

# BIONTECH



## BioNTech SE

Compensation Report BioNTech SE, Mainz as of December 31, 2024

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# A. Compensation Report Introduction

This Compensation Report (this "Report") describes the main structure and components of the compensation of the current and former members of the Management Board and Supervisory Board of BioNTech SE ("BioNTech", the "Company", the "Group", "we" or "us"), as well as the compensation system applied for the year ended December 31, 2024.

This Report complies with the requirements of Section 162 German Stock Corporation Act (Aktiengesetz, "AktG") and the recommendations and suggestions in the April 28, 2022, version of the German Corporate Governance Code (Deutscher Corporate Governance Kodex, "DCGK"). The disclosures in this Report are explicitly not expense-related and follow neither the IFRS regulations (as published in our consolidated financial statements) nor the German Commercial Code (Handelsgesetzbuch, "HGB") regulations (as published in our statutory financial statements).

Our Management Board and Supervisory Board have jointly engaged our external auditor (EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, "EY") to perform a formal audit of this Report.

We prepare and publish this Report in Euros and round numbers to thousands, millions or full percentages, respectively. Accordingly, figures shown as totals in some tables may not be exact aggregations of the preceding figures, and figures presented in the explanatory notes may not precisely add up to the rounded amounts.

Pursuant to Section 120a Paragraph 4 of the AktG, we will propose that the Annual General Meeting ("AGM") to be held on May 16, 2025, resolves on the approval of the Report. The compensation report for the year ended December 31, 2023, was approved by a large majority of 96.02% of votes cast at the AGM on May 17, 2024.

The compensation systems of the Management Board and the Supervisory Board approved by the AGM on June 22, 2021, and June 1, 2022, (the "Compensation System 2021/2022") and the Annual General Meeting on May 17, 2024 (the "Compensation System 2024") are published on our website at [www.biontech.de](http://www.biontech.de).

## **B. Review of the Financial Year Ended December 31, 2024**

In view of the Company's successful development and market positioning since its IPO and the Management Board's aim to lead the Company into a global immunotherapy powerhouse with the potential to improve the standard of care with innovative oncology products and prophylactic vaccines against infectious diseases, the Supervisory Board engaged an external consultant to conduct a review of the existing Compensation System 2021/2022, with a view to creating a new competitive compensation package for our Management Board, which would reflect the increasing demands of the role, be able to attract and retain top talent, ensure alignment with market trends and maintain the Company's competitive edge in the industry in Germany and internationally. In addition, the compensation for the Supervisory Board and its committee members needed to take into account the increasing time commitment required from them in terms of their activities, responsibilities and necessary qualifications and competencies under German stock corporation and European laws and the life sciences industry.

With a two-tier board structure, the Supervisory Board benchmarked the Company's compensation structure against DAX40 companies with a similar market capitalization and the Company's international peer group (see further section C.1.2). For its compensation, the Supervisory Board took into account the median supervisory board compensation of all DAX40 companies and the Company's international peer group but used the DAX40 companies as a basis due to the different board structure of the international peer group.

At the AGM on May 17, 2024, BioNTech's shareholders voted to amend the compensation systems of both the Supervisory Board and the Management Board.

The changes to the Supervisory Board's compensation were approved by a large majority of 97.67% of votes cast. The new system took effect on a pro rata basis upon the entry of the revised Articles of Association in our Commercial Register on August 30, 2024. Pursuant to Section 113 Paragraph 3 AktG, as amended by the Act Implementing the Second Shareholder Rights Directive, a listed company's AGM must pass a resolution on the compensation of its Supervisory Board members at least every four years.

The changes to the Management Board's compensation were also approved by a large majority of 97.33% of votes cast, and modified the previous Compensation System 2021/2022, which was approved by the AGM on June 22, 2021. The Supervisory Board proposed the changes with the goal of further developing the previous system while retaining its basic structure and the requirement to achieve the Company's long-term and sustainable goals. The new system, the Compensation System 2024, is effective as of January 1, 2025. BioNTech has concluded new service agreements with the Management Board (also effective as of January 1, 2025) to reflect the Compensation System 2024. Overall, the service agreements with current Management Board members encompass terms with end dates that fall between May 31, 2025, and June 30, 2028. The then-current compensation system is applied whenever agreements are entered into, amended or extended.

In January 2024, our Supervisory Board unanimously appointed Annemarie Hanekamp to the Management Board as our new Chief Commercial Officer (CCO), effective July 1, 2024. Annemarie Hanekamp replaced Sean Marett, who retired as CCO and whose service contract and term of office ended prematurely by mutual agreement. Sean Marett entered into a 12-month consultancy agreement with the Company on July 1, 2024, to ensure a smooth transition of services. There were no changes to the Supervisory Board in 2024.

In accordance with Section 87a AktG, the elements of the compensation system and actual compensation paid are set out below.

# C. Compensation of Management Board Members

## 1 Compensation System

### 1.1 Compensation System Philosophy

Compensation for the Company's Management Board is designed to promote corporate governance, reflect our overall strategy and culture, and incentivize members' commitment to the Company's sustainable, long-term development. Compensation is also linked to sustainability (Environmental, Social and Governance (ESG)) criteria. The compensation system is designed to be clear and comprehensible, and to give the Supervisory Board the flexibility to react to organizational and market changes. Our compensation system is aligned with the requirements of the AktG and the recommendations of the DCGK.

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

The Supervisory Board is responsible for determining the structure of the compensation system pursuant to Section 87 AktG, which includes setting targets and caps and the compensation of individual Management Board members. The Supervisory Board reviews the compensation components annually and is assisted by the Compensation, Nominating and Corporate Governance Committee, which makes recommendations to the Supervisory Board.

To continue to attract and retain outstanding individuals, the Supervisory Board ensures that compensation is appropriate and in line with market standards and may engage independent external advisors on an ad hoc basis. When determining individual compensation levels, the Supervisory Board benchmarks against DAX40 companies with a similar market capitalization. In addition, the comparison group also includes international companies in the biotech sector, which currently comprises the following companies:

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| <b>Peer Group</b> | <b>Peers</b>   |
|-------------------|--|
| Big Biotech       | Amgen Inc, Biogen Inc, Gilead Sciences Inc, Genmab A/S, Moderna Inc, Regeneron Pharmaceuticals Inc |
| Pharma            | Bayer AG, Merck KGaA, Merck & Co Inc, Pfizer Inc   |

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### 1.3 Involvement of the Annual General Meeting

Pursuant to Section 120a Paragraph 1 AktG, a listed company's Supervisory Board must present, and the AGM must approve, the Management Board's compensation system at least once every four years, as well as whenever there is a significant change. Taking the requirements of Section 87a Paragraph 1 AktG into account, the Supervisory Board proposed, and a large majority of 97.33% of votes cast at the May 17, 2024, AGM approved, the new Compensation System 2024, which took effect on January 1, 2025. As noted above, the Compensation System 2024 is designed to further develop the previous system while retaining its basic structure.

## 2 Compensation Components, Target Total Compensation and Further Provisions

The following table gives an overview of the key provisions of the Compensation System 2021/2022 which continued to apply to Management Board members during the 2024 financial year.

|   | Basis of Assessment / Parameters  | Strategic Reference  |
|---|---|--|
| <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 market standards and the Company's peer group. It is also in line with their duties and performance, as well as the situation and success of the Group.                           |
| Fringe benefits   | <ul style="list-style-type: none"> <li>- Allowances for health and long-term care insurance and supplementary insurance</li> <li>- Non-cash benefits from bicycles and travel allowances</li> <li>- Indemnity payments to new Management Board members for variable compensation forfeited on termination of previous employment</li> <li>- Conclusion of D&amp;O insurance with deductible in accordance with Section 93 Paragraph 2 Sentence 3 AktG</li> <li>- Local pension entitlements and health insurance for UK-based Management Board members</li> </ul>   |  |
| <b>Performance-related Compensation</b>   |   |  |
| Short-term performance-related variable cash 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 Environmental, Social and Corporate Governance ("ESG") targets</li> <li>- 50% of the STI is payable in cash in the month following approval of the consolidated financial statements</li> <li>- 50% of the STI is payable in cash one year after the end of the applicable financial year and is subject to an adjustment reflecting the share price development one year following the date on which 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 by providing 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 (RSU) Program</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 the restricted stock units</li> <li>- LTI compensation is capped at eight times the exercise price</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. |
|   |   | <i>Continued on next page</i>  |

|                                 | Basis of Assessment / Parameters  | Strategic Reference  |
|---------------------------------|---|--|
| <b>Other Compensation Rules</b> |   |  |
| Target Total Compensation       | <p>Ahead of each fiscal 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) for each Management Board member. Relative to the Target Total Compensation, the individual compensation components reflect the following percentage ranges:</p> <ul style="list-style-type: none"> <li>– Chief Executive Officer (CEO): <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 total annual compensation paid out in a financial year in accordance with Section 87a Paragraph 1 Sentence 2 No. 1 AktG:</p> <ul style="list-style-type: none"> <li>– CEO: €20 million</li> <li>– Other Management Board members: €10 million</li> </ul>   | 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 (or equivalent) mandates within the BioNTech Group: fully compensated for with Management Board membership compensation</li> <li>– Supervisory Board (or equivalent) mandates outside the BioNTech Group: The Supervisory Board has to approve (and to decide 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 stock option and RSU awards 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 contain provisions obliging Management Board members to repay variable compensation already paid out if calculated on an incorrect basis</li> </ul> | Ensures sustainable corporate development and ensures avoiding taking inappropriate risks.   |
| Contract termination      | In the event of early termination of the service agreement due to revocation of the appointment or termination by mutual agreement, Management Board members are entitled to receive a severance payment in the amount of the compensation expected to be owed by the Company for the remaining term of the service contract, up to a maximum of two years' compensation.  | Caps the compensation of Management Board members in the case of early termination to avoid uncontrollably high payouts and risks for the Group. |

### 3 Terms of the Current Service Agreements

The termination dates of our Management Board's current agreements are as follows:

- Prof. Ugur Sahin, M.D.: December 31, 2026
- Annemarie Hanekamp: June 30, 2028
- Jens Holstein: June 30, 2025
- 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, 2024

Our Compensation System 2021/2022 was the result of a thorough review performed by our Supervisory Board, which considered the Group's major transformational changes and market practice. Management Board service agreements, which were extended or concluded after the adoption of the Compensation System 2021/2022, were designed to comply with its principles. Effective as of January 1, 2025, new service agreements reflect the Compensation System 2024.

As in previous years, in the year ended December 31, 2024, the Supervisory Board conducted a review of the compensation system with a renowned independent external compensation consultant to ensure appropriateness and to re-assess current compensation. Taking into account BioNTech's market position, the Supervisory Board proposed the Compensation System 2024, which was adopted at the 2024 AGM as mentioned above.

