Prof Dr. Iris Löw-Friedrich
Chairwoman of the Supervisory Board

Supervisory Board Report

As required by the German Stock Corporation Act, Evotec SE has a two-tier board system consisting of Evotec's Management Board and Evotec's Supervisory Board. The Management Board is responsible for managing Evotec and representing the Company in its dealings with third parties, while the Supervisory Board appoints and dismisses the members of Evotec's Management Board and oversees the management of the Company. German law prohibits the Supervisory Board from making operational management decisions. The two boards, however, work closely together to achieve long-term and sustainable growth for the Company and to create shareholder value. They agree on the Company's strategy and on significant business transactions.

Evotec's Supervisory Board consists of six members – as provided for in the current Articles of Association – all of whom are elected by the shareholders with a simple majority of the votes cast at an Annual General Meeting ("AGM"). The proposal to the AGM is carried out in accordance with the German Corporate Governance Code's recommendations. Regardless of gender, nationality or age, members are appointed based on their qualifications, work experience, independence and diversity. The six current members of Evotec's Supervisory Board were all most recently elected at the AGM 2024. The new Supervisory Board members Dr. Duncan McHale and Wesley Wheeler were initially elected for a term of office of two years, while the re-elected Supervisory Board members were elected for a three-year term of office, except for the Chairperson Prof Dr. Iris Löw-Friedrich who was re-elected for a term of office of two years to allow for a coordinated succession upon her reaching the maximum tenure of 12 years.

The Company provides training sessions with the Management Board and a relevant set of on-boarding materials regarding the nature of the Evotec businesses, statutory documents, policies, rules of procedure etc. for each new Supervisory Board member, which is also accessible to each member in a virtual Board room.

The Supervisory Board appoints a Chairperson and a Vice Chairperson from among its members. Prof. Dr. Iris Löw-Friedrich was elected Chairperson of the Supervisory Board, and Roland Sackers was elected as Vice Chairperson. During 2025 the Supervisory Board started the succession planning process for its Chairperson to allow for a coordinated succession after Prof Dr. Löw-Friedrich reaches the maximum tenure of 12 years at the AGM 2026. Following the definition of the ideal candidate profile based on the most recent skills matrix and competency profile as set out below, the search for such candidates was initiated during summer 2025 with the help of an external search firm. Particular emphasis

was put on reflecting the R&D focus of the company, market knowledge and commercial experience in life sciences as well as the ability to think strategically about M&A and serve as an advisor to the CEO. Finally, the new Chairperson shall operate successfully in a European and US cultural context. Several candidates were presented to the Supervisory Board, and the shortlisted candidates were interviewed by all members of the Supervisory Board as well as the CEO. During Q4 2025, one final external candidate was identified, who is supported by all current Supervisory Board members following an in-depth assessment and interview process. The current Chairperson started the onboarding of prospective candidate in December 2025 to ensure a smooth handover and allow for a head start following the anticipated election of the candidate at the AGM 2026. The prospective successor will be presented in the invitation to the AGM 2026.

The Supervisory Board has determined concrete objectives regarding its composition and competencies and prepared a profile of skills and expertise reflecting the company-specific situation. These objectives and skills profiles are regularly reviewed and discussed within the Supervisory Board to reflect on the ongoing evolution of the Company and its further specific and unique offerings and operational activities. As a consequence, the Supervisory Board agreed in September 2024 on the most recent skills matrix and competency profile set out below.

