



Convenience translation – German version published in the Federal Gazette
(Bundesanzeiger) as of 03 May 2013 binding

Evotec AG
Hamburg
– ISIN DE 000 566 480 9 –
– WKN 566 480 –

We invite our shareholders to the

Ordinary General Meeting 2013

which will take place on Wednesday, 12 June 2013, at 10:00 a.m. (CEST) at the Radisson Blu Hotel Hamburg Airport, Flughafenstr. 1-3, 22335 Hamburg.

The agenda and the proposed resolutions are as follows:

- 1. Presentation of the approved annual financial statements and the consolidated financial statements of Evotec AG as of 31 December 2012, as approved by the Supervisory Board, the management reports for Evotec AG and the Group for fiscal year 2012, the report of the Supervisory Board, and the comments by the Management Board regarding this information pursuant to §§ 289 (4), 315 (4) of the German Commercial Code (Handelsgesetzbuch, HGB).**

On 12 March 2013, the Supervisory Board approved the annual financial statements and the consolidated financial statements that had been prepared by the Management Board. Thus, approval by the General Meeting is waived. The aforementioned documents must be made available to the General Meeting, without requiring a resolution as per the German Stock Corporation Act (Aktengesetz, AktG). Within the context of their right to obtain information, shareholders will have an opportunity to ask questions regarding these documents at the General Meeting.

- 2. Resolution regarding formal approval of the actions of the members of the Management Board for fiscal year 2012.**

The Supervisory Board and the Management Board propose that the actions of the members of the Management Board for fiscal year 2012 be formally approved.

- 3. Resolution regarding the formal approval of the actions of the members of the Supervisory Board for fiscal year 2012.**

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board for fiscal year 2012 be formally approved.

- 4. Resolution regarding the appointment of the auditor for the annual financial statements and the consolidated financial statements for fiscal year 2013.**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Ludwig-Erhard-Strasse 11-17, 20459 Hamburg, be appointed as auditor of the annual financial statements and the consolidated financial statements and—if the appointment is resolved—as the auditor that reviews the interim financial reports for fiscal year 2013.

Prior to presenting the nomination, the Supervisory Board obtained a declaration from KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, affirming its independence, as provided by the German Corporate Governance Code.

- 5. Special Supervisory Board elections**

Dr Flemming Ørnskov, Chairman of the Supervisory Board, informed the Company in due time in accordance with § 8 (6) of the Articles of Association about his withdrawal from his position as member and Chairman of the Supervisory Board by the end of the Annual General Meeting on 12 June 2013.

Convenience translation – German version published in the Federal Gazette
(Bundesanzeiger) as of 03 May 2013 binding

The Company's Supervisory Board consists of six persons (§§ 96 (1), 101 (1) AktG [German stock corporation law], § 8 (1) of the Articles of Association) who are to be elected by the General Meeting. § 1 DrittelbG [part of the German Co-Determination law] does not apply. The General Meeting is not bound to choose from the proposed slate of candidates.

For the remaining term of office of the departing member, thus with effect from the end of the General Meeting 2013 to the end of the General Meeting which votes on the approval of the actions taken in fiscal 2013, the Supervisory Board proposes, in accordance with § 8 (5) of the Articles of Association, to have the following person elected to a position on the Supervisory Board:

Dr Claus Braestrup, resident in Copenhagen, Denmark, works as consultant.

Dr Braestrup is a former president and CEO and a former head of Research and Development of H. Lundbeck A/S. He has previously served at Novo Nordisk A/S as vice president of pharmaceutical research, president of its CNS Division and president of the Diabetes Care Division, at Schering AG as head of preclinical drug research and at Ferrosan A/S in Drug Discovery.

Dr Braestrup holds the following board of directors' seats and seats in similar domestic and foreign boards:

- chairman of the board of Aniona ApS seated in Farum, Denmark
- member of the board of listed Bavarian Nordic A/S seated in Kvistgard, Denmark
- member of the board Santaris Pharma A/S seated in Hørsholm, Denmark
- member of the board of listed Evolva Holding SA seated Reinach, Switzerland
- member of the board of Gyros AB seated in Uppsala, Sweden.

