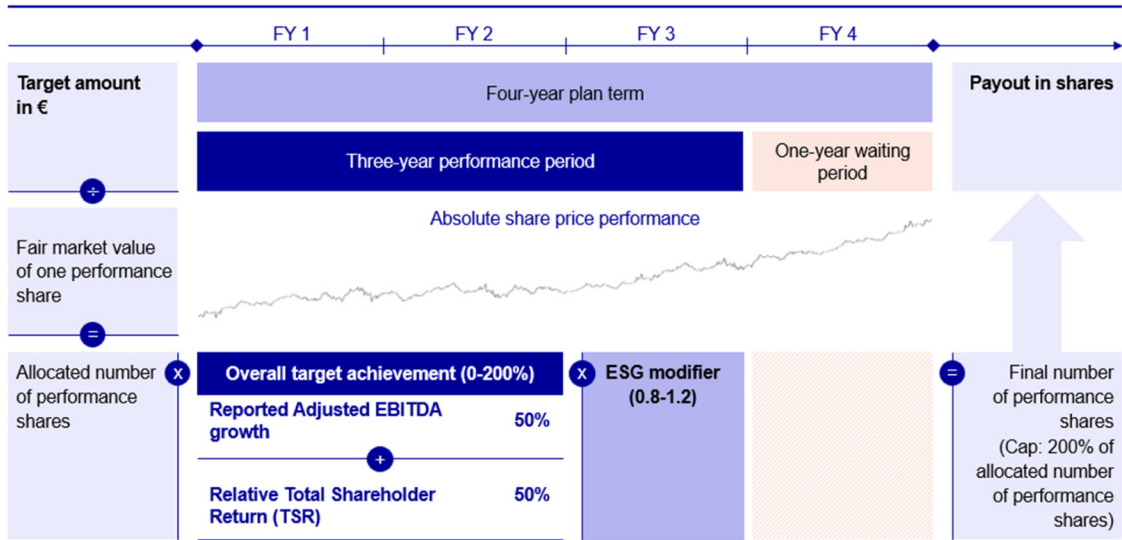
The LTI is granted in annual tranches. The target amount for the annual tranches can be up to 200% of base salary for the CEO and up to 150% of base salary for any other member of the Company's Management Board. At the beginning of each tranche, the allocated number of performance shares is calculated by dividing the contractually agreed target amount by the fair market value of a performance share as of January 1 of the respective financial year. The fair market value is determined by applying methods accepted in financial mathematics, considering the expected future payout, and hence the volatility and risk associated. The final number of performance shares depends on the overall achievement of the defined financial performance criteria and the modifier after the three-year performance period. The financial performance criteria consist of reported adjusted Group EBITDA growth and relative Total Shareholder Return (TSR), each weighted at 50%. In addition, an ESG modifier ranging from 0.8 to 1.2 is applied. The target achievement of each performance criterion can vary between 0% and 200%. The target achievement translates into a respective payout factor. Once the three-year performance period has been completed, the final number of performance shares is derived by multiplying the allocated number of performance shares by the overall payout factor. Subsequent to the three-year performance period, an additional one-year waiting period applies during which the final number of performance shares is still dependent on Evotec's share price performance.

The payout is made in shares after the four-year plan term and can range between 0% and 200% (cap) of the respective allocated number of performance shares. Alternatively, a cash payout is possible at the



discretion of the Supervisory Board. In case of a cash payout, the payout amount is capped at 350% of the respective target amount.

Long-term incentive (LTI)



If the service agreement does not cover the full financial year, the LTI is generally granted pro rata for the term of the service agreement in the respective financial year.

Financial performance criteria

The LTI is based on the financial performance criteria reported adjusted Group EBITDA growth and relative Total Shareholder Return (TSR), each weighted at 50%, and an ESG modifier ranging from 0.8 to 1.2.

Reported Adjusted Group EBITDA growth

The financial performance criterion reported adjusted Group EBITDA represents a key financial performance indicator used by Evotec. It is defined as net income (loss) adjusted for interest, taxes, depreciation and amortization of intangibles, impairments on goodwill and other intangible and tangible assets, total non-operating results, change in contingent consideration (earn-out) and items that in magnitude, nature or occurrence would distort the presentation of the financial performance of Evotec. The inclusion of reported adjusted Group EBITDA growth within the LTI is intended to incentivize long-term, profitable growth and to reflect Evotec's sustainable operational focus.

