



Prof. Dr. Iris Löw-Friedrich
Chair 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 business transactions that are significant.

Evotec's Supervisory Board consists of six members – as provided 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. Four of the current members of Evotec's Supervisory Board were elected at

the AGM 2019. Following the resignation of Kasim Kutay with effect as of the AGM 2022, the AGM 2022 has elected Camilla Macapili Languille as his successor to the Supervisory Board. The Company provides a relevant set of on-boarding materials regarding statutory documents, policies, rules of procedures etc. for each new Supervisory Board member which is also accessible to each member in a virtual Board room.

The Supervisory Board appoints a Chair and one Vice Chair from among its members. Prof. Dr. Iris Löw-Friedrich is elected Chair of the Supervisory Board, and Roland Sackers is elected as Vice Chair.

The members of the Supervisory Board are elected for a term of five years and may be re-elected. A shortening of the five-year term as well as staggering of terms is envisaged from the next election. The term of the new Supervisory Board ends with the close of the AGM 2024 that is charged with approving the actions of the members of the Supervisory Board in the 2023 fiscal year.

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 stipulate that the activities of the Company shall be represented by having a majority of independent Supervisory Board members with national and international experience in the respective fields of (i) Research and Development, (ii) Finance, Capital markets, Legal, Corporate Governance, (iii) Marketing and Sales and Operations, (iv) Healthcare Economy/Public Health and (v) expertise on the sustainability issues that are significant for the Company. In addition, the Supervisory Board shall ensure that the individual age of a candidate shall not exceed 72 years at the time of the proposal. The Supervisory Board has set a gender quota for itself with a share of women of 30%. Finally, the Supervisory Board has currently agreed on two full terms as the regular limit of length of membership to the Supervisory Board, which may be adjusted together with the planned shortening of terms following the AGM 2023. Overall, the Supervisory Board shall be composed in such a way that the majority of its members are independent 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 fulfils all those objectives. All members have an extensive international professional background from working in numerous internationally operating companies. All members are considered as independent following the two-dimensional evaluation criteria of the German Corporate Governance Code, three nationalities are

represented and there are four female members. Evotec's aspiration of a "diversity of thought" is ensured by composing internationally experienced Management and Supervisory Boards with broad based skill sets.

Prof. Dr Löw-Friedrich is also to be regarded as independent within the meaning of recommendation C.7 of the German Corporate Governance Code in its current version as of 28 April 2022. Although Prof. Dr Löw-Friedrich is on the Management Board of UCB S.A., which is an Evotec customer, the Evotec Group's turnover with the UCB Group is only about 0.5% of the total turnover of the Evotec Group, so that no material business relationship between Evotec and UCB within the meaning of recommendation C.7 is to be assumed. Moreover, Prof. Dr Iris Löw-Friedrich is responsible at UCB's Management Board for world-wide clinical development and life-cycle of marketed products but not for discovery research and pre-clinical development and manufacturing, which are the only subjects of the services provided by Evotec to UCB. Since these services are not of significant business value, they are neither discussed within the UCB Management Board nor Evotec's Supervisory Board.

Despite her position as Head of Life Sciences at 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 favour 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. Dr Mario Polywka's cooling off period pursuant to section C.7 of the German Corporate Governance Code expired at the end of 2020.

Notwithstanding Section C.5 of the German Corporate Governance Code, Prof. Dr Iris Löw-Friedrich also has a seat in the Supervisory Board of Fresenius SE & Co. KGaA. However, Prof. Dr Iris Löw-Friedrich has always devoted sufficient time to perform her function, including attendance at all board and committee meetings and availability to connect with internal and external stakeholders, and has plausibly demonstrated that this will also be the case in the future. Information on the professional affiliations of Supervisory Board members can be found on page 142.

