

## **Declaration on corporate governance for the financial year 2022 (Sections 289f, 315d German Commercial Code - HGB)**

The principles of responsible, sound corporate governance determine the work of the management and supervisory boards of Evotec SE. In this declaration the Management Board reports – also on behalf of the Supervisory Board – on corporate governance within the Group pursuant to Sections 289f, 315d HGB and the German Corporate Governance Code. Our objective is to keep the presentation of our corporate governance succinct and clearly structured.

### **Definition of good corporate governance**

Its listing on the Frankfurt Stock Exchange and since autumn 2021 its US listing on the NASDAQ, combined with its international shareholder structure, mean that Evotec follows both the German rules on corporate governance and international standards. Good, transparent corporate governance ensures that the management and supervision of the Company is responsible and focused on adding value. The Management Board and Supervisory Board of Evotec are convinced that the maintenance of high standards of corporate governance plays a key role in the Company's success. This includes the integrity in dealings with employees, business partners, shareholders and the general public that is expressed in the exemplary conduct of our management and supervisory boards. As a service provider and business partner Evotec is dependent on attracting and retaining the trust of its customers and partners by its irreproachable conduct. Our aim is to act credibly, seriously and reliably and to express this in the impression we leave behind. Evotec's corporate governance is therefore reviewed and refined regularly by the Management Board and Supervisory Board.

Annual targets are defined and communicated as part of the Management Board's strategy. We rely on the sense of responsibility and initiative of our managers and employees to perform our work. We agree on clear targets and regularly assess our performance against them. These performance targets are a key element of our management philosophy and part of our remuneration system.

### **Declaration of compliance with the German Corporate Governance Code pursuant to Section 161 German Stock Corporation Act (AktG) for the 2022 financial year**

The German Corporate Governance Code (current version dated 28 April 2022; the "Code") contains principles, recommendations and suggestions for the Management Board and the Supervisory Board, which are intended to help ensure that the Company is managed in its best interests. The Code clarifies the obligation of the Management Board and the Supervisory Board to ensure the continued existence of the Company and its sustained ability to create value (company interest) in accordance with the principles of the social market economy and taking the concerns of shareholders, employees and other stakeholders into account.

With the exceptions detailed below, Evotec follows all the recommendations and almost all the suggestions of the Code. The Management Board and Supervisory Board of Evotec SE therefore declared in December 2022 in accordance with Section 161 AktG:

"Evotec SE complied with the recommendations of the German Corporate Governance Code as amended and published in the Federal Gazette in 2022 and intends to continue complying with these recommendations in future, with the following exceptions:

- *Notwithstanding Section C.5 of the Code, Prof. Dr.-med. Löw-Friedrich, Chief Medical Officer of UCB SA and Chair of the Supervisory Board of Evotec, also has a seat on the Supervisory Board of Fresenius SE & Co. KGaA. When exercising her function as Supervisory Board Chair of Evotec SE, Prof. Iris Löw-Friedrich always has sufficient time available to carry out her responsibilities as necessary. Prof. Löw-Friedrich has demonstrated plausibly that this will continue to be the case in future."*

The current Declaration of Compliance with the German Corporate Governance Code and the declarations for the past five years can be found on the Evotec website at <https://www.evotec.com/en/investor-relations/governance>.

## **Description of the working practices of the Management Board and Supervisory Board and their composition**

### *Two-tier management and control system: Management Board and Supervisory Board*

A basic feature of the corporate governance structure at Evotec SE is its two-tier system, with a clear distinction between management by the Management Board and supervision by the Supervisory Board. The Management Board is responsible for leading the Company and represents it externally. The Supervisory Board's task is to appoint and dismiss the members of the Management Board and monitor their activities. Under German law the Supervisory Board may not take any operational management decisions. Both decision-making bodies work together closely for the good of the Company, however, and have as their joint objective long-term sustainable growth prospects for its shareholders. The General Meeting is one of the Company's decision-making bodies and represents the interests of shareholders.

The Management Board reports to the Supervisory Board in writing and orally on an ongoing basis and provides it with detailed information about the status of the Company. This includes monthly reports by the Management Board, in which it presents the financial results for the previous month in writing, along with detailed comments and explanations. The Management Board also presents the budget for the coming financial year and the medium-term planning to the Supervisory Board. In addition, the Management Board is obliged to notify the Supervisory Board in good time of all transactions that could have a significant impact on the Company's profitability or liquidity. This enables the Supervisory Board to make comments on such transactions before they are executed.

Above and beyond this exchange of information and the discussions between the Supervisory Board and the Management Board, the Supervisory Board Chair and the Chair of the Management Board (CEO), as well as other Management Board members, discuss current and ongoing topics whenever this is appropriate.

### *Executive Board*

The Management Board of Evotec SE manages the Company on its own responsibility and represents Evotec SE in transactions with third parties. The Management Board develops the Company strategy, agrees it with the Supervisory Board and ensures its implementation. The Management Board's actions and decisions are guided by the

Company's interests. It is committed to the target of sustainably increasing enterprise value, while taking the interests of shareholders, employees and other stakeholders into account. The members of the Management Board are jointly responsible for the entire management of the Company and decide on fundamental questions of Company policy and strategy, as well as on the annual and long-term planning.

