

DECLARATION OF COMPLIANCE BY THE MANAGEMENT BOARD AND SUPERVISORY BOARD WITH THE GERMAN CORPORATE GOVERNANCE CODE FOR THE YEAR 2024

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The German Corporate Governance Code in its current version as of 28 April 2022 (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 2024, 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 2024 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 exception:*

- Notwithstanding Section C.5 of the Code, Prof. Dr. med. Löw-Friedrich, former Chief Medical Officer of UCB SA (until July 2024) and Chairperson of Evotec’s Supervisory Board, has also a seat in the Supervisory Board of Fresenius SE & Co. KGaA. In exercising her mandate as Chairperson of the Supervisory Board of Evotec SE, Prof. Dr. med. Iris Löw-Friedrich always had devoted sufficient time to perform her function to the extent required..*
- In deviation from recommendations G.6 and G.10, Dr. Mario Polywka had not received any long-term, share-based variable remuneration under the Management Board remuneration system for his temporary activity as Interim CEO from January 2024. Due to his only interim position as a member of the Management Board and Chairman of the Management Board for a maximum period of one year, the Supervisory Board of*

*Evotec SE did consider it in its interest not to grant long-term variable remuneration whose assessment period would extend far beyond the term of office as a member of the Management Board and thus beyond the possibility of influencing the achievement of targets. In accordance with the German Stock Corporation Act and the Code, it should also be prevented that the incentivizing effect of long-term, share-based remuneration granted during the temporary activity on the Management Board continues after returning to the Supervisory Board and possibly leads to doubts about the independent exercise of control activities. After the end of Dr. Mario Polywka's temporary activity on the Management Board, the remuneration of the Management Board has again fully complied with the recommendations of the Code.*

- In application of recommendation G.11 and in deviation from recommendation G.8, the Supervisory Board partially redefined the performance criteria for the Management Board members for the short-term variable remuneration components (Bonus) in May 2024. The Supervisory Board has thus taken into account the forecast for 2024 as published on 24 April 2024, which differs significantly from the forecast originally used in December 2023 for the performance criteria for the 2024 Bonus. This gave the Supervisory Board the opportunity to adjust the incentivisation effect of the variable annual remuneration and an adequate performance measurement to the significantly changed factors, to align these in the interests of the company and thus to ensure an alignment of interests between investors and members of the Management Board that serves the long-term promotion of the company's well-being and the guarantee of sustainable and long-term corporate success”*

Hamburg, December 2024

Management Board

Supervisory Board