Dr. Braestrup is a Danish national, born in 1945. Dr. Braestrup holds a Master's degree in Chemical Engineering and is Master of Science in Biochemistry. He is Doctor of Medical Science and former Adjunct Professor in Neuroscience at the University of Copenhagen

The special competencies possessed by Dr. Braestrup that would be important for the performance of his duties in the Company are his scientific and drug discovery qualifications and his extensive executive experience from publicly traded, international pharmaceutical companies.

The Supervisory Board does not see any personal or professional relationships between Dr Braestrup and Evotec AG or its affiliated companies, the Company's boards or between Dr Braestrup and a shareholder holding a material interest, which would have to be disclosed according to section 5.4.1 of the German Corporate Governance Code in its current version dated 15 May 2012 nor any conflicts of interests as defined by section 5.5 of the German Corporate Governance or lack of independence as defined by section 5.4.2 German Corporate Governance Code

With regard to the proposed candidate, the Supervisory Board considered all of the objectives regarding its composition in accordance with the provisions of the German Corporate Governance Code.

According to the Supervisory Board's vote in its current composition, the Supervisory Board intends to elect Dr Walter Wenninger as Chairman of the Supervisory Board and Roland Oetker as Vice Chairman of the Supervisory Board following Dr Flemming Ørnkov's withdrawal from the Supervisory Board.

6. Resolution regarding amendments to § 12 of the Articles of Association (Remuneration of Supervisory Board members)

The Management Board and the Supervisory Board propose that the following resolutions be passed:

§ 12, pars. 1 to 6 of the current version of the Articles of Association shall be cancelled and replaced by the following new paragraphs 1 to 5:

Convenience translation – German version published in the Federal Gazette
(Bundesanzeiger) as of 03 May 2013 binding

- “(1) In addition to reimbursing their out-of-pocket-expenses and any sales tax payable in connection with their compensation and expenses for each fiscal year, the members of the Supervisory Board get paid a fixed compensation in accordance with the following provisions starting with the 2013 fiscal year.
- (2) The fixed annual compensation payable upon expiration of the given fiscal year shall be EUR 25,000 per Supervisory Board member. The Chairman of the Supervisory Board shall be paid three times that amount and the Deputy Chairman twice that amount. Supervisory Board members serving on its committees shall be paid EUR 3,750 per committee membership; the chairman of a committee shall be paid EUR 20,000. The foregoing amounts for service on committees shall apply solely if the respective committee met during the given fiscal year.
- (3) The compensation payable to Supervisory Board members shall be prorated if they do not serve on the Supervisory Board during the entire fiscal year. If a member of the Supervisory Board does not serve in a position that is linked to a higher level of compensation during the entire fiscal year, the foregoing sentence shall apply analogously to the compensation applicable to the respective position.
- (4) The Company shall insure members of the Supervisory Board at its own cost against civil law and criminal law-related litigation in connection with the exercise of their mandates at an appropriate level (D&O) and assume the costs of the legal defence in connection with such litigation as well as taxes possibly incurred on such cost.
- (5) Insofar as members of the Supervisory Board take on the necessary training and further education measures required for their tasks in accordance with the provisions of the German Corporate Governance Code, all costs related to these measures will be reimbursed by the Company.

Voluntary report by the Management Board to the General Meeting on item 6 of the agenda:

The amount of compensation to be paid to Supervisory Board members (formerly § 12, pars. 2 and 3 of the Articles of Association) remains unchanged, while the previously additional performance-based compensation shall be deleted without replacement (formerly § 12 (4) of the Articles of Association).

The Company considers that a purely fixed compensation is more suitable in order to meet the consulting and control requirements of the Supervisory Board independently of the Company's performance, since it underlines the Supervisory Board's independence. Consequently, a growing number of the 30 DAX companies converted their compensation schemes into schemes purely based on fixed compensation, which is in line with the requirements of the German Corporate Governance Code. The Government Commission German Corporate Governance Code explicitly revoked its recommendation of (partially) performance-related compensation of Supervisory Board members stated in section 5.4.6, (2) of the German Corporate Governance Code as published on 26 May 2010 in its current version of the German Corporate Governance Code as published on 15 May 2012.

