

Annual General Meeting of BioNTech SE on 17 May 2024

Report of the Management Board on Agenda Item 11 (Resolution on the authorization to use derivatives in connection with the acquisition of treasury shares)

With regard to Agenda Item 11 of the Annual General Meeting on May 17, 2024, the Management Board and Supervisory Board propose that, in addition to the authorization to acquire treasury shares and American Depositary Shares (“**ADS**”) of the Company proposed under Agenda Item 10, the Company be authorized to acquire treasury shares and ADS also using derivatives and to conclude corresponding derivative transactions. In addition to the report on the aforementioned Agenda Item 10, the Management Board therefore submits the following in accordance with section 71(1) no. 8 AktG in conjunction with section 186(4) sentence 2 AktG on Agenda Item 11 on the exclusion of any shareholders’ tender rights when acquiring treasury shares or ADSs using derivatives and with reference to the report on Agenda Item 10 on the exclusion of subscription rights when selling treasury shares or ADSs (printed in Section II “Reports and attachments to items on the agenda” of the invitation to the Annual General Meeting on May 17, 2024) the following written report:

According to the authorization proposed under Agenda Item 11, the acquisition of treasury shares or ADSs in addition to the authorization proposed under Agenda Item 10 of the Annual General Meeting on May 17, 2024 should not only be possible in the ways described there, but also in whole or in part by using put options, call options, forward purchases or a combination of put options, call options and/or forward purchases (together also: “**Derivatives**” or “**Derivative Transactions**”). This authorization may also be exercised in full or in partial amounts, on one or more occasions, in pursuit of one or more purposes, directly by the Company or by a company dependent on the Company or in which the Company directly or indirectly holds a majority interest or by third parties commissioned by the Company or by companies dependent on the Company or in which the Company directly or indirectly holds a majority interest.

The proposed authorization is not intended to increase the volume of shares or ADSs that may be acquired in total; it is only intended to open up further alternatives for action within the framework of the maximum limit of the authorization proposed under Agenda Item 10 of 10% of the share capital, further restricted by the maximum limit of 5% of the share capital provided for the acquisition using Derivatives at the time of the resolution of the Annual General Meeting on May 2024 or - if this value is lower - at the time the authorization is exercised and taking into account the maximum limit provided for under Agenda Item 10, further action alternatives for the acquisition of treasury shares and ADSs are opened up in order to expand the Company’s options for flexibly structuring the acquisition of treasury shares and ADSs. According to the proposed authorization, the term of the individual Derivatives must end on May 16, 2029 at the latest and be selected in such a way that the acquisition of the shares or ADSs in exercise or settlement of the Derivatives cannot take place after May 16, 2029. This ensures that the Company does not acquire any treasury shares or ADSs after the expiry of the authorization to acquire treasury shares or ADSs valid until May 16, 2029 - subject to a new authorization.

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It may be advantageous for the Company to sell put options, acquire call options, conclude forward purchase agreements for shares or a combination of these options instead of acquiring shares in the Company directly:

By concluding a put option, the Company grants the respective holder of the put option the right to sell shares or ADSs in the Company to the Company at a price specified in the put option (exercise price). The Company is thus obliged to acquire the number of shares or ADSs specified in the put option at the exercise price when the option is exercised. In return, the Company receives an option premium when the put option is granted. The use of put options offers the Company the advantage of being able to set a specific exercise price when the option transaction is concluded, while the liquidity does not flow out until the exercise date. From the Company's perspective, the consideration paid for the acquisition of the share or ADS is reduced by the option premium. If the option is not exercised, for example because the share price on the exercise date or during the exercise period is higher than the exercise price, the Company cannot acquire any treasury shares or ADSs in this way. However, it finally collects the option premium without any further consideration.

