

# Compensation Report of BioNTech SE, Mainz, December 31, 2023

# BIONTECH



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## **A. Compensation Report**

The Compensation Report describes the structure and individualized amount of the compensation components of the Management Board and Supervisory Board of BioNTech SE, hereinafter also referred to as “BioNTech”, the “Group”, “we” or “us”, as well as the compensation system applied for the year ended December 31, 2023.

The Compensation Report is aligned with the requirements of Sec. 162 German Stock Corporation Act (Aktiengesetz, “AktG”) and the recommendations of the German Corporate Governance Code, as amended on April 28, 2022. The disclosures in our Compensation Report are explicitly not expense-related and do not follow the IFRS regulations as published in our consolidated financial statements or the German Commercial Code (HGB) regulations as published in the statutory financial statements of BioNTech.

Our Management Board and Supervisory Board have jointly agreed to engage our external auditor to perform a formal audit of the Compensation Report.

We prepare and publish this Compensation Report in Euros and round numbers to thousands or millions of Euros respectively. Accordingly, numerical figures shown as totals in some tables may not be exact arithmetic aggregations of the figures that preceded them, and figures presented in the explanatory notes may not precisely add up to the rounded arithmetic aggregations.

The compensation system of the Management Board and the compensation system of the Supervisory Board approved by the Annual General Meeting on June 22, 2021 is published on our website at [www.biontech.de](http://www.biontech.de) (<https://investors.biontech.de/corporate-governance/overview>).

## **B. Review of the year ended December 31, 2023**

On May 3, 2023, our Supervisory Board expanded our Management Board by appointing James Ryan as Chief Legal Officer (CLO), effective as of September 1, 2023. As CLO, James Ryan heads up our legal department and is responsible for developing and leading the Company’s corporate legal strategy to promote and protect BioNTech’s global operations. His current appointment to our Management Board will end on August 30, 2027. Overall, the service agreements with current Management Board members encompass terms with end dates that fall between December 31, 2024 and August 31, 2027. The Management Board’s compensation system is applied whenever service agreements with members of our Management Board are entered into, amended or extended.

During the year ended December 31, 2023, the term of office of the Supervisory Board members Ulrich Wandschneider, Christoph Huber, and Michael Motschmann, who were elected by the shareholders at the Annual General Meeting (AGM) on September 17, 2018, ended at the close of the Annual General Meeting on May 25, 2023. As part of the 2023 AGM, Ulrich Wandschneider and Michael Motschmann were re-elected as Supervisory Board members. In addition, Nicola Blackwood was appointed to our Supervisory Board. She succeeded Christoph Huber, who left the Supervisory Board after reaching the applicable retirement age limit. Ulrich Wandschneider’s, Nicola Blackwood’s and Michael Motschmann’s current appointment to our Supervisory Board will end at the AGM in 2027. The compensation system for Supervisory Board members for 2023 was retained from 2022. As of October 1, 2023, our Supervisory Board established a Product Committee. The Product Committee advises and makes recommendations to the Supervisory Board with respect to our strategy and investment in research and development programs and product launch preparations including commercialization.

The elements of the compensation system and the actual compensation according to Sec. 87a AktG are set out below.

## C. Compensation of Supervisory Board Member

The compensation system of our Supervisory Board as included in our Articles of Association is structured as 100% fixed compensation. The compensation system for Supervisory Board members for 2023 was retained from 2022.

Pursuant to Sec. 113 para. 3 AktG, as amended by the Act Implementing the Second Shareholder Rights Directive, the Annual General Meeting of a listed company must pass a resolution on the compensation of the members of the Supervisory Board at least every four years.

The members of the Supervisory Board receive an annual compensation of €70,000, the Chair €210,000 and the Vice Chair €105,000. The Chair of the Audit Committee receives an additional annual compensation of €30,000. The respective Chair of another committee receives an additional annual compensation of €15,000. An ordinary committee member receives an additional annual remuneration of €5,000 per committee.

Members of the Supervisory Board who are only members of the Supervisory Board or committees, or who chair or vice-chair the Supervisory Board or the Audit Committee or another committee, for part of the financial year receive the respective compensation on a pro-rata basis. Hence, the compensation of the Supervisory Board members who either left or joined in 2023, namely Christoph Huber and Nicola Blackwood, was paid on a pro-rata basis with respect to their departure or appointment at our AGM on May 25, 2023. In addition, compensation was paid to the members of the Product Committee with effect from the date of its establishment as of October 1, 2023.

All members of the Supervisory Board are reimbursed for their expenses.

The compensation of our Supervisory Board for the years ended December 31, 2023, and 2022 was paid out during December 2023 and December 2022. The fixed compensation and the compensation for committee activities of our Supervisory Board members is considered owed and granted in the respective financial year in which the underlying services were performed.

The compensation granted and owed to our Supervisory Board members during the years ended December 31, 2023, and 2022 are presented in the following table:

<i>in thousands €</i>	<b>Helmut Jeggel</b> <i>Chair</i>	<b>Ulrich Wandschneider, Ph.D.</b> <i>Vice Chair</i>	<b>Baroness Nicola Blackwood<sup>(1)</sup></b>	<b>Prof. Christoph Huber, M.D.<sup>(2)</sup></b>	<b>Prof. Anja Morawietz, Ph.D.</b>	<b>Michael Motschmann</b>	<b>Prof. Rudolf Staudigl, Ph.D.</b>
<b>Base Compensation</b>							
2023	210	105	42	28	70	70	70
2022	210	105	—	70	35	70	35
<b>Committee Compensation</b>							
2023	16	9	4	2	35	10	20
2022	15	35	—	10	—	25	—
<b>Total</b>							
<b>2023</b>	<b>226</b>	<b>114</b>	<b>46</b>	<b>30</b>	<b>105</b>	<b>80</b>	<b>90</b>
<b>2022</b>	<b>225</b>	<b>140</b>	<b>—</b>	<b>80</b>	<b>35</b>	<b>95</b>	<b>35</b>

<sup>(1)</sup> Nicola Blackwood was appointed to the Supervisory Board by the Annual General Meeting on May 25, 2023.

<sup>(2)</sup> Christoph Huber served as a member of our Supervisory Board from 2008 and left the Supervisory Board on May 25, 2023 after reaching the retirement age limit.

If the reimbursement of expenses or the compensation is subject to value-added tax, the value-added tax shall be paid in addition.

The Supervisory Board members are included in our D&O liability insurance and are co-insured at our expense.

The current appointments of our Supervisory Board will end with the Annual General Meeting during the respective year set forth below:

- Helmut Jeggle: 2026
- Ulrich Wandschneider: 2027
- Nicola Blackwood: 2027
- Anja Morawietz: 2026
- Michael Motschmann: 2027
- Rudolf Staudigl: 2026

## **D. Compensation of Management Board Members**

### **1 Compensation System**

#### **1.1 Compensation System Philosophy**

The compensation structure of the Company's Management Board is designed to promote corporate governance and is oriented towards the Company's sustainability and long-term development. Compensation is also linked to ethical, ecological and social criteria, reflecting our overall strategy and culture. The compensation system therefore sets incentives for the sustainable, long-term positive development of the Company as a whole and for the long-term commitment of the Management Board members. The compensation system is designed to be clear and comprehensible. It is aligned with the requirements of the AktG and the recommendations of the German Corporate Governance Code as amended on April 28, 2022 and ensures that the Company's Supervisory Board can react to organizational changes and flexibly take into account changing market conditions.

#### **1.2 Responsibility for Determining the Compensation of the Management Board**

The Supervisory Board is responsible for determining the structure of the compensation system, including targets and caps and the specific compensation of individual Management Board members. The Supervisory Board determines the compensation of the Management Board competitively and in line with the market in order to continue to attract and retain outstanding individuals.

When determining the specific compensation, the Supervisory Board ensures that the compensation of the Management Board is appropriate and in line with market customary standards.

#### **1.3 Involvement of the Annual General Meeting**

Pursuant to Sec. 120a para. 1 AktG, the Annual General Meeting (AGM) of a listed company must approve the compensation system of the Management Board presented by the Supervisory Board at least every four years and in addition whenever there is a significant change to such system. Taking the requirements of Sec. 87a para. 1 AktG into account, the Supervisory Board adopted a compensation system for the members of the Management Board on May 7, 2021. The compensation system for members of the Management Board was approved by the AGM on June 22, 2021 with a majority of 99.38% of the votes cast and is implemented whenever new service agreements are entered into, existing service agreements are extended or specific compensation components are initiated. The Supervisory Board expects to submit modifications to the current compensation system for the Management Board and to the compensation for the Supervisory Board to our 2024 AGM for approval.

### **2. Compensation Components, Target Total Compensation and further Provisions**

The following table gives an overview of the key provisions of the compensation system, including compensation components and target total compensation as approved by the AGM on June 22, 2021.

	<b>Basis of Assessment / Parameters</b>	<b>Strategic Reference</b>
<b>Non-Performance related Compensation</b>		
Fixed compensation	Fixed contractually agreed compensation paid in twelve equal monthly installments.	The compensation of the Management Board is based on customary market standard. It is also in line with their duties and performance, as well as the situation and success of the Group.
Fringe benefits	Mainly allowances for health and long-term care insurance and supplementary insurance, conclusion of D&O insurance with deductible in accordance with Sec. 93 para. 2 sentence 3 AktG, non-cash benefits from bicycles and travel allowances.	
<b>Performance-related Compensation</b>		
Short-term performance-related variable compensation (short-term incentive, STI)	<ul style="list-style-type: none"> <li>• Target bonus</li> <li>• Limit on payout amount: up to a maximum of 60% of the amount of fixed compensation;</li> <li>• Performance criteria: Company targets and ESG targets;</li> <li>• Of the STI, 50% is payable in cash in the month following approval of the consolidated financial statements;</li> <li>• Of the STI, 50% is payable in cash one year after the end of the financial year to which the STI relates and subject to an adjustment in relation to the share price development one year following the date, when the STI achievement is determined.</li> </ul>	Incentivizes strong annual (non-financial and financial) performance as the foundation of the Group's long-term strategy and sustainable value creation with achieving strategic sustainability targets.
Long-term performance-related variable compensation (long-term incentive, LTI)	<ul style="list-style-type: none"> <li>• Stock Option Program and/or Restricted Stock Unit Program (RSUP);</li> <li>• Performance targets: Relative share price development and absolute share price development;</li> <li>• Waiting period: Four years after allocation of the stock options or allocation of the remaining restricted stock units.</li> </ul>	The regular LTI is intended to promote the Management Board's long-term commitment to the Group and its sustainable growth. Therefore, the performance targets of the LTI are linked to the Group's long-term share price development.

