

Evotec

Corporate Governance Roadshow





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Agenda

1. Introduction & Strategic Outlook
2. Governance Structure & Board Activities
3. Remuneration
4. Annual General Meeting





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Evotec at a Glance



Headquartered in
Hamburg, Germany



Sites in the U.S., UK,
France & Italy



Frankfurt and
Nasdaq listing



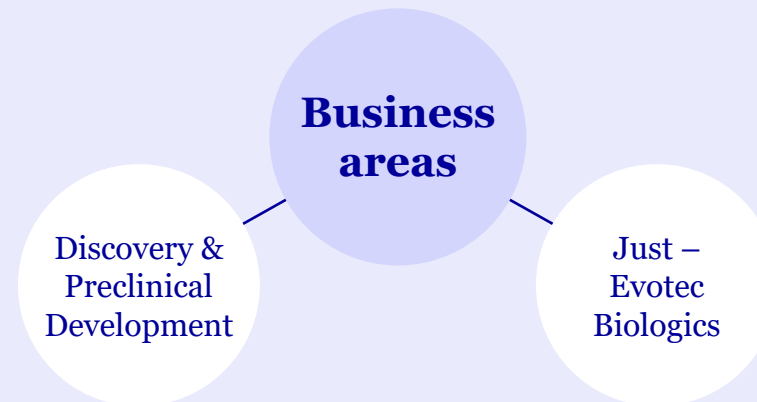
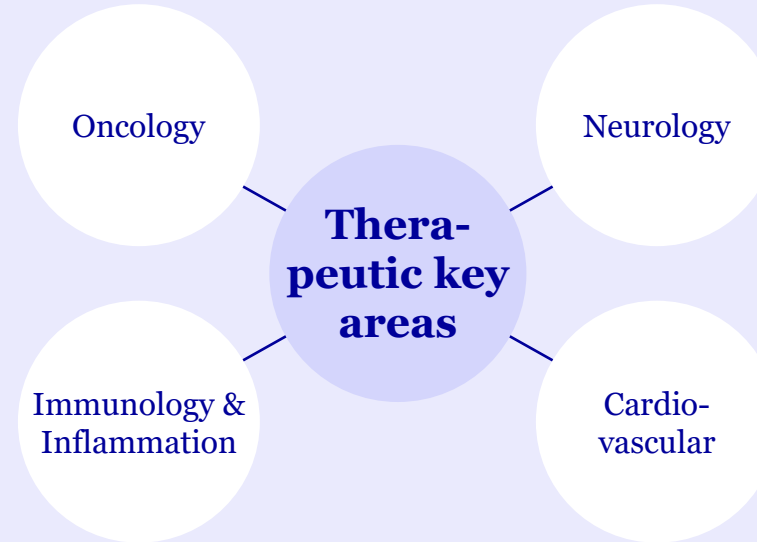
~4,800 employees globally

88

nationalities

>3,500

scientists



Customers

~300

*No. of new
customers in 2024*

~94%

*Repeat business
in our partnerships*



Financial key figures for FY 2024

797.0

Revenues

22.6

*Adj.
EBITDA*

€50.9 m

R&D Expenses



Accelerating the journey from concept to cure

About us

>3,500 scientists empowering Partners

A strong commitment to operational excellence across all business areas

Co-creating pipelines

A robust pipeline of assets, supported by credible partners, with associated milestones and royalty opportunities

***R&D Biotech that offers high-quality results –
whether for a single experiment
or a multi-year collaboration***

Our “gold standard” services

Providing clients with exclusive access to next-generation technologies and therapeutic area expertise.

From concept to cure

By integrating molecular patient data, patient-derived disease modelling, and omics-driven drug discovery, we ensure the right therapies reach the right patients



Pioneering Drug Discovery

Our purpose

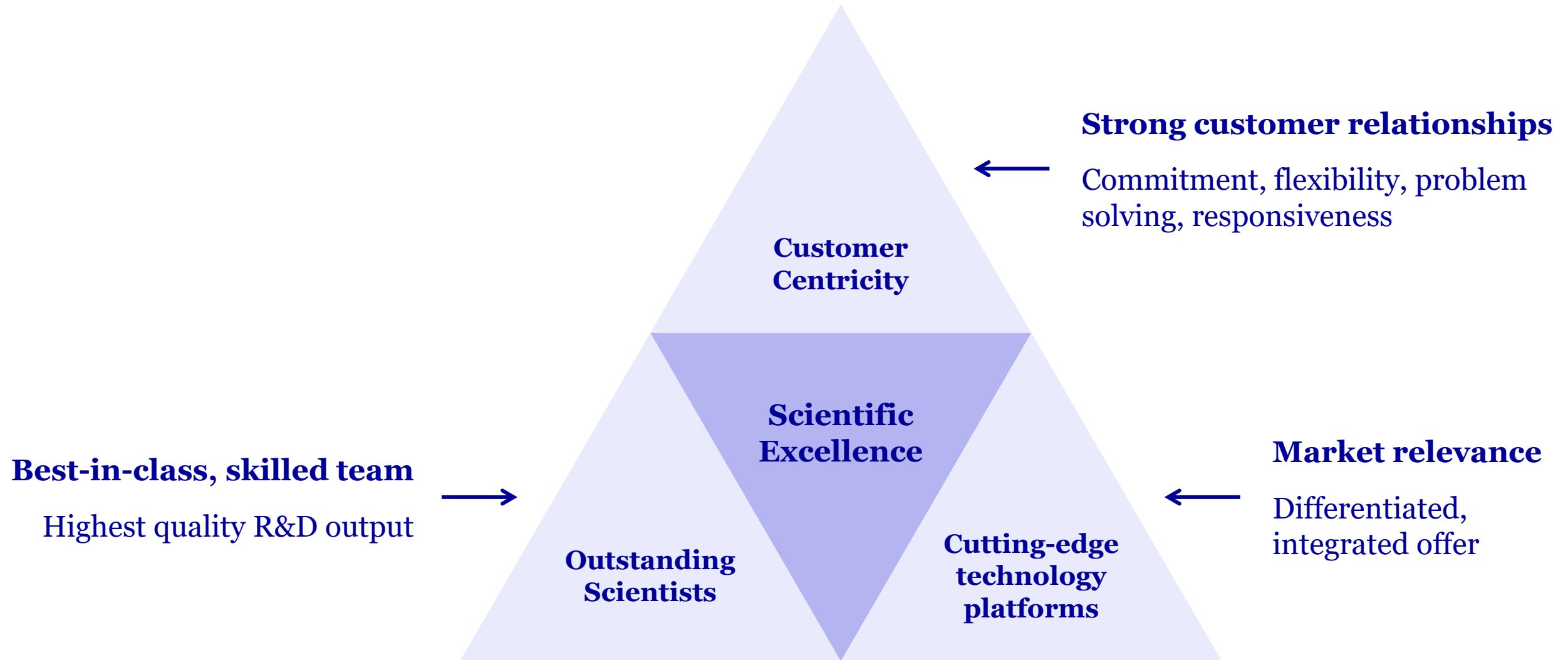
*Unleashing innovation in drug discovery
to develop life-changing medicines*

We are pioneering drug discovery and development, leveraging cutting-edge technology, disruptive science, and AI-driven innovation. Together with our partners, we accelerate the journey from concept to cure.



Exceptional fundamentals in place ...

Core strengths are driving scientific excellence





Versatile commercial model tailor-made to customers' needs

Targeted value proposition

Our offerings

Our value proposition

Our commercial position

3
**Pioneering drug
discovery &
development**

- Access to cutting edge technology, next-gen biology & AI
- Tailored offer and research program
- Access to full suite of expertise and know how

► **Strategic partnerships &
risk / rewards sharing**

2
**Premium
research services
and partnerships**

- Most efficient operational platform
- Access to Therapeutic Area expertise
- Consulting

► **Integrated deals**

1
**CRO
Essentials**

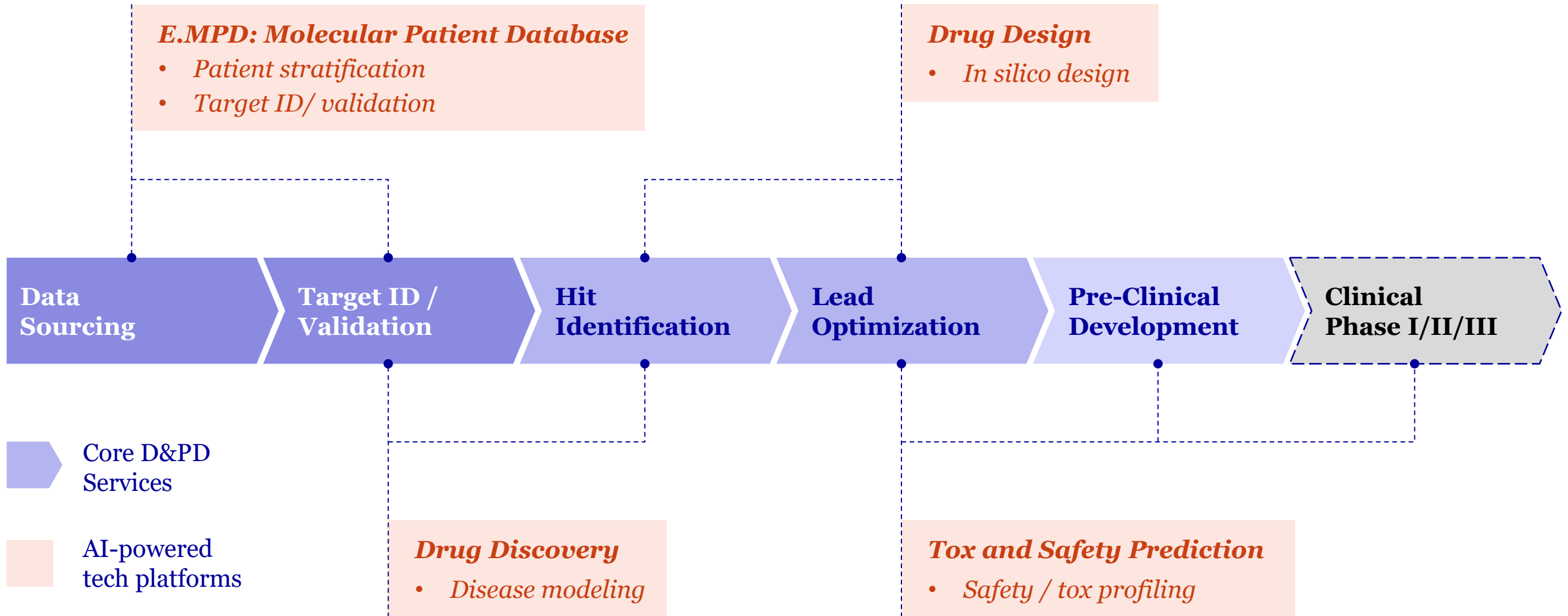
- Access to advanced technology
- Operational excellence
- Speed & ease of doing business