The conversion from a fixed compensation - partially made in cash or shares - to a fixed cash compensation also follows a trend of companies listed in an index. In particular, this change reduces the complexity of the compensation of the Supervisory Board and substantially simplifies the distribution process. The purchase of shares by the Company for the additional share-based fixed compensation of the Supervisory Board (formerly § 12 (3) of the Articles of Association) carried out according to a formula and the transfer of the shares to the corresponding members of the Supervisory Board cause a significant additional administrative burden for the Company. Furthermore, this type of compensation poses questions concerning the right time for the purchase and the consideration of possible inside information or any kind of other information. By implementing a purely fixed cash compensation, these risks will be eliminated and the administrative burden will be reduced significantly.

7. Resolution regarding further amendments to the Articles of Association

The administration compared the Company's Articles of Association to Articles of Association of other companies listed in an index. As a result, the administration discovered that some of the

Convenience translation – German version published in the Federal Gazette
(Bundesanzeiger) as of 03 May 2013 binding

provisions in the Articles of Association can be considerably simplified. Thus, the Company proposes to adapt the Articles of Association in accordance with commonly used provisions.

The Management Board and the Supervisory Board propose that the following resolutions be passed:

a) § 8 (2) of the Articles of Association (Composition of the Supervisory Board) shall be deleted without replacement. Paragraphs 3 to 6 of the current version shall become § 8, pars. 2 to 5 of the Articles of Association.

b) § 8 (6) of the Articles of Association (Resignation of Supervisory Board members) (§ 8 (5) in the future) is hereby amended and redrafted as follows:

“(5) Every member of the Supervisory Board and every substitute member may resign his position with a four week notice period also without cause, through written declaration addressed to the Chairman of the Supervisory Board or the Management Board. If for good cause, the resignation may take effect immediately.”

c) § 9 (1) of the of the Articles of Association (Chairman, Deputy Chairman) is hereby supplemented by sentence 2:

“If the Chairman or his deputy resigns his office before expiration of his term of office, the Supervisory Board shall hold a new election to replace the resigning chairman or deputy.”

d) § 10 (1) sentence 2 of the Articles of Association (Chairman, Deputy Chairman) is hereby amended and redrafted as follows:

“The invitation shall be issued in writing, by telephone, telegraphically, by fax or with aid of other means of electronic communication using the address last disclosed to the Management Board.”

e) § 10 (2) sentence 2 of the Articles of Association (Chairman, Deputy Chairman) is hereby amended and redrafted as follows

“However, meetings and the adoption of resolutions are also permitted in writing, by telephone, telegraphically, by fax or with aid of other means of electronic communication if the Chairman of the Supervisory Board deems it relevant on individual occasions.”

f) § 10 (3) of the Articles of Association (Chairman, Deputy Chairman) is hereby amended and redrafted as follows:

“(3) A quorum shall be deemed constituted by the Supervisory Board if at least half of its members, as statutory required, participate in the adoption of a resolution in person or in writing or by voting through other permissible means. Any member who abstains in the vote on the resolution is deemed to participate.”

g) In section IV. of the Articles of Association, a new § 13 (Duty of Secrecy) will be inserted as follows:

**“§ 13
Duty of Secrecy**

The members of the Supervisory Board are required to maintain secrecy regarding confidential data and secrets of the Company of which they become aware during their duties as members of the Supervisory Board. This duty of secrecy also applies following their retirement from office.”

Consequently, § 13 (Place, Summoning and Right of Participation), § 14 (Conduct of General Meeting, Transmission), § 15 (Adoption of Resolutions in the General Meeting), § 16 (Scientific Advisory Board), § 17 (Rendering of Accounts and Appropriation of Profits), § 18 (Amendment of the Version of these Articles of Association) and § 19 (Formation Expenditure) of the Articles of Association in its current version will become §§ 14 to 20 in the new version of the Articles of

Convenience translation – German version published in the Federal Gazette
(Bundesanzeiger) as of 03 May 2013 binding

Association with unchanged wording, insofar as this is not altered by the following proposed amendments to the Articles of Association.