An ambitious target achievement curve is applied for reported adjusted Group EBITDA growth. At the beginning of each plan term, the Supervisory Board sets – based on Evotec's mid-term planning – at least the following values for reported adjusted Group EBITDA growth:

- If target achievement is below the minimum payout factor is 0%.
- If minimum target achievement is reached the payout factor is 50%,

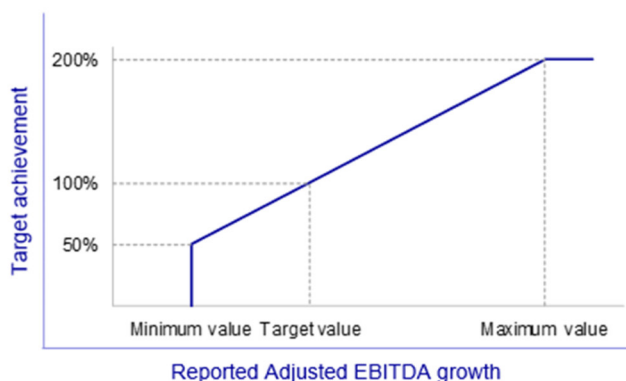


- If target achievement is at 100%, payout factor is 100%,
- If target achievement is at maximum, payout factor is 200% (cap).

The Supervisory Board can set other values between the values shown above.

The financial performance criterion reported adjusted Group EBITDA growth is measured using the average of the growth rates on a year-by-year basis over the performance period. If the average growth rate achieved at the end of the performance period is equal to the target growth rate set at the beginning of the performance period (100% target achievement), the payout factor amounts to 100%. The Supervisory Board may also determine a different payout factor for reaching the minimum target achievement. As outlined above for the STI already, without this flexibility, the Company would risk incentive outcomes that no longer reflect true management performance or sustainable value creation. Payout factors between the values set by the Supervisory Board are determined through linear interpolation.

Illustrative target achievement curve reported adjusted EBITDA growth



After the end of the plan term, the target achievement curve, along with the actual target achievement and the resulting payout factor, will be disclosed in the remuneration report.

Relative Total Shareholder Return (TSR)

The TSR reflects the share price performance of Evotec during the performance period, including the gross dividends paid and hypothetically reinvested per share during that period. By considering both the share price and the dividend, the value growth of the company in the capital market is optimally reflected. To further incentivize outperformance relative to relevant market participants, the LTI uses relative TSR as a performance criterion.

Relative TSR is measured by ranking Evotec's Total Shareholder Return against a selected industry peer group, consisting of relevant competitors in the biotechnology industry as well as other direct competitors.



In general, the industry peer group is also used to assess the appropriateness of remuneration levels of the Management Board members in the horizontal comparison. The composition of the industry peer group is shown in the following table:

Relative Total Shareholder Return (TSR) – Industry peer group

Company		
Bachem Holding	Galapagos	Recursion Pharmaceuticals
Bavarian Nordic	GenScript Biotech	Schrödinger
BioArctic	Genus	Siegfried Holding
BioGaia	Gubra	Tecan Group
Biotest	Kuros Biosciences	Telix Pharmaceuticals
Charles River Laboratories	Ligand Pharmaceuticals	Zealand Pharma

If a company included in the industry peer group is subject to a material change (e.g., delisting, merger, or strategic reorientation), the Supervisory Board reserves the right to remove this company from the peer group. To ensure that the industry peer group continues to include an appropriate number of relevant competitors in the future as well, the Supervisory Board may add new competitors for newly granted tranches. However, additional competitors must not be added to the peer group for outstanding LTI tranches. The remuneration report will transparently disclose and explain any amendments to the industry peer group that might have been made.

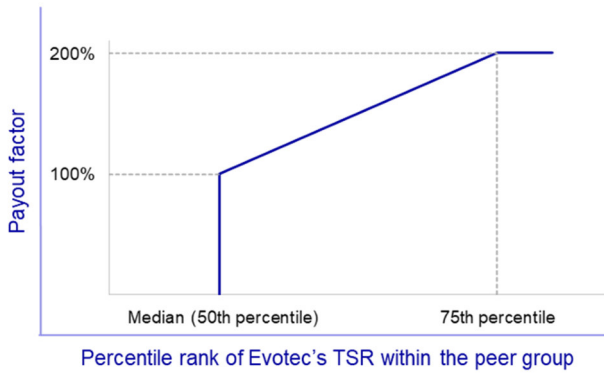
The initial and final values for calculating the TSR are based on the average Xetra closing prices (or a successor system) of the companies over the last 30 trading days prior to the beginning and end of the respective performance period, with the final value including gross dividends hypothetically reinvested during the three-year performance period. The target achievement is determined by calculating the TSR values of Evotec and each peer company, sorting them by rank, and assigning a percentile rank between 0 and 100.