In addition to the Chair, the Management Board of Evotec SE consists of four further members. The Chair coordinates the work of the Management Board members. New Management Board members are appointed for a maximum term of three years, in accordance with recommendation B.3 of the Code. Contracts may be renewed for up to five years, however, as currently agreed with the Chief Executive Officer, the Chief Scientific Officer and since January 2022 with the Chief Operating Officer. The contract with Dr Craig Johnstone, Chief Operating Officer, was extended with effect from 1 January 2022 for a further five years until 31 December 2026. Dr Matthias Evers was appointed as the new Chief Business Officer for three years with effect from 1 May 2022. This Management Board position was created to reflect the Company's growth. The contract with Dr Cord Dohrmann, Chief Scientific Officer, was also extended early with effect from 1 September 2022 for a further five years until 31 August 2027. Members of the Management Board may be re-elected or dismissed early for good reason. The members of the Evotec SE Management Board do not hold more than three Supervisory Board seats in publicly listed companies outside the Group or on supervisory boards that make comparable demands. Information about the individual board seats and professional responsibilities of the Management Board members can be found on page 142f of the Annual Report 2022.

With regard to the diversity of the Management Board it should be borne in mind that the Supervisory Board selects the Management Board members on the basis of their qualifications and professional background ("thought diversity"), also in view of the seven diversity dimensions defined in the Diversity Charta that Evotec has signed. In accordance with Section 111 (5) AktG the Supervisory Board of Evotec SE defined a quota of female members of the Management Board for the first time in 2015. Given that the four Management Board members with ongoing contracts were all male at the time, this quota was set at 0%. This quota was confirmed in 2017 in view of the terms of the contracts with the current active Management Board members, because no changes in the composition of the Management Board were planned. When deciding whether to renew the contracts with existing Management Board members and to expand the Management Board, the Supervisory Board considered increasing the quota defined for female members, but reserved the right to make its decision based solely on qualifications and performance. The Supervisory Board has now appointed Laetitia Rouxel to succeed Enno Spillner as the new Chief Financial Officer as of 1 April 2023. The Supervisory Board will deal with an increase in the target for the proportion of women on the Executive Board in one of its next meetings. Three of the five current Management Board members do not come from Germany.

An age limit has been set for Management Board members in accordance with recommendation B.5 of the Code. Pursuant to Section 1 (4) of the Rules of Procedure for the Supervisory Board of Evotec SE, the Supervisory Board ensures that no member of the Management Board is older than 65 years of age when appointed.

Responsibilities within the Management Board in 2022 were divided according to functional criteria, on the basis of Rules of Procedure. The Chief Executive Officer is responsible for coordinating the Management Board and for Investor Relations, ESG and Public Relations, Corporate Communications, Human Resources, Academic Bridges and the Infectious Diseases Strategy. The Chief Business Officer is responsible for Corporate Development and Strategic Planning, Global Business Development, Global Strategic Alliances and

Partnerships, Global Information Technology and Security, Global Research Technology and Strategic Marketing. The Chief Financial Officer is in charge of Finance, Controlling, Taxes, Legal & Compliance, Insurance, Risk Management and Internal Audit, and the Export Compliance Office, and exercises the function of the Chief Export Control Officer (CECO). The Chief Operating Officer is responsible for the Drug Discovery and Development segment, Global Biologics, Gene Therapy, Clinical Development, Environment, Health & Safety, Quality Management, and Supply Chains, including purchasing, logistics, facility management and technology. The Chief Scientific Officer is responsible for the Research & Development segment, Cell Therapies, **EVOgnostics**, Innovative Developments and Joint Strategies, EVT Equity and Operational Venture Capital and Intellectual Property/Patents (EVT Innovate).

As a rule, each individual Management Board member is responsible for managing their own area of responsibility autonomously. Activities and transactions in any single area of responsibility that are of exceptional importance for the Company or which entail an exceptional risk require the prior approval of the entire Management Board. Further details are defined in the Rules of Procedure for the Management Board.

Management Board meetings are convened by the Chair of the Management Board (CEO). Each Management Board member can require an extraordinary Management Board meeting to be convened, in addition to the regular Management Board meetings. The Chair of the Management Board (CEO) chairs the Management Board meetings and coordinates the work of the individual members. Individuals who are not Management Board members may be invited to advise at a Management Board meeting by resolution of the Management Board.

Brief minutes are to be taken of key negotiations and resolutions. Management Board resolutions are generally taken in meetings. However, they may also be taken without a meeting; in writing, by electronic means or by phone. The Management Board is quorate when the majority of its members vote on the resolution. As a rule, Management Board resolutions are passed by a simple majority. If the vote is tied, the Chair has the casting vote.

The Supervisory Board and the Management Board have taken care of long-term succession planning. It reflects the requirements of the German Stock Corporation Act (AktG) and the Code, as well as the diversity concept for the composition of the Management Board adopted by the Supervisory Board. Taking the concrete qualification requirements and the criteria mentioned into account, the Nomination Committee of the Supervisory Board prepares an ideal profile on the basis of which the Nomination Committee draws up a short list of available candidates. Interviews are held with these candidates. A recommendation is then made to the Supervisory Board for resolution. If necessary, the Supervisory Board and/or the Nomination Committee are supported by external advisers to develop the requirement profile and select the candidates.