► **Standalone deals (FFS)**



Innovative platforms drive high value offerings

Seamless AI enhanced technologies expand the impact of the value chain





Four levers of mid-term value creation



Above market growth rates at better-quality earnings



Commitment to Operational Excellence



Just – Evotec Biologics – better monetization of technology & assets



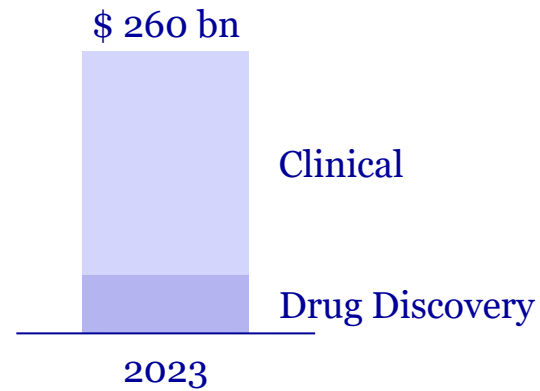
Upside through returns on asset pipeline



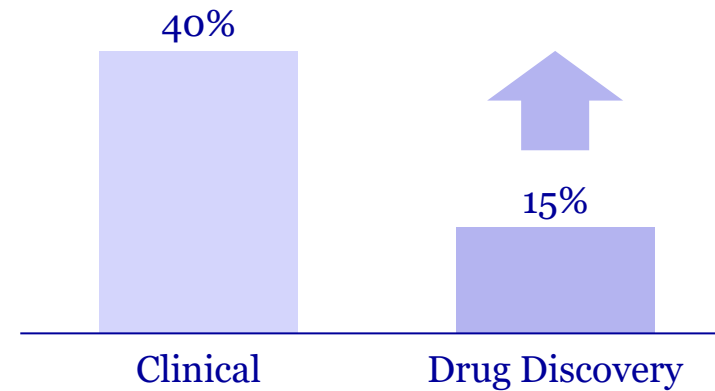
Operating in Highly Attractive Markets

Above market growth rates

Global R&D spend



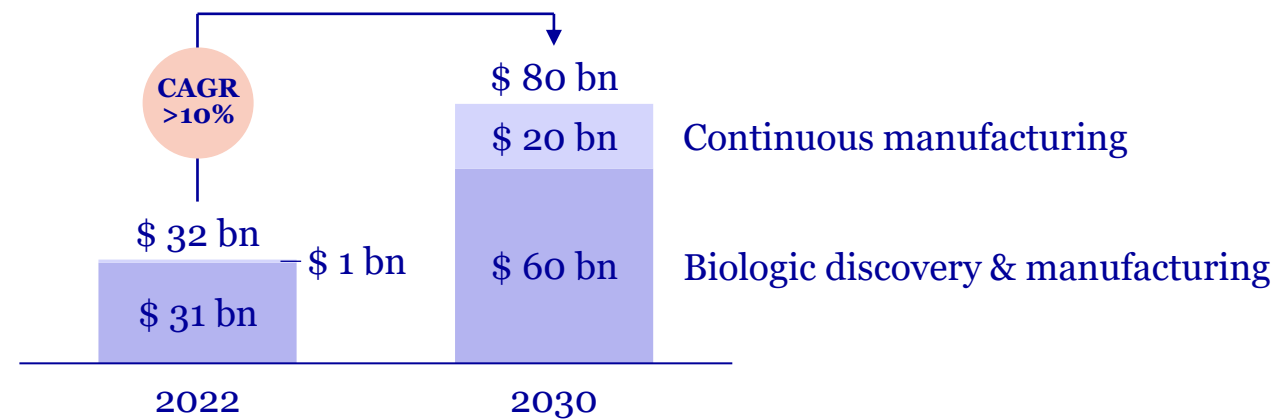
Outsourcing share



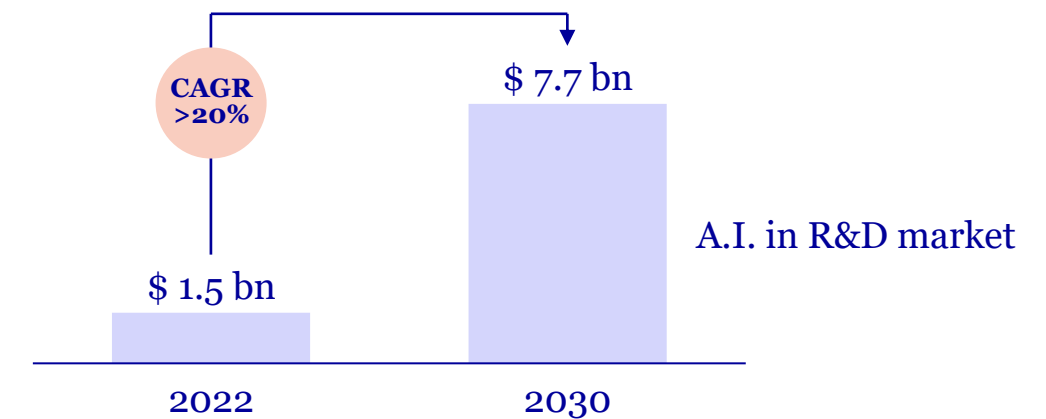
- Global R&D spend with 3% growth 2023-2030
- Outsourcing trend continuing – drug discovery catching up

**5-7%
CAGR**
(addressable CRO
market growth
2024-2028)

Biologics manufacturing



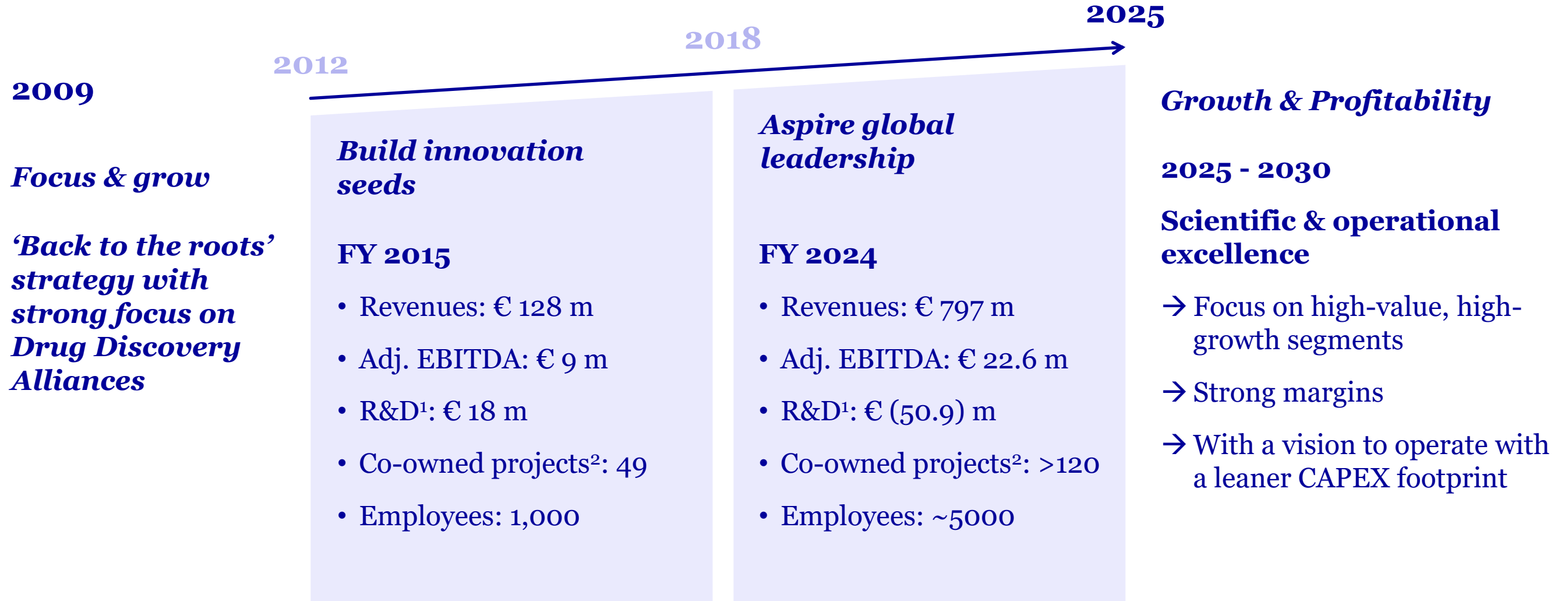
A.I. / M.L.





Opening a New Chapter for Growth & Profitability

Above market growth rates





Fast Track Toward Asset-Lighter Model

Just – Evotec Biologics



Toulouse, France



Evotec and Sandoz have signed the sale of Just – Evotec Biologics EU¹, including the biologics manufacturing site (J.POD) located in Toulouse, France





Attractive Financial Impact Across Multiple Parameters

Just – Evotec Biologics

Scope	• Sale of Just – Evotec’s Biologics manufacturing site in Toulouse (J.POD)¹ • Technology license to operate J.POD, Toulouse based on Just – Evotec Biologics’ technology		
Financial terms	Upfront purchase price ² & Technology license fee	Upfront payment: ~US\$ 350m	2025
	Revenue commitments	License, Milestones & Development revenues during transition period: > US\$ 300 m	2026 – 2028
	Royalties ³	• Royalties on ten biosimilars, of which six are in technical development • US\$ 92 bn originator net sales of six most advanced molecules	> 2028

1 Structured as sale of shares in of Just – Evotec Biologics EU
2 Subject to customary closing adjustments
3 From the first commercial sale



Asset Pipeline with ~ € 16 bn Opportunity (non-risk adjusted)