Under the Compensation System 2024, the Supervisory Board has set ambitious attainable targets that are in line with the expectations of investors and the market and are designed to promote the sustainable and long-term development of the Company. Accordingly, the share of various components as a proportion of total target compensation will change as follows: (i) the share of long-term variable compensation will increase from approx. 40% to approx. 70%; (ii) the share of fixed compensation will decrease from approx. 40% to approx. 20%; and (iii) the share of short-term variable compensation will decrease from approx. 20% to approx. 10%. As with the Compensation System 2021/2022, long-term variable compensation vests over four years and is only available to Management Board members after a four-year waiting period.

The composition of the long-term, performance-related variable compensation (LTI) is also changing. Under the Compensation System 2021/2022, this consisted of Stock Options and/or Restricted Stock Units with concurrent performance targets. Our Supervisory Board annually determined the ratio of long-term compensation to be granted in Stock Options and Restricted Stock Units for each Management Board member. Management Board members only received Stock Options as long-term, performance-related variable compensation. Under the Compensation System 2024, long-term, performance-related compensation will be made up of Stock Options and Performance Share Units (PSUs), each with different performance targets. The Supervisory Board will also annually determine the ratio in which long-term compensation is to be granted in Stock Options and/or PSUs. The exercise price for both the Stock Options and the Performance Share Units must be at least USD 105.16 (based on an assumed market capitalization of the Company of USD 25 billion). This minimum exercise price is intended to ensure a more performance-oriented link between the development of our share price and the number of Stock Options and PSUs to be granted.

The performance targets for the exercise of Stock Options under the Compensation System 2024 have also been set much more ambitiously and, together with the significant increase in the share of long-term variable compensation in the target total compensation, are intended to incentivize the creation of long-term value and growth.

To further align the interests of our Management Board and shareholders, the Compensation System 2024 also includes Share Ownership Guidelines, which have been incorporated into new service agreements with effect as of January 1, 2025. According to these guidelines, the Chairman of our Management Board (currently, our Chief Executive Officer) is required to hold a number of the Company's shares or American Depositary Shares (ADSs) equivalent to two times his annual base (fixed) remuneration (excluding fringe benefits) after a build-up period of four years from the date on which the Share Ownership Guidelines come into effect. By the end of the same period, the other Management Board members must hold a number of the Company's shares or ADSs equivalent to their annual base (fixed) remuneration (excluding fringe benefits). If they are not able to provide sufficient evidence of this share ownership, the missing difference in value can be deducted from the short-term variable and long-term variable compensation payments.

The Compensation System 2024 changes when short-term variable compensation is paid. Under the Compensation System 2021/2022, 50% of short-term variable compensation was paid in the month following approval of our consolidated financial statements for the relevant financial year, with the remaining 50% payable one year after the end of the relevant financial year (subject to adjustments in relation to the share price performance). Under the Compensation System 2024, the entire amount of short-term variable compensation will now be paid in the month following approval of our annual consolidated financial statements for the relevant financial year. This is intended to give our

Management Board the ability to meet the requirements of the Share Ownership Guidelines within the four-year build-up period.

The Compensation Systems 2024 of the Management Board and the Supervisory Board are published on our website at [www.biontech.de](http://www.biontech.de).

## 5 Compensation During the Year Ended December 31, 2024

### 5.1 Target Total and Maximum Compensation

The Management Board's target total compensation (TTC) for the years ended December 31, 2024 and 2023, 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> |                |                  |                |
|---|------------------------|----------------|------------------|----------------|------------------------------|----------------|------------------|----------------|
|   | 2024                   |                | 2023             |                | 2024                         |                | 2023             |                |
|   | in<br>thousand €       | in %<br>of TTC | in<br>thousand € | in %<br>of TTC | in<br>thousand €             | in %<br>of TTC | in<br>thousand € | in %<br>of TTC |
| <b>Non-performance related compensation</b> |                        |                |                  |                |                              |                |                  |                |
| Fixed compensation                          | 700                    | 32             | 700              | 32             | 550                          | 39             | 550              | 39             |
| Fringe benefits                             | 5                      | —              | 6                | —              | 5                            | —              | 5                | —              |
| <b>Performance-related compensation</b>     |                        |                |                  |                |                              |                |                  |                |
| Short-term incentive                        | 350                    | 16             | 350              | 16             | 300                          | 22             | 300              | 21             |
| Management Board Grant - LTI                | 1,150                  | 52             | 1,150            | 52             | 550                          | 39             | 550              | 39             |
| <b>Target Total Compensation (TTC)</b>      | <b>2,205</b>           | <b>100</b>     | <b>2,206</b>     | <b>100</b>     | <b>1,405</b>                 | <b>100</b>     | <b>1,405</b>     | <b>100</b>     |

<sup>(1)</sup> Jens Holstein's compensation overview excludes a one-time special payment during the year ended December 31, 2023. For further information, see section 5.4.

|   | Sean Marett         |                |                  |                | Sierk Poetting, Ph.D. |                |                  |                |
|---|---------------------|----------------|------------------|----------------|-----------------------|----------------|------------------|----------------|
|   | 2024 <sup>(1)</sup> |                | 2023             |                | 2024                  |                | 2023             |                |
|   | in<br>thousand €    | in %<br>of TTC | in<br>thousand € | in %<br>of TTC | in<br>thousand €      | in %<br>of TTC | in<br>thousand € | in %<br>of TTC |
| <b>Non-performance related compensation</b> |                     |                |                  |                |                       |                |                  |                |
| Fixed compensation                          | 275                 | 38             | 550              | 39             | 550                   | 39             | 550              | 39             |
| Fringe benefits                             | 15                  | 2              | 12               | 1              | 19                    | 1              | 5                | —              |
| <b>Performance-related compensation</b>     |                     |                |                  |                |                       |                |                  |                |
| Short-term incentive                        | 150                 | 22             | 300              | 21             | 300                   | 21             | 300              | 21             |
| Management Board Grant - LTI                | 275                 | 38             | 550              | 39             | 550                   | 39             | 550              | 39             |
| <b>Target Total Compensation (TTC)</b>      | <b>715</b>          | <b>100</b>     | <b>1,412</b>     | <b>100</b>     | <b>1,419</b>          | <b>100</b>     | <b>1,405</b>     | <b>100</b>     |

<sup>(1)</sup> Granted on a pro rata basis through Mr. Marett's retirement from the Management Board with effect as of June 30, 2024.

|   | Ryan Richardson          |                        |                          |                        | James Ryan, Ph.D. <sup>(1)</sup> |                        |                          |                        |
|---|--------------------------|------------------------|--------------------------|------------------------|----------------------------------|------------------------|--------------------------|------------------------|
|   | Years ended December 31, |                        |                          |                        | Years ended December 31,         |                        |                          |                        |
|   | 2024                     |                        | 2023                     |                        | 2024                             |                        | 2023                     |                        |
|   | <i>in<br/>thousand €</i> | <i>in %<br/>of TTC</i> | <i>in<br/>thousand €</i> | <i>in %<br/>of TTC</i> | <i>in<br/>thousand €</i>         | <i>in %<br/>of TTC</i> | <i>in<br/>thousand €</i> | <i>in %<br/>of TTC</i> |
| <b>Non-performance related compensation</b> |                          |                        |                          |                        |                                  |                        |                          |                        |
| Fixed compensation                          | 550                      | 39                     | 550                      | 39                     | 550                              | 36                     | 183                      | 65                     |
| Fringe benefits                             | 27                       | 1                      | 26                       | 2                      | 109                              | 6                      | —                        | —                      |
| <b>Performance-related compensation</b>     |                          |                        |                          |                        |                                  |                        |                          |                        |
| Short-term incentive                        | 300                      | 21                     | 300                      | 21                     | 300                              | 20                     | 100                      | 35                     |
| Management Board Grant - LTI                | 550                      | 39                     | 550                      | 39                     | 550                              | 36                     | —                        | —                      |
| <b>Target Total Compensation (TTC)</b>      | <b>1,427</b>             | <b>100</b>             | <b>1,426</b>             | <b>100</b>             | <b>1,509</b>                     | <b>100</b>             | <b>283</b>               | <b>100</b>             |

<sup>(1)</sup> James Ryan was appointed to the Management Board on September 1, 2023. His compensation overview excludes the one-time signing bonus granted at the time of his appointment. For further information, see section 5.4.

|   | Prof. Özlem Türeci, M.D. |                        |                          |                        | Annemarie Hanekamp <sup>(1)</sup> |                        |                          |                        |
|---|--------------------------|------------------------|--------------------------|------------------------|-----------------------------------|------------------------|--------------------------|------------------------|
|   | Years ended December 31, |                        |                          |                        | Years ended December 31,          |                        |                          |                        |
|   | 2024                     |                        | 2023                     |                        | 2024                              |                        | 2023                     |                        |
|   | <i>in<br/>thousand €</i> | <i>in %<br/>of TTC</i> | <i>in<br/>thousand €</i> | <i>in %<br/>of TTC</i> | <i>in<br/>thousand €</i>          | <i>in %<br/>of TTC</i> | <i>in<br/>thousand €</i> | <i>in %<br/>of TTC</i> |
| <b>Non-performance related compensation</b> |                          |                        |                          |                        |                                   |                        |                          |                        |
| Fixed compensation                          | 550                      | 39                     | 550                      | 39                     | 275                               | 37                     | —                        | —                      |
| Fringe benefits                             | —                        | —                      | —                        | —                      | 64                                | 8                      | —                        | —                      |
| <b>Performance-related compensation</b>     |                          |                        |                          |                        |                                   |                        |                          |                        |
| Short-term incentive                        | 300                      | 22                     | 300                      | 21                     | 138                               | 18                     | —                        | —                      |
| Management Board Grant - LTI                | 550                      | 39                     | 550                      | 39                     | 275 <sup>(2)</sup>                | 37                     | —                        | —                      |
| <b>Target Total Compensation (TTC)</b>      | <b>1,400</b>             | <b>100</b>             | <b>1,400</b>             | <b>100</b>             | <b>752</b>                        | <b>100</b>             | <b>—</b>                 | <b>—</b>               |

<sup>(1)</sup> Annemarie Hanekamp was appointed to the Management Board on July 1, 2024. Her compensation overview excludes the one-time signing bonus granted at the time of her appointment. For further information, see section 5.4.

<sup>(2)</sup> Following Annemarie Hanekamp's appointment on July 1, 2024, she received a guaranteed pro rata LTI grant of €275,000 for the period from July 1, 2024, to December 31, 2024. This amount reflects 50% of the annual target value and will be made available in shares or as a cash payment in 2025.

