

Power of attorney and voting instructions to the proxies appointed by the company

If you are unable to attend the Annual General Meeting personally, you can authorise the proxies appointed by the company to exercise your vote in accordance with your instructions now, that is to say before the Annual General Meeting. For organisational reasons, shareholders who intend to grant power of attorney to the company's appointed proxies are requested to send the powers of attorney with instructions **by no later than the end of 13 June 2012 (receipt)** by post, telefax or e-mail (*e.g. as a pdf file*) to the following address, telefax number or e-mail address

Evotec AG
 c/o Better Orange IR & HV AG
 Haidelweg 48
 81241 Munich
 Germany

or by telefax: +49 (0)89 889 690 655
or by e-mail: evotec@better-orange.de

or electronically via Internet <http://www.evotec.com> in section "Investors", „Events/Annual General Meeting" under the "Voting Proxy" item.

Power of attorney (please fill in)

I/We herewith authorise with exemption from the limitations of Section 181 of the German Civil Code (BGB), if applicable under revoking my/our former authorisation of a power of attorney, the proxies appointed by Evotec AG,

(Surname, name or commercial firm name of the shareholder): _____

Mr. Thomas Wagner and Mr. Jens Hachenberg, both employees of Better Orange IR & HV AG, Munich, to represent me/us individually with disclosure of my/our name at the Annual General Meeting of Evotec AG on 14 June 2012, with the power to delegate the authorisation to another person(s) and and to exercise my/our vote inherent in the

(Number of shares): _____ shares pursuant to admission ticket number _____ in accordance with the following **instructions (please complete)**:

- I/We vote in favour of the resolutions proposed by the company's management **for all items** on the agenda as published in the invitation of the Annual General Meeting in the Federal Gazette.
- I/We herewith **instruct the proxies** to vote as follows on the **individual** resolutions proposed by the company's management and published in the invitation of the Annual General Meeting in the Federal Gazette:

Individual voting instructions for agenda item:	YES	NO	ABSTENTION
2. Formal approval of the actions of the members of the Management Board for fiscal year 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Formal approval of the actions of the members of the Supervisory Board for fiscal year 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of the auditor for the annual financial statements and the consolidated financial statements for fiscal year 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of the compensation system for members of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution regarding the creation of new authorised capital with the possibility of precluding subscription rights and amendment of section 5 (4) of the Articles of Association (Authorised Capital 2012)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution for the creation of contingent capital to grant subscription rights to members of the Management Board of Evotec AG, to members of the executive bodies of affiliated companies in Germany and abroad, and to selected executives of Evotec AG and affiliated companies in Germany and abroad, in the course of Share Performance Plan 2012 (SPP 2012), based on a resolution and an amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution for the amendment of dividend rights of new shares, issued in the future to serve stock option programmes from the contingent capital according to section 5 Par. 5 to 8, 10 and 11 and the amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Resolution regarding the amendment to the Exercise Periods for the company's 2011 stock option programme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Resolution authorizing the issuance of convertible bonds and/or warrant-linked bonds, participation rights and/or income bonds (or combinations of those instruments), creation of new contingent capital, and amendments to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We herewith confirm that I/we have read and accepted the following "Legal notes concerning the issue of a power of attorney and voting instructions to the proxies appointed by the company".

_____, _____
 City Date Signature(s) or completion of the declaration

If you have any queries, please give me/us a call on: _____

Legal notes concerning the issue of a power of attorney and voting instructions to the proxies appointed by the company:

Shareholders or their appointed proxies are entitled to personally attend the Annual General Meeting on 14 June 2012 even after issuing a power of attorney to the proxies appointed by the company. Personal attendance does not constitute a revocation of the power of attorney and voting instructions issued to the proxies appointed by the company; such a revocation must be made in text form (Section 126b BGB). A special form to revoke a former issued power of attorney to the proxies appointed by the company is available under <http://www.evotec.com> in section "Investors", „Events/Annual General Meeting" and at the registration desks on the site of the Annual General Meeting.

The proxies appointed by the company are obliged to vote on the agenda items exclusively in accordance with the shareholder's explicit instructions on the individual resolutions proposed by the company's management and published in the invitation to the Annual General Meeting in the Federal Gazette (Bundesanzeiger). The proxies appointed by the company do not have any discretionary powers whatsoever when casting their votes.

During the voting procedure, the proxies appointed by the company will, in the following cases, abstain in a subtractive procedure or not participate in the voting in an additive procedure: if voting instructions have not been issued or are unclear, when voting on a counter-motion or motion on published agenda items proposed by shareholders, on motions unknown prior to the Annual General Meeting (e.g. procedural motions), and when voting on a resolution proposed by the company's management but diverging from that published in the invitation to the Annual General Meeting in the Federal Gazette.

The company's proxies shall not accept any powers of attorney for filing objections against general meeting resolutions, to exercise the right to speak and ask questions or to file motions.

If the proxies appointed by the company receive several proxies with voting instructions from one individual shareholder through different channels (postal mail, e-mail, telefax, internet), the last valid power of attorney received will be considered binding with the corresponding voting instructions.

By issuing your power of attorney and voting instructions you also accept the *"Legal notes concerning the issue of a power of attorney and voting instructions to the proxies appointed by the company"*.

If you have any queries in conjunction with the issue of a power of attorney, contact our hotline on telephone number +49 (0)89 889 690 620, on working days between 9 a.m. to 5 p.m. (CEST).