

**Annual General Meeting of BioNTech SE on May 15, 2026**

**Report of the Management Board on agenda item 10 (Resolution on the cancellation of the existing Authorized Capital 2025 and the creation of a new Authorized Capital 2026 with the option to exclude subscription rights, as well as the corresponding amendment to the Articles of Association)**

The Management Board and the Supervisory Board propose to the Annual General Meeting on May 15, 2026, under Agenda Item 10, to cancel Authorized Capital 2025 and to authorize the Management Board, with the approval of the Supervisory Board, to increase the Company's share capital in the period up to May 14, 2031, on one or more occasions, by a total of up to EUR 129,513, 743.00 through the issuance of up to 129,513,743 new registered shares in exchange for cash and/or non-cash contributions (Authorized Capital 2026).

Authorized Capital 2025 pursuant to section 4 para. 5 of the Company's Articles of Association was originally created in the amount of EUR 124,276,100.00 by resolution of the Annual General Meeting on May 16, 2025, and entered in the Commercial Register on May 30, 2025. On December 4, 2025, the Management Board, with the approval of the Supervisory Board on the same day, resolved to partially utilize the Authorized Capital 2025 in the amount of EUR 9,871,086.00 by issuing 9,871,086 new registered no-par value shares, each representing a proportionate share of the share capital of EUR 1.00, in exchange for a contribution in kind. The new shares were issued excluding shareholders' subscription rights pursuant to section 4 para. 5 (c) of the Articles of Association. A contribution in kind consisting of 184,059,035 shares of CureVac N.V., headquartered in Amsterdam, the Netherlands, was made. In a second step, based on a resolution of the Management Board dated December 19, 2025, and the approving resolution of the Supervisory Board on the same day, the Authorized Capital 2025 was again partially utilized, and a further increase in the share capital by EUR 604,201.00 through a contribution in kind by issuing 604,201 new registered no-par value shares with a proportionate amount of the share capital of EUR 1.00 per share. Here, too, the new shares were issued excluding shareholders' subscription rights pursuant to section 4 para. 5 (c) of the Articles of Association. An additional 11,266,102 shares of CureVac N.V. were contributed as a contribution in kind. The Management Board submitted a separate report to the Annual General Meeting regarding these two partial utilizations of the Authorized Capital 2025 in December 2025, excluding shareholders' subscription rights, which is available on the Company's website at

<https://investors.biontech.de/agm/agm-2026>

and to which reference is made for further details.

As a result of the two utilizations of the Authorized Capital 2025 in December 2025, the Authorized Capital 2025, which expires on May 15, 2030, currently remains available in the amount of EUR 113,800,813.00.

In order to continue to have authorized capital available in the future to the maximum extent permitted in terms of amount and duration, and thus to provide the Company with the necessary flexibility in its financing in a challenging competitive environment, the Annual General Meeting on May 15, 2026, will be asked, under agenda item 10, to cancel the Authorized Capital 2025, to the extent it has not yet been utilized, and the creation of a new Authorized Capital

2026. The Authorized Capital 2026 is to reach the maximum limit specified in section 202 para. 3 sentence 1 of the German Stock Corporation Act (“AktG”) of a total of 50% of the current share capital. In this regard—as was already the case with the Authorized Capital 2025—to protect shareholders from dilution of their shareholdings, the possibility of excluding subscription rights when issuing new shares is to be limited to a total of 10% of the share capital.

Regarding the proposed authorization of the Management Board to exclude shareholders’ subscription rights, with the approval of the Supervisory Board, for one or more capital increases within the scope of the Authorized Capital 2026, the Management Board submits the following written report in accordance with sections 203 para. 2, sentence 2, and 186 para. 4, sentence 2 of the AktG:

In principle, shareholders are to be entitled to subscription rights in the event of a capital increase from the Authorized Capital 2026. In such cases, the shares may also be acquired by one or more credit institutions, securities firms, or other companies as defined in section 186 para. 5, sentence 1 of the AktG, designated by the Management Board, with the obligation to offer them to the Company’s shareholders for subscription (indirect subscription rights). However, in accordance with statutory provisions, the Management Board is to be authorized, with the approval of the Supervisory Board, to exclude shareholders’ subscription rights for one or more capital increases within the scope of the Authorized Capital 2026 in the cases explained below.

Exclusion of subscription rights for fractional amounts:

The Management Board is to be authorized, with the approval of the Supervisory Board, to exclude shareholders’ subscription rights in order to exclude fractional shares from the subscription right. This is standard practice and is also objectively justified in order to enable a practicable subscription ratio and thereby facilitate the technical execution of a capital increase. Without such an exclusion of subscription rights, the technical execution of the capital increase and the exercise of subscription rights would be significantly impeded. The new shares excluded from shareholders’ subscription rights as so-called “free fractional shares” will be utilized in the best possible way for the Company.