### *Supervisory Board*

As stipulated in the current articles of association of Evotec SE, the Company's Supervisory Board consists of six members, who are elected by simple majority voting by shareholders at the Annual General Meeting. The Supervisory Board members are elected for five years and may be re-elected for a maximum of two full terms of office. As of the next election, a shortening of the five-year term of office is planned, as well as a staggering of the terms of office and a limitation of the total time in years instead of terms of office. Kasim Kutay resigned as of the end of the Annual General Meeting 2022, which elected Camilla Macapili Languille to succeed him on the Supervisory Board. The term of office of all the Supervisory

Board members ends at the close of the Annual General Meeting 2024 that passes a resolution on discharging the Supervisory Board members of liability for the Company's 2023 financial year. The periods of office begin and end as shown in the following table:

*Terms of office and committee memberships of Supervisory Board members*

<b>Until the Annual General Meeting 2022</b>	<b>Elected to the Company's Supervisory Board for the first time</b>	<b>Audit and Compliance Committee</b>	<b>Remuneration and Nomination Committee</b>
Prof. Iris Löw-Friedrich (Chair)	2014		X (Chair)
Roland Sackers (Deputy Chair)	2019	X (Chair)	X
Kasim Kutay	2020		X
Dr Mario Polywka	2019	X	
Dr Constanze Ulmer-Eilfort	2021	X	
Dr Elaine Sullivan	2015		X

<b>Since the Annual General Meeting 2022</b>	<b>Elected to the Company's Supervisory Board for the first time</b>	<b>Audit and Compliance Committee</b>	<b>Remuneration and Nomination Committee</b>	<b>ESG Committee</b>
Prof. Iris Löw-Friedrich (Chair)	2014		X (Chair)	
Roland Sackers (Deputy Chair)	2019	X (Chair)	X	
Camilla Macapili Languille	2022			X
Dr Mario Polywka	2019	X		
Dr Constanze Ulmer-Eilfort	2021	X		X (Chair)
Dr Elaine Sullivan	2015		X	X

The Supervisory Board nominates a Chair and a Deputy Chair from among its members. Prof. Iris Löw-Friedrich was elected as Chair of the Supervisory Board and Roland Sackers as her deputy.

In accordance with the recommendations of the Code, the members of the Evotec Supervisory Board were selected regardless of their gender, nationality and age, according to their qualifications, professional experience, ability and independence. It should be noted, however, that the Supervisory Board has set an age limit and determined that potential candidates may not be older than 72 years of age when they are proposed for election. In addition, the Supervisory Board currently has defined two full periods of office as the regular limit for membership of the Supervisory Board but plans to adjust this as well with the planned shortening of terms of office at the 2024 Annual General Meeting.

An appropriate proportion of women is also required. To this end the Supervisory Board has set a gender quota requiring a respective proportion of women and men of at least 30%.

The Supervisory Board has also set concrete targets for its composition and competences and drawn up a Competence and Specialist Knowledge Profile that reflects the Company's specific situation. Taking the company-specific situation into account, these targets and competence profiles require a majority of the Supervisory Board members to have national and international experience in (i) research and development, (ii) finance, capital markets, law, corporate governance, (iii) marketing, sales and operations, (iv) (public) healthcare and (v) expertise in sustainability topics that are relevant to the Company. Potential conflicts of interest should also be averted by examining potential candidates for the Supervisory Board very closely when they are selected. Furthermore, the Supervisory Board should be composed in such a way that the majority of its members are independent and collectively have the knowledge, skills and functional experience to carry out their tasks properly.

The composition of the Supervisory Board currently meets these targets and competence profiles: From their work in various international companies, all the members have an extensive international professional background. All the members are considered to be independent in accordance with the two-dimensional evaluation criteria of the German Corporate Governance Code, three different nationalities are represented and four members are female. Evotec strives for diversity of opinion, which is ensured by the composition of an internationally experienced Supervisory Board with a broad range of skills.

Prof. Löw-Friedrich is to be considered independent within the meaning of recommendation C.7 of the German Corporate Governance Code. It is true that Prof. Löw-Friedrich has a seat on the Management Board of UCB S.A. which is a customer of Evotec. However, the Evotec Group's sales with the UCB Group only account for around 0.5% of the Evotec Group's total sales, so the commercial relationship between Evotec and UCB is not considered to be material within the meaning of recommendation C.7 of the Code. In addition, within the Management Board of UCB Prof. Iris Löw-Friedrich is responsible for global clinical development and for holistic product development and marketing, but not for early-stage research and pre-clinical development and manufacturing, which are the only services that Evotec performs for UCB. Since these services are also not of significant commercial value, they are not discussed in either the UCB Management Board or in Evotec's Supervisory Board. Notwithstanding recommendation C.5 of the German Corporate Governance Code, Prof. Iris Löw-Friedrich also has a seat on the Supervisory Board of Fresenius SE & Co. KGaA. Prof. Iris Löw-Friedrich has always taken sufficient time to exercise her function as a Supervisory Board member, however, including attendance at all board and committee meetings and availability for contact with internal and external stakeholders. She has explained plausibly that this will continue to be the case in future.

Mr Roland Sackers (CFO of Qiagen N.V.) is independent. Qiagen N.V. does not have any material commercial relations with Evotec SE; no other circumstances that could make him dependent have been identified.

Camilla Macapili Languille is considered to be an independent Supervisory Board member regardless of her position as Head of Life Sciences at Mubadala Investment Company. Mubadala Investment Company holds around 7% of the voting shares in Evotec SE and therefore has a material interest in Evotec SE within the meaning of recommendation C.13 of the German Corporate Governance Code. Nevertheless, Mubadala Investment Company is not a controlling shareholder within the meaning of C.9 of the German Corporate Governance Code. The shareholder (and so therefore Ms Macapili Languille) would not be



independent if there were a control agreement with the shareholder or it held an absolute majority of the voting rights or at least a sustained majority at general meetings. A share of voting rights of just over 7% does not constitute a sustained majority at general meetings for Mubadala Investment Company, so there is neither a permanent conflict of interests nor any dependence on the basis of de facto voting majorities, particularly since the number of votes cast in past general meetings regularly represented well over 40% of share capital.

