

**Minimum information pursuant to section 125 para. 1 German Stock Corporation Act (AktG) in connection with section 125 para. 5 AktG, article 4 para. 1 and table 3 blocks A to C of the annex to Implementing Regulation (EU) 2018/1212**

Type of Information	Description
<b>A. Specification of the message</b>	
1. Unique identifier of the event	EVT062024oHV
2. Type of message	Meeting notice of a general meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
<b>B. Specification of the issuer</b>	
1. ISIN	DE0005664809
2. Name of issuer	Evotec SE
<b>C. Specification of the meeting</b>	
1. Date of the general meeting	10.06.2024 [format pursuant to Implementing Regulation (EU) 2018/1212: 20240610]
2. Time of the general meeting	10:00 hours (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 08:00 UTC]
3. Type of the general meeting	Ordinary annual general meeting [format pursuant to Implementing Regulation (EU) 2018/1212: GMET]
4. Location of the general meeting	CinemaxX Hamburg-Dammtor, Saal 1, Dammtordamm 1, 20354 Hamburg, Germany
5. Record Date	19.05.2024, 24:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20240519]
6. Uniform Resource Locator (URL)	<a href="https://www.evotec.com/en/investor-relations/annual-general-meeting">https://www.evotec.com/en/investor-relations/annual-general-meeting</a>

**Evotec SE**

**Hamburg**

**- ISIN DE 000 566 480 9 -**

**- WKN 566 480 -**

**Unique identifier for the event: EVT062024oHV**

We hereby invite our shareholders to attend the

**Annual General Meeting 2024**

to be held on

**Monday, 10 June 2024, at 10.00 a.m. (CEST)**

at

**CinemaxX Hamburg-Dammtor**

Room 1

Dammtordamm 1

20354 Hamburg

It is intended that the members of the Management Board and the Supervisory Board be present in person for the entire duration of the Annual General Meeting.

I. Agenda

The agenda and the proposed resolutions are as follows:

- 1. Presentation of the approved separate annual financial statements and the consolidated financial statements of Evotec SE as of 31 December 2023, as approved by the Supervisory Board, the management reports for Evotec SE and for the Group for the 2023 financial year, the report of the Supervisory Board for the 2023 financial year, and the explanatory report by the Management Board regarding this information pursuant to Sections 289a, 315a of the German Commercial Code (HGB) for the 2023 financial year**

On 23 April 2023, the Supervisory Board approved the separate annual financial statements and the consolidated financial statements that had been prepared by the Management Board and thereby adopted them pursuant to Section 172 Sentence 1 of the German Stock Corporation Act (AktG). In accordance with the statutory provisions, no resolution will therefore be passed by the Annual General Meeting on this item of the agenda

The above documents, the Remuneration Report 2023, and the Corporate Governance Declaration for the 2023 financial year are available online at <https://www.evotec.com/en/investor-relations/annual-general-meeting> from the time when the Annual General Meeting is convened, and can also be inspected there during the Annual General Meeting.

**2. Resolution discharging the members of the Management Board of liability for the 2023 financial year**

The Supervisory Board and the Management Board propose that all members of the Management Board holding office in the 2023 financial year, named below under sections 2.1 to 2.5 be granted discharge for this period.

2.1 Dr Werner Lanthaler

2.2 Dr Matthias Evers

2.3 Laetitia Rouxel

2.4 Dr Cord Dohrmann

2.5 Dr Craig Johnstone

It is intended to have the Annual General Meeting decide on the discharge of the members of the Board of Directors by means of an individual vote.

**3. Resolution regarding formal approval of the actions of the members of the Supervisory Board for the 2023 financial year**

The Supervisory Board and the Management Board propose discharging all members of the Supervisory Board active in the 2023 financial year of liability for this financial year.

**4. Resolution regarding the appointment of the auditor for the separate financial statements and the consolidated financial statements for the 2024 financial year, and the appointment of the auditor for any review of additional financial information during the year**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, as auditor of the consolidated financial statements for the 2024 financial year, and – to the extent that it is carried out – as auditor for the review of the condensed financial statements and the interim management report for the first half of the 2024 financial year, and of the interim financial information for the first and/or third quarter of the 2024 financial year, and/or for the first quarter of the 2025 financial year.

The Audit Committee has stated that its recommendation is free of undue third-party influence and that no clause referred to in Article 16(6) of the EU Audit Regulation restricting the choice by the shareholders' general meeting has been imposed upon it (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 concerning specific requirements regarding the

statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

## **5. Resolution to approve the Remuneration Report 2023**

In accordance with Section 162 AktG, the Management Board and Supervisory Board must prepare a remuneration report and submit it to the Annual General Meeting for approval in accordance with Section 120a (4) AktG.

Pursuant to Section 162 (3) AktG, the auditors audited the Remuneration Report for the 2023 financial year to ensure that it included the statutory disclosures required by Section 162 (1) and (2) AktG.

The Management and Supervisory boards propose the approval of the Remuneration Report 2023 prepared and audited in accordance with Section 162 AktG.

The Remuneration Report is reproduced after the agenda and is available on our website at <https://www.evotec.com/en/investor-relations/annual-general-meeting> from the date on which the Annual General Meeting is convened. The Remuneration Report will also be available there during the Annual General Meeting.

## **6. Resolution concerning the creation of new authorised capital with the possibility to exclude subscription rights and amendment of Article 5 (5) of the Articles of Association (Authorised Capital 2024)**

By resolution of the Annual General Meeting on 22 June 2022, the Company's Management Board was authorised until 21 June 2025, subject to Supervisory Board consent, to increase the Company's share capital by up to EUR 35,321,639.00 by issuing a total of up to 35,321,639 new no-par value ordinary bearer shares against cash capital contributions and/or non-cash capital contributions on one or more occasions (Authorised Capital 2022).

New, increased authorised capital is to be created in order to enable the Company to rapidly and flexibly adjust its equity base to meet future requirements.

For this reason, the Management and Supervisory boards propose the following resolution:

With the cancellation of the existing authorisation of the Management Board to increase capital pursuant to Article 5 (5) of the Articles of Association (Authorised Capital 2022), new authorised capital ("Authorised Capital 2024") is to be created by amending Article 5 (5) of the Articles of Association as follows with effect from the date of entry of the amendment to the Articles of Association approved by resolution herewith in the commercial register of the Hamburg District Court:

*"(5) The Company's Management Board shall be authorised until 9 June 2029, subject to Supervisory Board consent, to increase the Company's share capital by up to EUR 35,437,147.00 by issuing a total of up to*

*35,437,147 new no-par value ordinary bearer shares against cash capital contributions and/or non-cash capital contributions on one or more occasions (Authorised Capital 2024). In principle, shareholders shall be entitled to a subscription right. The new shares can also be underwritten by one or several credit institutions subject to the obligation that the shares be offered to shareholders for purchase.*

*The Management Board shall be authorised to exclude shareholders' subscription rights on one or more occasions subject to Supervisory Board consent:*

- a) to the extent necessary to exclude any fractional amounts from shareholders' subscription rights;*
- b) to the extent necessary to grant the holders of warrant or conversion rights or obligations from bonds with warrants or convertible bonds a subscription right to new shares to the extent to which they would be entitled as shareholders after exercising the warrant or conversion right or fulfilling the conversion obligation;*
- c) insofar as the new shares are issued against cash capital contributions and the total pro rata amount of the share capital attributable to the new shares to be issued does not exceed a total of 10 % of the share capital existing at the time this authorisation to exclude subscription rights (the "**maximum amount**") becomes effective and at the time this authorisation is exercised for the first time, and the issue price of the new shares is not significantly lower than the stock market price of the Company's shares of the same class already listed at the time when the issue price is finally determined;*
- d) in the event of a capital increase against cash capital contributions, insofar as the new shares are placed on a foreign stock exchange in the course of an IPO;*
- e) insofar as the new shares are issued in return for non-cash capital contributions, in particular in the form of companies, parts of companies, interests in companies, licence rights, or receivables.*

*The shares issued under the above authorisations to exclude subscription rights shall be limited to a total amount that shall not exceed 10 % of the share capital, either at the time this authorisation comes into effect or at the time when this authorisation is exercised for the first time. The aforementioned limit shall include treasury shares that are sold excluding subscription rights during the term of this authorisation until the issue of new shares without subscription rights, as well as those shares that are to be issued to service financial instruments with conversion and/or warrant rights, or conversion and/or warrant obligations, provided that the financial instruments were issued during the term of this authorisation until the issue of new shares without subscription rights and excluding shareholders' subscription rights. If and to the extent that the Shareholders' General Meeting, after exercising an authorisation to exclude subscription rights that has led to*

*offsetting against the aforementioned 10 % limit, grants this authorisation to exclude subscription rights again in compliance with statutory provisions, the offsetting that has taken place shall no longer apply.*

*The share capital attributable to those shares that are issued or are to be issued to service convertible bonds and/or bonds with warrants that are issued after 20 June 2023 in corresponding application of Section 186 (3) Sentence 4 AktG with the exclusion of subscription rights, or that are sold after 10 June 2024 in corresponding application of Section 186 (3) Sentence 4 AktG, shall be offset against the aforementioned maximum amount.*

*Any offsetting that has taken place shall not apply if authorisations to issue convertible bonds and/or bonds with warrants pursuant to Section 221 (4) Sentence 2, Section 186 (3) Sentence 4 AktG, or to sell treasury shares pursuant to Section 71 (1) No. 8, Section 186 (3) Sentence 4 AktG, are granted again by the Shareholders' General Meeting in compliance with statutory provisions after such authorisations that led to offsetting have been exercised.*

*The Management Board shall be authorised, subject to Supervisory Board consent, to determine the further details of the capital increase and the conditions of the share issue.*

## **7. Resolution on amendments to the Articles of Association to adjust the terms of office, the requirements for the election of the Chairman of the Supervisory Board and his deputy and the remuneration of the Supervisory Board**

### **7.1. Terms of office of the Supervisory Board members**

In order to take account of the Company's continued growth and its specified offerings and operational activities, a decision was taken to update the competencies within the Supervisory Board following the elections at the 2024 Annual General Meeting. Furthermore, it is planned to shorten the standard five-year term of office and to stagger the terms of office of Supervisory Board members (so-called staggered board). This is to take place in such a way that new Supervisory Board members will initially be elected for a term of office of two years, while re-elected Supervisory Board members should be elected for a three-year term of office. Moreover, the Supervisory Board has set a maximum term of office of twelve years as the standard limit for membership of the Supervisory Board.

For this reason, the Management and Supervisory boards propose the following resolution:

Article 9 (2) of the Articles of Association (composition and term of office) is to be amended and reworded as follows:

**“Article 9  
Composition and term of office**

- (2) *The appointment of Supervisory Board members shall be for two years for Supervisory Board members who are elected to the Supervisory Board for the first time, unless the resolution of the Annual General Meeting concerning the appointment stipulates otherwise. Supervisory Board members who are already members of the Supervisory Board shall be elected for three years. Re-election of the Supervisory Board shall be possible”.*

**7.2. Election of the Chairman of the Supervisory Board and his deputy**

As the terms of office of all Supervisory Board members do not necessarily begin and end at the same time as a result of the adjustment of the terms of office of the Supervisory Board members proposed under agenda item 7.1, it is necessary to adjust the requirements for the election of the Chairman and his/her deputy(s) contained in Article 10 of the Articles of Association.

The Executive Board and Supervisory Board therefore propose the following resolution:

§ Section 10 (1) of the Articles of Association (Chairman, Deputy Chairman) is amended and reworded as follows:

*“§ 10  
Chairman, Deputy Chairman*

- (1) *The Supervisory Board shall elect a Chairman and one or more Deputy Chairmen from among its members. The election shall be for the term of office of the Supervisory Board member to be elected. It shall take place immediately after the Annual General Meeting that has newly elected all or some of the members of the shareholders in a meeting that is held without special notice, provided that the Supervisory Board has no Chairman or Deputy Chairman at the end of the Annual General Meeting. In the election of the chairman, the deputy chairman or, if there is no deputy chairman, the oldest Supervisory Board member in terms of age shall chair the meeting. If the Chairman or his deputy resigns from office before the end of the term of office, the Supervisory Board must immediately hold a by-election for the remaining term of office of the resigning member.”*

### **7.3. Supervisory Board remuneration**

The personal demands made in terms of time commitment and qualifications of the Supervisory Board members, particularly of the Chair of the Supervisory Board, have risen significantly in the past. Evotec SE expects this trend to continue in the future. This trend is accompanied by a growing risk exposure on the part of Supervisory Board members and by greater liability risk. In order to continue to be well positioned in the context of international competition for top-class Supervisory Board candidates who fulfil the requirements profile of Evotec SE, the remuneration of Supervisory Board members should increase starting with the Company's 2024 financial year, by partly amending Section 13 of the Articles of Association. Moreover, the different workloads borne by the Supervisory Board and its committees are to be taken into greater consideration in future. To determine the level of Supervisory Board remuneration, the Supervisory Board based itself below the median of the comparison group (MDAX). The system underlying the remuneration of the Supervisory Board is to be adjusted accordingly.

The Management and Supervisory boards propose the following resolution:

a) Article 13 (1) to (3) of the Articles of Association (Remuneration) is to be amended and reworded as follows:

#### **"Article 13 Remuneration**

- (1) In addition to the reimbursement of their documented expenses and any value added tax payable on their remuneration and expenses, the members of the Supervisory Board shall receive fixed remuneration for each financial year, starting with the 2024 financial year, in accordance with the following provisions.*
- (2) The fixed annual remuneration payable after the end of the financial year shall amount to € 65,000.00 per ordinary member of the Supervisory Board. The Chair of the Supervisory Board shall receive annual fixed remuneration of € 125,000.00 and the Deputy Chair of the Supervisory Board shall receive annual fixed remuneration of € 105,000.00.*
- (3) Members of Supervisory Board committees shall receive annual fixed remuneration of € 15,000.00 per committee membership in addition to their fixed remuneration in accordance with paragraph (1); the chair of a committee shall receive € 30,000.00. The above amounts for committee memberships assume that the relevant committee has met during the financial year. The additional committee remuneration shall be payable together with the Supervisory Board remuneration in accordance with paragraph (2)."*



- b) The remuneration system for the members of the Supervisory Board set out below under "Description of the remuneration system for the members of the Supervisory Board (item 7.3. of the agenda)", including the amended Section 13 of the Articles of Association reproduced there, is adopted in accordance with Section 113 (3) AktG.

## **8. Resolution concerning new elections to the Supervisory Board**

The term of office of all Supervisory Board members ends as of the conclusion of the Annual General Meeting of Evotec SE to be held on 10 June 2024. As a consequence, a new election of Supervisory Board members by the Annual General Meeting is required.

Pursuant to Article 40 (2), (3) of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE Regulation), Section 17 of the German SE Implementation Act (SEAG), Section 21 of the German SE Employee Participation Act (SEBG), Section 20.1 of the "Agreement between the Special Negotiating Body of the employees of Evotec AG and its subsidiaries and Evotec AG concerning the participation of employees in Evotec SE", and Article 9 (1) of the Articles of Association, the Supervisory Board of Evotec SE is to consist of six members who are to be elected by the Annual General Meeting without being bound by nominations.

The Supervisory Board of Evotec SE has defined specific objectives for its composition and has compiled a corresponding profile of skills and expertise that reflects the Company's specific situation. These are to be observed when nominations to the Supervisory Board are submitted to the Annual General Meeting. The objectives provide for the majority of Supervisory Board members to possess national and international experience in the areas of (i) research and development, (ii) finance, capital markets, law, and corporate governance, (iii) marketing, sales, and operational activities, taking into account the Company's specific situation, (iv) (public) healthcare, and (v) sustainability. In order to take account of the Company's continued growth and its specified offerings and operational activities, a decision was taken to update the competency profile within the Supervisory Board with the elections at the 2024 Annual General Meeting, including with regard to biologics, digitalisation, IT and cyber security. The updated profile of skills and expertise will be available from the date of the announcement of the convening of the Annual General Meeting in the Corporate Governance Declaration 2023 on the Internet and can also be viewed there during the Annual General Meeting.

Moreover, potential conflicts of interest on the part of candidates for the Supervisory Board are to be avoided by way of careful review as early as the selection stage. Furthermore, the Supervisory Board should ensure that potential candidates do not exceed 72 years of age when they are nominated. Appropriate participation by women is also envisaged. In accordance with Article 9 (1) lit. c) SE Regulation, Section 111 (5) Sentence 1 AktG, the Supervisory Board has set the target for the proportion of women on the Supervisory Board of Evotec SE at 30 %. Moreover, the Supervisory Board has

defined a maximum term of office of twelve years as the regular upper limit for membership of the Supervisory Board. However, the Annual General Meeting may diverge from this in its resolution. The Supervisory Board should be composed in such a manner that the majority of its members are independent and collectively possess the knowledge, skills, and professional experience required to properly fulfil their duties.

