

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

### Report of the Management Board to the Annual General Meeting on the partial utilization of the 2025 Authorized Capital in December 2025, excluding shareholders' subscription rights

The Authorized Capital 2025 pursuant to section 4 para. 5 of the Company's Articles of Association was originally created in the amount of EUR 124,276,100.00 by resolution of the Annual General Meeting on May 16, 2025, and entered in the Commercial Register on May 30, 2025. Within the scope of the Authorized Capital 2025, the Management Board is also authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights for one or more capital increases, including in the case of a capital increase against contributions in kind, in particular for the issuance of shares in connection with business combinations and the acquisition of companies, parts of companies, and equity interests. In December 2025, the Authorized Capital 2025 was partially utilized, and the Company's share capital was increased twice in quick succession, each time excluding shareholders' subscription rights, in exchange for contributions in kind; the Management Board hereby submits the following report to the Annual General Meeting:

#### 1.

In a first step, utilizing the aforementioned authorization pursuant to section 4 para. 5 of the Company's Articles of Association (Authorized Capital 2025), the Management Board resolved on December 4, 2025, with the approval of the Supervisory Board on the same day, to increase the Company's share capital from EUR 248,552,200.00 by EUR 9,871, 086.00 to EUR 258,423,286.00 in exchange for a contribution in kind by issuing 9,871,086 new registered no-par value shares with a proportionate share of the share capital of EUR 1.00 per share ("**New Shares 1**") ("**Capital Increase 1**"). New Shares 1 are entitled to dividends as of January 1, 2025, and were issued at a price of EUR 1.00 per share. Shareholders' subscription rights were excluded pursuant to the authorization under section 4 para. 5 (c) of the Articles of Association, as the New Shares 1 were to be issued as part of a capital increase against contributions in kind for the grant of shares in connection with a corporate acquisition. Joh. Berenberg, Gossler & Co. KG, with its registered office in Hamburg, was the sole party admitted to subscribe for and acquire the New Shares 1 in exchange for a contribution in kind. As a contribution in kind, Joh. Berenberg, Gossler & Co. KG contributed 184,059,035 shares of CureVac N.V., a public limited company under Dutch law with its registered office in Amsterdam, the Netherlands, (registered in the Dutch Commercial Register (Kamer van Koophandel) under No. 77798031) ("**CureVac**") pursuant to the contribution and transfer agreement concluded with the Company on December 4–5, 2025.

This followed a prior offer by the Company to all shareholders of CureVac to exchange their common shares with a par value of EUR 0.12 each in CureVac's share capital ("**CureVac shares**") for American Depositary Shares of the Company ("**BioNTech ADS**"), which are backed by shares of the Company ("**Exchange Offer**").

CureVac, founded in 2000, is a biotechnology company with its registered office in the Netherlands and headquarters in Tübingen, which has been listed on the NASDAQ since mid-2020 and which develops a new class of innovative drugs in the fields of oncology and infectious diseases based on messenger ribonucleic acid (messenger ribonucleic acid,

“mRNA”). The acquisition of all CureVac shares was intended to strengthen BioNTech’s capabilities in the research, development, manufacturing, and commercialization of mRNA-based cancer immunotherapy candidates and to complement the company’s expertise in the areas of mRNA design, delivery formulations, and innovative mRNA manufacturing methods. Following the acquisition by the Company and the related post-offer reorganization, CureVac shares have not been admitted to trading since January 2026. Under the Exchange Offer for the acquisition of CureVac, each CureVac share was valued at approximately USD 5.46. The exchange ratio of 0.05363 BioNTech ADS per CureVac share was determined based on the volume-weighted average price of a BioNTech ADS as quoted on the NASDAQ for each of the ten consecutive trading days through November 25, 2025 (the fifth trading day prior to the expiration of the offer), i.e., USD 101.88.