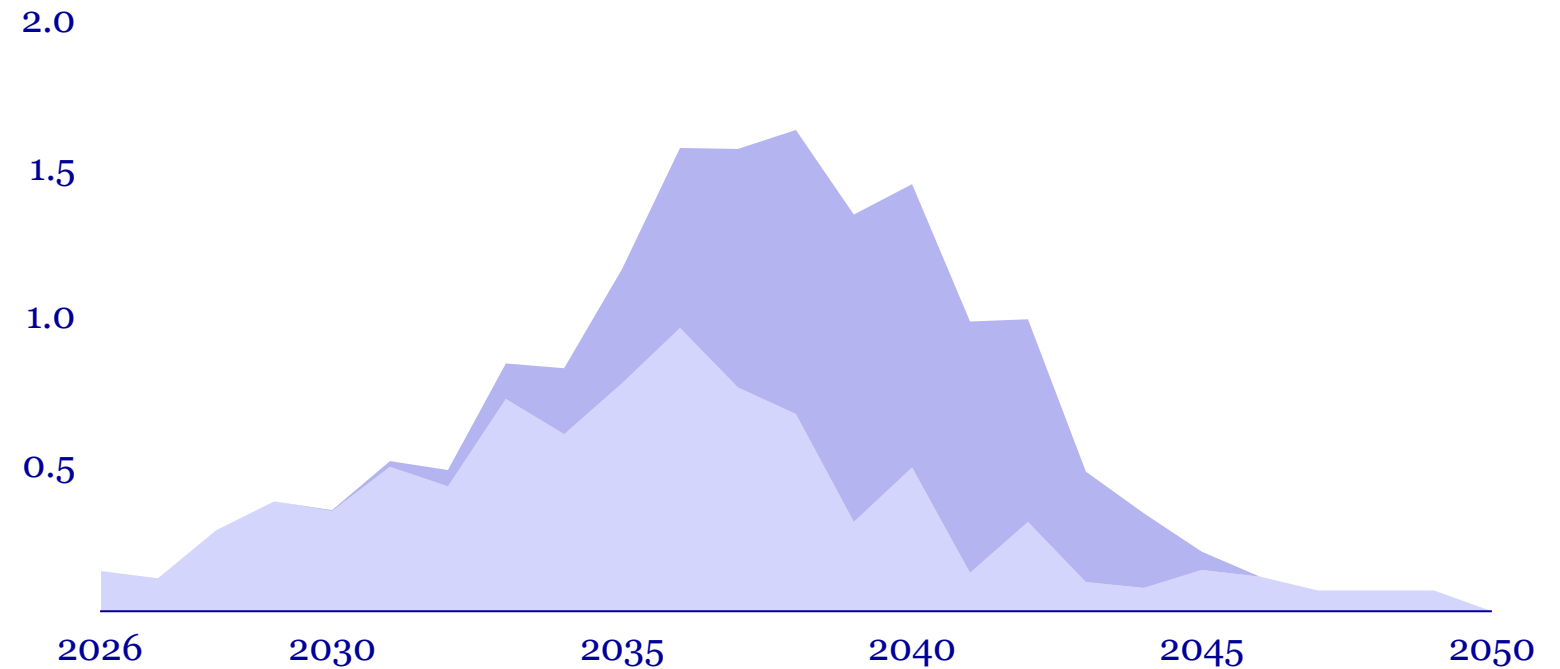
Returns on asset pipeline

Pipeline of product opportunities

- **>100 assets**, of which 60% partnered
- All preclinical and clinical projects are **supported by partnerships**
- Significant **progress in clinical stage projects in 2025**
- More progress **expected in 2026**

Existing portfolio with long-term revenue upside

Non-risk adjusted revenue, in € bn, excluding new pipeline building



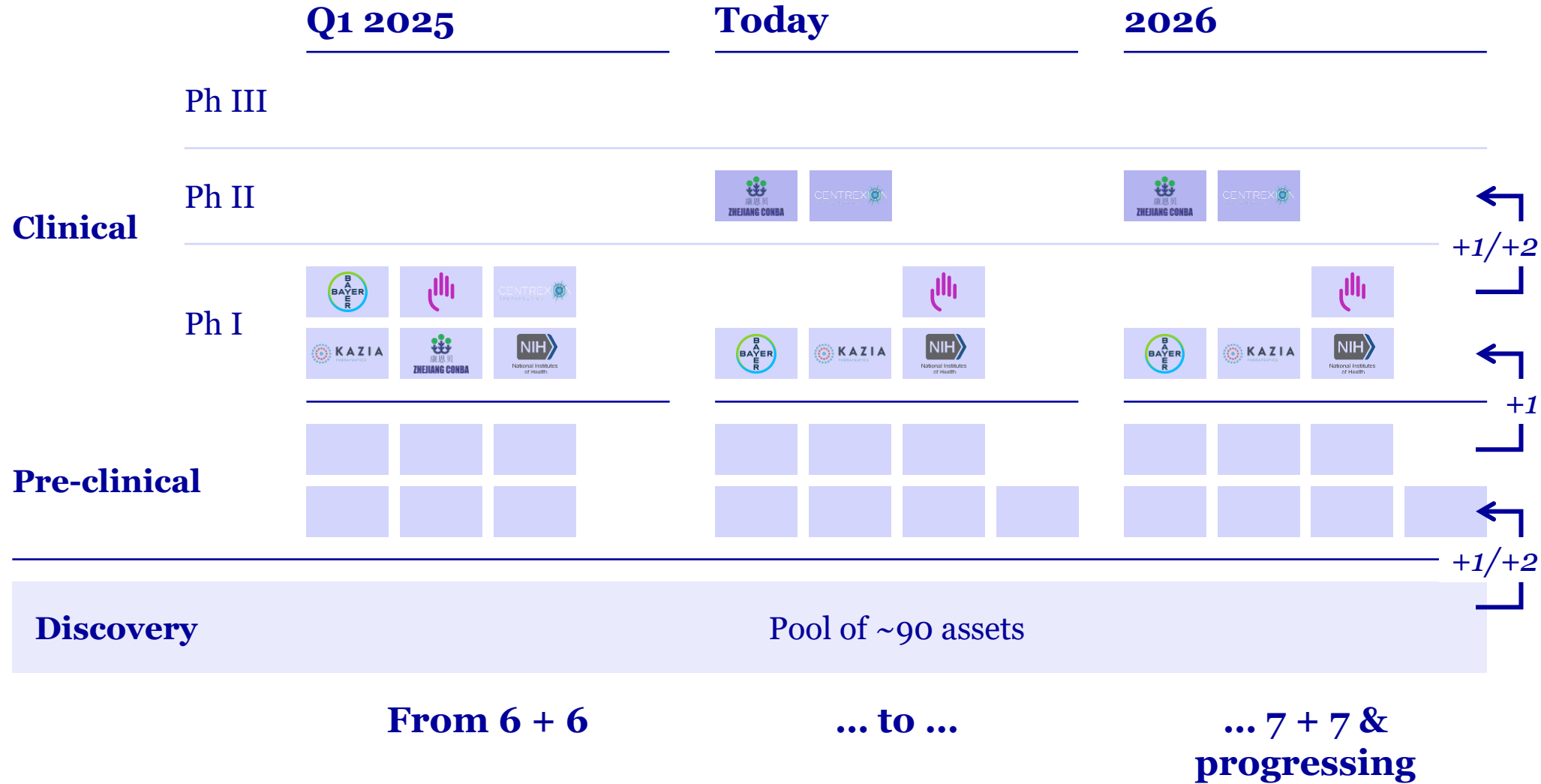
**Cumulated returns: up to € 500 m by 2028;
significant upside to > € 1.2 bn by 2030**

■ Milestones ■ Royalties



Expecting Meaningful Pipeline Advancements

Returns on asset pipeline



- Two assets in Phase 2 in Q4 2025, expected to grow to up to four assets in 2026
- Number of assets in clinical, pre-clinical, and discovery growing

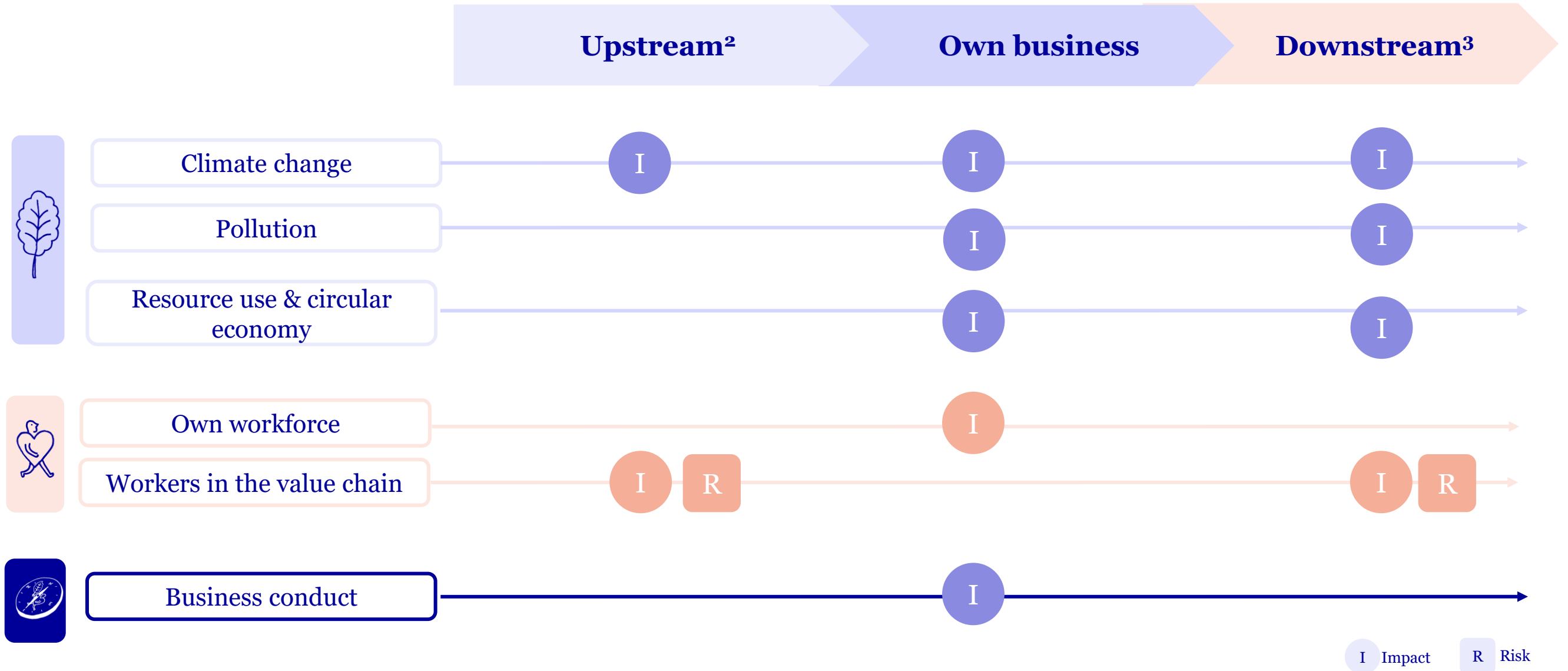


Improving average success rate for access to milestones & royalties in multi-billion US\$ markets



Evotec Material Sustainability Topics

List of material topics according to ESRS and the location of their IROs in value chain¹



¹ For representation purposes, only topical standards are shown. A full list of impacts, risks and opportunities and related topics is available in the annex of this presentation.

