

Declaration of Compliance with the German Corporate Governance Code for the year 2013/2014

The German Corporate Governance Code in its current version as of 13 May 2013 (the 'Code') sets forth substantial legal requirements for the management and supervision of listed German companies. The rules are based to a large extent on internationally recognized standards for sound and responsible company management.

The general key principles of sound Corporate Governance are: observance of shareholder and employee interests, effective cooperation between the Management Board and the Supervisory Board and open and transparent communication.

Evotec's Management Board and Supervisory Board have decided to update the Corporate Governance declaration in accordance with Section 161 of the German Stock Corporation Act (AktG) as of 11 December 2013 as follows:

"Evotec AG has complied in 2013 with the recommendations of the Governmental Commission on the German Corporate Governance Code (the "Code") as published in the official section of the Federal Gazette and intends to comply in the future with the recommendations of the Code, with the following exceptions:

- To incentivise executives via variable long-term incentive compensation, the 2012 Annual General Meeting in June approved the so-called Share Performance Plan. This complies with the recommendations set forth in Section 4.2.3 of the Code. In particular, it refers to specific key performance indicators and defines a "Maximum Target". From 2012 onwards, the Share Performance Plan replaced Evotec's stock option programme. Stock options issued in existing stock option programmes remain valid. While the exercise of options under these programmes requires an increase of the share price, the exercise is not related to other relevant comparison parameters as recommended in Section 4.2.3 of the Code. This decision is based on the lack of relevant comparison benchmarks in the field of German Biotech at the time when the stock option programmes were created.*
- The Company's D&O insurance and the deductible for members of the Management Board contained therein are in line with Section 3.8 of the Code and with the regulations of the Act on the Appropriateness of Management Board Compensation (VorstAG) that was enacted in 2009. However, for members of the Supervisory Board, the D&O insurance contains a "reasonable" deductible as foreseen by the version of the Code in force before its version published on 05 August 2009. The Company has decided to maintain this reasonable deductible for the time being. This decision was made in view of the Company's interest to attract international expertise for its Supervisory Board and the fact that a deductible for non-executive directors is not very common in international practice. Whilst a lot of the German companies quoted on the TecDAX do not have a respective deductible at all, the Company believes that a reasonable deductible is a good compromise.*

- *The performance-related compensation of the Supervisory Board has been deleted without replacement at the 2013 Annual General Meeting. This is in compliance with the Code. Until then the performance-related compensation as stipulated in Article 12 (4) of the Company's Articles of Association was linked to potential dividend payments. The Company believed that this was sufficiently oriented toward sustainable growth of the enterprise as recommended in Article 5.4.6 para 2 of the Code. However, since it cannot be completely ruled out that this will be interpreted differently and for the reasons of precaution, we declare for the past a deviance from the recommendation set forth in Article 5.4.6 para 2 of the Code.*
- *The Supervisory Board has specified concrete objectives regarding its composition, which are ensured when making proposals to the Annual General Meeting for election or re-election of new Supervisory Board members. These objectives and Supervisory Board's rules of Procedure include inter alia that the individual age of a candidate shall not exceed 72 years at the time of the proposal. All members of the Supervisory Board are up for election at the AGM 2014. The Supervisory Board has approved a list of nominees for the Supervisory Board election. To ensure the required expertise and some element of continuity in the Supervisory Board after the AGM 2014, it is proposed to the AGM as an exemption that due to his professional expertise Dr Walter Wenninger should serve again as Supervisory Board member although Dr Walter Wenninger will be 76 years at the AGM 2014. The Rules of Procedure of the Supervisory Board allows an exemption from the general age limit of 72 years at election."*

Hamburg, May 2014

Management Board

Supervisory Board