The Exchange Offer was valid until December 3, 2025, at 3:00 p.m. CET (9:00 a.m. EST). Pursuant to the terms of the Exchange Offer, shareholders who accepted the Exchange Offer were required to transfer ownership of the CureVac shares for which they accepted the Exchange Offer to Joh. Berenberg, Gossler & Co. KG as trustee so that the latter could contribute and transfer the CureVac shares as a contribution in kind in exchange for the issuance of new shares of the Company. As part of the exchange offer, ownership of 184,059,035 CureVac shares was initially transferred to Joh. Berenberg, Gossler & Co. KG as trustee, which contributed these 184,059,035 CureVac shares to the Company as a contribution in kind as part of the aforementioned Capital Increase 1. The New Shares 1 from Capital Increase 1 granted in consideration for this were all subscribed to by Joh. Berenberg, Gossler & Co. KG. Grant Thornton AG Wirtschaftsprüfungsgesellschaft, appointed by the court as auditor for this Capital Increase 1 by way of contribution in kind, confirmed in its report dated December 9, 2025, that the value of the contribution in kind -the contribution and transfer of the 184,059,035 CureVac shares -equaled the lowest issue price (par value) of the New Shares 1 to be issued in exchange.

The completion of Capital Increase 1 was entered in the Company’s commercial register on December 10, 2025. Following the completion of this Capital Increase 1, the Company’s share capital amounted to EUR 258,423,286.00; Authorized Capital 2025 amounted to EUR 114,405,014.00 following this Capital Increase 1.

## 2.

In a second step, based on a resolution of the Management Board dated December 19, 2025, and the Supervisory Board’s approving resolution of the same date, the Authorized Capital 2025 was again partially utilized in accordance with section 4 para. 5 of the Articles of Association, and the Company’s share capital was further increased by EUR 604,201.00 from EUR 258,423,286.00 to EUR 259,027,487.00 against a contribution in kind by issuing 604,201 new registered no-par value shares with a proportionate share of the share capital of EUR 1.00 per share (“**New Shares 2**”) (“**Capital Increase 2**”).

The New Shares 2 from Capital Increase 2 are also entitled to dividends as of January 1, 2025, and were issued at a price of EUR 1.00 per share. Shareholders’ subscription rights were also excluded pursuant to the authorization under section 4 para. 5 (c) of the Articles of Association, and Joh. Berenberg, Gossler & Co. KG was exclusively admitted to subscribe for and acquire the New Shares 2 in exchange for a contribution in kind. As a contribution in kind in connection with Capital Increase 2, Joh. Berenberg, Gossler & Co. KG contributed an additional 11,266,102 shares of CureVac pursuant to the Contribution and Transfer Agreement dated

December 22, 2025. The New Shares 2 from Capital Increase 2 granted in consideration for this were all subscribed to by Joh. Berenberg, Gossler & Co. KG. For this Capital Increase 2 as well, Grant Thornton AG Wirtschaftsprüfungsgesellschaft, as the court-appointed auditor, confirmed in its report dated December 22, 2025, that the value of the contribution in kind -the contribution and transfer of the 11,266, 102 CureVac shares- met the minimum issue price (par value) of the New Shares 2 to be granted in return.

The reason for the contribution of an additional 11,266. 102 no-par value shares of CureVac was the additional offer period for the tender of additional CureVac shares not yet tendered as of that date, which began on December 3, 2025, and expired on December 18, 2025, at 6:01 a.m. CET (12:01 a.m. EST).

The completion of Capital Increase 2 was entered in the Commercial Register on December 30, 2025. Following the completion of this Capital Increase 2, the Company's share capital amounted to EUR 259,027,487.00 and the Authorized Capital 2025 still stood at EUR 113,800,813.00.

### 3.

In the opinion of the Management Board, the conditions for the exclusion of subscription rights were met for both Capital Increase 1 and Capital Increase 2. The exclusion of subscription rights was carried out in each case by exercising the authorization pursuant to section 4 para. 5 (c) of the Articles of Association with the approval of the Supervisory Board. This is permissible because the new shares were issued in each case as part of a capital increase against a contribution in kind to grant shares in connection with a corporate acquisition.

After careful consideration, the Management Board had reached the conclusion that, to improve the Company's competitive position, the acquisition of CureVac in exchange for new shares of the Company was in the Company's best interests.