² Upstream value chain: activities and actors in relation to provision of service/products for Evotec's development of products/services.

³ Downstream value chain: activities and actors in relation to outbound logistics, distribution, marketing and sales and those who are recipients of Evotec's products and services.



Proactive risk management to anticipate future challenges

Constant monitoring & management of Global Developments and regulatory Obligations

The primary risks for Evotec stem from **Cyber & IT Security, Compliance Obligations**, and challenges related to retaining or hiring **Key Personnel**

Top risks of Evotec acc. to quarterly Risk Report

Unmet Customer IT Security Obligations

Ransomware & Data Exfiltration

System failures

GxP Non-Compliance

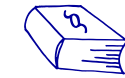
SOx Non-Compliance

Antitrust

Non-fulfillment of ESG standards

Loss of key personnel

Lagging technological innovation (AI)



Management Board's Role in Risk Monitoring and Management

- **Regular Reviews:** Frequent assessments of evolving risks and effectiveness of mitigation strategies and treatments
- **Continuous Monitoring and Reporting:** Ensuring the establishment of monitoring mechanisms for existing risks and initial reporting on material changes
- **Collaboration:** Close engagement with internal and external stakeholders to ensure alignment and proactive risk management
- **Scenario Planning:** Conducting simulations and recovery plans to evaluate preparedness for extreme scenarios

The Risk Management System is regularly provided to and discussed within the Audit and Compliance Committee



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Experienced management team with long-term mission

The management team



Christian Wojczewski

CEO (as of 1 July 2024)

Experience

- 2017 – 2022 CEO of Mediq
- 2005 – 2017 Various leadership positions at Linde Group, since 2007 member of the Group Executive Committee & Head of Global Business Unit Healthcare
- 2000 – 2005 McKinsey & Company



Paul Hitchin

CFO (since 1 March 2025)

Experience

- 2018 – 2024: CFO of Mediq
- 2016 – 2017: CFO of GE Mining
- 2001 – 2016: Different finance functions & leadership roles at General Electric
- 2001 – 2004: Different finance functions at Ford Motor Company



Aurélie Dalbiez

CPO (as of 15 June 2024)

Experience

- 2021 – 2024 Chief Human Resources Officer at Corbion
- Prior to Corbion, various leadership positions at Lonza AG and Novartis AG
- More than 25 years of experience in international HR leadership



Cord Dohrmann

CSO (since 2010)

Experience

- 1999-2010: Leading DeveloGen from a start-up to an internationally recognised metabolic disease company
- 20 years in biomedical research at leading academic institutions and in the biotech industry



Global view and deep experience for best governance

Independent and diverse Supervisory Board



Iris Löw-Friedrich

- Since 2014 Member of Evotec's Supervisory Board (2021 Chairperson)
- Until 2024, CMO of UCB S.A., Brussels (Belgium)
- 2001-2009, Member of the Executive Board of Schwarz Pharma AG, responsible for global R&D



Roland Sackers

CFO & Managing Director
QIAGEN N.V.

- Since 2019 Member of the Supervisory Board (2021 Vice Chairperson) and Chairman of the Audit Committee of Evotec
- Since 2004, CFO of QIAGEN N.V.
- 1999-2004, Auditor at Arthur Andersen



Camilla Macapili Languille

Head of Life Sciences
Mubadala Investment Company

- Since 2022 Member of Evotec's Supervisory Board
- Since 2013, Different positions at Mubadala Investment Company, (UAE)
- 2011-2013, Senior Manager Mergers & Acquisitions Daiwa Capital Advisory Partners (France)
- 2007-2010: Investment Manager at Virgin Management Ltd. (UK)
- 2005-2007, Analyst at JPMorgan Securities, Inc. (UK/USA)



Duncan McHale

Founder and Director of
Weatherden Ltd.

- Since 2024 Member of Evotec's Supervisory Board
- Since 2017 Founder and Director of Weatherden Ltd.
- 2018-2023 CMO of Evelo Biosciences
- 2011-2017 Global Head of Exploratory Development at UCB Pharma
- 2008-2011 AstraZeneca, most recent as Vice President of Translational Sciences



Wesley Wheeler

CEO of LabConnect

- Since 2024 Member of Evotec's Supervisory Board
- Since 2024 CEO of LabConnect
- 2019-2023 President of UPS Healthcare
- 2011-2019 CEO & Director of Marken, a UPS company
- 2007-2010 CEO & Director of Patheon
- 2003-2007 President of Valeant Pharmaceuticals International
- 2002-2003 CEO of DSM Pharmaceutical Products
- 1989-2002 SVP Manufacturing & Supply GlaxoSmithKline



Constanze Ulmer-Eilfort

Partner at Peters,
Schönberger & Partner

- Since 2021 Member of Evotec's Supervisory Board
- 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



Work in committees conforms Corporate Governance Code

Supervisory Board Committees

		Audit & Compliance Committee	Remuneration & Nomination Committee	ESG Committee
Tasks		Supports the Supervisory Board in independently monitoring the Company’s financial reporting activities and in audit reports. Scrutinises the Company’s accounting processes, the effectiveness of the internal control system as well as its risk management and compliance management systems.	Prepares the appointment of Management Board members and to prepare recommendations concerning their remuneration system and the grants of Share Performance Awards.	Together with the Management Board, the ESG Committee defines the priorities of Company with respect to environment, people, and governance on a rolling basis, and is advising on and monitoring the implementation of such priorities.
Members	Prof. Dr. Iris Löw-Friedrich (Chairperson)	–	X (Chair)	–*
	Roland Sackers (Vice-Chairperson)	X (Chair)	X	–
	Camilla Macapili Languille	X	–	-
	Dr. Duncan McHale	–	–	X
	Dr. Constanze Ulmer-Eilfort	X	–	X (Chair)
	Wesley Wheeler	–	X	-



Strong commitment and attendance by all Supervisory Board members

Frequency of meetings and attendance

Supervisory Board member	Member since	SB Meetings	ACC	RemCom	ESG Committee	Total Presence
Prof. Dr. Iris Löw-Friedrich (Chairperson)	2014	9/9	5/5*	6/6	2/2*	100%
Roland Sackers (Vice-Chairperson)	2019	8/9	5/5	5/6	–	90%
Camilla Macapili Languille	2022	8/9	5/5	–	-	93%
Dr. Duncan McHale	2024	6**/9	–	–	2/2	73%
Dr. Constanze Ulmer-Eilfort	2021	9/9	5/5	–	2/2	100%
Wesley Wheeler	2024	7/9	–	5/6	–	80%



Smooth handover after long-term leadership

Succession Planning for Chairperson

Supervisory Board Chair Succession Process

- The current Chair's term concludes at the Annual General Meeting (AGM) in June 2026.
- The Supervisory Board initiated discussions on potential successors following the AGM 2025.

Profile for the Future Chairperson

- Deep appreciation of the company's technology-driven business model.
- Strong market understanding of the life sciences sector, combined with a highly strategic mindset to provide effective guidance to the CEO.
- Proven ability to operate and lead effectively across both European and U.S. cultural and business environments.
- The Supervisory Board expects to announce the proposed new Chair closer to the AGM 2026.



Enlarge and update competencies within Supervisory Board

Suggested skills and expertise matrix for Supervisory Board 2024 ff.

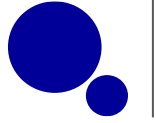
Skills / Expertise	Iris Löw-Friedrich (Chair; RemCom Chair)	Roland Sackers (Deputy Chair; ACC Chair)	Camilla Macapili Languille	Constanze Ulmer-Eilfort (ESG Chair)	Wesley Wheeler	Duncan McHale
Independent Supervisory Board members (Chairman, ACC Chair, RemCom Chair; majority of total members)	X	X	X ¹	X	X	X
Research & Development	X	–	–	–	–	X
Biologics Manufacturing	–	–	X	–	X	–
Biopharma	X	–	X	–	X	X
Small Biotech	–	–	X	–	X	X
Pharma Services	X	X	X	–	–	X
Commercial / B2B	–	–	–	–	X	–
M&A / Partnering	–	–	X	X	X	X
Capital Markets	X	X	X	–	–	–
Accounting / P&L / Risk Management	X	X ^{2,3}	X ³	–	–	–
Auditing & Sustainability Reporting	X	X ^{2,3}	–	X	–	–
Digitization	X	X	–	–	–	–
IT and Cybersecurity	–	X	–	–	–	–
General Management	X	X	X	X	X	X
Legal & Compliance	–	X	–	X	–	–
Environment and Sustainability	X	X	X	X	–	–
Social and HR	–	X	–	X	–	–
Governance	X	X	X	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 (1962)	X (1956)	X (1966)
Nationality	German	German	Canadian	German	US	British
Regional experience in EU, USA, Asia	EU, USA, Asia	EU, USA	EU, USA, MENA	EU	USA	EU, USA
Female Supervisory Board members (at least 30%)	X	–	X	X	–	–



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Remuneration Policy Review 2026