Starting with the phantom share options issued in May 2021 (see section 5.6), the Management Board's total compensation is subject to a maximum limit 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 CEO and €10.0 million for all others. For the purpose of this limitation, compensation components are attributed to the financial year they are granted, irrespective of when they are paid out.

## 5.2 Fixed Compensation and Fringe Benefits

Fixed compensation is primarily paid out as a salary in twelve monthly installments within a calendar year. All of the Management Board members' activities for BioNTech Group companies are compensated by their base compensation of €550,000 (in the case of Ugur Sahin, €700,000), during each of the years ended December 31, 2024 and 2023. Annemarie Hanekamp's appointment on July 1, 2024, led to an effective annual fixed compensation of €275,000 during the year ended December

31, 2024. Due to Sean Marett's retirement on June 30, 2024, his effective annual fixed compensation during the year ended December 31, 2024, was €275,000. James Ryan's effective annual fixed compensation during the year ended December 31, 2023, was €183,333 due to his appointment to the Management Board as of September 1, 2023. 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).

Fringe benefits are also paid to the Management Board, mainly comprising allowances for health and long-term care insurance and supplementary insurance, non-cash benefits for bicycles, travel allowances and relocation costs. Management Board members who have their permanent residence outside of Germany are also reimbursed the expenses of individual tax advice. Management Board members do not receive pension benefits as part of their compensation. James Ryan receives certain fringe benefits under his service agreement with BioNTech UK Limited, including a matching pension contribution from the Company to a defined benefit pension scheme subject to payments made by him into the scheme, group income protection, life assurance, private medical healthcare and occupational sick pay.

The Company has D&O (Directors and Officers) insurance for our Management Board members, which covers the legal costs of defending a claim and any damages payable against a Management Board member for breach of their duties. The D&O insurance includes a deductible for the Management Board members which complies with the AktG. 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, Supervisory Board, and other senior executives and managing directors of BioNTech Group entities.

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

Under the Compensation System 2021/2022, the Management Board is entitled to receive a short-term performance-related cash bonus with a one-year assessment period. The STI payment shall not exceed 60% of the amount of the annual fixed compensation and is based on the achievement of certain financial and non-financial performance criteria of the Group. For any financial year, the Supervisory Board may set the following targets:

- Company Goals based on both operational and strategic objectives, which may relate to targets in respect of financial developments in line with published financial forecasts, share price performance compared to the NASDAQ Biotechnology Index, targets relating to business development and product development and approval. These goals can be set uniformly for all Management Board members or individually for individual Management Board members. The Supervisory Board can also define other Company Goals for a financial year.
- Environmental, Social and Governance (ESG) Targets to incentivize sustainable and long-term corporate success, either uniformly or individually for individual members of the Management Board. These goals may include targets relating to employees, sustainability, diversity, energy and the environment and corporate governance targets.
- The Supervisory Board may also define other ESG Targets for a financial year or base them on an external rating from Institutional Shareholder Services Inc. (ISS), which may range from A+ (Excellent) to D- (Poor). If the ESG Targets are based on an ISS rating, the Supervisory Board determines the minimum rating to be achieved for the relevant financial year to fully meet the ESG

Targets in accordance with the ISS ratings. If the ISS rating is in line with the previously defined target or better, the ESG Targets are fully met and there is a target achievement of 100% in relation to 20% to 30% of the STI. If ISS's rating in a financial year is worse than the previously defined target, the short-term variable compensation in relation to the ESG Targets is zero.

At its first meeting after the end of the relevant financial year, the Supervisory Board determines the actual target achievement of the STI for the Management Board. The target achievement of the STI is measured against the achievement of the respective Company Goals and ESG Targets. The relative weighting is 70% to 80% for the Company Goals and 20% to 30% for the ESG Targets.

The Supervisory Board determines whether the Company Goals have been achieved (expressed as a percentage). 70% to 80% of the STI target is multiplied by the percentage achieved. The Supervisory Board also determines the extent to which the ESG Targets have been achieved (expressed as a percentage). 20% to 30% of the STI target is multiplied by the percentage achieved. Alternatively, the achievement of the ESG Targets can be reviewed during the respective assessment period depending on the rating prepared by ISS.

The 2024 STI is set out in the table below, including the overall percentage of target achievement. The Supervisory Board has set the goals for the 2024 STI uniformly for all members of the Management Board.

| <b>2024 Financial Year</b>                          | <b>Performance Targets</b>  | <b>Weighting</b> | <b>Level of Target Achievement</b> | <b>Achieved Target Performance</b> |
|---|---|------------------|------------------------------------|------------------------------------|
| Company Goals                                       | Financials: maintain sustainable financials   | 15 %             | — %                                | — %                                |
|   | Continue to build a competitive commercial business with Comirnaty  | 15 %             | 67 %                               | 10 %                               |
|   | Advance our pipeline towards market, including scaling up of clinical manufacturing                         | 65 %             | 75 %                               | 49 %                               |
| ESG Targets   | Enable entrepreneurial spirit at scale and ESG  | 20 %             | 75 %                               | 15 %                               |
| Additional Incentives                               | Achievements with significant value for the Company that were not planned or known at the beginning of 2024 | 10 %             | — %                                | — %                                |
| <b>Target Achievement of 125% is capped at 100%</b> |   | <b>125 %</b>     |                                    | <b>74 %</b>                        |

The following table summarizes the overall target achievement and the resulting annual bonus payout amount per Management Board member for the year ended December 31, 2024.

| Short-Term Incentive Compensation (STI) for the year ended December 31, 2024 | Relative to fixed compensation (in %) | Compensation Corridor |                    | Overall Target Achievement (in %) | STI Payment (in thousand)                      |  |
|--|---------------------------------------|-----------------------|--------------------|-----------------------------------|--|--|
|  |                                       | Lower Limit (0%)      | Upper Limit (100%) |                                   | First Installment to be paid out in April 2025 | Second Installment deferred and to be paid out in February 2026 <sup>(1)</sup> |
| Prof. Ugur Sahin, M.D.   | 50                                    | —                     | 350                | 74                                | 130  | 130  |
| Jens Holstein  | 55                                    | —                     | 300                | 74                                | 111  | 111  |
| Sean Marett <sup>(2)</sup>   | 55                                    | —                     | 150                | 100 <sup>(3)</sup>                | 150 <sup>(3)</sup>                             | —  |
| Sierk Poetting, Ph.D.  | 55                                    | —                     | 300                | 74                                | 111  | 111  |
| Ryan Richardson  | 55                                    | —                     | 300                | 74                                | 111  | 111  |
| James Ryan, Ph.D.  | 55                                    | —                     | 300                | 74                                | 111  | 111  |
| Prof. Özlem Türeçci, M.D.  | 55                                    | —                     | 300                | 74                                | 111  | 111  |
| Annemarie Hanekamp <sup>(4)</sup>  | 50                                    | —                     | 138                | 100 <sup>(5)</sup>                | 69   | 69 <sup>(6)</sup>  |

<sup>(1)</sup> Deferred amount is dependent on the share price development during the year following the determination date in February 2025.

<sup>(2)</sup> Retired with effect as of June 30, 2024.

<sup>(3)</sup> For the year ended December 31, 2024, Sean Marett was granted a guaranteed pro rata bonus in the amount of 100% of the maximum amount pursuant to his separation agreement, that was paid out in June 2024. For further information, see section 5.11.

<sup>(4)</sup> Appointed with effect as of July 1, 2024.

<sup>(5)</sup> For the year ended December 31, 2024, Annemarie Hanekamp was granted a guaranteed pro rata bonus in the amount of 50% of the maximum amount, i.e., €137,500.

<sup>(6)</sup> Deferred amount to be paid out in January 2026, irrespective of the share price performance.

The first STI installment for the year ended December 31, 2024, will be paid out in April 2025, the month after the approval of the 2024 consolidated financial statements. This installment was considered granted and owed in 2024, the year in which the activity to which the compensation relates was performed. The first STI installment for the year ended December 31, 2023, was considered granted and owed in 2023 and was paid out in April 2024.

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).

The second STI installment for the year ended December 31, 2024, was also considered granted and owed in 2024, as the Management Board had already completed the activity to which it relates. It will be paid out in February 2026 (subject to an adjustment due to the share-price development). The second STI installment for the year ended December 31, 2023 was considered granted and owed in 2023 and was paid out in February 2025 with adjustments due to the share-price development.

#### **5.4 Other Payments and Payments Outside of Compensation System 2021/2022**

Due to the highly competitive biotech environment and the need to attract qualified candidates to the Management Board, the Supervisory Board may agree a signing-on bonus as part of the compensation of Management Board members appointed for the first time, which are designed to compensate for variable compensation forfeited on termination of previous employment. During the 2024 financial year, Annemarie Hanekamp received a one-time payment of €1,750,000 as part of her appointment. Out of this amount, €1,250,000 was paid as a cash bonus in July 2024 and is subject to repayment in reducing amounts if the service agreement ends other than for good cause before June 30, 2027. The remaining €500,000 will be granted in shares in July 2028 or at the earliest possible date after a potential blackout period, provided she is still a Management Board member on June 30, 2028. This sign-on bonus was designed to compensate Annemarie Hanekamp for lower bonus payments that she would receive as part of her compensation package with BioNTech and to recognize and appreciate her move to BioNTech.

The Supervisory Board also granted Jens Holstein a one-time signing bonus of 4,246 phantom shares valued at €800,000 in connection with his 2021 appointment. The phantom shares vest in four equal installments on July 1 of 2022, 2023 and 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 be adjusted to ensure that the current price of an ADS as of the settlement date does not exceed 800% of the closing price at the time of the initial grant. In addition, the total cash payment may not exceed €6.4 million.

During the year ended December 31, 2023, James Ryan received a one-time signing cash payment of €180,000 as part of his appointment to the Management Board. The one-time signing cash payment provided compensation in lieu of participation in the LTI 2023 program, as the awards were allocated before his appointment and a pro rata allocation for 2023 would not have been permitted under the AGM authorizations then in force. Under those authorizations, which were modified by the May 17, 2024 AGM, Employee Stock Ownership Plans (ESOPs) could only be issued within the first six months of each calendar year. To further strengthen his commitment to the Company, James Ryan used £50,000 (net of costs and expenses) to purchase BioNTech shares during the year ended December 31, 2024.

The Supervisory Board may deviate from the compensation system in exceptional circumstances. 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 BioNTech's extraordinary financial performance and to recognize his efforts to strengthen the Company's long-term financial performance. To further strengthen his long-term commitment to the Company, Jens Holstein used €150,000 (net of costs and expenses) to purchase 1,620 BioNTech shares during the year ended December 31, 2023.