Taking into consideration these specific objectives for the composition of the Supervisory Board and the profile of skills and expertise for the entire Supervisory Board, the Supervisory Board proposes to elect the persons named below under 8.2. to 8.4. as members of the Supervisory Board of Evotec SE with effect from the end of the Annual General Meeting on 10 June 2024 until the end of the Annual General Meeting that resolves on the discharge of the members of the Supervisory Board for the financial year 2026 (i.e. for approximately three years) and the persons named below under 8.1., 8.5. and 8.6. until the end of the Annual General Meeting that resolves on the discharge of the members of the Supervisory Board for the financial year 2025 (i.e. for approximately two years):

### **8.1 Prof. Dr. Iris Löw-Friedrich, Ratingen, Germany, Chief Medical Officer of UCB S.A. based in Brussels, Belgium**

Prof. Dr. Iris Löw-Friedrich was elected to the Supervisory Board on 17 June 2014 and re-elected by the Annual General Meeting on 19 June 2019 for a five-year term. She has been Chair of the Supervisory Board since June 2021. By way of divergence from the previous principle that Supervisory Board members should be appointed only for two full terms of office, she is to be nominated for a third term of office. For reasons of continuity, especially in a phase of change with a new CEO, the Supervisory Board considers the re-election of Prof. Dr Iris Löw-Friedrich to be crucial. Prof. Dr Löw-Friedrich is to be elected to the supervisory board for another two years.

Prof. Dr. Löw-Friedrich has been Chief Medical Officer and Executive Vice President Development and Medical Practices of UCB S.A., Brussels, Belgium, since March 2008.

As announced on 25 April 2024, Prof. Dr Iris Löw-Friedrich will be retiring from her positions at UCB as Executive Vice President, Head of Development and UCB's Chief Medical Officer within 2024 and thereafter fully comply with the recommendation C.5 of German Corporate Governance Code.

Prof. Dr Löw-Friedrich is a member of the following statutory supervisory boards or comparable domestic and foreign supervisory bodies of commercial enterprises pursuant to Section 125 (1) Sentence 5 AktG:

- Member of the Supervisory Board of Fresenius SE & Co. KGaA (listed on the Frankfurt Stock Exchange), Bad Homburg, Germany
- Member of the Supervisory Board of TransCelerate BioPharma Inc (not listed on the stock exchange), King of Prussia, USA

- Member of the Board of Directors of the PhRMA Foundation (not listed on the stock exchange), Washington DC, USA

Prof. Dr. Löw-Friedrich was born in 1960 and is a German citizen.

With her expertise in areas such as research & development, healthcare, digitalisation, and ESG, Prof. Dr Löw-Friedrich ideally complements the potential Supervisory Board of Evotec SE and expands its range of expertise.

### **8.2. Mr Roland Sackers, Cologne, Germany, Chief Financial Officer and Managing Director of QIAGEN N.V., Venlo, Netherlands**

Mr. Roland Sackers was elected to the Supervisory Board on 19 June 2019. He is Deputy Chair of the Supervisory Board. Mr. Sackers is to be elected to the supervisory board for another three years.

Mr. Sackers has been Chief Financial Officer and Managing Director of QIAGEN N.V. since January 2004. In this role, he is responsible for the development and implementation of the long-term financial planning on which the Company's growth strategy is based.

Mr. Sackers is a member of the following statutory supervisory boards or comparable domestic and foreign supervisory bodies of commercial enterprises pursuant to Section 125 (1) Sentence 5 AktG:

- Member of the Management Board of BIO Deutschland e.V. (not listed on the stock exchange), Berlin, Germany

Mr. Sackers was born in 1968 and is a German citizen.

Mr. Sackers appears to be suitable as a financial expert in the meaning of Section 100 (5) AktG, with expertise in the areas of accounting or auditing, especially due to his business administration background and training. As an independent financial expert in his intended role as chair of the Audit Committee of the Supervisory Board, he fulfils the requirements of Principle 15 of the German Corporate Governance Code. He possesses the necessary expertise in both accounting and auditing. Mr. Sackers also possesses in-depth knowledge of capital markets, digitalisation and IT security, law, and ESG, among other areas.

### **8.3 Ms. Camilla Macapili Languille, Abu Dhabi, United Arab Emirates, Head of Life Sciences, Mubadala Investment Company, based in Abu Dhabi**

Ms. Camilla Macapili Languille was elected to the Supervisory Board of Evotec SE for the first time on 22 June 2022. Ms. Macapili Languille is to be elected to the supervisory board for another three years.

Ms. Macapili Languille heads the Life Sciences Investment Team at Mubadala Investment Company, a sovereign wealth fund based in Abu Dhabi. At present, she is a member of Mubadala's Direct Investment Committee.

Ms. Macapili Languille is a member of the following statutory supervisory boards or comparable domestic and foreign supervisory bodies of commercial enterprises pursuant to Section 125 (1) Sentence 5 AktG:

- Member of the Board of Directors of PCI Pharma Services (KPCI Holdings Limited) (not listed on the stock exchange), Philadelphia, USA
- Member of the Board of Directors of Norstella (Caerus PikCo S.A.R.L.) (not listed on the stock exchange), New York, USA (until December 2023)
- Member of the Board of Directors of Envirotainer A/S (not listed on the stock exchange), Stockholm, Sweden
- Since December 2023, member of the Management Board of va-Q-tec AG, Würzburg, Germany (listed on the Frankfurt Stock Exchange until 30 August 2023)

Ms. Macapili Languille was born in 1983 and is a Canadian citizen.

Thanks to her many years of extensive experience in the pharmaceutical and biotechnology sector, Ms. Macapili Languille possesses extensive knowledge about this industry. With her special expertise in the area of investment, capital markets, and ESG, Ms. Macapilli Languille ideally complements the range of skills and expertise of the potential Supervisory Board of Evotec SE. As a member of the Supervisory Board's Audit Committee, Ms. Camilla Macapili Languille possesses the necessary expertise in the accounting area.

#### **8.4 Dr Constanze Ulmer-Eilfort, Munich, Germany, partner at law firm Peters, Schönberger & Partner, based in Munich, Germany**

Dr Constanze Ulmer-Eilfort was elected to the Supervisory Board of Evotec SE for the first time on 15 June 2021. Mrs Dr Ulmer-Eilfort is to be elected to the supervisory board for another three years.

She is a partner at law firm Peters, Schönberger & Partner.

Dr Ulmer-Eilfort is a member of the following statutory supervisory boards or comparable domestic and foreign supervisory bodies of commercial enterprises pursuant to Section 125 (1) Sentence 5 AktG:

- Member of the Supervisory Board of Affimed NV (listed on the NASDAQ), Mannheim, Germany
- Member of the Supervisory Board of S4DX GmbH (not listed on the stock exchange), Munich, Germany
- Chair of the Advisory Committee of Proxygen GmbH (not listed on the stock exchange), Vienna, Austria

Dr, Ulmer-Eilfort possesses more than twenty years of experience in advising high-tech, pharmaceutical, and media companies on the protection and marketing of intellectual property rights. She advises on a variety of

agreements such as cooperation, licence, and R&D agreements with academic institutions.

Dr. Ulmer-Eilfort was born in 1962 and is a German citizen.

Her many years of extensive experience as a consultant in the pharmaceutical and biotechnology sector have given her extensive knowledge of the industry. With her particular specialisation in the protection and marketing of intellectual property and her in-depth knowledge of ESG and M&A, Dr. Ulmer-Eilfort ideally complements the range of skills and expertise of the potential Supervisory Board of Evotec SE.

### **8.5 Dr Duncan McHale, London, UK, founder and director of Weatherden Ltd., based in London, UK.**

Dr Duncan McHale is a trained medical doctor and has worked in various companies and positions in the life sciences industry for over 25 years. Dr Duncan McHale is to be elected to the supervisory board for two years.

Dr Duncan McHale began his career in industry at Pfizer, where he held various senior positions from 1999 to 2007, including European Head Translational Medicine, and in various therapeutic areas of research and development. From 2008 to 2011, Dr Duncan McHale was Global Head of Translational Science at AstraZeneca before being responsible for research development (clinical phases 1 and 2a) at UCB from 2011 to 2017.

From 2017 to 2023, Dr Duncan McHale Chief Medical Officer of Evelo Biosciences and a Venture Partner of SV Health Investors. In 2017, Dr Duncan McHale founded Weatherden Ltd, a drug development consultancy which he continues to lead today. He has held visiting professorships at the University of Liverpool and Kings College London.

Dr Duncan McHale currently does not hold any memberships in statutory supervisory boards or in comparable domestic or foreign supervisory bodies of commercial companies in accordance with Section 125 Paragraph 1 Sentence 5 of the Stock Corporation Act ("Aktiengesetz").

Dr Duncan McHale was born in 1966 and is an English citizen.

His many years of extensive experience in the pharmaceutical industry and the expertise he has built up there, particularly in the areas of research and development (clinical and pre-clinical), as well as business development and governance, excellently complement the range of competencies of the Supervisory Board of Evotec SE.

### **8.6 Mr. Wesley Wheeler, Chapel Hill, USA, Member of the Board of Directors at Envirotainer AB, headquartered in Sollentuna, Sweden**

Mr. Wesley Wheeler has held senior positions in the pharmaceutical industry for the past 43 years. Mr. Wesley Wheeler is to be elected to the Supervisory Board for two years.

Mr. Wheeler started his career as a project engineer at Exxon Research & Engineering (now ExxonMobil). He moved from Exxon to GlaxoSmithKline and worked for 13 years in the technology and marketing areas. He spent the last five years at GlaxoSmithKline as Senior Vice President of Global Manufacturing & Supply.

Mr. Wheeler then moved to DSM Pharmaceuticals, a division of DSM in the Netherlands, as CEO, where he was tasked with steering the company through an FDA warning letter and turning it around, which he accomplished within 15 months. After further positions at Valeant Pharmaceuticals International (now Bausch Health) in global marketing, M&A, and R&D, and as CEO of Patheon (now a ThermoFisher company), Mr. Wheeler assumed the CEO role at Marken, a leading private clinical trial logistics company. The turnaround of Marken took five years and led to the divestiture of the company to UPS in 2016. Today, Marken is a billion-dollar company and ranks as a leading global provider of clinical trial services. In his last three years at UPS, Wesley Wheeler was appointed President of UPS Healthcare, the first vertical business unit ever created at UPS.

Mr. Wheeler holds a bachelor's degree in mechanical engineering as well as an MBA degree. He was Director and Chairman of Bushu Pharmaceuticals, which was divested to KKR in 2022.

Mr. Wheeler is an honorary member of the Administrative Board of BioTouch International and a member of the Administrative Board of Envirotainer (not listed).

Mr. Wesley Wheeler was born in 1956 and is a US citizen.

Mr. Wheeler's many years of extensive experience in the pharmaceutical industry and the expertise he has acquired there in areas such as research and development, biotechnology, M&A, marketing, sales and operations, as well as governance, make him an ideal addition to the range of skills and expertise of the Supervisory Board of Evotec SE.

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The CVs of the candidates with details of their relevant knowledge, skills, and experience, as well as an overview of their main activities in addition to their Supervisory Board mandate are attached to this invitation to the Annual General Meeting and are also available on the Internet under <https://www.evotec.com/en/investor-relations/annual-general-meeting>.

No personal or business relationships exist in the meaning of Section C.7 of the German Corporate Governance Code between the nominated candidates and Evotec SE or its Group companies, the executive bodies of Evotec SE, or a shareholder with a material interest in the Company. The proposed candidates are independent. The Supervisory Board has assured itself that all candidates are able to devote the expected amount of time required and that they are not subject to any conflicts of interest.

It is intended that Prof. Dr. Iris Löw-Friedrich is to be nominated for the position of Chair of the Supervisory Board if she is elected by the Annual General Meeting.

The intention is to have the Annual General Meeting vote on the new elections to the Supervisory Board by way of individual elections.

#### **9. Resolution on the amendment of Section 15 Paragraph 4 Sentence 6 of the Articles of Association (record date)**

According to Section 15 Para. 4 Sentence 6 of the Articles of Association, the proof required for participation in the General Meeting and for shareholders to exercise their voting rights must refer to the beginning of the 21st day before the General Meeting, which corresponds to the wording of Section 123 Para. 4 Sentence 2 AktG old version. Through the law on financing future-securing investments (Zukunftfinanzierungsgesetz - ZuFinG - of 11 December 2023, Federal Law Gazette I 2023, No. 354), Section 123 Paragraph 4 Sentence 2 AktG was changed to align with European law requirements insofar as the Evidence must now refer to the "close of business on the 22nd day before the meeting". This does not involve a material change to the deadline. Nevertheless, Section 15 Paragraph 4 Sentence 6 of the Company's Articles of Association should be adapted to the changed wording of the law.

The Executive Board and Supervisory Board propose to resolve:

In Section 15 Paragraph 4 Sentence 6 of the Articles of Association, the words "beginning of the 21st" are replaced by the words "close of business on the 22nd".

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## **II. Further information and notes on the Annual General Meeting**

### **Documents made available to the shareholders**

From the date on which the Annual General Meeting is convened onwards, the following documents are accessible online at <https://www.evotec.com/en/investor-relations/annual-general-meeting>:



- The documents mentioned under agenda item 1,
- The Remuneration Report 2023 (agenda item 5)
- The Management Board report to the Annual General Meeting on agenda item 6 relating to the exclusion of subscription rights pursuant to Section 221 (2) No. 2 AktG in conjunction with Section 186 (3) and (4) Sentence 2 AktG.
- The description of the remuneration system for the members of the Supervisory Board (item 7.3 of the agenda)
- The CVs of the candidates for the Supervisory Board (agenda item 8)

These documents will also be on display or accessible at the Annual General Meeting.

Further information in connection with the Annual General Meeting will also be made available at the address provided.

### **Total number of shares and voting rights**

At the time of convening the Annual General Meeting, the Company's share capital amounts to € 177,542,097.00. It is divided into 177,542,097 non-par value bearer shares. Each non-par value share grants one vote at the Annual General Meeting. As a consequence, the total number of shares and voting rights at the time of convening the Annual General Meeting amounts to 177,542,097 shares and voting rights. No differing share classes exist.

At the time of convening the Annual General Meeting, the Company holds 249,915 treasury shares. The Company has no rights in respect of these shares.

### **Participation in the Annual General Meeting and exercising of voting rights**

Pursuant to Article 15 (4) of the Articles of Association, each shareholder is entitled to participate in and exercise his/her voting rights in the Annual General Meeting who registers with the Company in text form prior to the Annual General Meeting (Section 126b German Civil Code [BGB]), specifying the number of shares to which the registration relates and proves his/her entitlement to participate in the Annual General Meeting and exercise the voting rights by evidence of share ownership in text form (Section 126b BGB). For this purpose, proof of share ownership in text form (Section 126b BGB) from the final intermediary in accordance with Section 67c Paragraph 3 AktG is sufficient. The registration and evidence of share ownership must be in German or English and must be received by the Company at the address, fax number or e-mail address (the **registration address**) specified below by no later than **midnight (CEST) on 3 June 2024**:

Evotec SE  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 München  
Germany

Fax: +49 (0) 89 / 88 96 906-33

[Email: anmeldung@linkmarketservices.eu](mailto:anmeldung@linkmarketservices.eu)



Pursuant to Sections 123 para. 4 sentence 2 and 121 para. 7, the evidence of share ownership must relate to the beginning of the twenty-first day prior to the date of the Annual General Meeting, in other words, **midnight (CEST) on 19 May 2024** (the **record date**). This recently amended wording of Section 123 para. 4 sentence 2 AktG, which is relevant in the present case, continues to correspond - without material change - to the key date specified in Section 15 para. 4 sentence 6 of the Articles of Association, according to which the evidence must relate to the beginning of the 21st day before the Annual General Meeting (see also agenda item 9, under which the amendment of the Articles of Association to the amended wording of Section 123 para. 4 sentence 2 AktG is provided for).

After receipt of the registration and the specific proof of share ownership, the shareholders will be sent admission tickets for the Annual General Meeting as well as the access data (ID and password) for the password-protected internet service (see section "Password-protected internet service") at <https://www.evotec.com/en/investor-relations/annual-general-meeting>. In order to ensure that admission tickets are received in good time, we ask shareholders to ensure that proof of their shareholding is sent to the Company in good time. The admission tickets dispatched to shareholders or held at the meeting venue are merely organisational aids and not a prerequisite for attending the Annual General Meeting and the exercising of voting rights.

Registered holders of American Depositary Receipts (ADRs) will receive information and documents relating to the Annual General Meeting from JPMorgan Chase & Co. Box 64504, St. Paul, MN 55164-0504, USA ([jpmorgan.adr@eq-us.com](mailto:jpmorgan.adr@eq-us.com)). If you have any questions regarding the exercise of your voting rights, please contact JPMorgan Chase & Co. at the following phone number: (800) 990 1135 (within the USA) or +1 (651) 453 2128 (outside the USA).

