

**Annual General Meeting of BioNTech SE on 1 June 2022
in the form of a virtual general meeting without shareholders and their proxies being
physically present**

The Management Board of BioNTech SE, with the approval of the Supervisory Board, has decided to hold the Annual General Meeting as a virtual general meeting without the physical presence of shareholders or their proxies due to the ongoing COVID-19 pandemic. Physical participation by shareholders or their proxies is, therefore, excluded. The legal basis for holding a virtual Annual General Meeting is the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic of 27 March 2020 (German Federal Law Gazette Part I 2020, p. 570), as last amended by the German Act to Further Accelerate the Discharge of Residual Debt Proceedings and to Adjust Pandemic-Related Provisions Under the Law of Companies, Cooperative Societies, Associations, Foundations and Under Tenancy Law of 22 December 2020 (German Federal Law Gazette Part I 2020, p. 3328), the validity of which was extended until 31 August 2022 by the Act on the Establishment of a Special Fund "Reconstruction Assistance 2021" and on the Temporary Suspension of the Obligation to File an Insolvency Petition due to Heavy Rainfall and Floods in July 2021 and on the Amendment of Other Laws of 10 September 2021 (Federal Law Gazette 2021 I p. 4147) ("**COVID-19 Act**").

The notice convening the Annual General Meeting already contains information within the meaning of Article 56 sentences 2 and 3 of Council Regulation (EC) No. 2157/2001 (SE Regulation), Sec. 50 para. 2 of the German SE Implementation Act (German SE Implementation Act), Sec. 122 para. 2, Secs. 126 paras. 1 and 127 and Sec. 131 para. 1 of the German Stock Corporation Act (*Aktiengesetz*) and Article 2 Sec. 1 of the COVID-19 Act. The following information provides a further explanation of these regulations.

Explanatory Notes to the Shareholders' Rights

- (a) *Right to put Additional Items on the Agenda pursuant to Art. 56 sentences 2 and 3 of the SE Regulation, Sec. 50 para 2 of the German SE Implementation Act, Sec. 122 para. 2 of the German Stock Corporation Act*

Shareholders whose shares separately or collectively reach 5% (corresponding to 12,340,390 shares) of the share capital or a nominal amount of EUR 500,000 (corresponding to 500,000 shares) of the share capital (the "**Minimum Holding**") may request that items be put on the agenda and published. 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 SE Regulation in conjunction with Sec. 50 para. 2 German SE Implementation Act.

The request shall be made in writing and addressed to the Company; each new item of the agenda must be accompanied by a statement of reasons or by a proposed 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 **Saturday, 7 May 2022, 24:00 (CEST)** at the latest. Please send a corresponding request to the following postal address:

BioNTech SE
– Vorstand –
An der Goldgrube 12
55131 Mainz
Germany

Additions to the agenda to be published will be published in the Federal Gazette without undue delay after receipt of the request unless they have already been published with the invitation of the Annual General Meeting. They will also be published in the Investor Portal, which is

accessible via our website " <https://investors.biontech.de/agm>" (and to which shareholders registered in the share register will receive the necessary information together with the registration documents for the Annual General Meeting) ("**Investor Portal**").

If requests for additions to the agenda are to be published in accordance with the foregoing, proposed resolutions attached thereto shall be treated at the Annual General Meeting as if they had been made orally at the Annual General Meeting if the shareholder making the request has duly registered for the virtual Annual General Meeting and is entered in the Company's share register.

The relevant provisions of the SE Regulation, the German SE Implementation Act and the German Stock Corporation Act establishing this right of shareholders read as follows:

Art. 56 of the SE Regulation

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 requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

Sec 50 of the German SE Implementation Act Convening and Adding Items to the Agenda upon Minority Request (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.

Sec. 122 of the German Stock Corporation Act Convening a Meeting at the Request of a Minority

(1) A general meeting shall be convened if shareholders whose holdings amount in aggregate to one-twentieth of the share capital request such a meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the management board. The articles of association may provide that the right to require a general meeting to be convened shall be linked to a different form or to a lower portion of the share capital. The applicants have to prove that they have been shareholders for at least 90 days prior to the day of the receipt of the request and that they will continue to hold the shares until the decision of the management board regarding their request is made. Sec. 121 para. 7 shall apply correspondingly.