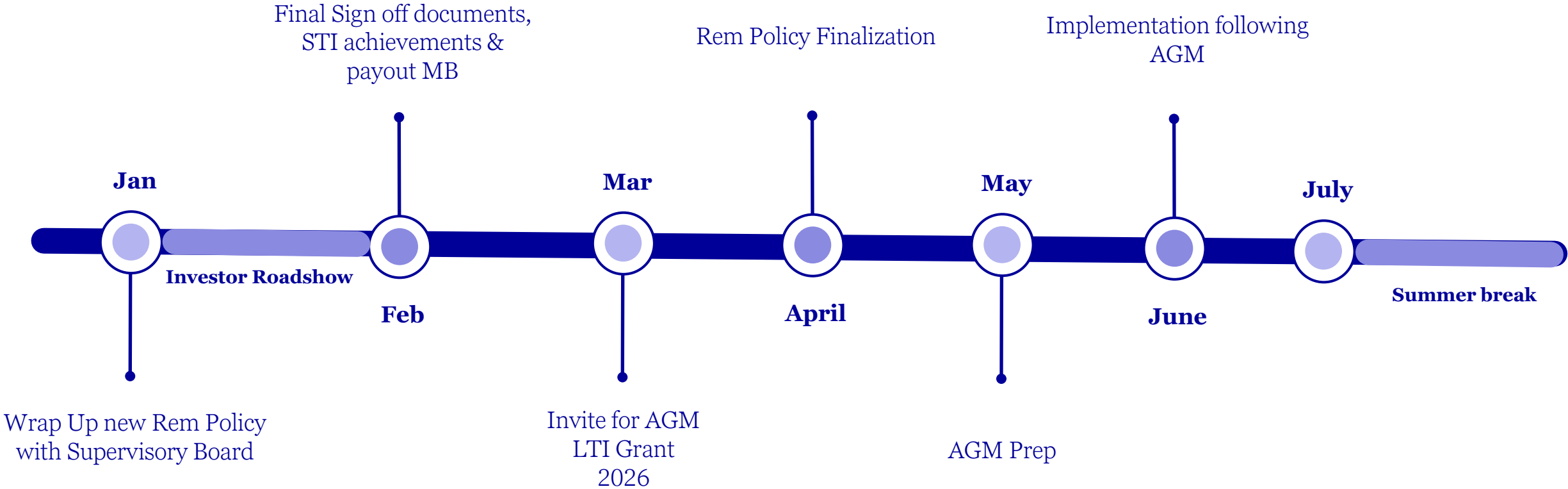
Remuneration system refined to compete for best talents

Base salary	Fixed non-performance-related remuneration, paid in 12 equal installments.		
Benefits	Company car or car allowance, insurance premiums, subsidized travel and subsidized pension insurance		
Pension	– Evotec does not have its own retirement system – The individual contributions are based on a fixed amount and can be converted into an entitlement under an external pension plan	Short-Term Incentive (STI)	Plan type: Annual Target Bonus Plan term: 1-year performance period Payout cap: 150% of target amount Payout: 100% in cash (no deferral) Target amount: CEO 175% -> 150%; CxO: 107,5% -> 100%
Maximum remuneration	– Chief Executive Officer: €7,050,000 – Ordinary Management Board members: €3,400,000		Performance targets: – 80% Financial targets: 30% EBITDA, 30% Revenue, 20% Free Cash Flow – 20% Strategic targets: 3 targets max. (weighted at least 5% each)* – Modifier: 0.8 – 1.2, default set to 1 (in 2026)* *Consideration of strategic, financial, non-financial (incl. ESG), individual and/or collective targets – Flexible definition of the target achievement curves
Malus & Clawback	– Compliance malus & clawback – Addition of clawback for re-statements in (non-)financial reporting, both in remuneration system and in service contracts	Long-Term Incentive (LTI)	Plan type: Performance Share Plan Plan term: 4 years (3-year performance period + 1-year waiting period) Target achievement cap: 200% Payout: In shares at the end of the performance period Target amount: CEO 225% -> 200%; CxO: 162,5% -> 150%
Severance payments	Severance payments are limited to two annual remunerations and may not exceed the annual remuneration for the remainder of the service contract. Severance payments are offset against non-compete compensation. Pro-rated settlement of outstanding variable remuneration, no possibility for the SB ¹ to offset remaining variable remuneration with a one-off-payment, no accelerated vesting		Performance targets: – 50% EBITDA (growth rate) with flexible definition of the target achievement curve – 50% Relative TSR compared to a relevant peer group – ESG Modifier: 0.8 – 1.2
Change of control	Management Board members have the right to terminate the service contract in the event of a change of control that entails significant changes in functions and responsibilities. The severance payment amounts to 18 monthly base salaries plus the target bonus for this period. Pro-rated settlement of outstanding variable remuneration, no accelerated vesting.	Share Ownership Guidelines	– CEO: 200% of base salary; CxO: 100% of base salary – Build-up phase: 5 years (build-up through personal investment) – Holding period: Duration of service contract



Timeline 2026

Topics for 2026





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Annual General Meeting 2025

Delivering Transparency, Engagement, and Governance Excellence



- Successful in-person AGM aligned under the theme “**Pioneering Drug Discovery**”
- Strong shareholder turnout with **~300 participants** on site
- Robust shareholder representation, covering **46.5 %** of the registered share capital
- All **resolutions approved**, the majority with clear, broad shareholder support
- Modern and **engaging venue** at Cinemaxx Hamburg Dammtor

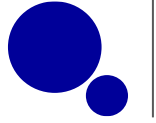


Annual General Meeting 2026

Alternating order of physical and virtual formats



- **2026 AGM** to be held in person, reflecting the importance of electing a new Chairperson and several Supervisory Board members
- Continued **full presence** of the **Management Board** and **Supervisory Board** to support shareholder dialogue and transparency



Back Up:

- Board Activities
- AGM 2025
- ESG
- Compliance Framework on MAR
- Remuneration System





Composition of Supervisory Board reflects good corporate governance

Age Limit

SB member should be no older than 72 years at the time of (re-)election

Appropriate number of independent members

- Majority of SB members to be considered as independent incl. Chair of SB, Chair of ACC and Chair of RemCom
- Currently all members are considered as independent
 - Camilla Macapili Languille (Mubadala Investment Company): Mubadala holds ~7% of Evotec's shares but does not have control as defined in C.9 of GCGC

No “Over-boarding”

- The Chairperson Iris Löw-Friedrich resigned from UCB Management Board in July 2024
- Details of current mandates in listed and non-listed companies can be found in the CVs as published on www.evotec.com
- In summary, all SB members show a strong commitment and attendance rate at SB and Committee meetings

Standard Term of Office

New SB members to be elected for initial term of 2 years; re-elected SB members for term of 3 years → facilitates also staggered tenures of office

Maximum Tenure of SB membership

Supervisory Board has agreed to a rule membership of a maximum of 12 years



Supervisory Board self-evaluation process

Evaluation & review of feedback

- Solicit detailed input from each Supervisory Board member regarding performance and efficiency of the Supervisory Board and its committees via questionnaire during summer 2025

Use of feedback

- Feedback is discussed by full Supervisory Board during September meeting
- Areas for improvement are identified:
 - Setting up a Science & Technology Committee that should serve as foundational committee for strategic discussions and should have one member of the Supervisory Board as a standing member
 - Strengthen AI expertise with Supervisory Board, e.g. by AI advisory board
 - More direct interaction with senior leadership team below Management Board level

Changes implemented

- Progress of implementation of agreed actions are regularly visited and assessed at Supervisory Board meetings



All agenda items adopted at AGM 2025

Evotec SE

Annual General Meeting on 03.06.2025

Voting results



TOP		Number of valid votes	in % of registered capital stock	Yes-Votes	Yes-%	No-Votes	No-%	
2	Resolution discharging the members of the Management Board of liability for the 2024 financial year:							
2.1	Individual discharge of Mr Dr Christian Wojczewski	81,907,529	46.13	81,509,347	99.51	398,182	0.49	passed
2.2	Individual discharge of Ms. Aurélie Dalbiez	76,611,765	43.15	76,151,833	99.40	459,932	0.60	passed
2.3	Individual discharge of Mr Dr Cord Dohrmann	81,907,377	46.13	81,447,964	99.44	459,413	0.56	passed
2.4	Individual discharge of Mr Dr Matthias Evers	81,606,030	45.96	81,141,290	99.43	464,740	0.57	passed
2.5	Individual discharge of Ms. Laetitia Rouxel	81,619,933	45.97	78,272,038	95.90	3,347,895	4.10	passed
2.6	Individual discharge of Mr Dr Craig Johnstone	81,605,827	45.96	78,059,057	95.65	3,546,770	4.35	passed
2.7	Individual discharge of Mr Dr Werner Lanthaler	81,922,185	46.14	46,210,816	56.41	35,711,369	43.59	passed
3	Resolution discharging the members of the Supervisory Board of liability for financial year 2024	70,127,029	39.50	69,436,879	99.02	690,150	0.98	passed
4.1	Resolution regarding the election of the auditor of the consolidated financial statements for financial year 2025 and of the auditor for any review of additional financial information during the year	82,129,072	46.26	82,114,830	99.98	14,242	0.02	passed
4.2	Resolution regarding the election of the auditor of the sustainability report for financial year 2025	82,124,697	46.25	82,107,453	99.98	17,244	0.02	passed
5	Resolution to approve the Remuneration Report 2024	82,238,514	46.32	77,426,244	94.15	4,812,270	5.85	passed
6	Resolution on amending the Articles of Association to renew the option of holding virtual general meetings	81,495,639	45.90	75,071,257	92.12	6,424,382	7.88	passed
7.1 – 7.4	Resolution on modifying the Share Performance Plan 2022 (modification of the authorisation to issue subscription rights to Management Board members of Evotec SE, members of management boards of affiliated companies in Germany and abroad and selected managers of Evotec SE and affiliated companies in Germany and abroad as part of a Share Performance Plan 2022; modification of the contingent capital available to satisfy subscription rights issued and exercised on the basis of this authorisation; amendment of the Articles of Association):							
7.1 – 7.4	7.1 Replacement of the performance target "Revenue growth" by "Growth in adjusted Group EBITDA" in the Share Performance Plan 2022; 7.2 Modification of the issue period for Share Performance Awards in the Share Performance Plan 2022 when Management Board members join in the course of the year; 7.3 Modification of contingent capital; 7.4 Amendment to Article 5 (7) of the Articles of Association	79,223,835	44.62	75,523,721	95.33	3,700,114	4.67	passed
7.5	Approval of the remuneration system for Management Board members	73,895,896	41.62	70,187,143	94.98	3,708,753	5.02	passed

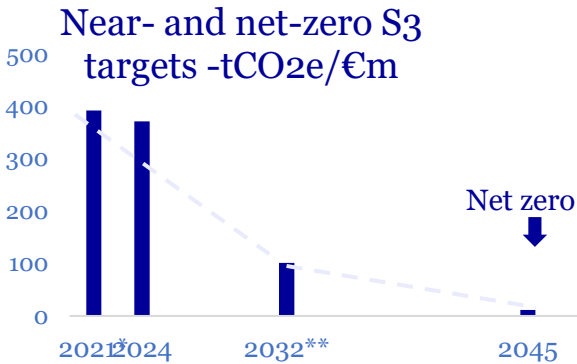
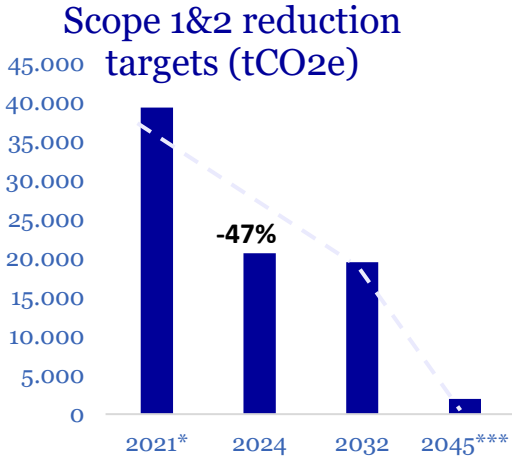