- If target achievement is below the median (50th percentile), payout factor is 0%.
- If target achievement is at the median (50th percentile), payout factor is 100%.
- If target achievement is at least at the 75th percentile, the payout factor is 200% (cap).

Target achievement resp. payout factor levels between these values are determined through linear interpolation.



Target achievement curve relative TSR



After the end of the plan term, the actual percentile rank and the resulting payout factor will be disclosed in the remuneration report.

ESG modifier

In addition to the financial performance criteria, the LTI incorporates ESG targets through a modifier ranging from 0.8 to 1.2. The ESG targets are intended to incentivize the implementation of Evotec's sustainability strategy while further promoting the company's long-term sustainable development.

At the beginning of each plan term, the Supervisory Board sets ESG targets for the respective LTI tranche. The Supervisory Board ensures that the ESG targets are clearly measurable and derived from the sustainability strategy and the materiality analysis. The criteria catalogue presented below provides a transparent overview of potential ESG targets within the LTI. To ensure that further developments in Evotec's sustainability strategy can be adequately considered, the Supervisory Board may also define ESG targets that are not included in the illustrated ESG criteria catalogue. The applicable criteria will be disclosed at the beginning of each plan term in the remuneration report from 2027 onwards.

Illustrative ESG criteria catalogue

Environment	Social	Governance
Climate Change	Workforce health & safety	Corporate culture
Pollution	Workforce equality	Corruption and bribery prevention and detection
Water & marine resource	Customer satisfaction	Compliance
Resource use & circular economy	Consumer and end-user safety	



After the end of the plan term, the defined ESG targets and their weightings, the underlying target achievements, as well as the actual target achievements and resulting payout factors, will be disclosed in the remuneration report.

- If target achievement is below or at minimum the multiplier is 0.8.
- If target achievement is at 100%, the multiplier is 1,
- If target achievement is at maximum, the multiplier is 1.2

The target values for the multiplier are set by the Supervisory Board through linear interpolation.

4.3. Share ownership guidelines (SOG)

To further align the interests of the Management Board and Evotec's shareholders, and to ensure the sustainable and long-term development of Evotec, each member of the Management Board is required to invest a fixed amount in shares of Evotec SE and to hold these shares for the duration of their service agreements. The amount to be invested is based on the annual gross base salary of the respective Management Board member.

The Chief Executive Officer is required to invest in Evotec shares an amount equal to 200% of annual gross base salary, while the other ordinary members of the Management Board are required to invest 100% of respective annual gross base salary. A build-up phase of five years applies.

Any shares in Evotec which the Management Board member already owns are credited towards the shareholding requirement.

4.4. Malus and clawback provisions

In accordance with recommendation G.11 GCGC, the service agreements with Management Board members include clauses that enable the Supervisory Board to withhold (malus) or reclaim (clawback) performance-based remuneration components in the following cases:

If a Management Board member is in serious breach of their obligations, particularly their compliance obligations, including a verifiable intentional gross violation of one of his or her material duties of care within the meaning of Section 93 AktG, an essential principle of action set out in an essential internal guideline issued by the company, or one of his or her other essential obligations under the service agreement, the Supervisory Board may reduce performance-based remuneration components that have not yet been paid out in full or in part (compliance malus) or reclaim remuneration components that have already been paid out (compliance clawback).



Additionally, in the case that the data underlying the determination of the performance-based remuneration components (STI and LTI) were incorrect, e.g., incorrect consolidated financial statements, the Supervisory Board can correct the determination of all elements of the performance-based remuneration based on the adjusted data accordingly (restatement correction). If the STI and/or LTI have already been paid out at the time of a restatement, the Supervisory Board can reclaim the excess net payout amounts at its reasonable discretion from the affected Management Board member (restatement clawback).

Any malus or clawback decision may only be made by the Supervisory Board within a period of three months following the point in time at which the Supervisory Board becomes aware of the facts relevant to the reduction decision, and in any case no later than three years after the occurrence of the gross violation.

Any claims for damages by the company against the Management Board member, in particular under Section 93 (2) AktG, as well as the right of the company to terminate the service agreement for good cause in accordance with Section 626 (1) BGB remain unaffected by the malus and clawback provisions.

5. Remuneration-related contractual terms

5.1. Terms and termination options in service agreements

In accordance with recommendation B.3 GCGC, the service agreements of the Management Board members will generally not exceed a term of three years for initial appointments. However, the Supervisory Board may utilize the maximum statutory term of five years under Section 84 AktG. In accordance with the AktG, the service agreements do not provide for an ordinary termination for both parties, however, the right to terminate for good cause remains unaffected.