Dr Mario Polywka's cooling-off period as required by C.7 of the German Corporate Governance Code ended at the close of 2020. He is therefore considered to be independent.

Dr Constanze Ulmer-Eilfort (lawyer at PSP, Munich) is independent. PSP Munich has no commercial relations with Evotec SE; there is no indication of any other circumstances that would result in her dependence.

Dr Elaine Sullivan (former CEO of Carrick Therapeutics Ltd.) is also independent. Evotec SE holds around 4.5% of the shares in Carrick Therapeutics Ltd. Evotec is not currently a material partner of Carrick Therapeutics Ltd. There is therefore no conflict of interests that could invalidate her independence, for two reasons: (1) Evotec SE's shareholder rights in Carrick Therapeutics Ltd. are exercised by the Management Board of Evotec SE, on its own responsibility in accordance with Section 76 (1) AktG; a Supervisory Board member has no influence, in particular over voting on shareholder resolutions for Carrick Therapeutics Ltd. (e.g. discharging board members of liability); (2) there is no cross-representation on decision-making bodies. There are also no other identifiable significant connections with members of the Company's Management Board via investments in other entities or organisations.

The current composition of the Supervisory Board conforms to the competence profile as described and last confirmed in 2022 when re-elections to the Supervisory Board were held.

<b>Competences/ expertise</b>	<b>Prof. Iris L�w- Friedrich (Chair</b>	<b>Roland Sackers (Deputy Chair)</b>	<b>Camilla Macapili Languille</b>	<b>Dr Mario Polywka</b>	<b>Dr Constanze Ulmer- Eilfort</b>	<b>Dr Elaine Sullivan</b>
Independent Supervisory Board members	X <sup>1)</sup>	X	X <sup>2)</sup>	X <sup>3)</sup>	X	X
Research development	X	–	–	X	–	X
Finance and financial markets	–	X <sup>4)</sup>	X	X <sup>5)</sup>	X	–
Legal & compliance	–	X	–	–	X	–
ESG	X	X	X	–	X	–
Marketing, sales and operations	X	–	–	X	–	X
Healthcare and public health	X	–	X	–	–	X
Age of Supervisory Board candidate does not exceed 72 years at the time of the proposal	X (1960)	X (1968)	X (1983)	X (1963)	X (1962)	X (1961)
Regional experience	EU, USA, Asia	EU, USA	EU, USA, MENA	EU, USA	EU	EU, USA, Asia
Female Supervisory Board members	X	–	X	–	X	X
Term of office starts (max. 2 full terms of office)	X (2014)	X (2019)	X (2022)	X (2019)	X (2021)	X (2015)

1) Management Board member of UCB: the commercial relationship with UCB as a customer of Evotec is considered to be immaterial (approx. 0.5% of Group revenue in 2022)

2) Head of Life Sciences at Mubadala Investment Company: Mubadala Investment Company holds some 7% of the shares in Evotec, but does not exercise control within the meaning of C.9 GCGC

3) The cooling-off period defined in C.7 DCGK ended at the close of 2020

4) Experience of auditing and accounting

5) Experience of accounting



The members of the Supervisory Board attend any training courses necessary for the performance of their duties of their own accord.

The Supervisory Board Chair coordinates the work of the Supervisory Board and represents the Supervisory Board externally. The Supervisory Board Chair is available to shareholders to discuss topics specific to the Supervisory Board.

The Supervisory Board appoints and dismisses the members of the Management Board and advises and supervises the Management Board on the management of the Company. Frank discussions take place between the Management Board and Supervisory Board, which both parties ensure remain confidential. The Supervisory Board, in particular the Supervisory Board Chair, are in regular contact with the Management Board. The Management Board reported to the Supervisory Board in numerous conference calls, which were arranged as needed, and provided ongoing written and oral reports and information in the form of detailed analysis of the Company's operating business and other topics such as strategy, planning, risk management and compliance management systems.

In line with recommendation D.7 of the Code, the Supervisory Board met regularly for the scheduled Supervisory Board meetings without the Management Board.

The Supervisory Board also plays a significant role in fundamental decisions. The fundamental decisions that the Supervisory Board has defined as requiring its prior approval consist primarily of the following:

- Matters requiring the approval of the Supervisory Board under company law;
- the Company's strategic and operational policies;
- the inclusion of sustainability targets in the strategic and operational policies;
- the annual budget targets and material differences from resolutions;
- material changes in the development pipeline;
- investment outside the course of normal business in excess of €5 million, including in-licensing;
- establishment and acquisition of companies or material changes to the Group structure by either +/- 5% change in ownership or the change of control over an entity;
- contracts outside the normal course of business that differ significantly from the normal risk structure;
- out-licensing with a total value in excess of €300 million;
- the making of loans and the provision of guarantees, pledges, bonds or other collateral;
- the purchase or sale of land and
- the establishment of new business operations or material changes to existing business operations

The articles of association provide for Supervisory Board resolutions to be adopted in meetings as a rule. However, meetings may be held and resolutions adopted in writing, by phone, or by means of electronic or other communications technologies, if the Supervisory Board Chair so decides in any specific case. The articles of association also stipulate that the Supervisory Board is quorate when more than half its members take part in the resolution in person or by voting in writing or any other permissible form. Otherwise, the Supervisory Board is to be convened again, with a period of two weeks between the date of the invitation and the meeting. The Supervisory Board is then quorate when at least three members take part in the resolution. Absent members can take part in the Supervisory Board resolution by casting their vote in writing. Supervisory Board resolutions are passed by a simple majority of votes cast. The Supervisory Board has also adopted Rules of Procedure (see [www.evotec.com](http://www.evotec.com); heading IR & ESG).