### **Significance of the record date**

The record date is the crucial date for the scope and exercise of participation and voting rights at the Annual General Meeting. In relation to the Company, only those persons who have provided evidence of their shareholding are deemed to be shareholders for the purposes of attending the Annual General Meeting and exercising their voting rights. The entitlement to participate and the scope of voting rights are exclusively based on the shareholder's share ownership as of the record date. The record date does not mean that the shares may not be sold thereafter. Including in the event of a complete or partial sale of the shareholding after the record date, only the shareholding of the shareholder on the record date is relevant for participation and the scope of voting rights; in other words, sales of shares after the record date have no effect on the entitlement to participate and the scope of voting rights. The same applies to additional purchases of shares after the record date. Persons who do not yet own any shares on the record date and only become shareholders thereafter are not entitled to participate or to vote unless they receive a proxy authorisation or are authorised to exercise such rights. The record date has no significance for the entitlement to dividends.

### **Password protected internet service**

From 20 May 20 2024, a password-protected internet service will be available on the Company's website at <https://www.evotec.com/en/investor-relations/annual-general-meeting>. Via this password-protected internet service, registered shareholders (or their authorized representatives) can electronically grant, change or revoke a power of attorney in accordance with the procedure provided for this purpose and can electronically grant, change or revoke power of attorney and instructions to the Company's voting representatives (see the following sections in detail: "Procedure for voting by a proxy" and "Procedure for voting by the Company proxy"). The access data (access ID and password) for using the password-protected internet service will be sent to the shareholders together with the admission tickets for the Annual General Meeting (see above under section "Participation in the Annual General Meeting and exercising of voting rights")

Exercising shareholder rights other than those mentioned above via the Internet service is not possible; in particular, no questions cannot be submitted, nor motions can be submitted, or objections can be lodged against resolutions passed by the Annual General Meeting via the internet service. The opening of the Annual General Meeting by the chairman of the meeting and the speech by the Management Board will be broadcast live in image and sound via the password-protected internet service.

### **Procedure for voting by an authorised representative**

Shareholders are notified that their voting rights at the Annual General Meeting may be exercised by an authorised representative, e.g. through an intermediary, a shareholders' association, a proxy advisor or another person of your choice. In this case, too, the respective shareholder must register themselves and provide evidence of share ownership in due time pursuant to the aforementioned provisions. If a shareholder authorises more than one person, the Company can reject one or several of these.

Unless otherwise required by law, the Company must be notified of the authorisation, its revocation, and evidence of the authorisation in text form. Special rules may apply to the authorisation of an intermediary, a shareholders' association, a proxy advisor or persons, associations, institutions or companies with equivalent status pursuant to Section 135 AktG; in such a case, shareholders are requested to consult with the person to be authorised in good time regarding a possible form of proxy authorisation that may be required.

Proof of authorisation can be provided by an authorised representative presenting the proxy authorisation at the admission desk on the day of the Annual General Meeting. Shareholders or shareholder representatives should use the following address, fax number or e-mail address to send such evidence by post, fax, or e-mail:

Evotec SE  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany

Fax: +49 (0)89 889 690 655  
Email: [evotec@linkmarketservices.eu](mailto:evotec@linkmarketservices.eu)

The aforementioned communication methods are also available if the proxy authorisation is to be submitted in the form of a declaration to the Company; separate evidence of the proxy authorisation is not necessary in this case. The revocation of a proxy authorisation already granted can also be declared directly to the Company using the aforementioned communication channels.

A power of attorney can also be granted, changed or revoked electronically from 20 May 2024 via the password-protected internet service at <https://www.evotec.com/en/investor-relations/annual-general-meeting> (see above under the "Password-protected internet service" section) in accordance with the procedure provided for this purpose by no later than 9 June 2024, 24:00 CEST. The access data required to use the password-protected Internet service (access ID and password) will be sent together with the admission tickets after registration in the correct form and on time. The use of the password-protected Internet service by an authorized representative requires that the authorized representative receives the corresponding access data.

Shareholders who wish to authorise a representative are requested to use the form provided by the Company to issue the proxy authorisation. This will be sent to duly registered persons together with the admission ticket. It can also be requested by post, fax or e-mail at the above address and is available on the Internet at <https://www.evotec.com/en/investor-relations/annual-general-meeting>.

### **Procedure for voting by the Company's proxies**

As a service, we offer our shareholders the option of authorising proxies designated by the Company. These Company proxies are obligated to act in accordance with instructions.

The shareholders who intend to grant a power of attorney to the Company's designated proxies must also register on time in accordance with the above provisions, providing an evidence of share ownership. Together with the admission ticket, our shareholders will receive a corresponding form for the granting power of attorney to the Company's proxies. This can also be requested by post, fax, or e-mail at the above address and is available on the Internet at <https://www.evotec.com/en/investor-relations/annual-general-meeting>.

If the proxies nominated by the company are authorised, they must in any case be given explicit and clear instructions for exercising voting rights on the resolution items in addition to the power of attorney. The company's proxies are obliged to vote in accordance with instructions. If no express and clear instructions have been issued for voting items, the proxies will abstain from voting or not participate in the vote. If an individual vote is carried out on an agenda item without this being announced in advance of the general meeting, an instruction regarding this agenda item as a whole also applies as a corresponding instruction for each item of the individual vote. The Company's proxies will not accept any authorisations to submit objections to Annual General Meeting resolutions, to exercise the right to speak, to exercise the right to ask questions, or to submit motions.

The granting of the power of attorney to the proxies appointed by the Company, the issuance of instructions, their changes and their revocation must be communicated to the Company at the address, fax number or email specified above in the section

“Procedure for voting by proxy”. For organisational reasons, email address must be received by 9 June 2024, 24:00 CEST at the latest.

Powers of attorney and instructions to the Company's proxies can also be issued, changed or revoked from 20 May 2024 via the **password-protected internet service** at <https://www.evotec.com/en/investor-relations/annual-general-meeting> (see section “Password-protected internet service” above) in accordance with the procedures provided for this purpose by 9 June 2024 (midnight CEST) at the latest.

After the end of 9 June 2024, 24:00 CEST, granting power of attorney and instructions to the Company's proxies is only possible if shareholders fill out the form attached to the voting documents and no later than the opening of voting at the Annual General Meeting at the entry and exit controls.

The authorization of the Company's voting representatives does not preclude personal participation in the general meeting. If a shareholder wishes to participate and exercise his shareholder rights despite having already authorized the Company's voting representatives themselves or through another authorized representative, personal participation or participation by an authorized representative is deemed to be a revocation of the power of attorney to the proxies appointed by the Company.

In addition, we offer shareholders and shareholder representatives who registered in the correct form and on time and appeared at the Annual General Meeting the opportunity to also authorize the Company proxies at the Annual General Meeting.

The relevant documents are available on the Company's website under the link <https://www.evotec.com/en/investor-relations/annual-general-meeting>.

### **Information on shareholders’ rights**

*Right to add items to the agenda pursuant to Article 56 Sentences 2 and 3 SE Regulation, Section 50 (2) SEAG, Section 122 (2) AktG*

Shareholders whose shares collectively represent the pro rata amount of EUR 500,000.00 (corresponding to 500,000 shares) of the share capital (the **minimum interest**) have a right to request that items be added to the agenda and be announced. This minimum interest is required pursuant to Article 56 Sentence 3 SE Regulation in conjunction with Section 50 (2) SEAG for requests by shareholders of a European company (Societas Europaea).

The minimum interest must be proven to the Company, whereby it is sufficient to provide bank certifications. Pursuant to Section 50 (2) SEAG, a ninety-day shareholding prior to the day of the Annual General Meeting within the meaning of Section 122 (1) Sentence 3 AktG is not required for an application to add to the agenda for a general meeting of an SE.

The request is to 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 request for an additional agenda item can also entail a subject for discussion without a resolution. It must be received by the Company by no later than by **midnight (CEST) on 10 May 2024**. Please use the following address or email address to submit your request:

Evotec SE  
– Vorstand (Management Board) –  
Essener Bogen 7  
22419 Hamburg  
Germany  
E-Mail: [hauptversammlung@evotec.com](mailto:hauptversammlung@evotec.com)

Receipt by the company shall be decisive for compliance with the deadline. Additions to the agenda to be announced, provided that they were not already announced with the convening of the Annual General Meeting, will be published immediately after receipt of the demand in the German Federal Gazette (Bundesanzeiger) and in such media where it can be assumed that they disseminate such information throughout the European Union. They will also be published on the Company's website at <https://www.evotec.com/en/investor-relations/annual-general-meeting> and communicated to shareholders.

*Opposing motions by shareholders in accordance with Art. 53 SE-VO, Section 126 (1) AktG*

Shareholders are entitled to file motions opposing a proposal by the Management and/or Supervisory boards regarding a specific agenda item. Any countermotions must be received by the Company in writing, by fax or e-mail, by **midnight (CEST) 26 May 2024** at the latest, together with any reasons, exclusively at the following address, fax number, or e-mail address:

Evotec SE  
– Rechtsabteilung (Legal Department) –  
Essener Bogen 7  
22419 Hamburg  
Germany

Fax: +49 (0)40 560 81 333  
Email: [hauptversammlung@evotec.com](mailto:hauptversammlung@evotec.com)

Motions that have been addressed otherwise will not be taken into consideration. Opposing motions by shareholders that are to be made accessible shall be made accessible immediately after their receipt, including the name of the shareholder and any grounds for the motion, at <https://www.evotec.com/en/investor-relations/annual-general-meeting>. Any statements by the management in this regard shall also be made accessible at this Internet address. The Company can refrain from making an opposing motion and its reason accessible if reasons to exclude it exist pursuant to Section 126 (2) AktG, for example, because the opposing motion would lead to a shareholders' resolution that is illegal or in contravention of the Company's Articles of Association. A reason for an opposing motion does not need to be made accessible if it contains more than 5,000 characters.

*Nominations by shareholders in accordance with Art. 53 SE-VO, Section 127 AktG*

Shareholders are also entitled to submit nominations for the election of Supervisory Board members or auditors. The above provisions on counter motions apply to them *mutatis mutandis*, with the proviso that the election proposal does not need to be substantiated from the outset. Over and above the aforementioned reasons for exclusion defined in Section 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 about their membership of other statutory supervisory boards.

We would like to point out that opposing motions and nominations that have been submitted to the Company in advance in due time will only be considered at the Annual General Meeting if they are submitted verbally during the Annual General Meeting.

*Right to information in accordance with Section 131 (1) AktG*

At the Annual General Meeting, every shareholder and shareholder representative may request information from the Management Board concerning Company matters, insofar as such information is necessary for a proper assessment of the agenda item. The duty to provide information also extends to the Company's legal and business relationships with an affiliated company, and to the situation of the Group and the companies included in the consolidated financial statements. As a matter of principle, requests for information must be submitted verbally during the discussion at the Annual General Meeting.

Pursuant to Section 16 (2) Sentence 2 of the Articles of Association, the chair of the Annual General Meeting is authorised to impose an appropriate time limit on the shareholder's right to ask questions and to speak. Moreover, the Management Board is authorised – in addition to general aspects that may conflict with the right to information (e.g. impossibility of providing information) – to refuse to provide information in certain cases that are conclusively regulated in the German Stock Corporation Act (Section 131 (3) AktG), for example because, according to sound business judgement, providing such information could cause significant disadvantage to the Company or an affiliated company.

Further explanations of shareholders' rights to submit motions (Sections 122 (2), 126 (1), 127 (1) AktG) and rights to information (Section 131 AktG) can also be found on the Internet at <https://www.evotec.com/en/investor-relations/annual-general-meeting>.

### **Webcast of the Annual General Meeting**

The Company plans to publicly broadcast the opening of the Annual General Meeting by the chair of the meeting and the speech by the Management Board live for registered shareholders or their proxies on the password-protected internet service on 10 June 2024 from 10.00 a.m. CEST onwards live in picture and sound, and to make these available as a recording after the Annual General Meeting.

### **Reference to the Company's website**

Information about the Annual General Meeting in accordance with Art. 53 SE-VO, Section 124a AktG can be found on the Company's website at <https://evotec.com/en/investor-relations/annual-general-meeting>. The results of the votes will be announced at the same Internet address after the Annual General Meeting.

### **Notes on data protection**

Evotec SE is subject to data protection regulations, the legally compliant implementation of which is a high priority for the Company in addition to the protection of shareholders' data. We have summarised all information concerning the processing of shareholders' personal data in the privacy policy of Evotec SE. This privacy policy can be downloaded from Data Protection for Shareholders - Evotec Website (English) <https://www.evotec.com/en/annual-general-meeting/data-protection-for-shareholders>.

Hamburg, May 2024

**Evotec SE**

***The Management Board***

**Annex: CVs of the Supervisory Board candidates**



## Curriculum Vitae

### Prof. Dr Iris Löw-Friedrich

**Name:** Prof. Dr med. Iris Löw-Friedrich  
**Year of birth:** 1960  
**Nationality:** German  
**First appointment:** 2014 (Amendment due to editorial error)  
**Current appointment until:** 2024

#### Current occupation:

- Chief Medical Officer UCB S.A., Brussels/Belgium (retiring from UCB in the course of 2024)
- Clinical professor for internal medicine, University of Frankfurt am Main Medical School, Frankfurt am Main/Germany (visiting, since 2000)

#### Professional career:

2008 - 2024	UCB S.A. Chief Medical Officer and Vice President Development
2001 - 2009	Pharma AG Global Head of Research and Development; since 2008 with UCB, following the acquisition of Schwarz Pharma AG
2000 - 2001	BASF Pharma Vice President Global Projects
Since 2000	University of Frankfurt/Main Clinical professor for internal medicine (visiting)
1992 - 2000	Hoechst AG Various positions in Clinical Development, most recent position of Vice President Clinical Development

**Qualifications:**

1995                      Master Degree in Business Administration (Diplom-Kaufmann), University of Münster/DE

**Special qualifications as part of the skills profile or skills matrix:**

- Capital Markets
- Accounting / P&L / Risk Management
- Auditing & Sustainability Reporting
- Controlling
- Digitization
- IT and Cybersecurity
- General Management
- Legal & Compliance
- Environment, Sustainability & Governance
- Procurement
- Investor & Corporate Communications
- Shared Services, Process & Commercial Excellence
- Social and HR
- Governance

**Current group mandates:**

- BIO Deutschland e.V., Berlin/DE      Member of the Board  
(*not listed*)

**Other current mandates:**

- n/a

*Latest update: April 2024*

## Curriculum vitae

### Camilla Macapili Languille

**Name:**  Camilla Macapili Languille

**Year of birth:** 1983

**Nationality:** Canadian

**First appointment:** 2022

**Current appointment until:** 2024

#### Current occupation:

- Head of Life Sciences, Mubadala Investment Company (MIC), Abu Dhabi, UAE

#### Professional career:

Since 2013	Mubadala Investment Company (MIC), Abu Dhabi, UAE:
Since 2018	Director, Head of Life Sciences and DI Investment Committee member
2016 - 2018	Senior Vice President, Technology
2013 - 2015	Utilities & Mining – Vice President, Head of Power
2011 - 2013	DAIWA CAPITAL (DC) ADVISORY PARTNERS, Paris, France Mergers & Acquisitions – Senior Manager
2007 - 2010	VIRGIN MANAGEMENT LTD. (VIRGIN GROUP), London, UK Corporate Finance & Special Situations Portfolio – Investment Manager
2005 - 2007	JPMORGAN SECURITIES, INC., London, UK & New York, USA Mergers & Acquisitions, Consumer Healthcare & Retail – Analyst

#### Qualifications

2011	Cours de Civilisation Française, Université Paris Sorbonne-IV
2004	Bachelor of Arts, Economics and Political Science, Columbia University, New York, USA

**Special qualifications as part of the skills profile or skills matrix:**

- Biologics Manufacturing
- Biopharma
- Small Biotech
- Healthcare economics
- Capital Markets
- Accounting / P&L / Risk Management
- General Management
- Environment and Sustainability
- Governance

**Current group mandates:**

- |  |                                  |
|--|----------------------------------|
| • PCI Pharma Services (KPCI Holdings Limited), Philadelphia/USA<br><i>(not listed)</i>             | Member of the Board of Directors |
| • Norstella (Caerus PikCo S.A.R.L.), New York/USA<br><i>(not listed)</i>                           | Member of the Board of Directors |
| • Envirotainer A/S, Stockholm/SE<br><i>(not listed)</i>  | Member of the Board of Directors |
| • va-Q-tec AG, Würzburg/DE<br><i>(listed on the Frankfurt Stock Exchange until 30 August 2023)</i> | Member of the Board of Directors |