	<b>Basis of Assessment / Parameters</b>	<b>Strategic Reference</b>
<b>Other Compensation Rules</b>		
Target total compensation	<p>For each Management Board member for the upcoming financial year the Supervisory Board sets Target Total Compensation corresponding to the sum of fixed compensation (~40%), target STI (~20%) and target LTI (~40%, each as percentage of the Target Total Compensation). Relative to the Target Total Compensation the individual compensation components shall reflect the following percentage ranges.</p> <ul style="list-style-type: none"> <li>• Chief Executive Officer               <ul style="list-style-type: none"> <li>• Fixed compensation: 25-35%</li> <li>• Variable compensation: 65-75%                   <ul style="list-style-type: none"> <li>• Target STI: 12-18%</li> <li>• Target LTI: 50-60%</li> </ul> </li> </ul> </li> <li>• Other Management Board members               <ul style="list-style-type: none"> <li>• Fixed compensation: 35-45%</li> <li>• Variable compensation: 55-65%                   <ul style="list-style-type: none"> <li>• Target STI: 17-23%</li> <li>• Target LTI: 30-40%</li> </ul> </li> </ul> </li> </ul>	Sets targets to the compensation of the Management Board to ensure a well-weighted combination between fixed and variable compensation components.
Maximum compensation	<p>Maximum compensation for the financial year in accordance with Sec. 87a para. 1 sentence 2 no. 1 AktG:</p> <ul style="list-style-type: none"> <li>• Chief Executive Officer (CEO): €20 million</li> <li>• Other Management Board members: €10 million</li> </ul> <p>Maximum compensation can only be achieved if the value of the stock options granted under the LTI at the time of exercise of the stock options is at least eight times the exercise price.</p>	Caps the compensation of Management Board members to avoid uncontrollably high payouts and thus disproportionate costs and risks for the Group.
Further provisions	<ul style="list-style-type: none"> <li>• Supervisory Board mandates within the BioNTech group: fully compensated for with the compensation as a member of the Management Board.</li> <li>• Supervisory Board mandates outside the BioNTech group: Supervisory Board has to approve and decides within the scope of the approval whether and to what extent compensation is to be offset against the compensation of the Management Board member.</li> </ul>	Further provisions also function as a cap in case of different mandates within the BioNTech Group to avoid uncontrollably payouts and risks for the Group.



	<b>Basis of Assessment / Parameters</b>	<b>Strategic Reference</b>
Claw-back and malus rules	<ul style="list-style-type: none"> <li>Service contracts of Management Board members to be newly concluded or extended and the terms and conditions of the Stock Option Plans and the RSUPs will contain malus and claw-back provisions entitling the Company to withhold or reclaim variable compensation components in whole or in part in the event of a breach by the Management Board member concerned of internal company policies or statutory obligations.</li> <li>Service contracts of Management Board members to be newly concluded or extended and the terms and conditions of the Stock Option Plan will in future contain a provision obliging Management Board members to repay variable compensation already paid out if it transpires after payment that the basis for calculating the amount paid out was incorrect.</li> </ul>	Ensures sustainable corporate development and ensures avoiding taking inappropriate risks.
Severance payment cap	In the event of premature termination, Management Board members are granted a severance payment in the amount of the compensation expected to be owed by the Company for the remaining term of the employment contract, up to a maximum of two years' compensation.	Caps the compensation of Management Board members in the case of premature termination to avoid uncontrollably high payouts and risks for the Group.

### 3 Terms of the Current Service Agreements

The following sets forth the termination dates of the current service agreements of our Management Board:

- Prof. Ugur Sahin, M.D.: December 31, 2026
- Jens Holstein: June 30, 2025
- Sean Maret: December 31, 2024
- Sierk Poetting, Ph.D.: November 30, 2026
- Ryan Richardson: December 31, 2026
- James Ryan, Ph.D.: August 31, 2027
- Prof. Özlem Türeci, M.D.: May 31, 2025

### 4 Review of the Appropriateness of Management Board Compensation for the year ended December 31, 2023

Our current compensation system was derived from a thorough review performed by our Supervisory Board, which considered the major transformational changes we underwent in the past, and was approved as of June 22, 2021. The service agreements with our Management Board, which were extended or concluded during the years ended December 31, 2021, 2022 and 2023 until the respective dates outlined in section 3, have been designed to comply with the compensation system.

Consistent with previous years, in the year ended December 31, 2023, we conducted a review of the compensation system to ensure appropriateness and to re-assess current compensation. The assessment took into account BioNTech's market position. We engaged an external independent compensation consultant to assess the compensation level and structure of our compensation system to ensure that the members of the Management Board are retained and to be able to attract new appointments to the Management Board, which are in the Company's long-term interest. The analysis showed that our compensation system, which includes targets and caps, is in line with market standards and complies with the German Corporate Governance Code. The Supervisory Board will continue to examine the compensation system on a regular basis and critically review the need for adjustments in light of sustained internal and external developments. In connection with

new Nasdaq listing rules and U.S. securities regulations, the Supervisory Board expects to submit modifications to the current compensation system for the Management Board to our 2024 AGM for approval in the event of a future accounting restatement. Due to the changes in BioNTech's operational and financial situation since the existing compensation system was adopted in 2021, the Compensation, Nominating and Corporate Governance Committee has proposed a modification to the compensation system during the course of the year ended December 31, 2023, which is currently being discussed with the Supervisory Board and it is expected to be proposed for approval at the 2024 AGM. The main changes will affect the LTI for the Management Board, whereby Performance Share Units (PSUs) will be implemented and the performance hurdles for stock options will also be increased. Furthermore, the pay out structure of the STI will be modified and the Company plans to implement a Share Ownership Guideline, which will require Management Board members to hold a certain value of BioNTech shares or American Depositary Shares (ADSs).

## 5 Compensation during the year ended December 31, 2023

### 5.1 Target Total and Maximum Compensation

The Management Board's target total compensation (TTC) for the years ended December 31, 2023, and 2022 is presented below. The following table discloses the compensation instruments and demonstrates their compliance with the defined target percentage ranges.

	Prof. Ugur Sahin, M.D.				Jens Holstein <sup>(1)</sup>			
	Years ended December 31,				Years ended December 31,			
	2023		2022		2023		2022	
	in thousand €	in % of TTC	in thousand €	in % of TTC	in thousand €	in % of TTC	in thousand €	in % of TTC
<b>Non-performance related compensation</b>								
Fixed compensation	700	32 %	360	28 %	550	39 %	550	39 %
Fringe benefits	6	— %	6	— %	5	— %	7	— %
<b>Performance-related compensation</b>								
Short-term incentive	350	16 %	180	14 %	300	21 %	300	21 %
Management Board Grant - LTI	1,150	52 %	750	58 %	550	39 %	550	39 %
<b>Target Total Compensation (TTC)</b>	<b>2,206</b>	<b>100 %</b>	<b>1,296</b>	<b>100 %</b>	<b>1,405</b>	<b>100 %</b>	<b>1,407</b>	<b>100 %</b>

<sup>(1)</sup> Jens Holstein's compensation overview excludes a one-time special payment during the year ended 2023. For further information, see section 5.4.

	Sean Marett <sup>(1)</sup>				Sierk Poetting, Ph.D.			
	Years ended December 31,				Years ended December 31,			
	2023		2022		2023		2022	
	in thousand €	in % of TTC	in thousand €	in % of TTC	in thousand €	in % of TTC	in thousand €	in % of TTC
<b>Non-performance related compensation</b>								
Fixed compensation	550	39 %	€513	37 %	550	39 %	550	39 %
Fringe benefits	12	1 %	8	1 %	5	— %	4	— %
<b>Performance-related compensation</b>								
Short-term incentive	300	21 %	300	22 %	300	21 %	300	21 %
Management Board Grant - LTI	550	39 %	550	40 %	550	39 %	550	39 %
<b>Target Total Compensation (TTC)</b>	<b>1,412</b>	<b>100 %</b>	<b>€1,371</b>	<b>100 %</b>	<b>1,405</b>	<b>100 %</b>	<b>1,404</b>	<b>100 %</b>

<sup>(1)</sup> Sean Marett's compensation overview excludes the one-time signing and retention cash payment granted to him at the time of the extension of his service agreement during the year ended 2022.

	Ryan Richardson				James Ryan, Ph.D. <sup>(1)</sup>			
	Years ended December 31,				Years ended December 31,			
	2023		2022		2023		2022	
	in thousand €	in % of TTC	in thousand €	in % of TTC	in thousand €	in % of TTC	in thousand €	in % of TTC
<b>Non-performance related</b>								
Fixed compensation	550	39 %	€340	42 %	183	65 %	—	—
Fringe benefits	26	2 %	27	3 %	—	— %	—	—
<b>Performance-related compensation</b>								
Short-term incentive	300	21 %	170	21 %	100	35 %	—	—
Management Board Grant - LTI	550	39 %	280	34 %	—	— %	—	—
<b>Target Total Compensation (TTC)</b>	<b>1,426</b>	<b>100 %</b>	<b>€817</b>	<b>100 %</b>	<b>283</b>	<b>100 %</b>	—	—

<sup>(1)</sup> James Ryan was appointed to the Management Board as Chief Legal Officer (CLO) as of September 1, 2023. His compensation overview excludes the one-time signing bonus granted to him at the time of such appointment. For further information, see section 5.3.

	Prof. Özlem Türeci, M.D.			
	Years ended December 31,			
	2023		2022	
	in thousand €	in % of TTC	in thousand €	in % of TTC
<b>Non-performance related</b>				
Fixed compensation	550	39 %	518	38 %
Fringe benefits	—	— %	—	— %
<b>Performance-related compensation</b>				
Short-term incentive	300	21 %	300	22 %
Management Board Grant - LTI	550	39 %	550	40 %
<b>Target Total Compensation (TTC)</b>	<b>1,400</b>	<b>100 %</b>	<b>1,368</b>	<b>100 %</b>

Starting with the phantom share options issued in May 2021 (see section 5.5), the agreements are subject to a maximum limit on the total compensation that the member is entitled to receive in the grant year, taking into account all other compensation received by such member during the applicable year. These amounts are €20.0 million for our Chief Executive Officer (CEO), and €10.0 million for all other members. For the purposes of this limitation, compensation components are attributed to the financial year they are granted, irrespective of when they are ultimately paid out.

