

## Report of the Supervisory Board on the financial year 2022

The 2022 financial year was a significant and challenging year for BioNTech SE. The Management Board, together with the employees, continued to drive the transformation of the Company and made significant progress to further strengthen BioNTech's position as a global, fully integrated biopharmaceutical company with a maturing product pipeline. The transformation also takes account of the Company's evolved vision. Since its founding in 2008, BioNTech's vision has evolved from precision medicine for personalized cancer treatment to broader goals that include medical breakthroughs in infectious diseases and autoimmune diseases, as well as the aspiration to make these treatments accessible worldwide.

In 2022, it was essential for the Company to act with foresight to mitigate various global issues and resulting risks, and to contribute and offer support wherever possible. These issues include the ongoing war between Russia and Ukraine, the COVID-19 pandemic with new virus variants and regional outbreaks, geopolitical and geo-economic tensions between different economic systems, inflation with massive impact on energy and commodity prices, gaps and disruptions in supply chains, as well as the recent natural disasters that primarily affected Türkiye and Syria, among others.

BioNTech successfully assumed the responsibility to contribute at various points, while setting an important course for its own future development. The Company's focus was to establish and expand important business areas, its internationalization, as well as the further development of its pipeline. At the same time, the Company adapted its COVID-19 vaccine to two Omicron sublineages and advanced it to regulatory approval. BioNTech continued to grow organically in 2022, primarily in R&D and central functions. In addition, planned mergers and acquisitions have strengthened BioNTech's position to become one of the leading global biopharmaceutical companies with the potential to innovate and launch products in the coming years and decades. The 2022 financial year was also operationally successful and BioNTech remains well positioned on a growth trajectory to further implement its strategy.

BioNTech initiated the process of its transformation with its IPO in 2019, and has driven it successfully since then. At that time, the Company had only one program in an advanced Phase 2 of clinical development. Now, BioNTech has five product candidates in Phase 2 trials having generated clinical data and achieved important milestones. We support the strategy of the Management Board to focus on investing in Phase 2/3 clinical trials with registrational potential in various cancer indications in the current and upcoming financial years. The goal is to achieve a number of product approvals in cancer indications with high unmet medical need starting in 2026.

We, the Supervisory Board, closely followed the business activities of the Management Board in fulfillment of our advisory and supervisory function. Throughout the financial year 2022, the Supervisory Board, under my Chairmanship, performed its duties and obligations in accordance with the law and the Articles of Association, as well as its Rules of Procedure.

The Supervisory Board grew in the past financial year. Prof. Anja Morawietz, Ph.D., and Prof. Rudolf Staudigl, Ph.D. were elected as Members of the Supervisory Board of BioNTech SE at the Annual General Meeting which took place on June 1, 2022. Prof. Anja Morawietz, Ph.D., is professor of external accounting and general business administration at the Nuremberg University of Applied Sciences Georg Simon Ohm. She has profound knowledge of accounting and auditing. Her research areas are financial and sustainability reporting as well as developments in corporate governance. Prof. Rudolf Staudigl, Ph.D., is an independent consultant and member of the Supervisory Board of TÜV Süd AG. He has extensive knowledge in the areas of manufacturing, science, and international markets, with a focus on China and India. As a long-time CEO of Wacker Chemie AG, a globally active chemical company, he also has a deep understanding of biotechnological products.

This expansion of the Supervisory Board took into account the continued growth of BioNTech and allowed the Company to bring additional expertise and experience to the Supervisory Board.

**Control and monitoring function of the Supervisory Board towards the Management Board**

The Supervisory Board continuously monitored the Management Board, regularly advised it, and oversaw the strategic development of the Company.

As the Supervisory Board, we closely follow the rapid development of the Company, and we apply our know-how, entrepreneurial focus, and approach of agile control to support BioNTech's business activities and its team. Among other things, the Management Board regularly informed us, the Supervisory Board, about current business activities and future business planning (including financial, investment and personnel planning). In addition, we regularly consulted with the Management Board on the risk situation, risk management and compliance in the Company. As Chairman of the Supervisory Board, I was also in regular contact with the Management Board beyond the Supervisory Board meetings, and routinely informed about all matters relating to the Company, its legal and business relations with affiliated companies, and all significant business transactions and matters at these companies that were affiliated with the Company.