It is ensured that every Supervisory Board member has sufficient time for the exercise of their duties. None of the Supervisory Board members has a seat on more than five supervisory boards of publicly listed entities outside the Group. Equally, none of the Supervisory Board members with a seat on the management board of a publicly listed entity holds more than two supervisory board seats on publicly listed entities within the Group or has comparable functions, nor chairs the supervisory board of any publicly listed entity outside the Group.

The Supervisory Board was not aware of any conflicts of interests affecting its members in 2022.

The Supervisory Board Report, which is part of the Annual Report, provides a summary of its work and is published in the IR & ESG section of the Company's website ([www.evotec.com](http://www.evotec.com)).

Board seats held by Supervisory Board members and transactions with related parties are listed on pages 140 and 142f of the Annual Report 2022.

#### *Work in the Supervisory Board committees conforms to the German Corporate Governance Code*

An important part of the Supervisory Board work takes place in committees. In accordance with the requirements of the German Stock Corporation Act (AktG) and the recommendations of the Code, the Supervisory Board of Evotec SE has formed an Audit and Compliance Committee, a Remuneration and Nomination Committee, and for the first time in 2022 an ESG Committee. The committees are staffed in accordance with the Code.

The three-member Audit and Compliance Committee supports the Supervisory Board with its independent supervision of financial reporting and its audit as well as non-financial reporting. The Audit and Compliance Committee particularly reviews the financial reporting processes, the effectiveness of the internal control system and the audit of the financial statements. This includes discussing with the Management Board the interim and half-year reports and the risk management and compliance management systems, including IT and cyber security. The Audit and Compliance Committee also reviews any transactions with related parties. In addition, the Audit and Compliance Committee discusses with the appointed auditors the individual audit stages and procedures in the context of the audit engagement assigned by the Supervisory Board, including the independence and quality of the auditors, any additional services provided by the auditors, the appointment of the auditors, the definition of the focal points of the audit, the fee agreement and compliance topics. In the context of preparing and carrying out the audit the Audit and Compliance Committee communicates regularly with the auditors without the involvement of the Management Board.

The members of the Audit Committee have the necessary specialist skills and knowledge. As a CFO, the Chair of the Audit Committee Roland Sackers is not only independent, but also has the necessary specialist knowledge and experience of the application of financial reporting principles and internal control processes, and of the auditing of financial statements. This also includes sustainability reporting and its auditing and digitalisation. Roland Sackers' expertise in financial reporting comprises specialist knowledge and experience of the application of financial reporting principles and internal control and risk management processes; his expertise in the auditing of financial statements comprises specialist knowledge and experience in the auditing of financial statements. Furthermore, Dr Mario Polywka as a former Management Board member of the Company has expertise

and experience in the field of financial reporting and internal control and risk management systems. It is ensured that neither the Supervisory Board Chair nor a former Management Board member chairs the Audit Committee. The statutes of the Audit Committee can be found on the Company website under the link <https://www.evotec.com/en/investor-relations/governance>.

The Remuneration and Nomination Committee is primarily responsible for preparing the appointment of Management Board members and preparing the remuneration system for the Management Board, including the Share Performance Plan. Resolutions on these topics are taken by the full Supervisory Board. The statutes of the Remuneration and Nomination Committee can be found on the Company website under the link <https://www.evotec.com/en/investor-relations/governance>.

In view of the increasing importance of environmental, social and governance (ESG) aspects, the Supervisory Board formed an ESG Committee in 2022. It is made up of three Supervisory Board members, who are supported by the CEO, the Global Head of HR and the Head of Global Investor Relations & ESG. Alongside the Management Board the ESG Committee defines on an ongoing basis which priorities Evotec sets in terms of environmental, social and governance policy, and advises on and monitors their implementation. The statutes of the ESG Committee can be found on the Company website under the link <https://www.evotec.com/en/investor-relations/governance>.

The committees are staffed in accordance with the Code. Detailed information on the composition of the committees of the Evotec SE Supervisory Board is shown in the table above.

#### *Efficiency review by the Supervisory Board*

The Supervisory Board carries out a regular self-assessment in order to identify opportunities for improving its efficiency and working practices. The assessment was supported by external advisers for the first time in 2022, who gathered detailed information by means of interviews with each Supervisory Board member, all Management Board members and some key stakeholders. The external advisers analysed the responses they received and presented a summary to the Chair and the entire Supervisory Board, which held an all-day workshop to discuss them with the support of the external advisers. The results of the survey confirm that work within the Supervisory Board and with the Management Board is professional and constructive, and is based on trust and openness. The composition and structure of the Supervisory Board were confirmed and deemed to be appropriate, as were the committees and the organisation of meetings. Regardless of this confirmation the Supervisory Board has developed and discussed recommendations for improvements. When changes have been decided they will be implemented with the support of the Management Board (if necessary) and guidance from the Legal Department, and may include e.g. an annual Strategy Day, shorter periods of office and staggered succession planning for the Supervisory Board, as well as the revision of documents available to new Supervisory Board and Management Board members.