## **5.5 Share-Based Payments (incl. Long-Term Incentive (LTI) and Other One-Time Awards)**

Our Management Board's service agreements provide for long-term, four-year incentive compensation (Management Board Grant - LTI) through an annual grant of options to acquire BioNTech shares at the end of the respective waiting periods of such agreements. These LTI awards are in line with the Compensation System 2021/2022 and are subject to the terms and conditions of the respective authorizations of the AGM creating our ESOP and the applicable option agreements (see section 5.6 below).

To determine the number of LTI awards granted to a Management Board member, the LTI Target Amount is divided by the difference between (A) the higher of (i) the Target Share Price and (ii) 128% of the Exercise Price and (B) the Exercise Price, rounded down to the next integer. The LTI Target Amount is based on the Management Board member's fixed remuneration, which is converted into USD on the first day of trading of the respective year using the reference rate of the European Central Bank. The Target Share Price is calculated as USD 8.5 billion divided by the total number of outstanding shares immediately following the Company's IPO (excluding shares owned by the Company) for the purpose of calculating the number of options to be granted at the beginning of the year 2020. For any later year of the LTI Term, the Target Share Price is 107% of the Target Share Price of the immediately preceding year. The Exercise Price is the exercise price set out in the Management Board members' grant agreement, which is determined by the AGM resolutions creating the ESOP.

The LTI awards are subject to additional conditions, including specified performance targets, continued service or employment (unvested options are forfeited on termination of the service agreement and all options are forfeited if the service agreement results from cause (wichtiger Grund) and compliance with blackout periods. The specific performance targets are an average BioNTech ADS closing price over the last 10 trading days preceding the exercise date which is higher or equal to defined threshold amounts and target share prices. Besides that, the closing price for the fifth trading day prior to the start of the relevant exercise date needs to be 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.

During the year ended December 31, 2024, the number of options granted to Ugur Sahin, Jens Holstein, Sean Marett, Sierk Poetting, Ryan Richardson, James Ryan and Özlem Türeci were calculated based on a target value of €1,050,000 for Ugur Sahin and €550,000 for each other Management Board member. Even though Sean Marett resigned from the board as of June 30, 2024, according to his contract he would have been entitled to a LTI 2024 grant within the first six months of 2024. For the sake of completeness, this grant is shown as granted and immediately forfeited in section 5.6 within the LTI 2024 table. Following Annemarie Hanekamp's appointment on July 1, 2024, she received a guaranteed pro rata LTI grant of €275,000 for the period from July 1, 2024, to December 31, 2024. This amount reflects 50% of the annual target value and will be made available in shares or as a cash payment in 2025. Starting January 1, 2025, Annemarie Hanekamp will participate in the LTI plan in force with a target value of €550,000.

During the year ended December 31, 2023, 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 for Ugur Sahin and €550,000 for each other Management Board member. As the LTI was allocated prior to James Ryan's appointment to the Management Board, he received a one-time signing cash payment of €180,000 instead (for further information, see section 5.4).

We have also entered into a one-time share-based payment arrangement with our CEO Ugur Sahin, the Chief Executive Officer Grant granted in 2019 (CEO Grant 2019), which is explained in detail in section 5.6 below. Following the vesting of 25% on an annual basis since 2019, the CEO Grant 2019 vested and became exercisable on October 9, 2023.

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 except Jens Holstein; May 17 for Jens Holstein) for the LTI 2021 award, May 31 for the LTI 2022 award, May 22 for the LTI 2023 award, and August 26 for the LTI 2024 award. While vesting, the LTI awards continue to be subject to performance and waiting conditions.

The benefits from our share-based payment arrangements (including long-term incentive) are considered granted and owed when the awards are settled (see further section 5.7). During the years ended December 31, 2023 and 2024, this principle applied to the option rights granted under the ESOP 2018 Program, CEO Grant 2019 and LTI 2020 Program as a result of their exercise and settlement. With respect to these Programs, the table "Compensation Granted and Owed" in section 5.7 shows the implied market value calculated using the closing price of an ADS of BioNTech on Nasdaq on the respective last day preceding each exercise date converted from USD to Euro using the exchange rates published by the German Central Bank (Deutsche Bundesbank) on the same days, as well as applying the effective exercise price and maximum cap mechanism. The implied market value may vary from the benefit in kind.

## 5.6 Additional Disclosures on Share-Based Payment Instruments

In accordance with Section 162 Paragraph 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, 2024.

|                                  | Grant Date / Allocation Date | Number of Ordinary Shares Underlying Share Options / Number of Phantom Share Options | Option Exercise Price (€) <sup>(1)</sup> | Earliest Option Exercise Date <sup>(9)</sup> | Option Expiration Date | Name of the Program      |
|----------------------------------|------------------------------|--|--|--|------------------------|--------------------------|
| Prof. Ugur Sahin, M.D.           | 10/9/2019 <sup>(1)</sup>     | —  | 13.74                                    | 10/9/2023                                    | 10/9/2029              | CEO Grant 2019           |
|                                  | 2/13/2020 <sup>(2)</sup>     | —  | 29.63                                    | 2/13/2024                                    | 2/13/2030              | LTI 2020 <sup>(10)</sup> |
|                                  | 5/12/2021 <sup>(3)</sup>     | 17,780   | 178.29                                   | 5/12/2025                                    | 5/12/2031              | LTI 2021 <sup>(10)</sup> |
|                                  | 5/31/2022 <sup>(4)</sup>     | 19,997   | 146.40                                   | 5/31/2026                                    | 5/31/2032              | LTI 2022 <sup>(10)</sup> |
|                                  | 5/22/2023 <sup>(5)</sup>     | 38,506   | 109.67                                   | 5/22/2027                                    | 5/22/2033              | LTI 2023 <sup>(10)</sup> |
|                                  | 8/26/2024 <sup>(6)</sup>     | 53,233   | 75.91                                    | 8/26/2028                                    | 8/26/2034              | LTI 2024 <sup>(10)</sup> |
| Jens Holstein                    | 5/17/2021 <sup>(3)</sup>     | 6,463  | 179.83                                   | 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>(4)</sup>     | 14,664   | 146.40                                   | 5/31/2026                                    | 5/31/2032              | LTI 2022 <sup>(10)</sup> |
|                                  | 5/22/2023 <sup>(5)</sup>     | 18,416   | 109.67                                   | 5/22/2027                                    | 5/22/2033              | LTI 2023 <sup>(10)</sup> |
|                                  | 8/26/2024 <sup>(6)</sup>     | 25,459   | 75.91                                    | 8/26/2028                                    | 8/26/2034              | LTI 2024 <sup>(10)</sup> |
| Sean Marett <sup>(12)</sup>      | 2/13/2020 <sup>(2)</sup>     | 38,968   | 29.63                                    | 2/13/2024                                    | 2/13/2030              | LTI 2020 <sup>(10)</sup> |
|                                  | 5/12/2021 <sup>(3)</sup>     | 5,334  | 178.29                                   | 5/12/2025                                    | 5/12/2031              | LTI 2021 <sup>(10)</sup> |
|                                  | 5/31/2022 <sup>(4)</sup>     | 7,332  | 146.40                                   | 5/31/2026                                    | 5/31/2032              | LTI 2022 <sup>(10)</sup> |
|                                  | 5/22/2023 <sup>(5)</sup>     | 4,604  | 109.67                                   | 5/22/2027                                    | 5/22/2033              | LTI 2023 <sup>(10)</sup> |
| Sierk Poetting, Ph.D.            | 13/2/2020 <sup>(2)</sup>     | —  | 29.63                                    | 2/13/2024                                    | 2/13/2030              | LTI 2020 <sup>(10)</sup> |
|                                  | 5/12/2021 <sup>(3)</sup>     | 7,112  | 178.29                                   | 5/12/2025                                    | 5/12/2031              | LTI 2021 <sup>(10)</sup> |
|                                  | 5/31/2022 <sup>(4)</sup>     | 14,664   | 146.40                                   | 5/31/2026                                    | 5/31/2032              | LTI 2022 <sup>(10)</sup> |
|                                  | 5/22/2023 <sup>(5)</sup>     | 18,416   | 109.67                                   | 5/22/2027                                    | 5/22/2033              | LTI 2023 <sup>(10)</sup> |
|                                  | 8/26/2024 <sup>(6)</sup>     | 25,459   | 75.91                                    | 8/26/2028                                    | 8/26/2034              | LTI 2024 <sup>(10)</sup> |
| Ryan Richardson                  | 2/13/2020 <sup>(2)</sup>     | —  | 29.63                                    | 2/13/2024                                    | 2/13/2030              | LTI 2020 <sup>(10)</sup> |
|                                  | 5/12/2021 <sup>(3)</sup>     | 6,163  | 178.29                                   | 5/12/2025                                    | 5/12/2031              | LTI 2021 <sup>(10)</sup> |
|                                  | 5/31/2022 <sup>(4)</sup>     | 7,465  | 146.40                                   | 5/31/2026                                    | 5/31/2032              | LTI 2022 <sup>(10)</sup> |
|                                  | 5/22/2023 <sup>(5)</sup>     | 18,416   | 109.67                                   | 5/22/2027                                    | 5/22/2033              | LTI 2023 <sup>(10)</sup> |
|                                  | 8/26/2024 <sup>(6)</sup>     | 25,459   | 75.91                                    | 8/26/2028                                    | 8/26/2034              | LTI 2024 <sup>(10)</sup> |
| James Ryan, Ph.D. <sup>(7)</sup> | 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)           |
|                                  | 12/9/2022                    | 740  | n/a                                      | 12/9/2026                                    | n/a                    | LTI 2022 (EEP)           |
|                                  | 12/8/2023                    | 750  | n/a                                      | 12/8/2027                                    | n/a                    | LTI 2023 (EEP)           |
|                                  | 8/26/2024 <sup>(6)</sup>     | 25,459   | 75.91                                    | 8/26/2028                                    | 8/26/2034              | LTI 2024 <sup>(10)</sup> |
| Prof. Özlem Türeçli, M.D.        | 2/13/2020 <sup>(2)</sup>     | —  | 29.63                                    | 2/13/2024                                    | 2/13/2030              | LTI 2020 <sup>(10)</sup> |
|                                  | 5/12/2021 <sup>(3)</sup>     | 7,112  | 178.29                                   | 5/12/2025                                    | 5/12/2031              | LTI 2021 <sup>(10)</sup> |
|                                  | 5/31/2022 <sup>(4)</sup>     | 14,664   | 146.40                                   | 5/31/2026                                    | 5/31/2032              | LTI 2022 <sup>(10)</sup> |
|                                  | 5/22/2023 <sup>(5)</sup>     | 18,416   | 109.67                                   | 5/22/2027                                    | 5/22/2033              | LTI 2023 <sup>(10)</sup> |
|                                  | 8/26/2024 <sup>(6)</sup>     | 25,459   | 75.91                                    | 8/26/2028                                    | 8/26/2034              | LTI 2024 <sup>(10)</sup> |

<sup>(1)</sup> Options vested in four equal installments on October 9 of 2020, 2021, 2022 and 2023. The entire award became exercisable in 2023. The options were exercised in 2024.