The acquisition of CureVac served to strengthen the core areas of the Company's business activities and to pool resources and expertise. Based on the complementary technologies, the shared focus on mRNA innovation, and the shared vision of both companies, the Management Board saw the acquisition as having the potential to create long-term value for the Company's shareholders as well. The acquisition was intended to strengthen BioNTech's capabilities in the research, development, and commercialization of mRNA-based cancer immunotherapy candidates and to complement the Company's proprietary technologies in the areas of mRNA design and delivery formulations in the Company's best interest.

To execute this acquisition of CureVac, which is in the Company's best interest, in the best possible manner for the Company, the issuance of Company shares as consideration was in the best interest of the shareholders and the Company which required the exclusion of shareholders' subscription rights. The fully equity-based structure of the transaction reflected the joint conviction of the management boards regarding the long-term value of the merged company and was intended to enable shareholders on both sides to participate in BioNTech's long-term value growth. The dilution of shareholders' equity resulting from the exclusion of subscription rights is offset in such a scenario by the fact that the business expansion is financed by third parties through equity strengthening, and existing shareholders -albeit with a lower ownership and voting rights ratio than before- participate in corporate growth that they would have to finance from their own resources if subscription rights were granted.

Furthermore, the interests of the shareholders were safeguarded by setting the valuation ratio at a level the Management Board believed to be appropriate. Each CureVac share was assigned a value of USD 5.4641 under the Exchange Offer for the acquisition, resulting in an implied valuation of approximately USD 1.25 billion for CureVac. This reflected a comprehensive assessment of CureVac's intrinsic value, taking into account historical share price performance, analysts' price targets, the price-to-earnings ratios of comparable publicly traded companies at the time, prior transactions, and a discounted cash flow analysis of CureVac's projected financial performance; For this purpose, the Company's Management Board also obtained a fairness opinion. The exchange ratio of 0.05363 BioNTech ADS (backed by shares of the Company on a 1:1 basis) per CureVac share was then determined based on the volume-weighted average price of a BioNTech ADS as quoted on the NASDAQ for each of the ten consecutive trading days up to and including November 25, 2025 (the fifth trading day prior to the expiration of the offer), i.e., USD 101.88.

As part of the (partial) exercises of the Authorized Capital 2025, a total of 10,475 287 new shares of the Company were issued (9,871,086 shares as part of Capital Increase 1 and 604,201 shares as part of Capital Increase 2), which corresponds to approximately 4.21% of the Company's share capital as of the effective date of the authorization pursuant to section 4 para. 5 of the Articles of Association. This also preserved the existing limit on the total volume of shares issued without subscription rights under Authorized Capital 2025, according to which the total number of new shares issued from Authorized Capital 2025 with the exclusion of subscription rights may not exceed 10% of the share capital (neither at the time this authorization takes effect nor -if this value is lower- at the time of its utilization), has been maintained.

The Management Board is therefore convinced that the partial exercises of the 2025 Authorized Capital with the exclusion of subscription rights were in the interest of the Company and thus of its shareholders. In weighing the interests of the existing shareholders against those of the Company, it did not fail to recognize that the exclusion of the existing shareholders' subscription rights leads to a dilution of their shareholding. Nevertheless, the Management Board is convinced that the interests of existing shareholders were adequately safeguarded by the existing benefits of the strategic expansion in the form of the acquisition of another mRNA company and the limited scope of the new shares issued with the exclusion of subscription rights, which amounted to approximately 4.21% of the share capital at the time of registration of the Authorized Capital 2025. Based on the foregoing considerations, the exclusion of subscription rights carried out in accordance with the provisions of the Authorized Capital 2025 upon its partial utilization was therefore, in the view of the Management Board, objectively justified overall.

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

BIONTECH

Mainz, April 2026

BioNTech SE

The Management Board

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Prof. Dr. Ugur Sahin

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Annemarie Hanekamp

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Kylie Jimenez

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Dr. Sierk Pötting

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Dr. James Ryan

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Prof. Dr. Özlem Türeci

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Ramón Zapata-Gomez