## 5.2 Fixed Compensation and Fringe Benefits

Fixed compensation is primarily paid out as a salary in twelve monthly installments. Other components of fixed compensation include fringe benefits, such as allowances for health and long-term care insurance and supplementary insurance, non-cash benefits for bicycles, and travel allowances. The Management Board also benefits from our D&O insurance policy. Our D&O insurance expenses are not considered compensation, as they are incurred in the Company's own interests to cover risks for our Management Board and Supervisory Board, and senior executives and managing directors of BioNTech group entities.

Effective January 1, 2023, Ugur Sahin's annual fixed compensation was increased to €700,000 from €360,000 as part of an annual compensation review to ensure competitive compensation comparable to that of companies in a comparable sector and relevant peer group. Jens Holstein's effective annual fixed compensation was €550,000 during each of the years ended December 31, 2023 and 2022. Effective April 1, 2022, Sean Marett's annual fixed compensation was increased from €400,000 to €550,000. Hence, during the years ended December 31, 2023 and 2022, his effective annual fixed compensation amounted to €550,000 and €512,500, respectively. Sierk Poetting's effective annual fixed compensation amounted to €550,000, respectively, during the years ended December 31, 2023 and 2022. Effective as of his appointment to the Management Board as of September 1, 2023, James Ryan's annual fixed compensation was €550,000. His compensation is partly paid in the U.K. (in GBP) by the Company's subsidiary, BioNTech UK Limited, and partly in Germany (in Euro). During the year ended December 31, 2023, his effective annual fixed compensation as a Management Board member amounted to €183,333. Ryan Richardson's annual fixed compensation was increased from €340,000 to €550,000 leading to the respective effective annual fixed compensation during the years ended December 31, 2023 and 2022. Effective March 1, 2022, Özlem Türeci's annual fixed compensation was increased from €360,000 to €550,000. Hence, during the years ended December 31, 2023 and 2022, her effective annual fixed compensation amounted to €550,000 and €518,333, respectively. The increase in the fixed compensation payable to Sean Marett, Ryan Richardson and Özlem Türeci increased to €550,000 to align with the fixed compensation payable to Jens Holstein under his 2021 service agreement, which was considered necessary and in the Company's interest to retain our existing Management Board members. All of the Management Board members' activities for BioNTech Group companies are compensated by their base compensation of €550,000 and in the case of Ugur Sahin, €700,000.

### **5.3 Short-Term Incentive Compensation (STI)**

The STI is a performance-related bonus with a one-year assessment period. The compensation system provides for STI amounts up to a maximum of 60% of the amount of the fixed compensation per year. The payout amount of the short-term incentive compensation depends on the achievement of certain financial and non-financial performance criteria of the Group in a particular financial year, which goals are set uniformly for all members of the Management Board. The Supervisory Board exercises reasonable discretion in determining whether such criteria have been achieved. A detailed description of the STI and potential performance targets are included in our compensation system.

During the year ended December 31, 2022, the maximum short-term incentive compensation for each of Ugur Sahin, Jens Holstein, Sean Marett, Sierk Poetting, Ryan Richardson and Özlem Türeci was €180,000; €300,000; €300,000; €300,000; €170,000; and €300,000, respectively, which, considering the 2022 target achievement of 85%, led to respective annual bonus amounts of €153,000; €255,000; €255,000; €255,000; €144,500; and €255,000. Following the extension of their respective service agreements and in line with the changes in their annual fixed compensation, the maximum short-term incentive compensation for Ugur Sahin and Ryan Richardson was increased to €350,000 and €300,000 respectively. Following his appointment to the Management Board as of September 1, 2023, the maximum short-term compensation for James Ryan was defined on a pro-rata basis and amounted to €100,000 for the year ended December 31, 2023. Based on the 2023 target achievement of 90%, the annual bonus amounts for Ugur Sahin, Jens Holstein, Sean Marett, Sierk Poetting, Ryan Richardson, James Ryan and Özlem Türeci for the year ended December 31, 2023 amounted to €315,000; €270,000; €270,000; €270,000; €90,000; and €270,000, respectively.

During the year ended December 31, 2023, upon the recommendation of the Compensation, Nomination and Corporate Governance Committee, the Supervisory Board approved a special payment in the gross amount of €600,000 to Jens Holstein. The special payment was made to honor Jens Holstein's contribution to the extraordinary financial performance of BioNTech and recognize his efforts to strengthen the Company's long-term financial performance. Of this payment, Jens Holstein used €150,000 net of costs and expenses to purchase 1,620 BioNTech shares during the year ended December 31, 2023 to further strengthen his long-term commitment.

During the year ended December 31, 2023, as part of his appointment to the Management Board, James Ryan received a one-time signing cash payment in the amount of €180,000. The one-time signing cash payment provided compensation in lieu of participation in the LTI 2023 program, which was allocated before his appointment, and a pro-rata allocation for 2023 would not have been permitted under our current AGM authorizations, as ESOPs may only be issued within the first six months of each calendar year. Of this payment, James Ryan shall use 50% net of costs and expenses to purchase BioNTech shares on or before August 31, 2024 to further strengthen his long-term commitment.

The following table summarizes the overall target achievement and the resulting annual bonus payout amount per Management Board member.

Short-Term Incentive Compensation (STI) for the year ended December 31, 2023	Relative to fixed compensation (in %)	Compensation Corridor		Overall Target Achievement (in %)	STI Payment (in thousand)	
		Lower Limit (0%)	Upper Limit (100%)		Thereof First Installment to be paid out in April 2024	Thereof Second Installment deferred and to be paid out in February 2025 <sup>(1)</sup>
Prof. Ugur Sahin, M.D.	50 %	—	350	90 %	158	158
Jens Holstein	55 %	—	300	90 %	135	135
Sean Marett	55 %	—	300	90 %	135	135
Sierk Poetting, Ph.D.	55 %	—	300	90 %	135	135
Ryan Richardson	55 %	—	300	90 %	135	135
James Ryan, Ph.D. <sup>(2)</sup>	55 %	—	100	90 %	45	45
Prof. Özlem Türeci, M.D.	55 %	—	300	90 %	135	135

<sup>(1)</sup> Deferred amount is dependent on the share price development during the year following the determination date in Februar 2024.

<sup>(2)</sup> Appointed effective as of September 1, 2023.

The performance targets defined by our Supervisory Board for the year ended December 31, 2023 are related both to our financial performance and to our strategic and operational objectives, as we aim to advance our pipeline into market readiness. As shown in the table below, the ambitious and measurable financial and non-financial performance targets include various Company Goals as well as Environmental, Social and Corporate Governance, or ESG, targets and were defined in line with the applicable compensation system.

The Supervisory Board made the following determinations at the beginning of the 2024 financial year.

	Performance Targets 2023 Financial Year	Target Performance (in %)	Level of Target Achievement (in %)	Achieved Target Performance (in %)
Company Goals	Achieve financial targets	30%	53%	16%
	Accelerate Oncology Pipeline	20%	75%	15%
	Expand Comirnaty Franchise	18%	100%	18%
	Advance technological and manufacturing capabilities	16%	81%	13%
ESG Targets	Enable entrepreneurial spirit at scale, care for people and culture and achieve highest quality, CSR and compliance standards	31%	84%	26%
Additional Incentives	Achievements with significant value for the company that were not planned or known at the beginning of 2023	10%	20%	2%
	<b>Total</b>	<b>125%</b>		<b>90%</b>

During the year ended December 31, 2023, we advanced and diversified our innovation pipeline to serve a larger patient population; in particular, we advanced our mid- to late-stage oncology and our infectious disease pipeline by progressing various programs into and within the clinic. Furthermore, we continued to help fight the pandemic by broadening access to Comirnaty worldwide. We also advanced our technological and manufacturing capabilities with different construction projects worldwide and became a leading artificial intelligence and machine learning company with the acquisition of InstaDeep. While we went from a pandemic to an endemic market situation and continued investing into our pipeline, we were able to remain profitable during the 2023 financial year and ended with a €17.7 billion cash and security investment balance as of December 31, 2023. Additionally, during the year ended December 31, 2023 we further improved our governance to achieve and maintain highest possible quality, CSR and compliance standards. Furthermore, we continued our Company's growth strategy, by elevating our corporate function, hiring qualified personnel and caring for our people. The determination on the actual achievement of the performance targets by the Supervisory Board for the year ended December 31, 2023 was 90%.

The first installment of the STI for the year ended December 31, 2023 will be paid out in April 2024, the month after the approval of the consolidated financial statements. The first installment of the STI for the year ended December 31, 2023 was considered granted and owed in 2023, the year in which the activity to which the compensation relates, was performed. The first installment of the STI for the year ended December 31, 2022 was considered granted and owed in 2022 and was paid out in April 2023.

The second installment of the STI for the year ended December 31, 2023 was also considered granted and owed in 2023, as the Management Board had already completed the activity to which it relates. It will be paid out in February 2025 subject to an adjustment due to the share-price development. The second installment of the STI for the year ended December 31, 2022 was considered granted and owed in 2022 and was paid out in March 2024 with adjustments due to the share-price development.

The second STI installment is subject to adjustments in relation to the development of the share price between the determination date, when the STI achievement is determined, and the respective anniversary of that date (i.e., in the event of an increase or decrease in the share price, based on the market price of ADSs representing our ordinary shares, the payment amount is multiplied by the factor of the development of the share price).

**Outlook for the 2024 Short-Term Incentive Compensation**

For the year ending December 31, 2024 the Supervisory Board defined the following performance targets and their weighting for all Management Boards Members. The building blocks of the ambitious and measurable financial and non-financial performance targets comprise various Company Goals as well as an Environmental, Social and Corporate Governance-targets and Additional Incentives. Each of the performance targets containing sub-targets with a relative weighting that adds to a maximal total achievable target of 125%, whereby the maximum payout on the STI is capped at 100% .

	<b>Performance Targets 2024 Financial Year</b>	<b>Target Performance (in %)</b>
Company Goals	Maintain sustainable Financials targets	15%
	Continue to build a competitive commercial business	15%
	Advance pipeline towards market	65%
ESG Target	Further improve ESG & Global Health impact	20%
Additional Incentives	Rewards for achievements at the discretion of the Supervisory Board	10%
	<b>Total</b>	<b>125%</b>



#### 5.4 Share-Based Payments (incl. Long-Term Incentive (LTI) and other one-time awards)

Our Management Board's service agreements provide for long-term incentive compensation (Management Board Grant - LTI) through an annual grant of options to acquire BioNTech shares during their respective service periods. These LTI awards are in line with our compensation system approved by the AGM on June 22, 2021. The options granted each year are subject to the terms and conditions of the respective authorizations of the Annual General Meeting creating our Employee Stock Ownership Plan (ESOP) and the applicable option agreements thereunder (see section 5.5 below).