<sup>(2)</sup> Options vested in four equal installments on February 13 of 2021, 2022, 2023 and 2024, are now exercisable following the expiry of the waiting period on February 13, 2024, and can only be exercised during defined exercise windows under our ESOP. Apart from Sean Marett, who did not exercise the options during 2024, all other options were exercised by the respective Management Board members.

- <sup>(3)</sup> Phantom share options were issued which 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 the same years. 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 defined exercise windows.
- <sup>(4)</sup> Phantom share options were issued which vest in four equal installments on May 31 of 2023, 2024, 2025 and 2026 for all Management Board members. These phantom options will not become exercisable before the expiry of the waiting period on May 31, 2026, and can only be exercised during defined exercise windows.
- <sup>(5)</sup> Options vest in four equal installments on May 22 of 2024, 2025, 2026 and 2027. The options will not become exercisable before the expiry of the waiting period on May 22, 2027, and can only be exercised during defined exercise windows.
- <sup>(6)</sup> Options vest in four equal installments on August 26 of 2025, 2026, 2027 and 2028. The options will not become exercisable before the expiry of the waiting period on August 26, 2028, and can only be exercised during defined exercise windows.
- <sup>(7)</sup> 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 this plan. Prior to his appointment, 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 2021, December 2022 and December 2023 respectively and will be settled after a waiting period of four years.
- <sup>(8)</sup> Jens Holstein received a one-time signing bonus at the time of his appointment on July 1, 2021 (see section 5.4).  
n/a = not applicable.
- <sup>(9)</sup> Indicates the end of the respective waiting periods. Additional restrictions with respect to exercise windows may apply.
- <sup>(10)</sup> Management Board Grant (Long-Term Incentive) in the respective years.
- <sup>(11)</sup> All options are subject to an effective exercise price cap. This 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. For the ESOP 2018 Program and the CEO Grant 2019, the maximum economic benefit receivable for any exercised option was capped at \$240.00 and the effective exercise price was capped at a Euro amount equivalent to \$30.00. For the LTI 2020, the maximum economic benefit receivable is capped at \$246.24, and the effective exercise price is capped at a Euro amount equivalent to \$30.78. For the phantom share options issued under the LTI 2021 and 2022 programs and the options issued under the LTI 2023 and 2024 programs, the maximum compensation that each member is entitled to receive, together with other compensation components received in the respective grant year, shall not exceed €20.0 million for Ugur Sahin and €10.0 million for all others.
- <sup>(12)</sup> Upon Sean Maret's resignation from the Management Board with effect as of June 30, 2024, the LTI 2024 grant relating to the first six months of 2024 to which he was contractually entitled was immediately forfeited due to his resignation. As part of Sean Maret's retirement from the Management Board, he and the Supervisory Board entered into a separation agreement, details of which are outlined in section 5.11.

## Management Board Grant (Long-Term Incentive)

Our Management Board's service agreements provide for long-term, four-year incentive compensation (Management Board Grant - LTI) through an annual grant of options to acquire BioNTech shares at the end of the respective waiting periods of such agreements. The options are subject to the terms and conditions of the respective authorizations of the AGM creating our Employee Stock Ownership Plan, or ESOP, and the applicable option agreements. The allocation of options in 2020 occurred in February 2020. In May 2021 and May 2022, Management Board members received phantom options equivalent to the number of options they would have been entitled to receive for 2021 and 2022. During 2023 and 2024, options were granted in May 2023 and August 2024, respectively.

For the awards allocated as of February 13, 2020; May 12, 2021; May 17, 2021; May 31, 2022; May 22, 2023; and August 2024, the exercise prices are \$30.78 (€29.63); \$185.23 (€178.29); \$186.83 (€179.83); \$152.10 (€146.40), \$113.94 (€109.67) and €75.91 respectively (all conversions from USD to EUR are calculated using the foreign exchange rate as published by the German Central Bank (Deutsche Bundesbank) as of December 31, 2024).

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. For the LTI 2020, the maximum economic benefit receivable is capped at \$246.24, and the effective exercise price is capped at a Euro amount equivalent to \$30.78. For the phantom share options issued under the LTI 2021 and 2022 programs and the options issued under the LTI 2023 and 2024 programs, the maximum compensation that each member is entitled to receive, together with other compensation components received in the respective grant year, shall not exceed €20.0 million for Ugur Sahin and €10.0 million for all others. 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.

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) is higher than it was on the last trading day before the allocation date. Following the expiry of the waiting period, option rights may be exercised during the exercise windows set out in the ESOP agreement. Option rights can be exercised up to ten years after the allocation date, after which 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>(1)</sup></b> | <b>Prof. Özlem Türeci, M.D.</b> | <b>Annemarie Hanekamp<sup>(1)</sup></b> |
|---|-------------------------------|------------------------------------|--------------------|------------------------------|------------------------|--|---------------------------------|---|
| <b>As of December 31, 2023</b>                            | 97,420                        | –                                  | 38,968             | 38,968                       | 33,772                 | –                                      | 38,968                          | –                                       |
| Exercised   | (97,420)                      | –                                  | –                  | (38,968)                     | (33,772)               | –                                      | (38,968)                        | –                                       |
| <b>As of December 31, 2024</b>                            | –                             | –                                  | 38,968             | –                            | –                      | –                                      | –                               | –                                       |

<sup>(1)</sup> Jens Holstein, James Ryan and Annemarie Hanekamp each joined the Management Board after 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<sup>(2)</sup></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>Annemarie Hanekamp<sup>(1)</sup></b> |
|--|-------------------------------|----------------------|----------------------------------|------------------------------|------------------------|--|---------------------------------|---|
| <b>As of December 31, 2023</b>         | 17,780                        | 6,463                | 7,112                            | 7,112                        | 6,163                  | –                                      | 7,112                           | –                                       |
| Exercised                              | –                             | –                    | –                                | –                            | –                      | –                                      | –                               | –                                       |
| Forfeited                              | –                             | –                    | (1,778)                          | –                            | –                      | –                                      | –                               | –                                       |
| <b>As of December 31, 2024</b>         | 17,780                        | 6,463                | 5,334                            | 7,112                        | 6,163                  | –                                      | 7,112                           | –                                       |

<sup>(1)</sup> James Ryan and Annemarie Hanekamp each joined the Management Board after the allocation of the Management Board Grant (LTI 2021).

<sup>(2)</sup> Upon Sean Marett's resignation from the Management Board with effect as of June 30, 2024, his options which have not already vested immediately forfeited. As part of his retirement, he and the Supervisory Board entered into a separation agreement, details of which are outlined in section 5.11.

## 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<sup>(2)</sup></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>Annemarie Hanekamp<sup>(1)</sup></b> |
|--|-------------------------------|----------------------|----------------------------------|------------------------------|------------------------|--|---------------------------------|---|
| <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>                   | –                                       |
| Exercised                              | –                             | –                    | –                                | –                            | –                      | –                                      | –                               | –                                       |
| Forfeited                              | –                             | –                    | (7,332)                          | –                            | –                      | –                                      | –                               | –                                       |
| <b>As of December 31, 2024</b>         | <b>19,997</b>                 | <b>14,664</b>        | <b>7,332</b>                     | <b>14,664</b>                | <b>7,465</b>           | –                                      | <b>14,664</b>                   | –                                       |

<sup>(1)</sup> James Ryan and Annemarie Hanekamp each joined the Management Board after the allocation of the Management Board Grant (LTI 2022).

<sup>(2)</sup> Upon Sean Marett's resignation from the Management Board with effect as of June 30, 2024, his options which have not already vested immediately forfeited. As part of his retirement, he and the Supervisory Board entered into a separation agreement, details of which are outlined in section 5.11.

## 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<sup>(2)</sup></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>Annemarie Hanekamp<sup>(1)</sup></b> |
|--------------------------------|-------------------------------|----------------------|----------------------------------|------------------------------|------------------------|--|---------------------------------|---|
| <b>As of December 31, 2023</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>                   | –                                       |
| Exercised                      | –                             | –                    | –                                | –                            | –                      | –                                      | –                               | –                                       |
| Forfeited                      | –                             | –                    | (13,812)                         | –                            | –                      | –                                      | –                               | –                                       |
| <b>As of December 31, 2024</b> | <b>38,506</b>                 | <b>18,416</b>        | <b>4,604</b>                     | <b>4,604</b>                 | <b>18,416</b>          | –                                      | <b>18,416</b>                   | –                                       |

<sup>(1)</sup> James Ryan and Annemarie Hanekamp each joined the Management Board after the allocation of the Management Board Grant (LTI 2023).

<sup>(2)</sup> Upon Sean Marett's resignation from the Management Board with effect as of June 30, 2024, his options which have not already vested immediately forfeited. As part of his retirement, he and the Supervisory Board entered into a separation agreement, details of which are outlined in section 5.11.

## Management Board Grant (LTI 2024)

| <i>Number of Share Options</i> | <b>Prof. Ugur Sahin, M.D.</b> | <b>Jens Holstein</b> | <b>Sean Marett<sup>(2)</sup></b> | <b>Sierk Poetting, Ph.D.</b> | <b>Ryan Richardson</b> | <b>James Ryan, Ph.D.</b> | <b>Prof. Özlem Türeci, M.D.</b> | <b>Annemarie Hanekamp<sup>(1)</sup></b> |
|--------------------------------|-------------------------------|----------------------|----------------------------------|------------------------------|------------------------|--------------------------|---------------------------------|---|
| <b>As of December 31, 2023</b> | –                             | –                    | –                                | –                            | –                      | –                        | –                               | –                                       |
| Allocated                      | 53,233                        | 25,459               | 12,729                           | 25,459                       | 25,459                 | 25,459                   | 25,459                          | –                                       |
| Exercised                      | –                             | –                    | –                                | –                            | –                      | –                        | –                               | –                                       |
| Forfeited                      | –                             | –                    | (12,729)                         | –                            | –                      | –                        | –                               | –                                       |
| <b>As of December 31, 2024</b> | <b>53,233</b>                 | <b>25,459</b>        | –                                | <b>25,459</b>                | <b>25,459</b>          | <b>25,459</b>            | <b>25,459</b>                   | –                                       |

<sup>(1)</sup> Annemarie Hanekamp joined the Management Board after the allocation of the Management Board Grant (LTI 2024) and will participate in the applicable LTI plan as in force starting January 1, 2025. For the period from July 1, 2024, to December 31, 2024, she received a pro rata LTI grant of €275,000 (reflects 50% of the annual target value) that will be made in shares or as a cash payment in 2025.