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 – newly established in 2022 – 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 compliance management systems. Within the scope of the audit of the financial statements commissioned by the Supervisory Board, the

SKILLS/EXPERTISE	<i>Prof. Dr Iris Lów-Friedrich (Chair)</i>	<i>Roland Sackers (Vice-Chair)</i>	<i>Camilla Macapili Languille</i>	<i>Dr Mario Polywka</i>	<i>Dr Constanze Ulmer-Eilfort</i>	<i>Dr Elaine Sullivan</i>
Independent Supervisory Board members	X ¹⁾	X	X ²⁾	X ³⁾	X	
Experience in the fields of Research & Development	X	–	–	X	–	
Experience in the fields of Finance & Capital markets	–	X ⁴⁾	X	X ⁵⁾	X	
Experience in the fields of Legal & Compliance	–	X	–	–	X	
Experience in the fields of ESG	X	X	X	–	X	
Experience in the fields of Marketing and Sales and Operations	X	–	–	X	–	
Experience in the fields of Healthcare Economy and Public Health	X	–	X	–	–	
Age of a candidate shall not exceed 72 years at the time of the proposal	X (1960)	X (1968)	X (1983)	X (1963)	X (1962)	X (1963)
Regional experience	EU, USA, Asia	EU, USA	EU, USA, MENA	EU, USA	EU	EU, USA, Asia
Female members	X	–	X	–	X	
Two full terms as the regular limit of length of membership to the Supervisory Board	X (2014)	X (2019)	X (2022)	X (2019)	X (2021)	X (2015)

¹⁾ Management Board Member of UCB: The business relationship with UCB as a customer of Evotec is considered immaterial (~0.5% of 2022 group revenue)

²⁾ Head of Life Sciences of Mubadala Investment Company: Mubadala Investment Company holds ~7% of Evotec's shares but does not have control as defined in C.9 of GCGC

³⁾ Cooling-Off Period as per C.7 of GCGC has expired by end of 2020

⁴⁾ Experience in audit and accounting

⁵⁾ Experience in accounting

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 Committee possess the required skills and experience. As a Chief Financial Officer, the Audit Committee's Chairman Roland Sackers is not only independent, but also has the required specialist knowledge and experience in the application of accounting principles and internal control processes as well as the 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. In addition, as a former member of the Management Board of Evotec, Dr Mario Polywka has expertise in the field of accounting, internal control and risk management systems. Neither the Chair/Chairperson of the Supervisory Board nor a former member of the Management Board may become Chair of the Audit Committee. Evotec's Audit and Compliance Committee Charter can be found on the Company's website under <https://www.evotec.com/en/investor-relations/governance>.

The main duties and responsibilities of the Company's Remuneration and Nomination Committee are to prepare the appointment of Management Board members and to prepare recommendations concerning their remuneration system and Share Performance Plan. Final decisions are made by the full Supervisory Board. The Articles of the Remuneration and Nomination Committee can be viewed on the Company's website under the link <https://www.evotec.com/en/investor-relations/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 three members from the Supervisory Board and is supported by the Company's CEO, the Global Head of HR and 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 is advising on and monitoring the implementation of these priorities. Evotec's

ESG Committee Charter can be found on the Company's website under <https://www.evotec.com/en/investor-relations/governance>.

Each of the committees regularly report 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, please find the table below:

UNTIL AGM 2022	INITIALLY ELECTED TO THE COMPANY'S SUPERVISORY BOARD	AUDIT AND COMPLIANCE COMMITTEE	REMUNERATION AND NOMINATION COMMITTEE
Prof. Dr Iris Löw-Friedrich (Chair)	2014		X (Chair)
Roland Sackers (Vice Chair)	2019	X (Chair)	
Kasim Kutay	2020		
Dr Mario Polywka	2019	X	
Dr Constanze Ulmer-Eilfort	2021	X	
Dr Elaine Sullivan	2015		

FROM AGM 2022	INITIALLY ELECTED TO THE COMPANY'S SUPERVISORY BOARD	AUDIT AND COMPLIANCE COMMITTEE	REMUNERATION AND NOMINATION COMMITTEE	ESG COMMITTEE
Prof. Dr Iris Löw-Friedrich (Chair)	2014		X (Chair)	
Roland Sackers (Vice Chair)	2019	X (Chair)	X	
Camilla Macapili Languille	2022			
Dr Mario Polywka	2019	X		
Dr Constanze Ulmer-Eilfort	2021	X		X (Chair)
Dr Elaine Sullivan	2015		X	