On the basis of reporting by the Management Board, which was prepared in cooperation with the respective specialist departments, we discussed business developments and events of importance to the Company in detail. Where necessary, the Supervisory Board was supported in this by the respective responsible committees. We as the Supervisory Board maintain an active dialogue to embrace the rapid development of BioNTech and to review decisions made by the Management Board without delays and by taking into account the opportunities and risks. In doing so we always keep in mind the Company's goals, for example, the goal of bringing several products to market-readiness by 2030. The Supervisory Board was directly involved at an early stage in all decisions of fundamental importance to the Company. Where the law, the Articles of Association or the Rules of Procedure required the approval of the Supervisory Board for individual measures, a corresponding resolution was passed. The Supervisory Board approved the respective resolutions proposed by the Management Board after thorough examination and discussion.

The cooperation with the Management Board was characterized by responsible and goal-oriented action in every respect. The Management Board fulfilled its reporting obligations to the Supervisory Board fully, both verbally and in writing, so that the Supervisory Board was always able to be assured of the legality and regularity, appropriateness, and economic efficiency of the management of the Company.

## Focus topics and meetings of the Supervisory Board

A total of 10 ordinary meetings were held in the financial year 2022 during which the strategic development of the Company was discussed together with the Management Board. The 2022 meetings were held on February 7, March 10, March 21, March 24, March 30, April 1, May 30, June 1, September 15, and December 15, 2022. All members of the Supervisory Board attended the individual meetings. Members of the BioNTech Management Board also attended some of these meetings. The meetings on March 10, May 30, September 15, and December 15, 2022, were each attended by all members of the Management Board. Sierk Poetting, Ph.D. attended the meeting on February 7. Sierk Poetting, Ph.D. and Jens Holstein attended the meeting on March 21. Jens Holstein, Sean Marett, Prof. Özlem Türeci, M.D. and Ryan Richardson attended the meeting on March 24. Jens Holstein and Ryan Richardson attended the meeting on March 30. The meetings held on April 1 and June 1 were not attended by any member of the Management Board. Within the framework of the meetings and outside the meetings, the Supervisory Board also met and discussed regularly without the Management Board. Five out of the 10 meetings were held in person, the other five meetings took place in the form of telephone and video conferences.

The focus of the ordinary meetings in the financial year 2022 was on deliberations regarding the continued development of the Company's business related to its developed COVID-19 vaccine and the associated strategic decisions regarding adaptations to the Omicron sublineage, as well as decisions with regard to manufacturing, supply, delivery and distribution of the vaccine worldwide. Another focus was deliberations regarding the Company's pipeline development in the areas of oncology and infectious diseases, as well as on the completion of new strategic collaborations.

The Supervisory Board was also involved with decisions about the strengthening and development of the corporate strategy, including the growth of the Company and the accompanying expansion into various regions worldwide.

In addition to the focus topic of the COVID-19 vaccine program and the pipeline expansion in the areas of oncology and other immunotherapies, the Supervisory Board addressed the following topics during the 2022 financial year:

- Review of manufacturing of the COVID-19 vaccine, as well as its commercialization, network development, creation of a development plan adapted to changing population health needs worldwide, national and international distribution, as well as enabling global availability of the COVID-19 vaccine;
- Review of the expansion of distribution and commercialization of the COVID-19 vaccine and support of global vaccine supply to populations by entering into supply agreements as well as collaboration agreements with multiple companies and countries worldwide, as well as the development and construction of BioNTainers and a new manufacturing facility in Rwanda;
- Review of the advancement of the diversified portfolio of oncology product candidates and the achievement of clinical trial milestones in the areas of oncology and immunology, and development of IT processes to support clinical development;
- Review of strategy, structure and process development in the areas of commercialization, communication, digitization and cooperations at the respective sites;
- Review of the expansion of laboratory and manufacturing capacity and office space, as well as the development of new manufacturing facilities to expand manufacturing and distribution capacity worldwide including development and construction of BioNTainers intended to expand vaccine manufacturing worldwide;
- Review of the Company's global growth and related measures such as site expansion in Africa;
- Monitoring the Company's financing activities;