#### **Remuneration of Executive Board and Supervisory Board members**

Evotec SE complies with the recommendation of the German Corporate Governance Code and discloses the individual remuneration of Management and Supervisory Board members. Detailed information about the remuneration of the Management Board members, divided into fixed and variable components and other benefits, and the remuneration of Supervisory Board members is provided in a separate chapter of the

Management Report, the Remuneration Report. The Management Report forms part of the Annual Report and is published on the Company's website in the section IR & ESG under <https://www.evotec.com/en/investor-relations/governance>. The remuneration of the Management Board and Supervisory Board is also disclosed on the website under <https://www.evotec.com/en/investor-relations/governance> in the section IR & ESG.

The revised system of Management Board remuneration was presented to the Annual General Meeting in 2022 and adopted by a majority of 94%.

The Company has directors' and officers' liability insurance for the members of the Management Board and the Supervisory Board, the members of the senior management team and the managing directors of subsidiaries. The Company bears the costs of this insurance. A reasonable excess has been agreed for the members of the Supervisory Board. The excess for the members of the Management Board is in accordance with the Act on Reasonable Management Board Remuneration (VorStAG).

### *Directors' Dealings*

The European Market Abuse Regulation stipulates that members of the Management Board, the Supervisory Board and members of the senior management team at Evotec, and related parties, must disclose dealings in Evotec shares that exceed the statutory threshold of €5,000 in a calendar year. Evotec has also adopted an Insider Policy (see IR & ESG under <https://www.evotec.com/en/investor-relations/governance>) that governs trading in Company securities for members of the decision-making bodies and Company insiders and ensures the necessary transparency.

The following notifiable securities transactions were disclosed in 2022:

<b>Date</b>	<b>Name</b>	<b>Function</b>	<b>Type of transaction</b>	<b>Number of units</b>	<b>Price</b>	<b>Transaction volume</b>
14 June 2022	Werner Lanthaler	Member of the Executive Board	Purchase	10,000	EUR 22.69	226,873.95
14 June 2022	Werner Lanthaler	Member of the Executive Board	Purchase	10,000	EUR 22.86	228,559.35
21 January 2022	Mario Polywka	Member of the Supervisory Board	Purchase of shares by exercising share options (Share Performance Plan)	11,938	EUR 35.39	422,459.56
21 January 2022	Mario Polywka	Member of the Supervisory Board	Exercised by cash settlement (Share Performance Plan)	12,000	EUR 35.39	424,653.60
21 January 2022	Craig Johnstone	Member of the Executive Board	Purchase of shares by exercising share options	4,111	EUR 35.39	145,479.25

			(Share Performance Plan)			
21 January 2022	Craig Johnstone	Member of the Executive Board	Exercised by cash settlement (Share Performance Plan)	4,112	EUR 35.39	145,514.63
21 January 2022	Cord Dohrmann	Member of the Executive Board	Purchase of shares by exercising share options (Share Performance Plan)	12,573	EUR 35.39	444,930.81
21 January 2022	Cord Dohrmann	Member of the Executive Board	Exercised by cash settlement (Share Performance Plan)	1,2639	EUR 35.39	447,266.40
21 January 2022	Enno Spillner	Member of the Executive Board	Purchase of shares by exercising share options (Share Performance Plan)	10,452	EUR 35.39	369,873.29
21 January 2022	Enno Spillner	Member of the Executive Board	Exercised by cash settlement (Share Performance Plan)	10,507	EUR 35.39	371,819.61
21 January 2022	Werner Lanthaler	Member of the Executive Board	Purchase of shares by exercising share options (Share Performance Plan)	42,638	EUR 35.39	1,508,865.02
21 January 2022	Werner Lanthaler	Member of the Executive Board	Exercised by cash settlement (Share Performance Plan)	4,2857	35.39 EUR78	1,516,614.94
4 January 2022	Werner Lanthaler	Member of the Executive Board	Purchase	1,0000	EUR 39.25	392,479.78

### Shareholdings of Management Board and Supervisory Board members

The members of the Management Board and Supervisory Board held the following shares as of 31 December 2022:

	<b>Shares</b>	<b>Outstanding shares from vested SPAs</b>	<b>Granted unvested SPAs (total)</b>	<b>Outstanding shares from vested RSAs</b>	<b>Granted unvested RSAs (total)</b>
<b>Management Board</b>					
Dr Werner Lanthaler	1,514,826	0	139,728	0	71,642
Enno Spillner	51,655	0	42,488	0	0
Dr Cord Dohrmann	188,926	0	52,590	0	29,851
Dr Craig Johnstone	10,498	0	52,142	0	34,980
Dr Matthias Evers	0	0	0	0	39,353
<b>Supervisory Board</b>					
Prof. Iris Löw-Friedrich	0	0	0	0	0
Dr Mario Polywka	11,938	0	0	0	0
Roland Sackers	0	0	0	0	0
Kasim Kutay	0	0	0	0	0
Dr Constanze Ulmer-Eilfort	0	0	0	0	0
Dr Elaine Sullivan	0	0	0	0	0
Camilla Macapili Languille	0	0	0	0	0

Changes in shares held by members of the decision-making bodies are published on the Evotec website in the section IR & ESG under <https://www.evotec.com/en/investor-relations/governance>.