(2) Equally, shareholders whose holdings amount in aggregate to one-twentieth of the share capital or a nominal amount of EUR 500,000 may request items to be placed on the agenda and published. Each new item must be accompanied by an explanatory statement or by a draft proposal. Requests within the meaning of sentence 1 must be received by the company at least 24 days, and, in the case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included.

(3) If such a request is not complied with, the court may authorize the shareholders who made the request to convene a general meeting or publish the item concerned. At the same time, the court may appoint the chair of the meeting. The notice of the meeting or the publication must refer to the authorization. An appeal may be brought against the ruling. The applicants have to prove that they will continue to hold the shares until the decision of the court is made.

(4) The company shall bear the costs of the general meeting and, in the case of para. 3, the court costs as well if the court has approved the application.

Sec. 121 of the German Stock Corporation Act General Provisions (Excerpt)

(7) In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. Secs. 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch*) shall not be applied analogously. In case of unlisted companies, the articles of association may provide for a different calculation of the deadline.

Sec. 70 of the German Stock Corporation Act Calculating the Shareholding Period

If the exercise of rights from a share depends on the shareholder having held the share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution, a securities institution or an enterprise operating in accordance with Sec. 53 para. 1 sentence 1 or Sec. 53b para. 1 sentence 1 or para. 7 of the German Banking Act (*Gesetz über das Kreditwesen*) shall be considered equivalent to ownership. The period during which the share was owned by a predecessor in title shall be attributed to the shareholder, provided that the latter has acquired the share without consideration, from the latter's fiduciary, as the universal successor, on the liquidation of a community, or on a transfer of assets in accordance with Sec. 13 of the German Insurance Supervision Act (*Versicherungsaufsichtsgesetz*) or Sec. 14 of the German Building and Loan Associations Act (*Gesetz über Bausparkassen*).

(b) *Countermotions and Nominations made by Shareholders pursuant to Art. of the 53 SE Regulation, Secs. 126 para. 1 and 127 of the German Stock Corporation Act, Article 2 Sec. 1 para. 2 sentence 3 of the COVID-19 Act*

Pursuant to Sec. 126 para. 1 of the German Stock Corporation Act, every shareholder is entitled to submit countermotions to resolutions proposed by the Management Board and the Supervisory Board on items on the agenda. The same applies to countermotions to election proposals for the election of Supervisory Board members and auditors (Sec. 127 of the German Stock Corporation Act). Countermotions and election proposals by shareholders must be submitted by **Tuesday, 17 May 2022, 24:00 (CEST)**, exclusively to:

BioNTech SE
Investor Relations
An der Goldgrube 12
55131 Mainz
Germany

or by e-mail to the address HV@biontech.de.

Countermotions and election proposals received in due time, i.e., by **Tuesday, 17 May 2022, 24:00 hrs (CEST)**, at the above address and to be made available, will be made available to the other shareholders on the Company's website at <https://investors.biontech.de/agm>, including the name of the shareholder and any statement of reasons for the proposal. 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 accessible in any of the cases listed in Sec. 126 para. 2 of the German Stock Corporation Act for a non-communication, for example when the countermotion would result in a resolution of the Annual General Meeting that would be illegal or violate the Articles of Association. A statement of reasons for a countermotion does not have to be made accessible if it comprises more than 5,000

characters in total.

Shareholders are also entitled to submit election proposals for the election of Supervisory Board members or auditors. The above provision on countermotions also apply to them *mutatis mutandis* with the proviso that the election proposal need not be substantiated. In addition to the above-mentioned exclusion criteria of Sec. 126 para. 2 of the German Stock Corporation Act, the election proposal also does not need to be made available if the election proposal does not contain the name, occupation and place of residence of the Supervisory Board members or auditor proposed for election and, in the case of proposals for the election of Supervisory Board members, does not include membership of other statutory supervisory boards.

No motions may be submitted during the virtual Annual General Meeting. Any countermotion to be made accessible under Sec. 126 of the German Stock Corporation Act will be considered to have been made during the virtual Annual General Meeting if the shareholder submitting the countermotion has been duly registered for the Annual General Meeting.

