

## **Annual General Meeting of BioNTech SE on 25 May 2023**

The Annual General Meeting will be held as a physical meeting at An der Goldgrube 12, 55131 Mainz, Germany.

### **Explanatory Notes on Shareholders' Rights**

The notice convening the Annual General Meeting already contains information on the rights of shareholders in accordance with Art. 56 of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (“**SE Regulation**”), Section 50(2) of the German SE Implementation Act (“**SEAG**”), Sections 122(2), 126(1), 127 and 131(1) of the German Stock Corporation Act (“**AktG**”). The following information serves as a further explanation of these provisions.

#### *(a) Right to add items to the agenda pursuant to Art. 56 SE Regulation, Section 50(2) SEAG, Section 122(2) AktG*

Shareholders whose shares separately or collectively amount to at least 5% of the share capital or at least the nominal amount of EUR 500,000 (equivalent to 500,000 shares) of the share capital may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution.

A minimum holding period of 90 days prior to the day of receipt of the request within the meaning of Section 122(2) sentence 1 in conjunction with Section 122(1) sentence 3 AktG is not a prerequisite for a request for an additional item in the case of an SE pursuant to Section 50(2) SEAG.

The request must be made in writing to the Management Board, with each new item on the agenda being accompanied by a statement of reasons or a draft resolution. The request must be received by the Company no later than **Sunday, 30 April 2023, 24:00 hours (CEST)**. Please send a corresponding request to the following postal address:

BioNTech SE – Management Board  
An der Goldgrube 12  
55131 Mainz  
Germany

Additions to the agenda which are to be published, insofar as they have not already been published with the invitation of the Annual General Meeting, will be published in the Federal Gazette without undue delay after receipt of the request and forwarded for publication to such media as can be expected to disseminate the information throughout the European Union. They will also be made available to shareholders via the Company’s website at <https://investors.biontech.de/agm/agm-2023> and communicated in accordance with Section 125 AktG.

The relevant provisions of the SE Regulation, SEAG and AktG establishing this shareholder right are as follows:

### **Article 56 SE Regulation Announcement and Addition to the Agenda**

One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such request shall be determined in accordance with the national law of the Member State in which the SE's registered office is situated or, in the absence of such provisions, in accordance with the SE's statutes. The statutes or the law of the Member State in which the SE's registered office is situated may provide for a lower percentage under the same conditions as those applicable to public limited-liability companies.

### **Section 50 SEAG Convening and Supplementing the Agenda at the Request of a Minority (Excerpt)**

(2) One or more shareholders holding at least 5 % of the registered share capital or a nominal amount of at least EUR 500,000 may request that one or more additional items be put on the agenda of any general meeting.

### **Section 122 AktG Convening at the Request of a Minority (Excerpt)**

(1) The general meeting is to be convened wherever shareholders, whose shares, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. The petitioners are to submit proof that they have been holders of the shares since at least 90 days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121(7) applies accordingly.

(2) In like manner, shareholders whose shares, in the aggregate, are at least equivalent to one-twentieth of the share capital or to a nominal amount of EUR 500,000, may demand that items of business be placed on the agenda and published. Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The demand within the meaning of sentence 1 must be received by the company at the latest 24 days prior to the general meeting, in the case of listed companies at the latest 30 days prior to the general meeting; the date on which the demand is received is not to be included in calculating the period.

## Section 121 AktG General (Excerpt)

(7) In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Adjourning the general meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the German Civil Code (BGB) do not apply accordingly. In the case of unlisted companies, the by-laws may provide for a different calculation of the period.

*(b) Countermotions and Election Proposals by Shareholders pursuant to Art. 53 SE Regulation, Sections 126(1) and 127 AktG*

Every shareholder is entitled to submit countermotions to resolutions proposed by the Management Board and Supervisory Board on items on the agenda. Countermotions received by **Wednesday, 10 May 2023, 24:00 hours (CEST)** must be submitted to the following address

BioNTech SE  
Investor Relations  
An der Goldgrube 12  
55131 Mainz  
Germany

or email to: HV@biontech.de

will be made available on the Company's website at <https://investors.biontech.de/de/agm/agm-2023>, including the name of the shareholder and any statement of reasons. Any statements by the management in this respect will also be published on this website. The Company may decline to make a countermotion and the accompanying statement of reasons if one of the grounds for exclusion pursuant to Section 126(2) AktG applies, for example because the countermotion would lead to a resolution of the Annual General Meeting that is illegal or in violation of the Articles of Association. A statement of reasons for a countermotion does not have to be made available if it exceeds 5,000 characters in total.