SKILLS/EXPERTISE	*Iris Löw-Friedrich (Chair; RemCom Chair)*	*Roland Sackers (Deputy Chair; ACC Chair)*	*Camilla Macapili Languille*	*Constanze Ulmer-Eilfort (ESG Chair)*	*Wesley Wheeler*	*Duncan McHale*
Independent Supervisory Board members (Chairman, ACC Chair, RemCom Chair; majority of total members)	X	X	X[1]	X	X	X
Research & Development	X	–	–	–	–	X
Biologics Manufacturing	–	–	X	–	X	–
Biopharma	X	–	X	–	X	X
Small Biotech	–	–	X	–	X	X
Pharma Services	X	X	X	–	–	X
Commercial / B2B	–	–	–	–	X	–
M&A / Partnering	–	–	X	X	X	X
Capital Markets	X	X	X	–	–	–
Accounting / P&L / Risk Management	X	X[2,3]	X[3]	–	–	–
Auditing & Sustainability Reporting	X	X[2,3]	–	X	–	–
Digitization	X	X	–	–	–	–
IT and Cybersecurity	–	X	–	–	–	–
General Management	X	X	X	X	X	X
Legal & Compliance	–	X	–	X	–	–
Environment and Sustainability	X	X	X	X	–	–
Social and HR	–	X	–	X	–	–
Governance	X	X	X	X	X	X
Age of Supervisory Board candidate does not exceed 72 years at the time of the proposal	X (1960)	X (1968)	X (1983)	X (1962)	X (1956)	X (1966)
Nationality	German	German	Canadian	German	US	British
Regional experience in EU, USA, Asia	EU, USA, Asia	EU, USA	EU, USA, MENA	EU	USA	EU, USA
Female Supervisory Board members (at least 30%)	X	–	X	X	–	–

[1] Head of Life Sciences at Mubadala Investment Company: Mubadala Investment Company holds some 7% of the shares in Evotec, but does not exercise control within the meaning of C.9 GCGC

[2] Auditing experience

[3] Accounting experience

In addition, the Supervisory Board decided to keep the age limit of 72 years at the time of (re-)election. The gender quota shall remain at a share of women of 30%. Finally, the Supervisory Board has agreed to a rule of a maximum membership of 12 years. Overall, the Supervisory Board shall remain composed in such a way that the majority of its members are independent, including the Chairperson and Chairpersons of Audit & Compliance Committee and Remuneration & Nomination Committee and that its members as a group possess the knowledge, ability and expert experience required to properly complete its tasks.

Currently, the composition of Evotec's Supervisory Board fulfills all those objectives: All members have an extensive international professional background from working in numerous international companies. All members are considered to be independent under the two-dimensional evaluation criteria of the German Corporate Governance Code, three nationalities are represented and there are three female members. Evotec's aspiration of "diversity of thought" is ensured by composing internationally experienced Management and Supervisory Boards with broad, relevant and complementary skill sets.

Despite her position as Deputy CEO of Direct Investments for Mubadala Investment Company, Camilla Macapili Languille is to be considered an independent Supervisory Board member. Mubadala Investment Company holds approx. 7% of Evotec SE's voting shares and, thus has a material interest in Evotec SE within the meaning of section C.13 of the German Corporate Governance Code. Nevertheless, Mubadala Investment Company is not a controlling shareholder within the meaning of section C.9 of the German Corporate Governance Code. A shareholder's (and thus also Ms. Macapili Languille's) dependency would exist if a controlling agreement existed with the shareholder, the shareholder held an absolute majority of the voting rights or at least a sustainable majority at the Annual General Meeting. A voting share of 7% does not constitute a sustainable majority at the Annual General Meeting in favor of Mubadala Investment Company and, therefore, neither a conflict of interest that is not merely temporary, nor a dependency due to de facto majorities of voting rights, especially since the number of validly cast votes at past general meetings regularly amounted to significantly more than 40% of the share capital.

A significant proportion of the Supervisory Board's work is conducted in committees. Pursuant to the German Stock Corporation Act and the recommendations of the German Corporate Governance Code, Evotec's Supervisory Board has established an Audit & Compliance Committee as well as a Remuneration and Nomination Committee and an ESG Committee from among its members.

Evotec's Audit & Compliance Committee, comprising three members, supports the Supervisory Board in independently monitoring the Company's financial reporting activities and in auditing reports. In particular, the Audit & Compliance Committee reviews the Company's accounting processes, the effectiveness of the internal control system and the audit of the financial statements. In addition, it discusses the quarterly and half-year reports with the Management Board as well as its risk management and IT security systems as well as the Company's compliance management systems. Within the scope of the audit of the financial statements commissioned by the Supervisory Board, the Audit & Compliance Committee also reviews possible transactions with related parties. Moreover, the Audit & Compliance Committee also discusses certain steps and procedures of the audit with the appointed auditing firm, including the auditors' independence, quality, the additional services rendered by the auditor, the issuing of the audit mandate to the auditing firm, the determination of auditing focal points, the fee agreement and compliance issues. The Audit & Compliance Committee exchanges information regularly with the auditor as part of the preparation and implementation of the audit without the Management Board.