Exclusion of subscription rights for capital increases against cash contributions:

In addition, the Management Board, with the approval of the Supervisory Board, shall be authorized to exclude subscription rights in connection with a capital increase through cash contributions if the issue price of the new shares is not significantly lower than the market price; In this context, the market price also includes the price of an American Depositary Share of the Company (“ADS”) listed on the NASDAQ stock exchange, multiplied by the number of ADSs representing one share.

The aim of this authorization is to facilitate the Company’s corporate financing through the raising of equity capital and, in doing so, to achieve the highest possible issue price through market-oriented pricing and thereby maximize the strengthening of equity capital. Utilizing this option to exclude subscription rights may be appropriate to quickly and flexibly take advantage of favorable market conditions and, if necessary, meet any resulting capital requirements even at very short notice. Only the exclusion of subscription rights enables swift action and a placement close to the market price, i.e., without the discount customary in subscription rights issues. This creates the basis for the highest possible issue price and the greatest possible

strengthening of equity capital. When exercising this authorization, the Management Board will endeavor to keep any deviation from the market price as low as possible given the prevailing market conditions at the time of placement.

The total number of shares issued pursuant to this authorization to exclude subscription rights in accordance with sections 203 para. 1 and 2 and 186 para. 3, fourth sentence, of the AktG may not exceed 10% of the share capital, neither at the time this authorization takes effect nor—if this value is lower—at the time this authorization is exercised. Shares or ADS issued or sold during the term of this authorization in direct or analogous application of section 186 para. 3, fourth sentence, of the AktG with the exclusion of subscription rights shall be counted toward this 10% limit on the share capital. Furthermore, the shares or ADS issued or to be issued to service bonds with option and/or conversion rights or option and/or conversion obligations, provided that the bonds are issued during the term of this authorization in accordance with section 186 para. 3 sentence 4 of the AktG with the exclusion of subscription rights. The foregoing issuance limit applies to ADSs, provided that the number of ADSs is divided by the number of ADSs representing one share. In accordance with statutory provisions, these requirements serve the interests of shareholders in minimizing the dilution of their holdings. Furthermore, due to the issue price of the new shares being close to the market price and the size-based limitation on the capital increase without subscription rights, shareholders generally have the opportunity to indirectly maintain their relative ownership stake and their relative voting rights by purchasing the corresponding number of ADSs on the stock exchange under approximately the same terms; subject to the details of the ADS custody agreement, these ADSs may also be converted into shares at any time.

Exclusion of subscription rights for capital increases against contributions in kind:

The Management Board shall also be authorized, with the approval of the Supervisory Board, to exclude subscription rights in the event of a capital increase in exchange for contributions-in-kind, in particular for the issuance of shares in connection with business combinations and the acquisition of businesses, parts of companies and equity interests, or other assets or claims to the acquisition of assets, including claims against the Company and its Group companies, as well as licenses or industrial property rights.

The Company faces global competition in the rapidly evolving biotechnology sector and must therefore be able to act quickly and flexibly on international markets at all times in the interests of its shareholders. This also includes the option to participate in business combinations to improve the competitive position and to acquire companies, parts of companies, and equity interests in companies, or other assets or claims to the acquisition of assets, including receivables against the Company or its Group companies, or license or intellectual property rights. Realizing such an option typically requires the payment of substantial consideration. To avoid straining the Company's liquidity, it may be in the interest of the shareholders and the Company to grant shares of the Company as consideration. Practice also shows that the owners of attractive acquisition targets sometimes demand the provision of shares in the acquiring company as consideration for a sale. To be able to acquire such targets, the Company must have the option to grant shares as consideration while excluding shareholders' subscription rights. Because such acquisitions often must be completed on short notice, it is important that they are generally not decided at the Annual General Meeting, which takes place only once a year. Authorized capital is required, which the Management Board can quickly access with the approval of the Supervisory Board. Admittedly, in the event of an exclusion of subscription

rights, this results in a reduction in the relative ownership stake and the relative voting rights of existing shareholders. However, if subscription rights were granted, the acquisition of the assets specified in the proposed authorization in exchange for shares would not be possible quickly and flexibly, and the associated benefits for the Company and the shareholders would be practically unattainable. The dilution of shareholders' equity resulting from the exclusion of subscription rights is further offset by the fact that the business expansion is financed by third parties through equity strengthening, and existing shareholders—albeit with a lower ownership and voting rights ratio than before – will participate in corporate growth that they would have to finance from their own funds if subscription rights were granted.