The relevant provisions of the German Stock Corporation Act and the COVID-19 Act establishing these rights of shareholders read as follows:

Sec. 126 of the German Stock Corporation Act Motions by Shareholders

(1) Motions by shareholders including the shareholder's name, a statement of grounds, and any statement by the management shall be made available to the persons entitled to receive them under Sec. 125 para. 1 to 3 subject to the conditions stated therein if at least 14 days prior to the meeting the shareholder submits to the company, at the address provided in the notice of the meeting, a countermotion to a proposal by the management board and supervisory board concerning a specific item on the agenda, and a statement of grounds. The day of receipt shall not be included. In the case of listed companies, access shall be provided via the company's website. Sec. 125 para. 3 shall apply correspondingly.

(2) A countermotion and its statement of grounds need not be made available:

1. to the extent the management board would incur criminal liability by making it available;
2. if the countermotion would result in a resolution of the general meeting that would be unlawful or in breach of the articles of association;
3. if the statement of reasons contains statements which are obviously false or misleading in material respects or which are defamatory;
4. if the same countermotion by the shareholder based on the same issue has already been made available in accordance with Sec. 125 in relation to a general meeting of the company;
5. if the same countermotion by the shareholder based on an essentially identical statement of reasons has already been made available in accordance with Sec. 125 to at least two general meetings of the company within the past five years and if at the general meeting, less than one-twentieth of the share capital represented has voted in favor of it;
6. if the shareholder indicates that he/she will neither attend nor be represented at the general meeting; or
7. if the shareholder has failed to bring or cause to be brought on his/her behalf a countermotion submitted by him/her at two general meetings within the past two years.

The statement of reasons also need not be made available if it exceeds a total of 5,000 characters.

(3) If several shareholders make countermotions for resolution with respect to the same issue, the management board may consolidate these countermotions and their statements of reasons.

Sec. 127 of the German Stock Corporation Act Election Proposals by Shareholders

Sec. 126 shall apply correspondingly to a proposal by a shareholder for the election of members of the supervisory board or auditors of the financial statements. The election proposal need not be accompanied by a statement of reasons. The management board also need not make the election proposal available if it does not contain the information required in accordance with Sec. 124 para. 3 sentence 4 and Sec. 125 para. 1 sentence 5. The management board shall add the following information to any proposal by a shareholder for the election of supervisory board members of listed companies to which the German Codetermination Act (*Mitbestimmungsgesetz*), the German Coal, Iron and Steel Codetermination Act (*Montan-Mitbestimmungsgesetz*) or the German Supplemental Act on Codetermination (*Mitbestimmungsergänzungsgesetz*) applies:

1. reference to the requirements of Sec. 96 para. 2
2. information whether the joint fulfilment has been vetoed against in accordance with Sec. 96 para. 2 sentence 3, and
3. information on how many positions in the supervisory board at least have to be filled by women and men, respectively, in order to comply with the minimum representation requirement pursuant to Sec. 96 para. 2 sentence 1.

Sec. 124 of the German Stock Corporation Act Publication of Motions to Add Items; Proposals for Resolutions (Excerpt)

(3) In the notice of the meeting, the management board and the supervisory board - and in case of a resolution pursuant to Sec. 120a para. 1 sentence 1, the election of the supervisory board members and auditors only the supervisory board - shall make proposals for a resolution in respect of each item on the agenda to be resolved by the general meeting. In the case of companies which are public interest entities pursuant to Sec. 316a sentence 2 of the German Commercial Code, the proposal by the supervisory board for the election of the auditor of the financial statements shall be based on the recommendation of the audit committee. Sentence 1 shall not apply if the general meeting is required to comply with election proposals of supervisory board members in accordance with Sec. 6 of the German Coal, Iron and Steel Codetermination Act (*Montan-Mitbestimmungsgesetz*) or if the issue to be resolved was placed on the agenda at the request of a minority. The election proposal of supervisory board members or auditors shall state their name, profession exercised, and place of residence. If the supervisory board must also include employee representatives, resolutions adopted by the supervisory board concerning election proposals of supervisory board members only require a majority of the votes of the shareholder representatives on the supervisory board; Sec. 8 of the German Coal, Iron and Steel Codetermination Act (*Montan-Mitbestimmungsgesetz*) shall not be affected.

Sec. 125 of the German Stock Corporation Act Notifications to Shareholders and Members of the Supervisory Board

(1) Sentence 5 In the case of listed companies, election proposals of supervisory board members shall be accompanied by information concerning the membership of such nominees in other statutory supervisory boards; information relating to their membership in comparable domestic or foreign supervisory bodies of commercial enterprises should be included.