During the year ended December 31, 2022, the number of options granted to Ugur Sahin, Jens Holstein, Sean Marett, Sierk Poetting, Ryan Richardson and Özlem Türeci was calculated based on a target value of €750,000; €550,000; €550,000; €550,000; €280,000; and €550,000, respectively. Beginning on January 1, 2023, the target for the number of options to be granted each year for Ugur Sahin and Ryan Richardson was increased to a value of €1,050,000 and €550,000, respectively, as part of an annual compensation review to ensure competitive compensation. As a result, the number of options granted to Ugur Sahin, Jens Holstein, Sean Marett, Sierk Poetting, Ryan Richardson and Özlem Türeci was calculated based on a target value of €1,050,000; €550,000; €550,000; €550,000; €550,000; and €550,000, respectively. The service agreement with James Ryan provides that granted options will generally be calculated based on a target value of €550,000. However, as the annual grant is generally made in the first half of the year, no LTI was granted for the period from his appointment on September 1, 2023 to December 31, 2023.

The Supervisory Board granted Jens Holstein a one-time signing bonus of €800,000 in connection with his appointment in the form of 4,246 phantom shares. The phantom shares vest in four equal installments on July 1 of 2022, 2023, 2024, and June 30, 2025 but will only be settled in cash on July 1, 2025. The cash payment is subject to an effective settlement closing price cap. This means that the settlement closing price shall effectively be adjusted to ensure that the current price of an ADS as of the settlement date does not exceed 800% of the closing price applied when the award was initially granted. In addition, the total cash payment under the award shall not exceed €6.4 million.

We have also entered into one-time share-based payment arrangements with our Management Board members, including the Employee Stock Ownership Plan (ESOP) granted in 2018 (ESOP 2018 Program) and the Chief Executive Officer Grant granted in 2019 (CEO Grant 2019), which are explained in detail in section 5.5 below.

During the year ended December 31, 2022, option rights granted under the ESOP 2018 vested and became exercisable on September 16, 2022 for James Ryan, and on November 15, 2022 for Ugur Sahin, Sierk Poetting and Sean Marett. The option rights granted to Ryan Richardson and Özlem Türeci, which had vested in 2019 but were subject to performance and waiting conditions, became exercisable on September 16, 2022 and November 15, 2022, respectively. During the exercise period, the options rights remain subject to performance conditions which must be fulfilled as of the date the relevant option rights are exercised. Following the vesting of 25% on an annual basis since 2019, the CEO Grant 2019 vested and became exercisable on October 9, 2023. In addition, the various LTI awards vest at a rate of 25% annually over four years. The annual vesting dates starting the year after the options were awarded are as follows: February 13 for the LTI 2020 award, May 12 (for all Management Board members except Jens Holstein; May 17 for Jens Holstein) for the LTI 2021 award, May 31 for the LTI 2022 award, and May 22 for the LTI 2023 award. While vesting, the LTI awards continue to be subject to performance and waiting conditions. Jens Holstein's one-time signing bonus also vests at a rate of 25% annually over four years until June 30, 2025. The award continues to be subject to waiting conditions over the vesting period.

The benefits from our share-based payment arrangements (including long-term incentive) are considered granted and owed when the awards are settled. For further explanations, see section 5.6. During the years ended December 31, 2023 and 2022, this definition applies to the option rights granted under the ESOP 2018 Program as a result of their exercise and settlement. Although the entire CEO Grant 2019 became exercisable during the year ended December 31, 2023, it was not considered granted and owed, as it was not actually exercised and remains accessible. With respect to the ESOP 2018 Program, the table "Compensation Granted and Owed" in section 5.6#### shows the implied market value calculated using the closing price of an American Depositary Share of BioNTech on Nasdaq on the respective last day preceding the exercise dates converted from USD to Euro using the exchange rates published by the German Central Bank (*Deutsche Bundesbank*) on the same days, as well as using the effective exercise price and maximum cap mechanism for all Management Board members. The implied market value may vary from the benefit in kind.



## 5.5 Additional Disclosures on Share-Based Payment Instruments

In accordance with Sec. 162 para. 1 no. 3 AktG, the table below provides an overview of the share options and other share-based payment instruments allocated to our Management Board and outstanding as of December 31, 2023.

	Grant Date / Allocation Date	Number of Ordinary Shares Underlying Share Options / Number of Phantom Share Options <sup>(1)</sup>	Option Exercise Price (€) <sup>(11)</sup>	Earliest Option Exercise Date <sup>(9)</sup>	Option Expiration Date	Name of the Program
<b>Prof. Ugur Sahin, M.D.</b>	10/09/2019 <sup>(2)</sup>	4,374,963	13.57	10/9/2023	10/9/2029	CEO Grant 2019
	2/13/2020 <sup>(3)</sup>	97,420	27.86	2/13/2024	2/13/2030	LTI 2020 <sup>(10)</sup>
	5/12/2021 <sup>(4)</sup>	17,780	167.63	5/12/2025	5/12/2031	LTI 2021 <sup>(10)</sup>
	5/31/2022 <sup>(5)</sup>	19,997	137.65	5/31/2026	5/31/2032	LTI 2022 <sup>(10)</sup>
	5/20/2023 <sup>(6)</sup>	38,506	103.12	5/20/2027	5/20/2033	LTI 2023 <sup>(10)</sup>
<b>Jens Holstein</b>	5/17/2021 <sup>(4)</sup>	6,463	169.08	5/17/2025	5/17/2031	LTI 2021 <sup>(10)</sup>
	7/1/2021 <sup>(8)</sup>	4,246	n/a <sup>(8)</sup>	7/1/2025 <sup>(8)</sup>	n/a <sup>(8)</sup>	Signing Bonus
	5/31/2022 <sup>(5)</sup>	14,664	137.65	5/31/2026	5/31/2032	LTI 2022 <sup>(10)</sup>
	5/20/2023 <sup>(6)</sup>	18,416	103.12	5/20/2027	5/20/2033	LTI 2023 <sup>(10)</sup>
<b>Sean Marett</b>	11/15/2018	—	10.14	11/15/2022	11/15/2026	ESOP 2018
	2/13/2020 <sup>(3)</sup>	38,968	27.86	2/13/2024	2/13/2030	LTI 2020 <sup>(10)</sup>
	5/12/2021 <sup>(4)</sup>	7,112	167.63	5/12/2025	5/12/2031	LTI 2021 <sup>(10)</sup>
	5/31/2022 <sup>(5)</sup>	14,664	137.65	5/31/2026	5/31/2032	LTI 2022 <sup>(10)</sup>
	5/20/2023 <sup>(6)</sup>	18,416	103.12	5/20/2027	5/20/2033	LTI 2023 <sup>(10)</sup>
<b>Sierk Poetting, Ph.D.</b>	2/13/2020 <sup>(3)</sup>	38,968	27.86	2/13/2024	2/13/2030	LTI 2020 <sup>(10)</sup>
	5/12/2021 <sup>(4)</sup>	7,112	167.63	5/12/2025	5/12/2031	LTI 2021 <sup>(10)</sup>
	5/31/2022 <sup>(5)</sup>	14,664	137.65	5/31/2026	5/31/2032	LTI 2022 <sup>(10)</sup>
	5/20/2023 <sup>(6)</sup>	18,416	103.12	5/20/2027	5/20/2033	LTI 2023 <sup>(10)</sup>
<b>Ryan Richardson</b>	2/13/2020 <sup>(3)</sup>	33,772	27.86	2/13/2024	2/13/2030	LTI 2020 <sup>(10)</sup>
	5/12/2021 <sup>(4)</sup>	6,163	167.63	5/12/2025	5/12/2031	LTI 2021 <sup>(10)</sup>
	5/31/2022 <sup>(5)</sup>	7465	137.65	5/31/2026	5/31/2032	LTI 2022 <sup>(10)</sup>
	5/20/2023 <sup>(6)</sup>	18,416	103.12	5/20/2027	5/20/2033	LTI 2023 <sup>(10)</sup>
<b>James Ryan, Ph.D.<sup>(7)</sup></b>	12/15/2020	1,163	n/a	12/15/2024	n/a	LTI 2020 (EEP)
	12/10/2021	313	n/a	12/10/2025	n/a	LTI 2021 (EEP)
	12/09/2022	740	n/a	12/9/2026	n/a	LTI 2022 (EEP)
	12/08/2023	750	n/a	12/8/2027	n/a	LTI 2023 (EEP)
<b>Prof. Özlem Türeci, M.D.</b>	2/13/2020 <sup>(3)</sup>	38,968	27.86	2/13/2024	2/13/2030	LTI 2020 <sup>(10)</sup>
	5/12/2021 <sup>(4)</sup>	7,112	167.63	5/12/2025	5/12/2031	LTI 2021 <sup>(10)</sup>
	5/31/2022 <sup>(5)</sup>	14,664	137.65	5/31/2026	5/31/2032	LTI 2022 <sup>(10)</sup>
	5/20/2023 <sup>(6)</sup>	18,416	103.12	5/20/2027	5/20/2033	LTI 2023 <sup>(10)</sup>

<sup>(1)</sup> The 18-for-1 stock split of our ordinary shares, which became effective on September 18, 2019 upon registration with the commercial register (Handelsregister) is reflected in share amounts granted in advance.