There are currently no specific acquisition plans for which the proposed authorization to exclude subscription rights in capital increases against contributions in kind is to be utilized. Accordingly, no information regarding issue amounts is available at this time. Should such opportunities arise, the Management Board will carefully assess each case individually to determine whether to exercise the option to conduct a capital increase against contributions in kind with the exclusion of subscription rights, and will do so only if, after careful consideration, it concludes that the acquisition in exchange for new shares of the Company is in the Company's best interests. In doing so, the Management Board will ensure that the interests of the shareholders are safeguarded by setting an appropriate valuation ratio.

Exclusion of subscription rights to service option or conversion rights or obligations from bonds:

The Management Board shall also be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in order to service option or conversion rights or obligations arising from bonds issued or to be issued by the Company and/or by companies directly or indirectly majority-owned by the Company. This authorization to exclude subscription rights serves the purpose of granting the Company the -customary- option to satisfy option or conversion rights or obligations arising from bonds that have been or will be issued pursuant to other authorizations granted by the Annual General Meeting to satisfy such rights or obligations in whole or in part with shares from authorized capital, rather than utilizing the otherwise designated conditional capital or using treasury shares or ADSs, if this is in the Company's interest in individual cases following review by the Management Board and the Supervisory Board and the terms of the bonds provide for this possibility. Such satisfaction of option or conversion rights or obligations from authorized capital instead of conditional capital or treasury shares or ADSs may be appropriate. The exclusion of subscription rights ensures flexibility in this regard.

Exclusion of subscription rights for the purpose of dilution protection in favor of the holders or creditors of bonds:

In addition, it shall be possible to exclude subscription rights with the approval of the Supervisory Board to the extent necessary to protect holders or holders or creditors of bonds with option or conversion rights or obligations that have been or will be issued by the Company and/or by companies directly or indirectly majority-owned by the Company, a subscription right to new shares to the extent to which they would be entitled following the exercise of the option or conversion rights or following the fulfillment of the option or conversion obligations. The terms and conditions of such financing instruments typically include so-called anti-dilution clauses in the event that the Company issues further such financing instruments or shares to which shareholders have subscription rights. To ensure that the value of these financing

instruments is not impaired by such measures, the holders or creditors of the financing instruments are generally compensated either by a reduction in the option or conversion price or by receiving subscription rights to the financing instruments or shares issued at a later date. Against this background, the authorization to exclude shareholders' subscription rights serves the purpose of avoiding the need to reduce the option or conversion price in accordance with the anti-dilution clauses described in the conversion or option terms. Instead, the holders or creditors of the bonds should be granted a subscription right to new shares to the extent to which they would be entitled following the exercise of the respective conversion or option right or the fulfillment of an agreed conversion or option obligation. In order for the Company to be able to grant such a subscription right to the holders or creditors of the bonds, it is necessary to exclude the subscription rights of the shareholders. The resulting option to grant new shares to the holders or creditors of the bonds instead of reducing the conversion or option price may be economically advantageous for the Company. The proposed authorization is intended to give the Management Board the option to choose between the two alternatives in the best interests of the Company and the shareholders.

Exclusion of Subscription Rights for the Distribution of a Scrip Dividend:

Furthermore, the Management Board is to be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in order to distribute a scrip dividend under optimal conditions. In the case of a scrip dividend, shareholders are offered the option of contributing their dividend entitlement (in whole or in part) to the Company as a contribution in kind in exchange for new shares. A scrip dividend may be carried out as a genuine rights offering, in particular in compliance with the provisions of section 186 para. 1 and 2 of the AktG, i.e., by granting a minimum subscription period of two weeks and by announcing the issue price no later than three days before the expiration of the subscription period. In individual cases, however, depending on the capital market situation, it may be preferable to offer and prepare the granting of a stock dividend without being bound by the restrictions of Section 186 para. 1 and 2 of the AktG. The Management Board should therefore be authorized to offer new shares from Authorized Capital 2026 to all shareholders entitled to dividends in exchange for the assignment of their dividend entitlement, while observing the general principle of equal treatment, but to formally exclude shareholders' subscription rights in their entirety. Implementing the optional dividend with a formal exclusion of subscription rights allows for more flexible terms, particularly without being bound by the minimum subscription period or the statutory deadline for announcing the issue price. Given that the new shares are offered to all shareholders and any excess dividend amounts are settled through payment of the cash dividend, the exclusion of subscription rights provided for in this regard appears justified and appropriate.

