

Annual General Meeting of BioNTech SE on 26 June 2020

In the form of a virtual general meeting without shareholders and their proxies being physically present

Explanatory notes to the shareholders' rights

- (a) *Right to put additional items on the agenda pursuant to Art. 56 sentences 2 and 3 SER, section 50(2) SEAG, section 122(2) AktG*

Shareholders whose shares separately or collectively reach 5% (corresponding to 11,909,899 shares) of the share capital or a notional interest of €500,000.00 (corresponding to 500,000 shares) of the share capital (the **Minimum Holding**) may request that items be put on the agenda and be made known. This Minimum Holding is required for requests made by shareholders of a European company (*Societas Europaea*) to put additional items on the agenda pursuant to Art. 56 sentence 3 SER (SE Regulation) in conjunction with section 50(2) SEAG (German Act Implementing the SE Regulation).

The request shall be made in writing and addressed to the Company being represented by the Management Board; each new item of the agenda must be accompanied by a statement of reasons or a proposal for resolution. The request to put an additional item on the agenda may also concern an issue for discussion without resolution. The request must be received by the Company by **01 June 2020, 24:00 hrs CEST** at the latest. Please send a corresponding request to the following postal address:

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

Additional items on the agenda that have to be announced will be published in the Federal Gazette (*Bundesanzeiger*) without delay upon receipt of the request unless they have already been announced with the invitation to the General Meeting. They will also be published in the Internet Portal (see above "*Internet Portal*").

- (b) *Counter-motions made by shareholders pursuant to Art. 53 SER, section 126(1) AktG*

Shareholders have the right to make motions counter to a proposal submitted by the Management Board and the Supervisory Board as to a certain item of the agenda. Any counter-motions must be received by the Company in writing, by fax or by email by **11 June, 24:00 hrs CEST** at the latest together with any statement of reasons, and must have been received exclusively by one of the Registration Addresses (see above *Requirements for exercising the right to vote and the right to ask questions*).

Motions sent to other addresses will not be considered. Shareholders' counter-motions to be made accessible shall be published on the Internet Portal (see above "*Internet Portal*") together with the name of the shareholder and any statement of reasons for the motion without delay upon their receipt. Any statements or comments made by the management in this respect will also be made accessible at the Internet Portal. The Company may decline to make a counter-motion and the accompanying statement of reasons accessible in any of the cases listed in section 126(2) AktG for a non-communication, for example when the counter-motion would result in a resolution of the General Meeting that would be illegal or violate the Articles of

Association. A statement of reasons for a counter-motion does not have to be made accessible if it comprises more than 5,000 characters in total.

Any counter-motion to be made accessible under section 126 AktG will be considered as having been submitted within the scope of the virtual General Meeting if the shareholder submitting the motion has been duly registered for the General Meeting.

(c) Nominations from shareholders pursuant to Art. 53 SER and section 127 AktG

Shareholders also have the right to submit nominations for the election of Supervisory Board members or auditors. The provision set out above with regard to counter-motions shall apply *mutatis mutandis* to nominations, provided that nominations do not have to be accompanied by any statement of reasons. Beyond the aforementioned cases justifying a non-communication in accordance with section 126(2) AktG, the nomination also does not need to be made accessible if it does not contain the name, current profession and place of residence of the nominated member of the Supervisory Board or the nominated auditor and, in the case of nominations for the election of Supervisory Board members, details of memberships on other statutory supervisory boards.

(d) Shareholders' right to ask questions pursuant to Art. 53 SER, section 131(1) AktG in conjunction with section 1(2) sentence 1 no. 3, sentence 2 of the German Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie) of 27 March 2020 (Federal Law Gazette (BGBl.) I, p. 570)

Notwithstanding section 131 AktG, registered shareholders shall have no right to information in the virtual General Meeting held on 26 June 2020. Instead, they can submit questions in advance prior to the General Meeting. However, a right to obtain an answer to such questions will not be associated therewith. The Management Board will decide on answers to questions by employing its due and proper discretion. The Management Board shall not be required to answer all questions; it is in particular possible to combine questions and to select reasonable questions in the interest of the other shareholders. In doing so, preference may be given to shareholders' associations and institutional investors holding significant numbers of voting shares.

It is intended that the names of those asking questions will generally be stated as part of the Q&A process unless the persons concerned have expressly objected to any disclosure of their names.

Any questions of shareholders must be submitted via the Internet Portal (see above "*Internet Portal*") no later than two days prior to the meeting, i.e. by **23 June 2020, 24:00 hrs CEST** at the latest. Questions can no longer be submitted after expiry of the aforementioned deadline.

(e) Right to object against resolutions adopted by the General Meeting

Shareholders who have exercised their voting rights in person or by proxy may, again acting in person or by proxy, record an objection against any of the resolutions adopted by the General Meeting via the Internet Portal (see above "*Internet Portal*"), i.e. in deviation from section 245 no. 1 AktG without physically attending the meeting. Total number of shares and of voting rights. The recording of an objection is possible from the beginning of the General Meeting until its end.