

EVOTEC SE

CHARTER

of the ESG Committee of the Supervisory Board of EVOTEC SE

§1 Composition

1. The ESG Committee comprises of at least two but generally of three members of Evotec's Supervisory Board. Additional attendees from the Company's Management Board or other relevant functions can be invited to the ESG Committee meetings.
2. The majority of the Committee Members shall be independent within the meaning of NASDAQ Rule 5605(d)(2), except as permitted by the applicable NASDAQ rules.
3. The ESG Committee shall elect a Chairperson amongst its members. The Chairperson shall be primarily responsible for the proper functioning of the ESG Committee. He or she shall act as the spokesperson of the ESG Committee and shall be the main contact for the Management Board as well as the Supervisory Board.

§2 Duties

1. The ESG 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 ESG Committee is to assist the Supervisory Board in defining the priorities of the Company with respect to sustainability, including environment, people, and governance together with the Management Board on a rolling basis, and advising on and monitoring the implementation of such priorities.
2. The responsibilities of the ESG Committee include the following:
 - a) assist the Supervisory Board in fulfilling its oversight responsibilities regarding all matters around sustainability, including but not limited to environmental, climate change, supply chain, health and safety, corporate and social responsibility, corporate governance, reputation, diversity, equity and inclusion, community issues and public policy matters relevant to the Company;
 - b) advise the Company and make recommendations on defining the Company's ESG priorities, monitor that such ESG priorities are embedded in the Company's strategy and are aligned with the other objectives of the Company;
 - c) monitor the implementation of the Company's ESG priorities, advise, and make recommendations to the Management Board of the Company on such implementation;
 - d) provide guidance with respect to communications with employees, investors and other stakeholders on ESG objectives and priorities;
 - e) regularly report to the Supervisory Board on the implementation of the ESG priorities as well as on ongoing and/or emerging topics relating to ESG that may affect the business, operations or public image of the Company, and assist the Supervisory Board to ensure that ESG considerations are being properly considered in all deliberations and decisions taken by the Supervisory Board;
 - f) collaborate with the Remuneration Committee to ensure that future members of the Management Board and the Supervisory Board meet the criteria to lead on ESG

objectives; and

- g) perform any other activities consistent with this Charter and the Company's policies and procedures which this Committee, the Supervisory Board or the Management Board may deem necessary or advisable for the ESG Committee to perform.

§3

Meetings and voting procedures

1. The ESG Committee meets at least two times a year at the invitation of its Chairperson. Meetings of the ESG Committee shall be convened, with at least one week notice, by the Chairperson notifying the place and time of the meeting. When required the Chairperson is entitled to waive the notice period stated above.
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 e-mail or other means of electronic communication.
3. The Chairperson of the ESG Committee may invite other individuals to attend meetings of the ESG Committee to the extent legally permissible, such as any officer, employee of the Company or the Company's outside legal counsel or external consultants.
4. 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 ESG Committee unless otherwise provided for in this Charter. The ESG Committee shall have a quorum if at least two of its members participate in the passing of a resolution. Resolutions shall be made with simple majority of the votes cast. In the event of a tied vote, the Chairperson's vote shall decide.
5. Minutes of the meetings and of the resolutions of the ESG Committee must be kept and must be signed by the Chairperson.

§4

Internal procedures

1. The Company shall provide new members of the ESG Committee with appropriate onboarding briefings, and the full ESG Committee with educational resources and other matters as may be appropriate.
2. Each member of the ESG Committee shall have access to and is entitled to examine all ESG-related documents, business information and assets and liabilities of the Company. The ESG Committee will also have access to the Company's facilities and personnel as it requires in the performance of its duties. The ESG Committee may, on a case-by-case basis, authorize a Committee member to exercise the rights assigned to the ESG Committee.
3. The ESG Committee shall review this Charter annually and recommend any proposed changes to the Supervisory Board for approval.
4. This Charter of the ESG Committee shall be published on the Company's website.

§5
Reporting and declarations

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

§6
Confidentiality

Without prejudice to this §6, the members of the ESG 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 ESG Committee. The members of the ESG Committee shall ensure that any employees appointed to support them and all other individuals who have taken part in meetings or assisted the ESG Committee likewise comply with this confidentiality obligation.

§7

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.