**Other current mandates:**

- n/a

*Latest update: April 2024*

## Curriculum Vitae

### Dr Constanze Ulmer-Eilfort

**Name:** Dr Constanze Ulmer-Eilfort

**Year of birth:** 1962

**Nationality:** German

**First appointment:** 2021

**Current appointment until:** 2024

#### Current occupation:

- Partner of the law firm Peters, Schönberger & Partner, Munich/Germany

#### Professional career:

Since 2022 Partner at the law firm Peters, Schönberger & Partner (PSP Munich)

Until 2021 Equity Partner at Baker McKenzie

2012 - 2017 Managing Partner in the German and Austrian offices of Baker McKenzie

2017 - 2021 Member of the Global Executive Committee of Baker McKenzie

Since 1994 Baker McKenzie

#### Qualifications:

1993 2nd State Legal Examination, Ludwig-Maximilians-Universität, Munich

1993 Doctorate (Dr. iur.)

1989 LL.M., University of Pennsylvania Carey Law School

1987 1st State Legal Examination, Ludwig-Maximilians-Universität, Munich

**Special qualifications as part of the skills profile or skills matrix:**

- M&A / Partnering
- General Management
- Legal & Compliance
- Environment and Sustainability, Sustainability Reporting
- Social and HR
- Governance

**Current group mandates:**

- |  |                                 |
|--|---------------------------------|
| • Affimed NV, Mannheim/DE<br><i>(listed on the NASDAQ)</i> | Member of the Supervisory Board |
| • Proxygen GmbH, Vienna/AT<br><i>(not listed)</i>          | Member of the Advisory Board    |

**Other current mandates:**

- n/a

*Latest update: April 2024*

## Curriculum Vitae

### Dr Duncan McHale

**Name:** Dr Duncan Philip McHale

**Year of birth:** 1966

**Nationality:** British

**First appointment:** 2024

**Current appointment until:** -

**Current occupation:**

- Founder and Company Director of Weatherden Ltd, London, UK

**Professional career:**

Since 2017                      Weatherden Ltd  
Founder and Company Director

2017 – 2023                      Evelo  
Biosciences  
Chief Medical Officer

2011 – 2017                      UCB  
Vice President and Head Global Exploratory Development

208 - 2011                      AstraZeneca  
Various positions, most recent position of Vice President  
Personalized Healthcare and Biomarkers

1999 – 2007                      Pfizer  
Various positions, most recent position of Executive Director,  
European Head of Molecular Profiling and TA lead for Pain, Sex Health  
and Urology, Sandwich Laboratories, Pfizer Global Research and  
Development

**Qualifications:**

1996 - 1999	Doctor of Philosophy – PhD, Human/Medical Genetics, University of Leeds, Leeds, UK
1985 – 1991	Bachelor of Medicine, Bachelor of Surgery, University of Newcastle-Upon-Tyne, Newcastle-Upon-Tyne, UK

**Special qualifications as part of the skills profile or skills matrix:**

- Research & development
- General Management
- M&A / Partnering
- Environment & Sustainability
- Governance

**Current group mandates:**

- n/a

**Other current mandates:**

- n/a

*Latest update: April 2024*



## Curriculum Vitae

### Wesley Wheeler

**Name:** Wesley Wheeler

**Year of birth:** 1956

**Nationality:** American

**First appointment:** 2024

**Current appointment until:** -

#### Current occupation:

- Operating Advisor to KKR, Madison Dearborn Partners and Edgewater Capital
- President, Wheeler Yacht Company, LLC, Chapel Hill, North Carolina, USA
- Managing Member, WPWheelerLLC

#### Professional career:

2019 - 2023	UPS Healthcare President
2011 - 2019	Marken Chief Executive Officer & Director
2007 - 2010	Patheon (now a ThermoFisher company) President, Chief Executive Officer & Director
2003 - 2007	Valeant Pharmaceuticals International (now Bausch Health) President
2002 - 2003	DSM Pharmaceuticals Chief Executive Officer
1989 - 2002	GlaxoSmithKline Different positions, last Senior Vice President, Manufacturing & Supply
1978 - 1989	Exxon Research & Engineering (now ExxonMobil)

**Qualifications:**

Master of Business Administration, California  
Lutheran University, Thousand Oaks, CA/USA

Bachelor of Sciences, Mechanical Engineering, Worcester Polytechnic  
Institute, Worcester, MA/USA

**Special qualifications as part of the skills profile or skills matrix:**

- Research & Development
- Biologics Manufacturing
- Biopharma
- Small Biotech
- Commercial / B2B
- M&A / Partnering
- Capital Markets
- General Management
- Governance

**Current group mandates:**

- BioTouch International      Executive Chair of the Board
- Envirotainer A/S, SE      Member of the Board of  
Directors
- Belhaven Biopharma      Member of the Board of  
Directors
- Cairn Therapeutics      Member of the Board of  
Directors

**Other current mandates:**

- n/a

*Last updated: April 2024*

### **Description of the remuneration system for Supervisory Board members (item 7.3. of the agenda)**

In accordance with Section 113 of the German Stock Corporation Act (AktG), Supervisory Board remuneration should be commensurate with the duties of the Supervisory Board members and the situation of the company. The personal demands on the members of the Supervisory Board, in particular on the Chairman, in terms of their qualifications and time commitment have increased considerably in recent years. Evotec assumes that this development will continue in the future and will be accompanied by higher risk and increasing liability risks for Supervisory Board members. The Company is in international competition for high-calibre Supervisory Board candidates who fulfil the requirements profile of Evotec SE.

The members of Evotec's Supervisory Board are entitled to fixed remuneration and reimbursement of expenses in accordance with Section 13 (1) of Evotec's Articles of Association. In accordance with the recommendations of the Code, the positions of Chairman and Deputy Chairman of the Supervisory Board as well as the positions as Chairman or member of a committee are taken into account when determining the remuneration of the individual members. Following approval by the 2024 Annual General Meeting, each member of the Supervisory Board will receive fixed remuneration of EUR 65,000.00 instead of the previous EUR 50,000.00. The Chairman will continue to receive EUR 125,000.00 and the Deputy Chairman EUR 105,000.00 instead of the previous EUR 60,000.00. The members of Supervisory Board committees will receive EUR 15,000.00 instead of the previous EUR 10,000.00 per committee; the Chairman of a committee will receive EUR 30,000.00 instead of the previous EUR 25,000.00.

Article 13 of the Articles of Association will read as follows following approval by the 2024 Annual General Meeting:

#### ***"Article 13***

##### ***Remuneration***

- (1) The members of the Supervisory Board shall receive fixed remuneration for each financial year, beginning with the 2024 financial year, in accordance with the following provisions, in addition to reimbursement of their documented expenses and any value added tax payable on their remuneration and expenses.*
- (2) The fixed annual remuneration payable after the end of the financial year amounts to EUR 65,000.00 per ordinary member of the Supervisory Board. The Chairman of the Supervisory Board receives an annual fixed remuneration of EUR 125,000.00 and his deputy EUR 105,000.00.*
- (3) In addition to the fixed remuneration under paragraph (1), members of Supervisory Board committees shall receive an annual fixed remuneration of EUR 15,000.00 per committee membership; the Chairman of a committee shall receive EUR 30,000.00. The above amounts for committee memberships require that the committee in question has met in the financial year. The additional committee remuneration is payable together with the Supervisory Board remuneration in accordance with paragraph (2).*
- (4) If membership of the Supervisory Board does not last for the entire financial year, the Supervisory Board member in question shall receive the remuneration pro rata temporis. If a member of the Supervisory Board does not exercise a function associated with*

*increased or additional remuneration for the entire financial year, the above sentence shall apply accordingly with regard to the part of the remuneration associated with the function in question.*

- (5) The company shall insure the members of the Supervisory Board at its own expense against civil and criminal claims in connection with the performance of their mandates to an appropriate amount (D&O insurance) and shall assume the costs of any legal defence in connection with such a claim as well as any taxes incurred on this assumption of costs.*
- (6) Insofar as members of the Supervisory Board undertake the training and further education measures required for their duties in accordance with the provisions of the German Corporate Governance Code as amended, the company shall reimburse them for the reasonable costs incurred as a result."*

The proposed remuneration of the Supervisory Board members is within the usual market range for MDAX and TecDAX companies and does not exceed it. The remuneration system, which continues to provide exclusively for fixed remuneration and no additional variable component, also corresponds to the predominantly common system of Supervisory Board remuneration at the above-mentioned companies, which were used for a comparison by an independent external remuneration consultant in 2023.

In addition, there is the additional reimbursement of expenses, to which the members of the Supervisory Board are entitled by law, as well as inclusion in a group D&O insurance policy, whereby each member of the Supervisory Board must pay an appropriate deductible of currently EUR 10,000.00.

## **The Remuneration Report 2023 (agenda item 5)**

The following Remuneration Report presents and explains the remuneration granted and owed individually to current and former members of the Management and Supervisory boards of Evotec SE (hereinafter also referred to as the "Company") in the 2023 financial year. The Remuneration Report fulfils the requirements of Section 162 AktG. This Remuneration Report will be submitted to the Annual General Meeting on 10 June 2024 for approval.

## Remuneration report 2023 for Evotec SE

The following remuneration report presents and explains the remuneration awarded and owed to the individual present and former members of the Management Board and Supervisory Board of Evotec SE (hereafter also known as “Company”) in the financial year 2021. The remuneration report meets the requirements of Sec. 162 AktG. This remuneration report will be presented for approval at the ordinary Annual General Meeting on 10 June 2024.

### **A. Resolution approving a remuneration system for the Executive Board and the Supervisory Board members**

The structure of remuneration and the amounts paid to the Management Board members are defined and regularly reviewed by the Supervisory Board. The review follows the recommendations of the German Corporate Governance Code as amended on 28 April 2022 (“GCGC”) and meets the requirements of Section 87 AktG.

The Company’s Supervisory Board, with the support of the Remuneration and Nomination Committee, presented a remuneration system for the members of the Company’s Management Board (the “Remuneration system 2022”) to the Annual General Meeting on 22 June 2022 for approval. The Annual General Meeting 2022 approved the Remuneration system 2022 by a majority of 94.48% of votes cast. The Remuneration system 2022 can be viewed on the website of Evotec SE at <https://www.evotec.com/en/sustainability/governance>.

The Remuneration system 2022 applies to all the members of the Company’s Management Board whose contract was signed or renewed after the Remuneration system 2022 came into effect at the Annual General Meeting 2022. As of December 31, 2023, this was Dr Cord Dohrmann and Laetitia Rouxel (see B. below). The contracts with Dr Craig Johnstone and Dr Matthias Evers were signed in January 2022 and May 2022, so before the new remuneration came into effect, and run until December 2026 (COO) and April 2025 (CBO). The contract with Dr Werner Lanthaler ran from March 2021 until its early termination in January 2024. Since the contracts signed before the new remuneration system 2022 took effect still included the award of discretionary restricted shares at the start of the contract, the Supervisory Board decided not to renew these contracts early, but rather to wait until they expire and then structure any follow-on contracts in accordance with the new remuneration system.

The Company’s Annual General Meeting on 15 June 2021 confirmed the remuneration of the Supervisory Board members last amended by resolution of the Annual General Meeting 2019 with a majority of 97.83% and adopted a corresponding remuneration system for the Supervisory Board members.

## **B. Changes in the Management Board and Supervisory Board**

The contract with Enno Spillner as Chief Financial Officer expired with effect from 31 March 2023. Laetitia Rouxel was appointed as the new Chief Financial Officer for three years with effect from 1 April 2023.

There were no changes in the Supervisory Board in 2023.

## **C. Remuneration system for Management Board members of Evotec SE**

### **I. Overview of the changes to the remuneration system in 2023**

After in-depth discussions with shareholders the Supervisory Board decided to present a reviewed and revised remuneration system for approval at the Annual General Meeting 2022, which was approved by 94.48% of votes cast. No changes were made to this remuneration system in 2023.

The remuneration report for 2022 was approved by the Annual General Meeting 2023 with a good 72% of votes cast. This represents a significant increase in approval compared with the remuneration report for 2021, which was only approved by 53% of the votes cast at the Annual General Meeting 2022. In this context it should be remembered that the remuneration report for 2022 described a financial year in which the old remuneration system applied for half the time, and so still permitted and reported restricted share awards to be made to the COO and CBO in the first half of the year. Financial year 2023 was governed solely by the reviewed and revised remuneration system, which was approved by the Annual General Meeting 2022 with 94.48% of the votes cast. The changes made were presented in detail in the remuneration report 2022.

### **II. Overview of main remuneration components**

The remuneration of Management Board members is made up of a fixed basic salary, a short-term annual bonus, and the long-term, multi-year remuneration. Other components of the remuneration system are ancillary benefits, including pension contributions, and the payment of travel expenses. Additional remuneration components may also be paid in individual cases in connection with the beginning and end of work as a Management Board member. Any expenses incurred are counted towards the maximum remuneration.

A strong focus on the growth targets for the Evotec Group – consisting of Evotec SE and its affiliated companies – in the short-term variable remuneration (bonus) and a clear alignment of long-term variable remuneration with the share performance (Share Performance Awards) are intended to encourage sustainable increases in enterprise value and avoid external and internal disincentives. In particular the aim is to prevent the Management Board from making decisions that do not promise any sustainable commercial success in order to optimise their remuneration in the short term.

The amount of Management Board remuneration depends in particular on the responsibilities of the respective Management Board members, their individual and collective performance and the economic, financial, strategic and sustainability performance of the Evotec Group. It is intended to incentivise sustainable, long-term corporate governance and align the interests of the Management Board members with those of Company shareholders.

The remuneration of the Management Board members meets the requirements of the German Stock Corporation Act and the German Corporate Governance Code in effect at the time the respective employment contracts were signed (unless any exception is mentioned). In January 2024 the Management Board and Supervisory Board of Evotec SE updated the Declaration of Compliance pursuant to Art. 9 (1) c) ii) SE Regulation in conjunction with Section 161 German Stock Corporation Act (AktG) on the recommendations of the German Corporate Governance Code and made the following additions:

“Notwithstanding the recommendations G.6 and G.10, Dr Mario Polywka receives no long-term, share-based variable remuneration under the remuneration system for the Management Board for his temporary work as interim CEO from January 2024. Since he is only a member and Chair of the Management Board on an interim basis for up to one year, the Supervisory Board of Evotec SE does not believe that it reflects his interests and those of the Company to award him long-term variable remuneration whose measurement period would go well beyond his term of office on the Management Board, and therefore beyond the time for which he is able to influence the achievement of the performance targets. The spirit of the German Stock Corporation Act and the German Corporate Governance Code is also intended to prevent the incentives set by long-term share-based remuneration for provisional work on the Management Board from remaining in effect once the person has returned to the Supervisory Board, possibly giving rise to doubts about the independent exercise of its control function as a result. It is already in Dr Mario Polywka’s interest to promote the Company’s long-term welfare and to ensure its sustainable long-term performance, because after completing his interim work on the Management Board he will return to the Supervisory Board, and so requires no further incentives to do so. Once Dr Mario Polywka has finished his provisional work on the Management Board, the remuneration of the Management Board will once again comply fully with the recommendations of the Code.”

The Supervisory Board, with the support of its Remuneration and Nomination Committee, regularly appoints an external expert, currently WillisTowersWatson (WTW), to assess whether the scope of Management Board remuneration is appropriate and in line with market standards. To determine if the Management Board’s remuneration is appropriate in a vertical comparison, i.e. within Evotec SE, the Supervisory Board looked particularly at changes in the remuneration of senior managers and the workforce overall, also over time. WTW examined the new remuneration and confirmed that it met market standards in terms of a horizontal and vertical comparison. The Supervisory Board monitors the level of



Management Board remuneration at similar companies. The peer group<sup>1</sup> used for the last comparison in 2021 comprised German and international biotech and pharmaceutical companies of a similar size and complexity in order to reflect Evotec's global presence and potential markets for recruiting Management Board members. In future the benchmark used for the market comparison should be based on a peer group of German companies of a similar size and an additional peer group of international companies of similar size in a similar sector. The peer group from 2021 still applies to the financial year 2023. The current peer group is also disclosed prospectively in the respective remuneration report.

## Non-performance-related fixed remuneration components

### *Basic salary*

The Management Board members receive a contractually agreed fixed basic salary that is paid in twelve monthly instalments at the end of each month with the statutory payroll deductions. Basic salary is paid pro rata temporis if the Management Board member joins or leaves in the course of the year.

The Evotec Group has achieved impressive growth in the past five years: the number of employees rose from around 2,200 at the start of 2018 to rather more than 5,000 at the end of 2023, and the market capitalisation increased over the same period from nearly €2 billion to sometimes more than €5 billion. The parent, Evotec SE, was included in the MDAX in September 2018 and has been listed on NASDAQ since November 2021. The resulting remuneration level is below the median for the peer group. The basic salary was not changed in 2023.