- h) In § 13 of the Articles of Association (Place, Summoning and Right of Participation) (§ 14 of the Articles of Association in the future), the following new paragraph 7 shall be added:

“(7) The Management Board may provide for shareholders to participate in the General Meeting without being present at the location where it is being held and to exercise their rights through written or electronic communication (postal vote). It can determine the specifics of the postal voting process. Should the Management Board make use of this authorisation, detailed information shall be provided in the notice of the General Meeting.”

- i) In § 15 (2) of the Articles of Association (Adoption of Resolutions in the General Meeting) (§ 16 (2) of the Articles of Association in the future), the following new sentence 4 shall be added:

“§ 135 AktG remains unaffected.”

The previous sentence 4 shall become sentence 5.

- j) § 15 (3) of the Articles of Association (Resolutions in the General Meeting) (§ 16 (3) of the Articles of Association in the future) is hereby amended and redrafted as follows:

“(3) Unless otherwise provided by these Articles of Association or by law, resolutions of the General Meeting are adopted by the simple majority of all votes cast and, where a capital majority is required, by a simple majority of the capital stock represented when the vote is taken.”

- k) Section VI. and § 16 of the Articles of Association in its current version (Scientific Advisory Board) shall be deleted without replacement. The following sections VII. (Rendering of Accounts and Appropriation of Profits) and VIII. (Final Stipulations) of the Articles of Association in its current version will become sections VI. (Rendering of Accounts) and VII. (Final Stipulations) in the new version of the Articles of Association. Due to the insertion of the new § 13 of the Articles of Association (see item 7 (g) above), §§ 17 (Rendering of Accounts and Appropriation of Profits), 18 (Amendment of the Version of these Articles of Association) and 19 (Formation Expenditure) remain §§ 17 to 19 of the new version of the Articles of Association; § 17 as proposed in item 7 (l) above and §§ 18 and 19 with unchanged wording.

- l) § 17, pars. 1 to 4 of the Articles of Association (Rendering of Accounts and Appropriation of Profits) shall be deleted and replaced by the following new paragraphs 1 to 3:

“(1) The Management Board shall prepare the annual financial statements (statement of financial conditions and income statement), the management report, consolidated financial statements and Group management report for the previous fiscal year within the statutory periods and shall submit them to the Supervisory Board and to the auditors as soon as they have been prepared. At the same time, the Management Board shall present to the Supervisory Board the proposal of the Management Board for the resolution to be adopted by the Annual General Meeting on the appropriation of the balance sheet profit.

(2) The Supervisory Board shall examine the annual financial statements, the management report, the proposal for the resolution on the appropriation of the balance sheet profit and the consolidated financial statements and Group management report and report the results of its examination in writing to the General Meeting. The Supervisory Board shall submit the report within one month after the receipt of the documents to the Management Board and inform the Management Board as well as adopt a resolution on whether or not it approves the annual financial statements and consolidated financial statements as provided by the Management Board. If the Supervisory Board approves the annual financial statements, the latter shall be deemed adopted.

Convenience translation – German version published in the Federal Gazette
(Bundesanzeiger) as of 03 May 2013 binding

- (3) The Annual General Meeting shall decide on the appropriation of the balance sheet profit resulting from the approved annual financial statements.”

The previous paragraph 5 shall become paragraph 4.

Documents made available to the shareholders

From the time the General Meeting is convened, the following documents shall be made available to the shareholders for inspection in the business premises of Evotec AG, Manfred Eigen Campus, Essener Bogen 7, 22419 Hamburg during the usual business hours and shall be accessible on the internet as of this time, at <http://www.evotec.com> in section „Investors”, “Events/Annual General Meeting”:

- The documents mentioned in item 1 of the agenda;
- The voluntary report by the Management Board to the General Meeting on item 6 of the agenda;
- A synopsis of the Articles of Association which demonstrates the amendments to the current version of the Articles of Association as proposed in items 6 and 7 of the agenda.

Upon request, each shareholder shall be sent a copy of the aforementioned documents by the Company, immediately and free of charge. The documents shall also be available at the General Meeting.

