

Charter of the Remuneration & Nomination Committee of the Supervisory Board of EVOTEC SE**Document:**

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§1. COMPOSITION

1. The Remuneration & Nomination Committee comprises of a minimum of three members of Evotec's Supervisory Board, including the Chairperson of the Supervisory Board.
2. All Committee Members shall be independent within the meaning of NASDAQ Rule 5605(d)(2), except as permitted by the applicable NASDAQ rules.
3. The chairperson of the Supervisory Board shall serve as the Chairperson of the Remuneration & Nomination Committee. The Chairperson shall be primarily responsible for the proper functioning of the Remuneration & Nomination Committee. He or she shall act as the spokesman of the Remuneration & Nomination Committee and shall be the main contact for the Management Board as well as the Supervisory Board. The Chairperson must be independent of the Company and the Management Board within the meaning of the German Corporate Governance Code.

§2. DUTIES

1. The Remuneration & Nomination 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 Remuneration & Nomination Committee is to assist the Supervisory Board in oversight of compensation of the Management Board and nominations of members to the Management Board as well as members to the Supervisory Board.
2. The Remuneration & Nomination Committee shall provide independent oversight of the compensation of the members of the Management Board as follows:
 - a) review annually the corporate goals and objectives applicable to the compensation of the members of the Management Board, including the Chief Executive Officer ("CEO"), and evaluate at least annually their respective performance in light of those goals and objectives, and make recommendations to the Supervisory Board regarding the corporate goals, objectives and their respective compensation based on the review and the evaluation;
 - b) review and make recommendations to the Supervisory Board regarding the compensation of the members of the Management Board, including incentive compensation plans, equity-based plans and incentive compensation arrangements (to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk), , including, in particular, the regular review of adequacy and structure of the remuneration system for the Management Board members, in particular, taking into account the respective recommendations of the German Corporate Governance Code as well as votes and comments of shareholders of the Company regarding the remuneration system and remuneration reports;
 - c) review, and make recommendations to the Supervisory Board regarding, among others, the adoption, amendment, conclusion, termination or other arrangements in respect of any service agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other members of the Management Board;

- d) assist the Supervisory Board in its long-term succession planning concerning the composition of the Management Board and in its oversight of the Management Board's human resources management, including the Management Board's responsibility for corporate culture, diversity, equity and inclusion, recruiting, retention, attrition, talent management, career development and progression, succession, and employee relations; and,
 - e) review regularly and make recommendations to the Supervisory Board regarding all compensation and benefits for service on the Supervisory Board and Supervisory Board committees as necessary, including the remuneration system for the Supervisory Board.
3. The Remuneration & Nomination Committee shall provide independent oversight of nominations to the Supervisory Board as follows:
- a) determine the qualifications, qualities, skills, and other expertise required to be a member of the Supervisory Board heeding the profile of skills and expertise prepared by the Supervisory Board and to develop, and recommend to the Supervisory Board for its approval, criteria to be considered in selecting nominees for the Supervisory Board;
 - b) identify and screen individuals qualified to become members of the Supervisory Board, consistent with the criteria determined above, including the preparation of the resolution proposals to be submitted to the Annual General Meeting by the Supervisory Board;
 - c) preparing the Supervisory Board's evaluation of the independence of candidates with respect to the standards of the German Corporate Governance Code, the Nasdaq listing standards and the Securities and Exchange Commission;
 - d) review and make recommendations to the Supervisory Board regarding committees' sizes, structures and compositions and the appointment of its members to serve as members of each committee and committee chairperson annually; and
 - e) review and make recommendations to the Supervisory Board regarding any requests from members of the Management Board to stand for election to any outside for-profit boards.
4. The Remuneration & Nomination Committee makes proposals for the appointment and dismissal of members of the Management Board.

§3. COMPENSATION CONSULTANTS

- 1. The Remuneration & Nomination Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser, after taking into account the specified Nasdaq factors. The Remuneration & Nomination Committee shall be directly responsible for the appointment and oversight of the work of any compensation consultant, legal counsel and other adviser retained by it. The Company must pay a reasonable compensation, as determined by the Remuneration & Nomination Committee, to a compensation consultant, legal counsel or any other adviser retained by it.
- 2. Should the Remuneration & Nomination Committee retain or obtain the advice of an external compensation consultant, legal counsel or other adviser, to develop the remuneration system for the Management Board and to evaluate whether the remuneration is appropriate, the Remuneration &

Nomination Committee shall ensure that such expert is independent from both the Management Board and the Company.

**§4.
MEETINGS AND VOTING PROCEDURES**

1. The Remuneration & Nomination Committee meets at least semi-annually at the invitation of its Chairperson. Meetings of the Remuneration & Nomination 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 via telefax or e-mail.
3. The Chairperson of the Remuneration & Nomination Committee may invite other individuals to attend meetings of the Remuneration & Nomination Committee to the extent legally permissible, such as any officer, employee of the Company or the Company's outside legal counsel or compensation consultants. The Management Board members may not be present during voting or deliberations on their respective compensation.
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 Remuneration & Nomination Committee unless otherwise provided for in this Charter. The Remuneration & Nomination Committee shall have a quorum if at least three 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 Remuneration & Nomination Committee must be kept and must be signed by the Chairperson.

**§5.
INTERNAL PROCEDURES**

1. The Company shall provide new members of the Remuneration & Nomination Committee with appropriate onboarding briefings, and the full Remuneration & Nomination Committee with educational resources and other matters as may be appropriate.
2. The Remuneration & Nomination 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 in connection with its duties. The Remuneration & Nomination Committee will also have access to the Company's facilities and personnel as it requires in the performance of its duties, to the extent permitted by statutory law. The Remuneration & Nomination Committee may, on a case-by-case basis, authorize a Committee member to exercise the audit rights in line with statutory law.
3. The Remuneration & Nomination Committee shall review this Charter annually and recommend any proposed changes to the Supervisory Board for approval.
4. This Charter of the Remuneration & Nomination Committee shall be published on the Company's website.

§6.**REPORTING AND DECLARATIONS**

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

§7.**CONFIDENTIALITY**

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

§8.**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.