The following table shows the annual basic salary for the Executive Board members in financial year 2023:

<b>Executive Board member</b>	<b>Function</b>	<b>Basic salary 2023 (in € k)</b>	<b>Basic salary 2022 (in € k)<sup>1</sup></b>
Dr. Werner Lanthaler	CEO	600	600
Dr. Cord Dohrmann	CSO	450	417
Dr. Matthias Evers	CBO	400	267
Dr. Craig Johnstone	COO	400	400
Laetitia Rouxel	CFO	338	-
Enno Spillner	CFO	80	320

<sup>1</sup> The basic annual salary for Dr Cord Dohrmann was increased by € 50,000 to € 450,000 with effect from September 1, 2022. This means his average fixed basic salary for financial year 2022 was € 417,000.

<sup>1</sup> Abcam, Bachem, Biotest, Carl Zeiss Meditec, Charles River, Clinigen, Galapagos, Genmab, Ligand, MorphoSys, QIAGEN, Siegfried Pharma, Stallergenes, Sartorius, Tecan and MedPace.

### *Ancillary benefits*

In addition to their fixed basic salary the Management Board members receive individual ancillary benefits, such as pension contributions and school fees for their own children, travel expenses, health and accident insurance, and the monetary value of their private use of a company car or a private car allowance. Furthermore, the Supervisory Board may at its professional discretion and having determined a significant additional need, refund the expenses for extraordinary ancillary benefits (e.g. security measures) on a temporary basis. Management Board members may also receive one-off benefits, when they join the Company, for example. The following table shows the ancillary benefits for each Executive Board member.

<b>Executive Board member</b>	<b>Function</b>	<b>Retirement pension contributions (in € k)</b>	<b>Car allowance (in € k)</b>	<b>Travel expense allowance (in € k)</b>	<b>Other (in € k)<sup>1,2</sup></b>
Dr. Werner Lanthaler	CEO	60	15	60	6
Dr. Cord Dohrmann	CSO	35	15	-	6
Dr. Matthias Evers	CBO	35	15	-	4
Dr. Craig Johnstone	COO	27	15	-	-
Laetitia Rouxel	CFO (since April 2023)	26	-	45	300
Enno Spillner	CFO (until March 2023)	6	4	6	6

<sup>1</sup> Other ancillary benefit comprise various insurance policies for Executive Board members based in Germany.

<sup>2</sup> € 300,000 signs on bonus for Laetitia Rouxel.

### **Performance-related variable remuneration components**

In line with the principles mentioned above, the Management Board remuneration is linked to Company performance and sustainable Company growth. Under the Remuneration system 2021 that applied until the Annual General Meeting 2022, the Management Board remuneration comprised both short-term, annual remuneration (“bonus”) and long-term remuneration components (Share Performance Plan 2017 and Restricted Share Plan 2020), which were approved by the Annual General Meetings in 2017 and 2020. Payments for these components depend on achieving defined financial targets. If the targets are not achieved the payment of performance-based components may be reduced to zero. If the targets are significantly outperformed, however, the amount of the payment is capped. When the new Remuneration system 2022 took effect, the link to Company performance and sustainable Company growth described above was maintained, but the Restricted Share Plan 2020 is no longer part of the long-term remuneration component. The Share Performance Plan 2017 was replaced by the Share Performance Plan 2022, under which Share Performance Awards were made for the first time in financial year 2023. The bonus policy was also modified This policy applies as of 1 September 2022 to the renewed contract with Dr Cord Dohrmann and to Laetitia Rouxel since her appointment as of 1 April 2023.

#### *Short-term, one-year remuneration (bonus)*

The Management Board members receive a short-term, one-year remuneration (bonus) that rewards the operational implementation of the Evotec Group strategy in the financial

year as the foundation for the Company's positive long-term development. The bonus depends on the achievement of specific financial and non-financial targets set for each financial year by the Remuneration and Nomination Committee of the Supervisory Board and then approved by the Supervisory Board. The bonus is paid pro rata temporis if the Management Board member joins in the course of the year.

A target amount is set for each Management Board member, which defines the amount of the bonus payment if the target achievement is 100%. In the remuneration system 2021 that currently still applies to Dr Johnstone and Dr Evers, the target amount for the one-year variable remuneration for the CEO is set at 100% of annual basic salary (2022: 100%) and for all other Management Board members at 70% of the annual basic salary (2022: 70%). When Dr Lanthaler left as CEO in early January 2024 it was agreed that no bonus would be paid for 2023.

By eliminating the Restricted Share Plan 2020 and redistributing part of it to the bonus it was possible to change the target amount in the Remuneration system 2022 without increasing the total target remuneration. The target amount for the bonus that the CEO receives if he achieves exactly 100% of the annual bonus targets corresponds to around 70% of basic salary for the direct payment portion of the bonus and to around 105% for the deferred portion. The corresponding figures for the ordinary members of the Management Board are around 43% of basic salary for the direct payment portion of the bonus and around 65% for the deferred portion, which represents a ratio of 40:60 between the direct payment and the deferred portion of the bonus. The target amount of 107.5% applies to Dr Dohrmann and Laetitia Rouxel as of 1 September 2022. The deferred portion of the bonus is invested in Evotec shares, which the Management Board members buy via a service provider and have to hold for at least three years. Evotec provides the total applicable amount for all Management Board members and sets the timeframe within which the service provider must make the purchases on behalf of the Management Board members. The service provider then makes the purchases and transfers the shares purchased to the securities accounts of the Management Board members at a uniform average price with a corresponding lock-up period.

At the beginning of the following financial year the Supervisory Board measures the achievement of the targets and determines the amount of the annual bonus.

Bonuses are agreed with Management Board members in their individual employment contracts. When the Management Board remuneration system was revised a maximum bonus payment of up to 150% of the target amount was made possible for the bonus plan. This cap has applied to the bonuses of all Management Board members since 2023.

For financial year 2022 the Supervisory Board defined the following performance criteria and their weighting for all Management Board members:

2022 targets	Weighting
<b>Expand base business</b>	<b>50 %</b>
Total revenue growth >710m€	20 %
Exceed stable Adjusted EBITDA >110m€	20 %
Maintain operating Cashflow >35m€	10 %
<b>Develop EVORoyalty, EVOEquity and accelerate technology pool for precision medicine</b>	<b>25 %</b>
Build new joint alliances using the components of Action Plan 2025 (e.g., iPSC, PanOmics & PanHunter, ...) (>€300 million technical value and >€30 million upfronts))	10 %
Accelerate commercial strategy of Just-Evotec Biologics (update MPR, strategy beyond J.POD 2)	10 %
Implement a long-term operational venturing strategy / spin-off strategy	5 %
<b>ESG: Develop people, the Company and Best of Governance Sustainability, Leadership and Entrepreneurship</b>	<b>25 %</b>
Achieve the environmental target of 1.5C in line with Science Based Target initiative ("SBTi") (i.e., prepare to reduce carbon emissions by 20% by 2025). Define targets and a roadmap by December 2022 – verified and approved by the SBTi.	5 %
Investment of >10% of scientific footprint in areas addressed by UN SDG 3. Investments of >€10 million in women's health, infectious diseases, global health, and AMR.	5 %
Build leadership qualities, learning opportunities and succession, while keeping the Company's fluctuation rate lower than in 2021 >75% of EVOgrade 7-12 consist of the respective EVOleaders programmes. Fluctuation rate of <11% and growth of >700 new employees	15 %

For financial year 2023 the Supervisory Board defined the following performance criteria and their weighting for all Management Board members:

2023 targets	Weighting
<b>Expand basic business</b>	<b>50 %</b>
Total revenue growth >€850 million	20 %
Exceed stable Adjusted EBITDA > € 120 million	20 %
Maintain operating cash flow > €50 million	10 %
<b>Develop EVORoyalty, EVOEquity and accelerate technology pool for precision medicine</b>	<b>25 %</b>
Build new joint alliances using the components of Action Plan 2025 (e.g., iPSC, PanOmics & PanHunter, ...) (>€100 million technical value)	10 %
Just - Evotec Biologics path to profitability relative to AP 2025 (<€ 15 million loss in 2023)	10 %
Clarification of the global qualitative leadership position within end-to-end R&D (customer loyalty and sales quality)	5 %
<b>ESG: Develop people, the Company and Best of Governance Sustainability, Leadership and Entrepreneurship</b>	<b>25 %</b>
Implementation of the SBTi initiative at all sites and investment of 1% of turnover to achieve the SBTi targets	5 %
Conduct an employee survey by mid-2023. Define and communicate the resulting targets for 2024f.	5 %
Assignment of sustainability champions at all sites to establish structures that promote sustainability and social goals, as well as sustainable site-specific projects	15 %

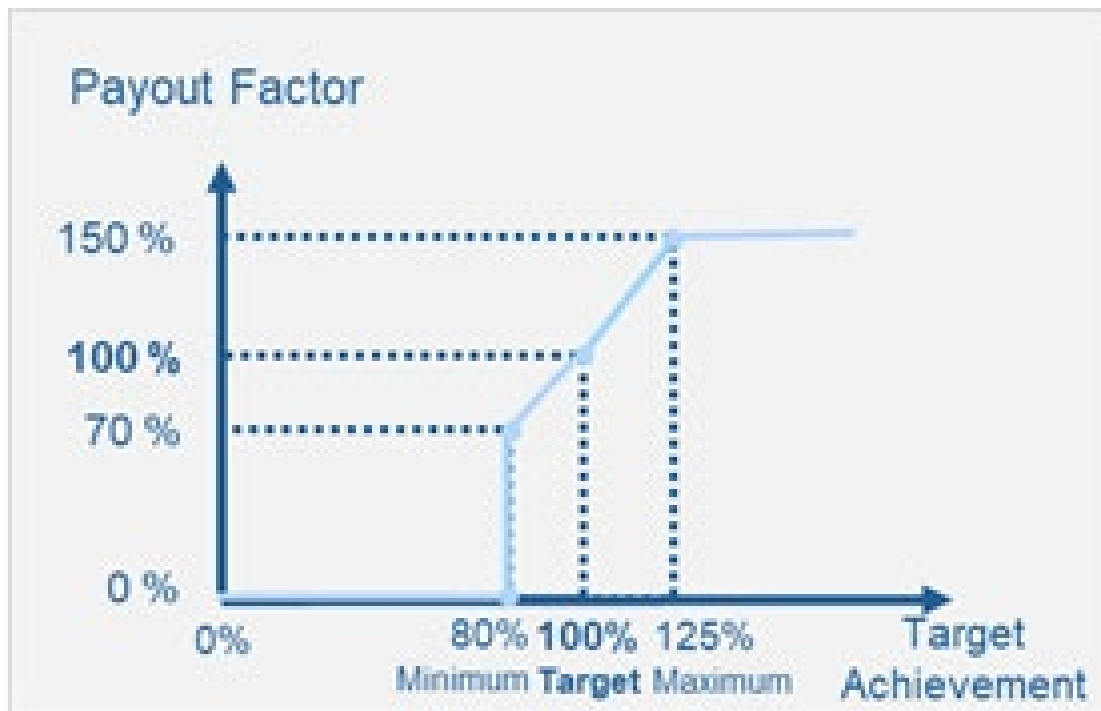
Adjusted EBITDA is calculated as described in the respective annual report.

The Supervisory Board defines a uniform percentage of target achievement for all the individual targets, which can be between 0% and 125%. The target achievement percentage is converted into a payment factor (“bonus payment factor”) of between 0% and 150%. The

bonus payment factor is multiplied by the target bonus amount for each individual target in order to determine the amount of the bonus payment for each individual target. Ultimately, the bonus amount can vary between zero and 150% of the target bonus amount (capped at 100% in total for the CFO).

The bonus payment amounts for the individual targets are added to determine the total bonus payment amount.

The following graph shows how the bonus payment factor works:



Bonus target achievement for 2022 was as follows:

2022 targets	Result	Weighting	Achievement
<b>Expand basic business</b>		<b>50 %</b>	
Total revenue growth >€710 million	€748.3m vs. €710m	20 %	105 %
Exceed stable Adjusted EBITDA >€110 million	€104.1m vs. €110m	20 %	95 %
Maintain operating cash flow > €35 million	€203.1m vs. €35m	10 %	>125 %
<b>Develop EVORoyalty, EVOEquity and accelerate technology pool for precision medicine</b>		<b>25 %</b>	
Build new joint alliances using the components of Action Plan 2025 (e.g., iPSC, PanOmics & PanHunter, ...) (>€300 million technical value and >€30 million upfronts)	Above €3bn (Targeted Protein Degradation "TPD" with BMS) vs. €300m	10 %	>125 %
Accelerate commercial strategy of Just-Evotec Biologics (update MPR, strategy beyond J.POD 2)	Commercial strategy and business performance behind initial plan, especially due to delays, also related to COVID; strategy behind J.POD 2 not established yet.	10 %	50 %
Implement a long-term operational venturing strategy / spin-off strategy	Strategy presented and aligned. Implementation due to market and leadership change altered.	5 %	90 %
<b>ESG: Develop people, the Company and Best of Governance Sustainability, Leadership and Entrepreneurship</b>		<b>25 %</b>	
Achieve the environmental target of 1.5C in line with SBTi (i.e., prepare to reduce carbon emissions by 20% by 2025) Define targets and a roadmap by December 2022 – verified and approved by the SBTi	Approved by the Supervisory Board in December 2022.	5 %	100 %
Investment of >10% of scientific footprint in areas addressed by UN SDG 3 Investments of >€10 million in women's health, infectious diseases, global health, and AMR	Achieved on SDG3 and beyond, e.g.in Global Health ("GH"), infectious diseases (>15%).	5 %	100 %
Build leadership qualities, learning opportunities and succession, while keeping the Company's fluctuation rate lower than in 2021 >75% of EVOgrade 7-12 pass the respective EVOleaders programmes. Fluctuation rate of <11% and growth of >700 new employees	85% vs. 75% EVOlead 1,000 vs. 700 new staff 12.2% vs. <11% fluctuation	15 %	85 %

Bonus target achievement for 2023 was as follows:

2023 targets	Result	Weighting	Achievement
<b>Expand basic business</b>		<b>50 %</b>	
Total revenue growth >€850 million	€ 781.4 million	15 %	13.2 %
Exceed stable Adjusted EBITDA >€120 million	€ 66.4 million	30 %	50 %
Maintain operating cash flow > €50 million	€ 36.4 million	5 %	60 %
<b>Develop EVORoyalty, EVOEquity and accelerate technology pool for precision medicine</b>		<b>30 %</b>	
Build new joint alliances using the components of Action Plan 2025 (e.g., iPSC, PanOmics & PanHunter, ...) (>€100 million technical value)	>€ 100 million upfront from BMS Neuro Partnership and Sandoz plus significant milestones and royalty prospects	10 %	100 %
Just - Evotec Biologics path to profitability relative to AP 2025 (<€ 15 million loss in 2023)	Q4 2023 close to profitability, enables a forecast/budget 2024 that achieves profitability as planned	10 %	100 %
Clarification of the global qualitative leadership position within end-to-end R&D (customer loyalty and sales quality)	93 % customer retention rate	10 %	100 %
<b>ESG: Develop people, the Company and Best of Governance Sustainability, Leadership and Entrepreneurship</b>		<b>20 %</b>	
Implementation of the SBTi initiative at all sites and investment of 1% of turnover to achieve the SBTi targets	SBTi implemented at all sites, including investment of 1% of sales to achieve SBTi targets	5 %	100 %
Conduct an employee survey by mid-2023. Define and communicate the resulting targets for 2024f	Employee survey conducted and results communicated.	10 %	100 %
Assignment of sustainability champions at all sites to establish structures that promote sustainability and social goals, as well as sustainable site-specific projects	Sustainability champions designated at each location.	5 %	100 %

Total target achievement for the 2022 bonus is as follows:

Executive Board Member	Floor based on 0% target achievement		Target based on 100% target achievement		Cap based on maximum target achievement <sup>1</sup>		(corresponds to total target achievement)	Bonus payment amount 2022	
	in k €	in % of basic salary	in k €	in % of basic salary	in k €	in % of basic salary		in %	in k €
Dr. Werner Lanthaler	-	0.0%	600	100.0%	900	150.0%	96.4%	578	96.4%
Dr. Cord Dohrmann	-	0.0%	348	83.5%	429	102.9%	96.4%	335	80.5%
Dr. Matthias Evers	-	0.0%	187	70.0%	280	105.0%	96.4%	180	67.5%
Dr. Craig Johnstone	-	0.0%	280	70.0%	420	105.0%	96.4%	270	67.5%
Enno Spillner	-	0.0%	224	70.0%	224	70.0%	96.4%	216	67.5%

<sup>1</sup> Based on the extension of the CSO's contract as at 1 September 2022, the annual target bonus was adjusted pro rata from 70% to 107.5% of the annual basic salary and the maximum payout amount was adjusted pro rata from 100% to 150% of the respective target bonus.

Total target achievement for the 2023 bonus is as follows: In view of the particular circumstances in the 2023 financial year, particularly the cyber-attack in April 2023, it was decided to set the total target achievement at just 50% for the whole company and so significantly below the actual target achievement.