For proposals by shareholders for the election of Supervisory Board members or auditors in accordance with section 127 AktG, the above statements, including the deadline for making the election proposal available (receipt by **Wednesday, 10 May 2023, 24:00 hours (CEST)**), apply accordingly, with the proviso that the election proposal need not be substantiated. In addition to the above-mentioned exclusions under Section 126(2) AktG, the election proposal need not be made available if the proposal does not contain the name, occupation and place of residence of the person nominated for election and, in the case of proposals for the election of Supervisory Board members, does not include additional information on their membership of other statutory supervisory boards.

The right of each shareholder to submit countermotions to the various agenda items or election proposals at the Annual General Meeting even without prior and timely submission to the Company remains unaffected. Countermotions or election proposals which have been submitted to the Company in advance and in due time shall only be considered at the Annual General Meeting if they are made orally there.

The provisions of the AktG on which these shareholder rights are based, which also determine the conditions under which countermotions and election proposals may not be made available, are as follows:

### **Section 126 AktG Shareholder Motions (Excerpt)**

(1) Motions by shareholders are to be made accessible to the beneficiaries set out in Section 125(1) to (3), subject to the pre-requisites listed therein, including the name of the shareholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the shareholder has sent, at the latest 14 days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. The date on which the countermotion is received is not to be included in calculating the period. In the case of listed companies, the countermotion is to be made accessible via the company's website. Section 125(3) applies accordingly.

(2) A countermotion and the reasons for which it is being made need not be made accessible:

1. inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
2. if the countermotion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;
3. if the reasons make manifestly false or misleading statements regarding key aspects or if they are insulting;
4. if a countermotion made by the shareholder based on the same facts and circumstances has already been made accessible pursuant to Section 125 for a general meeting of the company;
5. if the same countermotion of the shareholder, citing substantially the same reasons, has been made accessible pursuant to Section 125 in the past five years to at least two general meetings of the company, and if less than one twentieth of the share capital represented voted for this countermotion at the general meeting;

6. if the shareholder indicates that they will not attend the general meeting and will not have a proxy represent them;

7. if, in the past two years at two general meetings, the shareholder has failed to propose or to have proposed a countermotion regarding which they have informed the company.

The reasons need not be made accessible if they amount to more than 5,000 characters in total.

(3) Where several shareholders propose countermotions regarding one and the same item of business to be resolved upon, the management board may combine the countermotions and the reasons specified for them.

### **Section 127 AktG Election Proposals by Shareholders**

Section 126 applies accordingly to proposals by shareholders of candidates for the supervisory board or as statutory auditors. No reasons need be specified for the proposal. The management board need not make accessible the proposal also in those cases in which the proposal does not include the information pursuant to Section 124(3) sentence 4 and section 125(1) sentence 5. The management board is to supplement the proposal by a shareholder of candidates for the supervisory board of listed companies, to which the German Employee Co-Determination Act (“**MitbestG**”), the German Act on Co-determination in the Coal, Iron and Steel Industry (“**MontanmitbestG**”) or the German Supplementary Co-determination Act (“**MitbestErgG**”) applies, by the following substantive content:

1. indication of the requirements stipulated by Section 96(2),
2. whether an objection has been raised against the fulfilment of the ratio by the supervisory board as a whole pursuant to Section 96(2) sentence 3 and
3. the number of seats on the supervisory board that must be filled, at a minimum, by women and men, respectively, in order to fulfil the requirement as to the minimum ratio pursuant to Section 96(2) sentence 1.

### **Section 124 AktG Notice of Requests for Additions; Proposals for Resolutions (Excerpt)**

(3) In the notice published, the management board and the supervisory board are to provide guidance regarding the resolutions to be adopted on each item of business set out in the agenda regarding which the general meeting as a rule is to adopt a resolution; for resolutions to be adopted pursuant to Section 120a(1) sentence 1 and for the election of members of the supervisory board and auditors, such guidance is to be provided solely by the supervisory board. In the case of companies that are public-interest entities as defined in Section 316a sentence 2 of the German Commercial Code (“**HGB**”), the election

proposal made by the supervisory board for the election of the statutory auditor is to be based on the recommendation of the audit committee. Sentence 1 does not apply if, in electing members of the supervisory board, the general meeting is bound to election proposals pursuant to section 6 MontanmitbestG, or if the item of business regarding which a resolution is to be adopted has been included in the agenda upon a corresponding demand having been made by a minority. The election proposals of candidates for the supervisory board or as auditors are to state their names, the profession exercised, and their places of residence. Where the supervisory board is to consist also of members representing the employees, the resolutions adopted by the supervisory board regarding the election proposals of candidates for the supervisory board will require solely the majority of the votes cast by the members of the supervisory board representing the shareholders; section 8 MontanmitbestG remain unaffected.