- (2) Options vested in four equal installments on October 9 of 2020, 2021, 2022 and 2023. With the final installment vesting in 2023, the entire award became exercisable. As Ugur Sahin did not exercise in 2023, the options remain exercisable and can only be exercised during the exercise windows as defined by our ESOP.
- (3) Options vested in four equal installments on February 13 of 2021, 2022, 2023 and 2024, and are now exercisable following the expiry of the waiting period on February 13, 2024 and can only be exercised during the exercise windows as defined by our ESOP.
- (4) Options were issued as phantom share options and vest in four equal installments on May 12 of 2022, 2023, 2024 and 2025 for all Management Board members except Jens Holstein, and in the case of Jens Holstein, vest in four equal installments on May 17 of 2022, 2023, 2024 and 2025. The options will not become exercisable before the expiry of the waiting period on May 12, 2025 and May 17, 2025, respectively, and can only be exercised during the exercise windows as defined by our ESOP.
- (5) Options were issued as phantom share options and vest in four equal installments on May 31 of 2023, 2024, 2025 and 2026 for all Management Board members. The options will not become exercisable before the expiry of the waiting period on May 31, 2026 and can only be exercised during the exercise windows as defined by our ESOP.
- (6) Options vest in four equal installments on May 20 of 2024, 2025, 2026 and 2027. The options will not become exercisable before the expiry of the waiting period on May 20, 2027 and can only be exercised during the exercise windows as defined by our ESOP.
- (7) As James Ryan was not part of the Management Board at the time the 2023 LTI award was allocated, he did not receive any options under the ESOP. Prior to his appointment to the Management Board, RSUs were granted to him under the BioNTech 2020 Employee Equity Plan (EEP). RSUs issued under the LTI 2020 (EEP), LTI 2021 (EEP), LTI 2022 (EEP) and LTI 2023 (EEP) programs vest annually in equal installments over four years commencing in December 2020, December 2021, December 2022 and December 2023 respectively and will be settled after a waiting period of four years.
- (8) In connection with Jens Holstein's appointment to the Management Board as Chief Financial Officer (CFO) as of July 1, 2021, the Supervisory Board granted him a one-time signing bonus as outlined in section 5.4. n/a = not applicable
- (9) Indicates end of the respective waiting periods, additional restrictions with respect to exercise windows may apply.
- (10) Management Board Grant (Long-Term Incentive) in the respective years.
- (11) All options are subject to an effective exercise price cap. This means that the exercise price shall effectively be adjusted to ensure that the current price of an ADS as of the exercise does not exceed 800% of the exercise price. With respect to the ESOP 2018 Program and the CEO Grant 2019, the maximum economic benefit receivable in respect of any exercised is capped at \$240.00 with the effective exercise price being capped at a Euro amount equivalent to \$30.00. With respect to the LTI 2020, the maximum economic benefit receivable in respect of any exercised option is capped at \$246.24, with the effective exercise price being capped at a Euro amount equivalent to \$30.78. With respect to the phantom share options issued under the LTI 2021 and 2022 as well as the options issued under the LTI 2023 programs, the maximum compensation that the Management Board members are entitled to receive under such programs, together with other compensation components received by each such board member in the respective grant year, shall not exceed €20.0 million for Ugur Sahin as Chief Executive Officer (CEO) and €10.0 million for all other Management Board members.

### **Management Board Grant (Long-Term Incentive)**

Our Management Board's service agreements provide for long-term incentive compensation (Management Board Grant - LTI) through an annual grant of options to acquire BioNTech shares during their respective service periods. The options granted each year are subject to the terms and conditions of the respective authorizations of the Annual General Meeting creating our Employee Stock Ownership Plan (ESOP) and the applicable option agreements thereunder. The allocation of the number of issued options in 2020 occurred in February 2020. In May 2021 and May 2022, the Management Board received phantom options equivalent to the number of options the Management Board members would have been entitled to receive for 2021 and 2022. During 2023, options were granted in May 2023.

For the awards allocated as of February 13, 2020; May 12, 2021; May 17, 2021; May 31, 2022 and May 20, 2023, the exercise prices are \$30.78 (€27.86); \$185.23 (€167.63); \$186.83 (€169.08); \$152.10 (€137.65) and \$113.94 (€103.12) respectively (all amounts calculated as of December 31, 2023 using the foreign exchange rate as published by the German Central Bank (*Deutsche Bundesbank*)).

All options are subject to an effective exercise price cap, which means that the exercise price shall be adjusted to ensure that the current price of an ADS as of the exercise date does not exceed 800% of the exercise price. With respect to the LTI 2020, the maximum economic benefit receivable in respect of any exercised option is capped at \$246.24, with the effective exercise price being capped at a Euro amount equivalent to \$30.78. With respect to the phantom share options issued under the LTI 2021 and 2022 as well as the options issued under the LTI 2023 programs, the maximum compensation that the Management Board members are entitled to receive under such programs, together with other compensation components received by each such board member in the respective grant year, shall not exceed €20.0 million for Ugur Sahin as Chief Executive Officer (CEO) and €10.0 million for all other Management Board members. The options vest annually in equal

installments over four years commencing on the first anniversary of the allocation date and become exercisable four years after the allocation date.

The vested options can only be exercised if each of the following performance criteria has been achieved: (i) at the time of exercise, the current price is equal to or greater than the threshold amount (that is, the exercise price, provided that such amount increases by seven percentage points on each anniversary of the allocation date); (ii) at the time of exercise, the current price is at least equal to the target price (that is, (a) for the twelve-month period starting on the fourth anniversary of the allocation date, \$8.5 billion divided by the total number of the ordinary shares outstanding immediately following the initial public offering (other than ordinary shares owned by BioNTech), and (b) for each twelve-month period starting on the fifth or subsequent anniversary of the allocation date, 107% of the target share price applicable for the prior twelve-month period); and (iii) the closing price for the fifth trading day prior to the start of the relevant exercise window is higher than the exercise price by at least the same percentage by which the Nasdaq Biotechnology Index or a comparable successor index as of such time is higher than such index was as of the last trading day before the allocation date. Following the expiry of the waiting period, option rights may be exercised during the exercise windows as set out in the ESOP agreement. The option rights can be exercised up to ten years after the allocation date. If they have not been exercised by that date, they will be forfeited without compensation.

The tables below show the development and the outstanding number of share options as of and between the dates indicated:

**Management Board Grant (LTI 2020)**

<i>Number of Ordinary Shares Underlying Share Options</i>	<b>Prof. Ugur Sahin, M.D.</b>	<b>Jens Holstein<sup>(1)</sup></b>	<b>Sean Marett</b>	<b>Sierk Poetting, Ph.D.</b>	<b>Ryan Richardson</b>	<b>James Ryan, Ph.D.<sup>(2)</sup></b>	<b>Prof. Özlem Türeci, M.D.</b>
<b>As of December 31, 2022</b>	<b>97,420</b>	—	<b>38,968</b>	<b>38,968</b>	<b>33,772</b>	—	<b>38,968</b>
Exercised	—	—	—	—	—	—	—
<b>As of December 31, 2023</b>	<b>97,420</b>	—	<b>38,968</b>	<b>38,968</b>	<b>33,772</b>	—	<b>38,968</b>

<sup>(1)</sup> Jens Holstein was appointed to the Management Board as Chief Financial Officer (CFO) as of July 1, 2021, subsequent to the allocation of the Management Board Grant (LTI 2020).

<sup>(2)</sup> James Ryan was appointed to the Management Board as Chief Legal Officer (CLO) as of September 1, 2023, subsequent to the allocation of the Management Board Grant (LTI 2020).

**Management Board Grant (LTI 2021)**

<i>Number of Phantom Share Options</i>	<b>Prof. Ugur Sahin, M.D.</b>	<b>Jens Holstein</b>	<b>Sean Marett</b>	<b>Sierk Poetting, Ph.D.</b>	<b>Ryan Richardson</b>	<b>James Ryan, Ph.D.<sup>(1)</sup></b>	<b>Prof. Özlem Türeci, M.D.</b>
<b>As of December 31, 2022</b>	<b>17,780</b>	<b>6,463</b>	<b>7,112</b>	<b>7,112</b>	<b>6,163</b>	—	<b>7,112</b>
Exercised	—	—	—	—	—	—	—
<b>As of December 31, 2023</b>	<b>17,780</b>	<b>6,463</b>	<b>7,112</b>	<b>7,112</b>	<b>6,163</b>	—	<b>7,112</b>

<sup>(1)</sup> James Ryan was appointed to the Management Board as Chief Legal Officer (CLO) as of September 1, 2023, subsequent to the allocation of the Management Board Grant (LTI 2021).

**Management Board Grant (LTI 2022)**

<i>Number of Phantom Share Options</i>	<b>Prof. Ugur Sahin, M.D.</b>	<b>Jens Holstein</b>	<b>Sean Marett</b>	<b>Sierk Poetting, Ph.D.</b>	<b>Ryan Richardson</b>	<b>James Ryan, Ph.D. (1)</b>	<b>Prof. Özlem Türeci, M.D.</b>
<b>As of December 31, 2022</b>	<b>19,997</b>	<b>14,664</b>	<b>14,664</b>	<b>14,664</b>	<b>7,465</b>	—	<b>14,664</b>
Exercised	—	—	—	—	—	—	—
<b>As of December 31, 2023</b>	<b>19,997</b>	<b>14,664</b>	<b>14,664</b>	<b>14,664</b>	<b>7,465</b>	—	<b>14,664</b>

(1) James Ryan was appointed to the Management Board as Chief Legal Officer (CLO) as of September 1, 2023, subsequent to the allocation of the Management Board Grant (LTI 2022).

**Management Board Grant (LTI 2023)**

<i>Number of Share Options</i>	<b>Prof. Ugur Sahin, M.D.</b>	<b>Jens Holstein</b>	<b>Sean Marett</b>	<b>Sierk Poetting, Ph.D.</b>	<b>Ryan Richardson</b>	<b>James Ryan, Ph.D. (1)</b>	<b>Prof. Özlem Türeci, M.D.</b>
<b>As of December 31,</b>	—	—	—	—	—	—	—
Allocated	38,506	18,416	18,416	18,416	18,416	—	18,416
Exercised	—	—	—	—	—	—	—
<b>As of December 31,</b>	<b>38,506</b>	<b>18,416</b>	<b>18,416</b>	<b>18,416</b>	<b>18,416</b>	—	<b>18,416</b>

(1) James Ryan was appointed to the Management Board as Chief Legal Officer (CLO) as of September 1, 2023, subsequent to the allocation of the Management Board Grant (LTI 2023).

**The following is a presentation of the one-time programs that were approved prior to the adoption of the compensation system during the year ended December 31, 2021:**

**Chief Executive Officer Grant 2019**

In September 2019, we granted Ugur Sahin an option to purchase 4,374,963 of our ordinary shares, subject to his continuous employment with us. The exercise price per share of each option is \$15.00 (€13.57), being the public offering price from our initial public offering converted into Euros as of December 31, 2023, and which is subject to the effective exercise price cap and the maximum cap mechanism. Under the effective exercise price cap, the exercise price shall be adjusted to ensure that the current price of an ADS as of the exercise date does not exceed 800% of the exercise price. Under the maximum cap mechanism, the maximum economic benefit receivable in respect of any exercised option is capped at \$240, with the effective exercise price being capped at a Euro amount equivalent to \$30.00. Under this CEO Grant, the options vested annually in equal installments over four years commencing on the first anniversary of our initial public offering.

