

DECLARATION OF COMPLIANCE BY THE MANAGEMENT BOARD AND SUPERVISORY BOARD WITH THE GERMAN CORPORATE GOVERNANCE CODE FOR THE YEAR 2020 AS REQUIRED UNDER SEC. 161 OF THE GERMAN STOCK CORPORATION ACT (AKTG)

The German Corporate Governance Code in its current version as of 16 December 2019 (the ‘Code’) contains principles, recommendations and suggestions for the Management Board and the Supervisory Board that are intended to ensure that the company is managed in its best interests. The Code highlights the obligation of Management Boards and Supervisory Boards – in line with the principles of the social market economy – to take into account the interests of the shareholders, the enterprise’s workforce and the other groups related to the enterprise (stakeholders) to ensure the continued existence of the enterprise and its sustainable value creation (the enterprise’s best interests).

With the following exceptions, Evotec complies with all recommendations of the Code and the majority of the Code’s suggestions. In December 2020, Evotec’s Management Board and Supervisory Board declared in accordance with Section 161 of the German Stock Corporation Act (AktG):

“Evotec SE has complied in 2020 with the recommendations of the Governmental Commission on the German Corporate Governance Code (the “Code”) as published in the official section of the Federal Gazette and intends to comply in the future with the recommendations of the Code, with the following exceptions:

Pursuant to Section G of the Code, the monetary remuneration of the Management Board members comprises fixed and variable components. Variable remuneration components consist of a one-year variable remuneration determined by a bonus scheme and a long-term so-called Share Performance Plan scheme approved by the Annual General Meetings 2012, 2015 and 2017. The Share Performance Plans have a multiple-year assessment basis that has essentially forward-looking characteristics, whereas the bonus scheme is based on the achievement of certain strategic targets set by the Supervisory Board for a certain financial year.

The Share Performance Plans comply with the recommendations set forth in Section G of the Code. In particular, they refer to specific key performance indicators and define a “Maximum Target”. However, as the issuance of awards under the Share Performance Plans 2012 and 2015 after the four-year vesting period is effected in shares, there is a cap for the number of awards upon allocation, but no other cap for the value of the allocated shares. That value will only be determined by the share price at that time without a pay-out cap. The Share Performance Plan 2017 has introduced such a cap with a maximum level of 350% of the contractual issue value and therefore complies in all respects with the Code.

Stock options issued in existing stock option programmes before their replacement by the Share Performance Plans remain valid. While the exercise of options under these stock option programmes requires an increase of the share price, the exercise is not related to other relevant comparison parameters as recommended in Section G of the Code. This decision is based on the lack of relevant comparison benchmarks in the field of German Biotech at the time when the stock option programmes were created. “

Hamburg, December 2020

Management Board

Supervisory Board