Article 2 Sec. 1 of the COVID-19 Act (Excerpt)

(2) Sentence 3 Motions or election proposals by shareholders which are to be made available pursuant to Sec. 126 or Sec. 127 of the German Stock Corporation Act shall be deemed to have been made at the meeting if the shareholder making the proposal is duly authorized and registered for the annual general meeting.

- (c) *Shareholders' Right to ask Questions Pursuant to Art. 53 of the SE Regulation, Sec. 131 para. 1 of the German Stock Corporation Act in conjunction with Article 2 Sec. 1 para. 2 sentence 1 no. 3, sentence 2 of the COVID-19 Act*

The shareholders' right to information pursuant to Sec. 131 para. 1 of the German Stock Corporation Act is restricted in the case of a virtual Annual General Meeting pursuant to Sec. 1 para. 2 of the COVID-19 Act. Accordingly, shareholders only have the right to ask questions by way of electronic communication (Sec. 1 para. 2 sentence 1 no. 3 COVID-19 Act). The Management Board may also stipulate that questions must be submitted no later than one day prior to the Annual General Meeting (Sec. 1 para. 2 sentence 2, half sentence 2 of the COVID-19 Act). The Management Board of BioNTech SE has made use of this option with the consent of the Supervisory Board. Properly registered shareholders have the right to ask questions by way of electronic communication (cf. Sec. 1 para. 2 sentence 1 no. 3 of the COVID-19 Act). Any questions must be submitted no later than one day before the Annual General Meeting, i.e., no later than **Monday, 30 May 2022, 24:00 (CEST)**, using the Investor Portal on the Company's website at:

<https://investors.biontech.de/agm>.

Questions submitted after the above deadline or not in German will not be considered. It is intended to name the questioners in the context of the question answer in principle, provided that they have not expressly objected to the naming.

Pursuant to Sec. 1 para. 2 sentence 2, half-sentence 1 of the COVID-19 Act, the Management Board shall decide at its own dutiful discretion how to answer questions.

The relevant provisions of the COVID-19 Act establishing this right of shareholders reads as follows:

Article 2 Sec. 1 of the COVID-19 Act (Excerpt)

2. the exercising of shareholders' voting rights is possible via electronic communication (postal vote or electronic participation) and the granting of powers of attorney,
3. the shareholders are given the right to ask questions by means of electronic communication,
4. the shareholders who have exercised their voting rights in accordance with no. 2 are given the opportunity to object to a resolution of the general meeting, in deviation from Sec. 245 no. 1 of the German Stock Corporation Act, by waiving the requirement to appear at the general meeting.

The management board shall duly decide at its discretion how to answer questions; it may also stipulate that questions must be submitted by electronic communication at least one day before the meeting. [...]

- (d) *Right to Object to Resolutions adopted by the Annual General Meeting*

Shareholders who have exercised their voting rights themselves or through a proxy can - again

themselves or through a proxy - submit their voting rights via the Investor Portal at

<https://investors.biontech.de/agm>

and thus, in deviation from Sec. 245 para. 1 of the German Stock Corporation Act, without physically attending the Annual General Meeting, file an objection for the record of the notary public against any resolution adopted by the Annual General Meeting (Art. 2 Sec. 1 para. 2 sentence 1 no. 4 of the COVID-19 Act). The lodging of an objection is possible from the beginning of the Annual General Meeting until its end.

The relevant provisions of the German Stock Corporation Act and the COVID-19 Act establishing this right of shareholders reads as follows:

Sec. 245 Authority to Contest (Excerpt)

The following persons shall be entitled to contest the resolution:

1. any shareholder attending the general meeting who had already acquired the shares prior to the announcement of the agenda and who has filed an objection to the resolution in the minutes; [...]

Article 2 Sec. 1 COVID-19 Act

(2) The management board may decide that the meeting is held as a virtual general meeting without the physical presence of the shareholders or their authorized representatives, provided that

[...]

4. the shareholders who have exercised their voting rights in accordance with no. 2 are given the opportunity to object to a resolution of the general meeting, in deviation from Sec. 245 no. 1 of the German Stock Corporation Act, by waiving the requirement to appear at the general meeting.