In the course of 2022, the Supervisory Board held four formal meetings and one extraordinary meeting to discuss the operational and strategic developments of the Evotec Group. The Audit Committee convened separately for four formal and four extraordinary meetings, the Remuneration and Nomination Committee convened for three ordinary meetings and one extraordinary meeting, and the ESG Committee

convened for three meetings (including one constituent meeting). The ordinary meetings of the full Supervisory Board, the Remuneration and Nomination Committee and the ESG Committee in 2022 were principally held in person. Three of the four ordinary Audit and Compliance Committee meetings and all extraordinary meetings of the Supervisory Board and the Committees were held per

videoconference. Regularly, the Supervisory Board met in closed session without the Management Board.

The individual attendance of the Supervisory Board members in 2022 at meetings of the Supervisory Board of Evotec SE and its committees was as follows:

SUPERVISORY BOARD MEMBER	NUMBER OF SUPERVISORY BOARD AND COMMITTEE MEETINGS	ATTENDANCE	PRESENCE
Prof. Dr Iris Löw-Friedrich (Chair)	5+4**	5+4	100%
Roland Sackers (Vice Chair) ¹⁾	5+6+4	5+6+4	100%
Kasim Kutay ¹⁾	3+1	1+0	25%
Camilla Macapili Languille ²⁾	2+3	2+3	100%
Dr Mario Polywka	5+6	5+6	100%
Dr Constanze Ulmer-Eilfort	5+6+3	5+6+3	100%
Dr Elaine Sullivan	5+4+3	3+4+2	75%

¹⁾ Since AGM in June 2022

²⁾ Until AGM in June 2022

*Commercially rounded

**SB meetings + Committee meetings

At each Supervisory Board meeting, 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 is also regularly updated about Evotec's R&D portfolio, including in-depth discussions with the Chief Scientific Officer.

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

- ▶ In April 2022, the Supervisory Board discussed and approved the 2021 annual financial statements and the guidance for the fiscal year 2022 in one formal and one extraordinary meeting in the presence of the auditors and approved the achievement of Corporate Objectives for 2021 and the bonus payments for the Management Board members for their performance in 2021. As part thereof the Remuneration Report for 2021 was prepared and approved by the Supervisory Board. The Supervisory Board also discussed the Company's compliance and risk management system in the March meeting and approved the Corporate Objectives 2022 and the preliminary agenda for the Annual General Meeting 2022. The sustainability report for Evotec SE and the Group was also discussed and approved. The Supervisory Board also recommended BDO AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main as

the auditor to be selected and to be suggested to the Annual General Meeting following a respective tendering process. Furthermore, an update from the Governance Roadshow was provided and the Supervisory Board reviewed potential acquisition and equity projects. The LTI grants to the Management Board members were approved in a circular resolution in January 2022, as well as the Restricted Share Awards granted to the Chief Operating Officer and the Chief Business Officer in May 2022. Ahead of the start of the new Chief Business Officer in May 2022, the rules of procedure for the Management Board were discussed and the allocation of responsibilities adjusted.

- ▶ At the meeting in June 2022, the Supervisory Board focused on the upcoming Annual General Meeting, the operational business of the Company and on strategic development opportunities, including potential M&A projects, the approval of new equity investments and academic BRIDGEs. The new Chief Business Officer shared his first impressions since his start in May 2022 and the best structure for Business Development was discussed. The Management Board also provided an update on SOX (Sarbanes-Oxley Act) compliance.
- ▶ At its meeting in September 2022, the Supervisory Board discussed the operational business of the Company, including the significant cost increase, e.g. for energy. It also discussed strategic development opportunities

and approved certain further equity investments. Furthermore, certain business areas were presented to the Supervisory Board. Finally, the newly established ESG Committee reported from its constituent meeting and the Supervisory Board discussed the ESG strategy and priorities for 2023 and beyond.