### **Section 125 AktG Notices to Shareholders and Members of the Supervisory Board (Excerpt)**

(1) p. 5 In the case of listed companies, information on the candidates' membership in other supervisory boards mandated by law as a rule is to be attached to any election proposal of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad as a rule is to be attached. [...]

#### *(c) Shareholders' Right to Information Pursuant to Art. 53 SE Regulation, Section 131(1) AktG*

At the Annual General Meeting, each shareholder or shareholder representative may request information from the Management Board on the Company's affairs, the Company's legal and business relations with affiliated companies, and the situation of the Group and the companies included in the consolidated financial statements, to the extent that such information is necessary to permit a proper evaluation of an item on the agenda.

Requests for information are generally to be made orally at the Annual General Meeting during the discussion. The Management Board may refrain from answering individual questions for the reasons stated in Section 131(3) AktG.

The provisions of the AktG on which these shareholder rights are based are as follows:

### **Section 131 (Excerpt)**

(1) The management board is to inform each shareholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. The obligation to provide information also extends to include the legal and

business relations of the company with an affiliated enterprise. Where a company avails itself of the eased requirements pursuant to Section 266(1) sentence 3, Section 276 or Section 288 HGB, each shareholder may request that, at the general meeting deliberating on the annual financial statements, the annual financial statements be made available to them in the form that they would be in without these eased requirements. The obligation of the management board of a parent undertaking to provide information (Section 290(1) and (2) HGB) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted also extends to cover the situation of the group and the enterprises included in the consolidated financial statements.

(1a) - (1f) [...]

(2) The information provided is to comply with the principles of conscientious and faithful accounting. The by-laws or the rules of procedure pursuant to Section 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and may also allow them to make further determinations concerning the details in this regard.

(3) The management board may refuse a request for information:

1. inasmuch as the provision of the information, when assessed applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;
2. inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;
3. regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual financial statements;
4. regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position and revenue situation in keeping with its actual circumstances within the meaning of Section 264(2) HGB; this does not apply if the general meeting approves and establishes the annual financial statements;
5. inasmuch as the management board would be liable to punishment under law were it to provide the information;
6. inasmuch as, in the case of a credit institution, a financial services provider or a securities institution, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual financial statements, management report, consolidated financial statements or consolidated management report;



7. inasmuch as such information is continuously accessible on the company's website for at least seven days prior to commencement of the general meeting, and also in its course.

Any refusal to provide information for other than the grounds set out above is not permissible.

(4) Where information has been provided to a shareholder because of their capacity as such, and this was done outside of the general meeting, it is to be provided to every other shareholder making a corresponding request at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. The management board may not refuse to provide the information in accordance with subsection (3) sentence 1 nos. 1 to 4. Sentences 1 and 2 do not apply if a subsidiary undertaking (Section 290(1) and (2) HGB), a joint venture (Section 310(1) HGB) or an associated enterprise (Section 311(1) HGB) issues the information to a parent undertaking (Section 290 (1) and (2)) for purposes of including the company in the consolidated financial statements of the parent undertaking and the information is required for this purpose.

(5) Where a shareholder's request for information is refused, the shareholder may demand that their question and the grounds for refusing to provide the information be included in the minutes of the meeting.

The chairman of the meeting is authorized to take various management and regulatory measures at the Annual General Meeting. This also includes the right to impose reasonable restrictions on the shareholders' right to ask questions and to speak.

The underlying provisions of the Articles of Association of BioNTech SE are as follows:

### **§ 15 Chairing the General Meeting, Right to Participate, Participation of Supervisory Board Members**

The chairperson of the meeting shall determine the order of items on the agenda as well as the type and form of voting. The chairperson is authorized to limit the question and speaking rights of the shareholders, as appropriate and to the extent permitted by law. In particular, he/she is authorized, at the beginning or during the course of the General Meeting, to set a reasonable time limit for the entire General Meeting, for discussion of particular items on the agenda or for any particular speech or question. Furthermore, the chairperson of the General Meeting may prematurely close the list of requests to speak and close the debate, as far as this is necessary for the proper execution of the General Meeting.