

**Charter of the Audit &  
Compliance Committee of the  
Supervisory Board of EVOTEC  
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# Charter of the Audit & Compliance Committee of the Supervisory Board of EVOTEC SE

§1. Composition.....	2
§2. Duties .....	3
§3. Selection of Independent auditors .....	4
§4. Cooperation with the independent auditors .....	5
§5. Complaints .....	5
§6. Meetings and voting procedures.....	6
§7. Internal procedures .....	6
§8. Reporting and declarations .....	7
§9. Confidentiality.....	7
§10. Liability .....	8
§11. Deviating Regulations .....	8

## **§1. COMPOSITION**

1. The Audit & Compliance Committee comprises of a minimum of three members of Evotec's Supervisory Board.
2. The committee members ("Committee Members") shall be appointed and dismissed by the Supervisory Board.
3. More than half of all Committee Members shall be independent from the Company and from the Management Board within the meaning of the German Corporate Governance Code as amended from time to time.
4. All Committee Members shall be independent within the meaning of NASDAQ Rule 5605(a)(2) and shall meet the criteria for independence set forth in rule 10A-3(b)(1) of the Exchange Act, subject to the applicable exceptions provided in Rule 10A-3(c) of the Exchange Act.
5. Subject to any available exceptions under applicable law and NASDAQ requirements:
  - a. the members of the Audit & Compliance Committee as a whole must be familiar with the sector, i.e. business model and area, in which the Company operates;
  - b. each member of the Audit & Compliance Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement;
  - c. at least one member of the Audit & Compliance Committee must have past employment and experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibility;
  - d. at least one other member of the Audit & Compliance Committee must have expertise in the field of auditing (*Abschlussprüfung*); and
  - e. at least one Committee Member shall be an audit committee financial expert under Item 407(d)(5) of Regulation S-K.
6. The members of the Supervisory Board shall elect a Chairperson of the Audit & Compliance Committee based on the recommendation of the Remuneration & Nomination Committee. The Chairperson shall be primarily responsible for the proper functioning of the Audit & Compliance Committee. He or she shall act as the spokesman of the Audit & Compliance Committee and shall be the main contact for the Management Board as well as the Supervisory Board.
7. The Supervisory Board may dismiss the Chairperson, provided that the Committee Member so dismissed shall subsequently continue his or her term of office as a Committee Member without having the title of Chairperson.
8. The Chairperson must be independent of the Company, the Management Board and the controlling shareholder(s) and shall have specialist knowledge and experience in the application of accounting principles and internal control procedures and be familiar with the audit of the financial statements.

9. Unless special reasons justify a deviation, the Chairperson of the Supervisory Board should not also be Chairperson of the Audit & Compliance Committee. A former member of the Company's auditing firm shall be excluded from being a member of the Audit & Compliance Committee for a period of seven years. No member of the Audit & Compliance Committee shall have participated in the preparation of the Company's or its subsidiaries' financial statements at any time during the prior three years.

## **§2. DUTIES**

1. The Audit & Compliance Committee shall perform all of the duties assigned to it by law, by a decision of the Supervisory Board or by this Charter. The primary function of the Audit & Compliance Committee is to assist the Supervisory Board in fulfilling its independent oversight responsibilities with regard to financial reporting and control. The Audit & Compliance Committee shall further oversee the Company's compliance program to ensure that such program meets applicable legal and regulatory requirements and appropriate industry standards.