<sup>(2)</sup> Upon Sean Marett's resignation from the Management Board with effect as of June 30, 2024, his options which have not already vested immediately forfeited. As part of his retirement, he and the Supervisory Board entered into a separation agreement, details of which are outlined in section 5.11.

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

### **Chief Executive Officer Grant (CEO Grant 2019)**

In September 2019, we granted Prof. Ugur Sahin, M.D., an option to purchase 4,374,963 of our shares under the ESOP 2017/2019 program. All of these option rights vested and became exercisable in 2023, and were exercised on August 9, 2024, with an exercise price for each option of €13.74 (\$15.00) calculated using the foreign exchange rate published by the German Central Bank (Deutsche Bundesbank) on the day before the exercise date and by applying the effective exercise cap and the maximum cap mechanism as disclosed above. The closing price of one ADS on Nasdaq on the settlement date converted from U.S. Dollars to Euro using the exchange rate published by the German Central Bank (Deutsche Bundesbank) on the same day was €73.68 and led to an intrinsic value of the exercised options of €259.5 million.

In August 2024, the Supervisory Board determined that the award would be settled 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 and church tax, if applicable) and social security contributions resulting from the exercise. The applicable taxes and social security contributions resulting from and withheld upon the exercise amounted to €123.2 million and were paid by us in September 2024 in cash directly to the respective authorities. The settlement mechanism decision changed neither the rights nor the classification of the grant as equity-settled. As a result of the settlement, no additional share-based payments under IFRS 2 were recorded during the year ended December 31, 2024.

### **5.7 Compensation Granted and Owed During the Year Ended December 31, 2024**

The total compensation granted or owed according to Section 162 Paragraph 1 AktG to all members of the Management Board for the years ended December 31, 2024 and 2023, 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. In this Report, when the preceding 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 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.

During the year ended December 31, 2023, the options granted under the CEO Grant 2019 vested and became exercisable. These options were fully exercised in the year ended December 31, 2024. During the year ended December 31, 2024, the options granted under LTI 2020 program vested and were almost entirely exercised (Sean Marett has not exercised his 38,968 options granted under the LTI 2020 program). 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 2024, this principle applied to the option rights granted under the ESOP 2018 Program, CEO Grant 2019 and LTI 2020 Program as a result of their exercise and settlement.

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, CEO Grant 2019 and LTI 2020 Programs, designed in line with market standards, comprised provisions as outlined in section 5.6 above that included 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 extraordinarily high amounts, as shown below. The share price was driven by our extraordinary revenues and net profit increases. 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 ADSs. 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<sup>(10)</sup></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>Annemarie Hanekamp</b> |
|---|-------------------------------|----------------------|-----------------------------------|------------------------------|------------------------|--|---------------------------------|---------------------------|
| <b>Fixed compensation<sup>(1)</sup></b>                               |                               |                      |                                   |                              |                        |  |                                 |                           |
| 2024  | 700                           | 550                  | 275                               | 550                          | 550                    | 550                                    | 550                             | 275 <sup>(11)</sup>       |
| 2023  | 700                           | 550                  | 550                               | 550                          | 550                    | 183                                    | 550                             | —                         |
| <b>Fringe benefits<sup>(3)</sup></b>                                  |                               |                      |                                   |                              |                        |  |                                 |                           |
| 2024  | 5                             | 5                    | 15                                | 19                           | 27                     | 109                                    | —                               | 64                        |
| 2023  | 6                             | 5                    | 12                                | 5                            | 26                     | —                                      | —                               | —                         |
| <b>Short-term incentive – first installment<sup>(4)</sup></b>         |                               |                      |                                   |                              |                        |  |                                 |                           |
| 2024  | 130                           | 111                  | 150 <sup>(14)</sup>               | 111                          | 111                    | 111                                    | 111                             | 69 <sup>(12)</sup>        |
| 2023  | 158                           | 135                  | 135                               | 135                          | 135                    | 45                                     | 135                             | —                         |
| <b>Short-term incentive – second installment<sup>(5)</sup></b>        |                               |                      |                                   |                              |                        |  |                                 |                           |
| 2024  | 130                           | 111                  | 0 <sup>(14)</sup>                 | 111                          | 111                    | 111                                    | 111                             | 69 <sup>(12)</sup>        |
| 2023  | 158                           | 135                  | 135                               | 135                          | 135                    | 45                                     | 135                             | —                         |
| <b>Other variable compensation</b>                                    |                               |                      |                                   |                              |                        |  |                                 |                           |
| 2024  | —                             | —                    | —                                 | —                            | —                      | —                                      | —                               | 1,250 <sup>(13)</sup>     |
| 2023  | —                             | 600 <sup>(7)</sup>   | —                                 | —                            | —                      | 180 <sup>(6)</sup>                     | —                               | —                         |
| <b>Share-based payments (incl. long-term incentive)<sup>(8)</sup></b> |                               |                      |                                   |                              |                        |  |                                 |                           |
| 2024  |                               |                      |                                   |                              |                        |  |                                 |                           |
| Management Board Grant - LT1  | 4,386                         | —                    | —                                 | 1,774                        | 1,785                  | —                                      | 1,754                           | —                         |
| CEO Grant 2019  | 259,531                       | —                    | —                                 | —                            | —                      | —                                      | —                               | —                         |
| 2023  |                               |                      |                                   |                              |                        |  |                                 |                           |
| ESOP 2018 <sup>(9)</sup>  | —                             | —                    | 19,289                            | —                            | —                      | —                                      | —                               | —                         |
| <b>Total</b>  |                               |                      |                                   |                              |                        |  |                                 |                           |
| 2024  | <b>264,882</b>                | <b>777</b>           | <b>440</b>                        | <b>2,565</b>                 | <b>2,584</b>           | <b>881</b>                             | <b>2,526</b>                    | <b>1,727</b>              |
| 2023  | <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>—</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's compensation for the year ended December 31, 2023 was granted on a pro rata basis starting as of his appointment to the Management Board on September 1, 2023.

(3) Includes social security, health and additional insurance, company bike and travel expenses. Other fringe benefits which are integral to the performance of business duties, such as costs for security services, 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 STI installment for the year ended December 31, 2024, will be paid out in April 2025, the month after the approval of the 2024 consolidated financial statements. This installment was considered granted and owed in 2024, the year in which the activity to which the compensation relates was performed. The first STI installment for the year ended December 31, 2023, was considered granted and owed in 2023 and was paid out in April 2024.

(5) The second STI installment for the year ended December 31, 2024, was also considered granted and owed in 2024, as the Management Board had already completed the activity to which it relates. It will be paid out in February 2026 (subject to an adjustment due to the share-price development). The second STI installment for the year ended December 31, 2023, was considered granted and owed in 2023 and was paid out in February 2025 with adjustments due to the share-price development. The amounts ultimately paid were as follows: Ugur Sahin €183 thousand, Jens Holstein €157 thousand, Sean Marett €157 thousand, Sierk Poetting €157 thousand, Ryan Richardson €157 thousand, James Ryan €52 thousand and Özlem Türeci €157 thousand.

- <sup>(6)</sup> During the year ended December 31, 2023, James Ryan received a one-time signing cash payment of €180,000 as part of his appointment to the Management Board. The one-time signing cash payment provided compensation in lieu of participation in the LTI 2023 program, as the awards were allocated before his appointment and a pro rata allocation for 2023 would not have been permitted under the AGM authorizations then in force. Under those authorizations, which were modified by the May 17, 2024 AGM, ESOPs could only be issued within the first six months of each calendar year. To further strengthen his commitment to the Company, James Ryan used £50,000 (net of costs and expenses) to purchase BioNTech shares during the year ended December 31, 2024.
- <sup>(7)</sup> 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, of which €150,000 (net of costs and expenses) was used to purchase 1,620 BioNTech shares during the year ended December 31, 2023.
- <sup>(8)</sup> Explanations of our share-based payment arrangements are given in section 5.6 and include the LTI arrangements, 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 2024, this principle applied to the option rights granted under the ESOP 2018 Program, CEO Grant 2019 and LTI 2020 Program as a result of their exercise and settlement.
- <sup>(9)</sup> The amount shown is 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 ADS of BioNTech on Nasdaq on the last day preceding the exercise date converted from USD to Euro using the exchange rate published by the German Central Bank (Deutsche Bundesbank) on the same day, as well as applying the effective exercise price and maximum cap mechanism. The implied market value may vary from the benefit in kind. They are not to be seen as cash payments to the Management Board, as the exercise was settled by delivering ADSs.
- <sup>(10)</sup> Sean Marett's compensation for the year ended December 31, 2024, was granted on a pro rata basis through his retirement with effect as of June 30, 2024.
- <sup>(11)</sup> Annemarie Hanekamp was appointed to the Management Board as Chief Commercial Officer (CCO) with effect as of July 1, 2024. Her compensation for the year ended December 31, 2024, was granted on a pro-rata basis.
- <sup>(12)</sup> For the year ended December 31, 2024, Annemarie Hanekamp was granted a guaranteed pro rata bonus in the amount of 50% of the maximum amount, i.e., €137,500. The first half of the corresponding net amount is to be paid out in April 2024 and the second half in January 2026, irrespective of the share price performance.
- <sup>(13)</sup> The Supervisory Board granted Annemarie Hanekamp a one-time signing bonus of €1,750,000 as of her appointment. Out of this amount, €1,250,000 was paid as a cash bonus in July 2024. The remainder of €500,000 will be granted in shares (and considered owed) in July 2028 or, at the earliest possible date after a potential blackout period, provided she is still a Management Board Member on June 30, 2028.
- <sup>(14)</sup> For the year ended December 31, 2024, Sean Marett was granted a guaranteed pro rata bonus in the amount of 100% of the maximum amount pursuant to his separation agreement, that was paid out in June 2024. For further information, see section 5.11.

## 5.8 Malus and Clawback Provisions for Variable Compensation

If a Management Board member commits a serious breach of their statutory duties, internal corporate conduct guidelines or due diligence in the management of the Company (malus), the Company may reduce, cancel in full or recover the amount paid out under STI or LTI for the period in which the breach falls. There is a five-year limitation period for reclaiming in full or in part the STI or LTI for a particular period.

The members of the Management Board are also required to repay the STI and LTI if it established that the calculation basis underlying the claim to the variable remuneration (e.g. audited and approved consolidated financial statements) was objectively incorrect and no or a lesser claim to variable remuneration would have arisen on the basis of the corrected calculation. The entitlement to repayment exists if the service relationship with the Management Board member has already ended at the time the claim for repayment is due. The amount of the repayment shall be the difference between the STI and/or LTI and the variable remuneration that should have been paid out based on the corrected basis of calculation.

