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Annual General Meeting of BioNTech SE on 17 May 2024

Report of the Management Board on Agenda Item 13 (Resolution on the partial cancellation and amendment of an authorization to issue stock options, the partial cancellation of the Conditional Capital ESOP 2017/2019 and ESOP 2021, the creation of a new authorization to issue stock options (ESOP 2024) and a new Conditional Capital ESOP 2024 and corresponding amendments to the Articles of Association)

Under Agenda Item 13, the Annual General Meeting will be asked to approve a new share option program. Under this program, members of the Company's Management Board, members of the management of affiliated companies and employees of the Company and affiliated companies may be issued option rights to shares that entitle them to subscribe to a total of up to 6,213,805 new registered shares of BioNTech SE (the "**Company")** with a notional value of EUR 1.00 each in accordance with the option conditions ("**Employee Options**", and the authorization proposed in this way the "**ESOP 2024**").

Up to 50% of the Employee Options are to be issued to members of the Company's Management Board, up to 5% to members of the management of affiliated companies within the meaning of sections 15 et seq. AktG and up to 45% to the employees of the Company and affiliated companies (collectively the "**Beneficiaries**"). The entitled persons represent groups that are decisive for the success of the Company. The proposed allocation of Employee Options is based on their respective potential contribution to the Company's success.

The exercise of the Employee Options is linked to an increase in the market price of the Company's American Depositary Shares ("**ADS**") on the NASDAQ stock exchange. Such a link is capable of permanently increasing the value of the Company in the long term and thus provides valuable incentives for the Beneficiaries. The issue of Employee Options aligns the interests of the Beneficiaries with those of the shareholders. After all, they now also benefit from an increase in the value of the Company - as measured by the ADS share price.

The ESOP 2024 is aligned with the compensation system for the members of the Company's Management Board ("**Compensation System 2024**") resolved by the Supervisory Board on March 7, 2024 and to be approved by the Annual General Meeting under Agenda Item 7. The Compensation System 2024 is printed in the invitation to the Annual General Meeting on May 17, 2024 following the agenda in Section II "Reports and attachments to items on the agenda" and will be available from the time the Annual General Meeting is convened on our website at

https://investors.biontech.de/de/agm/agm-2024

It will also be available there during the Annual General Meeting.

There are no preferable alternatives to the ESOP 2024. This applies to convertible bonds, for example. In contrast to the granting of isolated subscription rights in the case of employee options, when conversion rights are granted through the issue and subscription of convertible bonds, the beneficiary must make their own financial contribution in the nominal amount of the convertible bonds to be acquired. This is available to the Company during the term of the convertible bond and is only offset against the conversion price to be paid when the conversion right is exercised. Such a structure in connection with the compensation of members of the Management Board, members of the management of affiliated companies or employees of the Company or affiliated companies is unsuitable for the Company, as it is largely unknown in the United States and is less accepted by employees there. The convertible bonds therefore suffer from a lack of attractiveness, particularly in the United States.

The granting of management bonuses, bonuses or similar cash payments, the amount of which is based on the Company's share price, is also not an alternative to the ESOP 2024. The introduction of such cash payments would place a much greater strain on the Company's liquidity than the ESOP 2024. It would therefore be more disadvantageous. The proposed resolution under Agenda Item 13, on the other hand, provides for the Company to be given the option of deciding, when exercising the Employee Options, whether it wishes to fulfill the Employee Options by issuing new registered shares, by delivering treasury shares, shares or rights or certificates representing them from another listed Company or by making a cash payment. The Company can therefore decide, depending on any treasury shares it holds and its liquidity situation, which form of fulfillment of the employee options best corresponds to the interests of the Company.

The Management Board is responsible for determining the Beneficiaries, the scope of the Employee Options to be granted to them and the further details of the issue and structure of the Employee Options and requires the approval of the Supervisory Board. If Employee Options are granted to members of the Company's Management Board, the Company's Supervisory Board is solely responsible for this.

Each Employee Option issued as part of the ESOP 2024 grants the right to acquire one no-par value registered share in the Company with a notional value of EUR 1.00 against payment of an exercise price in accordance with the option conditions. The employee options can be issued once or several times up to May 16, 2029 (inclusive). They have a maximum term of ten years from the date of allocation as defined in the ESOP 2024, after which they expire without compensation.

In order to give the Beneficiaries a longer-term incentive to increase the enterprise value of the Company in the interests of all shareholders, the employee options can be exercised by the Beneficiaries no earlier than four years after the date of allocation ("**Waiting Period**"). This also serves to comply with the requirement under section 193(2) no. 4 AktG.

Employee Options may only be issued within a period of four weeks after the publication of a quarterly or half-yearly report or an interim announcement by the Company, within a period of four weeks after the publication of the annual financial statements and within a period of four weeks after the Company's Annual General Meeting. After expiry of the waiting period - subject to the provisions of insider law, other applicable legal provisions in Germany or abroad, applicable rules of the trading venues on which the Company's shares or rights or certificates representing them may be admitted to trading, and any share trading code of the Company -

the exercise is only possible within a period of four weeks after the Annual General Meeting or the relevant publication. In justified exceptional cases, further exercise blocking periods may be set, which will be communicated to the Beneficiaries in good time in advance.

The Employee Options can only be exercised if the Beneficiaries achieve certain performance targets at the end of the waiting period. In the interest of shareholders in a sustainable increase in the value of the Company, these performance targets are linked to the performance of the Company's ADSs.