5.2. Early termination

5.2.1. Performance-based remuneration in the event of early termination

In case a service agreement of a Management Board member ends due to a self-initiated termination by the member of the Management Board, the rejection of the reappointment offer by the member of the Management Board despite adequate conditions (i.e. role, responsibility, compensation), or due to expiration of contract without reappointment offer, unless such member of the Management Board joins a competitor (good leaver), the STI is paid pro rata temporis at the date defined in the service agreement if the targets have been achieved at the end of the financial year. For the LTI, the initial number of performance shares is pro-rated for the part of the plan term in which the respective Management Board member was still a Management Board member of the company. The originally agreed plan terms and performance conditions apply.

In case a service agreement of a Management Board member ends due to extraordinary termination by the company for good cause in accordance with Section 626 (1) BGB (bad leaver), all unpaid STI



entitlements as well as all outstanding performance shares shall be forfeited without replacement or compensation.

5.2.2. Severance payments

Payments to a Management Board member in the event of early termination of the service agreement, without a good cause for termination of the Management Board duties, will be limited to a maximum of two years' annual total direct compensation (base salary, fringe benefits and target STI) and will not exceed the annual remuneration for the remaining term of the service agreement ("Severance Pay Cap").

5.2.3. Permanent occupational disability or death

In case a service agreement of a Management Board member ends due to permanent disability or death, all outstanding performance-based remuneration remains unaffected and becomes payable after completion of the respective plan term. The target achievement of the performance criteria of the STI and the LTI shall be assumed at 100%. The LTI may be settled in cash prior to completion of the plan term at the discretion of the Supervisory Board.

5.2.4. Change of control provisions

A service agreement signed under the presented remuneration system may also include appropriate provisions for benefits in the event of early termination of the contract by the Management Board member due to a change of control. The existing service agreements of the Management Board members contain a change of control clause which enables them to terminate their service agreements in the event of a change of control if as a consequence thereof, the tasks and scope of responsibility are substantially altered (double trigger). With a notice period of three months, the right of extraordinary termination can be exercised at any time within a period of twelve months following the occurrence of a change of control. If the Management Board members exercise this right, they are entitled to severance payments up to maximum of 18 months' base salary plus the target STI for this period. In no case may the corresponding severance payment exceed the total remuneration that would have been due to the respective Management Board members for the remainder of their service agreement.

If a change of control occurs during the plan term of the performance-based remuneration (STI and LTI), the settlement of all ongoing LTI tranches as well as the STI granted for the corresponding financial year is pro-rated for the time and performance at the time of the change of control and occurs in line with the originally agreed timelines with no accelerated vesting.

5.3. Post-contractual non-compete clause

A non-compete clause for a period of up to 12 months after the respective member ceases to be a Management Board member may be imposed by the Supervisory Board. During this period, 50% of the sum of the fixed remuneration and the target STI of the Management Board member in the year before the



cessation of office or employment, will be paid. The remuneration is paid in installments at the end of each month. The Management Board member is responsible for any statutory deductions applicable for this amount.

According to Section G.13, sentence 2 GCGC, if a post-contract non-compete clause has been agreed, any severance payment will be offset against the compensation for the non-compete period. The Supervisory Board may also waive the non-compete clause in its entirety. In this case, Evotec is released from its obligation to pay remuneration upon the expiry of six months from declaring such waiver.

6. Board memberships and sideline activities

Should a Management Board member wish to take up any other professional activity – regardless of whether it is on an honorary basis or for remuneration – this requires the prior written consent of the Chairperson of the Supervisory Board. This also applies to the assumption of offices in supervisory boards, advisory boards, administration boards or similar organs. In accordance with recommendation G.15 GCGC, the remuneration of being a member of an intra-group supervisory board is taken into account in the annual gross base salary. Following the recommendation G.16 GCGC, in case of a membership in a non-group supervisory board, the Supervisory Board decides whether this activity is primarily in the interest of the company or of the respective Management Board member, and to what extent the corresponding remuneration has to be taken into account in annual gross base salary under the Evotec service agreement.

7. Procedure for establishing, implementing and reviewing the remuneration system

The Supervisory Board of Evotec determines the remuneration system for the Management Board in accordance with Sections 87 (1) and 87a (1) AktG. The Supervisory Board regularly reviews the remuneration system with the assistance of its Remuneration and Nomination Committee. If necessary, the Supervisory Board may consult external advisors, ensuring their independence from the Management Board and the company. By applying a structured procedure to establish, implement, and review the remuneration system for the Management Board, the requirements of the AktG and the GCGC regarding conflicts of interest are followed. In case of conflicts of interest, affected Supervisory Board members do not participate in the resolution on the respective agenda item, neither in the plenum of the Supervisory Board nor in its committees.