Exclusion of subscription rights for the issuance of shares as part of a share ownership program and/or as equity-based compensation:

Furthermore, the Management Board shall be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights if the new shares are issued as part of a share ownership program and/or as equity-based compensation to members of the Company's Management Board, members of the management of companies affiliated with the Company within the meaning of sections 15 et seq. AktG, or to employees of the Company or of companies affiliated with the Company within the meaning of sections 15 et seq. AktG; restrictions regarding the issued shares may be agreed upon.

Shareholding programs and equity-based compensation serve to foster a sense of identification among executives and employees with the Company, in whose development they can participate through a stake in shares, and can support their willingness to assume shared responsibility within the Company. In addition, such forms of compensation offer the opportunity to align the compensation of executives and employees with sustainable corporate development in appropriate cases, and promote the recruitment and long-term retention of highly qualified personnel who, even in a highly competitive environment with regard to recruitment, are willing to commit to the Company for the long term.

Against this backdrop, the proposed authorization is intended to enable the Company, within the framework of the Company's Restricted Stock Unit Program, to grant members of the Company's Management Board, members of the management of companies affiliated with the Company, or employees of the Company or of companies affiliated with the Company (collectively, the "**Beneficiaries**") to grant Restricted Stock Units ("**RSUs**"), i.e., restricted stock options, some of which may also be structured as performance-based RSUs, as part of long-term variable compensation, and to satisfy the resulting claims with new shares from authorized capital. Furthermore, the proposed authorization is intended to enable the Company to grant members of the Company's Management Board restricted stock units in the form of Performance Share Units ("**PSUs**") as part of long-term variable compensation under the Performance Share Unit Program ("**PSUP**") for members of the Management Board, and to satisfy the resulting claims with new shares from authorized capital.

The terms and conditions of the options may provide in each case that, to satisfy claims arising from RSUs or PSUs, the Company may, at its discretion, grant, in lieu of new shares from authorized capital, the Company's own shares or its own ADSs, a cash payment, or, in the case of PSUs, shares or rights or certificates representing such shares of another listed company, or another form of satisfaction. Depending on market conditions, however, utilizing authorized capital may also be an option for satisfying claims, allowing the Company to fulfill beneficiaries' claims in a liquidity-friendly manner -without drawing on the current treasury stock and independent of prior repurchases- by issuing new shares. This is only possible if shareholders' subscription rights can be excluded in this regard.

Furthermore, the proposed authorization is intended to enable the Company, if necessary, to satisfy claims of beneficiaries arising from other restricted stock options in the form of RSUs—which are granted as long-term compensation components under future equity-based programs in a liquidity-friendly manner using new shares from authorized capital; for this purpose, it is also necessary that subscription rights can be excluded. In the view of the Management Board, this is justified by the aforementioned positive effects of equity-based compensation and the issuance of shares within the framework of share-based incentive programs. To the extent that shares are to be granted to members of the Management Board, the Company's Supervisory Board shall decide on the allocation in accordance with the distribution of responsibilities under stock corporation law.

Limitation on the total amount of capital increases without subscription rights:

Shareholders are protected against dilution of their shares by the provision that the total number of new shares issued from the Authorized Capital 2026 under the authorizations described above, excluding subscription rights, may not exceed 10% of the share capital, neither at the time this authorization takes effect nor -if this value is lower- at the time it is exercised. The following shall be counted toward the aforementioned 10% limit: (i) those shares or ADSs issued or sold during the term of this authorization pursuant to other authorizations excluding

subscription rights, except as provided in subparagraph (c)(iv), (v) or (vi) of the resolution on agenda item 10 of the Annual General Meeting of May 17, 2024, as well as (ii) those shares issued from conditional capital to service bonds with option and/or conversion rights or option and/or conversion obligations, provided that the bonds are issued during the term of this authorization with the exclusion of subscription rights. This provision limits the total volume of shares issued without subscription rights and thus protects shareholders against excessive dilution of their ownership interest. The above issuance limit applies to ADS, provided that the number of ADS is divided by the number of ADS representing one share.

Utilization of the Authorized Capital 2026:

There are currently no specific plans to utilize the Authorized Capital 2026. In any case, management will carefully examine whether the utilization of the Authorized Capital 2026 is in the interest of the Company and thus its shareholders. In doing so, it will also examine in particular whether any exclusion of subscription rights is objectively justified in individual cases. The Management Board will report to the next Annual General Meeting on any utilization of the authorization.

*English Convenience Translation –  
the German language version is decisive*

BIONTECH

Mainz, April 2026

BioNTech SE

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