- Completion of several collaboration, investment and licensing agreements;
- Review of the established terms and parameters for determining the restricted stock units, or RSUs, issued in December 2022 under the BioNTech Employee 2020 Long-Term Equity Plan ("BioNTech Employee 2020 Equity Plan") for employees;
- Setting the agenda and review of the draft resolutions for the 2022 Annual General Meeting and, in particular, the expansion of the Supervisory Board;
- Review and appraisal of the compensation granted and owed in the 2022 financial year and of the compensation system applied as part of the compensation report pursuant to Section 162 of the German Stock Corporation Act (AktG);
- Review and monitor the achievement of the Company's 2022 goals and the setting of the budget for the 2023 financial year;
- Review and discussion of the effectiveness of the internal control system and the results of the annual auditor's review;
- Consideration of all corporate governance issues and review of compliance with the recommendations of the Corporate Governance Code both in and after the 2022 financial year; and
- Discussion, review and approval of the submitted non-financial report published in the follow-up for the 2022 financial year.

We as members of the Supervisory Board regularly participated in training and education initiatives during the 2022 financial year, such as various workshops and training events on topics relevant to the Company. We also conducted a self-assessment after the end of the financial year 2022 to evaluate the work procedures in the Supervisory Board and with the cooperation of the Management Board.

## Committees

To implement its monitoring and advisory function, the Supervisory Board has formed three committees: an Audit Committee, a Compensation, Nomination and Governance Committee, and a Capital Markets Committee. The above-mentioned key topics were prepared by the committees, including the associated resolutions and issues, for subsequent consideration by the full Supervisory Board. Effective January 1, 2023, the participating members of the committees have changed.

The **Audit Committee** consisted of Ulrich Wandschneider, Ph.D., Michael Motschmann and Prof. Christoph Huber, M.D., throughout the 2022 financial year. Ulrich Wandschneider, Ph.D., is the Chairman of the Audit Committee. The Audit Committee deals in particular with the monitoring of accounting, the monitoring of the establishment and effective functioning of internal controls over financial reporting, the monitoring of compliance with SOX regulations (Sarbanes-Oxley Act Section 404), and the monitoring of the establishment and effective functioning of the risk and compliance management system. For the quarterly financial statements as of March 31, June 30, and September 30, 2022, and the annual financial statements as of December 31, 2022, the Audit Committee held discussions with the auditors and representatives of the accounting department, discussed the key points of the audit, and discussed the publications in detail with the Management Board. The Audit Committee prepared the resolutions of the Supervisory Board for the reports to be approved by the Supervisory Board. The committee met nine times in the 2022 financial year. Of these, a total of six meetings were held in person and three meetings took place as telephone or video conferences. Michael Motschmann was unable to attend one meeting, otherwise all members of the Audit Committee attended all meetings.

As of January 1, 2023, the Audit Committee members are Prof. Anja Morawietz, Ph.D. (Chairwoman), Ulrich Wandschneider, Ph.D. and Prof. Rudolf Staudigl, Ph.D.

All members of the Audit Committee for the financial year 2022, as well as all members since January 1, 2023, qualify as “independent directors” within the meaning of Rule 10A-3 under the Exchange Act and Nasdaq Rule 5605. In addition, Prof. Anja Morawietz, Ph.D., Ulrich Wandschneider, Ph.D., and Prof. Rudolf Staudigl, Ph.D. qualify as “Audit Committee financial experts” as defined under the Exchange Act. In addition, Prof. Anja Morawietz, Ph.D., as Chairwoman of the Audit Committee, Prof. Rudolf Staudigl, Ph.D., and Ulrich Wandschneider, Ph.D., have the special knowledge and experience in the field of accounting as well as expertise in the field of auditing as required by the German Corporate Governance Code. In the area of accounting, this includes in particular knowledge and experience in the application of accounting principles and internal control and risk management systems, and in the area of auditing, special knowledge and experience in auditing financial statements. Michael Motschmann who had been a member of Audit Committee until December 31, 2022, also had this knowledge. In addition, Ulrich Wandschneider, Ph.D., and Prof. Anja Morawietz, Ph.D., possess knowledge of sustainability reporting and auditing.