Total number of shares and voting rights

At the time of convening the General Meeting, the Company’s share capital amounts to EUR 118,546,839.00. It is split into 118,546,839 no-par value bearer shares. Each no-par value share grants one vote in the General Meeting. Therefore, the total number of shares and voting rights at the time of convening the General Meeting amounts to 118,546,839 shares and voting rights. No different types of shares exist. At the time of convening the General Meeting, the Company holds 766,171 own shares. The Company has no rights in respect of these shares.

Participation at the General Meeting and exercise of the voting right

Pursuant to § 13 of the Articles of Association, each shareholder is entitled to participate in the General Meeting and exercise his/her voting right in the General Meeting, who registers with the Company in text form prior to the General Meeting (§ 126b German Civil Code (Bürgerliches Gesetzbuch, BGB)), specifying the number of shares to which the registration relates and proves his/her entitlement to participate in the General Meeting and exercise the voting right through evidence of share ownership in text form (§ 126b BGB) through the depository institution. The registration and evidence must be composed in German or English language and received by the Company at the following office, under the specified address, telefax number or e-mail address (the **registration address**) by no later than by midnight (CEST) on **05 June 2013, 24:00**:

Evotec AG
c/o Deutsche Bank AG
Securities Production
General Meetings
PO Box 20 01 07
60605 Frankfurt am Main
Germany

Telefax: +49 69 12012-86045
E-mail: WP.HV@Xchanging.com

The specific evidence of share ownership must relate to the beginning of the twenty-first day prior to the date of the General Meeting, in other words, **22 May 2013, 00:00 a.m. (CEST) (the record date)**.

After receipt of the registration and specific evidence of the share ownership, the shareholder will be sent admission tickets for the General Meeting. In order to ensure timely receipt of the admission tickets, we request

Convenience translation – German version published in the Federal Gazette
(Bundesanzeiger) as of 03 May 2013 binding

that the shareholders ensure that they send the evidence of their share ownership to the Company at an early stage. The admission tickets, which are either sent by surface mail or made available at the venue of the meeting, are merely intended to assist with the organisation of the General Meeting and are not a requirement for attendance or for exercising one's voting rights.

Registered holders of American Depositary Receipts (ADRs) shall be sent all information and documents related to the General Meeting by JPMorgan Chase & Co., P.O. 64504, St. Paul, MN 55164-0504, USA (jpmorgan.adr@wellsfargo.com). If you have any questions regarding the exercise of your vote, please contact JPMorgan Chase & Co., at the following phone number: (800) 990 1135 (within the USA) or +1 (651) 453 2128 (from abroad).

Significance of the record date

The record date is the crucial date for the scope and exercising of the participation and voting right in the General Meeting. In relation to the Company, for participating in the General Meeting and exercising the voting right, a shareholder is only regarded as someone who has provided evidence. The entitlement to participate and the scope of the voting right are exclusively based on the shareholder's share ownership as of the record date. The record date does not go hand-in-hand with a block for the saleability of the stake. Even in the case of complete or partial sale of the stake after the record date, for the participation and scope of the voting right, the share ownership by the shareholder as of the record date is exclusively relevant; i.e. sales of share after the record date have no effects on the entitlement to participate and the scope of the voting right. The same applies to additional purchases of shares after the record date. People who do not yet own any shares as of the record date and only become shareholders afterwards are not entitled to participate and vote, unless receive a power of attorney or are authorised to exercise rights. The record date has no significance for the entitlement to dividends.

Procedure for voting by a proxy

The shareholders are informed that their voting right can be exercised in the General Meeting by a proxy, also by a credit institution or an association of shareholders. In this case, too, the shareholder must register himself and evidence the share ownership in due time pursuant to the aforementioned provisions. If a shareholder grants power of attorney to more than one person, the Company can reject one or several of these.

The granting of the power of attorney, its revocation and the evidence of the power of attorney toward the Company must be in text form (§ 126b BGB) unless the granting of the power of attorney occurs to a credit institution, an association of shareholders or another equivalent person or institution pursuant to § 135 AktG. For the authorisation of a credit institution, a shareholders' association or a person or institution equivalent to these pursuant to § 135 AktG, special features can apply. The shareholders are requested to consult with the party to be authorised in such a case, regarding a possible form of power of attorney that he may require.