When a call option is agreed, the Company receives the right to buy a predetermined number of shares in the Company or ADS at a certain price (exercise price) from the seller of the option, the writer, within a certain period or at a certain time in return for payment of an option premium. From the Company's point of view, exercising the call option generally makes sense if the market price is higher than the exercise price, as it can then purchase shares from the writer at a lower price than on the market. The same applies if a share or ADS package can be acquired by exercising the option, which could otherwise only be acquired at a higher cost. By acquiring call options, the Company can hedge against rising prices and only has to acquire as many shares or ADSs as it actually needs at the later date. In addition, the Company's liquidity is protected, as the fixed purchase price for the shares or ADSs only has to be paid when the call options are exercised.

Through forward purchase agreements, the Company acquires shares or ADSs on certain future dates agreed with the respective forward seller at a purchase price agreed when the respective forward purchase is concluded. The conclusion of forward purchase agreements makes sense if the Company wishes to secure a fixed requirement for treasury shares or ADSs for a future date at a certain price level.

According to the proposed authorization, the option premium to be paid by the Company for call options and to be received by the Company for put options may not be significantly higher or lower than the theoretical market value of the respective options calculated using recognized financial mathematical methods, the calculation of which must take into account, among other things, the agreed exercise price. In the case of forward purchases, the forward price agreed by the Company may not be significantly higher than the theoretical forward price determined in accordance with recognized financial mathematical methods, the calculation of which takes into account, among other things, the current stock market price and the term of the forward

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purchase. In addition, the equivalent value (excluding incidental acquisition costs, but taking into account the option premium received or paid) to be paid for the shares or ADSs when the options are exercised or when the forward purchase matures, i.e. the exercise price or purchase price, may not exceed the volume-weighted average price of the shares or ADSs. This applies to Derivative Transactions for the acquisition of shares in the Company subject to the proviso that, when calculating the permissible purchase price per share, the stock exchange price of an ADS must be multiplied by the number of ADSs representing one share.

According to the proposed authorization, Derivative Transactions may only be concluded with a credit institution, securities institution or another Company that meets the requirements of section 186(5) sentence 1 AktG or with a consortium of such institutions or companies. The terms and conditions of the Derivative Transaction must ensure that the Derivatives are only serviced with shares or ADSs that were themselves acquired in compliance with the principle of equal treatment (section 53a AktG).

The market-oriented determination of the countervalue and option premium or forward price described above and the obligation to structure the conditions of the Derivative Transactions in such a way that the Derivatives are only serviced with shares or ADSs that were themselves acquired in compliance with the principle of equal treatment ensures that shareholders not involved in the Derivative Transactions do not suffer any economic disadvantage and satisfies the requirement of equal treatment of shareholders. In this respect, it is justified that a right of shareholders to conclude such Derivative Transactions with the Company is excluded, as is any right of shareholders to tender their shares. This exclusion enables the Company to conclude Derivative Transactions at short notice, which would not be possible if an offer to conclude such Derivative Transactions were made to all shareholders and shareholders had a right to tender their shares. This gives the Company the necessary flexibility to react quickly to market situations. It would not be feasible to conclude such Derivatives with all shareholders. After weighing up the interests of the shareholders and the interests of the Company, the Management Board therefore considers the exclusion of any right of the shareholders to conclude such Derivative Transactions with the Company and any right of the shareholders to tender shares to be justified due to the described advantages that may arise for the Company from the use of Derivatives.

With regard to the use of treasury shares or ADSs acquired on the basis of Derivative Transactions, there are no differences to the use options proposed in Agenda Item 10. With regard to the exclusion of shareholders' subscription rights when using treasury shares or ADSs, reference is therefore made to the report of the Management Board on Agenda Item 10 of the Annual General Meeting on May 17, 2024.

*English Convenience Translation –
the German language is decisive*

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Mainz, April 2024

BioNTech SE

Management Board

Prof. Dr. Ugur Sahin

Dr. Sierk Poetting

Sean Marett

Prof. Dr. Özlem Türeci

Ryan Richardson

Jens Holstein

Dr. James Ryan