## 2023

Executive Board Member	Floor based on 0% target achievement		Target based on 100% target achievement <sup>1</sup>		Cap based on maximum target achievement <sup>1</sup>		(corresponds to total target achievement)	Bonus payment amount 2023 <sup>2</sup>	
	in k €	in % of basic salary	in k €	in % of basic salary	in k €	in % of basic salary		in %	in k €
Dr. Werner Lanthaler	-	0.0%	600	100.0%	900	150.0%	0.0%	-	0.0%
Dr. Cord Dohrmann <sup>1,2</sup>	-	0.0%	484	107.5%	726	120.9%	50.0%	242	53.8%
Dr. Matthias Evers	-	0.0%	280	70.0%	420	105.0%	50.0%	140	35.0%
Dr. Craig Johnstone	-	0.0%	280	70.0%	420	105.0%	50.0%	140	35.0%
Laetitia Rouxel	-	0.0%	363	107.5%	544	161.3%	50.0%	181	53.8%
Enno Spillner	-	0.0%	56	17.5%	56	70.0%	50.0%	28	35.0%

<sup>1</sup> Based on the extension of the CSO's contract as at 1 September 2022, the annual target bonus was adjusted pro rata from 70% to 107.5% of the annual basic salary and the maximum payout amount was adjusted pro rata from 100% to 150% of the respective target bonus.

<sup>2</sup> Based on the remuneration system approved by the 2022 Annual General Meeting, 60% of the bonus paid to Cord Dohrmann will be invested in shares, which must be held for at least three years.

Since the work for the annual bonus 2023 was completed in full in financial year 2023, it is attributed to the remuneration awarded and owed in 2023 within the meaning of Section 162 (1) sentence 2 no. 1 AktG, and so included in this remuneration report. To ensure the transparent, comprehensible presentation of remuneration awarded to Management Board members in a given financial year, the annual bonus for 2022 is also included in this remuneration report on a voluntary basis.

### *Long-term, multi-year variable remuneration*

The Management Board members also receive long-term, multi-year remuneration in the form of their participation in various Company remuneration programmes that extend over several years. There are two different share-based programmes, with payments after a waiting period of four years. This incentivises the individual Management Board members to contribute to the Company's long-term, sustainable development and aligns their interests with those of shareholders. When the new Remuneration system 2022 took effect,



the link to Company performance and sustainable Company growth described above was maintained, but the Restricted Share Plan 2020 is no longer part of the long-term remuneration component.

### Share Performance Plan 2022

In addition to their variable one-year remuneration, the Management Board members are entitled to an annual allocation of Share Performance Awards (SPA) in accordance with the Share Performance Plan 2022. The Share Performance Plan is a key step for supporting the interests of the Company shareholders and developing a modern, long-term remuneration model, which complies with the current German Corporate Governance Code at the time of its inception.

The number of SPA to be allocated is determined by dividing a fixed percentage of the Management Board member's basic remuneration by the relevant market value of an SPA. By eliminating the Restricted Share Plan 2020 and redistributing part of it to the Share Performance Award, the Remuneration system 2022 adopted at the Annual General Meeting made it possible to change the target amount without increasing the total target remuneration. The target amount for the Share Performance Awards is around 225% of basic salary for the CEO and around 163% for the other members of the Management Board. This was only applied to Dr Cord Dohrmann for financial year 2023, however, whereas the following percentages from the remuneration system 2021 applied to the other Management Board members: The percentage for the CEO for financial year 2023 is 200% of basic salary (2022: 200%) and for all other Management Board members (apart from the Chief Scientific Officer) 91.5% of basic salary (2022: 91.5%).

The amount paid out for the Share Performance Awards may not exceed 350% of the target amount when they are exercised (cap).

The following table shows the number of SPA awarded in financial year 2023:

<b>Executive board member</b>	Target amount for performance shares (SPA)		Market value of one SPA at the award date	awarded in FY 2023
	in k €	% of basic salary	in €	units
Dr. Werner Lanthaler	1,200	200.0%	15.87	75,615
Dr. Cord Dohrmann	731	162.5%	15.87	46,078
Dr. Matthias Evers	600	150.0%	15.87	37,808
Dr. Craig Johnstone	600	150.0%	15.87	37,808
Laetitia Rouxel	-	0.0%	15.87	0
Enno Spillner	480	150.0%	15.87	30,246

The Share Performance Plan 2022 is based on a prospective, multi-year measurement period. For each allocation of SPA there is a period of four consecutive calendar years in which certain performance indicators are measured (performance measurement period). The Annual General Meeting 2022 set two equally weighted key performance indicators (KPI) for long-term value creation: the relative total shareholder returns and revenue growth. This is supplemented by performance against an additional ESG target (modifier).

The performance indicators are measured for each year of the performance measurement period. The performance in a given year is fixed for the remainder of the vesting period.

At the end of the vesting period there is a minimum target for each of the two KPI that has to be achieved before (some of) the Share Performance Awards can be exercised, and a maximum target after which all the Share Performance Awards for that KPI (100%) may be exercised. One Share Performance Award entitles the bearer to subscribe for a maximum of two whole shares in Evotec SE.

Relative total shareholder return is an indicator for the return on an investment in Company shares compared with an investment in the TecDAX. Relative total shareholder returns measure the return on an equity investment over time, including dividends and changes in the share price (positive and negative), adjusted for any share issues or splits. 100% of the key performance indicator "Total Shareholder Return" is achieved for a performance measurement period, i.e. four calendar years, when the Total Shareholder Return for the shares of the Company (average share price of the Company at the closing auction of Xetra trading (or a successor system) on the thirty (30) trading days at Frankfurt Stock exchange prior to the relevant date plus dividends, and adjusted for any equity issuance or share-splits, is at least 20 percentage points higher than the average Total Shareholder Return of the companies listed in the German TecDAX index (or a comparable stock index) during the same period. The minimum target for the performance target "Total Shareholder Return" is achieved when the Total Shareholder Return for the shares of the Company matches the average Total Shareholder Return of the companies listed in the TecDAX. The maximum target, at which all the Share Performance Awards for the performance indicator "Total Shareholder Return" can be exercised at a ratio of 1:2, is achieved when the annual average Total Shareholder Return for the shares of the Company is at least 60 percentage points above the average Total Shareholder Return of the companies listed in the TecDAX during the respective performance period.

Relevant values of the Total Shareholder Return of the Company and of the average Total Shareholder Return of the companies listed in the TecDAX will be calculated based on the average TecDAX (Total Return Index) during the thirty (30) trading days at Frankfurt Stock exchange prior to the relevant date.

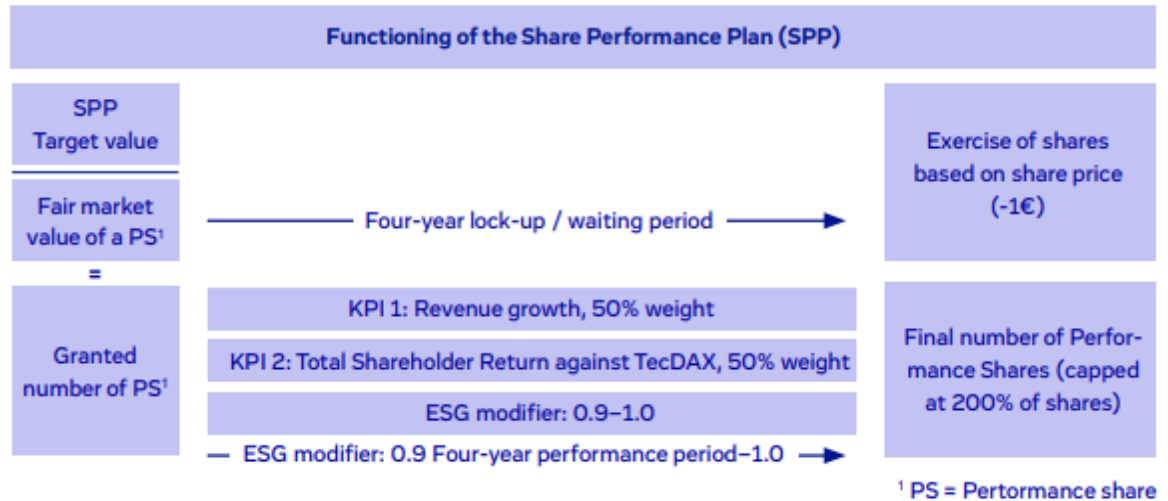
100% of the key performance indicator "Group Revenue" is achieved ("Target Group Revenue") when the cumulative growth in Group revenue of Evotec SE in the performance measurement period, i.e. four calendar years, corresponds to the cumulative growth in Group revenue of Evotec SE planned by the Management Board with the approval of the

Supervisory Board on the basis of a mid-range plan. The Management Board, with the approval of the Supervisory Board, should generally prepare the mid-range plan for a five-year period every year, on the basis of a sustainable corporate development with demanding, relevant target parameters. The “performance measurement period” is the four-year period starting on 1 January of the year in which the individual tranche of the subscription rights is awarded. “Group Revenue” is the revenue in the consolidated income statement. Cumulative Group revenue, and so revenue growth, is calculated on the basis of the audited and approved consolidated financial statements (IFRS) of Evotec SE for the respective performance measurement period, less revenue from out licensed development programmes. The minimum target for the performance indicator “Group Revenue” is achieved when the cumulative growth in Group revenue of Evotec SE in the performance measurement period is equal to or greater than 50% of the target Group revenue growth defined for the respective performance measurement period. The maximum target for the performance indicator “Group Revenue” is achieved when the cumulative growth in Group revenue of Evotec SE in the performance measurement period is equal to or greater than 150% of the target Group revenue growth defined for the respective performance measurement period.

The ESG modifier is a figure for measuring long-term research spending on socially relevant illnesses (e.g. infectious diseases or women’s health). The ESG modifier distinguishes between complete (modifier: 1.0) and incomplete target achievement (modifier: 0.9) and is multiplied by the sum of target achievement in the two performance indicators “Total Shareholder Return” and “Group revenue”. The Supervisory Board is authorised to determine the level of target achievement. The ESG target cannot be achieved by more than 100%.

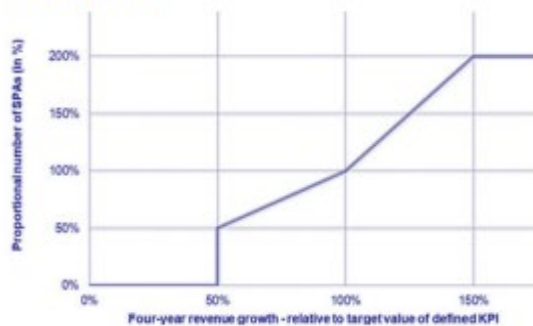
If the minimum target for any performance indicator is not achieved, the corresponding number of SPA expires. If the target is exactly achieved (100% target achievement) the corresponding number of SPA are converted into the same number of subscription rights to shares in Evotec SE at the end of the performance period. If the maximum target is achieved (200% target achievement) the corresponding number of SPA are converted into twice the number of subscription rights to shares in Evotec SE at the end of the performance period. Between these figures the values are interpolated on a linear basis.

The Share Performance Plan 2022 works as follows:

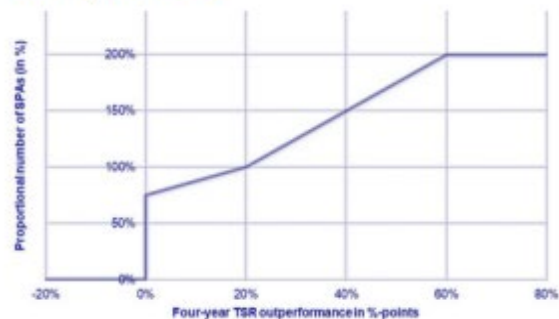


The payment curves for the KPI absolute revenue growth (“Revenue Growth”) and relative total shareholder return (“TSR Outperformance”) are shown below:

**Revenue growth**



**TSR outperformance**



The right to exercise the subscription rights resulting from converting the Share Performance Awards only vests at the end of the performance period. At the end of the four-year performance period for the Share Performance Awards the target achievement is measured for the two performance indicators, the corresponding number of subscription rights is calculated and fixed.

## Share Performance Plan 2017

The Share Performance Plan 2017 is based on a prospective, multi-year measurement period. For each allocation of SPA there is a period of four consecutive calendar years in

which certain performance indicators are measured (performance measurement period). The Annual General Meeting 2017 set two equally weighted key performance indicators (KPI) for long-term value creation: the share price and the relative total shareholder return. Relative total shareholder return is an indicator for the return on an investment in Company shares compared with an investment in the TecDAX. Relative total shareholder returns measure the return on an equity investment over time, including dividends and changes in the share price (positive and negative), adjusted for any share issues or splits. The performance indicators are measured for each year of the performance measurement period. The performance in a given year is fixed for the remainder of the vesting period.

At the end of the vesting period there is a minimum target for each of the two KPI that has to be achieved before (some of) the Share Performance Awards can be exercised, and a maximum target after which all the Share Performance Awards for that KPI (100%) may be exercised. One Share Performance Award entitles the bearer to subscribe for a maximum of two whole shares in Evotec SE.

The target for the share price increase in a calendar year is achieved exactly (100%) if the average price of the Evotec share in the closing auction of XETRA trading (or a successor system) on the last 30 trading days at the Frankfurt Stock Exchange in the relevant performance period, i.e. the calendar year ("*closing price*") is more than 8% higher than the average price of the Evotec share in the closing auction of XETRA trading (or a successor system) on the last 30 trading days before the start of the relevant performance period ("*opening price*"). The minimum target is achieved if the closing price is the same as the opening price (0% target achievement). The maximum target is achieved in a calendar year if the closing price is 16% or more above the opening price (200% target achievement).

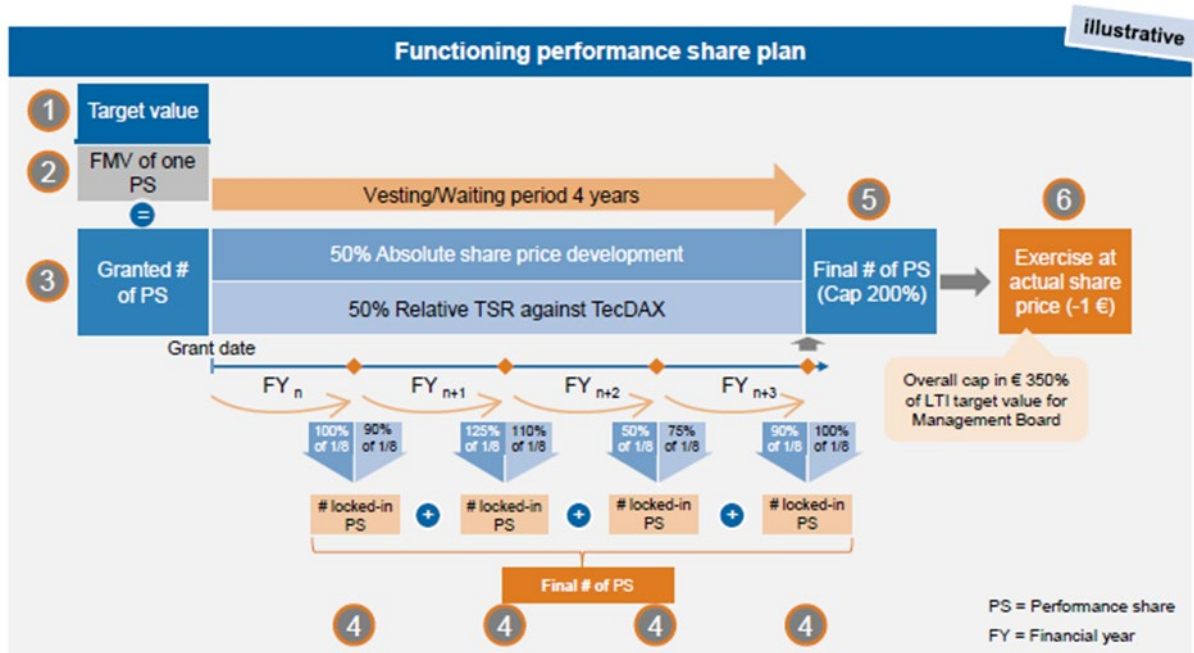
The KPI relative total shareholder return measures the return on a share investment over a period of time, including dividends as well as share price performance (positive and negative) and adjusted for any equity issues or share-splits. The target for total shareholder return is achieved exactly in a calendar year (100%) if the return on the Evotec share matches the average return on the shares of the companies listed in the TecDAX over the same period. The return on the Evotec share is determined on the basis of the closing price and the dividend per share paid in that year (adjusted for any equity issues and share-splits) in relation to the opening price:

The relevant values of the average relative total shareholder return of the companies listed in the TecDAX will be calculated and based on the average TecDAX -(Total Return Index) during the thirty (30) trading days at Frankfurt Stock Exchange prior to the relevant date. The return is therefore based on the relation between the average TecDAX value in the closing auction of XETRA trading (or a successor system) in the last 30 trading days of the relevant performance period, i.e. the calendar year ("*final value*") and the average TecDAX value in the closing auction of XETRA trading (or a successor system) on the last 30 trading days before the start of the relevant performance period ("*starting value*").