On November 29, 2023, the Company adopted a clawback policy, with effect as of October 2, 2023, to comply with new requirements implemented by the U.S. Securities and Exchange Commission and the Nasdaq Stock Exchange for companies listed in the United States, which also applies to foreign private issuers, such as the Company. The clawback policy requires the Supervisory Board to recover incentive-based compensation from current and former Management Board members if there is a restatement of the Company's financial statements due to material non-compliance with financial reporting requirements under U.S. securities laws that impacts the calculation of incentive based

compensation paid out in the three years prior to the restatement. Payments can be recovered even if there was no misconduct or failure of oversight on the part of an individual Management Board member.

For the year ended December 31, 2024, the Supervisory Board did not make use of the malus and claw-back provisions.

## **5.9 Termination of Service of a Management Board Member**

If a Management Board member's service Agreement is terminated before the end of the agreed term, any outstanding variable remuneration components attributable to the period up to the termination date are granted in accordance with the agreed targets and due dates in the service agreement and pro rata temporis if the termination occurs during the course of a financial year (with the agreed targets being reduced pro rata accordingly).

As per the recommendations of the DGCK, if the service agreement is terminated or terminated early, any payments made to the Management member on termination shall not exceed two years' compensation.

During the year ended December 31, 2024, as part of Sean Marett's retirement from the Management Board, he and the Supervisory Board agreed to mutually terminate his service agreement with effect as of July 1, 2024. Payments and compensation entitlements granted to him subsequently to his termination and thus as a former Management Board member are reported separately for the sake of transparency, and are shown and explained in section 5.11.

## **5.10 Change of Control and Non-Competition Clauses**

The Management Board members' service agreements do not include provisions in the event of a change of control.

During the term of the service agreement, the prohibition against competition in Section 88 AktG applies to the Management Board Member. In addition, the Management Board member shall not directly nor indirectly hold an interest in companies, which compete with the Company or with which the Company maintains business relations, unless the Supervisory Board has granted its prior written consent. The service agreements do not contain post-contractual non-competition clauses.

## **5.11 Compensation of Former Management Board Members**

Sean Marett left the Management Board by mutual agreement with effect as of June 30, 2024. The compensation entitlements earned until his departure date are contained in the tables for Management Board members in the sections above. The payments and compensation entitlements granted to him subsequently to his termination and thus as a former Management Board member are reported separately for the sake of transparency, and are shown and explained in this section.

Pursuant to Sean Marett's separation agreement, the following payments apply in connection with his early termination:

- a severance payment of €275,000 payable in monthly installments equivalent to the annual base fixed salary for the remainder of his original term of appointment until December 31, 2024;
- an additional payment of €39,000 in respect of the 2024 STI to compensate him for the difference between the 2024 target achievement of Management Board members of 74% under section 5.3 and his guaranteed pro rata STI bonus in the amount of 100% of his maximum amount pursuant to his separation agreement; and
- a grant of 5,760 phantom options representing one-quarter of the 2024 LTI award, which are subject to the same conditions and waiting period that apply to the 2024 LTI awards granted to the Management Board; all previous granted option rights will be dealt with in accordance with the LTI terms.

In addition, to ensure a smooth transition of services, Sean Marett entered into a 12-month consultancy agreement with the Company on July 1, 2024, resulting in a compensation of €477,030 during the year ended December 31, 2024.

The following table discloses the compensation of former Management Board members during the year ended December 31, 2024:

| <i>in thousands €</i>                 | <b>Severance</b> | <b>2024 STI</b>     | <b>Consultancy Agreement</b> | <b>Total</b> |
|---------------------------------------|------------------|---------------------|------------------------------|--------------|
| Sean Marett                           | 275.0            | 39.0 <sup>(1)</sup> | 477.0                        | 791.0        |
| (retired with effect as of 6/30/2024) |                  |                     |                              |              |

<sup>(1)</sup> Payment is already reflected in table summarizing the overall target achievement and the resulting annual bonus payout amount per Management Board member in section 5.3 and in the table summarizing the compensation granted and owed in section 5.7, both during the year ended December 31, 2024.

The following table discloses the options allocated to former Management Board members during year ended December 31, 2024, as described above, which are outstanding as of December 31, 2024:

|                                       | <b>Grant Date / Allocation Date</b> | <b>Number of Ordinary Shares Underlying Share Options / Number of Phantom Share Options</b> | <b>Option Exercise Price (€)<sup>(2)</sup></b> | <b>Earliest Option Exercise Date<sup>(3)</sup></b> | <b>Option Expiration Date</b> |                             |
|---------------------------------------|-------------------------------------|---|--|--|-------------------------------|-----------------------------|
| Sean Marett                           | 8/26/2024 <sup>(1)</sup>            | 5,760   | 75.91  | 8/26/2028  | 8/26/2034                     | As per Separation Agreement |
| (retired with effect as of 6/30/2024) |                                     |   |  |  |                               |                             |

<sup>(1)</sup> Options vest in four equal installments on August 26 of 2025, 2026, 2027 and 2028. The options will not become exercisable before the expiry of the waiting period on August 26, 2028, and can only be exercised during defined exercise windows.

<sup>(2)</sup> All options are subject to an effective exercise price cap. This 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. For the phantom share options issued under the separation agreement, the maximum compensation that Sean Marett is entitled to receive, together with other compensation components received in the respective grant year, shall not exceed €10.0 million.

<sup>(3)</sup> Indicates the end of the respective waiting periods. Additional restrictions with respect to exercise windows may apply.

## D. Compensation of Supervisory Board Members

The compensation of our Supervisory Board reflects the duties, time commitment and demands of the role, the Company's market position, the need to be able to attract suitably qualified candidates and is designed to promote the Company's long-term development and business strategy.

Under article 9 of the Company's Articles of Association, our Supervisory Board receives 100% fixed compensation. All members of the Supervisory Board are also reimbursed for their expenses.

The previous Compensation System 2021/2022 was approved by the AGM on June 1, 2022, by a majority of 99.94% of votes cast, and was in effect until August 30, 2024. Until August 30, 2024, each member of the Supervisory Board received annual base compensation of €70,000 (the Chair and Vice Chair received €210,000 and €105,000, respectively). The Chair of the Audit Committee received an additional €30,000 per year. Other committee Chairs each received an additional €15,000 per year. Each ordinary committee member received an additional €5,000 per committee.

As of August 30, 2024, the members of the Supervisory Board receive annual base compensation of €120,000 (the Chair and Vice Chair receive €360,000 and €180,000, respectively). The Chair of the Audit Committee receives an additional €50,000 per year. Other committee Chairs each receive an additional €30,000 per year. Each ordinary committee member receives an additional €10,000 per committee.

Compensation is provided on a pro rata basis for individuals who are members of the Supervisory Board or a committee for part of the financial year. In 2023, this applied to Christoph Huber, who left as of our AGM on May 23, 2023, and Nicola Blackwood, who joined on the same date. Pro rata compensation was also paid to members of the Product Committee, which was established on October 1, 2023.

Compensation for the years ended December 31, 2024 and 2023, was paid out during December 2024 and December 2023, respectively. Compensation is considered owed and granted in the financial year in which the member performs services.

The compensation granted and owed to our Supervisory Board members during the years ended December 31, 2024 and 2023, is presented in the following table:

| <i>in thousands €</i>         | <b>Helmut Jeggle</b><br><i>Chair</i> | <b>Ulrich Wandschneider, Ph.D.</b><br><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>      |                                      |   |  |  |                                    |                           |                                     |
| 2024                          | 261                                  | 130   | 87   | —  | 87                                 | 87                        | 87                                  |
| 2023                          | 210                                  | 105   | 42   | 28   | 70                                 | 70                        | 70                                  |
| <b>Committee Compensation</b> |                                      |   |  |  |                                    |                           |                                     |
| 2024                          | 27                                   | 27  | 13   | —  | 43                                 | 13                        | 27                                  |
| 2023                          | 16                                   | 9   | 4  | 2  | 35                                 | 10                        | 20                                  |
| <b>Total</b>                  |                                      |   |  |  |                                    |                           |                                     |
| <b>2024</b>                   | <b>288</b>                           | <b>157</b>  | <b>100</b>                                     | <b>—</b>   | <b>130</b>                         | <b>100</b>                | <b>114</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>                           |

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

<sup>(2)</sup> Christoph Huber retired from the Supervisory Board on May 25, 2023.

BioNTech also covers any value-added tax applicable to compensation or expense reimbursement.

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

Our Supervisory Board's current terms will end as of the AGM during the years set forth below:

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

## **E. Information on the Relative Development of the Compensation of the Management Board, the Compensation of 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 Section 162 Paragraph 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 2024 to 2023 and 2023 to 2022 financial years, mainly as the options granted one-time under the CEO Grant 2019 and ESOP 2018 were exercised mostly in 2024 and 2022 and the options granted under the LTI 2020 program vested and became exercisable and were almost entirely exercised in 2024 (Sean Marett has not exercised his 38,968 options granted under the LTI 2020 program). The definition of granted and owed applies to the option rights granted under the ESOP 2018, CEO Grant 2019 and LTI 2020 Program, as they were mainly exercised and settled in those years ended December 31, 2024, and December 31, 2022. As outlined in section 5.7, the compensation is based on the implied market value at the time the options are considered granted and owed in terms of Section 162 AktG. Our unique and outstanding share price development between the time of grant and settlement, led to extraordinarily 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 number of full-time equivalent employees at the beginning and end of the respective period divided by two. The number of full-time equivalent employees employed by the Group increased from 3,082 as of December 31, 2021, to 4,530 as of December 31, 2022, to 6,133 as of December 31, 2023, and to 6,772 as of December 31, 2024.