The performance target for the *Absolute Price Performance Hurdle* is achieved if, when the employee options are exercised, the volume-weighted average of the closing prices of the ADSs on the NASDAQ stock exchange on the last ten trading days prior to the date on which the employee options are exercised, multiplied by the number of ADSs representing one share, exceeds the exercise price by at least 80%; the aforementioned percentage increases by twenty percentage points from the fifth and each subsequent anniversary of the issue date. The *Relative Price Performance Hurdle* performance target is achieved if, in addition, the price of the ADSs on the NASDAQ stock exchange, multiplied by the number of ADSs representing one share, has performed as well or better in percentage terms than the NASDAQ Biotechnology Index or a comparable successor index in the period from the last trading day before the issue date to the fifth trading day before the start of the relevant exercise period.

The Employee Options can only be exercised by members of the management of affiliated companies and by employees of the Company and affiliated companies if and to the extent that the *Absolute Share Price Performance Hurdle* performance target has been achieved. The members of the Management Board, on the other hand, can only exercise the Employee Options if and to the extent that both the *Absolute Share Price Performance Hurdle* performance target and the *Relative Share Price Performance Hurdle* performance target have been achieved. These two performance targets for the Management Board mean that compensation is geared towards sustainable and long-term development in accordance with the provisions of the AktG. The performance targets therefore provide a sustainable performance incentive for the Beneficiaries. In the interests of the Company and its shareholders, they contribute to a sustainable increase in the value of the Company.

When the Employee Options are exercised, the so-called exercise price must be paid to the Company by the Beneficiaries. In the case of holders of Employee Options who are not tax resident in the USA on the exercise date, the exercise price for the Employee Options shall be the volume-weighted average closing price of the Company's share on the primary stock exchange on the last 90 days prior to the date of the resolution of the Management Board (in the case of the issue of Employee Options to the Management Board: of the Supervisory Board) on the issue of Employee Options, whereas in the case of holders of Employee Options who are subject to tax in the USA on the exercise date, the closing price of the Company's share on the primary stock exchange on the last trading day before the issue date shall be the closing price of the Company's share; in both cases, the closing price of one ADS on the primary stock exchange multiplied by the number of ADSs representing one share shall also be deemed to be the closing price of the Company's share in each case. However, if the relevant exercise price falls below the amount of USD 105.16 (resulting from an assumed minimum market capitalization of USD 25 billion divided by the shares issued by the Company as of December 31, 2023), this amount must be used as the basis for the exercise price in both cases. Such a minimum exercise price ensures a performance-related link between the development of the share price and the number of Employee Options to be granted. The planned distinction between employees inside and outside the USA is justified in order to avoid undue hardship with regard to the requirements of US tax law for employees subject to tax in the USA on the one hand, and to choose a calculation method for employees not subject to tax in the USA that better compensates for random, short-term price fluctuations in the calculation on the other.

The profit per Employee Option for the beneficiary results from the difference between the closing price of the Company's share, or the ADS, multiplied by the number of ADSs representing one share, on the last trading day before the date on which the Employee Options are exercised, on the one hand, and the exercise price, on the other.

The profit that the members of the Management Board can achieve by exercising the Employee Options is limited to 800% of the exercise price (cap). This cap ensures that the pecuniary benefit associated with the Employee Options is capped in the event of extraordinary developments and does not result in the compensation components granted under the ESOP 2024 being inappropriate overall. If the cap is exceeded, the number of exercisable employee options is reduced accordingly so that the profit achievable by exercising the employee options does not exceed the cap.

If the Company implements capital and/or structural measures during the term of the Employee Options, this can be avoided by adjusting the exercise price in accordance with the provisions of the ESOP 2024.

The Employee Options are granted as non-transferable subscription rights. They cannot be sold, transferred, pledged or otherwise commercially exploited, except in the case of inheritance.

Issues relating to the forfeiture of Employee Options upon termination of the service or employment relationship and the (possibly staggered) vesting of Employee Options after the expiry of certain waiting periods are regulated by the Management Board with the approval of the Supervisory Board and, insofar as members of the Company's Management Board are affected, by the Supervisory Board. After the four-year waiting period has expired, the Employee Options are vested.

Special provisions may be made for special cases of departure of entitled persons, in particular for departure due to reduced earning capacity or termination for operational reasons or due to a change of control as well as for the departure of operations or parts of operations from the

Company. In any case, the Employee Options can no longer be exercised if the service or employment relationship has ended for an important reason set by the Beneficiary.

In order to service the Employee Options, a new Conditional Capital ESOP 2024 in the amount of up to EUR 6,213,805 is to be resolved by the Annual General Meeting. This Conditional Capital ESOP 2024 is thus limited to 2.5% of the share capital at the time of the resolution. Servicing the Employee Options with new shares from Contingent Capital ESOP 2024 can therefore lead to a maximum dilution of existing shareholders of 2.5%.

The option conditions may also provide that, instead of new shares from the conditional capital, a cash payment, ADSs, existing shares in the Company or shares or rights or certificates representing these in another listed company may be granted to service the employee options. This increases the flexibility for the Company to choose the appropriate method of fulfillment when exercising the employee options - taking into account its liquidity situation and the dilution for existing shareholders, which does not occur when existing shares in the Company are granted, when ADSs are granted, when shares or rights or certificates representing these are granted by another listed Company or when a cash settlement is made.

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Annual General Meeting of BioNTech SE on 17 May 2024

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