The **Compensation, Nominating and Corporate Governance Committee** consisted of Michael Motschmann, Prof. Christoph Huber, M.D., and Ulrich Wandschneider, Ph.D., throughout the financial year 2022. As of January 2, 2023, Michael Motschmann and Prof. Christoph Huber, M.D., remain members of the Committee. Prof. Rudolf Staudigl, Ph.D., replaces Ulrich Wandschneider, Ph.D., on this Committee. To this date, Michael Motschmann remains the Chairman of this Committee. The Compensation Committee deals with fundamental issues relating to the compensation and determination of the salaries of the Management Board, and with the compensation of the Supervisory Board as well as the employee stock option programs. In the financial year 2022, it dealt in particular with the expansion of the Supervisory Board, the implementation of new Management Board contracts to be concluded in 2022, and above all the implementation of a new contract with the Chairman of the Management Board. For the expansion of the Supervisory Board, the Committee made proposals to the

full Supervisory Board in this context. Furthermore, the Compensation, Nomination and Corporate Governance Committee dealt with reviewing the compensation system for the Management Board members by commissioning external consultants to conduct a benchmark analysis and discussed the result and possible future adjustments. In addition, the Committee held discussions to determine corporate goals, which were then discussed by the full Supervisory Board. The actual application of the compensation system in the 2022 financial year was assessed in the form of the compensation report in accordance with Section 162 of the German Stock Corporation Act (AktG). In the financial year 2022, the Committee also addressed the requirements for implementing a share repurchase program and discussed the introduction of shareholder's guidelines with the Management Board. Additional possible performance-based employee shareholder programs, which are in line with corporate objectives were discussed. In addition, the committee addressed the development of a corporate governance standard for the Company that meets the requirements of both Nasdaq Global Select Markets and the German Corporate Governance Code. The Committee met six times during the 2022 financial year and also held regular conference calls to discuss current topics. Of these six meetings, one meeting was held in person and five meetings took place as telephone or video conferences. Michael Motschmann and Ulrich Wandschneider, Ph.D., each attended three meetings, all other meetings were attended by all members.

The **Capital Markets Committee** consisted of myself –Helmut Jeggle – and Michael Motschmann for the financial year 2022. Until today, I act as Chairman of the Committee. Since January 1, 2023, Prof. Anja Morawietz, Ph.D., has also been a member of the Committee. The Capital Markets Committee advises the Supervisory Board on capital market policies, which took place during the 2022 financial year, in particular during the conclusion of the acquisition agreement of InstaDeep Ltd., as well as other takeover, merger and acquisition activities. In the financial year 2022, among other things, the Committee dealt with the regular analysis of the Company's investor structure, investor expectations of BioNTech, recommendations from various banks and feedback from investors. The Committee held discussions on strategic corporate planning and the ongoing share repurchase program. The Committee also held discussions on individual targets of potential M&A transactions, regularly discussed updates on planned or ongoing transactions, and engaged in discussions on the topic of communicating with investors. The Committee also addressed ongoing stock option programs, discussed an M&A strategy, as well as a long-term capital allocation strategy. The Committee met seven times during the 2022 financial year. All of those meetings took place as telephone or video conferences.

### **Corporate Governance**

Together with the Management Board, we have dealt in detail with the recommendations of the Corporate Governance Code. BioNTech follows the recommendations of the Corporate Governance Code with the exception of the provisions explicitly listed in the Declaration of Conformity pursuant to Section 161 of the German Stock Corporation Act (AktG) dated March 20 2023, and for which an explanation is provided as to why these are not complied with. We will continue to support the Management Board in its efforts to comply with the recommendations of the German Corporate Governance Code in full to a large extent in the future.

### **Conflicts of interest on the Supervisory Board and Management Board, self-assessment and competence profile**

Conflicts of interest of Supervisory Board and Management Board members that may arise, for example, as a result of a consultancy or board function with customers, suppliers, lenders or other third parties are disclosed in the interests of good corporate governance. To avoid the appearance of potential conflicts of interest arising from specific situations, members of the Supervisory Board and the

Management Board refrained from participating in the discussion of individual agenda items and from voting on the relevant resolutions during the 2022 financial year.

For the 2022 financial year, we as the Supervisory Board conducted an internal self-assessment. It covered all key aspects of our work, including committee work. This was conducted through detailed questionnaires that all members of the Supervisory Board filled in and were based on a questionnaire from an external consultant engaged last year. The content of the assessment included the competence profile of the Supervisory Board, the provision of information prior to meetings, the chairing and content of meetings, the composition of committees, and the relationship with the Management Board. The results of the self-assessment were evaluated internally and subsequently discussed amongst the Supervisory Board members with regard to any possible improvements. According to this self-assessment, our work, the work of the Supervisory Board, its committees and the Management Board, remains professional and cooperative. No fundamental need for change was identified.