- ▶ In December 2022, the Supervisory Board discussed and approved the budget for the fiscal year 2023 as well as regular Corporate Governance matters. 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 2022 and the objectives for 2023 and reviewed the current risk report as well as the compliance management system that was systematically established in 2022. It further discussed the Company's contribution to the Science-based Target Initiative, balancing its growth and responsibility for the planet.

The Supervisory Board passed resolutions on all individual measures taken by the Management Board, which by law or the Statutes 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.

The information provided included written monthly management reports with extensive coverage of the Company's financial figures for the previous month, accompanied by detailed comments and explanatory text. In addition, the Chair of the Supervisory Board and the Chief Executive Officer as well as other members of the Management and Supervisory Board monitored and discussed current topics such as strategy, planning, risk management and compliance management systems during numerous conference calls, held whenever appropriate.

Furthermore, in February 2022 the Supervisory Board Chair together with the Head of Global IR & ESG, the Global Head of HR and the Global Head of Legal of the Company conducted a Governance Roadshow where several investors and proxy advisors were met in individual virtual meetings. In these meetings, the Chair provided a strategic outlook and an overview on topics relevant for the Supervisory Board and ESG related focus areas. In addition, the design of the revised Management Board remuneration system was introduced to collect the investors' and proxy advisors' feedback prior to seeking approval at the Annual General Meeting. The next Governance Roadshow was conducted in February 2023.

The Supervisory Board Chair is also available outside such roadshows to discuss Supervisory Board-related issues with investors.

The financial statements and the Management Report for Evotec SE for the fiscal year 2022 as well as the Consolidated Financial Statements together with the Consolidated Management Report of the Evotec Group were audited by BDO AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main. The managing auditor of BDO for the Evotec Group is Dr Jens Freiberg. The auditor issued an unqualified audit opinion.

In preparation for the Supervisory Board meeting on 13 April 2023, the auditors presented the status of the 2022 audit, a summary of key audit findings and other relevant topics to the Audit and Compliance Committee. The Audit and 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 2023 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 2022. 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 fiscal year 2022. The Supervisory Board examined these reports on the basis of a preliminary review by the Audit Committee and has no objections to the reports.

The Supervisory Board regularly performs a self-evaluation of its efficiency and working practices. In 2022, the evaluation was for the first time facilitated by external advisors who collected detailed input by interviewing each Supervisory Board member, each Management Board member and some key stakeholders. The external advisors analysed the collected feedback and provided a summary to the Chair and the full Supervisory Board which was then discussed by the full Supervisory Board in a full-day workshop facilitated by the external advisors. The results of the assessment confirm 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 as generally appropriate. Notwithstanding the foregoing, the Supervisory Board developed and discussed recommendations for improvement. Approved changes will be implemented with the support (if needed) of the Management Board and the General Counsel, such as e.g. a dedicated strategy day once a year, shortened term of mandate and staggering of succession planning for the Supervisory Board, and revision of the onboarding materials for new Supervisory Board and Management Board members.

The Supervisory Board Chair has pro-actively engaged with stakeholders throughout the year, including major institutional investors, to discuss the voting results of the previous general meeting, ESG strategy, the implementation of the revised remuneration policy as well as the composition of the board. Feedback from these meetings was analysed and presented during Supervisory Board as well as relevant committee meetings to inform decision making.

The Supervisory Board was not informed of any potential conflict of interest among one of its members in the course of 2022.

The year 2022 was a particularly difficult and demanding year with substantial headwinds from the pandemic but also from the broader socio-economic challenges. We all recognize the impact of the war in Ukraine, of inflation, the energy crisis, the threat of a recession and many more simultaneous adverse events on our personal and professional lives. These circumstances make the performance and resilience of the 5,000 people who are Evotec even more impressive. The Supervisory Board is deeply grateful to the Company's employees and to the Management Board for their strong commitment and dedication and for the excellent work done in the year under review. Thank you very much! We wish you further success in 2023 and the joy of continuing to build a unique company. ●

Hamburg, 12 May 2023

The Supervisory Board
Prof. Dr Iris Löw-Friedrich