The Audit & Compliance Committee shall

- a) oversee the accounting and the accounting process,
  - b) encourage continuous improvement of Company's policies, procedures and practices at all levels within the finance, risk and compliance departments;
  - c) oversee the appropriateness and effectiveness of the internal control system, the risk management and reporting system and the internal audit system, in particular as it relates to financial reporting; the Management Board shall report to the Audit & Compliance Committee on the audit plan and the audit results of the internal audit; the Audit & Compliance Committee can make recommendations or proposals for ensuring the integrity of the financial reporting process;
  - d) monitor the major financial risk exposure of the Company; it shall discuss the principles of risk assessment and management with the Management Board,
  - e) oversee the internal process for related party transactions, including approval of any related-party transaction pursuant to the Company's Related Person Transaction policy;
  - f) monitor the Company's compliance with legal provisions, regulations and internal company guidelines and discuss the Company's major compliance risks and remediation efforts;
  - g) review the compliance program and its adequacy and effectiveness to ensure it is well communicated, supports lawful and ethical business conduct by employees, and reduces risk to the Company for non-compliance with laws and regulations relative to the Company's business.
2. The Audit & Compliance Committee shall conduct a preliminary review of the annual consolidated financial statements as well as the annual statutory financial statements of EVOTEC SE. In addition, it shall discuss the documents specified in the preceding sentence with the Management Board and the independent auditors. It shall also review the report of the independent auditors.
  3. The Audit Committee shall prepare the Supervisory Board decisions whether to approve the annual consolidated financial statements as well as the annual statutory financial statements of EVOTEC SE as

well as the proposal by the Management Board for the appropriation of net income (if any) and report to the Supervisory Board meeting accordingly during the regular Supervisory Board meetings.

4. The Audit & Compliance Committee shall further discuss the quarterly statements and the half-year financial report (which are reviewed and not audited) with the Management Board and the independent auditors.
5. The Audit & Compliance Committee shall discuss any material changes to the auditing and accounting methods.

### **§3.**

#### **SELECTION OF INDEPENDENT AUDITORS**

1. The Audit & Compliance Committee shall prepare the Supervisory Board proposal to the Annual General Meeting on the election of the independent auditors for the annual consolidated financial statements including the consolidated management report, for the annual statutory financial statements including the management report of EVOTEC SE as well as for the review of the half-year and the quarterly financial reports for EVOTEC SE (condensed financial statements and interim management report) and shall make a corresponding recommendation to the Supervisory Board.
2. After consultation with the CEO and the CFO, the Audit & Compliance Committee shall award the audit engagement to the independent auditors elected by the Shareholders' Meeting. It shall thereby determine, in particular, the focal points of the audit and the fee paid to the independent auditors. The audit assignment shall include the auditor's obligation to inform the Audit & Compliance Committee immediately of all findings and incidents that are essential for the tasks of the Supervisory Board and that arise during the execution of the audit, as well as of the facts established that indicate an incorrectness of the statements made by the Management Board or Supervisory Board in accordance with Section 161 of the German Stock Corporation Act (*AktG*). The auditor must report directly to the Audit & Compliance Committee.
3. The Audit & Compliance Committee shall monitor the selection, independence, qualifications, rotation and efficiency (including any resolution of disagreements between the Management Board, on the one hand, and the auditor on the other hand) of the independent auditors. For this purpose, it shall – before making a respective proposal to the Annual General Meeting – obtain a declaration from the designated independent auditors stating that the legal requirements regarding auditor independence are complied with. This declaration shall also state the existence and nature of any business, financial, personal or other relationships between the auditing company, its governing bodies or the heads of the independent auditors, on the one hand, and EVOTEC SE, the members of its Supervisory Board or the members of its Management Board, on the other, which could impact the independence of the auditors. The declaration shall state the extent to which the auditing company has provided the EVOTEC group with other services – in particular, services in the consulting field – in the fiscal year just completed or has a contractual obligation to provide such services in the forthcoming fiscal year. The declaration shall include a statement of the independent auditors' fees pursuant to the relevant laws and regulations governing the disclosure of such fees by the Company for the fiscal year just completed. An agreement shall be made with the independent auditors whereby the Chairperson of the Audit & Compliance Committee shall be immediately informed of any grounds for disqualification or any bias which may arise during the course of the audit. The Audit & Compliance Committee shall discuss with the independent auditors the threats to their independence and the safeguards applied to mitigate those threats. It shall regularly assess the quality of the audit and evaluate whether it is appropriate to rotate Auditors on a regular basis.

4. Contracts awarded to the independent auditors or to companies that are connected with them on a legal, business or personal basis may not involve prohibited non-audit services and shall require the prior approval of the Audit & Compliance Committee, which, in this connection, shall properly assess the threats to the independence and the safeguards applied. The Audit & Compliance Committee can establish guidelines to govern the details of the procedure to be followed in this matter.