The evidence of a power of attorney being granted can be provided by the proxy showing the power of attorney at the admission inspection on the day of the General Meeting. In order to send the evidence by post, telefax or e-mail, shareholders or shareholder representatives are requested to use the following address, telefax number or e-mail address:

Evotec AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Telefax: +49 (0)89 889 690 655
E-mail: evotec@better-orange.de

The aforementioned methods of dispatch are also available if the granting of the power of attorney is intended to occur in the form of a declaration to the Company; separate evidence of granting of the power of attorney is not necessary in this case. The revocation of an already issued power of attorney can also be declared to the Company using the aforementioned communication methods.

Shareholders who intend to authorise a representative are requested to use the form made available by the Company for issuing the power of attorney and any instructions. It shall be sent to duly registered persons together with the admission ticket. It can also be requested under the aforementioned address by post, by

Convenience translation – German version published in the Federal Gazette
(Bundesanzeiger) as of 03 May 2013 binding

telefax or by e-mail and is available on the internet at <http://www.evotec.com> in section „Investors”, “Events/Annual General Meeting”.

As a service, we offer our shareholders the possibility of granting power of attorney to instruction-bound proxies who are appointed by the Company.

The shareholders who intend to grant a power of attorney to the proxies appointed by the Company must also register on time, providing the specific evidence of share ownership. With the admission ticket, our shareholders will receive additional information regarding the authorisation of the Company’s proxy, as well as an appropriate form for issuing power of attorney and instructions. It can also be requested under the aforementioned address by post, by telefax or by e-mail and is available on the internet at <http://www.evotec.com> in section „Investors”, “Events/Annual General Meeting”.

If the proxies appointed by the Company are granted power of attorney, they must, in any case, be issued with instructions for exercising the voting rights with regard to the management’s proposed resolutions. The Company’s proxies are obligated to vote in accordance with instructions. Without instructions, the proxies shall abstain from voting. The Company’s proxies shall not accept any powers of attorney for filing objections against General Meeting resolutions, to exercise the right to speak and ask questions or to file motions.

For organisational reasons, shareholders who intend to grant power of attorney to the Company’s appointed proxies are requested to send the powers of attorney with instructions by no later than the end of 11 June 2013 (receipt) by post, telefax or e-mail to the aforementioned address, telefax number or e-mail address or electronically via internet at <http://www.evotec.com> in section „Investors”, “Events/Annual General Meeting” under the “Voting Proxy” item.

Furthermore, we request the shareholders and shareholder representatives who have registered in the proper form and on time and are present at the General Meeting to also grant power of attorney to the proxies appointed by the Company in the General Meeting.

Information regarding proxies is also available to our shareholders at the internet address <http://www.evotec.com> in section „Investors”, “Events/Annual General Meeting”. Our shareholders can receive personal information on working days between 9:00 a.m. and 5:00 p.m. (CEST) at telephone number +49 (0) 89 / 889 690 620.

Shareholders’ rights pursuant to §§ 122 (2), 126 (1), 127, 131 (1) AktG

Right to supplement the agenda pursuant to § 122 (2) AktG

Shareholders, whose shares collectively reach the partial amount of EUR 500,000 (corresponds to 500,000 shares) of the share capital (the *minimum stake*) have a right to demand that items are added to the agenda and announced. The minimum stake must be proven to the Company, whereby it is sufficient to provide bank certifications. The applicants must also prove that they have owned the shares for at least three months and that they will hold the shares until the (possibly judicial) decision regarding the request (see §§ 122, pars. 1 and 2 in conjunction with § 142 (2) Sentence 2 AktG).

The demand shall be addressed in writing to the Company, represented by the Management Board, whereby each new item for the agenda must include a reason or a proposed resolution. The demand for supplementation can also be aimed at a discussion item without a resolution. It must be received by the Company by no later than by midnight (CEST) on **12 May 2013, 24:00**. Please use following address to submit your request:

Evotec AG
– Vorstand (Management Board) –
Manfred Eigen Campus
Essener Bogen 7
22419 Hamburg
Germany

Additions to the agenda to be announced, provided that they were not already announced with the convening of the General Meeting, shall immediately be announced after receipt of the demand in the electronic Federal Gazette (Bundesanzeiger) and those media for publication, where it can be assumed that they disseminate the information throughout the European Union. They shall also be announced at the internet address

Convenience translation – German version published in the Federal Gazette
(Bundesanzeiger) as of 03 May 2013 binding

<http://www.evotec.com> in section „Investors”, “Events/Annual General Meeting” and notified to the shareholders.