ESG Performance

Where we stand

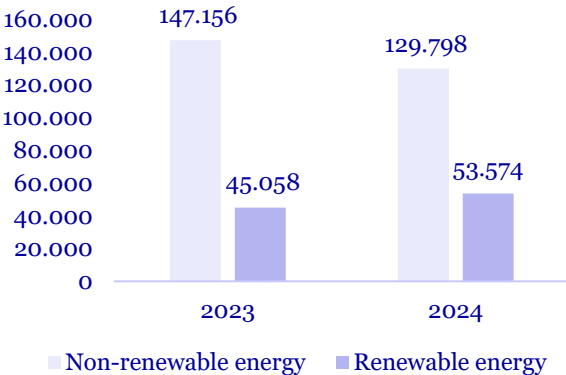
Protecting the Planet

Environmental

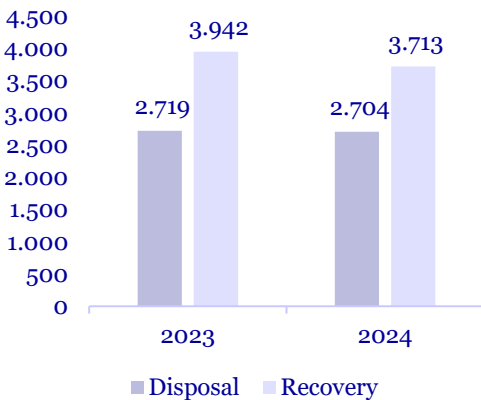


Water	2023	2024
Water consumption	401.837	424.862

Energy consumption (mwh)

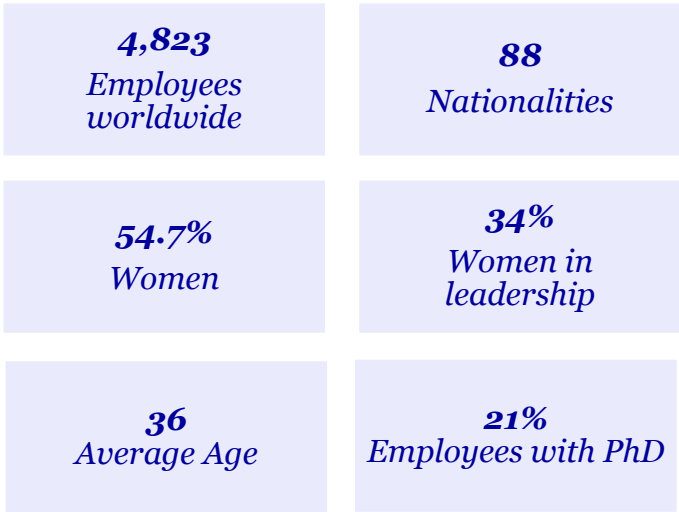


Waste (metric tons)



Empowering People

Social



Responsible Business

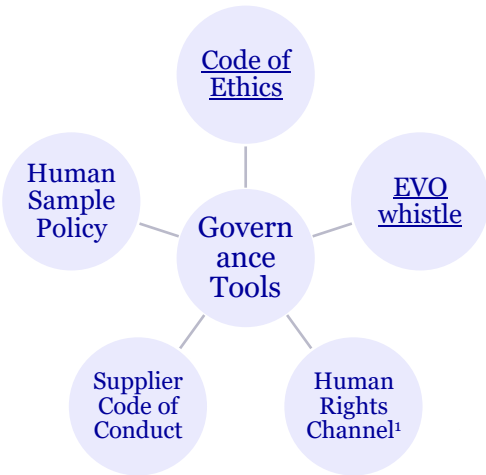
Governance

We are monitoring our suppliers with EcoVadis

ESG committee established since 2022

0 cases of severe human rights abuses

Mapping of ESG responsibilities to Management



Voluntary reporting against the European Sustainability Reporting Standards (ESRS)



1) Individuals can report risks for human rights or the environment as well as violations of human rights or environmental obligations (pursuant to Section 2 (2) and (3) LkSG) that have arisen as a result of Evotec's business activities in its own business area or those of a direct supplier via humanrights@evotec.com. More information regarding targets and performance can be found in our [Evotec sustainability report](#).
2) * Base year emissions level, ** target near-term emissions, *** net-zero emissions level



Our rating journey

Perception by all relevant rating agencies

ecovadis

ISS ESG

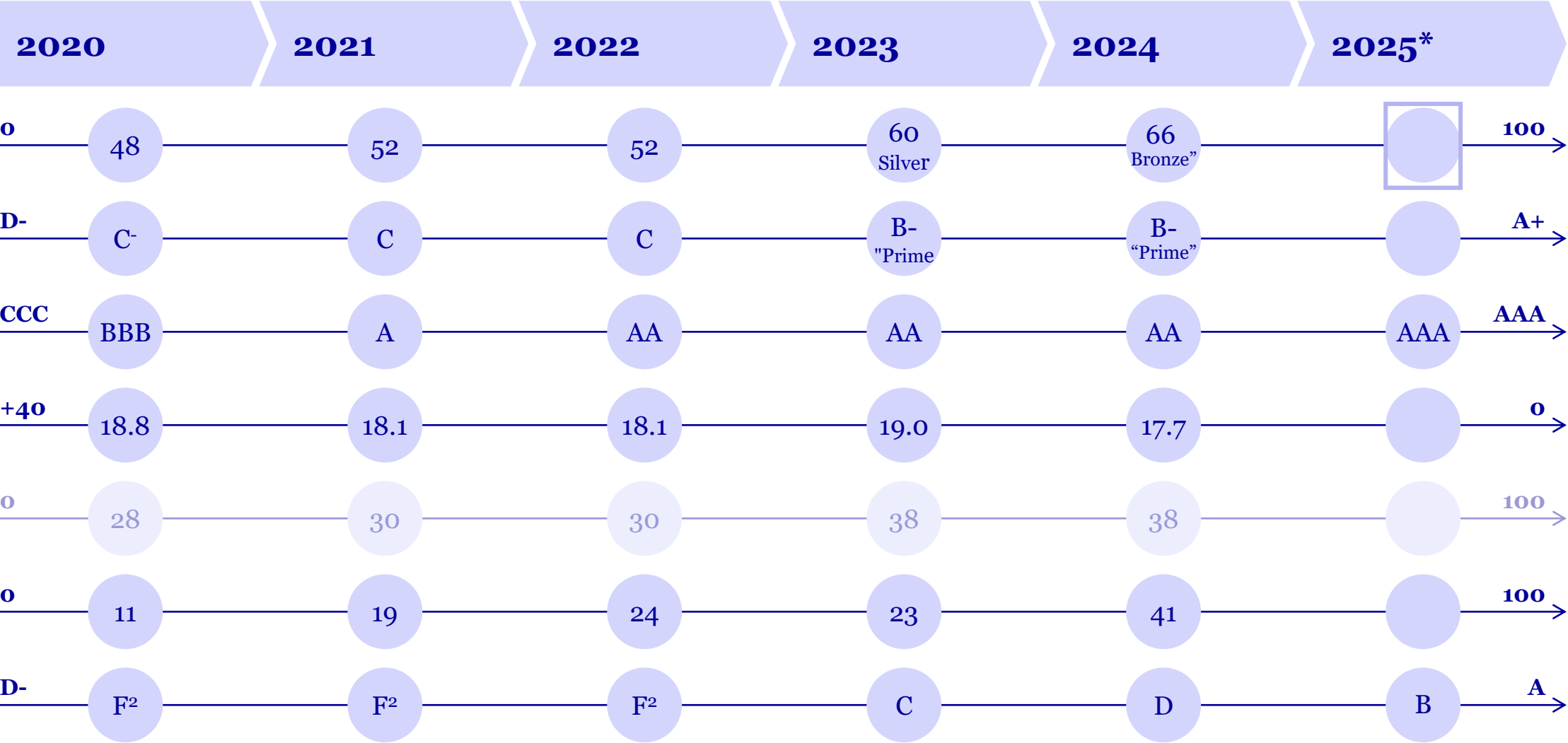
MSCI

SUSTAINALYTICS

V.E¹

S&P

CDP



*Not all 2025 ratings received as of January 2026
1 Moody's announced it will discontinue its standalone ESG scoring products and will close its ESG Solutions business in 2024. It has partnered with MSCI to offer their information to clients.
2 An F scores means failure to disclose when requested. It's not an assessment of Evotec's environmental performance.



ESG Governance put on broadened base





ESG Committee members and steady guests

New Team composition from 2026

SB Representatives



Constanze

Committee Lead



Duncan

Operational Expert

Topic Owners



Iris

Governance



Christian

MB responsibility



Aurélie

People Topics



Deborah

Head of Sustainability



Full compliance with EU Market Abuse Regulation (MAR)

State-of-the art compliance framework & good governance

- **Insider-Policy**

- Revised dedicated Insider-Policy (supplementary to Code of Conduct) in place since NASDAQ IPO in November 2021
 - Approved by MB and SB and published on Website (Code of Conduct)
 - Clear definitions of what is an insider information and consequential trade prohibition
 - Clear definition and explanation of Black Out Periods (30 days prior to announcement of quarterly/annual results)
 - Mandatory clearance proceeding obliged to prior clearance of any trade in Company shares with General Counsel

- **Code of Conduct**

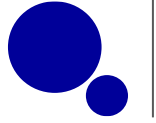
- CoC sets standards for general compliance with insider trading laws and prevention of conflicts of interest
- Approved by MB and SB and published on Website

- **Insider lists**

- Insider lists pursuant Article 18 MAR available and managed through state-of-the art electronic tool

- **Shareholdings reconciliation**

- General Counsel reaches out to SB and MB members regularly in December to confirm shareholdings, LTI, RSP as of 31 Dec.