The vested option rights can only be exercised if and to the extent that each of the following performance criteria has been achieved: (i) at the time of exercise, the current price is equal to or greater than the threshold amount (that is, the exercise price, provided that such amount increases by seven percentage points on each anniversary of the allocation date); (ii) at the time of exercise, the current price is at least equal to the target price (that is, (a) for the twelve-month period starting on the fourth anniversary of the allocation date, \$8.5 billion divided by the total number of the shares outstanding immediately following the initial public offering (other than shares owned by us), and (b) for each twelve-month period starting on the fifth or subsequent anniversary of the allocation date, 107% of the target share price applicable for the prior twelve-month period); and (iii) the closing price for the fifth trading day prior to the start of the relevant exercise window is higher than the exercise price by at least the same percentage by which the Nasdaq Biotechnology Index or a comparable successor index as of such time is higher than such index was as of the last trading day before the allocation date. Following the expiry of the waiting period, option rights may be exercised during the exercise windows as defined by our ESOP. The option

rights can be exercised up to ten years after the allocation date. If they have not been exercised by that date, they will be forfeited without compensation.

On October 9, 2023, with the final installment vesting, all 4,374,963 options became exercisable under the rules of the ESOP and the ESOP agreement. During the year ended December 31, 2023, no options were exercised.

**Employee Stock Ownership Plan 2018**

Based on an authorization of the general meeting on August 18, 2017, we established a share option program under which we granted selected employees options to receive our shares. The program is designed as an Employee Stock Ownership Plan, or ESOP. We offered participants a certain number of option rights by their explicit acceptance of an option rights agreement. The exercise of option rights in accordance with the agreement gives the participants the right to obtain shares against payment of the exercise price. With respect to the Management Board members serving at the time of allocation, the options are subject to the effective exercise price cap and maximum cap mechanisms. Under the exercise price cap, the exercise price shall be adjusted to ensure that the current price of an ADS as of the exercise date does not exceed \$30.00. Under the ESOP, the option rights (other than Özlem Türeci’s, and Ryan Richardson’s options) fully vest after four years and can be exercised if: (i) the waiting period of four years has elapsed; and (ii) at the time of exercise, the average closing price of the shares of the Company or the average closing price of the right or certificate to be converted into an amount per share on the previous ten trading days preceding the exercise of the option right exceeds the strike price by a minimum of 32%, with this percentage increasing by zero and eight hundredths percentage points as of the fifth anniversary of the respective issue date and as of each subsequent anniversary date. Following the expiry of the waiting period, option rights may be exercised within a period of four weeks from the date of the Annual General Meeting or the publication of the annual financial statements, the semi-annual report or our most recent quarterly report or interim report (exercise windows). The option rights can be exercised up to eight years after the allocation date. If they have not been exercised by that date, they will be forfeited without compensation.

By way of a shareholders’ resolution of the general meeting on August 19, 2019, the authorization to issue such option rights was amended such that, in order for the options to be exercisable, the average closing price of the Company’s shares or the average closing price of the right or certificate to be converted into an amount per share on the ten trading days immediately preceding the exercise must exceed the strike price by a minimum of 28%, with this percentage increasing by zero and seven hundredths percentage points as of the fifth anniversary of the issue date and as of each subsequent anniversary date. Furthermore, in addition to the aforementioned requirements, the exercise is only possible if the share price (calculated by reference to the price of the ordinary share underlying the ADS) has performed similar to or better than the Nasdaq Biotechnology Index. The changes made do not affect option rights already issued.

In September 2022, the Supervisory Board determined the ESOP settlement by the delivery of treasury shares (in the form of ADSs) equal to the net value of the exercised option rights after deduction of (i) the exercise price and (ii) the applicable wage taxes (including solidarity surcharge thereon and church tax, if applicable) and social security contributions resulting from such exercise. The settlement was applied during the exercise windows in 2022 and 2023.

The table below shows the development and the outstanding number of share options as of and between the dates indicated:

**ESOP 2018**

<i>Number of Ordinary Shares Underlying Share Options</i>	<b>Prof. Ugur Sahin, M.D.</b>	<b>Jens Holstein<sup>(1)</sup></b>	<b>Sean Marett</b>	<b>Sierk Poetting, Ph.D.</b>	<b>Ryan Richardson</b>	<b>James Ryan, Ph.D.<sup>(2)</sup></b>	<b>Prof. Özlem Türeci, M.D.</b>
<b>As of December 31, 2022</b>	—	—	<b>230,780</b>	—	—	—	—
Exercised	—	—	(230,780)	—	—	—	—
<b>As of December 31, 2023</b>	—	—	—	—	—	—	—

<sup>(1)</sup> Jens Holstein was appointed to the Management Board as Chief Financial Officer (CFO) as of July 1, 2021.

<sup>(2)</sup> James Ryan was appointed to the Management Board as Chief Legal Officer (CLO) as of September 1, 2023.

Except for Sean Marett, all Management Board members exercised all their option rights during the year ended December 31, 2022. Sean Marett exercised his remaining 230,780 option rights in 2023. The members of the Management Board do not have any options from the ESOP 2018 program outstanding as of December 31, 2023. The members of the Management Board have mainly retained most of the shares resulting from the settlement and therefore hold an important stake in our company's future.

### 5.6 Compensation Granted and Owed during the year ended December 31, 2023

The total compensation granted or owed according to Sec. 162 para. 1 AktG to all members of the Management Board for the years ended December 31, 2023, and 2022 is presented in the table below. Compensation is considered granted if it either has been actually received or the activities to which it relates have been performed. Compensation is considered owed if the compensation components are legally due, but have not yet been received. Hereinafter, when the former definition applies, compensation is referred to only as being “granted and owed.” The Institute of Public Auditors in Germany, Incorporated Association (*Institut der Wirtschaftsprüfer*, IDW) has provided two interpretations for the presentation. According to interpretation 1, compensation is only shown as granted and owed in the year in which it is received (inflow principle; “*Zuflussprinzip*”). According to interpretation 2, compensation may also be disclosed in the compensation report for the financial year in which the activity underlying the compensation was performed (vesting principle; “*Erdienungsprinzip*”). The Supervisory Board and the the Management Board have decided to apply interpretation 2 for short-term compensation components such as fixed compensation and short-term incentives (STI) and interpretation 1 for share-based payments (incl. long-term incentives (LTI)). An approach which deviates from interpretation 1 was chosen because it allows a fair presentation of the actual benefits, which are, for example, subject to final underlying share price developments.

As outlined in section 5.4, during the year ended December 31, 2022, the options granted under the ESOP 2018 Program vested and became exercisable (option rights allocated to Ryan Richardson and Özlem Türeci had already vested in 2019, but continued to be subject to performance and waiting conditions). During the year ended December 31, 2023, the options granted under the CEO Grant 2019 vested and became exercisable. During the exercise period, the options rights remain subject to performance conditions which have to be fulfilled as of the date the relevant option rights are exercised. The benefits from our share-based payment arrangements (including long-term incentive) are considered granted and owed when the awards are settled. During the years ended December 31, 2023 and 2022, this definition applies to the option rights granted under the ESOP 2018 Program as a result of their exercise and settlement. Although the entire CEO Grant 2019 became exercisable during the year ended December 31, 2023, it was not considered granted and owed, as it was not actually exercised and remains accessible.

The amounts shown as share-based payments (including long-term incentives) in the table below are based on the implied market value at the time the awards fulfill the “granted and owed” definition. The ESOP 2018 rogram, designed in line with market standards, comprises provisions as outlined in section 5.5 above that include effective exercise price cap and maximum cap mechanisms. Although those cap mechanisms were applied, our unique and outstanding share price development between the time of grant and settlement, led to extraordinary high amounts, as shown below. The share price was driven by our extraordinary revenues and net profit increases at that time. While unprecedented and driven by the COVID-19 pandemic, these developments were also largely attributable to the exceptional performance and contribution of the Management Board as a whole, including their determination to help fight the pandemic since early 2020. They are not to be seen as cash payments to the Management Board, as the exercise was settled by delivering American Depositary Shares, or ADSs, representing our ordinary shares. The members of the Management Board have mainly retained most of the shares resulting from the after-tax settlement and therefore hold an important stake in our Company's future.



<i>in thousands €</i>	<b>Prof. Ugur Sahin, M.D.</b>	<b>Jens Holstein</b>	<b>Sean Marett</b>	<b>Sierk Poetting, Ph.D.</b>	<b>Ryan Richardson</b>	<b>James Ryan, Ph.D.<sup>(2)</sup></b>	<b>Prof. Özlem Türeci, M.D.</b>
<b>Fixed compensation<sup>(1)</sup></b>							
2023	700	550	550	550	550	183	550
2022	360	550	513	550	340	—	518
<b>Fringe benefits<sup>(3)</sup></b>							
2023	6	5	12	5	26	—	—
2022	6	7	8	4	27	—	—
<b>Short-term incentive – first installment<sup>(4)</sup></b>							
2023	158	135	135	135	135	45	135
2022	77	128	128	128	72	—	128
<b>Short-term incentive – second installment<sup>(5)</sup></b>							
2023	158	135	135	135	135	45	135
2022	77	128	128	128	72	—	128
<b>Other variable compensation</b>							
2023	0	600 <sup>(7)</sup>	—	—	—	180 <sup>(6)</sup>	—
2022	—	—	60	—	—	—	—
<b>Share-based payments (incl. long-term incentive)<sup>(8)</sup></b>							
2023							
Management Board Grant - LTI	—	—	—	—	—	—	—
ESOP 2018 <sup>(9)</sup>	0	0	19,289	—	—	—	—
Other share-based payment arrangements	—	—	—	—	—	—	—
2022							
Management Board Grant - LTI	—	—	—	—	—	—	—
ESOP 2018 <sup>(9)</sup>	257,076	—	53,479	86,015	22,555	—	274,209
Other share-based payment arrangements	—	—	—	—	—	—	—
<b>Total</b>							
<b>2023</b>	<b>1,022</b>	<b>1,425</b>	<b>20,121</b>	<b>825</b>	<b>846</b>	<b>453</b>	<b>820</b>
<b>2022</b>	<b>257,596</b>	<b>813</b>	<b>54,316</b>	<b>86,825</b>	<b>23,066</b>	<b>—</b>	<b>274,983</b>

(1) For James Ryan, a part of the fixed compensation was paid by BioNTech UK Limited, a subsidiary of BioNTech SE. Approximately 30% of his total compensation is attributable to his position as a member of the Management Board and approximately 70% is attributable to his position as a director of BioNTech UK Limited.

(2) James Ryan was appointed to the Management Board as Chief Legal Officer (CLO) effective as of September 1, 2023. His compensation for the year ended December 31, 2023 was granted on a pro-rata basis.

(3) Includes social security, health and additional insurance, company bike and travel expenses. Other fringe benefits, e.g., costs for security services, which are integral to the performance of business duties, are not included in the amount.