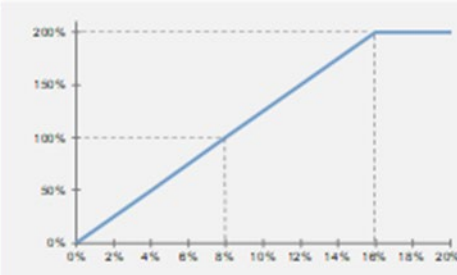
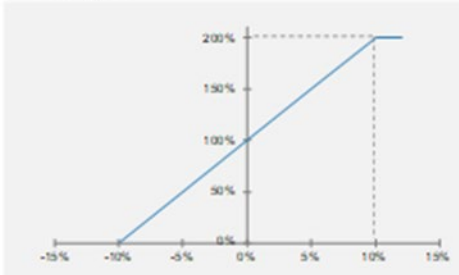
The minimum target is achieved (0% target achievement) if the return on the Evotec share is less than 10% below the average total shareholder return for the companies in the TecDAX in the relevant performance period (i.e. in each calendar year). The maximum target is achieved (200% target achievement) if the return on the Evotec share is at least 10% higher than the average total shareholder returns for the companies in the TecDAX in the relevant performance period.

If the minimum target for one performance indicator is not achieved in a calendar year, the corresponding number of SPA (12.5% of the SPA granted at the start of the performance period) are forfeit. If the target is exactly achieved (100% target achievement) the corresponding number of SPA are converted into the same number of subscription rights to shares in Evotec SE at the end of the performance period. If the maximum target is achieved (200% target achievement) the corresponding number of SPA are converted into twice the number of subscription rights to shares in Evotec SE at the end of the performance period. Between these figures the values are interpolated on a linear basis.

The Share Performance Plan 2017 works as follows:



The payment curves for the KPI absolute share price performance and relative total shareholder return are shown below:

	Absolute share price development	Relative TSR
Weighting	<ul style="list-style-type: none"> <li>50% of granted performance shares</li> </ul>	<ul style="list-style-type: none"> <li>50% of granted performance shares</li> </ul>
Measurement	<ul style="list-style-type: none"> <li>After each year</li> </ul>	<ul style="list-style-type: none"> <li>After each year</li> </ul>
Comparison	<ul style="list-style-type: none"> <li>30 trading days average before the start/end of each year</li> </ul>	<ul style="list-style-type: none"> <li>Against TecDAX</li> <li>30 trading days average before the start/end of each year</li> </ul>
Calibration	 <ul style="list-style-type: none"> <li>Within the range of 0% and 200%, the target achievement is calculated by using linear interpolation.</li> </ul>	

The right to exercise the subscription rights resulting from converting the Share Performance Awards only vests at the end of the performance period. At the end of each of the four performance periods (i.e. each calendar year) for the Share Performance Awards the target achievement is measured for the two performance indicators in the relevant calendar year, the corresponding number of subscription rights are calculated and provisionally fixed. At the end of all four performance periods, i.e. the four calendar years of an award, the subscription rights calculated for each year are added to obtain the total number of subscription rights.

Share Performance Awards from the 2019 grant became exercisable in 2023. The following table shows the target achievement for the individual performance criteria per year and in aggregate:

	Target achievement 2019 (in %)	Target achievement 2020 (in %)	Target achievement 2021 (in %)	Target achievement 2022 (in %)	Total target achievement (in %)
Relative share price performance	124%	200%	200%	0%	131%
Relative TSR	0%	200%	200%	0%	100%

The target achievement for 2023 was 200% for each of the performance indicators.

The final number of exercisable Share Performance Awards from the 2019 grant is shown in the following table for each Executive Board member:

Executive board member	Function	Number of SPA awarded from 2019 tranche	Target achievement rel. share price performance (in %)	Target achievement Relative TSR (in %)	Number of SPA in 2019 tranche based on target achievement	Number of SPA from 2019 tranche actually exercised (subject to remuneration cap) <sup>1</sup>
Dr. Werner Lanthaler	CEO	45,161	131%	100%	52,161	52,161
Dr. Cord Dohrmann	CSO	13,318	131%	100%	15,383	15,383
Dr. Craig Johnstone <sup>1</sup>	COO	16,733	131%	100%	19,327	19,327
Enno Spillner	CFO	11,071	131%	100%	12,788	12,788

<sup>1</sup> Dr Craig Johnstone was appointed to the Management Board in January 2019, so he was not awarded any SPA from the 2018 tranche for his Management Board work.

One SPA corresponds to one Evotec share and the share price at the exercise date in 2023 was around €18.

## Restricted Share Plan 2020

In the event of unusual circumstances, relating above all to competition, the Supervisory Board could at its professional discretion and having determined that it is appropriate, grant additional Restricted Share Awards if this was expected to have a positive influence on the long-term performance of the Evotec Group. The Supervisory Board determines the target amount of Restricted Share Awards in the individual case. The amount of the Restricted Share Awards may not exceed 400% of the target amount (cap).



Active discussions with shareholders gave the Supervisory Board to understand that the Restricted Share Plan 2020 and the Supervisory Board discretion that this implies are viewed critically. It therefore decided no longer to issue this remuneration component when the new remuneration system takes effect after the Annual General Meeting 2022. No Restricted Share Awards were made as a result in 2023.

The Restricted Share Plan defines for each award a performance period of four consecutive calendar years in which the performance is measured. The Annual General Meeting 2020 defined Adjusted EBITDA as the performance indicator. The performance indicator is measured for each year in the performance period. The performance in a given year is fixed for the remainder of the lock-up period.

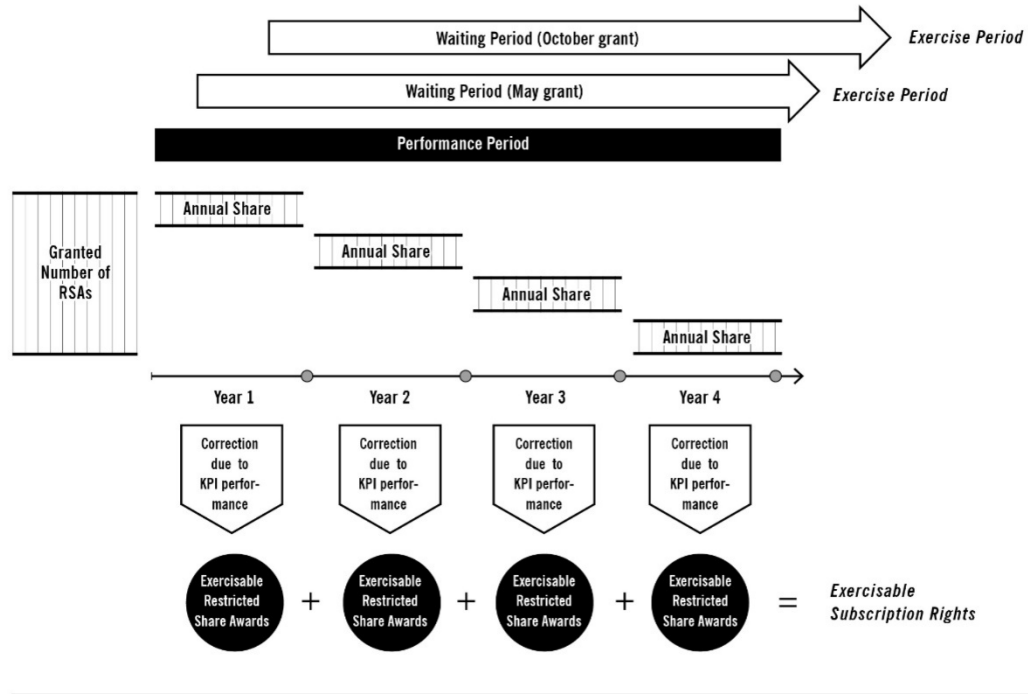
To measure performance, Adjusted EBITDA is calculated for each year of the performance period and compared with the Adjusted EBITDA forecast for the financial year in the first quarter of that year. The forecast and the actual financial ratio for the previous year are published in the annual report.

The key performance indicator for the respective year is achieved when Adjusted EBITDA corresponds to or exceeds forecast Adjusted EBITDA. The minimum target is achieved when Adjusted EBITDA corresponds to or exceeds 75% of forecast Adjusted EBITDA.

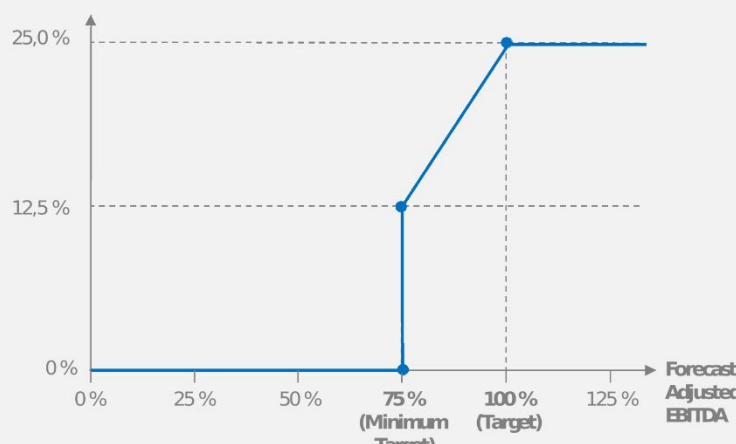
If the minimum target is not achieved in a financial year, 25% of the Restricted Share Awards are forfeit. If the target is achieved in a financial year, 25% of the Restricted Share Awards are converted into subscription rights, each for one share in Evotec SE. If the minimum target is achieved exactly in a financial year, 12.5% of the Restricted Share Awards are converted into subscription rights, each for one share in Evotec SE. If the minimum target is achieved in a financial year, but not the target, between 12.5% and 25% of the Restricted Share Awards, depending on the actual target achievement, are converted into subscription rights, each for one share in Evotec SE.

For the Management Board members who were granted Restricted Share Awards for the last time in 2022 the Supervisory Board defined other performance criteria, covering revenue growth by the Evotec Group, the number of partnered projects, the implementation of an ESG strategy and long-term organisational development. For competition reasons these are only published retrospectively after the performance period has come to an end.

The Restricted Share Plan 2020 works as follows:



The payment curve for the KPI adjusted EBITDA is as follows:

<b>Key Performance Indicator</b>	Adjusted EBITDA
<b>Target</b>	Adjusted EBITDA forecast for full fiscal year
<b>Minimum Target</b>	75 % of Adjusted EBITDA forecast for full fiscal year
<b>Performance Check</b>	Annually after approval of the Annual Report by the Supervisory Board
<b>Result of Performance Check</b>	Applicable Percentage for last fiscal year
<b>Calibration</b>	<p>Applicable Percentage of total Number of granted Awards</p> 
	<p>Applicable percentage of Number of granted Restricted Share Awards</p>
<b>Exercisable Restricted Share Awards</b>	

No Restricted Share Awards were granted to Management Board members in 2023 and none became exercisable.

#### *Outlook for variable remuneration*

Transparent and quantifiable ESG criteria were included in the variable remuneration components in the Remuneration system 2022. A substantial part of the short-term annual remuneration will have to be invested in Company shares and held for three years in future, in order to better align the interests of Management Board members with those of shareholders. The performance period for the Share Performance Plan 2022 adopted by the Annual General Meeting on 22 June 2022 was increased to four years and the pay-for-performance approach was strengthened. In addition, the Restricted Share Plan 2020 no longer forms part of the new remuneration system and is no longer issued to members of the Management Board now that the new system is in effect.

## Other remuneration rules

### Benefits promised or granted by third parties

No benefits were promised or granted to a Management Board member by any third party concerning their work as a Management Board member.

### Penalty and clawback rules

If necessary, the Supervisory Board may withhold (penalty clause) or retract (clawback) variable remuneration components if a Management Board member is in serious breach of their obligations, particularly their compliance obligations. The current employment contracts of all Management Board members include such clawback provisions.

The Company did not make use of its right to withhold or retract variable remuneration in financial year 2023. When Dr Lanthaler left as CEO in early January 2024, however, it was agreed that he would not be paid a bonus for 2023.

### Severance payments

Payments to a Management Board member if the service contract is terminated prematurely, without there being an important reason for the termination, are limited to two annual salaries and may not exceed the annual remuneration for the remainder of the service contract (cap on severance pay). No payments are made to the Management Board member if the employment contract is terminated for an important reason for which the Management Board member is responsible. The annual remuneration used to calculate the severance payment is the basic salary plus target bonus.

### Change of control

To the extent that their tasks and responsibilities change as a result of the change of control, Management Board members have the exceptional right to terminate their employment contract if a shareholder or third party acquires at least 30% of the shares in Evotec SE. The termination right may be exercised, giving three months' notice, at any time within twelve months of the change of control. At the end of the notice period the Company is no longer obliged to pay any remuneration benefits, with the exception of a one-off severance payment of 18 months' salary for the Management Board member concerned, made up of basic pay and the monetary value of any ancillary benefits.

If a change of control takes place during the vesting period for the Share Performance Awards, the allocations to all participants made as part of the Share Performance Plan 2017 are irrevocably transferred and fully settled in cash up to certain limits. In the Share Performance Plan 2022 the threshold for a change of control that triggers the irrevocable transfer and payment of the Share Performance Awards was raised from 30% to >50%. It

was also determined that this irrevocable transfer and settlement only takes place if the Management Board member concerned exercises their exceptional right to terminate their contract because their tasks and responsibilities have been significantly altered as a result of the change of control.

If a change of control takes place during the vesting period for the Restricted Share Awards, the allocations made as part of the Restricted Share Plan 2020 are settled immediately in cash when they fall due, subject to certain restrictions. The settlement amount is to be calculated on the basis of the notional number of exercisable subscription rights and subject to the applicable cap. It should assume that the targets for the respective KPI have been achieved for those years for which no definitive assessment has been made at this time.

### Non-competition clause

Non-competition clauses have been agreed with the Management Board members for the time after their departure. Evotec SE pays compensation for twelve months after the employment contract comes to an end. The compensation payments comprise 50% of direct remuneration paid (basic salary and variable remuneration) in the year before the employment contract ended and are paid in equal monthly instalments.

### Maximum remuneration

The maximum remuneration defined in the Remuneration system 2021 applies to all the members of the Management Board whose contract was signed or renewed before the Remuneration system 2022 came into effect at the Annual General Meeting 2022 (Dr Werner Lanthaler, Dr Craig Johnstone, Dr Matthias Evers). For the maximum remuneration defined in the Remuneration system 2021 the Supervisory Board worked from the current annual target remuneration of the Management Board members. Allowing for a possible (moderate) increase in the fixed salary and one grant of Restricted Share Awards to each Management Board member during the forecast four-year duration of the remuneration system gives the maximum annual remuneration as defined in § 87a para. 1 sentence 2 no. 1 AktG:

Function	Maximum remuneration for years in which no RSA's are granted (in € k)	Maximum remuneration for years in which no RSA's are granted (in € k)
CEO	6,000	15,600
Member of the Executive Board	3,500	7,100

The maximum remuneration defined in the Remuneration system 2022 applies to all the members of the Management Board whose contract was signed or renewed after the Remuneration system 2022 came into effect at the Annual General Meeting 2022 (Dr Cord Dohrmann and Laetitia Rouxel). The annual maximum remuneration within the meaning of Section 87a (1) sentence 2 number 1 AktG for contracts signed after the effective date of the Remuneration system 2022 is:

**2023**

Function	Maximum remuneration for years in which no RSA's are granted (in € k)
CEO	7,050
Member of the Executive Board	3,400

The relevant cap was not exceeded in the reporting year.

**Share Ownership Guideline**

The remuneration system 2022 obliges the Management Board members to hold shares in Evotec SE for the duration of their appointment to the Management Board, whereby this obligation must first be met no later than five years after they were first appointed to the Management Board (“build-up phase”). The share ownership programme is intended to incentivise Management Board members to increase enterprise value in the interests of shareholders. The amount to be invested depends on the gross basic salary of the respective Management Board member. The CEO undertakes to invest 300% of their gross basic salary in Evotec shares and the other ordinary Management Board members invest 100% of their respective gross basic salary.

The Management Board members reported the following shareholdings as of 31 December 2023.

	Shares	Outstanding Shares from vested SPA's	Granted unvested SPA's (total)	Outstanding Shares from vested RSA's	Granted unvested RSA's (total)	Restricted Shares from STI Payout
<b>Management Board</b>						
Dr Werner Lanthaler	1.550.000	0	170.182	0	71.642	
Enno Spillner	58.049	0	61.663	0	0	
Dr Cord Dohrmann	195.079	0	85.350	0	29.851	2.951
Dr Craig Johnstone	20.161	0	73.217	0	34.980	
Dr Matthias Evers	0	0	37.808	0	39.353	
Laetitia Rouxel	0	0	0	0	0	

**D. Target remuneration of current Management Board members for financial year 2023**

The following table shows the target remuneration of Management Board members for financial year 2023, and on a voluntary basis for financial year 2023. This comprises the agreed target remuneration for the respective financial year, of which 100% is paid if the targets are achieved.