Short-term Incentive (STI)



1. Overview Short-Term Incentive - Current

Current Plan Design

- **Plan Design:** STI is designed as an annual target bonus
- **Payout** amount depends on level of target achievement of respective performance targets
- **Performance targets** based on financial, strategic and ESG targets
- **Payout:** STI capped at 150% of target amount
- **Deferral:** STI is paid out in cash. Following the payout, 60% of the net payout amount must be invested in Evotec shares with a 3-year holding obligation

Overview STI design





1. Overview: Short – Term Incentive - NEW

Proposed changes

- **Plan design:** STI continues to be designed as an **annual target bonus**
- **Payout** amount of STI depends on level of target achievement of respective performance targets
- **Performance targets:**
 - **NEW:** Change targets to **financial (80%)** and **strategic (20%)** targets
 - **NEW:** Introduce **modifier** (optional to include (ESG) targets per ind. or collective MB)
 - **NEW:** Maintain **3 financial targets** but increase weighting to **80%**
- **Payout:** Keep cap of 150%
- **Deferral:** **NEW:** Reduce **deferral to 0%** to allow for competitive offers within benchmark
- **Target Amounts:** **NEW:** CEO 175% -> 150%; CxO 107,5% -> 100%

Adjusted STI design



To mitigate potential investor criticism over missing ESG targets in the STI, ESG targets should be included as an option in the target selection.

■ Adjustments with respect to last RemCo

■ TBD



1. Short – Term Incentive

Measuring achievements & Payout curve – **Flexible Curve**

NEW

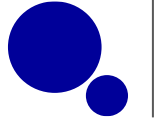
Flexible curve

Legal Requirements

- **Section 87a (1) AktG:** Remuneration system must disclose how target achievement of performance metrics applied in variable remuneration is determined, i.e., performance standard from which target value equaling a target achievement of 100% is derived (e.g., budget)
- However, width of target achievement curve – meaning distance between lower threshold, target value, and upper threshold of respective performance metrics – does not have to be specified in remuneration system and **can remain flexible**.

Implementation

- SB must **define respective target values** as well as lower and upper thresholds for each **performance metric annually in advance**.
No payout below median performance for relative TSR
- Target achievement curve and corresponding actual values and target achievements of performance metrics shall be disclosed in RemReport for respective financial year retrospectively as required by institutional investors and proxy advisors.



Long-term Incentive (LTI)



2. Long-Term Incentive - Current

Current Plan Design

- **Plan design:** The LTI is designed as a Performance Share Plan with a **four-year** performance period.
- **KPIs:** The final number of share performance awards depends on the **growth of adjusted Group EBITDA*** and **relative TSR performance**. Additionally, an **ESG modifier** has been implemented, which can take values of 0.9 and 1.0 (as a “malus”)
- **Awards:** The final number of share performance awards is calculated by converting the target achievement of each performance target, including the modifier.
- **Cap:** The final number of share performance awards is **capped at 200%**, while the **payout cap is at 350%** of the target amount.

Overview LTI design



- Minimum: TSR of Evotec equals TSR of the TecDAX over the last 30 trading days of the performance period
- Target (100%): TSR of Evotec is at least 20 percentage points (pp) above TSR of the TecDAX over the last 30 trading days of the performance period
- Maximum (200%): TSR of Evotec is at least 60 pp above TSR of the TecDAX over the last 30 trading days of the performance period

* In previous years Group Revenue



2. Long-Term Incentive - Future

Future Plan Design

- **NEW- Plan design:**

Four-year plan term shall be split into **three-year performance period** and **one-year waiting period**. The 3+1 model facilitates target setting while ensuring compliance with GCGC as well as legal requirements for payout in shares.

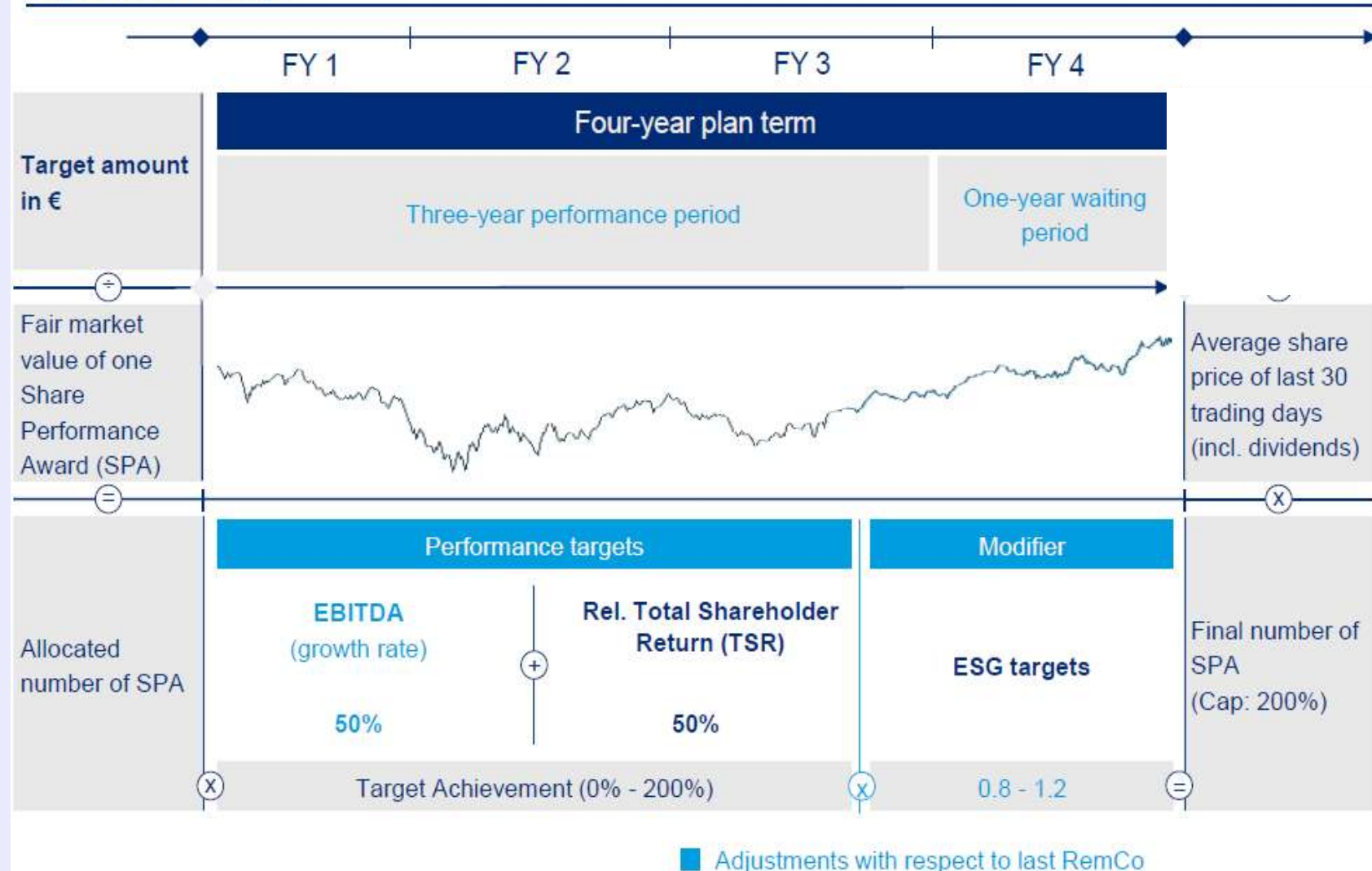
- **Targets – Performance:** Performance targets shall be measured by:

- **NEW:** (relative) EBITDA Target (internal KPI)
- **NEW:** Relative TSR (external KPI against international industry peer group)
- **Double Dipping:** Strategic relevance of EBITDA KPI for Evotec justify its use in both remuneration elements LTI and STI. Also, EBITDA measured based on budget in STI and based on a growth rate in the LTI for differentiation
- No vesting below median performance

- **NEW: Targets – ESG:** Maintain modifier but introduce scale of 0.8 -1.2

- **Target Amounts:** **NEW:** CEO 225% -> 200%; CxO 162,5% -> 150%

Adjusted LTI design





2. Long-Term Incentive

Deep Dive: **Relative TSR & Peer Group**

NOW

The companies listed in the TecDAX are used as the peer group for relative TSR measurement. As part of the revision of the remuneration system, the TSR peer group has been reviewed regarding its suitability for Evotec.

NEW

As a result of the review, a switch to an individual international industry peer group consisting of strategically relevant peer companies is suggested to take into account the volatility of Evotec's share and market environment. Against this background, the international peer group suggested for benchmarking of the Management Board remuneration is suitable and can be used for relative TSR measurement as well

Arguments

- Reduced risk of volatile relative TSR performance thanks to more accurate reflection of market environment which shapes share price development of Evotec as well as its peers
- Consistence of reference points and narrative due to alignment of benchmarking and relative TSR peer group
- Review & potentially revision of current measurement method & target achievement curve required in order to ensure effective comparison and incentivization



2. Long-Term Incentive

Deep Dive: Relative TSR & Peer Group

NOW: TecDAX

Company	Revenue 2024 (in € million)	Employees 2024	Avg. market cap. July 2025 (in € million)
Aixtron	633	1,207	1,796
Atoss Software	171	820	2,175
Bechtle	6,306	15,801	4,890
Cancom	1,738	5,553	835
Carl Zeiss Meditec	2,066	5,730	4,657
Deutsche Telekom	115,769	198,194	154,192
Drägerwerk	3,371	16,598	1,166
Eckert & Ziegler	296	1,085	1,406
Elmos Semiconductor	581	1,289	1,645
Formycon	70	250	517
freenet	2,478	3,196	3,309
HENSOLDT	2,240	8,986	11,427
Infineon	14,955	58,065	47,892
IONOS	1,560	4,182	5,626
Jenoptik	1,116	4,646	1,123
Kontron	1,685	7,263	1,725
Nagarro	972	17,695	803
Nemetschek	996	3,894	14,525
Nordex	7,299	10,405	4,570
PNE	210	680	1,155
Qiagen	1,820	5,765	9,093
SAP	34,176	109,121	314,820
Sartorius	3,381	13,528	14,140
Siemens Healthineers	22,363	72,253	53,154
Siltronic	1,413	4,357	1,259
SMA	1,530	4,282	754
SÜSS MicroTec	446	1,498	777
TeamViewer	671	1,511	1,511
United Internet	6,329	10,911	10,911