(4) The STI in a given year is always paid out in two installments over two years. The first installment of the STI for the year ended December 31, 2023 will be paid out in April 2024, the month after the approval of the consolidated financial statements. The first installment of the STI for the year ended December 31, 2023 was considered granted and owed in 2023, the year in which the activity

to which the compensation relates, was performed. The first installment of the STI for the year ended December 31, 2022 was considered granted and owed in 2022 and was paid out in April 2023.

- (5) The second installment of the STI for the year ended December 31, 2023 was also considered granted and owed in 2023, as the Management Board had already completed the activity to which it relates. It will be paid out in February 2025 subject to an adjustment due to the share-price development. The second installment of the STI for the year ended December 31, 2022 was considered granted and owed in 2022 and was paid out in March 2024 with adjustments due to the share-price development. The amounts ultimately paid were as follows: Ugur Sahin €50 thousand, Jens Holstein €83 thousand, Sean Marett €83 thousand, Sierk Poetting €83 thousand, Ryan Richardson €47 thousand and Özlem Türeci €83 thousand.
- (6) During the year ended December 31, 2023, as part of his appointment to the Management Board, James Ryan received a one-time signing cash payment in the amount of €180,000. The one-time signing cash payment provided compensation in lieu of participation in the LTI 2023 program, which was allocated before his appointment, and a pro-rata allocation for 2023 would not have been permitted under our current AGM authorizations, as ESOPs may only be issued within the first six months of each calendar year. Of this payment, James Ryan shall use 50% net of costs and expenses to purchase BioNTech shares on or before August 31, 2024 to further strengthen his long-term commitment.
- (7) During the year ended December 31, 2023, upon the recommendation of the Compensation, Nomination and Corporate Governance Committee, the Supervisory Board approved a special payment in the gross amount of €600,000 to Jens Holstein. The special payment was made to honor Jens Holstein's contribution to the extraordinary financial performance of BioNTech and recognize his efforts to strengthen the Company's long-term financial performance. Of this payment, Jens Holstein used €150,000 net of costs and expenses to purchase 1,620 BioNTech shares during the year ended December 31, 2023 to further strengthen his long-term commitment.
- (8) Explanations of our share-based payment arrangements are given in section 5.5 and include the LTI arrangements, the ESOP 2018, the CEO Grant 2019 and a one-time signing bonus agreed with Jens Holstein as outlined in detail under section 5.4. The benefits from our share-based payment arrangements (including long-term incentive) are considered granted and owed when the awards are settled. During the years ended December 31, 2023 and 2022, this definition applies to the option rights granted under the ESOP 2018 Program as a result of their exercise and settlement. Although the entire CEO Grant 2019 became exercisable during the year ended December 31, 2023, it was not considered granted and owed, as it was not actually exercised and remains accessible. ###
- (9) The amounts shown are related to the option rights granted one-time under the ESOP 2018 Program. The table shows the implied market value calculated using the closing price of an American Depositary Share of BioNTech on Nasdaq on the respective last day preceding the exercise dates converted from USD to Euro using the exchange rates published by the German Central Bank (Deutsche Bundesbank) on the same days, as well as using the effective exercise price and maximum cap mechanism for all Management Board members. The implied market value may vary from the benefit in kind. Our unique and outstanding share price development between the time of grant and settlement, led to extraordinary high amounts. They are not to be seen as cash payments to the Management Board, as the exercise was settled by delivering ADSs, representing our ordinary shares. The members of the Management Board have mainly retained most of the shares resulting from the after-tax settlement and therefore hold an important stake in our Company's future.

For the years ended December 31, 2023, and 2022 we did not make use of the malus and claw-back provisions, which would entitle us to withhold or reclaim variable STI compensation components in whole or in part, as no event incurred which would be considered a breach in this respect.

For the years ended December 31, 2023, and 2022, no event of termination occurred under the Management Board service contracts. As a result, we did not apply the termination-related rules and regulations, which state that outstanding variable compensation components in the period up to termination shall be granted and, in the event of premature termination due to revocation of the appointment, the Board member shall receive a severance payment.

A detailed description of the malus and claw-back and termination provisions are included in our compensation system.



## E. Information on the Relative Development of the Compensation of the Management Board, the Compensation of the Employees and the Development of the Company's Earnings

The table below shows the relative development of the compensation granted and owed to the Supervisory Board and Management Board members, the average compensation of our employees and selected key earning indicators for the periods indicated.

Selected key earning indicators considered by Sec. 162 para. 1 no. 2 AktG generally measure the development of earnings on the basis of revenues, operating income of the BioNTech Group (IFRS) and net income (HGB) of the Company. Considering our operational and financial development, our key earnings indicators fluctuated exceptionally over the past years. Therefore, the development of those indicators relative to the compensation our Supervisory and Management Board members is not considered meaningful.

The compensation of our members of the Management Board significantly changed comparing the 2023 to 2022 and 2022 to 2021 financial years, mainly as the options granted one-time under the ESOP 2018 Program vested and became exercisable and were almost entirely settled in 2022 (option rights allocated to Ryan Richardson and Özlem Türeci had already vested in 2019 but continued to be subject to performance and waiting conditions and only Sean Marett had 230,780 options outstanding as of December 31, 2022, which were exercised and settled in May 2023). The definition of granted and owed applies to the option rights granted under the ESOP 2018 Program, as they were exercised and settled in those years ended December 31, 2023 and 2022. Even though the entire CEO Grant 2019 became exercisable during the year ended December 31, 2023, it was not considered granted and owed, as it was not exercised and remains accessible. As outlined in section 5.6, the compensation is based on the implied market value at the time the options are considered granted and owed in terms of Sec. 162 AktG. Our unique and outstanding share price development between the time of grant and settlement, led to extraordinary high amounts. Therefore, the development of the compensation of the members of the Management Board is mainly not considered meaningful.

The presentation of the average compensation of employees is based on the compensation of BioNTech Group employees excluding apprentices. The average employee compensation is calculated using the average full-time equivalent at the beginning and end of the respective period. The number of full-time equivalent employees employed by the Group increased from 1,941 as of December 31, 2020 to 3,082 as of December 31, 2021; 4,530 as of December 31, 2022; and 6,133 as of December 31, 2023.

In order to be in line with the compensation of the Management Board members, the presentation of the workforce compensation also corresponds in principle to the granted and owed compensation within the meaning of Section 162 para. 1 sentence 1 AktG and is shown with and without share-based payment compensation. The compensation comprises the total expenses for wages, benefits and social security contributions. In addition, for our workforce, share-based payment programs are considered with their implied market value, to the extent considered granted and owed during the years ended December 31, 2023, and 2022 (which applies to the ESOP 2018 Program and the LTI-plus program awarded to employees who did not participate in the ESOP 2018 Program). The share-based payment compensation was calculated using the closing price of an American Depositary Share of BioNTech on Nasdaq on the last trading day preceding the various respective exercise dates (ESOP 2018 Program) or on December 15, 2022 (LTI-plus settlement day) converted from USD to Euro using the exchange rate published by the German Central Bank (*Deutsche Bundesbank*) on the relevant days. The implied market values may vary from the benefit in kind.

The compensation of the workforce significantly changed comparing the year-on-year development between the 2020 and 2023 financial years, as the option rights and restricted stock units granted one-time under the ESOP 2018 Program and LTI-plus programs were considered granted and owed mainly during the year ended December 31, 2022. Considering the compensation of the workforce without the share-based payment consideration, the change over the years was impacted by bonus payments mainly made in 2022. While the base salary from 2021 to 2022 as well as 2022 to 2023 increased (10% and 7% respectively), the overall compensation decreased from 2022 to 2023 due special one-time bonus payments in 2022. The overall compensation was additionally impacted by other factors including a changed personnel structure in connection with new hires.

In 2023, the average per head target compensation of the Management Board amounted to 9-times the average per head target compensation of all BioNTech employees (excluding the Management Board) in 2023.

<i>in %</i>	<b>Change 2023 vs. 2022</b>	<b>Change 2022 vs. 2021</b>	<b>Change 2021 vs. 2020</b>
<b>Management Board</b>			
Prof. Ugur Sahin, M.D.	n.m. <sup>(4)</sup>	n.m. <sup>(4)</sup>	—
Jens Holstein <sup>(5)</sup>	75	n.m. <sup>(5)</sup>	n.m. <sup>(5)</sup>
Sean Marett	n.m. <sup>(4)</sup>	n.m. <sup>(4)</sup>	2
Sierk Poetting, Ph.D.	n.m. <sup>(4)</sup>	n.m. <sup>(4)</sup>	2
Ryan Richardson	n.m. <sup>(4)</sup>	n.m. <sup>(4)</sup>	2
James Ryan, Ph.D. <sup>(7)</sup>	—	—	—
Prof. Özlem Türeci, M.D.	n.m. <sup>(4)</sup>	n.m. <sup>(4)</sup>	(1)
<b>Supervisory Board</b>			
Helmut Jeggle	—	24	21
Ulrich Wandschneider, Ph.D.	(19)	25	18
Baroness Nicola Blackwood <sup>(1)</sup>	—	—	—
Prof. Christoph Huber, M.D. <sup>(6)</sup>	n.m.	36	18
Prof. Anja Morawietz, Ph.D. <sup>(11)</sup>	n.m.	—	—
Michael Motschmann	(16)	51	26
Prof. Rudolf Staudigl, Ph.D. <sup>(11)</sup>	n.m.	—	—
<b>Earnings indicators</b>			
Revenues from contracts with customers (IFRS BioNTech Group)	n.m. <sup>(8)</sup>	(9)	n.m. <sup>(8)</sup>
Operating income/ (loss) (IFRS BioNTech Group)	n.m. <sup>(9)</sup>	(17)	n.m. <sup>(9)</sup>
Net income (HGB BioNTech SE)	n.m. <sup>(10)</sup>	(20)	n.m. <sup>(10)</sup>
<b>Compensation of the workforce<sup>(2)</sup></b>			
Total workforce compensation	(67)	272	17
Total workforce compensation excl. share-based payments	(5)	35	5

<sup>(1)</sup> Nicola Blackwood was appointed to the Supervisory Board as of May 23, 2023. Therefore, a comparison with the prior year is not possible.

<sup>(2)</sup> The average employee compensation is based on the compensation of BioNTech Group employees including social security contributions and the implied market value from share-based payment arrangements, which are considered granted and owed. Considering the compensation of the workforce without the share-based payment consideration, the change over the years was impacted by bonus payments mainly made in 2022. While the base salary from 2021 to 2022 as well as 2022 to 2023 increased (10% and 7% respectively), the overall compensation decreased from 2022 to 2023 due to special one-time bonus payments in 2022. The overall compensation was additionally impacted by other factors including a changed personnel structure in connection with new hires. The average employee compensation is calculated using the average full-time equivalent at the beginning and end of the periods indicated.