### Annual General Meeting

Shareholders exercise their rights, in particular their voting rights, at the Annual General Meeting. Each share entitles the bearer to one vote. An online video and audio stream of the entire Annual General Meeting 2022 was provided via a passport-protected internet service to properly registered shareholders or their proxies on 22 June 2022 from 10.00 am CEST. The link to the password-protected internet service was published on the Company website in the section IR & ESG under <https://www.evotec.com/en/investor-relations/annual-general-meeting>. Duly registered shareholders were sent individual access data to use the Company's password-protected online service.

Unregistered shareholders and other interested parties were able to follow the first part of the Annual General Meeting, particularly the presentations by the Management Board members, via a separate link on the Evotec website that did not require a password, but not the subsequent answers to the questions submitted in advance by shareholders.

## **Transparency**

Evotec SE notifies shareholders and analysts, media and the general public regularly and impartially. The Company therefore meets all the requirements of the Code concerning transparency, promptness, openness and equal treatment. The aim of providing all target groups promptly with the same information at the same time has the highest priority for corporate communications and is governed by a Disclosure Policy. As such, it goes without saying that Evotec makes all company publications available simultaneously in German and English. This information is published on the Evotec website in the IR & ESG section under [www.evotec.com](http://www.evotec.com).

This section of the website also includes information such as press releases, the financial calendar with all the publication dates for financial reports, the IR event calendar, annual and quarterly reports, notifiable transactions and continuously updated information on corporate governance. This includes the articles of association, the rules of procedure for the Supervisory Board and its committees, the code of conduct, including the insider policy, and all the declarations of compliance.

Finally, regular meetings and conference calls are held with analysts and investors on the published quarterly results in the course of Capital Markets Days and investor conferences. Evotec ensures that no stakeholder group receives privileged information. Company management presented Evotec at various national and international investor conferences in 2022.

The website [www.evotec.com](http://www.evotec.com) also offers extensive information about the Evotec Group and the Evotec share.

## **Financial reporting and audit of the financial statements**

Evotec informs its shareholders and third parties on a regular basis by means of its consolidated financial statements, half-year report and quarterly interim statements. As a stock corporation based in the European Union, Evotec SE is obliged to prepare and publish consolidated financial statements in line with International Financial Reporting Standards (IFRS) and Section 315a HGB. The consolidated and separate financial statements are audited by the auditors and reviewed by the Supervisory Board. The auditors elected by the Annual General Meeting and appointed by the Supervisory Board attend the Supervisory Board's meetings to discuss the financial statements and report on the main results of their audit. The Audit Committee uses this information as a guideline for its own assessment of the financial statements and reports.

The published financial statements of Evotec SE with the management report, and the consolidated financial statements with the Group management report, were audited for 2022 by BDO AG Wirtschaftsprüfungsgesellschaft. These audits also covered risk management and compliance with reporting obligations on corporate governance pursuant to Section 161 AktG. After completing its review the Supervisory Board also approved the separate and consolidated financial statements. The tendering of the audit mandate for the 2022 financial year following the court appointment of BDO AG



Wirtschaftsprüfungsgesellschaft for the 2021 financial year shall be carried out in close consultation with the Audit and Compliance Committee of the Supervisory Board.

## **Compliance Organisation**

### *Compliance and Code of Conduct*

The Management Board of Evotec SE ensures compliance with statutory provisions and internal policies and requires all employees to follow them. Evotec's corporate culture is committed to the highest standards of transparency, integrity and accountability. One key aspect of integrity is compliance with applicable legislation and internal company guidelines. Evotec's commitment to a compliance-oriented corporate culture is manifested in the Company's code of conduct, which defines binding ethical principles such as integrity and professionalism that apply equally to members of the Executive Board and Supervisory Board and to all employees.

The code of conduct particularly covers:

- the legitimate use of company funds, accounting and financial reporting;
- principles for combating money-laundering;
- compliance with insider trading legislation and avoiding conflicts of interest
- compliance with anti-trust legislation;
- compliance with anti-corruption legislation and related internal policies;
- a working environment at Evotec that is free of discrimination and harassment;
- aspects of occupational health and safety and environmental protection;
- respect for animal welfare;
- confidentiality and the protection of intellectual property and trade secrets;
- data protection and use of personal data;
- global trade; and
- the obligation to report any suspected breach of the code of conduct ("whistleblowing").

Evotec does not tolerate any infringement of applicable law or internal policies.

The code of conduct was revised in 2021 and is published on the Evotec website under [www.evotec.com](http://www.evotec.com) in the IR & ESG section.

### *Compliance Office*

Dealing responsibly with the compliance risks of our business operations calls for a suitable and effective compliance management system. The compliance programme at Evotec SE is monitored by the company's compliance officer; an independent and objective function

that reviews and assesses compliance matters within the group. Electronic compliance training and face-to-face seminars take place regularly across the Group and are tailored to the Company's specific compliance requirements and the associated risks. The aim of the training program is to achieve permanent awareness of compliance aspects in all business processes, to ensure that every decision meets Evotec's compliance obligations and to minimise compliance risks. It is mandatory for all members of the Executive Board and for all employees. The company's compliance officer monitors participation in this training program at regular intervals.

The compliance office helps to convey the values described above throughout the Group and ensure they are practised sustainably.

Another important aspect of accountability and transparency is giving all Evotec employees the opportunity to express their misgivings responsibly and effectively. Potential breaches of compliance obligations, comments or queries can be reported to the relevant manager, the company's compliance officer or the global whistleblowing platform (**EVOWHISTLE**), which is available 24 hours a day, seven days a week. If a potential compliance violation concerns a member of the Management Board, the Chair of the Supervisory Board's Audit and Compliance is notified. Nine reports were received via the **EVOWHISTLE** platform in 2022, which have all been reviewed or are under review.