The members of the Audit & Compliance Committee possess the required skills and experience. As a Chief Financial Officer, the Audit & Compliance Committee's Chairman Roland Sackers is not only independent, but also has the required specialist knowledge and experience in the application of accounting principles, internal control processes and audit, including sustainability reporting and its audit and assurance. Roland Sackers' expertise in the field of accounting includes special knowledge and experience in the application of accounting principles and internal control and risk management systems, and his expertise in the field of auditing includes special knowledge and experience in the auditing of financial statements. As per her role in Mubadala Investment Company and her professional background, Camilla Macapili Languille also has expertise in the field of accounting, internal control and risk management systems. Neither the Chairman of the Supervisory Board nor a former member of the Management Board may become Chairman of the Audit & Compliance Committee. Evotec's Audit & Compliance Committee Charter can be found on the Company's website under https://www.evotec.com/ir-news/sustainability/governance.

The main duties and responsibilities of the Company's Remuneration & Nomination Committee are to prepare the appointment of Management Board members and to prepare recommendations concerning their remuneration system and Share Performance Plan. The Remuneration & Nomination Committee also prepares the succession planning for both Management Board and Supervisory Board. Final decisions are made by the full Supervisory Board. The Articles of the Remuneration & Nomination Committee can be viewed on the Company's website at the link https://www.evotec.com/ir-news/sustainability/governance.

Considering the increased importance of Environmental, Social and Governance (ESG) aspects in a corporate and global environment, Evotec's Supervisory Board formed an ESG Committee in 2022. The ESG Committee consists of a minimum of two members from the Supervisory Board and is supported by the Head of Global Investor Relations & ESG. Together with the Management Board, the ESG

Committee defines the priorities of Evotec with respect to environment, people and governance on a rolling basis, and advises on and monitors the implementation of these priorities. Evotec's ESG Committee Charter can be found on the Company's website under https://www.evotec.com/ir-news/sustainability/governance.

Each of the committees regularly reports at the Supervisory Board meetings about recent meetings and discussions. Members of all three committees are appointed in accordance with the Code. For detailed information about the composition of the Supervisory Board and its committees during financial year 2025, please find the table below:

		Audit & Compliance Committee	***Remuneration & Nomination Committee***	***ESG Committee***
Tasks		Supports the Supervisory Board in independently monitoring the Company's financial reporting activities and in audit reports. Scrutinizes the Company's accounting processes, the effectiveness of the internal control system as well as its risk management and compliance management systems.	Prepares the appointment of Management Board members and recommendations concerning their remuneration system and the grants of Share Performance Awards.	Together with the Management Board, the ESG Committee defines the priorities of Company with respect to environment, people and governance on a rolling basis, and advises on and monitors the implementation of these priorities.
Members	Prof. Dr. Iris Löw-Friedrich (Chairperson)	–	X (Chair)	–*
	Roland Sackers (Vice-Chairperson)	X (Chair)	X	–
	Camilla Macapili Languille	X	–	–
	Dr. Duncan McHale	–	–	X
	Dr. Constanze Ulmer-Eilfort	X	–	X (Chair)
	Wesley Wheeler	–	X	–

* Iris Löw-Friedrich is permanent guest of the ESG Committee after the resignation of Camilla Macapili Languille following her appointment to the ACC

During 2025, the Supervisory Board held four formal meetings to discuss the operational and strategic developments of the Evotec Group and five extraordinary meetings/calls to discuss certain matters of urgency such as the strategy revision and transformation project and the prospective 5-year plan resulting from the revised strategy as well as the negotiations with Sandoz regarding the potential divestiture of Just-Evotec Biologics EU. The Audit Committee convened separately for five meetings, the Remuneration & Nomination Committee convened for six meetings and the ESG Committee convened for two meetings.