<sup>(3)</sup> n.m. = not meaningful.

<sup>(4)</sup> The compensation of our members of the Management Board significantly changed comparing the 2023 to 2022 and 2022 to 2021 financial years, mainly as the options granted one-time under the ESOP 2018 Program vested and became exercisable and were almost entirely settled in 2022 (option rights allocated to Ryan Richardson and Özlem Türeci had already vested in 2019 but continued to be subject to performance and waiting conditions and only Sean Marett had 230,780 options outstanding as of December 31, 2022, which were exercised and settled in May 2023). The definition of granted and owed applies to the option rights granted under the ESOP 2018 Program, as they were exercised and settled in those years ended December 31, 2023 and 2022. Even though the entire CEO Grant 2019 became exercisable during the year ended December 31, 2023, it was not considered granted and owed, as it was not exercised and remains accessible. As outlined in section 5.6, the compensation is based on the implied market value at the time the options are considered granted and owed in terms of Sec. 162 AktG and, our unique and outstanding share price development between the time of grant and settlement, led to extraordinary high amounts. Therefore, the development of the compensation of the

members of the Management Board is mainly not considered meaningful. The compensation changes in % between the 2022 and 2021 financial year for the members of the Management Board is the following: Ugur Sahin 47,079, Sean Marett 8,632, Sierk Poetting 15,404, Ryan Richardson 4,550 and Özlem Türeçli 50,823. For the changes in % between the 2023 and 2022 financial year, the compensation of the Management Board is the following: Ugur Sahin (100), Sean Marett (63), Sierk Poetting (99), Ryan Richardson (96) and Özlem Türeçli (100).

- (5) Jens Holstein was appointed to the Management Board as Chief Financial Officer (CFO) as of July 1, 2021. His compensation for the year ended December 31, 2021 was granted on a pro-rata basis. Therefore, a comparison with the prior year is not meaningful (comparing the 2022 and 2021 financial year) or not possible (comparing the 2021 and 2020 financial year).
- (6) Christoph Huber, served as a member of our Supervisory Board from 2008 and left the Supervisory Board on May 25, 2023 after reaching the retirement age limit set by Supervisory Board. Therefore, a comparison with the partial year period is not meaningful (comparing the 2023 and 2022 financial year).
- (7) James Ryan was appointed to the Management Board as Chief Legal Officer (CLO) as of September 1, 2023. His compensation for the year ended December 31, 2023 was granted on a pro-rata basis. Therefore, a comparison with the prior year is not possible.
- (8) Revenues changed significantly from €482,3 million in the year ended December 31, 2020 to €18,976.7 million during the year ended December 31, 2021, to €17,310.6 million in the year ended December 31, 2022 and to €3,819.0 million during the year ended December 31, 2023.
- (9) Operating profit / (loss) changed significantly from an operating loss of €82,4 million in the year ended December 31, 2020 to an operating profit of €15,283.8 million during the year ended December 31, 2021 to €12,642.7 million operating profit during the year ended December 31, 2022 and to a €690.4 million operating profit during the year ended December 31, 2023.
- (10) Net income (HGB) changed significantly from a €128.4 million net loss during the year ended December 31, 2020 to €10,777.6 million net income during the year ended December 31, 2021, to €8,626.0 million net profit during the year ended December 31, 2022 and to €799.5 million net income during the year ended December 31, 2023. The information on net income (HGB) is not representative for the Group but is considered to be a key earning indicator in terms of Sec. 162 para. 1 no. 2 AktG.
- (11) Anja Morawietz and Rudolf Staudigl were appointed to the Supervisory Board as of June 1, 2022. Their compensation for the year ended December 31, 2022 was granted on a pro-rata basis. Therefore, a comparison with the partial year period is not meaningful (comparing the 2023 and 2022 financial year) or not possible (comparing the 2022 and 2021 financial year).

## F. Conclusion on Compensation System for the year ended December 31, 2023

The year ended December 31, 2023 was a year in which we continued to translate our vision into strong performance and during which our Management Board was extended to include James Ryan as Chief Legal Officer. Our Supervisory Board expanded by the appointment of Nicola Blackwood. She succeeded Christoph Huber, who left the Supervisory Board after reaching the retirement age set by the Supervisory Board. Ulrich Wandschneider and Michael Motschmann were re-elected as Supervisory Board Members. The term of office of Ulrich Wandschneider, Nicola Blackwood and Michael Motschmann will end at the Annual General Meeting in 2027.

To promote the business strategy and the long-term development of BioNTech, we examined our compensation system during the year ended December 31, 2023. We engaged an external independent compensation consultant to assess the compensation level and structure of our compensation system to ensure that the members of the Management Board are retained and to be able to attract new appointments to the Management Board, which are in the Company's long-term interest. The analysis showed that our compensation system, which includes targets and caps, is in line with market standards and complies with the German Corporate Governance Code. The Management Board and the Supervisory Board have followed the IDW interpretations for the presentation of compensation in accordance with Sec. 162 of the German Stock Corporation Act (AktG), according to which short-term compensation components such as fixed compensation and short-term incentives (STI) are presented in accordance with interpretation 2 (vesting principle; "*Erdienungsprinzip*") and share-based payments (incl. long-term incentives (LTI) are presented in accordance with IDW interpretation 1 (inflow principle; "*Zuflussprinzip*").

Compensation is significantly driven by, and fluctuates, with compensation derived from our share-based payment arrangements, which are not to be seen as cash payments to the Management Board, as the exercise was settled by delivering American Depositary Shares, or ADSs, representing our ordinary shares. The definition of granted and owed applies to the option rights granted under the ESOP 2018 Program, as they were exercised and settled in those years ended December 31, 2023 and 2022. Even though the entire CEO Grant 2019 became exercisable during the year ended December 31, 2023, it was not considered granted and owed, as it was not exercised and remains accessible. Those arrangements were granted prior to, and alongside with, our IPO. The compensation is significantly impacted by our unique and outstanding share price development, which incurred between the time the awards were granted and the time they were settled. Hence, extraordinary high amounts of the compensation of our members of the Management Board and also a large number of select employees were incurred once options were exercised and settled mainly during the year ended December 31, 2022 and to a lesser extent during the year ended December 31, 2023. With respect to the members of the Management Board, we are pleased that they mainly retained most of the shares resulting from the after-tax settlement of our ESOP 2018 Program and, therefore, they continue to hold an important stake in our Company's future.

During the year ended December 31, 2023, the compensation system for our Supervisory Board members was retained from the prior year.

Based on the overall analysis, the Supervisory Board comes to the conclusion that the compensation system for the Management Board and Supervisory Board, as adopted at the Annual General Meeting, was applied in all aspects during the year ended December 31, 2023. All agreements with the Management Board contribute to our business strategy.

Given the operational and financial development of BioNTech since the launch of the current compensation system, the Compensation, Nominating and Corporate Governance Committee is developing a revised compensation system, which the Supervisory board will submit to our 2024 AGM for approval. The most important changes relate to the LTI for the Management Board, whereby Performance Share Units (PSU) will be introduced in addition to the existing stock option program. With the introduction of PSUs, the performance hurdle for stock options will be also increased. In addition, it is planned that the Management Board will be subject to a Share Ownership Guideline, which will require them to hold a certain value of BioNTech's shares or ADRs. Furthermore, the remuneration system for the Supervisory Board is also being reviewed in terms of the appropriateness of the current level of remuneration given the significant increase in the number and complexity of tasks and increasing responsibility for the members of the Supervisory Board and its committees. It is also planned to present an adjusted remuneration system for the Supervisory Board to our 2024 Annual General Meeting for resolution.

Mainz, March 18, 2024

BioNTech SE

For the Management Board

Prof. Ugur Sahin, M.D.  
Chief Executive Officer

Jens Holstein  
Chief Financial Officer

For the Supervisory Board

Helmut Jeggle  
Chair of the Supervisory Board

Prof. Rudolf Staudigl, Ph.D. (Chair of  
Compensation, Nominating and Corporate  
Governance Committee)

## Report of the independent auditor on the audit of the remuneration report pursuant to Sec. 162 (3) AktG

To BioNTech SE

### Opinion

We have audited the formal aspects of the remuneration report of BioNTech SE, Mainz, for the fiscal year from 1 January to 31 December 2023 to determine whether the disclosures required by Sec. 162 (1) and (2) AktG [“Aktengesetz”: German Stock Corporation Act] have been made therein. In accordance with Sec. 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the disclosures required by Sec. 162 (1) and (2) have been made in the accompanying remuneration report in all material respects. Our opinion does not cover the content of the remuneration report.

### Basis for the opinion

We conducted our audit of the remuneration report in accordance with Sec. 162 (3) AktG and in compliance with the IDW Auditing Standard: Audit of the Remuneration Report in Accordance with Sec. 162 (3) AktG (IDW AuS 870 (09.2023)). Our responsibilities under this provision and standard are further described in the “Responsibilities of the auditor” section of our report. As an audit firm, we applied the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QS 1). We complied with the professional obligations pursuant to the WPO [“Wirtschaftsprüferordnung”: German Law Regulating the Profession of Wirtschaftsprüfer (German Public Auditor)] and the BS WP/vBP [“Berufssatzung für Wirtschaftsprüfer/vereidigte Buchprüfer”: Professional Charter for German Public Accountants/German Sworn Auditors] including the requirements regarding independence.

### Responsibilities of the management board and supervisory board

The management board and supervisory board are responsible for the preparation of the remuneration report and the related disclosures in compliance with the requirements of Sec. 162 AktG. In addition, they are responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report and the related disclosures that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

### Responsibilities of the auditor

Our objectives are to obtain reasonable assurance about whether the disclosures required by Sec. 162 (1) and (2) AktG are made in the remuneration report in all material respects and to express an opinion thereon in a report.

We planned and performed our audit so as to determine the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Sec. 162 (1) and (2) AktG. In accordance with Sec. 162 (3) AktG, we have not audited the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

#### Consideration of misrepresentations

In connection with our audit, our responsibility is to read the remuneration report considering the knowledge obtained in the audit of the financial statements and, in doing so, remain alert for indications of whether the remuneration report contains misrepresentations in relation to the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

If, based on the work we have performed, we conclude that there is a misrepresentation, we are required to report that fact. We have nothing to report in this regard.

Cologne, 20. March 2024

EY GmbH & Co. KG

Wirtschaftsprüfungsgesellschaft

Schlebusch

Wirtschaftsprüfer  
[German Public Auditor]

Weigel

Wirtschaftsprüfer  
[German Public Auditor]