The Supervisory Board presents the remuneration system to the Annual General Meeting for approval each time a material change is made, but at least every four years. In case that the Annual General Meeting does not approve the remuneration system, the Supervisory Board will submit a revised remuneration system for approval to the following Ordinary Annual General Meeting.



8. Review of appropriateness and determination of the specific total target remuneration by the Supervisory Board

The Supervisory Board ensures in line with the requirements of the AktG and the GCGC, that the remuneration is appropriate with the duties and performance of a Management Board member and the company's situation, and that it does not exceed common market pay levels without special justification. To ensure these aspects, both horizontal and vertical comparisons are conducted.

8.1. Horizontal comparison

The horizontal comparison is based on relevant national and international peer groups. The Supervisory Board selects the peer groups based on the criteria country, company size and industry. Based on the country criterion and given their comparable size, a combination of MDAX and SDAX companies are primarily used as a suitable peer group for the purposes of the horizontal comparison. To reflect the industry sector criterion, an additional industry peer group, consisting of relevant competitors in the biotechnology industry as well as other direct competitors¹, is considered. When selecting the industry peer group, care is taken to ensure the greatest possible overlap with the peer group used for measuring the performance criterion relative TSR.

8.2. Vertical comparison

In addition to the horizontal comparison, a vertical comparison of the Management Board's remuneration is also conducted. In accordance with recommendation G.4 GCGC, the ratio of Management Board remuneration to the remuneration of senior management and the workforce as a whole is taken into account. The Supervisory Board considers not only the current ratios of the remuneration between the various levels but also the development of the remuneration for these groups over time.

9. Extraordinary developments / temporary deviation from the remuneration system

According to recommendation G.11 GCGC, the Supervisory Board has the right to take into account extraordinary developments within the performance-based remuneration to an appropriate extent.

Furthermore, in accordance with Section 87a (2) sentence 2 AktG, the Supervisory Board may temporarily deviate from the remuneration system in the event of extraordinary circumstances, if necessary for the long-term interest of the company. The remuneration system defines the deviation procedure and the components of the remuneration system for which a deviation is permissible.

¹ Bachem Holding, Bavarian Nordic, BioArctic, BioGaia, Biotest, Charles River Laboratories, Galapagos, GenScript Biotech, Genus, Gubra, Kuros Biosciences, Ligand Pharmaceuticals, Recursion Pharmaceuticals, Schrödinger, Siegfried Holding, Tecan Group, Telix Pharmaceuticals, Zealand Pharma



Possible extraordinary developments, if not foreseeable, could be a significant change in the composition of the group (e.g., the acquisition or disposal of significant divisions) or extraordinary changes in the economic situation (e.g. due to an economic crisis or a health crisis affecting the global economy), which means that the original Company targets are no longer attainable. Generally unfavourable market developments are not considered to be extraordinary developments. Even in the event of a deviation, remuneration must continue to be geared to the long-term sustainable development of the company and reflect the success of the company and the performance of the Management Board member. Any deviation from the remuneration system under the above circumstances is possible only after careful analysis of these extraordinary circumstances and the response options, and on the proposal of the Remuneration and Nomination Committee by means of a corresponding Supervisory Board resolution specifying the extraordinary circumstances and the need to implement a deviation.

The temporary deviation from the Management Board's remuneration system is limited to the following components: base salary and other non-performance-based remuneration components as well as performance-based remuneration components (STI and LTI) and the relative proportions of fixed and variable remuneration components.

In the event of a temporary deviation from the remuneration system, detailed information about the deviations will be disclosed in the remuneration report of the following year. This includes an explanation of the need for the deviation as well as the specific remuneration components from which the deviation occurred.

10. Application of the 2026 remuneration system

The new 2026 remuneration system for the Management Board will be submitted to the 2026 Annual General Meeting for approval and will apply to all the members of the Company's Management Board whose contract starts after the publication of the invitation for Annual General Meeting 2026. Contracts which came into effect before May 2026 will honour existing contractual arrangements concluded under the current remuneration system except for Short-Term Incentive Plan which will apply to all members of the Company's Management Board already as for 2026 as presented in this revised remuneration system; but applying contractually agreed target percentages and using operating free cash flow in 2026 instead of free cash flow. For the future STI, free cash flow will be used. Any follow-on contracts will be structured in accordance with the new remuneration system. Since the LTI had to be granted in the first quarter of 2026 under the 2025 remuneration system, the LTI according to the 2026 remuneration system will be granted for the first time in 2027, meaning that the remuneration system will be fully implemented within 2027.