**§4.  
COOPERATION WITH THE INDEPENDENT AUDITORS**

1. The Audit & Compliance Committee shall arrange for the independent auditors to provide it with information regarding:
  - a) all findings made and issues which come to the knowledge of the independent auditors during the performance of the audit and which are relevant to the duties of the Supervisory Board;
  - b) all critical accounting items and alternative methods of accounting for transactions which have been discussed with the Management Board, and significant written communications between the independent auditors and the Management Board;
  - c) controversies which have arisen between the independent auditors and the Management Board or any other senior managers of the company in the course of the audit and review;
  - d) material deficiencies and weaknesses of the internal control system, the risk management and reporting system and the internal audit system, in particular relating to the accounting process;
  - e) all other matters legally to be submitted or reported to the Audit & Compliance Committee, in particular, those subject to statutory audits.
2. The Audit & Compliance Committee shall approve, in advance, all audit and permitted non-audit services that may be provided by the auditor and establish policies and procedures for the Audit & Compliance Committee's pre-approval of permitted services in compliance with applicable SEC rules and statutory law and review such pre-approval policies at least annually.
3. The Audit & Compliance Committee shall review and discuss with the Company's independent auditor and management (i) any audit problems or difficulties, including difficulties encountered by the Company's independent auditor or internal audit department during their audit work (such as restrictions on the scope of their activities or their access of information), (ii) any significant disagreements with management and (iii) management's response to these problems, difficulties or disagreements; and to resolve any disagreements between the Company's independent auditor or internal audit department and management.
4. The Audit & Compliance Committee shall engage in a dialogue with the independent auditor to understand the nature of each identified critical audit matter, the auditor's basis for identifying a matter as a critical audit matter and how each such identified matter will be described in the auditor's report.

**§5.  
COMPLAINTS**

The Audit & Compliance Committee shall establish and oversee procedures for the receipt, retention and treatment of complaints raised by Company employees or any other whistleblower regarding accounting

procedures, internal accounting controls, the audit and other accounting-related matters. Complaints may be submitted confidentially and anonymously through the Company's Whistleblower Hotline. Employees submitting complaints shall suffer no negative consequences as a result of their action.

**§6.  
MEETINGS AND VOTING PROCEDURES**

1. The Audit & Compliance Committee meets at least quarterly at the invitation of its Chairperson. Meetings of the Audit & Compliance Committee shall be convened, with at least one week notice, by the Chairperson, notifying the place and time of the meeting. In urgent cases the Chairperson is entitled to reduce the notice period stated above if the notice has reached all members of the Audit & Compliance Committee.
2. All meetings shall be organized such as to follow reasonable cost/benefit analyses. This includes the possibility of having telephone or video conferences, if the majority of Committee members do not disagree. The Chairperson can decide that resolutions can be also made via telefax or e-mail.
3. To the extent legally permissible, the CFO, the Global Head of Finance, the independent auditors and the Chief Compliance Officer (for parts of it) shall attend the meetings of the Audit & Compliance Committee unless the Chairperson of the Audit & Compliance Committee determines otherwise in a particular case. The Chairperson of the Audit & Compliance Committee may invite other individuals to attend meetings of the Audit & Compliance Committee, such as any officer, representative of the internal audit function, employee of the Company or the Company's outside legal counsel, investment bankers or financial analysts. If the auditor is called in as an expert (*Sachverständiger*), the members of the Management Board shall not attend the respective meeting unless the Supervisory Board or the Audit & Compliance Committee deems their attendance necessary or useful.
4. The Chairperson of the Committee can determine that meetings of the Audit & Compliance Committee take place without members of the Management Board in attendance.
5. The provisions of the Rules of Procedure for the Supervisory Board regarding the convening, form and recording of meetings and decisions and regarding quorums and voting procedures shall apply analogously to the proceedings of the Audit & Compliance Committee, unless otherwise provided for in this Charter. The Audit & Compliance Committee shall have a quorum if at least three of its members participate in the passing of a resolution.
6. Minutes of the meetings and of the resolutions of the Audit & Compliance Committee must be kept and must be signed by the Chairperson.

