

Annual General Meeting of BioNTech SE on 25 May 2023

The following motions of *Dachverband der Kritischen Aktionärinnen und Aktionäre e.V.* (Association of Critical Shareholders in Germany), have been received by us within the countermotion deadline pursuant to Art. 53 SE-Regulation, Section 126 (1) German Stock Corporation Act.

These motions are published on a voluntary basis for reasons of transparency, as *Dachverband der kritischen Aktionärinnen und Aktionäre e.V.* was not registered as a shareholder in the Company's share register at the end of the countermotion period on 10 May 2023, 24:00 hours (CEST).

The motions and supporting statements reflect the author's view as notified to us. Also, we have published assertions of fact without changing or verifying them.

This document is an English convenience translation of the German original. For purposes of interpretation, the German text shall be authoritative and final.

Counter-motion on agenda item 4, resolution on the approval of actions of the Management Board

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the actions of the members of the Management Board be refused.

Reasons:

The Management Board is not sufficiently fulfilling its responsibility to advocate for equitable access to COVID-19 vaccines and vaccines for indications primarily found in the Global South.

Access to COVID-19 vaccines remains highly unequal. While 70% of people worldwide have received at least one vaccine dose, only 29.8% of people in low-income countries have been vaccinated at least once (as of May 2023).¹ At the same time, BioNTech has made immense profits from COVID-19 vaccines since the global COVID-19 pandemic began. In 2022, the turnover from the sale of around two billion doses amounted to 17.3 billion euros. In 2023, BioNTech still expects revenues from COVID-19 vaccines to reach €5 billion² and expects the COVID-19 vaccine portfolio to remain a long-term and sustainable business.³ Meanwhile, inequitable access to COVID-19 vaccines is prolonging the pandemic and putting more lives at risk.

Despite enormously high sales and public financial support from the German government of up to € 375 million⁴ and a loan of up to € 100 million from the European Investment Bank (EIB)⁵, BioNTech has so far not sufficiently fulfilled its global and human rights responsibilities. BioNTech's pricing was and is highly non-transparent, although the development of the vaccine was funded by public money.

BioNTech's global responsibility includes finally sharing technology and know-how with manufacturers from the Global South and cooperating in research and development (R&D) on an equal basis. Manufacturers in low- and middle-income countries (LMICs) need to be able to use mRNA technology, independently produce, control and adjust vaccines as needed, and independently set prices. A comprehensive transfer of technology and know-how could help to ensure that the same pattern of extremely inequitable distribution of vaccines is not repeated in a future pandemic and for vaccines for indications that occur primarily in the Global South.

¹ <https://ourworldindata.org/covid-vaccinations>

² <https://investors.biontech.de/de/news-releases/news-release-details/biontech-veroeffentlicht-ergebnisse-fuer-das-vierte-quartal-0>

³ <https://investors.biontech.de/static-files/5389d1da-05f1-40df-87a8-d678a00bc975>

⁴ <https://www.gesundheitsforschung-bmbf.de/de/sonderprogramm-zur-beschleunigung-von-forschung-und-entwicklung-dringend-benotigter-12534.php>

⁵ <https://www.eib.org/en/press/all/2020-144-eib-to-provide-biontech-with-up-to-eur-100-million-in-debt-financing-for-covid-19-vaccine-development-and-manufacturing>

Tuberculosis and malaria vaccines

In addition to developing variant-adapted COVID-19 vaccines, BioNTech is doing important work in cancer research and in the development of vaccines against tuberculosis and malaria. The two tuberculosis vaccine candidates BNT164a1 and BNT164b1 are expected to enter Phase 1 testing in July 2023.⁶ The malaria vaccine candidate BNT165b1 has been in Phase 1 clinical trials since December 2022.⁷

BioNTech has developed a COVID-19 vaccine to market maturity, also with strong financial support from the German government and the European Investment Bank (EIB), and has benefited massively from this. Against this backdrop, we would welcome it if BioNTech were to provide vaccines in future for indications that occur primarily in the Global South, such as tuberculosis and malaria, in such a way that all people who urgently need access to these vaccines can also access them. We also call on BioNTech to diversify the production of future tuberculosis and malaria vaccines and to enable local production in such a way that production bottlenecks do not occur again. In addition, the vaccine must be delivered at an affordable price. The price of the final product must not be a barrier to access.

Counter-motion on agenda item 5, resolution on the approval of actions of the Supervisory Board

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the actions of the members of the Supervisory Board be refused.

Reasons

The Supervisory Board has only inadequately performed its task as a control body of the Management Board. The measures taken by BioNTech so far are not sufficient to ensure fair access to COVID-19 vaccines and independent regional production.

Regional Production

The first BioNTainer reached Rwanda in the first quarter of 2023, and it should be possible to start producing vaccines 12 to 18 months later⁸. BioNTech wants to contribute to "democratizing access to innovative medicines worldwide".⁹ The site in Kigali, Rwanda, is to serve as "a potential first node in a decentralized and robust African end-to-end production network".¹⁰

According to COO Sierk Poetting and CEO Uğur Şahin, BioNTech is producing at cost in the project and has no commercial targets yet.¹¹ However, BioNTech has not yet made any firm commitments in this regard and has not given any information about the specific timeframe. It

⁶ <https://clinicaltrials.gov/ct2/show/NCT05547464>

⁷ <https://clinicaltrials.gov/ct2/show/NCT05581641?term=BioNTech+SE&draw=3&rank=11>

⁸ <https://investors.biontech.de/de/news-releases/news-release-details/update-zu-erstem-biontainer-fuer-afrikanische-mrna/>

⁹ <https://investors.biontech.de/static-files/5389d1da-05f1-40df-87a8-d678a00bc975>

¹⁰ <https://investors.biontech.de/static-files/5389d1da-05f1-40df-87a8-d678a00bc975>

¹¹ <https://www.businessinsider.de/wissenschaft/biontainer-biontech-setzt-auf-impfstoff-container-in-afrika-a/>

is therefore completely unclear and non-transparent to what extent the BioNTainers are currently and in the future will be, contributing to sustainable and independent vaccine production, or whether this is a primarily profit-oriented project.

In addition, BioNTech announced that after a start-up phase to begin production, the BioNTainers would "hand over the project to the African partners in the long term".¹² So far, however, there are no concrete promises, no information on conditions and no timetable, meaning that the public and other actors involved in the project are left in uncertainty. This lack of transparency also makes it unclear to what extent the technology will also be used for the production of other vaccines, such as against tuberculosis and malaria.

Should BioNTech take an approach in the public interest with the BioNTainers, they could be an important and innovative step in countries with limited production and regulatory capacity to improve access to vaccines. However, production and regulatory capacities already exist in LMICs, including on the African continent, which could be used and transformed for rapid technology transfer. However, BioNTech has not considered any of the more than 100 capable manufacturers in LMICs for technology transfer and research and development (R&D) collaborations, thus perpetuating structural inequalities between countries of different income levels.

Global initiatives, such as the WHO mRNA Technology Transfer Program, also aim to improve local and regional R&D and production capacities that would enable LMICs, to sustainably and independently develop and produce the vaccines and medicines they need. Since the approval of the COVID-19 vaccine, BioNTech has ignored calls for the transfer of the necessary technology and know-how for production in LMICs and has not shared the technical know-how to produce COVID-19 vaccines or the mRNA platform technology with the WHO mRNA Technology Transfer Program.

¹² <https://www.businessinsider.de/wissenschaft/biontainer-biontech-setzt-auf-impfstoff-container-in-afrika-a/>