		<b>Dr. Werner Lanthaler</b>				<b>Laetitia Rouxel</b>			
		CEO		CFO		CEO		CFO	
		2023		2022		2023		2022	
		in k €	in % Total	in k €	in % Total	in k €	in % Total	in k €	in % Total
<b>Non-performance-related remuneration</b>	Basic salary <sup>1</sup>	600	23.6%	600	23.6%	338	33.3%	-	0.0%
	+ Ancillary benefits	141	5.5%	141	5.6%	371	36.7%	-	0.0%
	<b>= Total</b>	<b>741</b>	<b>29.2%</b>	<b>741</b>	<b>29.2%</b>	<b>709</b>	<b>70.0%</b>	<b>-</b>	<b>0.0%</b>
<b>Performance-related Remuneration</b>	<b>Short-term, one-year remuneration (STI)</b>								
	Bonus	600	23.6%	600	23.6%	484	47.8%	-	0.0%
	<b>Long-term, multi-year remuneration (LTI)</b>								
	Restricted Share Plan 2020	-	0.0%	-	0.0%	-	0.0%	-	0.0%
	Share Performance Plan 2017	1,200	47.2%	1,200	47.2%	-	0.0%	-	0.0%
<b>= Total target remuneration</b>	<b>2,541</b>	<b>100.0%</b>	<b>2,541</b>	<b>100.0%</b>	<b>1,193</b>	<b>117.8%</b>	<b>-</b>	<b>0.0%</b>	
		<b>Dr. Cord Dohrmann</b>				<b>Dr. Matthias Evers</b>			
		CSO		CBO		CBO		CBO	
		2023		2022		2023		2022	
		in k €	in % Total	in k €	in % Total	in k €	in % Total	in k €	in % Total
<b>Non-performance-related remuneration</b>	Basic salary	450	26.1%	417	29.4%	400	30.0%	267	19.2%
	+ Ancillary benefits	56	3.3%	52	3.7%	54	4.0%	37	2.7%
	<b>= Total</b>	<b>506</b>	<b>29.4%</b>	<b>469</b>	<b>33.1%</b>	<b>454</b>	<b>34.0%</b>	<b>304</b>	<b>21.9%</b>
<b>Performance-related Remuneration</b>	<b>Short-term, one-year remuneration (STI)</b>								
	Bonus	484	28.1%	348	24.6%	280	21.0%	187	13.4%
	<b>Long-term, multi-year remuneration (LTI)</b>								
	Restricted Share Plan 2020	-	0.0%	-	0.0%	-	0.0%	900	64.7%
	Share Performance Plan 2017	731	42.5%	600	42.3%	600	45.0%	-	0.0%
<b>= Total target remuneration</b>	<b>1,721</b>	<b>100.0%</b>	<b>1,417</b>	<b>100.0%</b>	<b>1,334</b>	<b>100.0%</b>	<b>1,391</b>	<b>100.0%</b>	
		<b>Dr. Craig Johnstone</b>				<b>Enno Spillner</b>			
		COO		CFO		CFO		CFO	
		2023		2022		2023		2022	
		in k €	in % Total	in k €	in % Total	in k €	in % Total	in k €	in % Total
<b>Non-performance-related remuneration</b>	Basic salary	400	30.3%	400	18.9%	80	7.9%	320	29.3%
	+ Ancillary benefits	42	3.2%	42	2.0%	22	2.2%	67	6.2%
	<b>= Total</b>	<b>442</b>	<b>33.4%</b>	<b>442</b>	<b>20.8%</b>	<b>102</b>	<b>10.1%</b>	<b>387</b>	<b>35.5%</b>
<b>Performance-related Remuneration</b>	<b>Short-term, one-year remuneration (STI)</b>								
	Bonus	280	21.2%	280	13.2%	430	42.5%	224	20.5%
	<b>Long-term, multi-year remuneration (LTI)</b>								
	Restricted Share Plan 2020	-	0.0%	800	37.3%	-	0.0%	-	0.0%
	Share Performance Plan 2017	600	45.4%	600	28.3%	480	47.4%	480	44.0%
<b>= Total target remuneration</b>	<b>1,322</b>	<b>100.0%</b>	<b>2,122</b>	<b>100.0%</b>	<b>1,012</b>	<b>100.0%</b>	<b>1,091</b>	<b>100.0%</b>	



**E. Remuneration awarded and owed to current Management Board members in the financial year pursuant to Section 162 AktG**

The following tables show the fixed and variable remuneration components awarded and owed to the Management Board members in 2022 and 2023 in accordance with Section 162 (1) sentence 2 no. 1 AktG. Since the work for the annual bonus 2023 was completed in full financial year 2023, it is attributed to the remuneration awarded and owed in 2023 and so included in this remuneration report.

In addition to the amount of remuneration, the individual fixed and variable remuneration components are shown as a proportion of total remuneration in accordance with Section 162 (1) sentence 2 no. 1 AktG. The proportions are based on the remuneration components awarded and owed in the respective financial year, in accordance with Section 162 (1) sentence 1 AktG.

		Dr. Werner Lanthaler CEO				Laetitia Rouxel CFO			
		2023		2022		2023		2022	
		in k €	in % Total	in k €	in % Total	in k €	in % Total	in k €	in % Total
<b>Non-performance-related remuneration</b>	Basic salary <sup>1</sup>	600	30.9 %	600	23.8 %	338	28.3 %	-	0.0 %
	+ Ancillary benefits	141	7.3 %	141	5.6 %	371	31.1 %	-	0.0 %
	<b>= Total</b>	<b>741</b>	<b>38.2 %</b>	<b>741</b>	<b>29.4 %</b>	<b>709</b>	<b>59.3 %</b>	<b>-</b>	<b>0.0 %</b>
<b>Performance-related Remuneration</b>	<b>Short-term, one-year remuneration (STI)</b>								
	+ Bonus	-	0.0 %	578	23.0 %	181	15.2 %	-	0.0 %
	<b>Long-term, multi-year remuneration (LTI)</b>								
	+ Restricted Share Plan 2020	-	0.0 %	-	0.0 %	-	0.0 %	-	0.0 %
	+ Share Performance Plan 2017	1,200	61.8 %	1,200	47.6 %	-	0.0 %	-	0.0 %
	<b>= Total target remuneration</b>	<b>1,941</b>	<b>100.0 %</b>	<b>2,519</b>	<b>100.0 %</b>	<b>890</b>	<b>74.5 %</b>	<b>-</b>	<b>0.0 %</b>
		Dr. Cord Dohrmann CSO				Dr. Matthias Evers CBO			
		2023		2022		2023		2022	
		in k €	in % Total	in k €	in % Total	in k €	in % Total	in k €	in % Total
<b>Non-performance-related remuneration</b>	Basic salary	450	30.4 %	417	29.7 %	400	33.5 %	267	19.3 %
	+ Ancillary benefits	56	3.8 %	52	3.7 %	54	4.5 %	37	2.7 %
	<b>= Total</b>	<b>506</b>	<b>34.2 %</b>	<b>469</b>	<b>33.4 %</b>	<b>454</b>	<b>38.0 %</b>	<b>304</b>	<b>22.0 %</b>
<b>Performance-related Remuneration</b>	<b>Short-term, one-year remuneration (STI)</b>								
	+ Bonus	242	16.4 %	335	23.9 %	140	11.7 %	180	13.0 %
	<b>Long-term, multi-year remuneration (LTI)</b>								
	+ Restricted Share Plan 2020	-	0.0 %	-	0.0 %	-	0.0 %	900	65.0 %
	+ Share Performance Plan 2017	731	49.4 %	600	42.7 %	600	50.3 %	-	0.0 %
<b>= Total target remuneration</b>	<b>1,479</b>	<b>100.0 %</b>	<b>1,404</b>	<b>100.0 %</b>	<b>1,194</b>	<b>100.0 %</b>	<b>1,384</b>	<b>100.0 %</b>	
		Dr. Craig Johnstone COO				Enno Spillner CFO			
		2023		2022		2023		2022	
		in k €	in % Total	in k €	in % Total	in k €	in % Total	in k €	in % Total
<b>Non-performance-related remuneration</b>	Basic salary	400	33.8 %	400	18.9 %	80	13.1 %	320	29.5 %
	+ Ancillary benefits	42	3.6 %	42	2.0 %	22	3.6 %	67	6.2 %
	<b>= Total</b>	<b>442</b>	<b>37.4 %</b>	<b>442</b>	<b>20.9 %</b>	<b>102</b>	<b>16.7 %</b>	<b>387</b>	<b>35.7 %</b>
<b>Performance-related Remuneration</b>	<b>Short-term, one-year remuneration (STI)</b>								
	+ Bonus	140	11.8 %	270	12.8 %	28	4.6 %	216	19.9 %
	<b>Long-term, multi-year remuneration (LTI)</b>								
	+ Restricted Share Plan 2020	-	0.0 %	800	37.9 %	-	0.0 %	-	0.0 %
	+ Share Performance Plan 2017	600	50.8 %	600	28.4 %	480	78.7 %	480	44.3 %
<b>= Total target remuneration</b>	<b>1,182</b>	<b>100.0 %</b>	<b>2,112</b>	<b>100.0 %</b>	<b>610</b>	<b>100.0 %</b>	<b>1,083</b>	<b>100.0 %</b>	

<sup>1</sup> The basic annual salary for Dr Cord Dohrmann was increased from €400,000 to €450,000 with effect from 1 September 2022. This means his fixed basic salary for financial year 2022 was €417,000.

As in the past, Dr Craig Johnstone's remuneration was paid by Evotec (France) SAS and covers his work on the Management Board of Evotec SE and his work as Site Head in Toulouse. As a rule, the cost of the Management Board members' work is allocated appropriately to the Group companies.

No severance payments were made to departing Management Board members in 2023. Ms Laetitia Rouxel received a signing-on bonus of €300,000 that was paid in April 2003. Another tranche of the same amount is due in April 2024.

### Remuneration awarded and owed to former Management Board members in the 2023 financial year pursuant to Section 162 AktG

Enno Spillner (CFO) left the Management Board in 2023. Benefits and benefit commitments for Enno Spillner are reported under items D and E.

### Remuneration awarded and owed to current Supervisory Board members in the 2023 financial year pursuant to Section 162 AktG

The members of the Evotec Supervisory Board are entitled to a fixed salary and the reimbursement of out-of-pocket expenses in accordance with Article 13 para 1 of Evotec SE's Articles of Association. In accordance with the recommendations of the German Corporate Governance Code, the positions of Chair and Vice-Chair of the Supervisory Board and the positions of Chair or member of a committee are considered when setting the remuneration of the individual members. Each Supervisory Board member receives a fixed salary of €50,000 as approved by the Annual General Meeting 2019. The Chair receives €125,000 and the Vice-Chair €60,000. Members of Supervisory Board committees receive €10,000 per committee, and the committee Chair receives €25,000.

		Basic salary		Committee salary		Total remuneration
		in €	in % Total	in €	in % Total	in €
Prof. Dr. Iris Löw-Friedrich (since 06/2014)	2023	125,000	83.3%	25,000	16.7%	150,000
	2022	125,000	83.3%	25,000	16.7%	150,000
Roland Sackers (since 06/2019)	2023	60,000	63.2%	35,000	36.8%	95,000
	2022	60,000	63.2%	35,000	36.8%	95,000
Dr. Mario Polywka (since 06/2019)	2023	50,000	83.3%	10,000	16.7%	60,000
	2022	50,000	83.3%	10,000	16.7%	60,000
Dr. Elaine Sullivan (since 06/2015)	2023	50,000	71.4%	20,000	28.6%	70,000
	2022	50,000	76.6%	15,275	23.4%	65,275
Kasim Kutay (until 06/2022)	2023	0		0		0
	2022	23,626	100.0%	4,725	16.7%	28,351
Dr. Constanze Ulmer-Eilfort (until 06/2021)	2023	50,000	58.8%	35,000	41.2%	85,000
	2022	50,000	68.3%	23,187	31.7%	73,187
Camilla Macapili Languille (since 06/2022)	2023	50,000	83.3%	10,000	16.7%	60,000
	2022	26,374	83.3%	5,275	16.7%	31,649

## Comparison of changes in remuneration and profitability

In accordance with Section 162 (1) sentence 2 no. 2 AktG the following table shows the relative change in the remuneration awarded and owed to members of the Management Board and Supervisory Board in the financial year, compared with the average remuneration of employees on a full-time equivalent basis, as well as selected earnings indicators for the Evotec Group.

To show the profitability of the Group the comparison includes the net income recognised in the Company's separate financial statements, Adjusted EBITDA, and revenue of the Evotec Group, as well as the share price performance and the relative total shareholder return (TSR) for Evotec SE.

To show the average remuneration of employees the target remuneration for all employees is used (not including apprentices, students, and interns) on a full-time equivalent basis. This relates to the workforce of Evotec SE in Germany.

Financial year	2023	Change in %	2022	Change in %	2021	Change in %	2020	Change in %	2019
<b>Earnings performance</b>									
Net income / -losses for Evotec SE (HGB) in €m	(97.9)	(475.9) %	(17.0)*	38.8%	(27.8)	(14.9) %	(24.2)	(187.7) %	27.6
Adjusted EBITDA Evotec Group in €m	66.4	(34.7) %	101.7	(5.2) %	107.3	0.6%	106.7	(13.5) %	123.3
Revenue Evotec Group in €m	781.4	4.0 %	751.4	21.6%	618.0	23.4%	500.9	12.2%	446.4
Share price Evotec SE in €	19.4	20.2%	16.1	(61.2) %	41.6	55.6%	26.7	29.7%	20.6
Relative TSR of Evotec SE vs. TecDAX in % points	13.4	-	(39.7)	-	31.8	-	27.1	-	(10.1)
<b>Average employee remuneration (in € k)</b>									
Average remuneration	77.7	(0.6)	78.2	5.0%	74.5	5.2%	70.8	4.9%	67.5
<b>Management Board remuneration (in € k)</b>									
Dr. Werner Lanthaler	1,941	-	2,519	(46.0) %	4,661	130.6%	2,021	10.0 %	1,837
Dr. Cord Dohmann	1,479	-	1,404	(32.9) %	2,092	80.6%	1,158	34.4 %	862
Dr. Matthias Evers	1,194	-	1,384	-	-	-	-	-	-
Dr. Craig Johnstone	1,182	-	2,112	127.9%	927	(0.2) %	929	21.1 %	767
Laetitia Rouxel	890	-	-	-	-	-	-	-	-
<b>Former Management Board remuneration (in € k)</b>									
Enno Spillner	610	-	1,083	20.8%	897	(0.5) %	901	20.8%	746
<b>Supervisory Board remuneration (in € k)</b>									
Prof. Dr. Iris Löw-Friedrich (since 06/2014)	150	0.0%	150	31.6%	114	62.9%	70	7.7%	65
Roland Sackers (since 06/2019)	95	(1.0) %	96	6.7%	90	5.9%	85	84.8%	46
Dr. Mario Polywka (since 06/2019)	60	0.0%	60	9.1%	55	10.0%	50	85.2%	27
Dr. Elaine Sullivan (since 06/2015)	70	7.7%	65	8.3%	60	0.0%	60	0.0%	60
Dr. Constanze Ulmer-Eilfort (since 06/2021)	85	16.4%	73	121.2%	33	-	-	-	-
Camilla Macapili Languille (since 06/2022)	60	87.5%	32	-	-	-	-	-	-
<b>Former Supervisory Board remuneration (in € k)</b>									
Bernd Hirsch (until 06/2019)	-	-	-	-	-	-	-	(100.0) %	44
Dr. Claus Braestrup (until 06/2019)	-	-	-	-	-	-	-	(100.0) %	28
Michael Shalmi (until 06/2020)	-	-	-	-	-	(100.0) %	27	(55.0) %	60
Prof. Dr. Wolfgang Plischke (until 06/2021)	-	-	-	(100.0) %	68	(54.7) %	150	0.0 %	150
Kasim Kutay (until 06/2022)	-	-	28	(53.3) %	60	81.8%	33	-	-

\* Result 2022 corrected from € (8.3) million to € (17.0) million compared to 2022 report.

### **Miscellaneous**

Evotec has Directors and Officers (D&O) liability insurance for the Management Board members. This insurance policy covers the personal liability of Management Board members for any claims made against them for damages in the exercise of their duties. The insurance includes an excess or deductible for the Management Board members in accordance with the German Stock Corporation Act.

### **Additional remarks**

This English report is a translation of the German original. In the event of any differences, the German version is authoritative.