Counter motions by shareholders pursuant to § 126 (1) AktG

Shareholders are entitled to file counter motions against a proposal by the Management Board and Supervisory Board regarding a specific agenda item. Any counter motions must be received by the Company in writing, by telefax or e-mail by no later than by midnight (CEST) on **28 May 2013, 24:00** with the reason, exclusively at the following address, telefax number or e-mail address:

Evotec AG
Rechtsabteilung (Legal Department)
Manfred Eigen Campus
Essener Bogen 7
22419 Hamburg
Germany

Telefax: +49 (0)40 / 560 81 333
E-mail: hauptversammlung@evotec.com

Motions that have been otherwise addressed shall not be taken into consideration. Counter motions by shareholders that are to be made accessible shall be made accessible immediately after their receipt, including the name of the shareholder and a reason for the motion, at <http://www.evotec.com> in section „Investors”, “Events/Annual General Meeting”. Possible statements by management in this regard shall also be made accessible at this internet address. The Company can refrain from making a counter motion and its reason accessible if exclusion elements exist pursuant to § 126 (2) AktG, for example, because the counter motion would lead to a shareholders’ resolution that is illegal or in contravention of the Articles of Association. A reason for a counter motion does not need to be made accessible if it contains more than 5,000 characters.

Nominations by shareholders pursuant to § 127 AktG

Shareholders are also entitled to submit nominations for the election of Supervisory Board members or auditors. With these, the aforementioned regulation on counter motions shall apply analogously, with the stipulation that the nomination does not need to be provided with a reason. Over and above the aforementioned exclusion elements of § 126 (2) AktG, the nomination also does not need to be made accessible if the nomination does not include the name, profession and place of residence of the nominated Supervisory Board member or Auditor and in the case of proposals for the election of Supervisory Board members if no information is provided on their membership of other statutory Supervisory Boards.

We point out that counter motions and nominations that have been sent to the Company in advance and on time shall only be taken into consideration in the General Meeting if they are submitted verbally during the General Meeting.

Right to obtain information pursuant to § 131 (1) AktG

In the General Meeting, each shareholder and shareholder’s representative can request information from the Management Board regarding the Company’s affairs, provided that such information is necessary for a proper assessment of the agenda. The obligation to provide information also encompasses the legal and business relationships of the Company to an affiliated Company and the situation of the Group and the companies included in the consolidated financial statement. As a general rule, information requests are submitted verbally in the General Meeting, within the context of the debate.

Pursuant to § 14 (2) Sentence 2 of the Articles of Association, the Chairman of the General Meeting is authorised to impose an adequate time limit on the shareholder’s right to ask questions and speak. The Management Board is also entitled to omit answering questions in specific cases that are regulated in the German Stock Corporation Act (§ 131 (3) AktG), such as if, according to sound commercial judgement, disclosure of the information would inflict a not inconsiderable disadvantage on the Company or an affiliated company.

Convenience translation – German version published in the Federal Gazette
(Bundesanzeiger) as of 03 May 2013 binding

Explanations regarding the motion rights (§§ 122 (2), 126 (1), 127 (1) AktG) and information rights (§ 131 AktG) of the shareholders can also be viewed on the internet at <http://www.evotec.com> in section „Investors”, “Events/Annual General Meeting”.

Transmission of the General Meeting on the internet

It is planned to transmit the opening of the General Meeting by the Chairman, as well as the Management Board Chairman’s speech for the general public on 12 June 2013 from 10:00 a.m. (CEST) live on the Internet and also provide this after the General Meeting as a record.

Reference to the Company’s website

The information pursuant to § 124a AktG regarding the General Meeting can be found on the Company’s website at <http://www.evotec.com> in section „Investors”, “Events/Annual General Meeting”. The results of the votes shall be announced at the same internet address after the General Meeting.

Hamburg, May 2013

Evotec AG

The Management Board