**§7.  
INTERNAL PROCEDURES**

1. The Company shall provide new members of the Audit & Compliance Committee with appropriate onboarding briefings, and support the members of the Audit & Compliance Committee sufficiently during training and professional development, in particular, regarding current accounting topics and specialized know how pertinent to the Company as well as in case of changes to the legal framework.
2. The Audit & Compliance Committee shall have access and is entitled to examine, all business-related documents and books, all business information stored on data carriers and all assets and liabilities of the Company. The Audit & Compliance Committee will also have access to the Company's facilities and

personnel as it requires in the performance of its duties. Each member of the Audit & Compliance Committee may, through the Chairperson, request information from the heads of those corporate departments of the Company which are responsible for tasks relating to the responsibilities of the Audit & Compliance Committee pursuant to this Charter. The Chairperson may request information on his or her own initiative. The Chairperson of the Committee must inform all members of the Audit & Compliance Committee of the information requested. If such information is requested, the Management Board shall be informed of such requests without undue delay.

3. The Audit & Compliance Committee is entitled to obtain all information relevant to its activities from the independent auditors and from the Management Board.
4. To perform its duties, the Audit & Compliance Committee may engage auditors, legal specialists and other internal and external consultants. The costs of external advisors, as well as ordinary administrative expenses that are necessary or appropriate in carrying out its duties shall be borne by the Company. Under normal circumstances such contracting should be discussed and communicated to the CFO prior to signing external support.
5. The Audit & Compliance Committee shall regularly review the efficiency of its operations. This efficiency review may also be included in the efficiency review referred to in Section 9 of the Rules of Procedure for the Supervisory Board.
6. Furthermore the Audit & Compliance Committee shall regularly review policies in relation to finance and compliance, for which the Audit & Compliance Committee has oversight responsibilities, including the policies around corporate governance such as the Corporate Investment Policy, Treasury Policy, Related Person Transaction Policy, Audit Committee Pre-Approval Policy and the Code of Conduct and, when necessary, recommend appropriate changes to the Supervisory Board.
7. The Audit & Compliance Committee shall review this Charter at least annually and recommend any proposed changes to the Supervisory Board for approval.
8. This Charter of the Audit & Compliance Committee shall be published on the Company's website.

#### **§8. REPORTING AND DECLARATIONS**

1. The Chairperson of the Audit & Compliance Committee shall provide the Supervisory Board with regular reports and recommendations, as appropriate, regarding the activities, discussions and actions of the Audit & Compliance Committee.
2. The issuance and receipt of any declarations required to implement the decisions of the Audit & Compliance Committee shall be handled by the Chairperson of the Audit & Compliance Committee, or if he or she is unable to do so, by the Chairperson of the Supervisory Board.

#### **§9. CONFIDENTIALITY**

Without prejudice to §8, the members of the Audit & Compliance Committee may not disclose the information contained in the reports they receive, the contents of discussions or confidential information regarding the Company – in particular, business secrets – which have become known to them through their activities in

connection with the Audit & Compliance Committee. The members of the Audit & Compliance Committee shall ensure that any employees appointed to support them and all other individuals who have taken part in meetings of the Audit & Compliance Committee likewise comply with this confidentiality obligation.

**§10.  
LIABILITY**

While the Audit & Compliance Committee has the responsibilities and authorities set forth in this Charter, it is not the duty of the Audit & Compliance Committee to plan or conduct audits, in order to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of Management Board and the independent auditors. Nor is it the duty of the Audit & Compliance Committee to conduct investigations, to resolve disagreements, if any, between management and the Auditors, or to assure compliance with laws and regulations and the Company's articles of association. The potential legal liability of the committee members shall be no greater than that of other members of the Supervisory Board.

**§11.  
DEVIATING REGULATIONS**

Unless this Charter contains any deviating regulations, the provisions of the Rules of Procedure of the Supervisory Board and those of the Company's articles of association apply accordingly.