The ordinary meetings of the full Supervisory Board, and its committees were principally held in person. However, both ordinary and extraordinary meetings can also be held by videoconference in case of scheduling and/or travel problems. The Supervisory Board meets regularly in closed session without the Management Board.

The individual participation of the Supervisory Board members in 2025 in meetings of the Supervisory Board of Evotec SE and its committees were as follows:

Supervisory Board member	Member since	SB Meetings	ACC	RemCom	ESG Committee	Total Presence
Prof. Dr. Iris Löw-Friedrich (Chairperson)	2014	9/9	5/5*	6/6	2/2*	100 %
Roland Sackers (Vice-Chairperson)	2019	8/9	5/5	5/6	–	90 %
Camilla Macapili Languille	2022	8/9	5/5	–	–	93 %
Dr. Duncan McHale	2024	6/9	–	–	2/2	73 %
Dr. Constanze Ulmer-Eilfort	2021	9/9	5/5	–	2/2	100 %
Wesley Wheeler	2024	7/9	–	5/6	–	80 %

** As a guest*

At each of the four formal Supervisory Board meetings, the status of the Company's business, its scientific initiatives, its development partnerships, out-licensing activities and regular standard agenda items were discussed. The Supervisory Board was also regularly updated about Evotec's R&D portfolio by the Chief Scientific Officer.

In particular, the Supervisory Board addressed the following specific subjects in detail during its meetings:

– In two extraordinary calls in February and March 2025, the Supervisory Board discussed the status of the strategy revision and transformation project and the prospective 5-year plan resulting from the revised strategy.

– In the regular meeting in April 2025, the Supervisory Board was updated on the financial year 2024 and the potential landing. It also discussed the guidance for the financial year 2025 and the revised strategy which was announced on April 17, 2025. The Supervisory Board was also presented with an update on key projects. It discussed the current profitability challenges of the Company and potential responses, including certain cost savings and efficiency initiatives.

– In a second meeting in April 2025, the Supervisory Board discussed and approved the 2024 annual financial statements and the guidance for the financial year 2025 in the presence of the auditors and approved the achievement of corporate objectives for 2024. As part of this, the Remuneration Report for 2024 was prepared and approved by the Supervisory Board. The sustainability report for Evotec SE and the Group as well as the agenda for the AGM 2025 were also approved. The LTI grants to the Management Board members were approved in a circular resolution in March 2025.

– At the meeting in June 2025, the Supervisory Board received a deep-dive update on the Company's people strategy and the results from an employee survey conducted in Q1 2025. This was followed by a business and financial update together with an update on the cost savings program and the ongoing efforts to strengthen and focus the commercial efforts in D&PD. The Supervisory Board also discussed the potential divestiture of Just-Evotec Biologics EU to Sandoz. After the AGM on June 3, 2025, the Supervisory Board and the Management Board received ESG training from external experts from Mubadala.

– In an extraordinary Supervisory Board call in July 2025, the Supervisory Board was updated on the negotiations with Sandoz regarding the potential divestiture of Just-Evotec Biologics EU and approved the signing of a non-binding term sheet.

– At its meeting in September 2025, the Supervisory Board discussed the operational business of the Company, including the rebuilding and enhancement of the commercial organization together with a forecast on the year-end landing. It also discussed potential cost savings measures to address the year-to-date decline in revenues. An update on the negotiations with Sandoz was provided by the Management Board. Furthermore, the Supervisory Board discussed the results of its efficiency evaluation and agreed on next steps.

– In another extraordinary Supervisory Board call in October 2025, the Supervisory Board was updated on the final negotiations with Sandoz regarding the potential divestiture of Just-Evotec Biologics EU and approved the signing of the share purchase agreement.

– In December 2025, the Supervisory Board discussed and approved the budget for the financial year 2026. Updates on commercial and financial performance, leadership transformation as well as the progress of the cost savings initiatives were provided. The Supervisory Board further discussed Corporate Governance matters, including the format of the AGM 2026. Governance and Compliance are regular topics of the Supervisory Board meeting and lead to the annual announcement of the Corporate Governance declaration in December. The Supervisory Board discussed the performance of the Company in 2025 and agreed on the objectives for 2026.