100%

NEW: Int. Peer

Country	Company	Revenue 2024 (in million €)	Employees 2024	Avg. market cap. October 2025 (in million €)
CH	Bachem Holding	651	2,207	4,636
DK	Bavarian Nordic	766	1,611	2,499
SE	BioArctic	23	107	2,024
SE	BioGaia	128	225	974
DE	Biotest	726	2,495	1,331
US	Charles River Laboratories	3,666	20,000	7,568
BE	Galapagos	276	704	1,906
KY	GenScript Biotech	538	5,568	3,976
GB	Genus	772	3,439	1,960
DK	Gubra	36	236	929
CH	Kuros Biosciences	81	122	1,257
US	Ligand Pharmaceuticals	151	68	3,097
US	Recursion Pharmaceuticals	53	840	2,195
US	Schrödinger	188	891	1,318
CH	Siegfried Holding	1,392	3,886	3,928
CH	Tecan Group	1,005	3,265	2,060
AU	Telix Pharmaceuticals	484	1,000	3,034
DK	Zealand Pharma	8	335	4,628

100%



2. Long-Term Incentive - Future

Deep Dive: ESG Catalogue

NOW

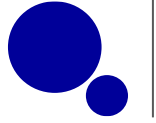
Currently, an **ESG modifier** is implemented in the LTI, which can take values of **0.9 and 1.0** (as a malus)

NEW

- ESG target shall be **continue** to be a **modifier**
- The ESG target shall be based on an **ESG criteria catalogue**, from which the Supervisory Board can choose from each year

Arguments

- Multiplicative linking of ESG targets is preferred, "standard" modifier with a range of 0.8 - 1.2 (downside & upside potential)
- It is common market practice to use ESG criteria catalogue with possible ESG targets for both STI & LTI, from which SB can choose each year

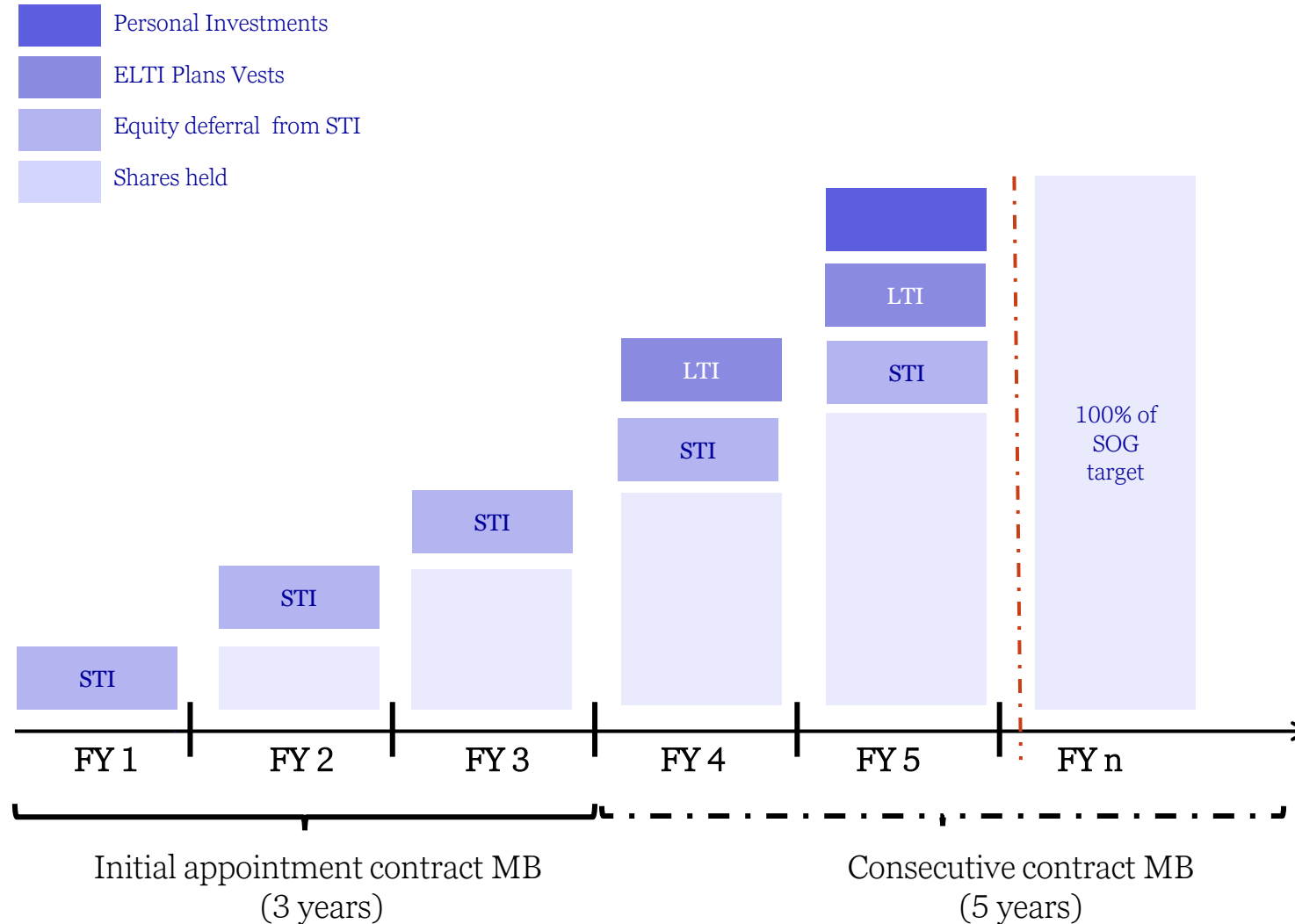


Share Ownership Guidelines



3. Share Ownership Guidelines (SOG) - Current

Status Quo – 5 year build up phase & forced deferrals in shares



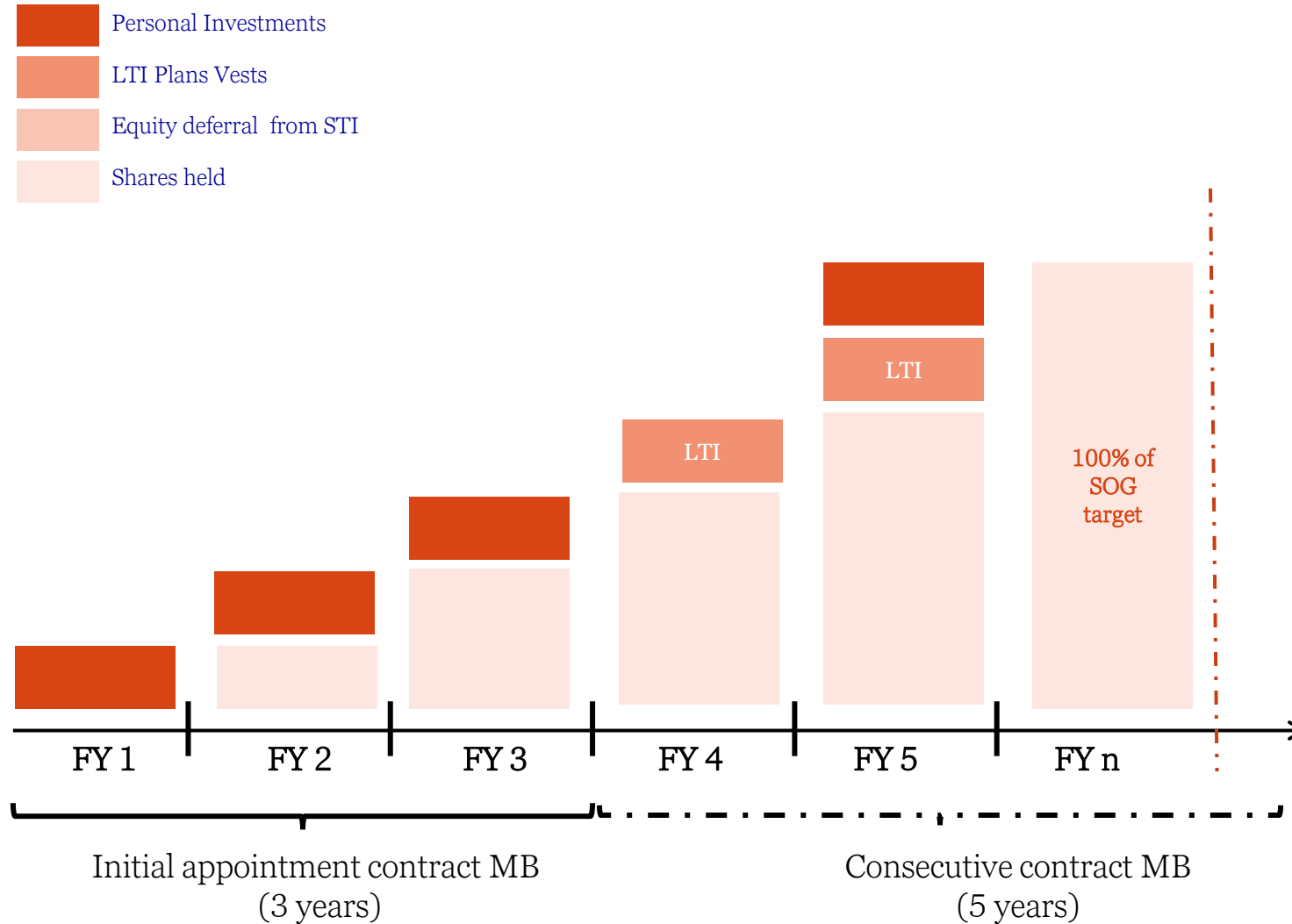
Current

- Based on German law MB members can get appointed in their **first contract for 3 years maximum** and any **consecutive contract** can be up to **5 years**.
- The **build up phase** for the current SOG is **5 years** – therefore beyond the duration of the first contract.
- The **SOG target** - as % of their respective BASE pay - amounts to:
 - 300% for CEO
 - 100% for ordinary board members (COO, CFO, CPO, CSO)
- The graphic on the left illustrates **SOG build-up on net investment** from long-term and short-term variable remuneration as well as personal investments.



3. Share Ownership Guidelines (SOG) Future

Future Set Up



NEW

- **NEW: SOG:**
 - **CEO:** Reduce SOG target for CEO to 200% to align with benchmark
 - **Ordinary board members:** Maintain at 100% of Base Pay
 - **Deferral:** Reduce percentage from 60% to 0% forced deferral of STI payouts
- **Duration:** Reduce from unlimited deferrals to none
- Maintain the **build-up phase** of 5-years

Prof. Dr. Iris Löw-Friedrich, Chairperson of Supervisory Board

Dr. Sarah Fakih, Head of Global Communication & IR

Dr. Christian Dargel, Global Head of Legal & Compliance
