

Declaration on the German Corporate Governance Code for the Year 2010

"The Management Board and the Supervisory Board of Evotec AG state in accordance with § 161 German Stock Corporation Act (AktG):

Evotec AG has complied in 2010 with the recommendations of the Governmental Commission on the German Corporate Governance Code (the "Code") as published in the official section of the electronic Federal Gazette and intends to comply in the future with the recommendations of the Code, with the following exceptions:

- The stock option programs in place are based on binding resolutions of several Annual General Meetings. While the exercise of options under these programs 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 programs were created.
- Effective 1 July 2010, the Company's D&O insurance and the deductible contained therein for members of the Management Board were aligned with the latest version of Section 3.8 of the Code and with the regulations of the recent Act on the Appropriateness of Management Board Compensation (VorstAG). The D&O insurance contains a reasonable deductible for members of the Supervisory Board as foreseen by the version of the Code in force before the version published on August 5, 2009. The Company has decided to stay with an reasonable deductible and to decide at a later point in time about a possible increase as recommended by Section 3.8 of the Code when further information about other companies' approach is gathered and the Company has a broader understanding of the corporate practice.
- The Chairman of the Supervisory Board is a member of the committee which handles contracts with members of the Management Board (Remuneration and Nomination Committee), but not Chairman of this committee as recommended by Section 5.2 of the Code. This enables to have a further Supervisory Board member involved more deeply in the governance of the Company.

December 2010

Management Board

Supervisory Board