Evotec also implements the statutory capital markets requirements. An ad hoc committee has been set up, consisting of the Chief Financial Officer, the Head of the Legal department, the Heads of the Investor Relations and Corporate Communication departments and the assistant to the Management Board, which reviews whether inside information requires an ad hoc announcement and ensures that this information is treated in accordance with the law. This ad hoc committee reports to the Chief Executive Officer.

Further information can be found in the Sustainability Report pursuant to Sections 289c and 315c HGB. This report can be found on Evotec's website in the IR & ESG section under Publications.

## Sustainability

Sustainability is the foundation of all our business. Our slogan *#researchneverstops* underlines how our commercial activity would only come to an end in the hypothetical event that effective therapies and cures were found for all the more than 3,000 illnesses that are currently untreatable. Our task of developing drugs for existing and new therapy areas efficiently and without bias is the core of a sustainable company development. By expanding our offering for manufacturing biologics on the basis of a continuous production process we are making a contribution to cutting costs, and so to the better treatment of the overwhelming majority of patients who have not been able to benefit from biologics to date.

Tangible progress is being made with the integration of sustainability management into the Group structures. Evotec created the new function Head of ESG (environmental, social and governance) in 2020, which reports directly to the CEO. Two additional employees were hired to coordinate ESG topics in 2021 and another position was created within this function in 2022. In 2022 the Supervisory Board set up an ESG Committee with three members, which provides further leadership and support with developing and implementing the sustainability strategy. A workshop held for the first time in December 2020 reviewed strategically important sustainability topics and anchored them in a sustainability strategy. The core topic in 2022 was to create the conditions for implementing the 1.5°C strategy in line with the Paris Agreement. The first steps towards implementation were taken in 2021.

The entire process of developing and implementing the strategy in the context of sustainability management is continuously refined.

The corporate goals for 2022 again included sustainability goals. In 2022 the focus was on initial investments to reduce CO<sub>2</sub> emissions, carrying out a survey among all the company employees and nominating local “sustainability ambassadors” at all 17 sites so that site-specific projects can be better coordinated.

Our strategy covers the different facets of sustainability, based on a comprehensive materiality and stakeholder analysis, and is consistent with a number of the overarching UN Sustainable Development Goals (UN SDG). Our most important contribution to society is to develop therapies for the treatment of previously incurable diseases. Areas addressed by the UN Sustainable Development Goals 3 & 5 form one of the main areas of our research.

Our activities also focus on the second key stakeholder group – our employees. Encouraging education and creating an innovative working environment (both internally and in cooperation with universities) is another important area of our activities. We pursue extremely diverse approaches to research. They include a focus on molecular phenotypes. The use of autologous tissue samples and induced pluripotent stem cells (iPSC) results in disease-relevant and therefore better findings, as well as significantly reducing the use of animal models in the research process. Our use of the latest technology enables us to reduce our consumption of resources and protect the environment. This produces less waste, cuts energy consumption and protects our employees even better by reducing their contacts with hazardous substances. We made a voluntary commitment to help meet the target set by the Paris Agreement of limiting global warming to 1.5°C, and documented our intention by joining the Science-based Target Initiative in January 2021. In a market in which the protection of intellectual property is a decisive competitive factor, the security, quality and integrity of our information technology is an undisputed precondition for upholding our reputation and creating the basis for sustainable growth. For this reason, it is an established element of our sustainability strategy.

## **Diversity**

The way we think and act is defined by respect, cooperation, openness and flexibility. Evotec is committed to equal opportunities in all areas, in terms of recruitment and development as well as promotions and salaries. As far as equal pay is concerned, a project was launched at Group level in 2020 to examine any pay differentials between men and women and has continued since 2021. The aim is to take into account factors such as seniority, performance and hierarchical position. This means the analysis is more wide-ranging than required by law at some of our international sites (UK, France) and is still in the process of development. The analysis of results in 2022 showed that there are no relevant pay differentials at comparable levels within the Company.

Staff from 91 nations were employed at Evotec at year-end 2022 (2021: 81). The average age of employees as of this date was 38.2 years. 1.7% of employees have a recognised disability.

In terms of gender diversity, the proportion of women was 53.8%, compared with 54.1% in 2021. In the spirit of gender equality, we reached the target of achieving a proportion of women at the management level below the Management Board of 30% by the end of 2021 and maintained this performance in 2022. In 2022 the proportion of women at this senior management level was 30.6% (2021: 31.3%).

For further details please see the Evotec Sustainability Report 2022 published on the Company website under <https://www.evotec.com/en/investor-relations/publications>.

### **Risk management**

The early identification of risks, particularly those that could jeopardise the Company's continued existence, together with their focused and responsible management, are an essential element of functioning corporate governance. Risk identification covers all risks, particularly also compliance and reputational risks as well as IT and cyber security, that could have an adverse impact on Evotec's financial targets. Risk management also deals with non-financial risks that do not have a direct financial impact, but could jeopardise the Company's performance indirectly, such as its achievement of sustainability targets. Evotec has a risk and opportunities management system based on international standards (COSO – Committee of Sponsoring Organizations) and which is supplemented by a Group-wide internal control system and compliance system. It enables the Management to identify key risks at an early stage and respond to them. The Management Board reports on risk management to the Supervisory Board. Risk and opportunities management is also reviewed annually as part of the audit of the financial statements. Details can be found on page 66ff of the Annual Report 2022.