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 Paragraph 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, 2024, 2023 and 2022, (which applies to options exercised from the ESOP 2018 Program and the settlement of the LTI 2020 Program and the LTI-plus Program). The share-based payment compensation from the ESOP 2018 Program 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 converted from USD to Euro using the exchange rate published by the German Central Bank (Deutsche Bundesbank) on the relevant days and using the lowest share price on a German stock exchange on the respective exercise dates. The share-based payment compensation for LTI-plus Program and LTI 2020 Program was calculated using the lowest share price on a German stock exchange on December 13, 2024, (day preceding the LTI 2020 settlement day) and December 14, 2020, (day preceding the LTI-plus settlement day). 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 2024 financial years, as the option rights and restricted stock units granted one-time under the ESOP 2018 Program and LTI employee programs were considered granted and owed mainly during the years ended December 31, 2022, and December 31, 2024. 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 2024, the average per head target compensation of the Management Board amounted to seven-times the average per head target compensation of all BioNTech employees (excluding the Management Board) in 2024.

| <i>in %</i>  | <b>Change 2024<br/>vs. 2023</b> | <b>Change 2023<br/>vs. 2022</b> | <b>Change 2022<br/>vs. 2021</b> | <b>Change 2021<br/>vs. 2020</b> |
|--|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| <b>Management Board</b>                                      |                                 |                                 |                                 |                                 |
| Prof. Ugur Sahin, M.D.                                       | n.m. <sup>(4)</sup>             | n.m. <sup>(4)</sup>             | n.m. <sup>(4)</sup>             | —                               |
| Jens Holstein <sup>(5)</sup>                                 | (45)                            | 75                              | n.m. <sup>(5)</sup>             | —                               |
| Sean Marett <sup>(12)</sup>                                  | —                               | n.m. <sup>(4)</sup>             | n.m. <sup>(4)</sup>             | 2                               |
| Sierk Poetting, Ph.D.  | 211                             | n.m. <sup>(4)</sup>             | n.m. <sup>(4)</sup>             | 2                               |
| Ryan Richardson  | 205                             | n.m. <sup>(4)</sup>             | n.m. <sup>(4)</sup>             | 2                               |
| James Ryan, Ph.D. <sup>(7)</sup>                             | n.m.                            | —                               | —                               | —                               |
| Prof. Özlem Türeci, M.D.                                     | 208                             | n.m. <sup>(4)</sup>             | n.m. <sup>(4)</sup>             | (1)                             |
| Annemarie Hanekamp <sup>(13)</sup>                           | —                               | —                               | —                               | —                               |
| <b>Supervisory Board</b>                                     |                                 |                                 |                                 |                                 |
| Helmut Jeggler   | 27                              | —                               | 24                              | 21                              |
| Ulrich Wandschneider, Ph.D.                                  | 38                              | (19)                            | 25                              | 18                              |
| Baroness Nicola Blackwood <sup>(1)</sup>                     | n.m.                            | —                               | —                               | —                               |
| Prof. Christoph Huber, M.D. <sup>(6)</sup>                   | —                               | n.m.                            | 36                              | 18                              |
| Prof. Anja Morawietz, Ph.D. <sup>(11)</sup>                  | 24                              | n.m.                            | —                               | —                               |
| Michael Motschmann   | 25                              | (16)                            | 51                              | 26                              |
| Prof. Rudolf Staudigl, Ph.D. <sup>(11)</sup>                 | 27                              | n.m.                            | —                               | —                               |
| <b>Earnings indicators</b>                                   |                                 |                                 |                                 |                                 |
| Revenues from contracts with customers (IFRS BioNTech Group) | (28)                            | n.m. <sup>(8)</sup>             | (9)                             | n.m. <sup>(8)</sup>             |
| Operating profit / (loss) (IFRS BioNTech Group)              | (290)                           | n.m. <sup>(9)</sup>             | (17)                            | n.m. <sup>(9)</sup>             |
| Net profit / (loss) (HGB BioNTech SE)                        | (241)                           | n.m. <sup>(10)</sup>            | (20)                            | n.m. <sup>(10)</sup>            |
| <b>Compensation of the workforce<sup>(2)</sup></b>           |                                 |                                 |                                 |                                 |
| Total workforce compensation                                 | 10                              | (67)                            | 272                             | 17                              |
| Total workforce compensation excl. share-based payments      | 11                              | (5)                             | 35                              | 5                               |

<sup>(1)</sup> Nicola Blackwood was appointed to the Supervisory Board as of May 23, 2023. Therefore, a comparison with the partial prior year is not meaningful (comparing the 2024 and 2023 financial years) or not possible (comparing financial years prior to her appointment in 2023).

<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 number of full-time equivalent employees at the beginning and end of the respective period divided by two.

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

<sup>(4)</sup> The compensation of our members of the Management Board significantly changed comparing the 2024 to 2023 and 2023 to 2022 financial years, mainly as the options granted one-time under the CEO Grant 2019 and ESOP 2018 were exercised mostly in 2024 and 2022 and the options granted under the LTI 2020 program vested and became exercisable and were almost entirely exercised in 2024 (Sean Marett has not exercised his 38,968 options granted under the LTI 2020 program). The definition of granted and owed applies to the option rights granted under the ESOP 2018, CEO Grant 2019 and LTI 2020 Program, as they were mainly exercised and settled in those years ended December 31, 2024, and December 31, 2022. As outlined in section 5.7, the compensation is based on the implied market value at the time the options are considered granted and owed in terms of Section 162 AktG and, our unique and outstanding share price development between the time of grant and settlement, led to extraordinarily 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 Türeci 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 Türeci (100). For the changes in % between the 2024 and 2023 financial year, the compensation of the Management Board is the following: Ugur Sahin 25,818.

- <sup>(5)</sup> 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 partial prior year is not meaningful (comparing the 2022 and 2021 financial years) or not possible (comparing financial years prior to his appointment in 2021).
- <sup>(6)</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 set by Supervisory Board. Therefore, a comparison with the partial prior year is not meaningful (comparing the 2023 and 2022 financial years) or not possible (comparing the 2024 and 2023 financial years).
- <sup>(7)</sup> 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 partial prior year is not meaningful (comparing the 2024 and 2023 financial years) or not possible (comparing financial years prior to his appointment in 2023).
- <sup>(8)</sup> Revenues changed significantly from €482.3 million during 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, to €3,819.0 million during the year ended December 31, 2023, and to €2,751.1 million during the year ended December 31, 2024.
- <sup>(9)</sup> 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 an operating profit of €12,642.7 million during the year ended December 31, 2022, to an operating profit of €690.4 million during the year ended December 31, 2023, and to an operating loss of €1,314.3 million during the year ended December 31, 2024.
- <sup>(10)</sup> Net profit / (loss) (HGB) changed significantly from a €128.4 million net loss during the year ended December 31, 2020, to €10,777.6 million net profit during the year ended December 31, 2021, to €8,626.0 million net profit during the year ended December 31, 2022, to €799.5 million net profit during the year ended December 31, 2023, and to €1,128.5 million net loss during the year ended December 31, 2024. The information on net income (HGB) is not representative for the Group but is considered to be a key earning indicator in terms of Section 162 Paragraph 1 No. 2 AktG.
- <sup>(11)</sup> 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 years) or not possible (comparing financial years prior to their appointment in 2022).
- <sup>(12)</sup> Sean Marett retired as planned from the Management Board as of July 1, 2024. Therefore, a comparison with the partial year period is not meaningful (comparing the 2024 and 2023 financial years).
- <sup>(13)</sup> Annemarie Hanekamp was appointed to the Management Board as Chief Commercial Officer (CCO) as of July 1, 2024. Her compensation for the year ended December 31, 2024, was granted on a pro-rata basis. Therefore, a comparison of her compensation prior to her appointment is not possible.

## F. Conclusion on Compensation System for the Year Ended December 31, 2024

The year ended December 31, 2024, marked significant strides towards building a global immunotherapy company. With the end of the global COVID-19 pandemic, BioNTech is once again focusing on the core area of developing investigational cancer therapies. We have built up a broad proprietary pipeline in oncology which contains candidates that, if approved, we aim to successfully commercialize in the coming years.

In our ongoing commitment to ensure appropriate compensation based on task complexity and market standards, to attract and retain top talent, and to promote the sustainable and long-term development of the Company, the Supervisory Board proposed, and a large majority of shareholders at the 2024 AGM adopted, the new Compensation System 2024 for both the Supervisory Board and the Management Board. The changes to the Supervisory Board's compensation took effect on a pro rata basis upon the entry of the revised Articles of Association in our Commercial Register on August 30, 2024.

For Management Board members, the new compensation system is effective as of January 1, 2025. BioNTech has concluded new service agreements with the Management Board (also effective as of January 1, 2025) to reflect the new compensation system. The most important changes to the Management Board's compensation involve increasing the weighting of the long-term remuneration component (LTI) from around 40% to around 70% of total remuneration, significantly raising the performance hurdles for share options and performance share units granted in the future and introducing a share ownership guideline that requires holding a minimum number of BioNTech shares. The Supervisory Board is convinced that these changes are the right and appropriate measures to achieve BioNTech's strategy. The Supervisory Board is also aware of the importance of short-term performance targets (STI) as a core driver for future growth. A balanced framework of short-term corporate targets, which are adjusted annually, is intended to help achieve the long-term growth target, which is made up of operational and financial targets, share price performance, business and product development milestones, including regulatory milestones, and ESG targets. Finding a balanced combination of remuneration elements (LTI, STI and fixed remuneration) with regard to constantly arising new requirements and challenges, which must be in the interests of the company and our shareholders, is an ongoing process. We believe that our compensation structure strikes the right balance between responsible stewardship of company resources, attracting and retaining the best managerial talent in a highly competitive international market, and maintaining the values that have not only animated our past successes but position us well for the future.

Finally, we were pleased to welcome Annemarie Hanekamp as our new Chief Commercial Officer on July 1, 2024, following the retirement of Sean Marett. To ensure a smooth transition of services, Sean Marett entered into a 12-month consultancy agreement with the Company on July 1, 2024. Annemarie's leadership in driving and executing our global commercialization strategy is pivotal for leveraging BioNTech's full potential as a vertically integrated biopharmaceutical Company.

Mainz, March 7, 2025

BioNTech SE

For the Management Board

**Prof. Ugur Sahin, M.D.**

Chief Executive Officer

**Jens Holstein**

Chief Financial Officer

For the Supervisory Board

**Helmut Jегgle**

Chair of the Supervisory Board

**Prof. Rudolf Staudigl, Ph.D.**

Chair of the Compensation, Nominating and  
Corporate Governance Committee



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

To BioNTech SE

Opinions

We have audited the formal aspects of the remuneration report of BioNTech SE, Mainz, for the financial year from January 1 to December 31, 2024 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 compensation report.

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

Basis for the opinion

We conducted our audit of the compensation 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 compensation 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 compensation 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 compensation 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 compensation report by comparing the disclosures made in the compensation 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 compensation report.



*Translation from the German language*

#### Consideration of misrepresentations

In connection with our audit, our responsibility is to read the compensation report considering the knowledge obtained in the audit of the financial statements and, in doing so, remain alert for indications of whether the compensation report contains misrepresentations in relation to the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the compensation 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, March 10, 2025

EY GmbH & Co. KG  
Wirtschaftsprüfungsgesellschaft

Schlebusch  
Wirtschaftsprüfer  
[German Public Auditor]

Weigel  
Wirtschaftsprüfer  
[German Public Auditor]