The Supervisory Board has also developed a competency profile for the full Supervisory Board, which covers various specialist areas. We ensure that the competence profile is fulfilled by our members. In addition, the Supervisory Board always endeavors to fill this competency profile when appointing members to the Supervisory Board.

### **Annual and consolidated financial statements audit**

In accordance with the resolution of the Annual General Meeting on June 1, 2022, the Supervisory Board has commissioned Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft to audit the annual financial statements for the 2022 financial year.

The audit includes:

- the annual financial statements of BioNTech SE in accordance with HGB;
- the report on relations with affiliated companies pursuant to Section 313 para. 1 of the German Stock Corporation Act (AktG), the so-called dependency report;
- the consolidated financial statements prepared in accordance with Section 315e para. 3 in conjunction with Section 315e para. 1 HGB on the basis of International Financial Reporting Standards (IFRS) as adopted by the EU;
- the consolidated financial statements, which have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (IASB) and filed on Form 20-F with the U.S. Securities Exchange Commission after our approval;
- the management report of the Group and the Company;
- as well as the audit of the internal control system.

The financial statements prepared by the Management Board on March 24, 2023, i.e. the annual financial statements and the dependent Company report of BioNTech SE, the consolidated financial statements and the management report for the Group and the Company for the 2022 financial year, were submitted to all members of the Supervisory Board.

Together with the Management Board, we have prepared a compensation report for the first time for the 2022 financial year in accordance with Section 162 of the German Stock Corporation Act (AktG), which was adopted on March 24, 2023, and disclosed as a separate report.

We also received the auditors' reports on the accounting records, the annual financial statements, the dependency report, the consolidated financial statements, the management report on the Group and the Company, and the compensation report, each of which was issued with an unqualified opinion on March 27, 2023. The auditors' report was discussed by the Audit Committee with the Management Board and the auditors. The Audit Committee dealt in particular with the key audit matters described in the auditors' report, including the audit procedures performed. This was followed by a discussion in the Supervisory Board.

For our part, we have audited the annual financial statements, the dependency report, the consolidated financial statements and the management report for the Group and the Company for the 2022 financial year.

Based on the final results of our audit, we have no objections to raise; we believe that the auditors' assessment of the annual financial statements is appropriate. We approve the annual financial statements and the consolidated financial statements prepared by the Management Board. The former is thus adopted. The Supervisory Board also concurs with the management report on the Group and the Company. Based on the final results of its examination, the Supervisory Board also has no objections to the declaration by the Management Board on relations with affiliated companies in the dependent Company report.

### **Dividend and share repurchase**

The Supervisory Board has examined the Management Board's proposal for the appropriation of net income. Pursuant to Section 19 para. 1 of the Articles of Association of BioNTech SE, 50% of the net profit for the year will be allocated to retained earnings and the remaining amount will be carried forward. In calculating the portion of the net income to be allocated to retained earnings, allocations to



the legal reserve and loss carryforwards are included in advance in accordance with Section 19 para. 2 of the Articles of Association of BioNTech SE.

In addition, together with the Management Board, we expect to authorize a program to repurchase ADSs, pursuant to which the Company may purchase ADSs in the amount of up to 0.5 billion US-Dollars over the course of the year 2023. We expect to use all or a portion of repurchased and held in own portfolio ADSs to satisfy upcoming settlement obligations under our share-based payment arrangements.

The main objective of the capital allocation is to create value for investors, patients, employees, and the Company by strengthening and developing the product pipeline and to further aid the process of transforming the Company. Consequently, we also support the proposal of the Management Board not to pay a dividend for 2022.

### **Expression of gratitude of the Supervisory Board**

In the past year, BioNTech has set an important course for its further transformation and future success. The Management Board and Supervisory Board will build and implement this together in 2023 to continue BioNTech's success story. The Supervisory Board would like to thank the investors for their trust, the members of the Management Board and all employees across the globe for their passionate dedication and commitment in the past year, as well as the employee representatives for their constructive collaboration with the Company's corporate bodies.

Munich, March 27, 2023

BioNTech SE

Helmut Jeggle

Chairman of the Supervisory Board