In all ordinary meetings the Supervisory Board Committees reported on their activities as a standing agenda item.

The Supervisory Board passed resolutions on all individual measures taken by the Management Board which by law or the Articles of Association required the approval of the Supervisory Board.

The Management Board also provided continuous updates to the Supervisory Board through regular verbal and written reports that included in-depth analyses on the status of operations. In addition, the Chairperson of the Supervisory Board and the Chief Executive Officer as well as other members of the Management and Supervisory Boards monitored and discussed current topics such as strategy, planning, commercial, risk management and compliance management systems during numerous conference calls, held whenever appropriate.

Furthermore, in January and February 2025, the Supervisory Board Chair together with the Head of Global IR & ESG and the Global Head of Legal & Compliance of the Company conducted a Governance Roadshow where several investors and proxy advisors met in individual virtual meetings. The main Roadshow topic centered around the future setup of Evotec and the involvement and position of the Supervisory Board in this process, including

- the announced strategy review
- past and potential future changes in management, in particular the CEO position recruitment and the subsequent onboarding process, including wider changes in the leadership team standalone but also in connection with the strategy review
- the succession planning process for the chair position of the Supervisory Board
- the assessment of the compliance failures in connection with the departure of Werner Lanthaler and the subsequent measures; and
- the background on the Triton investment, the processes surrounding the announced but withdrawn Halozyme offer and Evotec's general approach and position in connection with a potential takeover.

The next Governance Roadshow was conducted in February 2026. Feedback from these meetings was analyzed and presented during Supervisory Board meetings as well as relevant committee meetings to inform decision-making.

Outside the Roadshow, the Supervisory Board Chair was also available to discuss Supervisory Board-related issues with investors.

The financial statements and the Management Report for Evotec SE for the financial year 2025 as well as the Consolidated Financial Statements together with the consolidated Management Report of the Evotec Group were audited by BDO AG Wirtschaftsprüfungsgesellschaft, Frankfurt. BDO has audited Evotec since financial year 2021. The managing auditors of BDO for the Evotec Group are Silvia Sartori/Julia Wirth, who were newly appointed from financial year 2023. The auditors issued an unqualified audit opinion.

In preparation for the Supervisory Board meeting on April 7, 2026, the auditors presented the status of the 2025 audit, a summary of key audit findings and other relevant topics to the Audit & Compliance Committee. The Audit & Compliance Committee used this information as guidance for its own evaluation of the statements and reports. The auditors participated in the meeting of the full Supervisory Board in April 2026 and presented a comprehensive report on the audit and their observations, including the Company's compliance and risk management system. The Supervisory Board examined both the financial statements and the Consolidated Financial Statements prepared by the Management Board based on its own judgment, taking into account the Audit Committee's input as well as information on key topics provided by the auditors. Following this, the Supervisory Board approved the financial statements of Evotec SE and the Consolidated Financial Statements for the year 2025. Evotec issued a separate Sustainability Report and a Declaration on Corporate Management in accordance with section 315b and section 315d in conjunction with sections 289b to 289f German Commercial Code (HGB) for financial year 2025. The Supervisory Board examined these reports on the basis of a preliminary review by the Audit Committee and had no objections to the reports.

The Supervisory Board regularly performs a self-evaluation of its efficiency and working mode. In 2025, the evaluation was conducted through a questionnaire collecting detailed input from each Supervisory Board member. The General Counsel analyzed the collected feedback and provided a summary which was then discussed among the full Supervisory Board at its meeting in September 2025. The results of the assessment confirmed a professional and constructive cooperation within the Supervisory Board and with the Management Board based on trust and openness. The composition and the structure of the Supervisory Board, including the committee structure and meeting organization, were confirmed and generally appropriate.

The Supervisory Board was not informed about any potential conflict of interest among its members during 2025.

We wish the entire Company a successful 2026, with the implementation of a refined and focused strategy and the resulting transformation of the Company under the leadership of an experienced management team that has been specifically strengthened to lead the transformation towards profitable growth.

Hamburg, April 7, 2026

The Supervisory Board
Prof. Dr. Iris Löw-Friedrich